

Ortho Clinical Diagnostics

Code of Conduct

September 12, 2016

Ortho Clinical Diagnostics

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Introduction to the Code of Conduct

Our Code of Conduct is the most important document at Ortho Clinical Diagnostics (Ortho). It is the foundation for all our business practices and it is critical that each member of Ortho's workforce read and understand this Code. Integrity, honesty and ethical conduct form the basis of our business success. The Code of Conduct reflects these cornerstones of corporate behavior.

The Code of Conduct is designed to promote honest, ethical and lawful conduct of Ortho's employees, temporary workers, independent consultants and outsourced service providers. It is intended to help you understand Ortho's standards of legal and ethical business practices and to make you aware of ethical and legal issues that you may encounter in carrying out your responsibilities at Ortho. This Code is the foundation for our business practices and part of a broader set of Ortho's policies and compliance procedures.

If you have any questions about the Code of Conduct or any ethical issue that may arise during your time at Ortho, please contact your supervisor, manager, Human Resources Department, or the Legal and Compliance Department for assistance. You may also report ethics-related matters on a confidential basis online through [Ortho's Ethics Hotline](#) or via your local country hotline phone number.

We are the people of Ortho Clinical Diagnostics. We improve and save lives with diagnostics. We do that by reimagining what's possible. It's what has defined us for more than 75 years. It's what drives us forward. It's the Ortho difference.

Policy Overview

Code of Conduct

It is critical that all Ortho Clinical Diagnostics' employees, temporary workers, independent consultants and outsourced service providers maintain and develop a high performance culture that is built on the foundation of integrity and compliance in all that we do. As we work to meet our individual commitments, deliver on our company goals and serve our customers, we must maintain our obligation to building an organization that is compliant with our legal obligations and fosters our guiding values of:

Ownership: We are a customer-centric, growth-oriented, independent and agile In Vitro Diagnostics (IVD) company. It is through our ownership that we take responsibility for our actions.

Clarity: We must simplify our business processes and be clear in our objectives and expectations.

Drive: We strive at all times to deliver desired results while being true to our values.

Policy Overview

This Code of Conduct (Code) flows directly from our guiding values. While we constantly strive to exceed customer expectations, simplify our processes and drive results, it is critical that we do so with integrity. It is unacceptable to compromise legal practices or ethical standards for the benefit of the Company or for personal benefit.

This Code is designed to promote:

- Integrity – doing the right thing (even when no one is looking)
- Honest and ethical conduct in all situations
- Compliance with all applicable laws, rules and regulations; and
- Accountability for adherence to this Code

This Code applies to all Ortho Clinical Diagnostics' employees around the world, temporary workers, independent consultants and outsourced service providers who might represent the Company in any given capacity (all of whom will collectively be referred to as “workforce” or “you” throughout this Code). For purposes of this Code, “we”, “our”, “Ortho”, and the “Company” refer to Ortho Clinical Diagnostics.

The Code's Principles and Expectations must govern our entire workforce in the conduct of Ortho's business. Reported violations will be investigated and appropriate actions taken. Any violation of this Code, including fraudulent activities, may result in disciplinary action up to and including termination of employment. Our Code addresses the following topics:

- **Honest and Ethical Conduct**
- **Build and Maintain Strong Relationships with Ethical Suppliers, Distributors and Other Business Relationships**
- **Conflicts of Interest**
- **Equal Employment Opportunities and General Employee Conduct**
- **Compliance with Laws, Rules and Regulations and Company Policy and Procedures**
- **Confidentiality**
- **Financial Integrity**
- **Fair Dealing**
- **Interactions with Government Officials and Representatives**
- **Privacy and Data Protection**
- **Quality**
- **Speaking Up**
- **Responsibilities of Members of our Workforce**
- **Additional Responsibilities of Managers and Supervisors**

Code of Conduct

Principles and

Expectations

Honest and Ethical Conduct

- Our Principle
 - We are committed to a business environment where compliance with laws and sound business practices are deeply woven into our culture. Our reputation is built upon good judgment, high standards and personal integrity.
- Our Expectations
 - Each member of our workforce must conduct his or her day-to-day activities in an ethical and responsible manner.

Build and Maintain Strong Relationships with Ethical Suppliers, Distributors and Other Business Relationships

- Our Principle
 - We seek to work only with others who share our commitments to ethics and compliance. We choose our partners carefully. Our suppliers, distributors and other business relationships are essential to our ability to do business responsibly and to meet our stakeholders' expectations.
 - The Company contracts with suppliers, distributors and other business relationships solely based on the value they bring to the Company in terms of quality, safety and cost.
- Our Expectations

- Members of our workforce must communicate clearly our guiding principles to our suppliers, distributors and other business relationships. We require these guiding principles to exist in contractual obligations where applicable.
- Members of our workforce complete the third party due diligence process when appropriate – before contracting with potential suppliers, distributors and other business relationships.
- Members of our workforce report to their supervisor any indication that a supplier, distributor or other business relationship is not complying with applicable laws or their contractual obligations.

Conflicts of Interest

- Our Principle
 - We conduct business for the benefit of our customers and stakeholders. A conflict of interest may exist where the interest or benefit of one person or entity conflicts or appears to conflict with the interest or benefit of the Company.
- Our Expectations
 - Each member of our workforce will act, at all times, in the best interest of the Company in an ethical manner.
 - Employees must not use their positions or the knowledge gained as a result of their positions for private or personal advantage. We must never use Company property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with the Company.
 - Members of our workforce will only accept business courtesies or gifts which are nominal or modest, are not cash or cash equivalents, and that do not influence business decisions. Business courtesies and/or gifts are to be disclosed to your immediate supervisor.
 - Members of our workforce never request business courtesies or gifts.
 - Members of our workforce must report conflicts or perceived conflicts of interest to supervisors, or to members of the Ortho Human Resources Department, Ortho Legal and Compliance Department or anonymously through the Ortho Independent Ethics Hotline.

Equal Employment Opportunities and General Employee Conduct

- Our Principle
 - We are committed to creating a work environment in which diversity is encouraged and valued, and to providing equal employment opportunities for all employees and applicants without regard to race, color, religion,

national origin, age, gender, sexual orientation, gender identity, marital status, disability or protected veteran status, or any other legally-protected category.

- We all deserve to work in an environment where we are treated with dignity and respect.

- Our Expectations

- All employees must be in compliance with all applicable laws and regulations.
- Management makes work-related decisions based on merit and not on race, color, religion, natural origin, age, gender, sexual orientation, gender identity, marital status, disability or protected veteran status, or any other legally-protected category.
- Employees must not engage in sexual or any other kind of harassment or conduct of any kind that could be construed as such.
- Members of our workforce treat fellow workforce members with dignity and respect.

Compliance with Laws, Rules and Regulations and Company Policy and Procedures

- Our Principle

- We strive at all times to be a good and responsible corporate citizen. We always follow applicable laws, rules and regulations and Company policy and procedures. Activities that violate the law or our policy and procedures will not be tolerated.

- Our Expectations

- Members of our workforce have a responsibility to understand how laws, rules, regulations and Company policy govern their behavior and to comply with these requirements at all times.
- Members of our workforce must consult with representatives of the Ortho Legal and Compliance Department if they have any questions regarding these requirements.

Confidentiality

- Our Principle

- All non-public information of the Company must remain confidential and not disclosed unless specifically authorized or disclosure is legally required. In addition, we must handle confidential information provided to

us by others under the terms of confidentiality consistent with the provisions of those arrangements.

- Our Expectations
 - Members of our workforce must protect and not disclose our non-public information and must act with respect to confidential information provided to us by others consistent with the terms of those arrangements. Disclosures of non-public information within the Company should be made only to those members of our workforce with a need to know such information in connection with the performance of their responsibilities and duties to the Company.
 - Members of our workforce must follow records management policy.
 - If you are unsure if Ortho information is non-public, you must discuss the matter with your supervisor or a representative from the Ortho Legal and Compliance Department before you disclose the information in any manner.

Financial Integrity

- Our Principle
 - We provide full, fair, accurate and timely information in all our financial reports and documents in compliance with applicable laws, rules and regulations and applicable standards in the region where they originated.
 - We act as prudent stewards of the Company's assets and funds.
- Our Expectations
 - Employees record transactions in a complete, timely and accurate manner that clearly reflects the underlying nature of the transaction.
 - Employees never attempt to influence or mislead any auditor or regulator regarding our financial statements, processes or controls.
 - Employees do not misuse Company assets, falsify expense reports or falsify records.
 - Ortho assets are used for Ortho business purposes only.

Fair Dealing

- Our Principle
 - We work with our business relationships in an honest, ethical and responsible manner. We gain a competitive advantage through strong performance and not through unethical or illegal business practices.

- Our Expectations
 - Members of our workforce build and maintain strong relationships with suppliers, distributors and other business relationships.
 - Members of our workforce conduct their interactions with suppliers, distributors and other business relationships in an ethical manner and in the best interests of the Company.
 - Members of our workforce do not engage in unlawful anti-competitive conduct.
 - Members of our workforce do not engage or participate in or knowingly permit or encourage bribery or corruption involving the Company.

Interactions with Government Officials and Representatives

- Our Principle
 - We are aware of the public trust given to members of government and of their duty to act in the best interests of the communities they serve. We strive to be a leader for good corporate citizenship and to conduct our business with governments solely on the basis of the value our goods and services provide.
- Our Expectations
 - Members of our workforce will understand and comply with the Company's policy and procedures regarding interactions with Government Officials.
 - Members of our workforce will understand and follow the terms and conditions set forth in government contracts.
 - Members of our workforce will not order, authorize, or assist anyone in violating any aspect of these policies, procedures or contracts.
 - Members of our workforce must consult with the Ortho Legal and Compliance Department whenever they are unsure of any aspect of a Company policy governing interactions with Government Officials.
 - Members of our workforce do not make contributions to political parties or candidates on the Company's behalf.
 - The Company always responds accurately and timely to all government inquiries applicable to it.
 - Members of our workforce do not engage or participate in or knowingly permit or encourage bribery or corruption involving the Company.

Privacy and Data Protection

- Our Principle
 - We are committed to maintaining the trust of our customers by protecting the privacy of personally identifiable and personal health information entrusted to us in compliance with applicable laws, directives and Company policy.
- Our Expectations
 - Members of our workforce collect and store personally identifiable information only when that information is necessary to conduct business and then only in compliance with applicable laws, directives and Company policy.
 - When personally identifiable or personal health information is collected by members of our workforce, the information collected will be with the consent of the applicable individual as required according to applicable laws.
 - Destruction of personally identifiable or personal health information will be done in compliance with applicable laws, directives and Company policy.

Quality

- Our Principle
 - We are committed to providing customers with safe and dependable products, instruments and technologies.
- Our Expectations
 - The members of our workforce are responsible for producing quality work that shows a level of commitment to care and accuracy in what they do.
 - All members of our workforce are required to report any concerns relating to the compromise of quality to their supervisor or to our Quality, Regulatory and Compliance organization. Questions may also be directed to the Ortho Legal and Compliance Department.

Speaking Up

- Our Principle
 - We are committed to maintaining a culture where everyone is comfortable identifying business or ethical issues and/or related questions. We

understand that the free flow of information is essential to the responsible and ethical conduct of our business and we welcome the opportunity to understand and address issues that would prevent us from being the type of organization we strive to be.

- Our Expectations
 - Each member of our workforce has a duty to speak up and make appropriate reports when he or she becomes aware of something that appears unethical or illegal. Issues and concerns should be reported to your supervisor or any of the Ortho Human Resources Department or Ortho Legal and Compliance Department.
 - The Ortho Hotline is available to report anonymously the appearance of unethical or illegal activity.
 - Acts of retaliation against a person making a report constitute misconduct and are a clear violation of Company policy. Retaliation can take many forms and can be committed by any level of employee. For example, threats, intimidation, exclusions, humiliation and raising issues maliciously or in bad faith are all possible examples of retaliation.

Responsibilities of Members of our Workforce

- You are required to read and be familiar with this Code.
- You must always act in ways that are reflective of the Principles and Expectations of this Code. This means you must behave ethically and in a manner consistent with applicable laws, rule and regulations and Company policy and procedures.
- You have a duty to ask questions of appropriate staff (for example, your supervisor, manager, or the Ortho Legal and Compliance Department) if you are uncertain of any provision of this Code or how it impacts the way the Company expects you to behave.
- You have a duty to cooperate fully when responding to an investigation or audit.
- You are required to obtain consent from your manager and your local marketing leader or Global Corporate Brand and Communications to speak publicly on behalf of our company.
- You have a duty to be aware of additional policies Ortho has that supplement our Code.
- Supplemental policies reside on our intranet, INSIDE ORTHO.

Additional Responsibilities of Managers and Supervisors

If you have managerial or supervisory responsibility for the actions of other members of our workforce, then you have additional duties under this Code. The “leadership” nature of your position makes you responsible for your subordinates’ understanding of this Code. Therefore, you must:

- Be a positive role model.
- Create an environment that is respectful.
- Encourage our workforce to speak up, **and then** listen and respond to their concerns thoughtfully.
- Ensure that no one on your team is ever the target of retaliation for speaking up or cooperating with an investigation. If retaliation does occur, report the activity to your supervisor or the Ortho Human Resources Department or Ortho Legal and Compliance Department.
- Help the members of your team understand the Principles and Expectations of the Code, including helping them to find answers to questions.
- Be consistent when enforcing our Code and holding employees accountable for their actions.

We always exercise the highest levels of integrity. We protect our reputation as a key to long term success.

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