

CooperVision®



CooperVision Supplier Code of Conduct

At CooperVision, our reputation of excellence and quality spans many years. The Company is committed to upholding high standards of ethics in its relationships with customers, suppliers, employees, shareholders, the public, the business community and regulatory agencies worldwide.

The Supplier Code of Conduct is intended as a set of expectations for our supplier partners to help us maintain our strong reputation and deliver on the Company's Purpose. With this Code, we make clear our global expectations in the areas of business integrity, labor practices, employee health, safety and environmental management. This Code of Conduct complements CooperVision's Ethical Business Conduct Policy and the company's other policies and standards referenced herein.

All providers of goods and services, including but not limited to suppliers, vendors, contractors, consultants and agents, who do business with CooperVision's worldwide entities are expected to follow this Supplier Code of Conduct.

1. Introduction

a. CooperVision Key Business

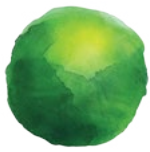
At CooperVision, our key business is contact lenses. CooperVision has a long history of bringing innovation to our contact lenses and overcoming technical problems like difficult fittings. We take our position as a leading global contact lens manufacturer with a sense of pride, encouraging us to make even more advancements in the field of ocular science.

b. CooperVision's Purpose

We help improve the way people see each day.

c. CooperVision's Brand: A Refreshing Perspective

CooperVision has a refreshing perspective that sets us apart. We appreciate no two eyes, no two patients and no two days are ever the same. We understand our lenses are one of many valuable ingredients in peoples' daily lives. We know every wearer is unique, so we craft world-class lenses for both mainstream and challenging vision corrections, and we look for ways to make it easier for people to find the lenses that best fit their life.



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c. CooperVision's Brand: A Refreshing Perspective (continued)

Our perspective also enables us to be a better partner. We listen. We understand the dynamics of our industry. We keep it simple. And we act with speed, flexibility, and nimbleness, always looking for new and better ways to support our customers and keep them up-to-date.

In the end, we are committed to helping customers run and grow a successful business, and to keeping practitioners and wearers happy with our lenses and confident in CooperVision... today, tomorrow and beyond.

2. Key Expectations

a. General Principle

Suppliers shall function in full compliance with the laws of their respective countries, the locations in which they operate and with all other applicable laws, rules, and regulations.

b. Safe and Healthy Working Conditions

Suppliers must provide workers with a safe, clean and healthy work environment.

c. Child Labor

Suppliers shall employ only workers who meet the applicable minimum legal age requirement and must comply with all other applicable child labor laws. It is also expected that Suppliers will purchase materials and services only from companies which meet this requirement.

d. Forced Labor

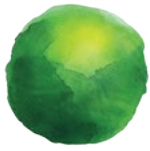
Suppliers shall not participate in human trafficking; use any indentured or forced labor, slavery or servitude or purchase materials or services from companies using forced, involuntary or slave labor.

e. Wages, Benefits and Hours

Suppliers shall set working hours, wages, over-time pay and benefits in compliance with all applicable laws.

f. Discrimination

Supplier must not permit unlawful discrimination or harassment of its employees.



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g. Freedom of Association

Suppliers shall comply with all laws which confer to workers the right to join associations of their own choosing, refrain from joining associations, and to engage in collective bargaining.

h. Gift Policy/Conflict of Interest

Suppliers are required to observe CooperVision's policies regarding gifts, entertainment and conflict of interest when dealing with CooperVision employees.

i. Anti-Corruption

Supplier will comply with the United States Foreign Corrupt Practices Act (see website: www.justice.gov/criminal/fraud/fcpa/) and all other applicable laws, rules and regulations related to anti-corruption and bribery.

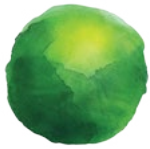
j. Responsible Supply Chains

Suppliers are expected to ensure that materials provided to CooperVision are "DRC conflict free". Suppliers are to establish policies, due diligence frameworks and management systems that are designed to accomplish this goal.

k. Environmental Compliance and Obligations

At CooperVision, we are committed to conducting our business in a safe and environmentally responsible manner and we expect that our suppliers:

- Are aware of how your businesses and products impact the environment and strive to responsibly manage these impacts
- Know and comply with applicable country, federal, state, provincial and local laws, standards and regulatory requirements
- Ensure that Products, components or substances meet the requirements of country, federal, state, provincial and local environmental regulations, including, but not limited to, those regulations cited below. Additional information may be required such as certification to any of the following or chemical composition of products, components and/or substances which is to be supplied to CooperVision as requested.
 - Packaging Directives 94/62/EC, 2004/12/EC, COM Decision 97/129/EC



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k. Environmental Compliance and Obligations (continued)

- REACH (Registration Evaluation Authorization and Restriction of Chemicals) Regulation 1907/2006/EC
- RoHS (Restriction of Hazardous Substances) EU 2003/95/EC and China
- TSCA
- Notify us of any significant environmental compliance violations or if you suspect that Products, components or substances supplied to CooperVision are not compliant
- Comply with current global requirements for the classification and handling of hazardous substances

l. Regulations

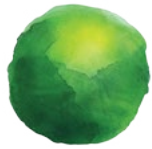
CooperVision understands that our business spans multiple countries, each with unique quality/regulatory requirements with which Suppliers must comply. Depending upon the market, requirements from FDA or ISO 13485 may not be applicable to the Supplier. In such cases, the relevant regulatory requirements as promulgated by that market's Ministry of Health, or equivalent, should be considered instead.

3. Additional Expectations

a. Global Trade Compliance

As business becomes increasingly globalized, additional documentation and processes are required. It is CooperVision's expectation that Suppliers will comply with the letter and spirit of all applicable laws, rules and regulations, and any and all documentation, whether in the form of manuals or procedures, provided to Suppliers by CooperVision, regarding exports, imports and supply chain security, including, but not limited to, requirements related to Country of Origin, ISF "10+2", C-TPAT, commercial invoices, valuation, tariff classification, and wood packaging (see link below).

http://www.cbp.gov/linkhandler/cgov/trade/trade_programs/agriculture/wpm/importation_wood.ctt/importation_wood.pdf



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b. Business Continuity

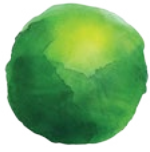
As a responsible medical device manufacturer, we expect our Suppliers, as is appropriate and as requested by CooperVision, to complete a Business Continuity/Disaster Recovery Plan to ensure minimal disruption to CooperVision's production, thus ensuring no interruption to our customers. While contingency plans cannot be developed for all potential scenarios, for those suppliers for which CooperVision has requested such a plan, we expect the suppliers to have and maintain a robust plan to facilitate rapid response and recovery in the event of disruptions and that such plan will be made available to CooperVision upon request. In addition, CooperVision expects that Suppliers will provide timely notification of any potential disruption so that an appropriate plan of action can be collaboratively developed by the Supplier and CooperVision.

c. Non-Disclosure Agreements

As a supplier to CooperVision you may be asked to sign a non-disclosure agreement, utilizing a CooperVision standard form that has been created for this purpose, depending upon the level of technology or information disclosed during the course of business. It is CooperVision's policy that Suppliers shall not use, transmit or disclose confidential information to any third party except in accordance with the terms of such a non-disclosure agreement or non-disclosure requirements stipulated in any other written agreement. Supplier shall not make public announcement about or advertise the existence of such an agreement, divulge its terms and conditions or any relationship with CooperVision other than with prior written agreement of CooperVision. Suppliers shall agree not to display or use the CooperVision logo, trade secrets, trademark, or product(s) in any manner without CooperVision's prior written permission.

d. Change Management

The continuous improvement philosophy encourages process improvements. However, as is appropriate and as may be requested by CooperVision, suppliers must provide written notification of changes to the manufacturing or quality control processes for the Products/Services, including, but not limited to, changes to suppliers, supplier site of manufacture, process changes, testing changes, component or raw material changes or any change that could reasonably affect the quality, performance, appearance, safety, effectiveness and/or form, fit or function of Products, and shall obtain CooperVision's written approval before implementing any such change. Such approval shall not be unreasonably delayed or withheld.



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e. Sub-Tier Supplier Control

The Supplier shall maintain appropriate qualifications for subcontractors and the products purchased from them. It is the Supplier's responsibility to ensure and control the quality of all components and raw materials that are purchased to manufacture materials, components and parts for CooperVision.

Suppliers are responsible for ensuring product(s) manufactured utilize only authentic, conforming and specified materials and/or components as stipulated in the Supplier's Bill of Material (BOM), the Supplier's purchase order, or other equivalent document. Prior to implementing changes, including changes requested by sub-tier suppliers, Suppliers must notify CooperVision (see section above).

4. Questions and Reporting

Suppliers should direct questions or comments about the Supplier Code of Conduct to his/her Purchasing representative or the Director, Materials Sourcing. Violations of the Supplier Code of Conduct can be reported to any CooperVision Purchasing representative, the Director, Materials Sourcing or the Vice President, Americas Distribution and Global Sourcing. CooperVision will use reasonable efforts to maintain the confidentiality of the identity of anyone reporting a violation of the Supplier Code of Conduct to the extent possible and still investigate such reported violation and subject to any legal requirement for disclosure.