

# LloydsPharmacy Code of Conduct



This document applies to all affiliated companies of  
McKesson Europe in Ireland.

# Message from John Hammergren and Brian Tyler



**Dear Colleagues,**

Our company's mission is to bring better business health to our customers and better health to the patients they serve. As we expand our footprint globally, we must remember that integrity knows no borders. From pharmaceutical distribution to health information technology to retail pharmacy, doing business in the right way has always been fundamental to our culture. Our long-term success depends on ensuring that we demonstrate the highest ethical standards in everything we do, everywhere we operate.

Our Code of Conduct provides important guidelines for interacting with customers, industry partners and each other. The Code is based on our ICARE Shared Principles, which guide all of our decisions and actions. Please take the time to familiarize yourself with the Code and make a commitment to follow it. Remember that the company's integrity starts with you. If you ever have questions or concerns about the right thing to do, refer to the "How to Take Action" section of the Code.

Thank you for all that you do in our mission to bring better health to all.

Sincerely,

John H. Hammergren  
Chairman, McKesson Europe AG  
Supervisory Board

Brian S. Tyler  
Chairman, McKesson Europe AG  
Management Board

# Table of Contents

<b>Message From John Hammergren and Brian Tyler</b>	<b>i</b>	<b>We Treat Others with Respect</b>	<b>14</b>
<b>Table of Contents</b>	<b>ii</b>	Prevention of Workplace Harassment	15
<b>ICARE Guides Us</b>	<b>iii</b>	Diversity and Non-Discrimination	16
<b>Purpose and Scope of Our Code</b>	<b>1</b>	Corporate Citizenship	16
Purpose and Scope	1	Workplace Security and Safety	17
Who Does the Code Cover?	1	Confidentiality	18
<b>Our Core Responsibilities</b>	<b>2</b>	<b>We Operate with Integrity</b>	<b>20</b>
Doing Business Fairly and with Integrity	3	Conflicts of Interest	21
Our Responsibility to Speak Up	3	Gifts and Entertainment	23
How to Take Action – McKesson Employees	4	Confidential Information	24
How to Take Action – Employees of LloydsPharmacy a part of McKesson Europe	4	Books, Records, and Financial Reporting	25
Co-operate with Investigations	5	Insider Trading	26
Managers' Responsibilities – Leading by Example	5	Protecting Company Assets	27
<b>We Deliver Honest Value in the Marketplace</b>	<b>6</b>	Protecting Intellectual Property	27
Marketing and Selling Honestly	7	Proper Use of Company Technology	28
Service and Product Quality	7	Social Media and Electronic Activity	28
Marketing and Selling to Healthcare Professionals	8	Responding to Inquiries from the Press and Others	29
Marketing and Selling to Governments	9	Waivers	29
Anti-Corruption	10	Integrity Line for McKesson Employees	30
Fair Competition	11	Compliance Helpline for Employees of LloydsPharmacy a Part of McKesson Europe	30
Competitive Intelligence	12		
Political Contributions	12		
International Trade	13		

# ICARE Guides Us

Everything we do is driven by our Shared Principles, known as ICARE. These principles are a uniting force, connecting us across business units, geographies, and functional areas. These values shape our corporate culture. Our Shared Principles enable us to make a positive difference among our stakeholders, including customers, communities, shareholders, and each other.



## INTEGRITY

We do what's right.

Our employees make decisions, both big and small, with a focus on what's ethically right. Above all, we are committed to the greater good – for our company, our customers and the health care industry.

## CUSTOMER-FIRST

We succeed when our customers succeed.

Our commitment to our customers sets us apart. We hear time and again from our customers that they choose us for our follow-through and customer-focused service. Our customers are at the centre of everything we do, and our success comes from their success. They benefit from our company's customised approach to their business and our ability to help them stay ahead of the changing health care landscape.

## ACCOUNTABILITY

We take personal responsibility for our actions and our work.

Our employees make personal commitments – to their customers, vendors, colleagues and jobs. We hold ourselves accountable for keeping these promises, and we take individual responsibility for the decisions we make to get results for our customers. We build trust with our customers by delivering on our promises.

## RESPECT

We treat people with dignity and consideration.

Our people treat each other, our customers and our vendors with dignity, consideration, open-mindedness and respect. By valuing diverse styles and skills, recognising each individual's contribution, and staying open to each other's perspectives, our company cultivates an environment of innovation and collaboration – which pays off in the way we solve problems for our customers.

## EXCELLENCE

We insist upon quality.

Our journey to excellence never ends – we always aim higher for our customers and partners. We take action with success in mind and focus on results, constantly finding new ways to innovate and improve, and we rigorously measure our progress. When customers choose our company, they're choosing an industry leader who will work tirelessly to achieve excellence in quality, safety and efficiency – for the better health of our customers and the entire health care industry.

# Purpose and Scope of Our Code



# Purpose and Scope of Our Code

## Purpose and Scope

We do business honestly and ethically. By doing so, we grow as a company and earn the support of those who rely on our business. This Code of Conduct (the “Code”) describes fundamental principles, local policies, and procedures that shape our work. Much like ICARE, our Code connects each of us. It is a valuable tool designed to help us make ethical decisions both day-to-day and in difficult situations.

We comply with applicable laws everywhere we do business around the world. Consequently, this Code is also subject to relevant local legislation. Sometimes, local law or policy may be less or more restrictive than our Code. We must follow the stricter rules in these instances. For situations involving a conflict, contact your Compliance Officer or the Law Department.

As employees, we have a duty to read and understand our Code and the local policies applicable to our jobs. The Code can’t predict every situation we might encounter, so it is essential to check our local policies and to ask questions when we are unsure. We should also speak up when we are aware of (or even suspect) illegal or unethical behaviour or violations of the Code, other local policies or applicable laws.

## Who Does the Code Cover?

This Code applies globally to all employees, officers, and directors – regardless of position or tenure. We also seek business partners who share our values and commitment to doing business with integrity.



### Remember:

It is our responsibility to follow our Code, company policies, and the law. Failure to comply can carry serious consequences, which can include, depending on local law, appropriate disciplinary actions up to termination of employment. If you have questions or concerns about any of the rules, regulations, local policies, or laws that apply to your work, raise them before taking action.

# Our Core Responsibilities



# Our Core Responsibilities

## Doing Business Fairly and with Integrity

Our Code – along with other company policies, guidelines, procedures, standards, and resources – guides us when confronted with a difficult situation.

### Ask yourself:

Is it legal and in line with internal policies?

Does my action reflect the ICARE principles of Integrity, Accountability, and Respect?

Am I being truthful and honest with everyone involved?

Would I feel comfortable if my actions were reported in the news?

How might others be affected by the choice I make?

## Our Responsibility to Speak Up

It is important to raise concerns. This includes violations of our Code, company policies or procedures, and the law. If you're asked to commit or are aware of an illegal or unethical act, you are encouraged to speak up promptly. Our company listens to and takes concerns seriously – rest assured your concern will be investigated promptly and thoroughly.

A concern is to be raised in “good faith,” which means coming forward with a suspicion you believe to be true, even if it is later determined that no wrongdoing occurred. We do not tolerate any form of retaliation for raising concerns, asking questions, or participating in an investigation in good faith.

## WHAT IF...

What happens after I contact the Compliance Helpline to discuss a concern or question?

The Compliance Helpline (Ombudsman) relays the information you provide to the appropriate company resource for review and follow-up, as appropriate.

## How to Take Action – McKesson Employees

You can ask a question or raise a concern by contacting any of the following:

- Your Manager or Supervisor
- Your Compliance Officer or the Global Compliance and Ethics Office\*
- Your Human Resources Department or the U.S. HR Support centre\*
- Corporate Security & Safety\*
- The Law Department\*
- McKesson's Integrity Line

### McKesson's Integrity Line

- McKesson's Integrity Line is operated by an independent third party.
- It is available 24 hours a day, seven days a week, with operators available in multiple languages.
- Anyone within or outside the company can use the Integrity Line to raise a confidential concern. Concerns can be raised anonymously, if requested.
- McKesson's Integrity Line is accessible via the phone or the web. Web access is available by pointing your browser to [integrity.mckesson.com](http://integrity.mckesson.com).
- Inside the U.S., the Integrity Line is accessible via phone at 1-877-625-4625. Local toll-free numbers for locations outside the U.S. are listed at [integrity.mckesson.com](http://integrity.mckesson.com).
- In some countries, local laws may limit the types of concerns raised via McKesson's Integrity Line. Additional information is available at [integrity.mckesson.com](http://integrity.mckesson.com). Should you wish to report other matters, please contact your local manager, Human Resources, or the Law Department.

\*Specific contact information can be found on McKNet.

## How to Take Action – Employees of LloydsPharmacy a part of McKesson Europe

You can ask a question or raise a concern by contacting any of the following:

- Your Manager or Supervisor
- Your Compliance Officer or Compliance & Corporate McKesson Europe\*
- Your Human Resources Department \*
- The Legal Department\*
- The Compliance Helpline

### Compliance Helpline

- The Ombudsman is an independent third party to whom concerns can be raised anonymously, if requested.
- The Ombudsman is available 24 hours a day, seven days a week, with support available in multiple languages.
- The Ombudsman can be reached under 00800 – OMBUDSMAN or 00800 – 66283762 (toll-free from any McKesson Europe country) and also by fax: +49(0)521.557333–44 or email: [ombudsman@thielvonherff.com](mailto:ombudsman@thielvonherff.com).
- In some countries, local laws may limit the types of concerns raised via the Ombudsman. In these cases, please contact the other resources named above if you wish to raise a concern.

\*Specific contact information can be found on the McKNet Europe.

## Co-operate with Investigations

We are committed to prompt investigation of any concerns brought to our attention. It is important to provide all information requested in any investigation conducted by our company. Always provide accurate information, and do not make untrue or misleading statements or encourage anyone else to do so.

Government agencies also may request information from or about our company. If you are contacted by an outside investigator, please contact the Law Department or your Compliance Officer immediately.

If you are notified by the Law Department, your Compliance Officer or your manager that documents in your possession are subject to a legal hold or are needed for an investigation, be sure to follow directions and preserve those documents. Under no circumstances should you destroy, conceal, or alter those records in any way.

## Managers' Responsibilities – Leading by Example

Managers have a special responsibility to lead by example and model and encourage ethical behaviour. This is an integral part of the leadership role. Regular conversations with your direct reports about the importance of integrity in the workplace are expected. In addition, always remember to:

- Understand and promote the Code and the internal policies.
- Set a positive example through your own ethical behaviour.
- Make sure your employees know they can come to you with questions and concerns, and that you'll listen and respond appropriately.
- Not retaliate against an employee for raising a concern in good faith.

### Remember:

If you feel that you or someone you know at our company has experienced retaliation, you should raise the issue immediately through the resources listed in the **How to Take Action** section of this Code.



We Deliver Honest Value  
in the Marketplace



# We Deliver Honest Value in the Marketplace

## Marketing and Selling Honestly

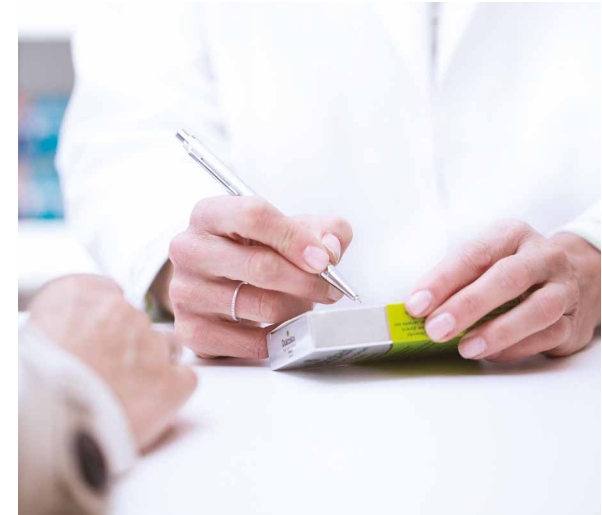
The way we market and sell is a reflection of our values and is a key driver of our success. It is essential to remember the following standards when marketing and selling to all customers.

- Represent yourself and the company with integrity to protect our reputation as a trustworthy organisation.
- Only make honest, accurate claims about our company's products and services.
- Talk about the benefits of our own products, rather than disparaging those of our competitors.
- Do not use misleading or unfair comparative advertising.

## Service and Product Quality

Our company has built a reputation around excellent services and high-quality, safe products. To protect that reputation we comply with quality and safety-related standards. These include applicable laws and regulations and internal procedures that promote the safe handling, distribution and manufacture of high-quality goods.

We also hold our suppliers accountable to ensure the quality of the products and services they provide to us. If you see anything that may compromise our reputation for quality, you should promptly raise the issue.

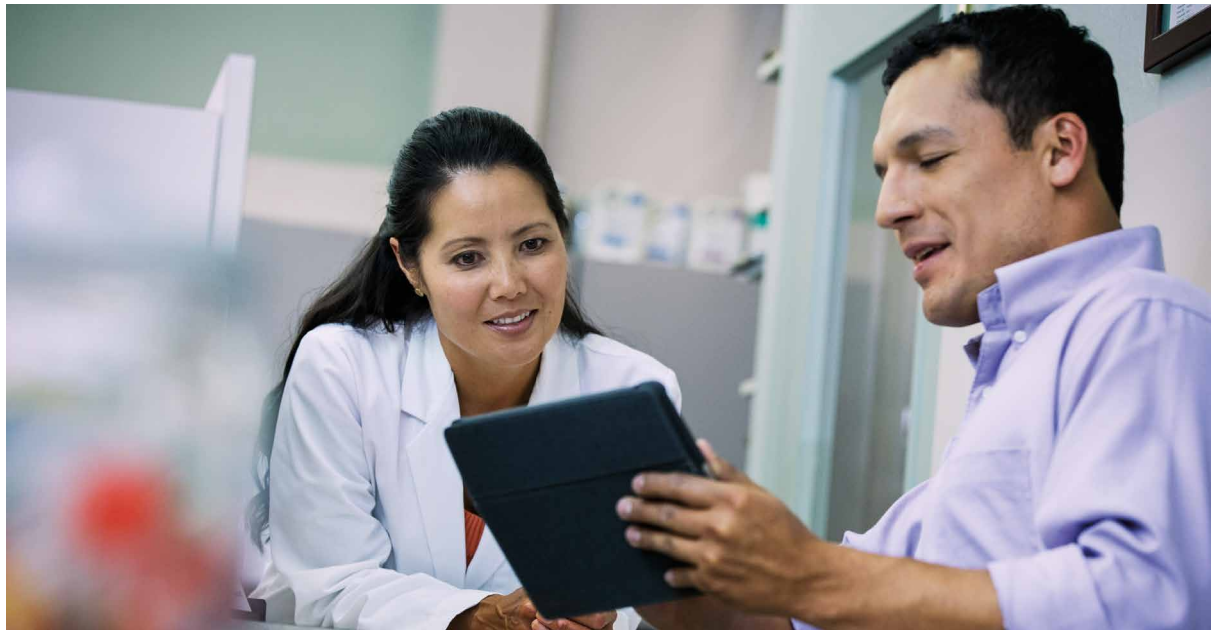


## Marketing and Selling to Healthcare Professionals

We respect the integrity of the relationship between patients and providers, and the healthcare decisions they make. We also believe that anyone who pays for healthcare goods and services should get full value for their purchases. To help ensure this happens, there are many laws intended to protect against fraud, waste, and abuse in healthcare. We comply with these laws by not offering things of value, including gifts or entertainment, which may improperly influence the decisions of Healthcare Professionals.

When Healthcare Professionals provide services to our company, we compensate them at fair market value for their work and take all local legal requirements into account. We ensure that the decision to hire the services of Healthcare Professionals, and the amount we pay for those services, is not intended to improperly influence their purchasing decisions.

For more details, please speak to your Compliance Officer or check if local policies are implemented in your country.



### Remember:

What is acceptable in the commercial business environment may be unacceptable when interacting with government customers or Healthcare Professionals and will vary by business location, national legislation and jurisdiction. The laws and regulations that apply to these activities are complex and can involve multiple regulatory agencies. Check if local policies are implemented in your country for specific limits and requirements regarding activities and relationships with Healthcare Professionals and government customers, and act accordingly. Contact your Compliance Officer or the Law Department should you require additional guidance.



## WHAT IF...

Can I take a prospective client to lunch?

There may be legal limits on the meals and entertainment we can offer to Healthcare Professionals or other business partners. We also want to avoid even the appearance of obligating or inappropriately influencing the potential customer. For more details, please speak to your Compliance Officer or check if local policies are implemented in your country.

## Marketing and Selling to Governments

We value our ability to compete fairly when providing goods and services to government customers, whether federal, state, provincial, or local. There are many local laws intended to protect the integrity of government purchasing, covering topics from seeking new business opportunities, to bidding and negotiating contracts, to developing a relationship with government employees, to accurately recording and reporting required information, to hiring former government employees.

In all aspects of our business with government customers, we are careful to comply with our company's implemented local policies and applicable laws to guard against improper influence and abuse. For example, there are restrictions to giving gifts, meals, or entertainment to government employees. For more details, speak to your Compliance Officer or check if local policies are implemented in your country.

### Remember:

We play a special role in maintaining the integrity of healthcare delivery to government customers. Be careful to fully comply with all applicable laws, regulations, and existing local policies when interacting with government entities and individuals.



## Anti-Corruption

We do not tolerate corruption or bribery in our business practices by our employees or third parties working on our behalf. In many of the places where we do business, we may be subject to a variety of anti-corruption and commercial bribery laws.

We do not promise, offer, or give “anything of value” to either a government official or an employee or representative of our commercial business partners with the intent to improperly influence their conduct. We also do not receive anything of value that could be perceived to improperly influence our conduct.

We also expect our business partners and other third parties working on our behalf to comply with all local anti-corruption and anti-bribery laws and standards. This includes third parties who might interact with a customer or a government official on our behalf.

You cannot hire a third party agent or entity to do something that would not be allowed under this Code. Additionally, you cannot hire a consultant or third party agent who you suspect may attempt to engage in bribery or corrupt activities. If you plan to engage a third party who might interact with a customer or government official on our behalf, please speak to your Compliance Officer or check if local policies are implemented in your country.

### Remember:

“Anything of value” is broadly interpreted and can include such items as cash, gifts, meals, entertainment, travel expenses, charitable donations, loans, and job placements.



### Key Terms

A “**government official**” is broadly defined and includes more than just someone who is elected to public office. It can include employees of federal, state, and provincial governments, international organisations, or state-owned entities, such as doctors at a public hospital or professors at a public university. The term may also include judges, members of health or supervisory authorities, and members of the military – in short, any public servant. Officials of political parties or candidates for public office may also be government officials.



## WHAT IF...

You are at an industry trade show. A competitor's sales representative, who works in your territory, asks you to lunch in order to discuss a sales opportunity that will be "mutually beneficial." What should you do?

Before responding to the invitation, consult with the Law Department or your Compliance Officer for guidance.

## Fair Competition

We value a marketplace in which our company competes to sell superior services and quality products at fair prices. Laws in many of the places where we do business are intended to protect fair and open competition. To comply with these laws, you should not discuss, coordinate, or agree with a competitor to fix prices, divide sales opportunities or territories, split or "fix" bids, refuse to deal with (or boycott) a supplier or customer, or otherwise limit distribution channels in an illegal manner.

Check if local policies are implemented in your country and consult with the Law Department if your conduct may give even the impression that our company is unfairly leveraging a dominant market position to affect competition. In addition, you should get guidance from the Law Department before participating in a trade association or standard-setting organisation or discussing a joint venture arrangement (whether with a competitor, customer, or supplier).



## Competitive Intelligence

We value fair and open competition, and we only gather competitive information through legal and ethical means. For example, we do not collect information about our competitors through deception, manipulation, or misrepresentation. If a new employee comes to the company from one of our competitors, we welcome the addition, but not any confidential information about their former employer.

If you have questions or concerns about competitive information, contact the Law Department or your Compliance Officer for guidance.

## Political Contributions

We value a system in which each of us is free to express our political voice. In some cases, laws or internal policies attribute personal political contributions made by employees and their families to the company and restrict such contributions or impose reporting requirements. For this and other reasons, it is important that you not use company time or resources for personal political activity. You should not state, or even imply, that the company requires, guides, or supports your personal political activities.

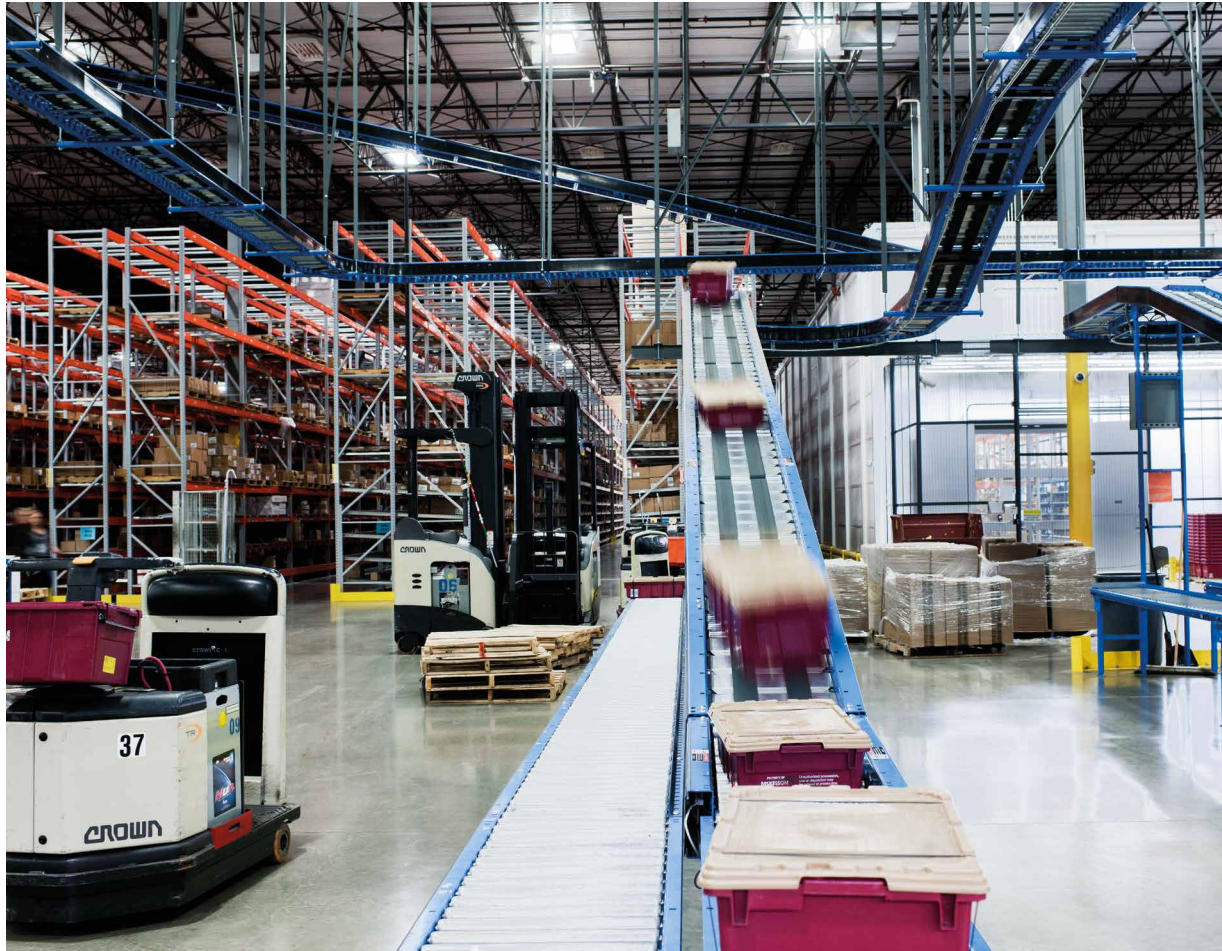
In Europe, we do not make political donations as a company. However, the company ensures our views are expressed to governments and policy leads in an appropriate, transparent and effective manner on matters that could impact our business or our customers.

Federal, state, and local laws may exist to prevent improper influencing of public officials or restrict how the company participates in the political process. These laws require anyone who seeks to influence public officials to register as a lobbyist and require reporting by those who engage in lobbying activities. To comply with these laws, the company requires you to notify Public Affairs or the local Law Department before engaging in any activity on behalf of the company to influence a public official, whether directly or indirectly, through oral or written communication.



## International Trade

We value our ability to source and distribute quality products and services in countries around the globe. In order to protect and promote fair and safe international trade, laws in many of the places we work regulate where, when, and how we may import and export our products. These laws, which may also relate to associated licensing and recordkeeping, and to embargoes and international boycotts, are complex. For more details, please speak to your Compliance Officer or check if local policies are implemented in your country.



We Treat Others  
With Respect



# We Treat Others with Respect

## Prevention of Workplace Harassment

We are committed to providing a workplace free from harassment. While harassment can look and sound different depending on the circumstances, it creates or contributes to an offensive, intimidating, and uncomfortable workplace and will not be tolerated. Harassment is commonly understood to include verbal, physical, visual, or written conduct. In some countries bullying conduct may constitute harassment. Some examples of harassing behaviour can include:

- Inappropriate, demeaning, or offensive jokes, comments, or other messaging
- Unwanted physical conduct
- Threats
- Sexually suggestive visual images, statements, or actions

Anyone who witnesses or experiences any form of harassment should speak up right away. Harassment-related concerns may be raised through the resources listed in **How to Take Action**. Our company does not tolerate retaliation against those who raise concerns in good faith.

For more details, please speak to your Human Resources Department or check if local policies are implemented in your country.



## WHAT IF...

What should I do about a co-worker who makes me uncomfortable by regularly touching my shoulder when walking by saying “hello”?

If you feel comfortable doing so, have a conversation with your co-worker and ask them to stop. If that doesn't work or you'd rather not discuss the matter directly, contact the resources listed in **How to Take Action** for assistance.

## Diversity and Non-Discrimination

We maintain a balanced and diverse work environment by providing equal opportunity to employees and treating each other with dignity and acceptance, even when our ideas or experiences may differ. We co-operate to make sure our workplace is respectful, inclusive, and productive.

We all benefit from our ability to attract the best and brightest in the industry. That means employment decisions (for example, hiring, terminations, promotions, and transfers) are made on individual merit. We do not engage in unlawful discrimination.

For more information, please check if local policies are implemented in your country.

## Corporate Citizenship

Our commitment to good corporate citizenship is a fundamental part of creating sustained value for both society and our company. We also value the opportunity to give back to our communities. In many locations, our corporate citizenship program encourages community involvement efforts in order to improve the health of our communities, develop a highly engaged and healthy workforce, and create better health for all. We strive to do business with entities that share our ICARE principles.

We seek to preserve and protect the environment, and we are committed to complying with environmental laws. Reports of any actual or potential environmental, health, or safety problems, or violations of policies in these areas, should be immediately raised to your manager or through the resources listed in **How to Take Action.**



## Workplace Security and Safety

We are committed to providing safe, secure, and hazard-free work environments worldwide. Safety is everyone's responsibility – we should all speak up about unsafe conditions or activities and ensure they are reported appropriately. For more information, please check if local policies are implemented in your country.

## Prevention of Workplace Violence

A safe environment is free from all forms of violence, be it a verbal or physical threat, an act of intimidation or abuse, or a blatant physical assault. No matter its form, violence at our company will not be tolerated. If you witness violence between co-workers or third parties working on our behalf, you should report it immediately. If the situation escalates and there is a threat to your immediate safety or the safety of those around you, call local authorities first.

## Substance Use in the Workplace

We help ensure the safety of our workplace by arriving ready to give our best each day. But we can't give our best if we are under the influence of drugs or alcohol. These impair our judgment and motor skills, while also putting our co-workers, customers, and others at risk. During authorized company events or at special occasions, we may drink alcohol in moderation but are expected to act appropriately and professionally during such times.

We may not illegally possess, use, or sell drugs or alcohol while conducting company business or on company property.

For more information, please check if local policies are implemented in your country.



## Confidentiality

### Patient and Consumer Information

We are committed to protecting personal information and protected health information. Complex laws limit the way health plans, pharmacies, hospitals, and other covered entities can access, use, or disclose patients' personal data and other special categories of data. You may only access, use, store or disclose such data if necessary, if you are specifically authorized to do so as part of your official job responsibilities, and if you are acting in compliance with all applicable laws and company policies.

For more information, please check if local policies are implemented in your country.



## Employee Information

Those of us with access to personal employee information must take special care to limit its access to only those company personnel with a legitimate need to know it. We must safeguard it appropriately both during and after our employment with the company. If you become aware of any instance where personal employee information was or may have been improperly disclosed, immediately contact your Compliance Officer about your concern.

### Remember:

We respect each other by protecting personal employee information we encounter in the course of our work. All personal employee information should only be used for its lawful and intended purpose.



We Operate  
With Integrity



# We Operate with Integrity

## Conflicts of Interest

Operating with integrity means we avoid activities, relationships, or situations that can create an actual or potential conflict of interest, or the appearance of one. A conflict of interest arises when a personal interest, relationship or activity may interfere with our business objectivity or loyalty to our employer. When performing our jobs, we should always put our company's best interests before any personal interest.

Conflicts may arise in many situations. For example, outside business activities, such as serving on a board of directors, employment, self-employment, or working on a consulting basis, can lead to a conflict of interest depending on the entity or organisation with which you are affiliated. Although we cannot list every conceivable situation, the following are some common examples of actual or apparent conflicts that may arise:

- Work or affiliation with, or a significant financial interest in, a company or organisation that is in the healthcare industry, or a company supplier, customer or other business partner.
- Supervising or having the responsibility for hiring a family member.
- Giving or receiving gifts, meals, or entertainment in situations where someone else could perceive those business courtesies as impairing our judgment or loyalty to the company.
- Any outside business relationship between the company and you or someone in your family (e.g., joint ventures, partnerships, personal loans, etc.).
- Avoiding these ethical standards by acting through a relative or other party (such as a spouse's company, investments in someone else's name, etc.).

The best way to address conflicts of interest is to do so before they arise and by communicating situations that could pose or be perceived as a conflict of interest.

For more information, please contact your Compliance Officer or check if local policies are implemented in your country.

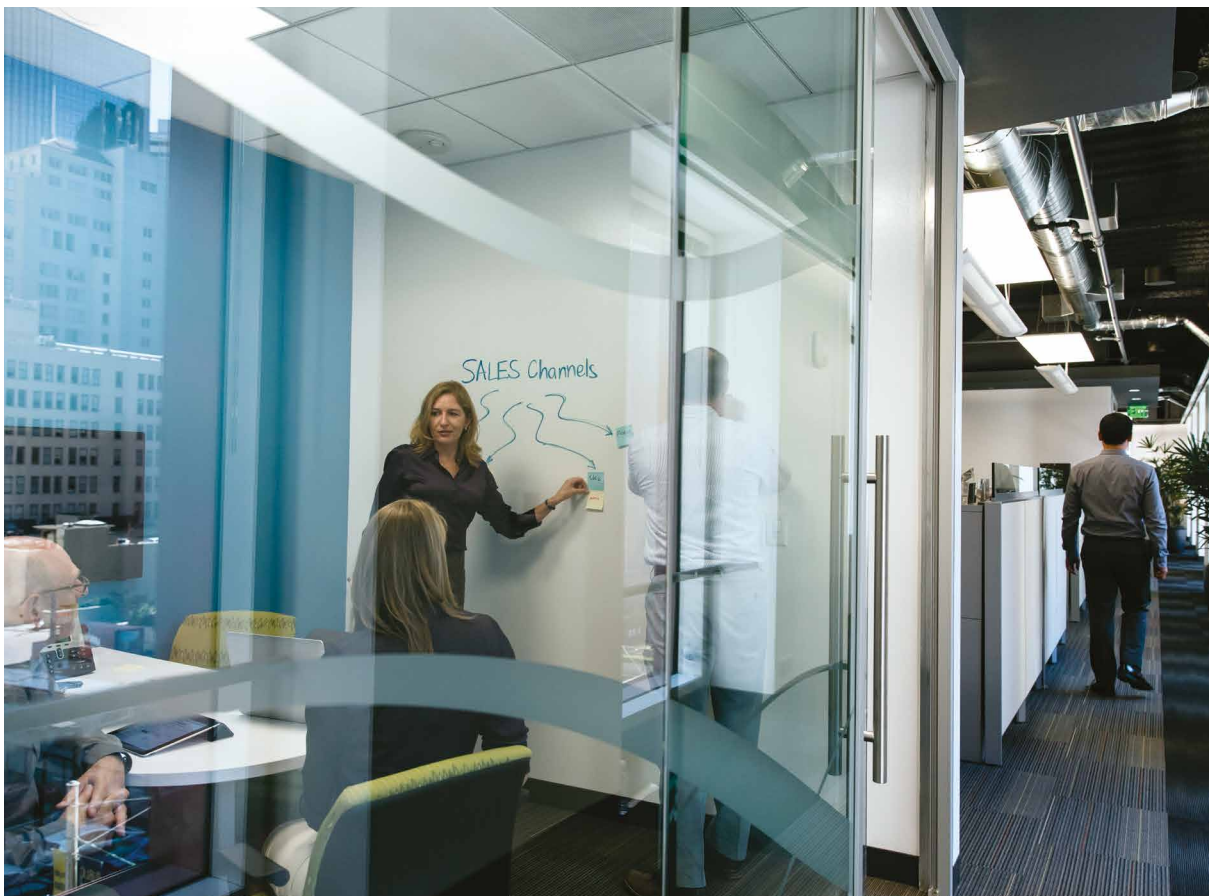
## Business Relationships with Family and Friends

There may come a time when your spouse, significant other, child, parent, in-law, or relative is working for a competitor, supplier, or customer (or holds a significant ownership in such a company). While such situations are allowed, they call for extra sensitivity to security, confidentiality, and conflicts of interest.

Specifically, you should not be involved with or attempt to influence the bidding, negotiating, or contracting process between our company and yourself, a family member, a close friend, or the employer of any of these parties. The very appearance of a conflict of interest can create problems, regardless of the correctness of your behaviour. To remove the potential for doubt or suspicion, you should disclose your specific situation to your manager.

## Family Relationships

We may not exercise influence at work over another employee with whom we have a family relationship. Exercising influence includes, but is not limited to, supervising or providing input about the other employee's hiring, performance, or compensation. When such a situation or the potential for it arises, please speak with your manager or your Compliance Officer for further guidance.



## Gifts and Entertainment

In some cultures the exchange of gifts or entertainment may be a customary way to build good working relationships. However, be cautious, as gifts or entertainment accepted from or given to a business associate has the potential to create an appearance of impropriety or a conflict of interest, even where none exists.

For example, we should not receive a gift or entertainment from a representative of a business with a pending transaction, such as a contract renewal or Request For Proposal review.

We should not ask a supplier or other business partner for a gift, meal, entertainment or other item of value, either for ourselves or for any family members or friends. Requesting such a business courtesy is not appropriate.

## Guidance for Acceptable Gifts, Meals or Entertainment

An acceptable business courtesy meets the following criteria:

- Could not be perceived as an attempt to influence a business decision
- Does not make us appear biased
- Is reasonable in cost
- Is not cash or a cash equivalent
- Is not requested by you or a team member
- Occurs in a setting appropriate for a business discussion
- Would not embarrass our company if disclosed to the public

Please check if local policies are implemented in your country, including specific limits that may apply. Contact your Compliance Officer if you are unsure if it would be appropriate to give or receive a gift, meal or entertainment.



### Remember:

At a minimum, we must not accept or offer a gift or other benefit that could improperly influence or be perceived to influence any business decision. Only accept or offer a business courtesy if it is infrequent, is limited in value, and would not create a sense of obligation or the appearance of impropriety.

## WHAT IF...

My sales representative from a large IT vendor has offered to take me to lunch. Can I accept her offer?

Ensure the restaurant's prices are not unusually high, that there is a legitimate business purpose for the meal, and that the meal meets all of the criteria described in the Gifts and Entertainment section of this Code. You don't want to create the impression that the company's business can be bought. Please check with your Compliance Officer for specific guidance.

## Confidential Information

While performing our day-to-day work, we may have access to confidential information – about our company, business partners, and customers.

In general, confidential information is any non-public information, including our trade secrets and intellectual property and that of our customers and business partners. Some examples of confidential information include:

- Pricing information
- Financial data
- Technical data
- Equipment layout and design
- Product costs
- Technical processes
- Sales and marketing strategies
- Product features and functions
- Product roadmap information
- Customer/Client lists

These and other types of confidential information should be shared only with colleagues who have a business need to know them, are informed of their confidential nature, and are authorized to see them. If confidential information must be shared with a current or potential business partner, a company-approved Non-Disclosure Agreement must be signed by the recipient before information is communicated. If you need a Non-Disclosure Agreement, contact the Law Department.

### Remember:

Confidential information should not be shared with anyone outside of the company without appropriate processes. This includes consultants, distributors, temporary workers, suppliers, customers, and other partners.



## Books, Records, and Financial Reporting

Our company relies on the integrity of the financial and other business records we produce every day to make important business decisions. It is critical that you ensure that all records you produce (no matter how insignificant they might seem) are complete, accurate, and current. We comply with generally accepted accounting principles when maintaining our books and records.



### Key Terms

A **“Record”** is recorded information in any format (e.g., paper or electronic), made or received, that needs to be retained and managed for business, operational, legal, regulatory, and/or historical purposes to document or evidence our company’s decisions, actions, or transactions.

The laws and regulations that govern our global work require us to keep honest and accurate books and records. The accuracy of our books and records also contributes to the quality of the financial reports we file with government agencies and make available to the public. Our company is committed to making full, fair, accurate, timely, and understandable disclosures.

### Contracts

We are committed to diligently following the company’s contracting processes. Some ways to do so are the following:

- Do not commit to any contract, payment, or other obligation unless you are authorized to do so.
- Make sure contracts are complete, in writing, and appropriately approved, such as being reviewed by the Law and Finance Departments as required. Do not make business agreements that don’t meet our standards.
- Do not use side letters, off-the-books arrangements, or any other mechanism that is not within our guidelines.
- Follow our contracting processes and procedures, including the delegation of authority policies.



## Records Retention

Our company manages and retains records in a way that protects the integrity of our information. We comply with existing company policies and applicable laws to ensure that our records are authentic, accurate, accessible, complete, secure, compliant, and effective.

We must preserve documents and records with legal holds and those subject to local regulations. In the U.S. and Canada, direct any questions about how long a record must be retained to the appropriate Records and Information Management (RIM) representative at [askRIM@mckesson.com](mailto:askRIM@mckesson.com).

## Insider Trading

Our company values its ability to offer its stock in a fair and open marketplace. Trading while in possession of material non-public information is a violation of our insider trading policy and the law. Doing so subjects those involved to disciplinary action, as well as potential civil or criminal penalties. You are also prohibited from providing inside information – about our company or its suppliers, customers, or other parties – to others. Material non-public information comes in various forms. Some examples of this information include:

- Earnings and earnings forecasts
- Significant new products or developments, such as new or lost contracts
- Significant litigation or investigations
- Acquisition or divestiture discussions
- Events regarding our securities (e.g., repurchase plans, changes to dividends, sales of additional securities)



### Key Terms

**“Material”** information means a reasonable investor would consider it important when making an investment decision like buying or selling stock.



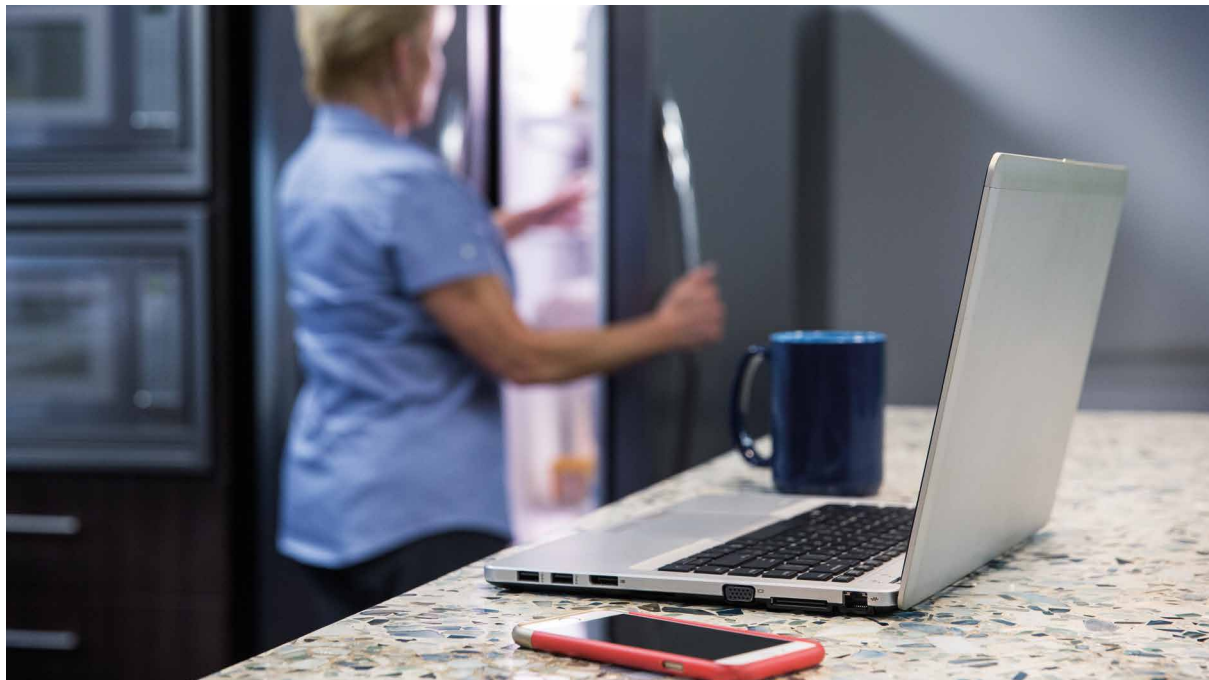
## Protecting Company Assets

Our company's assets are valuable and must be protected. Generally, company assets such as equipment, facilities, and documents must only be used for authorized activities. We all have a duty to protect these corporate assets from loss, damage, theft, and misuse. We should also ensure their efficient use and avoid waste. Lost, damaged, or stolen assets should be reported to the appropriate resource listed in **How to Take Action**.

## Protecting Intellectual Property

Intellectual property (IP) is another important company asset. IP refers to intangible assets developed through creative work done by our employees and partners. IP is safeguarded by legal protections including patents, trademarks, copyrights, and trade secrets. Our technology, software, and technical data contain large amounts of IP, and our policy is to protect the company's

IP rights to the fullest extent possible. In addition to protecting our IP, we also respect the IP rights of others. This includes, in a broader sense, avoiding infringement of any third party's patents, trademarks, copyrights, and trade secrets. We also respect rights of others concerning software, including open-source software. When we work with third parties, we have a duty to ensure through contracts that our company obtains appropriate rights to IP created in such engagements. If you have questions or concerns about our company's IP, contact the Law Department for more information, and check if local policies are implemented in your country.



## Proper Use of Company Technology

We each have a responsibility to use our company's network, computer, and communications systems ethically and legally and with special care. While in some locations occasional personal use of these systems is permitted, our usage must be appropriate and in line with existing local policies and must not interfere with our daily work. To the extent permitted by local law, our company reserves the right to monitor our access and use of all company systems.

We should secure all confidential data using good judgment in order to protect it from theft or loss. Confidential data may be stored on company devices or held or processed by third parties on our behalf and in accordance with applicable law. Appropriate controls should be put in place to protect confidential data, such as restricting access on a "need to know" basis, password protection, encryption, and physical security. Only share information (such as through email, postings to social media sites, and granting systems access) based on a real business need. Electronic information can be altered and distributed without our consent and is difficult to recover once it becomes public.

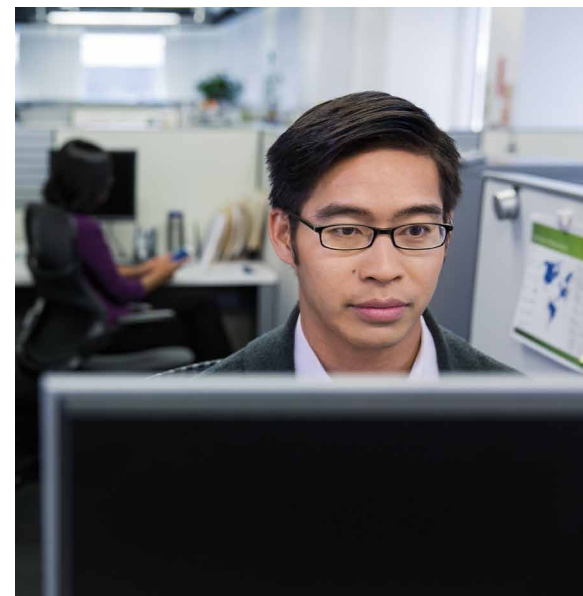
## Social Media and Electronic Activity

We respect the legal rights of our employees and contingent workers to use social media. In general, we may use our personal time however we see fit. Activities in or outside work that affect your job performance, the performance of other employees or contingent workers, or the company's reputation and business interests are proper areas of concern for the company and may be subject to company policies.

The Communications Department governs official company-sponsored social media activities. Unless you are officially authorized to speak publicly about the company, its products, or its solutions, do not represent or imply that you are speaking for the company. Please note only authorized spokespersons may communicate on behalf of the company with the media, securities analysts, investors, or other market professionals.

### Remember:

We each have a responsibility to use our company's network, computer, and communications systems ethically, legally, and in accordance with our ICARE principles.



## Responding to Inquiries from the Press and Others

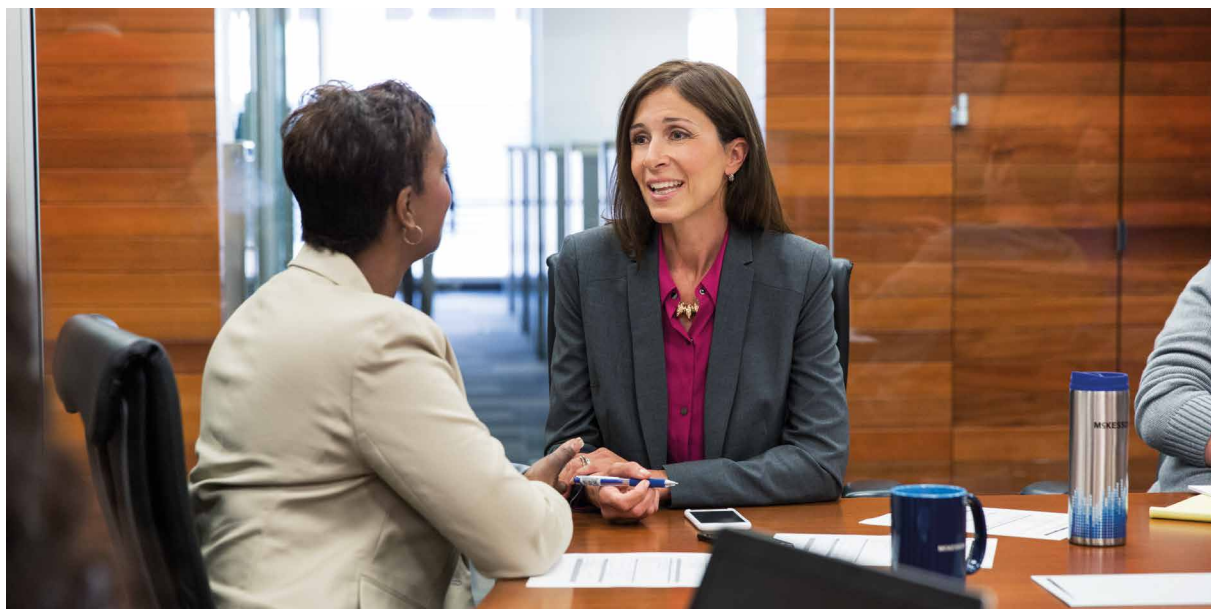
Speaking with the press, securities analysts, other members of the financial community, shareholders, or groups or organisations as a company representative should occur only after you have been authorized to do so by the company.

Any inquiries from the media or the public should be immediately forwarded to the Communications Department. Requests for information from regulators or the government should be promptly referred to the Law Department.

Requests for financial or other information about the company from the financial community or shareholders should be promptly referred to Investor Relations.

## Waivers

Situations may arise from time to time that warrant a formal waiver of a provision of this Code for an individual. Waivers will not be granted except where necessary, and will be limited and qualified as needed to protect the company and our shareholders to the greatest extent possible. We will promptly disclose such waivers for directors and executive officers to the extent and in the manner required by law, regulation, or stock exchange listing standard. Contact your Compliance Officer or the Law Department for waiver approvals from the Chief Compliance Officer or Board.



## Integrity Line for McKesson Employees

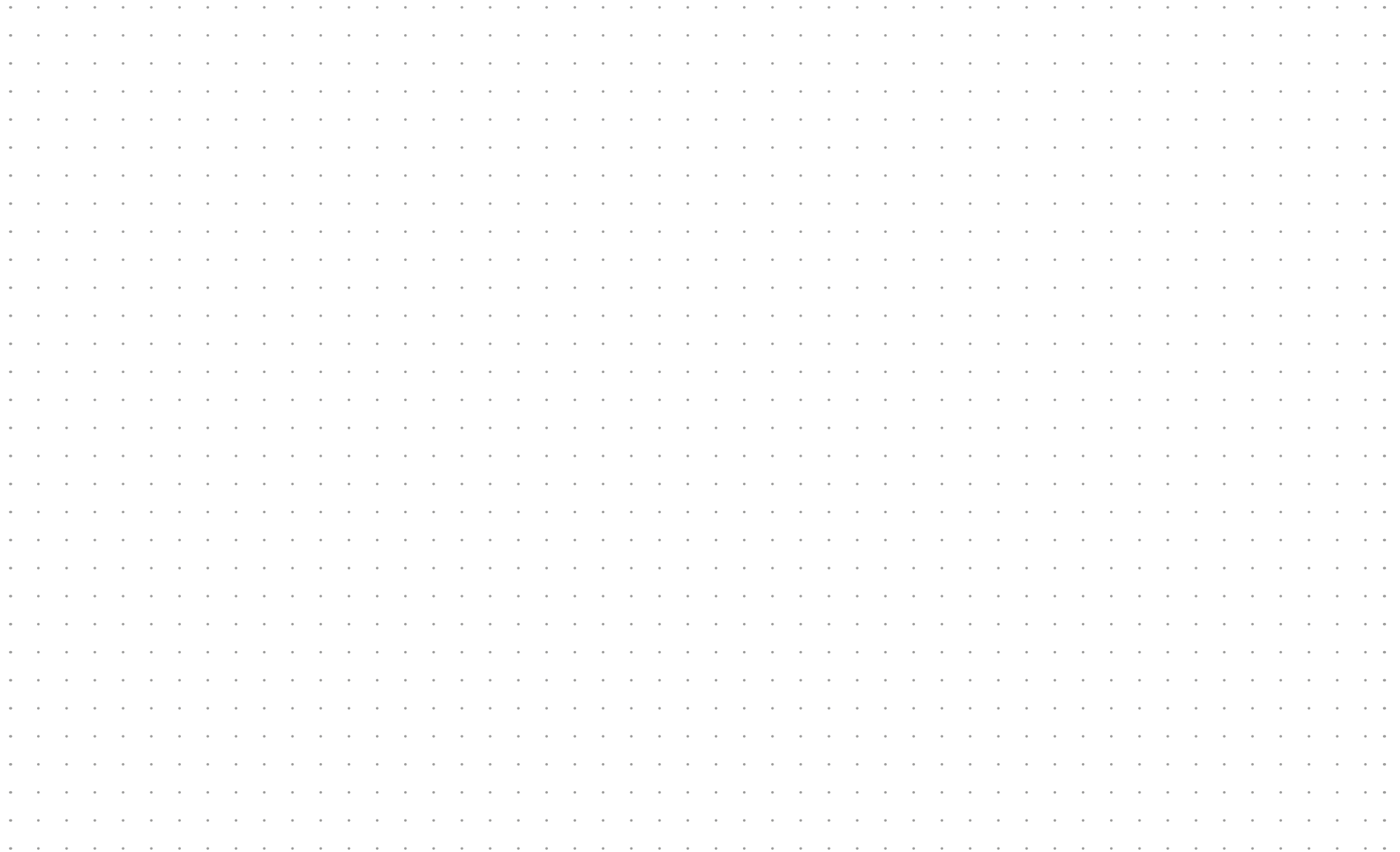
Countries	ITFS Numbers
Bermuda	1-866-737-6850
Canada (English)	1-877-625-4625
Canada (French)	1-855-350-9393
China (Northern)	10-800-712-1239
China (Southern)	10-800-120-1239
Ireland	1-800615403
Israel	1-80-9214405
Luxembourg	800-2-1157
Malaysia	1-800-80-8641
United Kingdom	08-000328483
United States	1-877-625-4625

## Compliance Helpline for Employees of LloydsPharmacy a part of McKesson Europe

### The Ombudsman can be reached:

- In any language
- 24 hours a day, 7 days a week
- Under the universal & toll-free number:  
00800 – OMBUDSMAN or  
00800 – 66283762  
and also by  
fax: +49 521 557333 – 44 or  
email: [ombudsman@thielvonherff.com](mailto:ombudsman@thielvonherff.com)

# Notes



# Notes

