

1. Introduction

Aster DM Healthcare Ltd. is primarily involved in the operations of healthcare facilities, laboratories, and providing consultancy in areas relating to healthcare. The Company has subsidiaries in United Arab Emirates ('UAE'), Kingdom of Saudi Arabia (KSA), Oman, Qatar, Jordan, Bahrain and India. When nobility of purpose is powered by knowledge and technology, there are no limits to excellence. At Aster DM Healthcare Ltd., we strive for excellence, every moment and every day - to bring great healthcare within reach for millions of people. We have a caring mission with a global vision to serve the world with accessible and affordable quality healthcare. Our brand promise is "We'll treat you well". We live by this promise that sums up what we do and why we exist. This is our guiding philosophy in our interactions with patients, doctors, employees and society at large.

We, at Aster DM Healthcare, abide by a core set of values that guide our organizational behavior and decision making, and that create the unique ethos that is imbibed in every Asterian. These values include:

EXCELLENCE- Surpassing current benchmarks constantly by continually challenging our ability and skills to take the organization to greater heights.

COMPASSION- Going beyond boundaries with empathy and care.

INTEGRITY- Doing the right thing without any compromises and embracing a higher standard of conduct.

RESPECT- Treating people with utmost dignity, valuing their contributions and fostering a culture that allow each individual to rise to their fullest potential.

PASSION- Going the extra mile willingly, with a complete sense of belongingness and purpose while adding value to our stakeholders.

UNITY- Harnessing the power of synergy and engaging people for exponential performance and results.

We expect our Vendors to maintain the values of integrity and ethics in all business dealings, which are in line with the Aster's policies and applicable laws.

2. Policy

Aster is committed to conducting business in accordance with the highest ethical standards and in compliance with all applicable laws, rules and regulations. Aster has a responsibility to ensure its supply chain operates responsibly and improves the lives of workers, their communities and the environment. We expect our Vendors including sub-vendors and subcontractors working along with Aster as partners, to comply with all applicable laws, rules and regulations, as well as the principles set out in this document.

3. Applicability

This Code shall apply to all Vendors including sub-vendors and sub-contractors who engage in business relationship with Aster and its subsidiaries, affiliates or on behalf of Aster.

4. Definition (s)

4.1. Vendor

Vendor shall mean an external second/third party that Aster has entered into a business or contractual relationship with to provide business goods, services, functions or activities.

Vendor and Supplier are used interchangeably in this document.

4.2. Gifts

The term "gifts" means any item including cash, loan of money, goods or services or combination of these and receipt of beneficial terms received directly or indirectly that are not generally available regarding the procurement of goods or services.

4.3. Entertainment

The term "entertainment" would include any form of travel, hotel, food, drinks, or any events (participating or watching) such as sporting events, theatrical events, awards, or ceremonies. Instead, could mean anything that can be viewed as excessive in the context of the business occasion, that is prohibited by law, that is prohibited by giver/recipient's organization and/or made to Government officials.

5. Integrity and Compliance with Laws

Aster enjoys a hard-won reputation for honesty, integrity and fair dealing. Without question, this reputation for integrity is an invaluable part of our success. We expect our Vendors to conduct business with utmost integrity and in an ethical manner.

Vendors are required to fully comply with all applicable laws of the land and regulations, treaties and industry standards including, but not limited to those laws that are related to Information Technology, Data Protection, Labor, Immigration, Health and Safety and the environment, local taxation and payment of taxes on income as applicable. The Vendor shall maintain all records of such compliance as mandated under the applicable laws and provide the same to Aster upon request.

5.1. Uphold Business integrity and Ethics

As a global organization, Aster is subject to all relevant anti-bribery and anti-corruption laws in the country of its operations. The Vendor should ensure that they comply with relevant anti-bribery and corruption laws in both letter and in essence. Aster has a zero-tolerance policy with respect to any form of bribery and/or corruption. Bribery and corruption are against our core Values. Aster does not permit such actions, nor do we allow third parties acting on our behalf, such as agents, consultants, Vendors and contractors to make any such payments/gifts/material(s). The Supplier / Vendor shall ensure the following:

- Implement monitoring and enforcement procedures to ensure compliance with antibribery and anti-corruption laws!
- Raise invoices and claims in-line with the agreed services and supplies, along with the supporting documents.
- Perform all business dealings transparently and maintain accurate details of the same in business books and records.

5.2. Conflict of interest

As there might be a situation where an Aster employee or director may have an interest/potential interest of any kind in the Vendor's business, whether through personal relationships, investments, directorships or any kind of economic ties with the Vendor. In such an event of any conflict of interest arising at the time of empanelment/registration or prior/post/during engagement, Vendors are required to promptly disclose such situations to Aster.

5.3. Insider Trading

Vendors must ensure that any non-public information obtained because of a relationship with Aster is considered to be confidential to Aster and not used for the personal benefit of the Vendor, their employees or other persons and not shared with third parties who do not have the need to know. Vendor should not engage in any inappropriate procurement or trade the information which was obtained by them during course of engagement.

5.4. International Trade and sanctioned countries

Vendors shall comply with all the applicable laws and regulations related to importing, exporting, re-exporting or transferring of products and services being dealt by Aster. Vendor further assures that in no capacity the vendor or its subsidiaries is engaged or associates with sanctioned countries or person or trade companies. If in case, it does the same shall be notified to Aster immediately.

5.5. Intellectual Property

Aster's intellectual property is among its most valuable assets and Aster is committed to protecting it. Aster's intellectual property includes: Patents, copyrights, trademarks, designs, trade secrets, certifications, ideas, inventions, systems and business processes; Brands, logos, slogans, domain names, business names, and other identifying features used to identify Aster and its products or services or solutions; software, scripts, interfaces, documentation, advertising and marketing materials, content (such as website content) and databases; and any confidential data and information pertaining to Aster. Vendors shall take all steps to protect Aster's intellectual property rights and shall not be allowed to use such intellectual property owned by Aster or share such intellectual property owned by Aster with third parties without prior authorization from Aster.

5.6. Privacy and Data Protection

Aster along with its subsidiaries ensures that it complies with all applicable data protection laws and contractual requirements. Aster is committed to uphold data protection and privacy standards in compliance with applicable data protection laws with respect to Personal Information of all its stakeholders. We expect our Vendors/partners to adhere to similar levels of data protection standards and practices. Vendors as data processors shall be required to comply with the obligations under applicable data protection laws of the land and contractual requirements. Vendors shall ensure adequate measures are implemented to address technical and organizational security needs, data access rights, transfer of data, retention and erasure of data, while processing any personal data that Aster is 'defining the purpose and means' as a controller for such data. Vendor shall inform Aster of any instance of data breach immediately in writing within the agreed timelines. Vendor is expected to fully cooperate with Aster and provide them with reasonable access to data processing facility, for conducting investigations into the reported data breach incident.

Vendor is expected to complete the Data Security and Data Privacy Due Diligence checklist and submit to Aster in time ensuring true and accurate data is captured and disclosed. Vendor is also expected to not appoint any other vendor/sub vendor/sub contract any part of the work without the explicit written consent of Aster.

5.7. Information Security

Aster has a holistic Supplier Information security risk assurance process which helps in identification of Information security risks through different stages of vendor relations with the end objective of safeguarding critical & sensitive information, and information systems handled by Vendor. Aster expects its vendors to comply with the similar levels of information security protection controls, applicable laws and regulations as applicable from time to time. Vendor's organization is responsible for agreeing on service deliverables, ensuring compliance with contractual security requirements, extending support on annual security assessments, ensuring timely notification of information security incidents and notifying major changes/vulnerabilities to Aster.

5.8. Media/Investors

Not speak to the media or investors or express any views on behalf of Aster unless the Vendor is expressly authorized in writing to do so by Aster.

5.9. Fair Competition

Vendors must uphold standards of fair business. Vendors shall not engage in price fixing, price discrimination, directly or indirectly influencing the decision-making process or decision makers by adopting unfair means, directly or indirectly creating hurdles for competition to submit competitive proposals, misrepresentation of facts related to its competitors or other unfair trade practices in violation of applicable anti-trust laws.

5.10. Honest and Accurate Transactions

Vendors must not make any false representations in connection with any Aster transaction including, but not limited to, oral misrepresentations of fact or the promotion or utilization of false documentation such as non-genuine purchase orders, untrue or forged contracts, forged letters of destruction or any other documents, which may falsify the records.

5.11. Business Continuity

Vendors shall ensure that there are plans and procedures to resume business in the event of any physical disaster (e.g. Such as fire, flood, wind, earthquake, explosion, etc.) or work stoppage of any kind (e.g. Labor strike, economic/social structure breakdown, etc.). Subject to mutual agreement on business continuity plan terms by both parties, the Vendor shall resume services within committed timelines following a disaster or work stoppage event.

5.12. Third Party engaged by Supplier

In the event, any Vendor engages any third party to provide services/goods to Aster, the Vendor shall ensure that such third party adheres to Aster's Vendor Business Code of conduct and does not indulge in any activity that violates the terms of Aster's Vendor Business Code of Conduct. The Vendor shall be responsible to monitor compliance by such third party and determine that they are conducting business in accordance with the applicable laws and regulations. In case of sub-contracting vendor must inform Aster prior to engagement.

5.13. Jurisdiction

This "Vendor Business Code of Conduct" document shall be governed by and shall be construed in accordance with the laws of jurisdiction where the transaction is taking place, without regard to its conflict of law's provisions or the agreed jurisdiction between the parties through an agreement.

5.14. Gifts Guidelines and Exceptions

5.14.1. Guidelines

Vendors / Vendors should not offer any gifts to Aster's Customers or Associates, as any other individual or organization, under any circumstance. Vendors / Vendors shall never offer, Individual sponsorship for any activity (meal, travel etc.) for Aster's associate and/or their family, any personal gifts received at home or while travelling on Aster's business. Offering or receiving cash in return for bestowing business is strictly prohibited. In the event of any demand made by Aster or its Associates, Vendor shall immediately notify by using the Confidential Ethics lines of Aster as detailed in clause 11 of this Code for appropriate investigation and closure. Any failure to notify Aster shall result in consequences which shall include terminating the contract with the Vendor and payment of penalty by the Vendor which shall be three times the total value of gift or payment made by the Vendor.

Vendors are discouraged to receive or give any gifts or entertainment for more than Rs. 2,500 for India only/ AED 200 only or its equivalent for other countries.

Vendors are discouraged to receive or give any gifts or compensation from or to the representatives of Pharmaceutical, Medical service providers or any service provider (Insurance Companies/ TPA etc.) other than sample medicines or items of nominal value of Rs. 2,500 for India only/ AED 200 only or its equivalent for other countries.

5.14.2. Exceptions

- Entertainment can have a positive role in building relationships between Company and customers, suppliers and other third parties. However, gifts and entertainment must never be used for improper advantage or to create an actual or perceived conflict of interest. Entertainment with a valid business purpose that is in the best interest of Aster DM Healthcare can be offered or accepted (subject to the limits approved under this policy and pre-approval), as long as it is not intended and may not be perceived as intending to influence decisions.
- Vendors are discouraged to be influenced by receiving favors neither should they try to improperly influence others by providing favors. Vendors may only offer or attend any meetings over dinner, lunch, coffee, etc. and accept symbolic gifts vis-à-vis chocolates, etc. which are appropriate under the circumstances or culturally acceptable, and they are discouraged from accepting or offering gifts, meals, or entertainment if such behavior could create the impression of improperly influencing the respective business relationship.
- If you buy goods or services for or on behalf of our company or are involved in the procurement process, you must treat all suppliers/ sub-contractors uniformly and fairly. In deciding among competing suppliers/ sub-contractors, you must objectively and impartially weigh all facts and avoid even the appearance of favoritism. For this reason, gifts or entertainment from suppliers or vendors or sub-contractors are strictly discouraged.

6. Labor Practices and Human Rights

6.1. Child Labour

Vendors shall not use child labour. Commitment from Vendors is expected in implementing the applicable laws pertaining to child labour including those relating to minimum age limits. Vendors must work towards a strict 'no child-labour' policy.

6.2. Freedom of Association

Aster expects its Vendors to respect and recognize the rights of its employees to freely associate, organize and bargain collectively.

6.3. Working hours

Vendors must ensure that working hours are in accordance with local labour laws and regulations and industry practice and allow voluntary overtime.

6.4. Wage and Benefits

Vendors shall comply with all applicable wage laws and regulations including but not limited to minimum wages, duration of payment, associate benefits as applicable, equal remuneration and overtime requirements if any must be based on business requirements and should be voluntary. Deductions, if any, from wages shall be made in strict compliance with the applicable laws. Vendors shall not use deductions from wages as a disciplinary measure.

6.5. Forced or Compulsory Labor

Vendors must ensure that their employees are hired on their own free will and must prohibit forced, bonded, or any other form of compulsory labor such as slavery or trafficking, transporting, recruiting, transferring or receiving persons by means of threat, force, coercion, abduction or fraud for labor or services in all of their operations. At the time of recruitment, a written employment agreement containing terms and conditions of employment must be provided by the Vendor to all their employees. Vendors and their agents may not confiscate any identity or immigration documents, such as government-issued identification cards, passports or work permits, unless required by law.

6.6. Lawful Employment

Vendors must, prior to employing any worker, validate and review all relevant documentation to ensure that such worker has the legal right to work in that jurisdiction.

6.7. Human Rights

Aster expects its Vendors to support and respect the protection of internationally proclaimed human rights and to ensure that they are not complicit in human rights abuses.

6.8. Non-Discrimination

Vendors shall not discriminate in hiring or employment practices based on pregnancy, childbirth or related medical conditions, race, religious creed, colour, gender, national origin or ancestry, physical or mental disability, medical condition, marital status, age, sexual orientation, union membership or any other criteria protected under law. Vendor shall uphold

the dignity of its employees at all times and work towards establishing and reinforcing a positive work culture.

6.9. Harassment

- Aster expects its Vendors to provide a harassment-free workplace for everyone. Harassment based on any protected criteria is unlawful and the vendor shall not commit any act which is not in compliance with applicable laws. Aster has a zero-tolerance policy with respect to any form of harassment including sexual harassment and the vendor shall take appropriate initiative to ensure a harassment-free workplace by way of publication of policies, periodic trainings and requisite & timely support to affected parties.
- Vendor shall also organize awareness programs at regular intervals for sensitizing the employees on the law pertaining to harassment in the applicable jurisdiction. Please refer to section 12 of this document on how to report an incident or register a complaint.

7. Health and Safety

- Vendors must provide a safe work environment, abiding by local laws and regulations.
- Vendors must take appropriate measures to prevent workplace injuries and ill health and must provide employees with a safe and healthy working environment by considering the evolving industry practices and societal standards of care. Vendors must strive to implement management systems to meet these requirements. Vendors must provide a safe and hygienic working environment for workers and provide appropriate safety equipment and training environment.
- Vendors are expected to contribute to preserving nature and be responsible for conducting safe and environmentally conscious operations. Vendors must comply with applicable environment and related laws and regulations.

8. Environment and Climate

- Vendors must monitor and strive to reduce the emissions to water and air that have the potential to adversely affect the life of living beings and the environment.
- Vendors must strive to reduce solid waste generation through prevention, reduction, recycling and reuse.
- Vendors must monitor greenhouse gas emissions and have defined targets and roadmaps set for GHG emissions reduction.
- Vendors must monitor water consumption, identify areas affected by water stress and develop plans to reduce water consumption with specific focus on these areas.
- Vendors must manage natural resources efficiently and strive to increase the use of renewable energy.
- Vendors must be in compliance with any environmental laws and regulations

9. Maintenance of Records

Vendors must maintain their books and records as per applicable laws and regulations.

10. Social Media

Vendors are expected to educate and train employees on use of social media, which should be broadly understood to include blogs, wikis, microblogs, message boards, chat rooms, electronic newsletters, online forums, social networking sites, and other sites and services that permit users to share information with others in a contemporaneous manner. Training is expected to encompass communications regarding counterparties, such that Vendor employees do not give the impression that they are speaking on behalf of Aster or misrepresent or disparage Aster in any communications or online user forums. Although not an exclusive list, some specific examples of prohibited social media conduct include posting commentary, content, or images that are defamatory, pornographic, proprietary, harassing, libelous, or that can create a hostile work environment.

11. Violation of Code of Conduct

Failure to comply with this Code or any other applicable law/regulations by the Vendors will give rise to Aster to immediately terminate the business association/ contract or suspend part of the services unless breach rectified with such vendors with no cost or penalty to Aster in any event. Whereas, Aster shall have the right to equitable remedy i.e. recovery of cost/equivalent to the loss or expense incurred by Aster due to violation or breach of this Code.

12. Procedure to Report/Register a Complaint

Use the Ethics Reporting System to register a complaint under this policy. To ensure utmost confidentiality Aster has engaged the services of an independent organization specializing in Ethics Helpline services.

The Ethics Reporting System has the following mechanisms to record a complaint:

- Website - using the link [Integrity Matters](#)
- E-Mail: Aster@integritymatters.in (will be received by Ethics Helpline Team only)

It is important that Vendor reports all suspected violations, including retaliation. Retaliation includes adverse actions, harassment, or discrimination on a professional front relating to your reporting of a suspected violation.

Aster will maintain confidentiality to the extent possible and will not tolerate any retribution or retaliation taken against any individual who has, in good faith, sought out advice or reported questionable behaviour or a possible violation of the Vendor Business Code of Conduct. Aster is committed to fairly assess all the issues raised and provide resolution.

Annexure-1

Dos & Don'ts

Aster requests every Vendor to do the following.

Dos:

- a. Vendor to print Annexure-2 (Acknowledgement and Acceptance) of this Code of Conduct and sign the same by an authorized person from the Company and send back to email id Corporate.oracle@asterdmhealthcare.com and _____.
- b. Ensure that Vendors' Business Code of Conduct is explained to employees of Vendor, its subsidiaries, sub-vendors and sub-contractors.
- c. Conduct business with integrity and exhibit responsible ethical behavior in all interactions with Aster and/or its customers.
- d. Maintain required documentation necessary to demonstrate compliance with local laws and Aster's policies.
- e. Report any breach/violation of Aster's Vendor Business Code of Conduct by Vendor's employees, subsidiaries, sub-vendors and / or sub-contractors immediately.

Aster requests every Vendor not to do the following:

Don'ts:

- a. Do not indulge in any practice or means that violates the applicable laws and/or violates Aster's Vendor Business Code of Conduct.
- b. Do not hide or delay reporting an identified breach/violation of the Vendor Business Code of Conduct to Aster.
- c. Do not obstruct any investigation undertaken for breach/violation of the Vendor Business Code of Conduct.
- d. Do not share confidential information or data of Aster with any third party.
- e. Do not engage in any unfair practice or exert undue influence over Aster and / or its customers.

Vendors with whom Aster has regular and recurring dealings should have good management and governance processes in place to ensure compliance with this code. Vendors must ensure that their system and procedures are sufficient to mitigate any potential negative impact on Aster's Brands and reputation. Aster reserves the right to randomly review the supplier's policies, procedures or any other documents related to adherence to this Code. Aster reserves the right to discontinue business with the Vendor in case Vendor does not accept the code of conduct or in event of any non-compliances.