

CODE OF CONDUCT

Our Commitments.

OneCooper.



CooperCompanies®

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OUR VISION

Dear OneCooper Colleagues,

CooperCompanies always strives to be the best in everything we do. From products to operations to customer service, we set high standards for ourselves. And that includes always focusing on doing what's right for our stakeholders.

At the same time, we operate in a complex world. From time to time, we may encounter complicated situations where “the right thing” is not obvious. That's why we have the Cooper Code of Conduct. It is your resource for understanding what Cooper stands for and what we do not tolerate. It will help you decide on the right course of action in challenging or unfamiliar circumstances. And it will help you find additional resources on those occasions when you may need extra help or guidance.

All Cooper employees are expected to read the Code and apply it to their daily work. As you do, always remember you are part of a caring and purpose-driven organization. Together, our actions affect Cooper and the millions of people we serve. They are counting on us. We owe them our best.



Albert G. White III
President and Chief Executive Officer

OUR COMMITMENTS

When we are OneCooper, we are at our best. United in our mission and guided by our commitments, we can tackle any problem and achieve any goal.



Committed to Integrity –
in every action and decision



Committed to Excellence –
in our products and organization



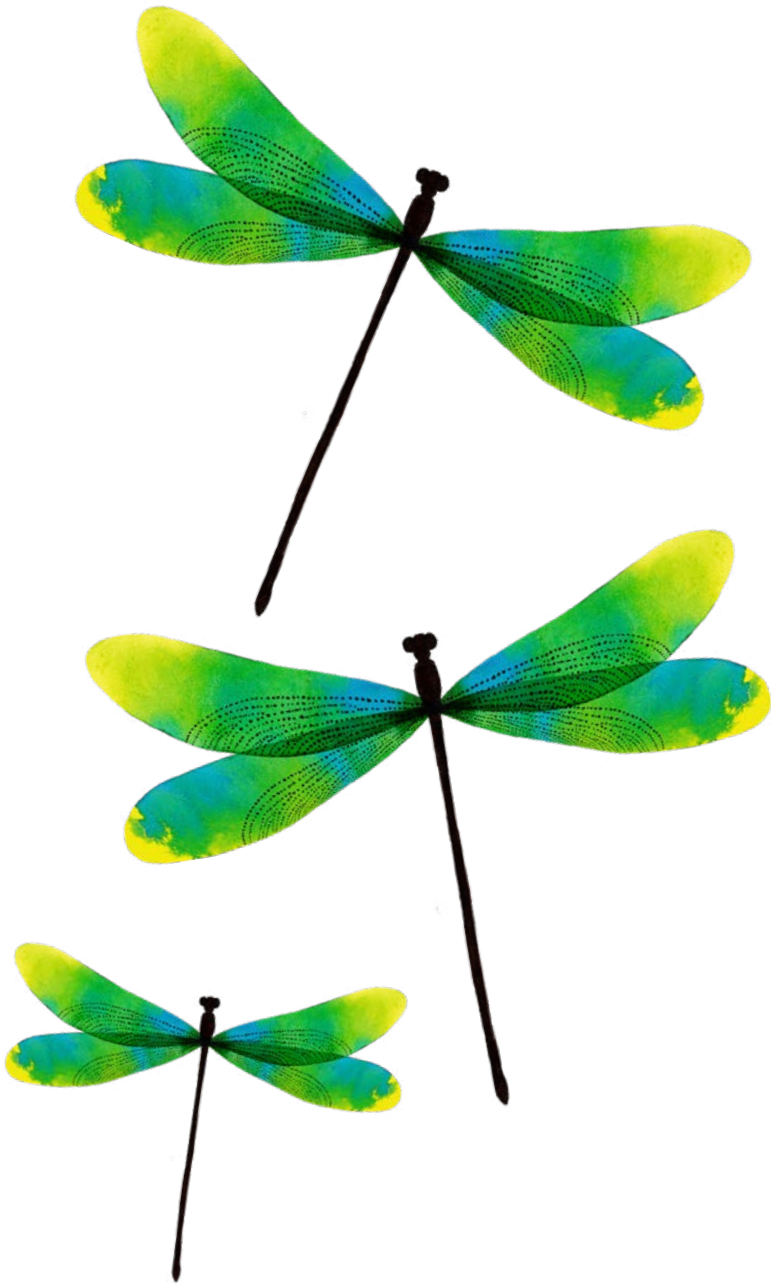
Committed to What's Right –
in the way we do business



Committed to Respect –
in our workplace



Committed to Our Communities –
in the way we serve others



Committed to Integrity

The work we do, the results we get – that is what motivates us. Our commitment to achieving results with integrity is what keeps us going strong. Our Code shows us the way.

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Understanding Our Code

Cooper is about so much more than the products we produce or the profits we earn. It's the way we succeed that matters most: by committing to integrity in all that we do.

This is what binds us. It's not just about making the best products on the market; it's about empowering people with guidance from their health care professionals. It's not enough to elevate standards of care with best-in-class devices; it's also how we collaborate and act responsibly in all that we do.

Everyone at Cooper helps fulfill that commitment. That's how, collectively, we've earned the trust of our many stakeholders worldwide. Doing what's right is how we maintain that trust. That's why we have the Code.

Can't find what you're looking for?

The Code can't cover every possible situation, but it's the best place to start looking for answers. Talk to your supervisor or contact one of the resources listed in the Code when you have questions.

Our Code is our guide.

Each day at Cooper, we make countless decisions, large and small. In many situations, the right decision may be clear, but when it isn't, the Code of Conduct is here to help. It is your guide to navigating familiar and unfamiliar circumstances. The Code also helps you follow Cooper's policies, along with the rules, laws, and regulations that apply to our business.



In the Code, you'll find:

- Overviews of ethical workplace topics;
- Advice on handling situations and answers to common questions;
- Links to Cooper policies;
- Decision-making tools and definitions of key terms; and
- Resources you can contact for help and more information.

Who must follow the Code?

The Code applies to everyone who works on Cooper's behalf, no matter your job or where in the world you work or what division you are a part of: CooperCompanies, CooperVision, or CooperSurgical. This includes our Board of Directors, officers, all employees – from the executive level to part-time – and contractors. Our suppliers, vendors, and consultants represent us in their work, and we expect them to abide by the same commitments and high standards presented in our Code.



What if the Code is violated?

Our Code is the written expression of Cooper's commitments, and we won't allow anyone to break them. For that reason, any violations of our Code – as well as policies or the law – can lead to disciplinary action, including dismissal. Breaking a law can also result in civil or criminal penalties for those involved and for our Company.

Find Out More



See your local employee handbook to learn more about our policies.



Knowing Our Roles and Responsibilities

When each of us – without exception – recognizes our responsibilities and consistently does what’s right, we enhance our reputation and get better results for our Company and those we serve.



We all share the responsibility to:

- ✓ **Keep our Code and our commitments** – Refer to the Code often, apply it to every action, and never tolerate or participate in anything that could break our commitments.
- ✓ **Follow the law and Cooper policies** – You don’t have to be a legal expert, but you do need to know how laws and Company policies apply to your work. Take all required training and **ask for help** if you’re unsure or if laws or policies seem to conflict.
- ✓ **Stay alert and step forward** – Watch for any activity that could violate our Code, policies, or the law. And if you suspect something, **step forward**.

Managers have added responsibilities:

- ✓ **Set a good example** – Show your team what **Our Commitments, OneCooper** means through your own ethical actions. Always follow our Code and policies and urge your team to do the same.
- ✓ **Embrace your role** – You are a representative of the Company. Your actions reflect not only on you but on the Company as a whole. It’s up to you to represent the Company in a manner that is consistent with our Code.
- ✓ **Keep an open door** – Keep the lines of communication open by being available for employees and making sure they feel safe and comfortable stepping forward with questions or concerns.
- ✓ **Take action** – If you suspect misconduct, don’t wait – **step forward** before harm is done.

The Legal Landscape

Because we work in a highly regulated industry and do business internationally, we're committed to following the many laws, regulations, and standards, both in the United States and in the countries where we operate. These include laws, regulations, and standards relating to bribery and corruption, appropriate interactions with health care professionals, product approvals, marketing approvals, clinical study parameters, good manufacturing practices, controls for design, labeling and advertising, claims and reimbursement, trade compliance, environment, and data privacy and security.

Note that this list is not comprehensive. Make sure you're familiar with – and follow – all of the requirements that apply to your work. When you do, you help us interact ethically and sell safe, quality products.

Making Good Decisions

Have you ever found yourself in a situation where the right course of action wasn't clear? It can happen to any of us. The Code can usually help you do what's right, but if you're still unsure, ask yourself:



If you can answer **"yes"** to each question, it's probably OK to proceed. But if you hesitate on any question, or if even one answer is **"no"** or **"maybe,"** stop and [ask for help](#).

Stepping Forward

Being committed to integrity means taking action when something isn't right. It isn't always easy, but as Cooper employees, it's our responsibility to step forward if we're aware of any activity that could violate our Code, policies, or the law.



You have options.

We rely on you to share your concerns, but we know that's not always easy. To make sure you feel comfortable stepping forward, we've made several different options available to you. The preferred course of action is to contact:

- Your manager or any member of management;
- Human Resources; or
- The Legal Department.

Or, if any of those options don't seem appropriate, you may also contact:



Compliance Hotline

This service is operated by an independent third-party provider and is available toll-free, 24 hours a day, seven days a week. When you contact the Compliance Hotline, it's always best to identify yourself, but you will have the option to remain anonymous, where permitted by local law. The hotline is available:

By phone: In the United States, 1-866-737-6817 (Visit the web portal for international toll-free numbers.)

Online: www.coopercompanies.ethicspoint.com

What happens next?

- When you have stepped forward in good faith (you have shared concerns truthfully and sincerely), Cooper will take your report seriously and investigate promptly and appropriately;
- You are expected to cooperate fully and truthfully in any internal or external investigation or audit; and
- If an investigation reveals a violation, we will take appropriate disciplinary action.

Could I face retaliation?

Stepping forward is challenging enough. The fear of retaliation makes it even more difficult. That's why Cooper will never tolerate retaliation against anyone who makes a report in good faith, participates in an investigation, or refuses to violate our Code or policies. Retaliation is a serious violation of our Code – step forward if you suspect or experience it.

Recognize retaliation

Retaliation could take many forms, including:

- Dismissal;
- Demotion;
- Reduced pay; or
- Exclusion.



What If?

A member of management asked me to do something that I believe violates our Code. I'm afraid I could be fired if I step forward. What should I do?

Above all, remember that nobody at Cooper, no matter their position, has the authority to ask you to ignore inappropriate actions or behavior or to do something that is illegal or violates our policies or our Code. You should share your concerns immediately, knowing that Cooper expects you to step forward and won't tolerate retaliation against you for stepping forward in good faith. Both you and every Cooper manager, as agents of our Company, have a responsibility to act if aware of something inappropriate. Not taking action could put you at risk of disciplinary action.

Find Out More



Code of Conduct
Whistleblower Policy

You may access these policies from your intranet site.

Committed to Excellence

Advancing our industry means not only having a consistent focus on excellence in our organization, but also on our mission and values.

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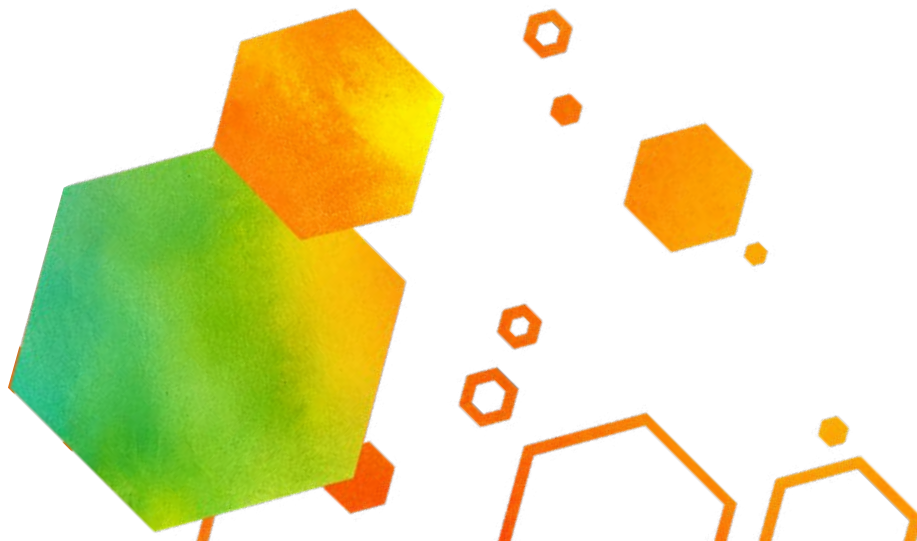
Advancing Product Quality and Safety

Health care professionals and individuals around the world put their trust in our products – we are committed to maintaining their trust through an uncompromising commitment to quality.

Delivering on our promises. We follow the applicable quality and safety regulations and requirements in all the markets we serve. We complete all required testing to make sure that only products of the highest quality reach the market. Remember, regardless of your job, always promote the highest standards of quality and safety. If you have an idea for enhancing our products or processes, explore them with your manager.

Leading the way. We're innovators – continuous improvement is at the heart of our culture and mindset. We engage in cutting-edge research and evaluate the performance of our products on an ongoing basis in order to deliver the very best – and most reliable – products to the market.

Addressing issues. We recognize the impact a single quality or safety issue could have on the work we do and the people we serve. We take seriously any issues raised about our products and work to address product quality or safety concerns in a timely manner. If you become aware of a customer complaint or a quality, safety, or reliability issue, without delay report it through our Global Customer Complaint Handling procedures.





What If?

I think there may be an issue with one of the pieces of equipment at my facility. We are behind schedule, and I knew that saying something could cause even further delays ... but I thought about the consequences of NOT reporting the matter, and I shared my concern. Did I do the right thing?

Yes, you did. We never sacrifice quality or safety to meet a deadline or target. Continuing to operate equipment when you know there are issues could jeopardize the integrity of our products and put individuals at risk. By reporting issues immediately, we can move swiftly to address and resolve them and preserve our reputation for reliability.

Find Out More



Quality Policy

You may access this policy from your intranet site.



Marketing and Labeling Products Responsibly

We know that trust is earned not only through what we produce and how we produce it, but also how we communicate. We provide people and professionals with the information they need to use our products safely and effectively.

Communicating accurately and honestly. Our advertising and promotional efforts focus on conveying truthful information about our products and presenting a balanced picture of both risks and benefits. “Off-label promotion” is off limits – only promote our products for uses that have been approved or authorized by appropriate government or regulatory agencies, have been reviewed and approved by our claims process, and comply with all applicable government-approved labeling rules.

Doing business with integrity. We ensure that our claims are true and substantiated. Be credible and a source of truth when promoting our products. Don’t criticize our competitors’ products or make comparisons between their products and ours unless materials have been approved and show product testing and clinical data to support them.



Communicating about Cooper products?

Make sure you can answer “yes” to each of these questions:

Is the information accurate, truthful, and balanced (we never mischaracterize or mislead)?

Am I promoting only approved uses?

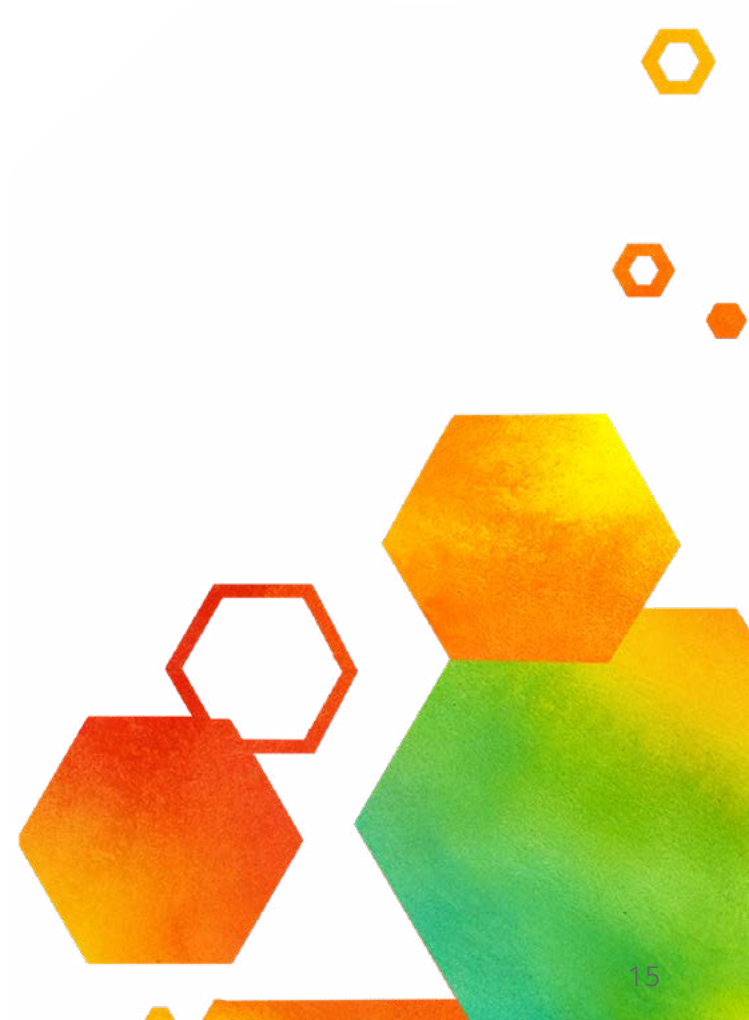
Do written and visual depictions accurately reflect our products?

Has the information been reviewed and approved through our internal processes?

Find Out More



For more information, see the marketing and promotional claims approval process applicable to your division.



Protecting Private and Confidential Information

We value the private and confidential information in our care, whether it belongs to our Company, customers, or vendors, and we understand our responsibility to conserve, preserve, and protect it from disclosure.

Knowing when to share. While working for Cooper, we may become aware of confidential information. This information should be kept confidential, never shared with competitors or anyone – inside or outside of Cooper – who doesn't have a legitimate business need to know it. Before you share confidential information with a third party, make sure you have a nondisclosure agreement in place that covers the information.

Respecting privacy. When it comes to personally identifiable information (information that could be used to identify someone), comply with all data privacy laws and policies applicable to your role and stay up to date on all assigned training. We are a global company and privacy laws can differ significantly across the globe. So when working with data that has global implications, it is important to understand the rules and policies of the local region. This helps ensure we respect each individual's right to have some control over how their information is collected, used, processed, stored, and disclosed. Also keep in mind that if sensitive personally identifiable information (like medical information or information about religious beliefs or ethnicity) is compromised, it could result in substantial harm, embarrassment, inconvenience, or unfairness, so sensitive personally identifiable information should be treated with special care.

Being diligent at all times. Information can leak in many ways – both intentionally and unintentionally. Never discuss anything private or confidential in public settings or leave this type of information in a place where it can be accessed by others.

Maintaining confidentiality. Our responsibility to protect private and confidential information doesn't end when our employment does. If you leave Cooper, never share the private or confidential information you have learned through your job with Cooper or other employers. Also, never ask or expect new Cooper employees to share any private and confidential information obtained from their former employers.

What does private and confidential information look like?

It includes ...

- Personally identifiable information, like someone's employment, medical, financial, or education history;
- Intellectual property, like ideas, creative work, designs, know-how, and trade secrets;
- Proprietary information, like business plans, marketing strategies, and customer lists;
- Products and new product development;
- Financial information, like pricing, budgets, forecasts, and quarterly results;
- Software and computer programs; and
- Suppliers, customers; and potential customers.

Not sure if it's "private or confidential"? Until you know for sure, treat it as though it is.



What If?

One of my coworkers is home on parental leave. A vendor asked me for their personal address in order to mail a card. Would that be OK to share?

Although well-intentioned, you shouldn't share a coworker's home address with anyone (inside or outside of the Company) without their consent. Suggest that the vendor forward the card to the office instead. Your coworker will still appreciate the thoughtfulness when they return from leave.

Find Out More



You may access information security policies from your intranet site.



Safeguarding Company Assets

We take pride in the work we do and, consequently, the assets that support our work – so we treat everything that we own and use to do business with the utmost care.

Handling physical assets carefully. Protecting our physical assets helps ensure we have the resources we need to get our jobs done. Part of your role here at Cooper is to prevent damage, loss, misuse, and theft of physical assets. Only borrow, lend, sell, or give away items if you have authorization to do so.

Safeguarding technology assets. Keeping our equipment safe and secure helps support our success in the marketplace. Carefully follow Cooper policies, only use approved hardware, software, applications, and storage devices, and never share sensitive information, like passwords.

Practicing good cybersecurity. Cyberattacks, like phishing, malware, and ransomware, can put our data at risk. To keep it secure, stay vigilant and use common sense. Simple acts like creating strong passwords and avoiding suspicious links or downloads help protect everyone and everything at Cooper. Make sure you stay current on all required assigned training.

Using good judgment. When it comes to personal use of Company systems and devices, it's important to remember that Cooper can review anything you create, store, download, send, or receive, as permitted by applicable law.

Do right by the Company. As an employee of Cooper, you owe a duty to do what is in the best interest of the Company. You should not directly or indirectly take opportunities for yourself discovered through the use of Cooper property, information, or your position. You shouldn't use Cooper property, information, or your position for personal gain, or compete directly with Cooper for business.



Examples of assets include ...

- Physical assets, such as buildings and office furniture;
- Technology assets, such as phones, computers, and office equipment;
- Financial assets, such as cash, credit cards, and bank accounts;
- Informational assets, such as emails and corporate records; and
- Intellectual property, such as logos, trademarks, and trade secrets.

Also, remember that time is an asset. Use it honestly and record it accurately.



What If?

Sometimes I use my Cooper credit card for personal purchases and then pay for them later – is that OK?

No. It's against our policy to use your corporate credit card for personal reasons. If it happens by mistake, notify your manager and promptly pay the credit card directly for the personal charge.

Find Out More



Electronic Payment Instruction Policy

CVI Information Security and Data Protection Policies

CSI Information Security and Data Protection Policies

You may access these policies from your intranet site.

Keeping Accurate Records

By making sure our books and records accurately reflect our business, we enhance our reputation and remain a company we all take pride in.

Upholding accounting standards. As a public company, there are certain practices we implement that help bring fairness and transparency to financial and operational reporting. Be sure you know and follow all generally accepted accounting principles and regulations and that you keep up with any updates or changes.

Insisting on accuracy. To keep our business records as accurate as possible:

- Follow Company accounting policies;
- Record carefully, completely, honestly, and in ways that are timely and easy to understand;
- Always keep and maintain supporting documentation and provide such documentation, when required;
- Be fact-based and transparent – don't mislead, falsify, or mischaracterize information;
- Never let anyone pressure you into recording something that's not true; and
- [Report](#) any suspicious activity right away.

Keeping the laws in mind. If you are responsible for disclosing financial information on behalf of Cooper, make sure that what you record is complete, fair, accurate, timely, and understandable. Comply and cooperate with internal and external audits, rules, laws, investigations, and inquiries by providing truthful, accurate, and complete information.

Managing data. Accurate recordkeeping also means complying with our data retention policies and all policies that relate to retaining, protecting, storing, and disposing of data. However, if a lawsuit or other legal proceeding has been started, or appears to be imminent, do not destroy information that could be required for that lawsuit or proceeding.

Practicing good stewardship. Good stewardship is good business. Use the financial resources that have been entrusted to you responsibly, accurately recording and, in many instances, documenting, every step along the way. This helps Cooper create long-term value for our customers, shareholders, and each other.

Business records include ...

- Timecards;
- Expense reports;
- General accounting records; and
- Purchasing invoices.



What If?

A coworker told me she may wait to submit a travel expense report because her team has already reached its budget for the month. This seems wrong. What should I do?

Remind her of the rules and then follow up to make sure it was submitted on time and correctly. Having an accurate record is more important than making budget. It will be easier for her to explain a budget miss than an inaccurate business record.

Find Out More



Data Retention Policy

You may access this policy from your intranet site.

Preventing Fraud, Waste, and Abuse

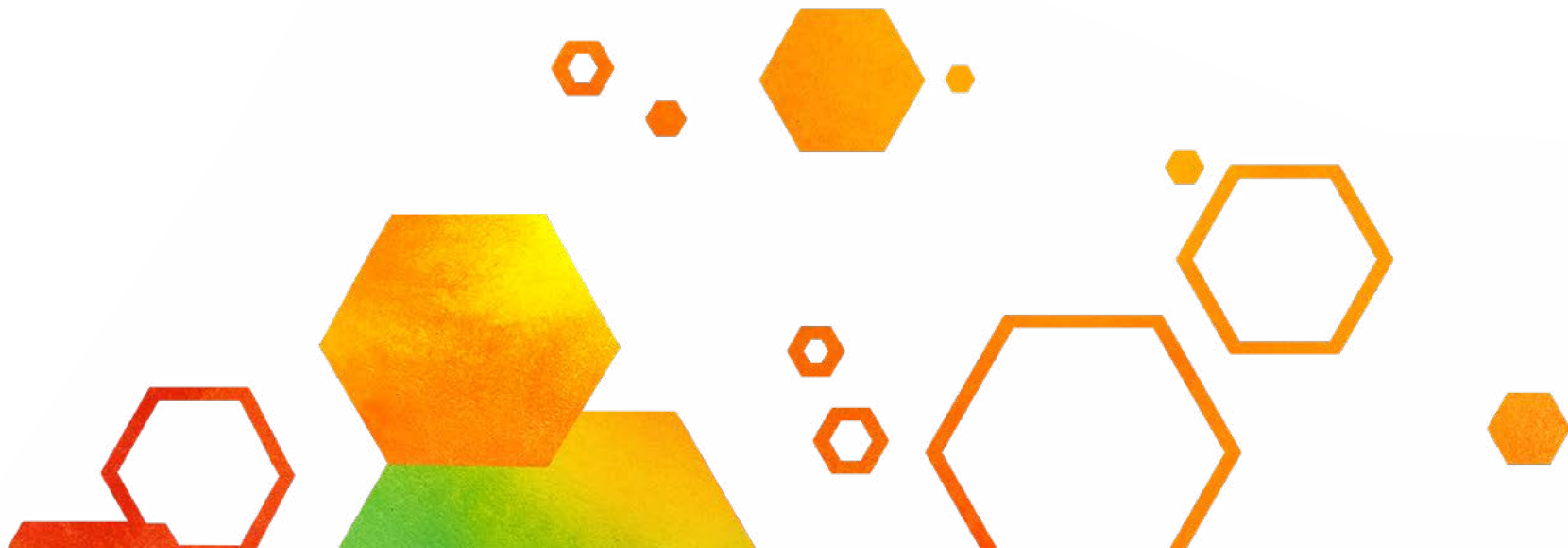
Our customers place their trust in us. We work to earn that trust by operating with integrity in every transaction.

Ensuring proper billing. A great way to honor the trust customers and patients place in us is to work with transparency. That's why we expect you to provide timely and accurate documentation that always reflects the services ordered and performed.

Staying alert. We work ethically and honestly and look out for suspicious activity to prevent fraud, waste, and abuse. Watch for:

- Billing for services or products that have not been provided;
- Manipulation of information to receive payment for services not provided; or
- Lack of supporting documentation.

Asking questions. Legal and regulatory compliance can be complicated. If you have questions about how to recognize or report potential instances of fraud, waste, and abuse, contact the Legal Department.



Fraud is ...

Intentional deception or misrepresentation made with the knowledge that the deception could result in some unauthorized benefit.

Waste is ...

Related primarily to mismanagement, inappropriate actions, and inadequate oversight leading to the misuse of resources.

Abuse involves ...

Practices that are inconsistent with sound fiscal, business, or medical practices and may result in unnecessary costs.



What If?

I received an email from a supplier advising us that their account numbers have changed. They instruct us to send all future payments to that new account. Is this OK?

It may not be; first talk to your supervisor. We need to verify this information before making any payments. If you receive this request or any other request (like from a CEO or other senior official requesting a change or an urgent payment), talk to your supervisor first, even if the communication directs you not to discuss it with anyone.

Find Out More



Electronic Payment Instruction Policy

You may access this policy from your intranet site.



Preventing Conflicts of Interest

We value loyalty to our Company because it promotes our shared success – and success at Cooper means changing people’s lives for the better. That’s why we never allow our personal interests to conflict with Cooper’s interests or influence our decision-making.

Recognizing conflicts. It’s not possible to list every scenario in which a conflict of interest can occur, but in general we avoid any personal activities that could conflict with – or appear to conflict with – Cooper’s activities. Some examples include:

- Taking a second job with one of our competitors;
- Having a beneficial interest in a vendor other than publicly traded shares;
- Supervising a family member or friend;
- Placing business with a family member or friend as a vendor;
- Consulting for a customer “on the side”; or
- Serving on the board of directors for a company that competes with ours.

Remembering that perception is key. Even if there is no actual conflict of interest, if an action would make others question your motives or loyalty to Cooper, you should avoid it.

Disclosing conflicts. Whenever you may have an actual, potential, or perceived conflict of interest, the best next step is to disclose it by speaking with your supervisor or someone from your management team. Most conflicts can be avoided or mitigated if they are disclosed.



What is a conflict of interest?

It is any case where an employee's personal interest might contradict the interest of the company they work for. This is an unwanted circumstance as it may have heavy implications on the employee's judgment and commitment to the company, and by extension, to the realization of its goals.

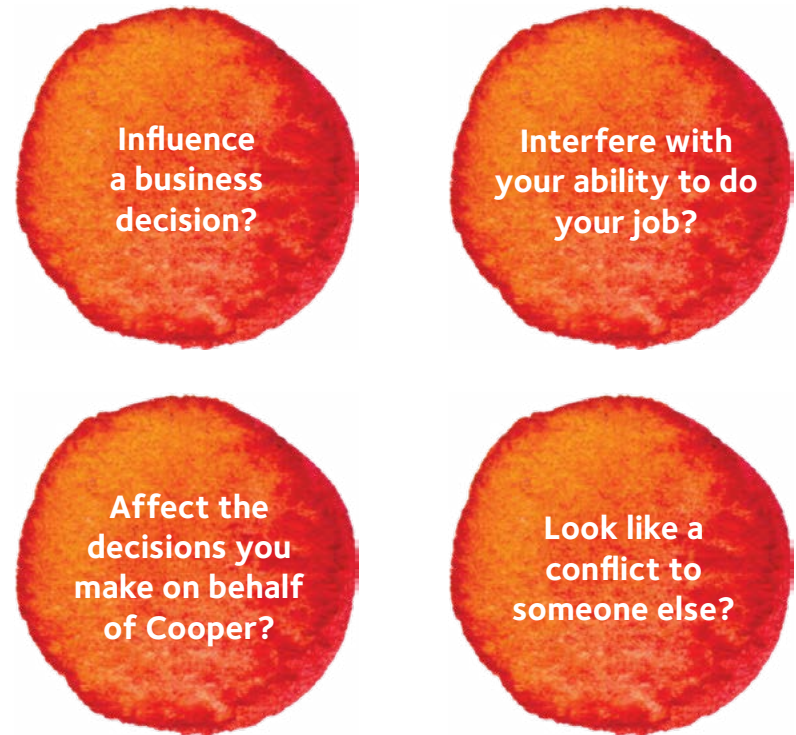
Find Out More



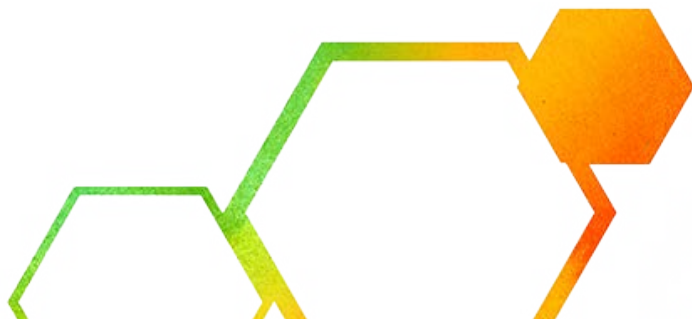
Visit your intranet site and your local employee handbook for more information.

Wondering if something is a conflict?

Is it a personal interest or relationship that may ...



If you answer **“yes”** or **“I don't know”** to any of these questions, there may be a conflict. Disclose it right away. If you have further questions or need additional help, contact your manager or the Legal Department.



Communicating Responsibly

It's important that our colleagues, customers, and communities know what we stand for, so we always work to send one clear message.

Remembering we are OneCooper. Being OneCooper means having one voice. It's what helps preserve our brand, name, and reputation. That's why it's best not to speak on behalf of Cooper without authorization or ever give the impression that your personal views represent those of our Company. Unless you have been designated as a spokesperson, **direct any CooperCompanies-related inquiries to Investor Relations; direct business unit or divisional inquiries to your Marketing Communications team.**

Posting responsibly. Social media can be a great tool to tell our story and connect with our communities. However, it's important to use it responsibly. This means:

- When posting about Cooper, always disclose your relationship to our Company and make it clear your posts represent your opinions, not those of Cooper;
- Never share private or confidential information, whether that information relates to Cooper or a customer, vendor, colleague, or other third party;
- Avoid posts that could harm our Company or our people, such as references to illegal activity or anything that could be considered harassment or abuse;
- Monitor posts others have tagged you in and/or change social media settings so you can approve tags first; and
- Avoid posts that provide competitive insights to competitors scanning social media.



Engaging with the public. Being a purpose-driven, dynamic team can mean being sought after for speaking engagements or authoring articles on behalf of Cooper. Before accepting, seek approval to ensure your messaging aligns with our values and does not disclose anything that is confidential.



What If?

A reporter called to ask for a comment in connection with my work. I am confident I can respond in a way that reflects positively on Cooper – may I tell the reporter what they want to know?

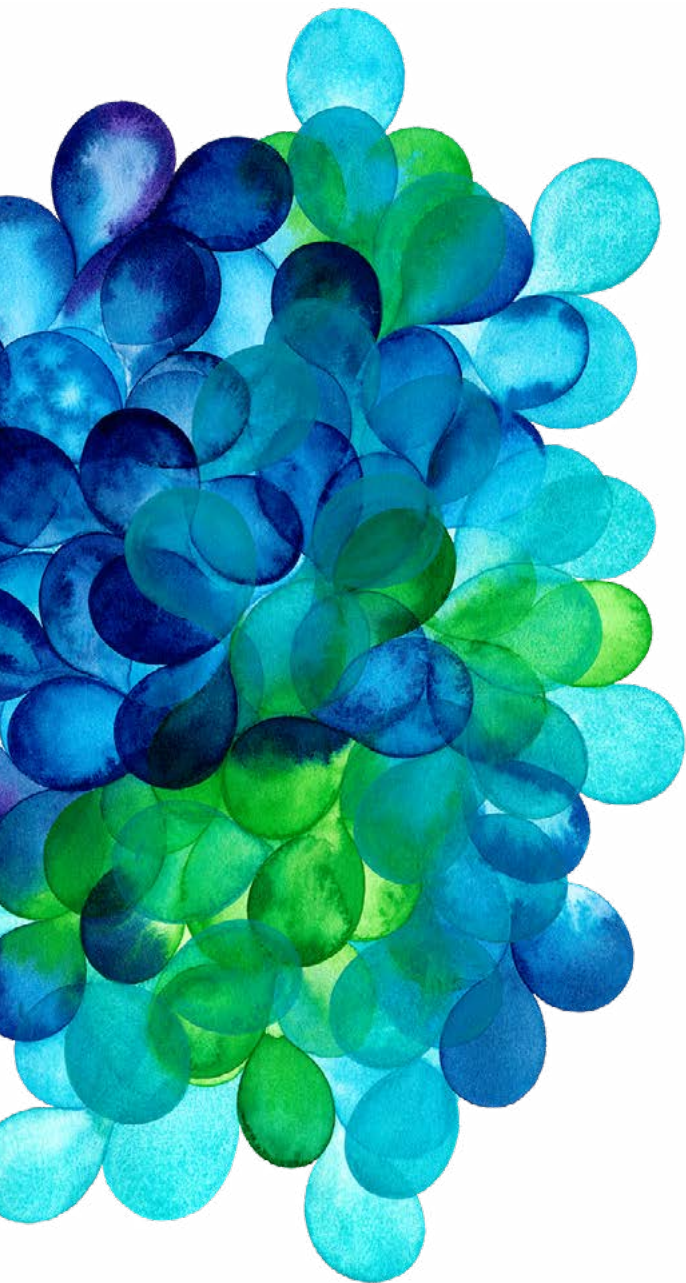
No. You should not answer any questions from reporters unless you are authorized to do so or receive approval first. Forward their inquiry to Marketing Communications instead.

Find Out More



Social Media Policy

You may access this policy from your intranet site.



Committed to What's Right

At Cooper, business as usual means business done ethically and fairly – every day, in every situation and relationship, bringing our values to life.

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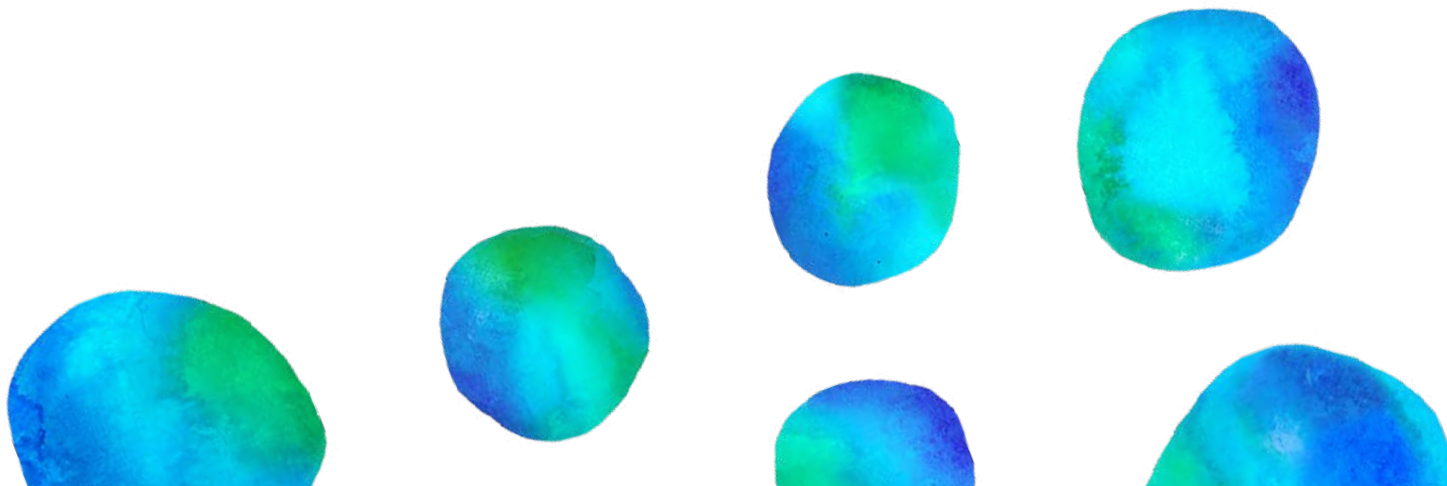
Preventing Bribery and Corruption

We build our business on our talents and our innovative spirit – not on acts of bribery or corruption, which can alter our judgment and damage both our business and our reputation.

Being alert for bribes. At Cooper, we never use bribes or kickbacks to get around the rules or receive gains, no matter where in the world we're doing business or what local customs allow. The same rules apply to anyone working on our behalf. We avoid even the appearance of something improper.

Following the law. Because we do business around the world, a variety of laws apply to us. To make sure you're complying with laws in the countries where we operate, stay up to date on all assigned training and follow our policies, especially those related to [interactions with health care professionals](#) and [government officials](#) as well as our rules for [gifts, entertainment, and hospitality](#). If you're ever unsure of how a law applies to you, contact the Legal Department for guidance.

Being transparent. Whether we're dealing with customers or business partners, we record transactions accurately. Follow our accounting policies carefully and never falsify or mischaracterize any payment to a third party.



Understanding Bribes

What they are ...	<p>A bribe can be anything of value offered to influence a business decision, win or retain business, or gain an improper advantage.</p> <p>A kickback is a type of bribe – it's anything of value given to reward someone for facilitating a transaction.</p>
What they look like ...	<p>Bribes take many forms, including:</p> <ul style="list-style-type: none">• Cash or cash equivalents;• Gifts or entertainment;• Stock;• Special discounts unavailable to the public or hidden in non-transparent records;• Charitable or political contributions; or• Payment of travel expenses.



What If?

A Customs official has detained some import product due to incorrect paperwork but has offered to release the goods for a small, customary “processing fee.” Is this OK?

No, it isn't. Payments like this, for routine government actions, are called “facilitation payments,” which we don't pay. Providing money, gifts, or entertainment of any kind to a government official could violate the law and our policies. The appropriate action is to correct the paperwork and ask for guidance.

Find Out More



Global Gift Guidelines /
Interactions With HCPs Policy

You may access this policy from your intranet site.

Interacting Appropriately

We believe good business begins with good relationships. When our business relationships are built on mutual trust and shared goals, they make us a stronger and more unified company.

Being a good partner. We reflect Cooper's values in every interaction with:

Health care professionals – Our relationships with health care professionals are highly regulated, so follow all rules and industry standards that apply in the country (or countries) where you're doing business. Also make sure your interactions are professional and serve a legitimate business purpose. Document all transactions clearly and accurately and never try (or appear to try) to improperly influence a health care professional's decision. See our [Global Gift Guidelines/ Interactions With HCPs Policy](#) or contact the Legal Department to learn more.

Customers and patients – Treat every customer and patient fairly and respectfully, being honest and never making promises you can't keep. Always put patients and their safety first and never pressure anyone to purchase or use our products. Also handle all personal information with care. See [Protecting Private and Confidential Information](#) to learn more.

Third parties – Document agreements with third parties in writing and never ask them to do something you aren't permitted to do. Stay focused on our policies and on what's best for our Company and for patients. Never try to influence third parties with inappropriate offers or accept anything inappropriate from them. See [Preventing Bribery and Corruption](#) or [Exchanging Appropriate Gifts With Third Parties](#) to learn more.

A third party is ...

Anyone or any entity that provides a product or service on Cooper's behalf, including vendors, suppliers, agents, distributors, contractors, and consultants.

A health care professional is ...

Anyone or any entity who prescribes, administers, recommends, or dispenses Cooper's products.

Sourcing responsibly. We select vendors, suppliers, and other third parties who follow the same high ethical and business standards that we set for ourselves. If your work involves selecting Cooper's business partners, exercise due diligence, follow our policies and procedures, and remain fair and objective.

Being aware and alert. Our business partners are an extension of our business, and it's essential that they represent us with integrity. If you work with third parties, monitor their work to ensure that they're giving us their best and upholding our standards and applicable laws. If you suspect unethical or illegal activity, [step forward](#) immediately.

Find Out More

Global Gift Guidelines/Interactions
With HCPs Policy
CVI Supplier Code of Conduct
CSI Terms & Conditions



You may access these policies from your intranet site.

Am I choosing third parties fairly?

Make sure you can answer "yes" to each of these questions:

Am I basing my choice solely on Cooper's needs?

Am I selecting the vendor based on the services offered, value, and quality?

Does the vendor have a reputation for operating legally and ethically?

Does the vendor comply with our CVI Supplier Code of Conduct or CSI Terms & Conditions?

Have I kept my personal interests and biases out of the equation?

Can I declare that I, my family, and friends do not personally benefit in any way from the award of business?

Exchanging Appropriate Gifts With Third Parties

We believe that kind gestures can foster good will in our business relationships with third parties (including vendors, suppliers, agents, distributors, contractors, and consultants; see [Interacting Appropriately](#) and [Working With the Government](#)); however we never cross the line by offering **or** accepting anything inappropriate.

Knowing the rules. Before you offer or accept anything of value, know what's permitted and obtain all necessary approvals in advance. Our Gifts and Hospitality Policy covers not only gifts, but entertainment, meals, travel, lodging, product samples, tipping, and other situations you may come across. Also, remember that our rules may need to be considered first – such as our Global Gift Guidelines/Interactions With HCPs Policy. If you still have questions after referring to our applicable policies, then reach out to your management team or the Legal Department for help.

Being reasonable. At Cooper, we use good judgment and ensure that anything we offer or accept in relation to our work is reasonable under the circumstances. Reasonable gifts to offer or accept may include the infrequent exchange of low-cost items and simple meals, as defined in our gift policies. Make sure whatever is offered or accepted:

- Complies with local law, applicable business policies, and customs;
- Is always made on behalf of a professional entity or organization (as opposed to an individual);
- Never takes the form of cash or a cash equivalent (e.g., a gift card); and
- Is done openly and documented accurately and completely.

Is this gift OK to offer or accept?

Ask yourself ...

- Is it being given for any reason, other than a legitimate business reason?
- Does it create an obligation in return?
- Is it being given to win favors?
- Is it given frequently?
- Does it violate Cooper's, or the recipient's, rules, customs, or policies?
- Could it be viewed as inherently compromising?
- Would it harm our reputation?
- Is it excessive under the circumstances?
- Could it benefit a person or organization closely related to the giver or recipient?

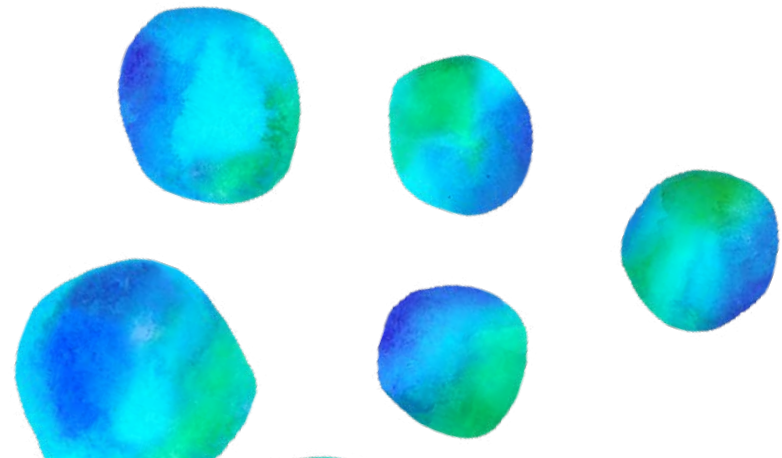
If you answer “yes” or “I don't know” to any of these questions, stop and seek guidance. You may have to reconsider your offer or refuse or return something that was offered to you.

Find Out More



Gift and Hospitality Policy
Global Gift Guidelines/Interactions With HCPs Policy

You may access these policies from your intranet site.



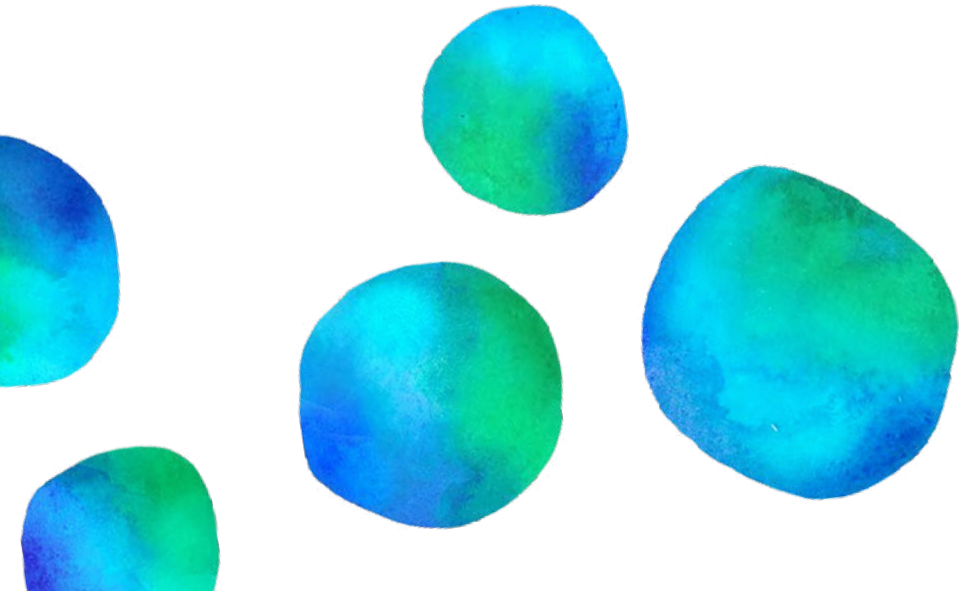
Preventing Money Laundering

When we prevent money laundering, we prevent crime, and doing so helps to keep us, and those in our communities, safe.

Following the law. We never give others the opportunity to move funds made from illegal activities through a legal business (like ours). We are committed to conducting business in a way that prevents money laundering and complying with all anti-money laundering, financial crimes, and anti-terrorism laws everywhere we operate. Do your part by knowing your customers, asking questions, and using good judgment as well as [stepping forward](#) if you see or suspect suspicious activity.

Identifying questionable transactions. Preventing money laundering starts with knowing the signs. Be sure to stay alert for:

- Attempts to pay in cash;
- Payments in a different currency than what's shown on the invoice;
- Requests to ship to a country other than where the payment originated;
- Attempts to avoid recordkeeping requirements;
- Someone who is not a party to a transaction making the payment; or
- Drastic or unusual changes in the pattern of a customer's transactions.



Preparing to accept a payment?

First ask yourself if you ...

Are working
with a reputable
company?

Understand how
they plan to use
our product or
service?

Know who's
behind the
transaction?

Trust the method
of payment?

If you answer **“yes”** to each of these questions, you may be OK to proceed. A **“no”** or **“I’m not sure”** response to any question should cause you to stop and seek help.



What If?

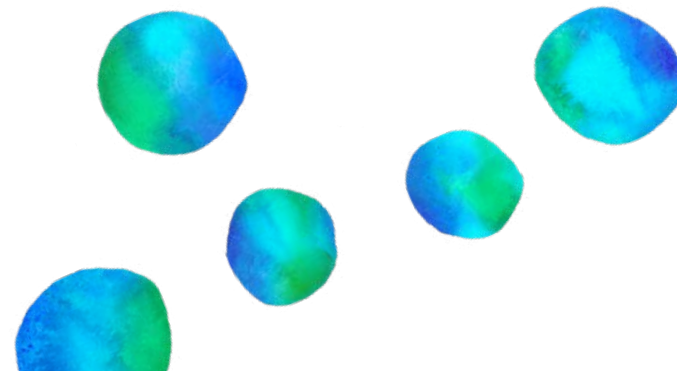
A third party is attempting to make a payment for a distributor that is struggling financially. I don't want to take a loss ... can I accept payment?

No. An unrelated party making a payment seems suspicious. Report any suspected issues internally to the Legal Department and to your supervisor.

Find Out More



Visit your intranet site for more information.



Complying With Insider Trading Laws

We believe in fostering trust in the marketplace and ensuring equal access to information, so everyone has a fair chance to invest.

Understanding insider trading. Insider trading violates our sense of what's fair, so we work to prevent it. Insider trading occurs whenever someone either:

- Uses material nonpublic information to buy or sell securities; or
- Passes along material nonpublic information to others so they may buy or sell securities ("tipping").

Both of these acts are illegal and can result in severe penalties for both the participants and our Company.

Knowing when to share. Unless you're communicating with a coworker or third party who has a legitimate business need to know the information, you should not disclose any material nonpublic information.

Respecting trading windows. Some employees at Cooper and certain types of stock transactions are subject to additional trading restrictions – know the rules before you trade.

What is “material nonpublic information”?

It is information that is both ...	<ul style="list-style-type: none">• Material, meaning an investor would consider it important in making a decision to buy or sell a security (such as a stock); and• Nonpublic, meaning it hasn't been broadly released to the general public.
Examples of material nonpublic information include information about ...	<ul style="list-style-type: none">• Mergers or acquisitions;• Changes in executive leadership;• New products and services;• Projected financial earnings or losses;• Strategic business plans; or• Pending lawsuits.



What If?

I have been planning to buy some additional shares of Cooper stock, but I received information today about Cooper's financial performance for the recently completed fiscal quarter. May I still purchase it if I was already planning to?

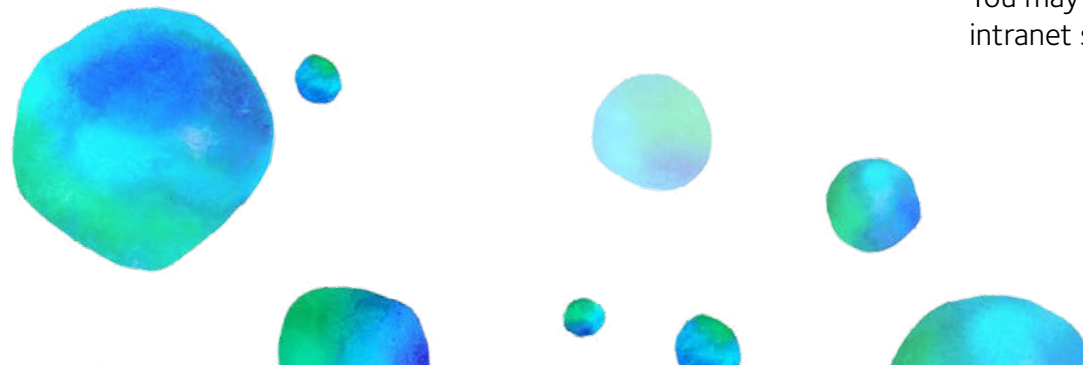
No. Intending to purchase before hearing the news is irrelevant. Information about Cooper's financial performance for a recently completed quarter is material information – it's important that you find out if the information has been made public and whether the window for trading is open.

Find Out More



[Stock Trading Policy](#)

You may access this policy from your intranet site.



Working With the Government

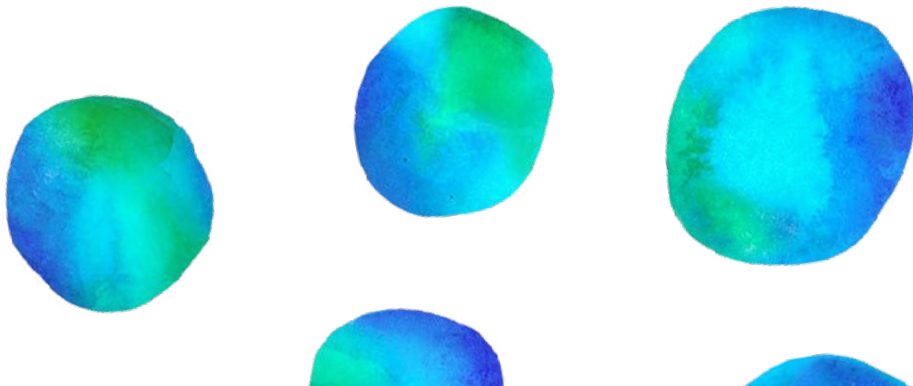
We're committed to building honest and transparent relationships with the government wherever we operate and to adhering to the highest ethical standards.

Recognizing government officials. Because the laws and obligations that apply to interactions with government officials are often stricter than those that apply to private, corporate interactions, it's important to know who is considered a "government official." The term is broad and applies to more than just elected officials. It can include:

- Employees of government agencies;
- Employees of government-controlled companies or entities (e.g., public hospitals, schools, and universities); and
- Officials in political parties or even candidates.

Executing government contracts. We are committed to doing business with country/federal, provincial/regional/state and local governments in accordance with the letter and spirit of the law as well as our values. If contracting with the government is a part of your role at Cooper, be sure to:

- Understand and comply fully with the requirements of the contracts on which you are working;
- Make certain that all statements, disclosures, invoices, certifications, and other representations made to the government are accurate, current, and complete;
- Be honest, fair, and open in all communications and dealings; and
- Take appropriate action and report suspicions of fraud or deception.



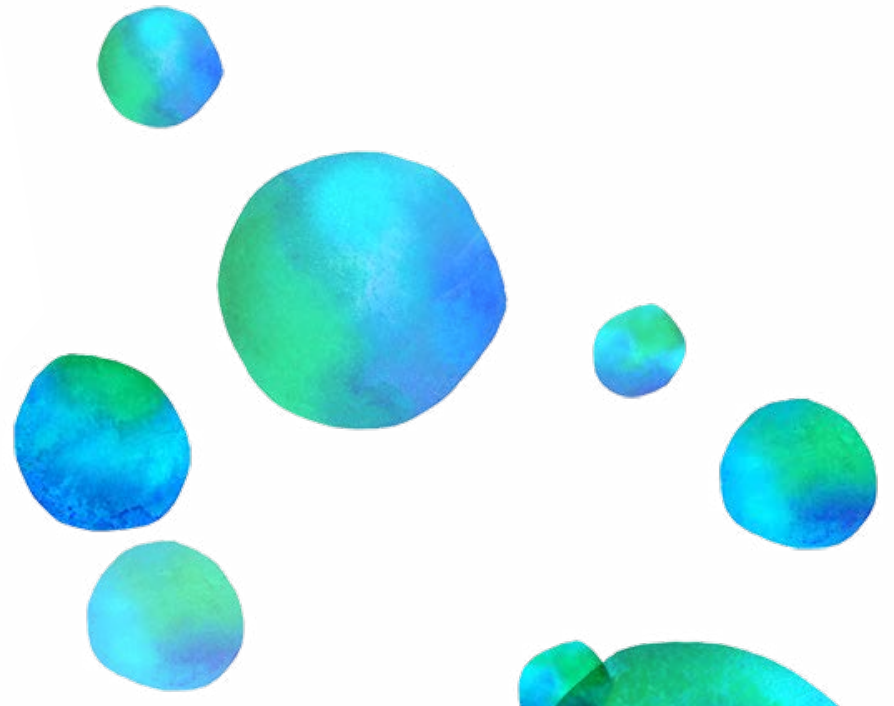
Complying with requests. At Cooper, we're proud to be a company that follows the rules and never cuts ethical corners. Complying and cooperating with government inspections, investigations, and requests for information is a great way to show that we always conduct business honestly, fairly, and transparently. If you are contacted by a government official, and are unsure how to proceed, contact the Legal Department. If you are helping Cooper respond to a government request, tell the truth. Never mislead anyone, impede their work, or conceal, destroy, or alter documents.



What If?

A member of a regulatory agency shows up to inspect a Cooper location as part of providing us certain licenses we need in order to operate. What should I do?

Notify your designated regulatory inspection host and supervisor without delay. Your inspection host will manage such visits according to the established inspection management procedure.



Doing Business Internationally

We recognize that our ability to conduct business internationally is a privilege, not a right, so we work diligently to protect it.

Determining how to proceed. We maintain our ability to conduct business internationally by complying with all applicable laws and regulations and following appropriate customs and practices where we do business. If the standards of more than one country govern a particular transaction and you're not sure how to proceed, contact the Trade Compliance Team with questions.

Getting proper clearance. We always stay on top of what's required so we can reach customers and vendors around the world. We make sure to obtain any required licenses or other government approvals before exporting, re-exporting, or importing our products, services, or technical data.

Classifying imports and exports. We have a responsibility to accurately describe, classify, and document every import and export. If your work involves international trade, be sure to label everything in advance and determine the proper country of origin, the destination, the end use, and the end user.

Knowing when it's OK to trade. We do not participate in or promote boycotts that the U.S. government doesn't support. To ensure that we don't, both CVI and CSI regularly conduct restricted party screening of all international customers (per the U.S. Treasury Office of Foreign Assets Control and the Bureau of Industry and Security Regulations). If you receive a request to participate in a boycott, or if someone asks about Cooper's position on the matter, contact the Trade Compliance Team immediately. This team can also help you verify that transactions don't involve restricted or sanctioned individuals, entities, regions, or countries.



What If?

A customer has requested that we deliver product to their freight forwarder in the U.S. without specifying the final recipient. Since the product is being shipped from the U.S. and the first recipient is in the U.S., do I really need to determine the final recipient?

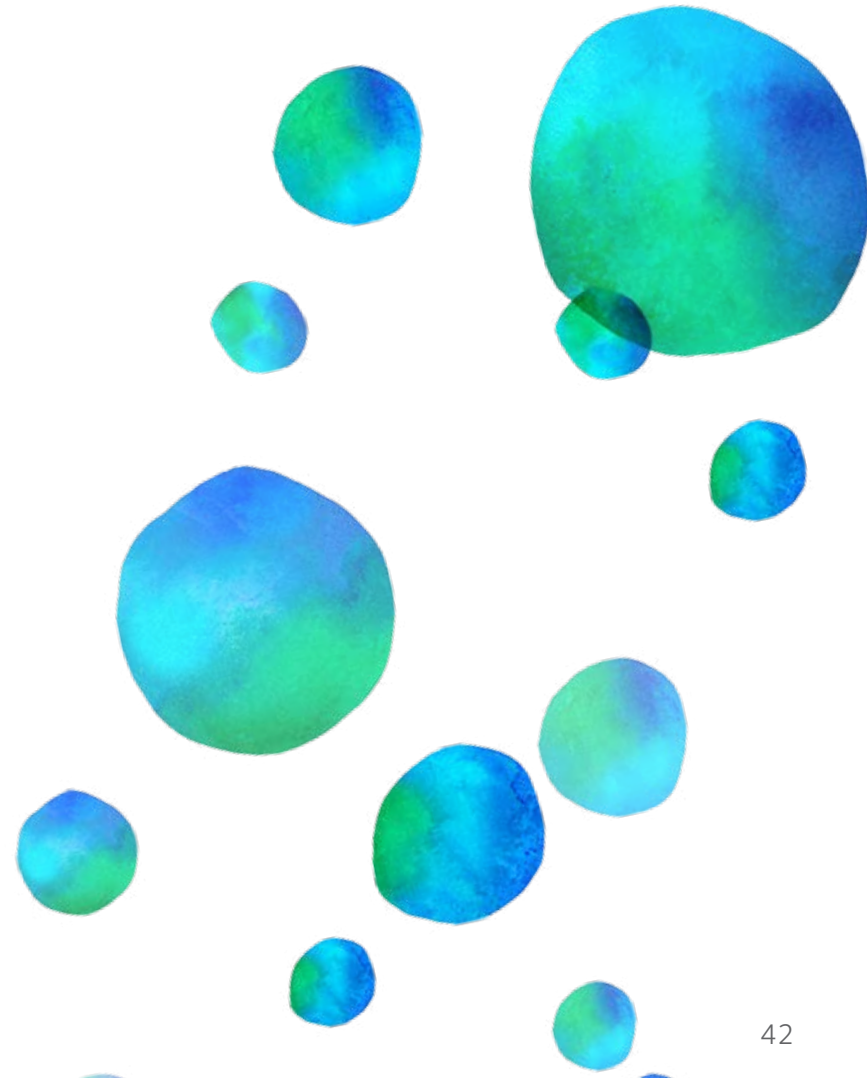
Yes, you do. It doesn't matter that the first recipient is in the U.S. We must always know the final recipient of Cooper's products, services, or technology. Determine the final recipient before completing this transaction.

Find Out More



Export Control Policy

You may access this policy from your intranet site.



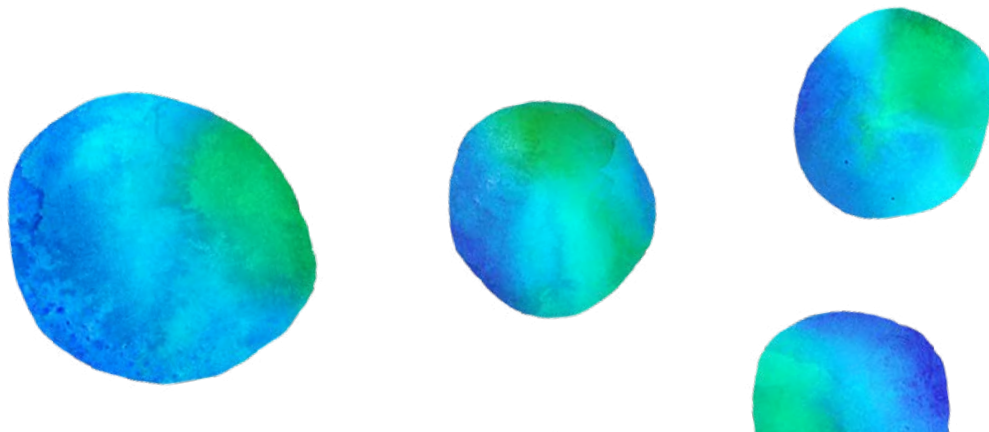
Promoting Human Rights

We conduct our business in a way that respects the human rights and dignity of all people – those in our organization, in our global supply chain, and in the communities where our products are sold and used.

Promoting safety and security. We support efforts in the United States and around the world to protect human rights, including an absolute opposition to child labor, slavery, or human trafficking, or forced or indentured labor. We are committed to reporting any suspicion or evidence of human rights abuses in our organization or in the operations of our suppliers or other business partners.

Promoting fairness. We ensure compliance with the employment laws of the countries in which we do business and expect our business partners to do the same. The respect for human dignity begins with our daily interactions with one another and includes promoting fairness, accommodating individuals with disabilities in a reasonable manner, and doing our part to prevent unfair work practices.

Communicating our expectations. We source materials from suppliers in different countries around the world, each with its own laws and regulations. We are committed to respecting human rights throughout our global supply chain, and do not knowingly conduct business with any individual or company that participates in human rights abuses.





What If?

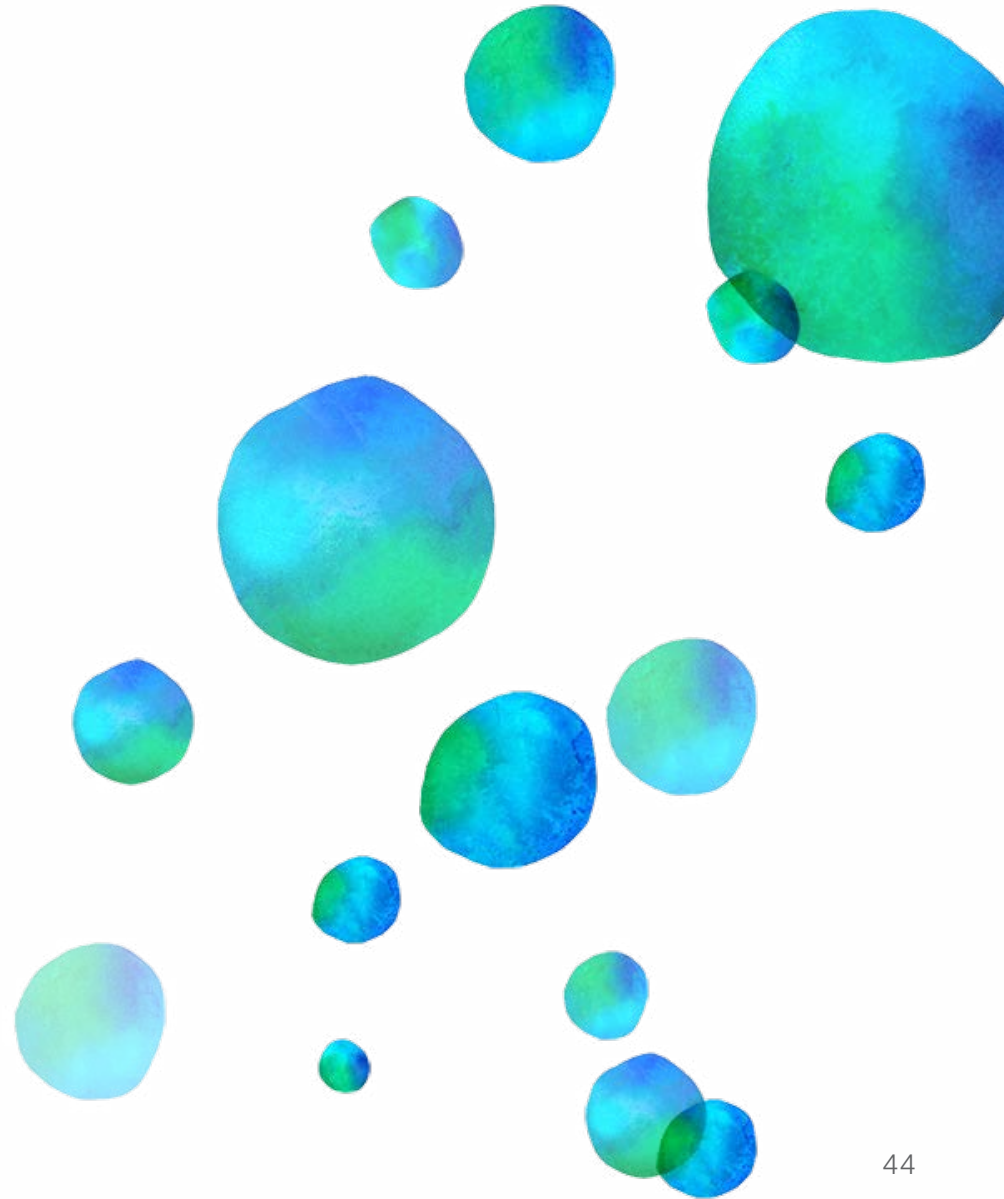
When I was visiting a new supplier, I noticed employees working there who seemed underage. I asked about it and didn't get a clear answer, so I brought this to the attention of my manager. What are my next steps?

We expect those in our supply chain to operate ethically, in compliance with the law, and in a manner that is consistent with our policies. You did the right thing – first to be on the lookout for human rights abuses and then report any suspected issues internally to the Legal Department and to your supervisor.

Find Out More

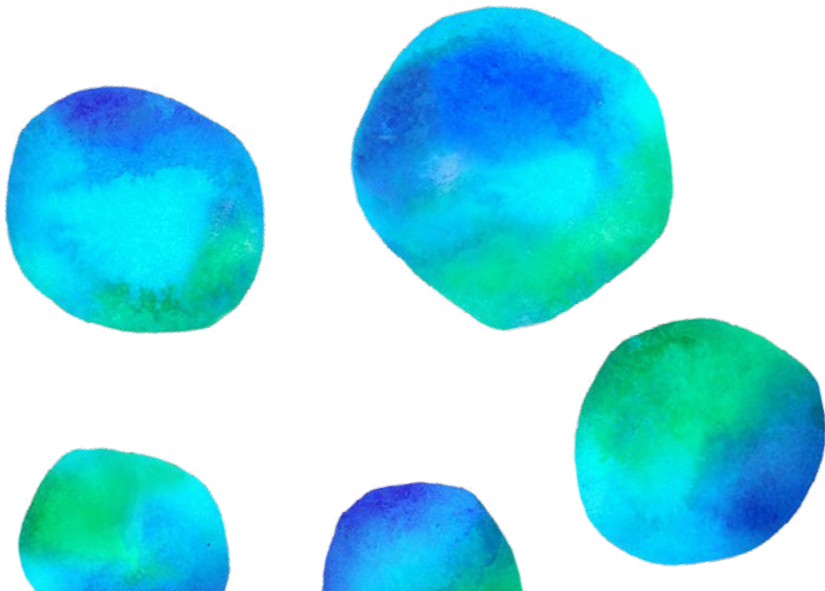


Refer to your local employee handbook for more information.



Competing Fairly

We promote fair competition because it makes for a thriving marketplace – one filled with innovation, industry advancement, and quality customer service.



Competing vigorously, but fairly. We let the quality of our products and services – not unethical practices – drive our success. Always ask questions about what's appropriate (and what isn't) so we can continue to win business fairly and avoid even the appearance of something improper.

Respecting the competitive market. We are careful in all situations where there is potential for a violation of fair competition laws. In your day-to-day work, this means making sure you never agree with third parties – either formally or informally – to:

- Raise, set, or hold (“fix”) prices;
- Divide markets, territories, or customers;
- Prevent another company from entering the market;
- Refuse to deal with a particular competitor, vendor, or customer;
- Influence the outcome of a competitive bid; or
- Restrict production, sales, or output.

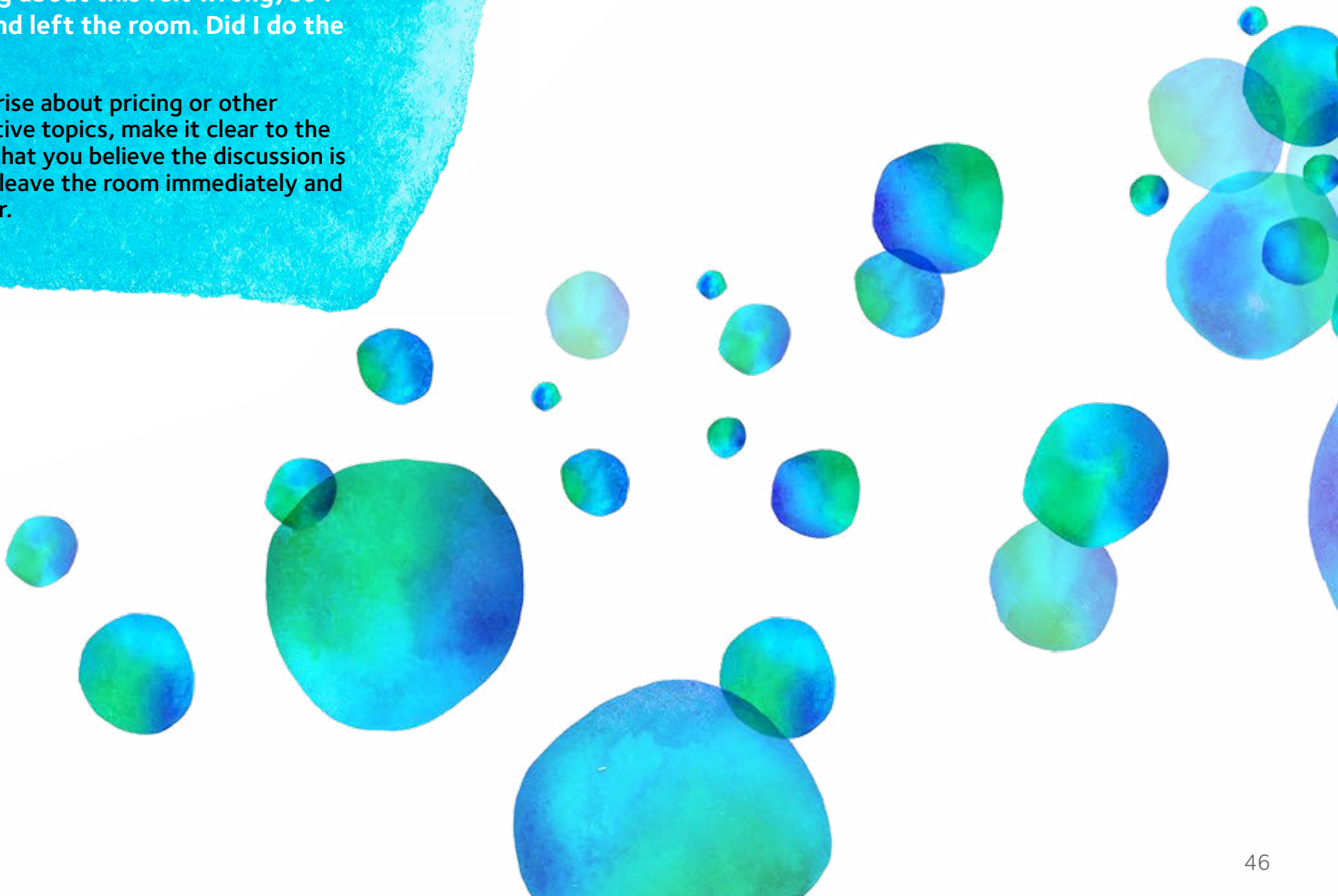
Seeking competitive information. When we want to learn more about those in our industry, whether it's our suppliers, vendors, competitors, or their customers, we do it legally and ethically. Use good judgment. Public sources and customer feedback are always a great place to start.



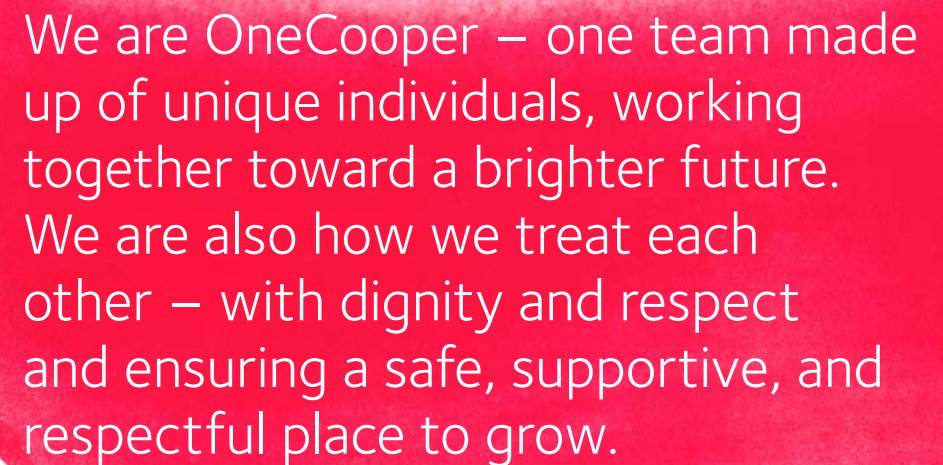
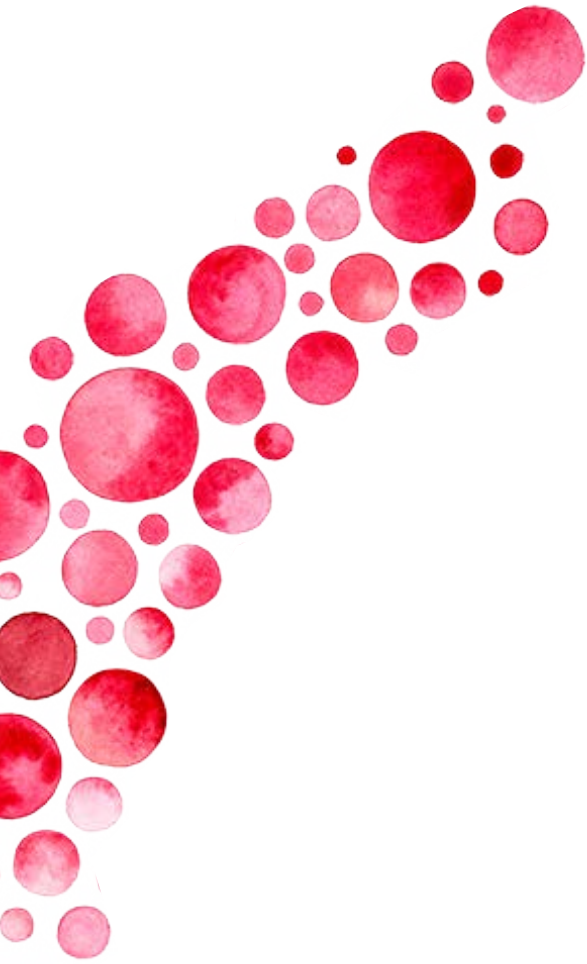
What If?

I was attending a trade show, and some competitors were discussing confidential information they had obtained about a competitor's pricing. Something about this felt wrong, so I excused myself and left the room. Did I do the right thing?

Yes. If discussions arise about pricing or other competitively sensitive topics, make it clear to the others in the room that you believe the discussion is inappropriate, then leave the room immediately and notify your manager.



Committed to Respect



We are OneCooper – one team made up of unique individuals, working together toward a brighter future. We are also how we treat each other – with dignity and respect and ensuring a safe, supportive, and respectful place to grow.

- 48 Promoting our Positive Culture
- 50 Maintaining a Respectful Workplace
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Promoting Our Positive Culture

At Cooper, everyone's contribution counts. That's why we promote a culture that welcomes different ideas and perspectives and celebrates each person's unique contributions.

Practicing fairness. We want every applicant, candidate, customer, vendor, and employee to feel welcomed and valued, having access to the appropriate resources and opportunities to contribute and reach their full potential with our Company. If you make employment decisions for Cooper including decisions about screening, hiring, promoting, or firing, always base those decisions on bona fide business requirements. Follow equal employment laws to ensure fairness in every aspect of our business.

Filtering out bias. Different perspectives enable us to make decisions that are better for us all, but our biases (whether conscious or unconscious) can cloud our decision-making. We are never free of bias, but it is important to be aware and work to overcome it. When you have a decision to make, including hiring and other employment decisions, never allow stereotypes or personal biases to influence your decision-making. Welcome new voices and perspectives and be respectful of and receptive to others' input – never exclude anyone from participating or minimize their contributions.

[Step forward](#) immediately if you believe discrimination is happening anywhere in our organization.



ONLY base employment decisions on ...

Factors like job requirements, skills, qualifications, and performance.

NEVER base employment decisions on ...

Stereotypes or biases based on factors like age, gender, race, ethnicity, religion, disability, national origin, sexual orientation, gender identity or expression, family status, citizenship status, veteran status, genetic information, pregnancy, childbirth, or any other categories protected by law.



What If?

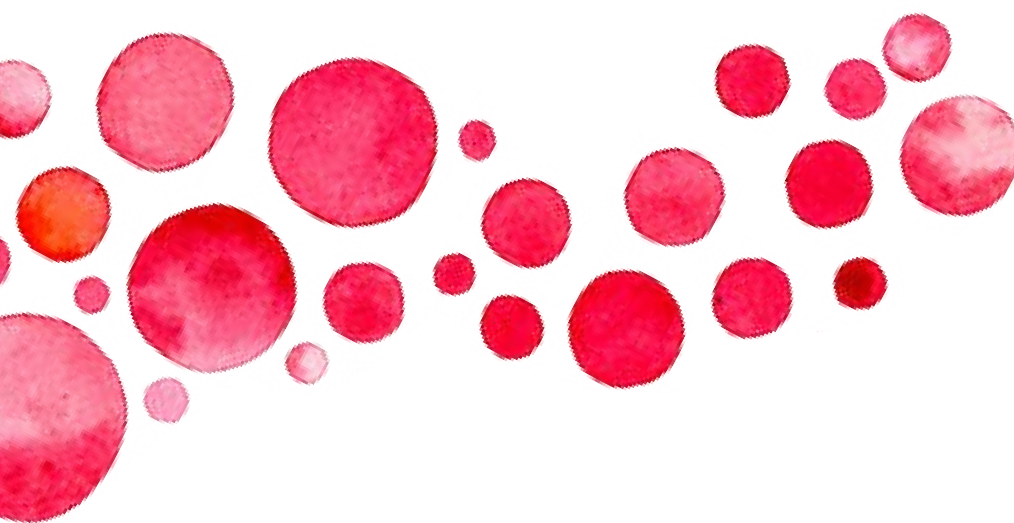
You are leading a series of group meetings for an important project. You notice that one employee is demonstrating exclusionary behavior toward another employee. Specifically, the employee is excluding another colleague on important follow-up meeting notes and upcoming tasks. Should you ignore the situation as both employees ultimately provide good information?

No, you shouldn't. We want to maintain an inclusive work environment at Cooper and ensure that all voices are heard and have the information needed to do their job. Step forward with your concern.

Find Out More



Visit your intranet site and your local employee handbook for more information.

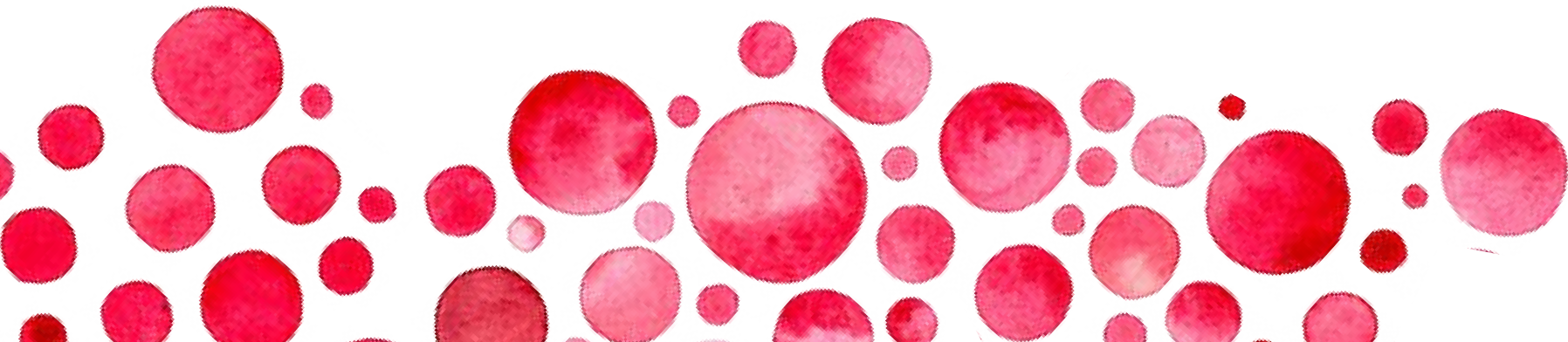


Maintaining a Respectful Workplace

We work each day to maintain the kind of workplace where integrity and professionalism are always on display and every individual is treated with dignity and respect. An authentic and respectful workplace empowers us all and leads to better performance, decisions, and collaboration.

Maintaining respect. Hostile or abusive behavior has no place at Cooper – at any time or in any location. Use care in your interactions with others, never singling anyone out for negative treatment or making it difficult for them to do their work. Remember our commitment to respect and [step forward](#) with any concerns about harassment.

Stopping sexual harassment. Sexual harassment is a type of harassment that involves unwanted or repeated physical contact, sexual advances, sharing of sexual material, or other inappropriate behavior. This behavior goes against everything we stand for at Cooper and will not be tolerated. Stay alert for signs of sexual harassment in others' behavior and in your own. Be especially aware of the things you say and do and how others might perceive them.



Am I being respectful?

Make sure your behavior NEVER includes:

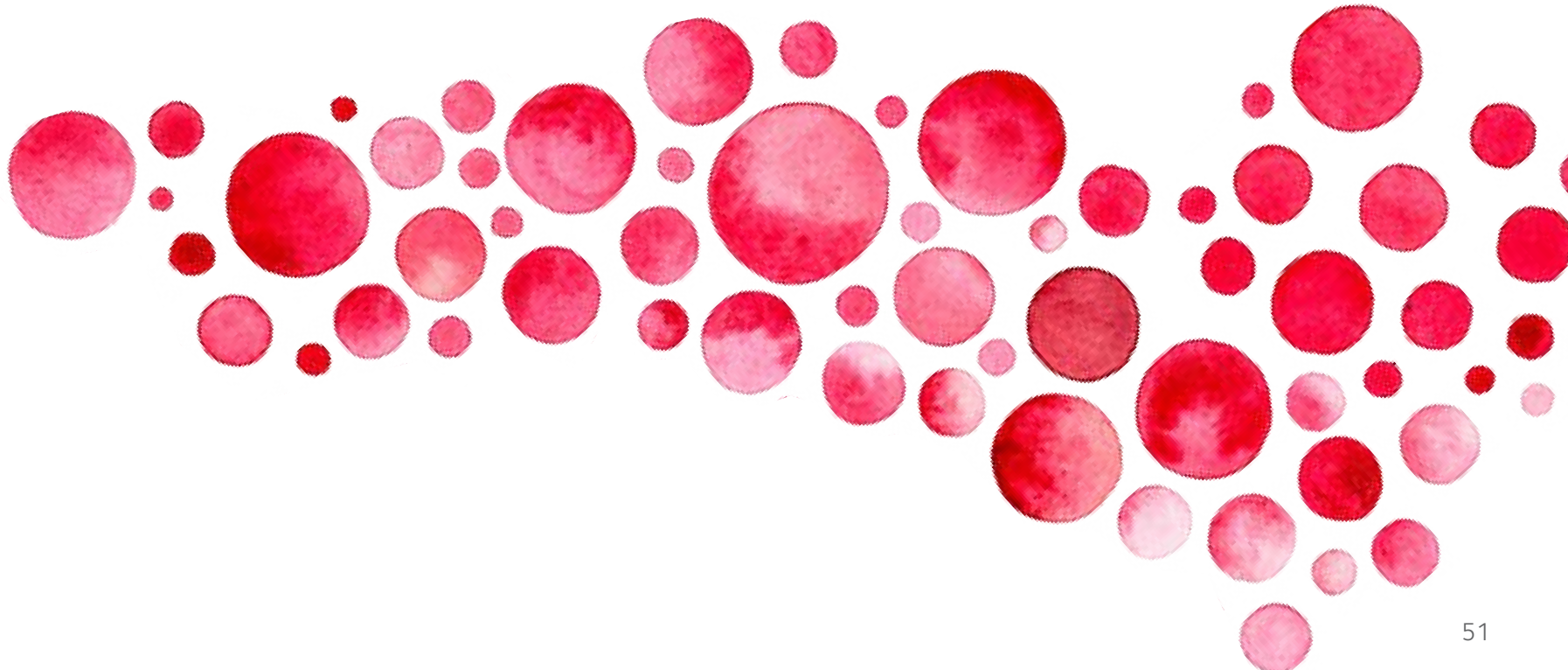
- Unwanted physical contact
- Intimidating or degrading words or names
- Offensive remarks or jokes (spoken, written, or posted on social media)
- Offensive physical gestures
- Offensive materials displayed or shared
- Sexual advances or requests

Find Out More



Non-Harassment Policy

You may access this policy from your intranet site.



Ensuring a Healthy and Safe Work Environment

Keeping our employees healthy and sending them home safely each day is critically important. We make sure our workplace is a place of innovation and commitment to safety – and each of us must help keep it that way.



Following safety rules and performing our jobs

safely. No matter our jobs or where we work, Cooper has safety rules and procedures that we are expected to follow without exception. Take all required safety training and wear personal protective equipment whenever it's required. Ask for help when you have questions and **step forward** with any concerns of unsafe conditions.

Staying safe at work. Doing our best work requires focus and concentration, so we never work or operate a vehicle or equipment under the influence of substances like alcohol or drugs. That includes both illegal or legal drugs that could impair your judgment and endanger you or someone else. Distracted driving can be just as dangerous, so also refrain from texting or using your cellphone while driving.

Keeping violence out. Our employees' safety is our top priority, so we never allow weapons or threats of violence. Be alert for potential violence and step forward at the first sign of a threat or a weapon.

What should I report?

If it could harm someone (an employee, third party, or a member of the public), let us know. That includes:

- Broken or malfunctioning equipment;
- Unsafe work conditions;
- Safety rule breaking or shortcuts;
- Substance abuse;
- A weapon at work; and
- Threats – verbal or physical.



What If?

I recently noticed a coworker who isn't following one of our safety procedures. I reminded this person about the procedure, but they explained that it's faster and just as safe to skip this step in our process. Since this person has been doing this for a while with no bad results (and this person is more senior than I am), should I ignore this?

No. We have safety policies and procedures for a reason: to ensure that employee safety always comes first. Rather than waiting for something bad to happen, step forward with your concerns right away. You won't face retaliation for speaking up, and you may prevent a future accident.

Find Out More



Drug and Alcohol-Free Workplace
Substance Abuse Policy

You may access this policy from your
intranet site.

Committed to Our Communities

We recognize that we're not just serving communities, we are part of them. Building connections, being a good neighbor, protecting the planet ... that's just who we are.

- 55 Giving Back to Our Communities
- 57 Honoring Our Civic and Political Duties
- 59 Protecting the Environment



Giving Back to Our Communities

Our commitment to improving lives one person at a time extends beyond our corporate walls – we engage responsibly in the communities where we live and work to make the world a better place.

Making a difference, on a corporate level. Corporate responsibility is part of the Cooper culture. We believe in giving back to organizations that share our values and our dedication to promoting healthier lives and communities. As a company, we contribute funds, time, and talent to support both company-wide programs and local causes (visit <https://www.coopercos.com/corporate-responsibility/> to learn more). You are encouraged – but not required – to participate in these initiatives in whatever way feels appropriate to you.

Making a difference, on a personal level. Cooper also encourages employees to participate in charitable and civic activities on a personal level. Just make it clear that your personal views and actions do not represent those of Cooper, and never use Company funds, time, Company property, or the Cooper name without prior authorization and approval.



Did you know?

Cooper supports:

- Global charitable initiatives;
- Local causes including volunteering time and charitable events; and
- Industry initiatives like online courses and workshops, training at our centers of excellence, and a variety of research efforts.



What If?

I'm a manager, and I often volunteer for a charitable organization in my community. I'm thinking of inviting my team members to join me at an upcoming event supporting this organization. It seems like a great team-building experience. Is this a good idea?

It may not be. Because you're a manager, your team members may feel pressured to participate – even if that's not your intention. A better option would be to let your team know about Company-sponsored events they could participate in – without pressuring them to get involved.

Find Out More



Refer to your local employee handbook for more information.



Honoring Our Civic and Political Duties

We want every Cooper employee to participate freely in the political process. We also work to keep that process fair, never allowing our activities to harm our workplace or the integrity of an election.

Focusing on fairness. Keeping the political process fair means allowing every individual the right to hold their own opinions and support the candidates they like. At Cooper, fairness also means keeping your political activities separate from your work.

Acting on your own. Cooper does not directly support any candidate or campaign. Any support you give to a candidate or party must be yours alone. Never campaign on Company time, post political signs, or send political communications in the workplace. Respect your colleagues by never urging them to support or donate to a particular candidate.

Following the rules. Keep in mind that laws related to political activities differ from country to country and violations can have serious consequences. If you interact with government officials, make sure it never looks like political lobbying. Also avoid making political contributions or offering government officials anything of value to influence their decision-making. See [**Exchanging Appropriate Gifts With Third Parties**](#) to learn more or contact the Legal Department if you're unsure how the rules apply to you.



How to participate ethically

- Give your own time, money, and resources – not Cooper’s;
- Never act or speak politically in Cooper’s name;
- Respect the laws of the country involved; and
- Never allow your activities to create a possible conflict of interest with your work at Cooper.

Find Out More



Refer to your local employee handbook for more information.



Protecting the Environment

We believe that creating healthier communities also means being a good steward of our planet and vital resources – we are working to ensure that our world continues to be a great place to live.

Protecting and preserving. We conduct business in an environmentally responsible manner. Our efforts are aligned with the United Nations Sustainable Development Goals (UNSDGs), which are aimed at protecting the planet and ensuring prosperity and peace for all. We work together to evaluate and improve on our sustainability efforts. And we have introduced [key initiatives](#) designed to minimize the environmental impact of our organization.

Honoring our obligations. We comply with applicable environmental and health and safety laws and regulations, everywhere we operate. Do your part – make sure you know and follow any requirements that apply to your job, complete any required training, and immediately report any situation that could harm the environment.

What can I do?

- Reuse, reduce, and recycle;
- Conserve water, energy, and paper;
- Safely dispose of waste; and
- Report any environmental incidents.





What If?

I've seen some coworkers disposing of waste in an area that's not authorized for that purpose, but I don't want to get involved or get them in trouble ...

Reporting concerns like this is never easy, but it's always the right thing to do. As an employee, you have a responsibility to bring this activity to the attention of your manager so it may be promptly addressed.

Find Out More



Refer to your local employee handbook for more information.



A FINAL NOTE

Now that you've read through our Code of Conduct, there is one more thing to remember: You should be referring back to this Code frequently. We work in a dynamic industry, and our business continues to grow and change. Sooner or later, you will find yourself in new territory, facing new challenges. That's why we have the Code of Conduct. To help us perform with integrity and excellence in all circumstances.

If you have any questions about the Code of Conduct, or our policies, or if you find yourself stuck in an ethical dilemma, remember: You are never alone. Talk to your manager and make full use of the resources listed in the Code. You will find a solution.

All of us are contributors to Cooper's success and stewards of its reputation. The way we work and interact with others reflect who we are as a company. By making **Our Commitments, OneCooper** a key part of our work lives, we can be more confident in our ability to improve people's lives around the world.



QUESTIONS OR CONCERNS?

If you need any guidance, Cooper has a variety of resources you can contact for help:

Issues or Concerns	Contact
To ask questions, report potential misconduct or other ethical concerns	<p>The preferred course of action is to contact:</p> <ul style="list-style-type: none"> • Your manager or any member of management; • Human Resources; or • The Legal Department. <p>Or, if any of those options don't seem appropriate, you may also contact:</p> <p>Compliance Hotline Available toll-free, 24 hours a day, seven days a week, and operated by a third party. Reach the Compliance Hotline:</p> <p>By phone: In the United States, 1-866-737-6817 (Visit the web portal for international toll-free numbers.)</p> <p>Online: www.coopercompanies.ethicspoint.com</p> <p>You have the option to remain anonymous, where permitted by local law.</p>
For international trade questions	Trade Compliance Team
For investor inquiries	Investor Relations: https://investor.coopercos.com/contact-us
For questions about marketing or promotions	Contact your Marketing Team

Cooper reserves the right to modify this Code at any time, as necessary, along with our policies, procedures, and conditions of employment. The Code is not intended as a contract or guarantee of employment.

No waiver of this Code may be made for a member of our Board of Directors or an executive officer without the written waiver of the Corporate Governance & Nominating Committee in accordance with its charter. Any such waiver must then be disclosed to the Company's stockholders, along with the reasons for granting the waiver.

Cooper also supports an employee's right to speak out publicly about matters of public concern and to participate in concerted activities and communications related to terms and conditions of employment. Nothing in any section of our Code or in any of our policies is intended to limit or interfere with that right. That includes activities protected under Section 7 of the U.S. National Labor Relations Act, such as discussions related to wages, hours, working conditions, health hazards, and safety issues.

