



# **DOING BUSINESS THE VWR INTERNATIONAL WAY**

**A CODE OF ETHICS AND CONDUCT**

## Doing Business the VWR International Way A Code of Ethics and Conduct

Dear VWR Associates,

**UNYIELDING INTEGRITY:** Unyielding integrity is one of our core values. We define it as doing what we say we are going to do, engendering trust, communicating honestly and doing what is right. It is also defined as firm adherence to a code of conduct and honesty.

VWR's management and owners insist on full compliance with our Code of Ethics and Conduct and have zero tolerance for violations. This includes, but is not limited to, the sharing of proprietary VWR information outside the company and inappropriate financial accounting practices. We must never allow our long-established reputation for honesty and integrity to be compromised.

We operate our business in different countries and under a wide range of competitive situations, subject to a variety of local laws, regulations and cultures. To continue to be successful, we must constantly seek and implement flexible and innovative ways to achieve our business objectives. Yet, within this environment, we must be unwavering in our commitment to perform to the highest ethical standard which is critical to our long-term success.

**Doing Business the VWR International Way - a Code of Ethics and Conduct** provides the essential guidelines you need to understand your responsibilities and your obligation to comply with the law and to advise VWR International management of anything that is not in compliance with the law.

Associates have the means, via the Associate Hotline, to confidentially and anonymously report concerns regarding theft, fraud, workplace violence, conflicts of interest, accounting and internal control issues, or violations of the VWR Code of Ethics and Conduct.

VWR is a company with strong beliefs and values. By continuing to honor those beliefs and values and live by the code of conduct that underpins them, we can look forward to a future filled with success.

## 1. Overview

VWR International, LLC (VWR) draws its success from many sources, especially from our associates' competence and sense of responsibility. The objective of all of us at VWR is to enhance the value of our Company over the long term in the interests of our owners, our associates, and society as a whole. In the heightened corporate sensitivity of the present time, VWR expects all associates to ensure that we achieve our objective of enhancing VWR's value by meeting and exceeding our customers' needs through teamwork and mutual respect and by focusing on productivity, innovation and efficiency throughout all our operations. To do this we must pay close attention to legal requirements, issues of social responsibility, sustained environmental protection in our operations, workplace safety, and conduct that reflects the highest ethical values.

VWR's business conduct policy is based on the rule of law in every country where it conducts business. VWR regards its compliance with these laws and maintaining high ethical standards as its absolute responsibility and holds each associate accountable for that compliance. In short, all VWR associates have important duties to fulfill to our owners, our customers, our suppliers, our community and each other.

Our Code of Ethics and Conduct is designed to encourage associates to seek advice in cases of doubt. Such advice should be sought from managers and from special departments in specific areas such as Regulatory Affairs, Human Resources, Legal, etc. The opportunity and duty to consult with specialists apply particularly in cases where the rights of third parties may be affected, when damage to VWR appears imminent, when operations involving a high degree of risk are involved, and when legal responsibilities are not clear.

Our Code of Ethics and Conduct is a guide to VWR's minimum standards of acceptable, ethical conduct and behavior. Note that in many instances, VWR has adopted even more specific or more restrictive policies and procedures, which take precedence over the Code of Ethics and Conduct and you should guide your actions accordingly.

In some cases, particularly when VWR associates are working at a customer's facility, there may be or appear to be a conflict between the VWR Code of Ethics and Conduct and the customer's code of conduct. VWR "on site" associates are expected to adhere to VWR's Code of Ethics and Conduct, while respecting the customer's code and the reasonable expectations of the customer. Any real or perceived conflict should be discussed with your manager, your Human Resources representative or VWR's Legal Counsel.

If you have any questions about your responsibilities and VWR's Code of Ethics and Conduct or VWR's other policies and procedures, please ask your manager, your Human Resources representative or VWR's Legal Counsel.

## **2. A Fundamental Foundation: Adherence to Applicable Law**

VWR respects the law and expects the law to be respected by its associates and business partners. Unlawful conduct may result in substantial, adverse financial consequences to VWR and to individual associates who act improperly. Beyond the tangible financial consequences, there is also the risk that such conduct will damage VWR's reputation and its position in the marketplace. Today more than ever, the value of a company is heavily affected by its reputation. The mere appearance of a violation of the law can have significant impact on public opinion and can also result in a change in relationship with our customers, suppliers and others even though in fact a violation of law has not occurred. It is for this reason that ambiguities of law in important areas should be brought to the Company's attention and addressed appropriately, with the best advice and guidance available.

VWR conducts our international business in accordance with the same values, principles, and practices we apply to our domestic business. In addition, VWR adheres to the laws that apply in the countries where we do business, as well as with U.S. laws regulating foreign commerce. No associate may conduct any business that is not in compliance with both U.S. law and local or national law.

## **3. Sales of Products Outside the U.S.: Compliance with Sales and Technology Controls and the Foreign Corrupt Practices Act**

When the opportunity arises for sales outside the U.S., the VWR Export Sales Department is responsible for confirming that the country or company to which any of our products are to go is not on any government list which restricts or prevents such sales by a U.S. company. Similar requirements exist for all exports of US-origin products by VWR companies located outside the U.S. and for all VWR companies outside the U.S. that may be managed by a U.S. national. No VWR company will export to any country or entity in violation of U.S. Government prohibitions or in violation of local national law; both sets of laws must be respected even if it means turning away business. Associates are required to utilize all implemented screening mechanisms to promote adherence with this requirement and no associate may become involved in the sale of products that are subject to export controls without following all the VWR export compliance and control procedures. To the extent VWR uses overseas sales agents and distributors, especially for sales to foreign government agencies, VWR associates must ensure that VWR complies with the U.S. Foreign Corrupt Practices Act. No VWR associate, agent or distributor may pay or give anything of value directly or indirectly to any officer, employee, or agent of a political party or government, or candidate for public office, for the purpose of obtaining or retaining business.

#### 4. Information: It's Acquisition, Use and Safeguarding

##### 4a. VWR safeguards its competitive information and observes the rights of others

VWR's product sales, marketing, supplier and customer information constitute valuable assets and may not be passed to third parties in any form whatsoever. If the information must be passed to a third party supplier for business reasons a written **nondisclosure agreement** must be filled out and signed by both VWR and the specified third party to guarantee the confidentiality of VWR's information. VWR's Legal Counsel must approve each nondisclosure agreement. All agreements with third parties that involve the transfer of VWR information must be reviewed by all appropriate departments and approved by VWR's Legal Counsel prior to their final execution and before the release of any VWR information. Associates are expected to protect VWR's confidential information by marking documents "Proprietary and Confidential – Internal Distribution Only" and protecting documents marked as such.

All information and data belonging to VWR must be handled in such a way that it is protected against unauthorized access and modification as well as against damage and destruction. No associate may make copies or printouts of VWR information or data for purposes other than those required by the associate's work for our Company. Confidential information stored on computers must be password protected and protected in other ways to assure reasonable protection to VWR against wrongful access by others. The passing on of information via electronic communication media such as e-mail or the Internet is subject to the same restrictive policies as the passing on of information via conventional means. Video or audio recording must be in compliance with local laws and will not be permitted without the written approval of the appropriate VWR manager and the approval of VWR Corporate Communications.

Each and every associate is obliged to respect the intellectual property rights of third parties and to desist from using any such intellectual property without authorization as the violation of the intellectual property rights of another can have adverse consequences for VWR. No VWR associate may gain possession or make use of the secrets of a third party without proper legal authorization by agreement with the third party or otherwise. Information concerning third parties should be obtained from publicly available sources.

Only associates specifically authorized by Information Services may install **software programs**. Most software programs are protected by US and/or international copyright laws and license agreements limiting their use and prohibiting duplication without prior authorization. The license conditions defined by the supplier of the software in question must be duly adhered to, in particular as to the licensed maximum number of computer workstations on which the supplier's software can be run.

#### **4b. Compliance with Competition Law: The Legitimate Use of VWR Information**

Caution is called for when dealing with **VWR market information**. Trade associations can provide companies, which are otherwise competitors in the marketplace the opportunity to meet and discuss matters of mutual interest. This is legitimate when the boundaries of antitrust law are observed. As a general matter, any proposed exchange of market information through a trade association must be reviewed with VWR Legal Counsel before the exchange occurs. Generally, exchanges must definitely not include price information and, if intended to include various types of cost information for the benchmarking of individual company performance against industry norms, the exchange should call for distribution of information by a third party (ideally an accounting firm) on an average, aggregated basis such that individual company data is not revealed to other participants.

**It is not permissible under any circumstances to discuss with any competitor:** prices, pricing standards, terms and conditions of sale (including product promotions, timing of product promotions, discounts and allowances), credit terms and billing practices, supplier's terms and conditions, profits and profit margins, costs, distribution plans and practices, marketing plans and practices, bids, including VWR's intent to bid or not bid, allocation of sales territories, selection, retention or quality of customers, refusal to deal with a supplier or customer, type or quality of production, new products or production innovations, product packaging, or terms of warranties or guarantees.

When participating in a competitive bid for a contract, each and every kind of arrangement or discussion with other potential bidders on the subject of the bid or anything relating to it is strictly prohibited. If VWR puts a contract out to bid, any disclosure of information regarding a bidder or his/her offer to another bidder is also prohibited.

VWR's own sales revenue, gross margin and profitability information or planning activities also should not be disclosed to competitors or any third party. The only exceptions to this non-disclosure rule are to a prospective purchaser or seller when VWR is intending to acquire or sell a specific line of business or to enter into a joint venture, or the giving of price information in legitimate buy-sell relationships. In such cases, the proposed exchanges of information should be reviewed with VWR's Legal Counsel, and for proposed acquisitions, divestitures or joint ventures, a **nondisclosure agreement** must be concluded beforehand that fully describes the scope of confidentiality treatment for the contemplated transaction and materials exchanged in connection with it. Here too, the kind and quantity of data exchanged must be restricted so as to provide only that data appropriate for the proposed transaction to be adequately assessed.

Sales of lines of business, acquisitions, or joint venture projects are generally subject to **merger control** by domestic and, in some cases, foreign antitrust agencies. In connection with this approval

procedure, the authorities must be supplied with such information as they request or their forms require on a truthful and complete basis.

Federal laws also prohibit actions that create or support monopolies. To establish a violation under these laws, there must be proof that a company has monopoly power (i.e., the ability to control prices or exclude competition) within a particular market and that it willfully acquired or maintains that power through anticompetitive practices. Positions of market leadership can arise legitimately in areas in which VWR enjoys greater market share, for example. Care must nonetheless be taken to ensure that such market leadership as our Company may from time to time enjoy is not abused.

Antitrust laws typically have broad language and require careful and knowledgeable interpretation and application. VWR associates should consult with Legal Counsel whenever there is any doubt whatsoever on a potential anti-trust matter. Such matters will be evaluated on a case-by-case basis. In the case of co-promotion or contract production agreements, or of agreements with marketplace competitors, prior consultation with VWR's Legal Counsel is especially important and required under our Code of Ethics and Conduct.

#### **4c. Insider regulations: A knowledge advantage may not be used for personal benefit**

No associate may exploit internal knowledge concerning plans of VWR or any affiliated company, an intended divestiture of company divisions or departments, the acquisition of other companies, the establishment of joint ventures, or any other facts of relevance to stock prices (so-called **insider information**) for the purpose of personal financial gain, irrespective of whether he/she does so directly or via a third party. No associate may pass on confidential insider knowledge to other associates not requiring that information for their jobs, to family members or to third parties.

#### **4d. Records and Records Retention**

VWR expects all associates to record and report information accurately and honestly. This includes accurate reporting of time worked, business expenses incurred, accounting entries and information, production data and information related to all other business-related activities. Associates should use good judgment and common sense when preparing any Company document to ensure that it objectively and accurately reflects the facts of the situation.

In general, all internal and external financial records and information must follow generally accepted accounting principles (GAAP) and effective internal controls, including procedures in place to protect VWR's assets. No entry may be made on VWR's records (books), which intentionally hides or disguises the true nature of any transaction. No undisclosed or unrecorded funds or assets may be established. VWR should not be a party in any transaction where we are uncomfortable with how the other party may account for the transaction in their books and records.

Budget proposals and other financial evaluations and forecasts must fairly represent all information relevant to the decision.

All business transactions must be properly authorized as well as completely and accurately recorded on VWR's financial records (books of original entry), in accordance with appropriate policies and procedures. Familiarity and compliance with VWR's accounting and reporting policies and systems of internal controls (such as VWR's Travel and Expense Policy) are required at all times.

It is VWR's practice to retain records for at least the period required by law, which varies by type of document and the field, which it covers. No organized destruction of documents should occur at any time unless and until the proposed destruction is determined to be in accordance with VWR's Record Retention Policy and has been reviewed and approved in writing by the responsible Department Manager.

#### **4e. Data Privacy**

VWR and its associates should respect our suppliers' and customers' wishes and hold confidential any information relating to them, which they have requested and we have agreed to keep confidential, or which they have a reasonable expectation we will hold in confidence. Specifically, our agreements with suppliers and customers may require us to hold in confidence their pricing information, contract terms or other information arising under their agreements with us. Every VWR associate needs to be sure that he or she is respecting these contractual commitments to confidentiality made by VWR.

VWR associates are required to comply with VWR's Internet Privacy Policy which details the use and security of information collected by VWR via the vwr.com website and VWR's Information Security Policy which governs associates' use of VWR computers, networks and related Company property.

No one has the right to access information not related to his/her own duties. The confidentiality of all personally addressed correspondence must be respected. Records, data and information may be shared only with properly authorized individuals and associates and only as necessary to conduct VWR's business. This restriction includes sharing (even with co-workers) passwords and access privileges intended to protect the Company's records and information.

#### **5. VWR's Mission: We deliver excellence in the distribution of scientific supplies**

Each VWR associate is responsible for the quality of his or her work, for implementation of the relevant portions of the quality system, and for complying with all policies and procedures in the execution of their respective job duties. By each of us maintaining the high quality of our work, we help ensure that VWR always fulfills its mission.

### **5a. Workplace Safety: Everyone's Concern**

Each and every associate is responsible for workplace safety in his/her working environment. **Personal protection, environmental protection, and workplace safety rules and procedures** must be observed under all circumstances.

A major problem when dealing with potential sources of danger is that over time complacency may set in, however effective the rules and procedures may be on paper. Each and every associate, acting in his/her own interest and also in the interest of colleagues and VWR as a whole, must constantly remember to consistently apply the safety regulations at all times. VWR expects its managers to be alert to the need to observe rules and procedures reflecting best practices especially as to safety matters and to guard against complacency in these applications.

### **5b. Safety: Care in planning and operation**

All facilities and their operation must be carefully planned from the outset, and the operation of the facilities must be monitored continuously. All associates must receive training and instruction in proper facility and equipment operations within their areas of responsibility, and managers need to assure a safe workplace in which accidents to our associates or others and incidents harmful to the environment are avoided, as much as humanly possible.

### **5c. Regulated Products, Hazardous Substances: Assuring Their Safe Use**

The purchase, storage, import and export, and the marketing of certain products are all subject to regulations requiring complete documentation and full compliance.

**Hazardous substances** must be stored only in properly labeled and approved containers and packaging materials and subsequently stored in and shipped from approved storage areas. All access by unauthorized persons must be prevented. The relevant laws and regulations governing **regulated products** and **hazardous substances** must be rigorously adhered to. Prohibited substances as defined by law may not be brought into the premises of VWR locations.

### **5d. Protection of the environment**

VWR has declared its firm commitment to continuously improve its performance in protection of the environment.

Any unapproved operation or exceeding of the limits defined for an operation in applicable governmental licenses, or the unapproved discharge of substances into the environment, can give rise to criminal as well as civil liability. All steps should, therefore, be taken to assure that VWR always operates within legally defined limits.

When handling environmentally hazardous products – in connection with their transport, loading and unloading, or storage – care must be taken to ensure that safety is always observed. In the event that, notwithstanding all appropriate precautionary measures, substances are accidentally released or other improper environmental discharge occurs, VWR's departments responsible for environmental protection must be notified immediately. Only when such incidents are **reported immediately** is it possible to have the best chance of containing any detrimental impact. VWR will not tolerate any retaliation toward any employee making such a report.

## **6. Separation of the private and the corporate sphere: Conflicts of interests must be avoided**

Each and every associate must keep his/her private interests separate from those of VWR. Also, personnel-related decisions may not be related to private interests or relationships. Potential conflicts of interests must be disclosed immediately either directly to the Human Resources Department or to one's manager who, in turn should immediately notify the Human Resources Department.

### **6a. Objective criteria must be used in the selection of our suppliers and in the pursuit of customer contracts**

As a rule, suppliers should be selected according to the following criteria: quality, reliability, price, technological standards, product suitability, demonstrable long-term and conflict-free business relations, certification according to appropriate standards and regulations, and the proven existence of a quality-management system. Under no circumstances whatsoever may family or other significant relationships or personal interests be allowed to play a role in the conclusion of contracts.

VWR associates may not be influenced to select suppliers or customers by material or non-material inducements; such conduct by suppliers or customers will be deemed by VWR to be commercial bribery. In this regard, no associate may demand, accept, receive, offer, or grant a **personal favor or benefit** of any kind, either directly or indirectly, in connection with his/her activities for VWR whether with a private person, a company, or a public agency or institution. This prohibition applies to all kinds of benefits. The only exceptions to this general prohibition are items having only a nominal or symbolic value, i.e., less than \$50.00 or awards received from formal sales and marketing contests approved by the VWR Marketing Department or the Zone or country General Managers. The details supporting all nominal or symbolic gifts of \$50 or less to non-VWR associates must be recorded on the Gift Reimbursement Worksheet. In the absence of the Worksheet, the following information is needed and must accompany all Expense Reimbursement Request Forms, Invoices or Check Requests that are submitted to pay for the gift: (a) date of gift; (b) amount of gift; (c) recipient's full name; (d) recipient's job title; (e) recipient's company name; (f) a description of the gift; (g) reason for gift; (h) whether or not the gift was cash or non-cash.

No government official may receive benefits of any kind whatsoever from VWR. This prohibition applies to all cases even if the decision would have been favorable if VWR granted the benefit to the government official.

VWR seeks to avoid even the appearance of unrelated consideration influencing its or others business decisions. As soon as any associate is confronted with an improper offer of the sort described in this section, he/she must immediately inform either VWR's Legal Counsel or his/her manager who in turn will notify VWR's Legal Counsel. It will never be an acceptable excuse for such conduct by a VWR associate that personnel at other companies engage in similar conduct in violation of these rules.

#### **6b. Handling of company property: No use for private purposes**

No associate may make use of company facilities (e.g. equipment, supplies, vehicles, office materials, documents, files, data media) or personnel for his/her own private purposes except as permitted by specific VWR policy or in extraordinary circumstances and then only with the prior express permission of the responsible department or office, provided, however, that associates with email access for purposes of performing their job duties may also use the company's email system to engage in protected activity concerning the terms and conditions of their employment consistent with Section 7 of the National Labor Relations Act ("Section 7 Activities") **VWR property** may not be removed from the physical premises of VWR without the prior written permission of one's manager. Data compilation, programs, or documents may not be permanently removed from VWR premises or brought onto VWR premises without the prior written permission of one's manager.

#### **6c. Private activities: Integrity is essential**

It is expected that no associate will become involved in any outside employment or business activity that could be construed to be in competition with VWR or that would interfere with the associate's full performance of their VWR job duties. VWR associates are free to purchase shares of the stock of other companies so long as no VWR associate owns an interest greater than 5% in the stock of any publicly traded company, which is a competitor, supplier or customer of VWR. Ownership of stock in a private (not publicly traded) company, which is a competitor, supplier or customer of VWR, is not permitted without the prior written consent of VWR's Legal Counsel. VWR sincerely welcomes private activities by its associates in social, political, or public welfare institutions during non-working time. No expression of the associate's private opinions in public should convey that he or she speaks for VWR in these expressions of their opinion.

#### **7. Conduct within VWR and with third parties: Fairness and respect are the standard**

Each and every associate must know that his/her personal (as well as, of course, official) conduct reflects on VWR as well as on him/herself, and that such conduct may affect VWR's reputation. VWR expects each and every associate to be objective, respectful and fair in his/her dealings with colleagues

and third parties. With our customers and suppliers, the question should always be “How would we like VWR to be treated in similar circumstances?” and we should exercise every effort to treat our customers and suppliers in the same way. In addition, where VWR has agreements with customers and suppliers, associates are expected to act in a manner that ensures VWR’s continuous compliance with those contractual obligations.

No one shall be discriminated against, favored, harassed, or stigmatized due to his/her race, religion, color, sex, age, marital status, veteran status, ancestry, national origin, medical condition, disability, sexual orientation, appearance or any other reason prohibited by law.

If interpersonal differences among associates exist, impacting the associates’ working relationship but not violating the above, and if these differences persist despite the efforts of the participants to address them themselves, both the associates’ manager and the Human Resources Department should be consulted with the aim of achieving an appropriate solution if one has not already been achieved.

**Harassment** of any associate based on race, religion, color, sex, age, marital status, veteran status, ancestry, national origin, medical condition, disability, sexual orientation, appearance or any other reason prohibited by law is strictly prohibited. Harassment based on political opinion or social background is also prohibited. Each and every associate has the right to be protected from harassment conducted through words, gestures, or in writing and shall be able to trust that other associates will not interfere with his/her natural sense of propriety or impose contact, which he/she does not wish to have. In this regard, it is not relevant that the harassing associate considers the conduct to be acceptable or merely joking; the appearance as well as the reality of harassing conduct should be avoided. In short, decency and mutual respect in relations between associates must always be strictly observed.

**Open communication** forms the basis for all careful decision-making processes at VWR. Therefore, each and every associate must endeavor to bring to bear in all VWR decision-making as much of his/her personal expertise and knowledge as possible. Successful project work is characterized not only by team-working skills but also by the initiative of individual associates. In all of this trust is key, and VWR expects the conduct of all of its associates to be trustworthy, mutually supportive and we expect each associate to act in this manner.

All written records and files must be handled in such a way that files can be easily transferred to others as the need arises. This requires, among others, complete, clear, and easily reconstructible file management. Associates should always be aware in preparing any written correspondence, whether by e-mail or hard copy, that documents of any and every sort constitute the written record of VWR’s activities. This fact must be given due consideration every time one prepares a document, including e-mails. Each associate needs to consider, “Is what I am writing something that I would want to be seen by

others besides its intended recipients with respect to tone as well as content?" If not, it should not be written or otherwise communicated.

#### **7a. Communications Among Associates**

With the availability of e-mail, communication within VWR is greatly enhanced. With that enhancement goes added responsibility imposed on each associate to assure that e-mail is properly used. VWR e-mail should be used for company business, not personal matters, provided, however, that associates with email access for their job duties may use the company's email system during non-working time to engage in Section 7 Activities. Work e-mails should be written in business professional language and should observe customary rules of courtesy and propriety. E-mail and other communications must never be used for harassment of any kind, stalking, or for other improper purposes. E-mails of a romantic nature sent to or through the VWR system, however innocent in intended purpose, are always inappropriate and should not be sent. Any e-mail or other communications of a harassing, stalking or other inappropriate form should be reported immediately to Human Resources.

#### **7b. Conduct towards government agencies: Cooperation while upholding our rights**

VWR makes every effort to maintain a cooperative and open-minded relationship with all relevant government agencies. It is VWR's policy to cooperate with any reasonable request of federal, state, and municipal government investigators seeking information concerning VWR operations for enforcement or investigatory purposes. At the same time, VWR associates are entitled to the safeguards provided by law, including the representation of counsel. Subpoenas, business records requests or other legal process directed to VWR should be forwarded immediately to the General Counsel for response on behalf of VWR. While only authorized personnel are permitted to respond on behalf of VWR to inquiries from state or local agencies directed to the Company, nothing in this policy prohibits associates from speaking to or cooperating with state or federal agencies such as the NLRB or EEOC concerning their working conditions, or from responding to inquiries by the NLRB.

#### **8. Adherence to our Code of Ethics and Conduct: Information and training beforehand; discipline in the case of no adherence**

VWR provides its associates with the opportunity to make use of all necessary sources of information, and in particular with VWR Legal Counsel, to avoid violations of applicable law. It also provides its associates with protection in the event of unwarranted governmental actions relating to them arising out of VWR's legitimate business activities.

The standards in our Code of Ethics and Conduct are very important to VWR and must be taken seriously by all associates. Accordingly, violations of the Code of Ethics and Conduct will not be tolerated. Violations can and will result in disciplinary action up to and including termination of employment. In **cases of doubt** about how an associate should act in carrying out VWR business, each

and every associate can – and indeed must – seek appropriate guidance from his or her manager and also from VWR’s Legal Counsel. Each and every manager must organize his/her area in such a way that reports of legal violations can reach him/her at all times. Questions, concerns and issues must be addressed openly and actively. Managers must also, however, run regular checks on their own initiative and approach their staff openly for discussion to ensure a two-way flow of information.

**Violations of applicable law are simply not acceptable.** All Company associates are responsible for helping to ensure compliance with law. To further that end, you must report all violations of law relating to VWR’s business practices or conduct immediately to VWR’s Legal Counsel, your manager, your local Human Resources Manager, or the Associate Hotline. Violations that must be reported include, by way of example and not limitation, the following:

- A violation of U.S. federal or state criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the United States Code or comparable state codes;
- A violation of the U.S. federal or state civil False Claims Act (see 31 U.S.C. 3729-3733); or
- Instances where the Company may have overcharged the government.

Our **Code of Ethics and Conduct** is part of a program that is designed to ensure that proper conduct, in compliance with the law and our ethical obligations, is observed at all times and under all circumstances at VWR. For the implementation of this program to be successful, learning and following the requirements of the law and of ethics must become an integral part of VWR training programs and pursued through regular refreshers and group discussions. Our objective is to assure that these important matters are foremost in every VWR associate’s mind. In short, this Code of Ethics and Conduct must always be part of our corporate culture as it is lived.

It is the objective of VWR and each of us as associates, to operate according to the highest possible standards. We have a responsibility to ensure that our personal conduct is above reproach and, difficult as it may be at times, we also have obligations regarding the conduct of those who work around us. In cases where we are aware of violations of our Code of Ethics and Conduct, we should make that situation known to our manager or to VWR’s Human Resources or Legal departments.

VWR’s Code of Ethics and Conduct will be enforced at all levels fairly and without prejudice. Consistent with our obligations under the law, and within VWR’s own enforcement processes, VWR will keep confidential the identity of associates about or against whom allegations of violations are brought, unless or until it has been determined that a violation has occurred. Similarly, VWR will take all reasonable steps to keep confidential the identity of anyone reporting a possible violation. And, remember, if you have any questions about your responsibilities and VWR’s Code of Ethics and Conduct



or VWR's other policies and procedures, please talk with your manager, your Human Resources representative or VWR's Legal Counsel.

## NEW ASSOCIATE AFFIRMATION

I have received and read Doing Business the VWR International Way, A Code of Ethics and Conduct, and acknowledge that this represents the Company's policy.

\_\_\_\_\_  
Employee's Name (sign)

\_\_\_\_\_  
Employee's Name (print)

\_\_\_\_\_  
Date

***Please return to your Human Resources Representative.***

## ANNUAL ASSOCIATE AFFIRMATION

I have read and am familiar with doing Business the VWR International Way, A Code of Ethics and Conduct, and acknowledge that this represents the Company's policy.

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Employee's Name (sign)

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Employee's Name (print)

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Date