



CODE OF BUSINESS CONDUCT AND ETHICS

INTRODUCTION

Medilines Distributors, Inc. (MDI) affirms its commitment to doing business with the highest ethical standards. It aspires that all stakeholders of the Company adhere to the standards and principles articulated in its Code of Ethics.

The “Code of Ethics” establishes the fundamental standards of conduct and values consistent with the principles of good governance and business ethics for observance by all employees and business partners alike. Its principles shall guide and define the motivation and decisions of the Board of Directors, Corporate Officers, Managers and employees.

GENERAL PRINCIPLES

A. Anti-corruption

The Company is averse to all violations and infractions of law and regulations in all jurisdictions, and thus strictly prohibits and condemns all forms of bribery and corruption, as well as money laundering, fraud, terrorism funding and similar offenses.

B. Social Responsibility

The Company strives towards good corporate citizenship and pursues pro-active volunteerism.

We contribute positively to the promotion of social responsibility in the community in which we live and work by supporting activities and programs geared towards community welfare and environmental protection.

C. Discharge of Duties

Employees must discharge their duties with honesty and integrity. In all their dealings, privately and publicly, each employee is expected to possess a high regard for the Company’s shared goals and objectives.

Employees should not engage in conduct which brings, or are likely to bring, discredit upon the image and reputation of the Company. They have a duty to use due care and diligence in fulfilling the functions of



their position and exercising the prerogatives attached to their employment; must recognize that their primary responsibility is to the Company's stakeholders, and that every exercise of business judgment should result in the creation of value (relationship-building, goodwill, good reputation or profit).

D. Conflicts of interest

A "Conflict of Interest" arises when an employee's private interest interferes or "conflicts" with the exercise of his duties as an employee. The Company acknowledges and respects its employee's private interests and activities. However, the Company expects undivided loyalty from all its employees.

Employees may not engage in activities which could conflict with the Company's business and could interfere with the fulfillment of the employee's job responsibilities, which at all times, must be performed in the Company's best interests.

Employees may not use their position with the company, or company's information or assets for their personal gain or for their family members, whether directly or indirectly, or for the improper benefit of others. (Refer to **MDI's Policy on "Conflict of Interest"**)

E. Confidentiality

Information learned or obtained by, or disclosed to the employee whether intentional or inadvertent, during the course of performing their respective duties, is confidential and remains the property of the Company.

Confidential information includes all non-public information that might be of use to the MDI's competitors, or would cause or tend to cause damage, harm, or prejudice to the Company and its stakeholders if disclosed. Such confidential information includes, but is not limited to: names and lists of customers, business plans, proposals and strategies, product development, advice from professionals engaged by the Company, financial projections, estimates, budgets and records, internal memoranda and communications, and other information that is not public, or is not intended to be made public.

Unless an employee has received the express written consent of a duly-authorized company representative to disclose or freely disseminate any company-sourced information, all information obtained, derived or generated from the Company are presumed confidential and as such, these confidential information must not be disclosed to any third-party and/or to the public. (Refer to **MDI's "Non-Disclosure" clause, Code of Ethics**)

F. Use of the Company Assets and Resources

The assets belonging to the Company are critical to the organization's competitiveness and sustainability as a business. Any allocation, use, disposition, disposal or distribution of the Company's assets and resources for purposes other than the Company's business purposes shall be deemed a violation of this



Code of Ethics unless there is prior and express written consent from a duly authorized representative of **MDI**.

G. Financial Transparency

The Company believes that transparency, accountability and full compliance with government and industry-mandated disclosure requirements are vital to success and to good governance. Thus, all financial, accounting, regulatory, governance, and other reports, submissions, disclosures and records of **MDI** shall properly and accurately reflect the transactions in required detail, and in accordance with the Company's standard accounting practices and procedures, applicable government regulations, and the its system of internal controls and audit protocols. It is the responsibility of all employees in finance and accounting-related functions, and those with management and stewardship responsibilities, to promote, foster and support a culture of integrity, transparency, accountability, and honesty in reporting.

H. Employee Welfare, Health and Safety

The Company acknowledges that its people are its greatest resource, and is thus fully committed to improving the lives of its employees. The Company's core values and aspirations are brought to life by its employees, and this Code of Ethics is a testament to how the Company continuously strives to articulate and compile best practices in doing business with integrity. It is also committed to ensuring the safety of its employees while at work. All employees must perform their duties in a manner which ensures a safe environment for all other employees and stakeholders, and must take all reasonable steps to prevent accidents or any acts that cause, or would tend to cause, harm to oneself or to others.

I. Harassment

To provide an environment that is conducive to productivity and personal growth, the Company prohibits workplace harassment of any kind, and condemns any form of direct or indirect retaliation against anyone who has made a complaint or reported an issue or incident, whether relating to workplace harassment or not.

J. Drugs & Alcohol

Employees must report to work in a condition to properly perform their duties, free from the influence of drugs or other harmful substances, or alcohol. Accordingly, alcohol and all prohibited drugs are strictly prohibited at any of the Company's properties or worksites. Breaches of these provisions and health and safety standards will not be tolerated.

K. EDUCATION AND TRAINING



The Company has implemented and maintains a program to communicate to employees this Code of Ethics, any updates or modifications to it, and other organization-wide policies and procedures. Trainings and orientation in connection with this Code of Ethics form part of the Company's onboarding process for new employees. After any such training, Employees must confirm that they understood, and that they commit to comply with, the provisions of and standards and principles in this Code of Conduct.

L. REPORTING AND ENFORCEMENT

Violations of this Code of Ethics are treated as cases of serious misconduct and will be dealt with according to company disciplinary procedures. Thus, in accordance with applicable administrative due process procedures, employees who are found to have violated this Code of Ethics will be subject to the appropriate disciplinary action, including termination. As part of its commitment to good governance, and to ensure sound implementation of company policies, the **MDI** will investigate alleged violations of this Code of Ethics and other company policies, and provide any employee who is alleged to have committed a violation or infraction, a fair opportunity to be heard. All Employees are expected to cooperate in internal investigations of misconduct. If an Employee becomes aware of a breach of this Code of Conduct, the matter should be reported immediately to **MDI's** Chief Executive Officer.