



# CODE OF HONOR

**Our Standards & Guidelines  
for Ethical Conduct**





# Table of Contents

<b>Introduction . . . . .</b>	<b>4</b>
<b>Our Mission &amp; Values. . . . .</b>	<b>5</b>
<b>Our Code Of Honor . . . . .</b>	<b>11</b>
<b>Compliance With Laws . . . . .</b>	<b>16</b>
<b>Workplace Conduct. . . . .</b>	<b>17</b>
<b>Conflicts Of Interest . . . . .</b>	<b>22</b>
<b>Conducting Business With Our Customers &amp; Suppliers. . . . .</b>	<b>24</b>
<b>Integrity Of Our Business &amp; Accounting Practices. . . . .</b>	<b>34</b>

# Introduction

Dear Teammates,

At Owens & Minor, we strive every day to empower our customers to advance healthcare. We do this by providing exceptional products and services that deliver long-term value and flexible solutions that meet our customers' needs. Owens & Minor also understands that healthcare is different. The stakes are high, the rules for doing business are rigorous and not always intuitive, and the consequences for making a mistake can be significant. That is why we must do business the right way, every time, and that starts with you.

Our teammates are key to our success, and they are the face of Owens & Minor to our customers, our partners and the communities we serve. As a result, our teammates are expected to model Owens & Minor's values and our commitment to ethical business in everything they do for the Company. The Owens & Minor Code of Honor is designed to educate our teammates and business partners on our Company's values and our dedication to doing business ethically and in compliance with the law. The Code of Honor sets a high bar – on purpose. We want to make our commitment to ethical and compliant business practices very clear, and we want to arm our teammates with the knowledge they need to help us deliver on that commitment.

The Code of Honor provides clear rules and relatable, real-world examples to help teammates understand what Owens & Minor requires. However, our business and the environments in which we operate are often very complex, and the right course of action is not always apparent. In those instances, our teammates can turn to Owens & Minor's compliance and legal teams for help in navigating the situation and applying the principles of the Code of Honor to the facts on the ground.

Owens & Minor's values and the Code of Honor are critical to delivering on our mission of empowering our customers to advance healthcare. They are also at the core of what it means to be an Owens & Minor teammate. Your commitment to our company values, the Code of Honor, and our "One Company, One Direction" philosophy will ensure Owens & Minor continues its rich history as a trusted partner to our customers and a leader in our industry.

Sincerely,  
Edward A. Pesicka  
President and Chief Executive Officer



# Our Mission & Values

## Mission

To empower our customers to advance healthcare.

## Values

Owens & Minor's values reflect our commitment to our customers, our teammates, and the communities where we live and work. They embody "IDEAL" behavior—Integrity, Development, Excellence, Accountability, and Listening. Every Owens & Minor teammate is responsible for practicing these values each and every day.



### Integrity.

Owens & Minor is committed to doing business with integrity. We honor our commitments to our Customers, to one another and to the communities that we serve. We expect our teammates to be thoughtful, honest and fair with our actions and our words.



### Development.

We should always strive to be the best version of ourselves. A focus on continuous development helps us elevate our performance for our Customers and our fellow teammates.



### Excellence.

We strive for the highest standards of performance and service for our Customers. We understand the importance of the work we do each day to make the world a healthier place. Our work demands excellence and we are dedicated to meeting that standard in everything we do.



### Accountability.

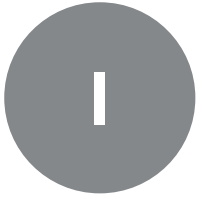
We recognize the vital role we play in helping our customers deliver care to patients, and we must be responsible for our performance. We are accountable to our customers for the commitments we make to them, and we are accountable to each other to do our part to deliver on those commitments.



### Listening.

We listen to our customers to understand what they need today and to anticipate what they need tomorrow. We listen to our fellow teammates to create an environment of inclusion and foster the collaboration that leads to the best decision making and results.

# Our Mission & Values



## Integrity

Honor commitments. Be thoughtful, honest and fair.

Personal and professional integrity is at the core of Owens & Minor's culture. Do what you say you are going to do and make your behavior a model for others.

A teammate with integrity:

- Earns the trust of customers and teammates by consistently honoring commitments
- Fosters trust and serves as a behavioral model for fellow teammates
- Holds self and others to a high ethical standard
- Communicates thoughtfully, honestly and candidly
- Surfaces challenges and issues promptly, even when they may have negative consequences for a project or goal
- Creates and maintains positive relationships with the communities in which we operate
- Aligns words with actions to deliver a clear, consistent message and corresponding results
- Refrains from office politics and gossip
- Maintains confidentiality
- Treats every teammate with respect
- Lives the Owens & Minor Code of Honor
- Follows the law and meets legal obligations

# Our Mission & Values



## Development

Aspire to be better. Always strive for improvement and growth.

Development is important both individually and collectively. When every teammate is focused on personal and professional development, our Company grows and improves. Development also means building and growing relationships with our customers by consistently providing value and improving our professional competencies.

A teammate who develops:

- Builds, grows and maintains customer relationships
- Demonstrates self-awareness and proactively works to elevate personal performance
- Creates new ideas, services and products aimed at exceeding customer expectations
- Fosters a high performing team by encouraging developmental opportunities and experiences
- Seizes opportunities to learn, including through on-the-job experiences, from mentors, in the classroom and online
- Focuses on continuously improving self, team and service to customers
- Candidly assesses personal, team and Company performance and acts on the results
- Accepts constructive feedback and acts to address key development areas
- Contributes to a work environment that invites and includes diverse cultures, backgrounds and thought

# Our Mission & Values



## Excellence

Perform to the highest standards. Execute with the excellence our mission demands.

Going out of your way for a customer or teammate takes confidence and courage. Excellence in distribution, manufacturing, and customer service are critical for our customers. Our commitment to excellence extends to everything we do as a Company, and we expect every teammate to strive for excellence in everything they do at Owens & Minor.

A teammate demonstrating excellence:

- Operates with a high sense of urgency to deliver a superior customer experience
- Anticipates customer needs and prioritizes work to meet and exceed them
- Displays resilience and perseverance when solving problems, gaining business or serving customers
- Takes ownership of problems and acts to solve them
- Creates execution plans that include contingencies for unexpected barriers
- Leverages data to understand root causes and identify corrective actions
- Contributes in areas outside of immediate area of responsibility
- Sets stretch goals focused on raising the bar
- Prioritizes safety even when it is not convenient



# Our Mission & Values



## Accountability

Own our actions and the results. Be responsible for what we say and do.

What we do and how we do it is key to our success. Take ownership of your actions and commitments, and consider the impact of what you do on all stakeholders.

A teammate who displays accountability:

- Always keeps our customer as the focus of our work
- Meets commitments to both internal and external customers
- Takes personal responsibility for decisions, communications and actions
- Sets clear targets and consistently delivers against them
- Operates with a sense of ownership, regardless of outcome
- Holds self and others accountable for meeting customer needs and acts when service does not meet high standards
- Engages key stakeholders in setting team or initiative objectives
- Avoids blaming others when issues or problems arise



# Our Mission & Values



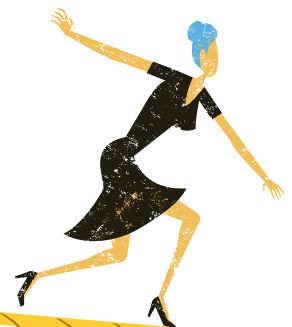
## Listening

Listen to our customers and to one another.  
Understand needs and deliver solutions.

Intellectual curiosity, problem solving, and finding solutions for our teammates and customers – that is what we mean when we say ‘active listening.’ Active listening allows us to understand what our customers need and that is the first step toward delivering on our mission.

A teammate who listens:

- Asks for customer/teammate feedback and puts it into action
- Hears and understands customer needs and provides solutions/ideas to meet the need(s)
- Proactively identifies opportunities to benefit customers, teammates and Owens & Minor
- Leverages customer insights and industry trends to drive continuous improvement and innovation
- Seeks out diverse ideas to create the strongest solution
- Knows our competitors’ strengths and weaknesses
- Creates/reinforces an environment of respect, collaboration and positive outcomes
- Values differences in thought and approach, ensuring an inclusive environment



# Our Code of Honor

## Why does Owens & Minor have a Code of Honor?

The Code of Honor (sometimes referred to as the “Code”) evidences our commitment to comply with all applicable legal requirements and high ethical standards. To help us meet this commitment, the Code sets forth what we expect of all of our teammates and directors when performing their job responsibilities and conducting business on behalf of Owens & Minor, its affiliates and subsidiaries across the globe (sometimes referred to as the “Company”). In addition to describing the expected standards of conduct at Owens & Minor, the Code of Honor is the foundation that supports a positive, respectful and ethical work environment for all of our teammates.

## Who must follow the Code?

Every teammate and member of our Board of Directors must follow the requirements of our Code of Honor and should consult the Code for guidance when acting on behalf of Owens & Minor. New teammates and board members are required to acknowledge acceptance of the Code’s terms as a condition of initial employment or service. Annually thereafter, each director and teammate is required to review and renew his or her commitment to the Code of Honor by completing training and certification.

Teammates and entities who engage contractors, distributors or consultants to work on behalf of the Company should seek to ensure that these parties are made aware of our Code of Honor and abide by its terms.

## Who Administers the Code?

Our Chief Executive Officer and the Chair of our Audit Committee have primary responsibility to oversee compliance with the Code of Honor. However, all officers and those in management/supervisory positions of the Company assist in the general implementation and administration of these standards and have enhanced responsibility to model, promote and monitor compliance with the requirements of the Code. The Company’s General Counsel is responsible for interpreting and determining compliance with the Code as it applies to teammates, while the Audit Committee makes these decisions with respect to directors.

# Our Code of Honor

## **What if i have questions about interpretations of the the Code?**

Every situation or decision you face may not be squarely addressed by the Code of Honor. The Code must be applied in combination with the exercise of good judgment. You are strongly encouraged to talk to an officer, the General Counsel, or other attorney in the Legal Department, or a member of the compliance team when in doubt about the best course of action in a particular situation. All requests will be kept confidential to the greatest extent possible, if requested.

## **What if I suspect a violation of The Code?**

You are responsible for bringing to the Company's attention any circumstances that you believe in good faith may constitute a violation of the Code of Honor. Failure to report a suspected violation can put you, your teammates and Owens & Minor at risk. If you are not sure whether to speak up about a particular situation, ask yourself the following questions:

- Is the issue you are concerned about legal?
- Does it comply with the Code of Honor?
- What would your manager, colleagues or family members think about the issue?
- How would the issue look if reported in the newspaper?
- Does it feel right?

Although you may be hesitant to report a potential Code of Honor issue because you don't want to get someone in trouble, hurt someone's reputation or you fear that someone will get back at you, teammates who come forward with concerns play an important role in maintaining our ethical workplace and reputation. You have a responsibility to share information so that the Company can respond quickly and take appropriate action. In addition, as described below, you may not be retaliated against for reporting a suspected Code violation in good faith and can make your reports anonymously.

If you have any doubts about compliance, you are strongly encouraged to seek advice from your manager, an officer, the General Counsel or other attorney in the Legal Department. Our commitment to integrity and accountability means we must never ignore a potential legal or ethical issue that needs to be addressed.

# Our Code of Honor

## **Can anything happen to me for reporting a suspected violation?**

Owens & Minor will not tolerate retaliation against anyone who in good faith seeks advice, raises a concern or reports a suspected violation of the Code. This means that you cannot lose your job or benefits, be demoted, suspended, threatened, harassed or discriminated against for raising a Code of Honor concern in good faith or participating in a Company investigation. Reporting suspected violations is following our Code of Honor and is doing the right thing. Anyone who retaliates against individuals who report suspected misconduct will be subject to disciplinary action up to and including termination from employment. If you suspect you or another teammate has been retaliated against for reporting a compliance issue, contact the General Counsel or call the ethics hotline as described in the next section.

## **What are the procedures for reporting a suspected code violation?**

The Company makes available on a twenty-four hour, seven days-a-week basis an anonymous ethics telephone hotline and an ethics reporting website, both of which are managed by an outside third-party vendor. The ethics hotline and the ethics website provide the opportunity to anonymously report incidents involving improper, illegal or discriminatory conduct. In addition, the Company maintains a separate post office box that is monitored by a third party for those who wish to make a report in writing. You are also encouraged to contact the General Counsel to report acts of fraud or other improper activities, or if you have a question about the Code or need advice on how to comply with it in a given situation. Your communications with the General Counsel will be treated confidentially to the greatest extent possible. Information regarding suspected violations of the Code may be reported verbally or in writing and may be given anonymously in any of the following ways:

Any suspected violation of the Code by a director should be reported to the Chair of the Board of Directors or a member of the Audit Committee and shall be investigated by the Board or an independent firm retained by the Board.

# Our Code of Honor

## **By Calling:**

Owens & Minor Ethics Hotline  
(855) 414-4033

## **By Mail:**

Owens & Minor, Inc.  
P.O. Box 220  
Richmond, VA 23218-0220

## **By Contacting:**

Owens & Minor General Counsel  
Owens & Minor, Inc.  
9120 Lockwood Blvd.  
Mechanicsville, VA 23116  
(804) 723-7000

## **By Internet:**

[www.omicodeofhonor.com](http://www.omicodeofhonor.com)

## **What happens after I report a suspected Code violation?**

Reports of suspected violations will be promptly investigated. Complaints relating to any apparent or suspected violation involving the Company's financial reporting or internal financial controls will be referred directly to the Chair of the Audit Committee of the Board of Directors for further investigation. Complaints relating to matters other than accounting and financial controls will be referred to the General Counsel for further investigation. The investigations are conducted in a discreet manner and typically involve an examination of relevant records and interviews of persons who may have knowledge of the facts related to the reported concern or issue. Most investigations take several weeks before conclusions are reached. You should not expect to be informed about the status or results of an investigation. It is not the policy of the Company to disclose the results of the investigation to the reporter. To the extent improper conduct in violation of the Code was found to have occurred, appropriate action will be taken. Every report is investigated and all investigation results are reviewed in confidence by the Audit Committee on a quarterly basis to ensure that proper procedures were followed in the investigation and disposition of each report.

# Our Code of Honor

## What are the consequences of violating the Code?

Violation of the Code of Honor by any teammate may result in a variety of disciplinary actions, including termination from employment. With respect to any violation of the Code of Honor by a director, the Board will take such action as it deems appropriate in the best interests of the Company.

Disciplinary action by the Company is in addition to any civil or criminal liability and penalties that may result from illegal conduct. All violations of these standards of conduct warranting disciplinary action, whether or not related to financial or accounting matters, will be reported to the Audit Committee of the Board of Directors.

## Can provisions of the Code ever be waived?

Any waiver of the standards of conduct contained in the Code of Honor for executive officers or directors in a particular case may be made only by the Board of Directors or the Audit Committee and will be promptly disclosed as required by applicable law or regulation. Any waiver of the Code for any other teammate in a particular case may be made only by the Company's General Counsel and only under very limited circumstances.

## Q/A

---

**Q.** My supervisor did something that seemed unethical under our Code of Honor, but I'm afraid to report the suspected violation. Will I get in trouble by reporting my concern?

**A.** No, you cannot get in trouble or be held responsible for reports made honestly and in good faith, even if they turn out to be unfounded. Investigations are conducted in an objective, fair and discreet way to ensure that teammates' reputations are protected.

# Compliance with Laws

The most fundamental premise of our Code of Honor is the requirement that all Owens & Minor teammates, directors and third parties comply fully with applicable laws, rules and regulations of all levels of government. The Company is subject to a variety of federal, state and local laws and regulations covering everything from workplace safety to fair competition to information disclosure. Through some of our activities, we are also subject to international laws and the laws of countries other than the United States. In addition to compliance with legal requirements, however, the Code of Honor requires teammates to demonstrate honesty, integrity and ethical behavior in the performance of all services on behalf of the Company.



# Workplace Conduct

## **Diversity in the workplace; equal opportunity employment**

Each of our teammates contributes to the success of our Company and, only by working together and drawing upon our diverse talents and perspectives, can we continue to succeed in a constantly changing world.

Owens & Minor is committed to equal opportunity employment, including the prohibition of all forms of illegal discrimination. This means that teammates are recruited, selected, developed and advanced on merit, without regard to race, color, religion, gender, age, national origin, sexual orientation, gender identity, marital status, disability or any other characteristic protected by law. We expect all teammates to treat each other with respect and dignity to support a work environment in which diversity and inclusion are valued.

## **A harassment-free workplace**

Owens & Minor is committed to continuously building and maintaining a workplace that is safe and professional and that supports and encourages teamwork and trust. Every teammate at Owens & Minor is entitled to fair treatment and respect.

We will not tolerate any form of abuse or harassment in the workplace towards teammates, contractors, suppliers, customers or others. No teammate should engage in any of the following types of behavior:

- Offensive, intimidating, threatening, malicious or insulting behavior
- Behavior that could be characterized as sexual harassment (i.e. Unwelcome sexual advances or requests, physical contact or repeated sexual suggestions)
- Behavior that has the intent or effect of creating a hostile or intimidating work environment or interfering with work performance
- Making racial, ethnic, religious, age-related or sexual jokes or insults
- Distributing or displaying offensive material, including inappropriate pictures, cartoons or internet videos

# Workplace Conduct

## Safety in the workplace

In an effort to ensure a safe and healthy workplace, Owens & Minor has a safety program that applies to each of its locations and includes appropriate safety guidelines and training in compliance with applicable laws and regulations, as well as our own policies. Each of our teammates is expected to adhere to applicable laws, regulations, and policies that relate to health and safety in the workplace. If you observe or experience an accident, injury or unsafe practice or condition, you must immediately notify your supervisor so that the situation can be effectively managed and remedied.

## Confidential information

All Company records and information relating to the Company, its customers, suppliers and teammates are confidential. Generally speaking, no teammate or director of the Company may provide or disclose confidential or proprietary information to anyone outside the Company (or even within the company except to teammates who need to know such information to perform their work) or use such information other than in conducting the Company's business. In certain situations, it may be permissible to disclose or provide confidential information to persons having a legitimate need for it in the ordinary course of the Company's business or as may otherwise be required by law.

Confidential or proprietary information is any information that has not been disclosed to the public and includes, by way of example:

- Customer lists, contracts, pricing and purchase information
- Supplier lists, contracts, pricing and product information
- All written or verbal agreements between the Company and its teammates, customers, suppliers, strategic partners, agents and other third parties
- Intellectual property and trade secrets, including our program offerings and contract forms, as well as trademarks and copyrights
- Company financial information, including actual results, budget or forecast projections and incentive program targets
- Financial and other information about potential acquisitions, directives or strategic business relationships
- Proposed or contemplated Company investments
- Company studies and reports of a confidential nature

# Workplace Conduct

Confidential information also includes information that the Company has agreed to receive on a confidential basis from other companies or individuals.

It is important to note that your obligation to maintain the confidentiality of Company information continues even after your employment by or service to the Company ends.

In addition, please keep in mind that you should not disclose confidential Company, supplier or customer information to other teammates within the Company unless there is a reason that they need to have the confidential information to perform their job functions. Teammates working in certain areas of the Company need to be especially vigilant about sharing certain confidential information with teammates who work in other areas of the Company where such information might create a conflict of interest or raise ethical issues. For example, a teammate who has access to company financial data should not share that information with or comment on that information to other teammates who don't have access to that information in the performance of their job responsibilities. As another example, a teammate who has access to GPO contract pricing should not share that confidential information with a teammate responsible for determining MediChoice product pricing.

## Data privacy

We respect the data privacy rights of teammates and directors, which may vary depending on the country in which they live. We collect personally-identifiable information relating to teammates and directors for business, legal or contractual purposes, and keep the information for as long as required by law, regulation or otherwise in accordance with the Company's Privacy Policy.

Access to teammate and director HR records is limited to authorized Owens & Minor staff with a legitimate business requirement to gain access to the records. Personally identifiable information must not be disclosed to anyone outside the Company except in accordance with the Company's Privacy Policy.

Owens & Minor seeks to maintain employee privacy, but reserves the right in accordance with applicable law to monitor use of company property as detailed within this Code of Honor, and in accordance with the Company's Privacy Policy. The Company may monitor communications and computer systems, or access them, in accordance with applicable law, for example, to ensure the integrity of the technology, to protect against fraud and abuse, to detect unauthorized access or use, and for other purposes permitted.

**Q.** My supervisor sometimes acts in a way that makes me feel intimidated and embarrassed by repeatedly and loudly criticizing my work, sometimes in front of other teammates, and often using profanity or other inappropriate language. What can I do about this?

**A.** Effective leadership requires that managers talk with teammates about their job performance. Managers should be clear about how each teammate is performing and how the teammate's overall behavior contributes to the team's ability to deliver results consistent with the Company's values and expectations. Constructive criticism and supervisory actions regarding performance deficiencies or other workplace issues are not harassment or retaliation. However, such issues should be addressed professionally and respectfully by your supervisor outside the presence of other teammates and should not include any profanity or other inappropriate language. If you are not comfortable discussing your supervisor's behavior with him or her directly, you can speak about the matter in confidence to an officer, the General Counsel or other attorney in the Legal Department. You may also report it through any of the means described earlier in the Code.

**Q.** One of our group purchasing organization ("GPO") customers has asked me to provide a monthly report on the pricing of each product sold by the Company to each of their members. Can I provide this report?

**A.** Generally speaking, we can provide reports to our GPO customers that disclose product purchases and pricing for those items covered by the negotiated pricing contracts between the applicable manufacturer and the GPO customer. However, we may be contractually bound by agreements with our hospital customers and/or suppliers to keep confidential the pricing of products that are not under contract with the GPO or that are under private contracts with the hospital customers. As a result, you should check with the General Counsel or other attorney in the Legal Department before providing or agreeing to provide any such reports.

- Q.** As an O&M teammate, I have been working on a customer engagement that gives me access to all of the customer's purchase information (including non-O&M purchases). While out to dinner with an O&M sales representative, he mentioned that the customer is in the process of re-bidding its med/surg distribution business and that it would be helpful in pricing our services if we had some more visibility to the customer's supply spend. Can I share this information?
- A.** No, it would not be appropriate for you to share confidential customer information used in a consulting engagement with a teammate working in core distribution who would not otherwise have access to the information in connection with the performance of his or her job functions for the customer, without the customer's express permission. It is important that we always protect the confidentiality of our customers' information and protect the integrity of our business practices by not sharing or using information for purposes other than those for which our access to the information was intended.
- Q.** A fellow teammate contacted me and asked if I could use my access to payroll files to give her the address of a former teammate who recently left the Company. She heard that the teammate is sick and wants to send him a "get well" card. This seems pretty innocuous, so can I provide the requested information?
- A.** No, you may not use your Company access to personal teammate information for the purpose of providing an address, phone number or any other personal information of a teammate, regardless of the reason. Your access to confidential information relating to the Company and its teammates may be used only in connection with the performance of your legitimate job responsibilities and for no other purpose. Accessing and/or disclosing private teammate information for any purpose outside of the performance of your legitimate job responsibilities is a violation of Owens & Minor policy and, depending on the information, may be a violation of the law as well.

# Conflicts of Interest

## General conflicts of interest

All teammates and directors must avoid any investments, business interests or other associations that interfere with or influence, or even appear to interfere with or influence, their objective judgment in acting in the Company's best interests. A conflict of interest arises when your judgment in acting on the Company's behalf is, or may be, influenced by an actual or potential personal benefit to you or a family member or from an investment, business interest or some other association. The improper benefits may be financial or non-financial, direct or indirect, through family connections, personal associations or otherwise. For purposes of these standards of conduct, "family members" include spouses, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone else who shares the home.

Below are some examples of actual or potential conflicts of interest:

## Outside employment

- You have outside employment or business interests that may interfere with your ability to do your job at Owens & Minor
- You conduct a "side business" with a company customer, supplier, vendor or contractor
- You or a family member is employed by, provides services for or receives payment from any competitor, supplier or customer of Owens & Minor

## Financial interests

- You or a family member has an investment or other financial interest in a privately-owned competitor, supplier or customer of the Company
- You or a family member owns more than 2% of the stock of any publicly-held competitor, supplier or customer of the Company

## Public service

- You raise money or perform services for a charity during working hours (except where sponsored by Owens & Minor)
- You ask customers or suppliers of the Company to make charitable contributions

# Conflicts of Interest

## Speeches and presentations

- You are offered a fee or other compensation for outside speeches or presentations in connection with your work for Owens & Minor

## Political relationships

- You work on a political campaign during working hours
- You express political views in a setting where your audience may think you are speaking on behalf of the Company
- You make contributions or payments to political parties or candidates on behalf of the Company

If you have any questions or doubts about whether you have a conflict of interest, please contact the General Counsel or other attorney in the Legal Department.

## Corporate opportunities

Teammates and directors have an obligation to advance the Company's legitimate interests when the opportunity arises and may not (a) take for themselves a corporate opportunity that is discovered in the course of employment or through the use of corporate property, information or positions, (b) use Company property, information or position for personal gain, or (c) compete against the Company.

While teammates are normally expected to devote their full time in working exclusively for the Company, exceptions may be permitted upon a showing that the teammate's performance of services for others, whether for compensation or otherwise, will not interfere with the performance of his/her assigned Company duties and responsibilities and will not violate any policy of this Code. The determination of whether you may engage in other employment is made by the head of the Company's Human Resources Department in consultation with your supervisor. In the case of executive officers, this determination is made by the Audit Committee of the Board of Directors.



# Conducting Business With Our Customers & Suppliers

## **Fair competition and dealings**

In the conduct of its business, Owens & Minor is committed to vigorous and fair competition based solely upon the merits of our competitive offerings. Making baseless remarks about our competitors is not an acceptable business practice. No teammate or director may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair dealing practice.

Under antitrust laws, agreements and conduct that unfairly restrict competition may be illegal. Examples of illegal behavior include agreements between competitors to fix prices for services or products or to divide up customers or territories. We must be especially careful in conducting ourselves at trade association or other meetings where our competitors are present or participating. Certain topics that should not be discussed with competitors include, but are not limited to, pricing, pricing methodology, pricing formulas, profits or profit margins, market share and bidding processes. Teammates must not engage in activities or discussions that could lead to allegations or the appearance of improper behavior. Consult the General Counsel or other attorney in the Legal Department if you ever have questions about proper behavior at trade association or other meetings where competitors are present.

## **Giving and receiving gifts and entertainment**

Healthcare is different, gifts and payments that may be permitted in other industries are strictly prohibited in healthcare. For example, in the U.S., The Federal Anti-Kickback Statute (AKS), a healthcare fraud and abuse law, prohibits the exchange of anything of value for services that are payable by a federal program, like Medicare or Medicaid. For more information please refer to our “General Policy on Interactions with Healthcare Professionals” and the corresponding training.”

To avoid possible conflicts of interest and because it is potentially illegal to personally exchange something of value with a customer or supplier in connection with the transaction of business with the Company, you are not permitted to give gifts to or receive gifts from any existing or prospective customer or supplier, except as provided in these standards of conduct.

A gift includes anything of monetary value and may include, by way of example, meals, trips and invitations or tickets to recreational or sporting events.

All gifts are prohibited except for the following, which can only be given or received after confirming that the gift is permitted under the policies and procedures of the customer's or supplier's organization.



# Conducting Business With Our Customers & Suppliers

- Unsolicited gifts given at holiday time or on special occasions that create no sense of obligation on the part of the supplier, provided that the retail value of the gift is nominal.
- Gifts clearly not attributable to any company business relationship, such as gifts given because of kinship.
- Meals that are neither designed nor intended to create a sense of personal or corporate obligation on the part of the recipient and the primary purpose of which is to hold bona fide business discussions. All such expenses must be modest as judged by local standards and are subject to the company's policies on meals as well as expense reimbursement.
- Corporate charitable contributions approved in accordance with company policy and personal charitable contributions that are not made for the purpose of securing favorable business treatment.
- Reasonable honorarium given for services rendered to the company by a representative of a customer or supplier (or by a representative of the company to a customer or supplier), provided that any cash or other monetary honorarium shall be paid to a charity selected by the company.

If you are offered or receive anything of value that is arguably beyond what is permitted by the code of honor or that you believe may be an attempt to improperly influence the performance of your duties, you should immediately report this to your supervisor or an attorney in the legal department. In such cases involving a gift to an officer or a director, this report must be made to the chair of the audit committee. Prohibited gifts or gifts that create a sense of obligation should promptly be returned to the donor.

# Conducting Business With Our Customers & Suppliers

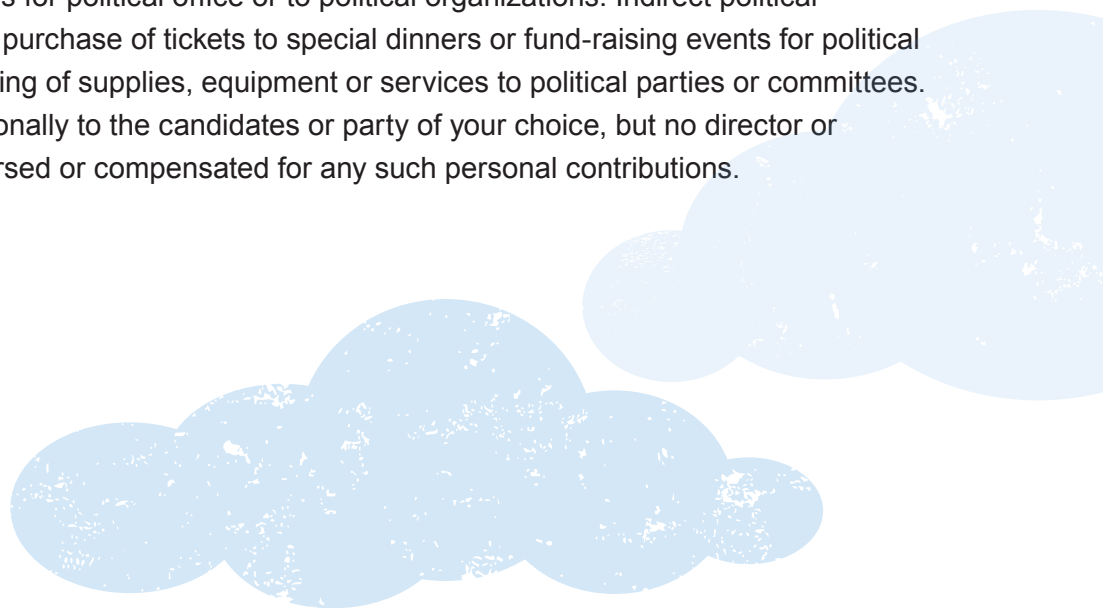
## **Payments to customers or suppliers, government officials or others**

Owens & minor strictly complies with all anti-bribery and anti-corruption laws which prohibit the payment of money, gifts or other items of value to influence government or other officials. This policy extends not only to direct payments, but also to indirect payments made in any form through consultants or third parties, such as third party distributors or dealers who sell our product. In international transactions and transactions in foreign countries, Owens & minor complies with the U.S. Foreign corrupt practices act, as well as any anti-corruption and anti-bribery laws of those foreign nations, such as the UK bribery act. Teammates involved in these markets must take the necessary steps to ensure that all government-related transactions and relationships comply with applicable laws and regulations. Please refer to the company's foreign corrupt practices act compliance policy for additional information on our standards and requirements with respect to the conduct of business outside of the United States. A violation of any anti-bribery or anti-corruption laws is a serious offense which can result in fines for companies and imprisonment for individuals.

In addition to anti-corruption laws, the company may also be impacted by healthcare laws and regulations that cover our interactions with healthcare professionals.

## **Political contributions**

Company funds, property or resources may not be used to make contributions, directly or indirectly, to candidates for political office or to political organizations. Indirect political contributions include the purchase of tickets to special dinners or fund-raising events for political candidates or the furnishing of supplies, equipment or services to political parties or committees. You may contribute personally to the candidates or party of your choice, but no director or teammate will be reimbursed or compensated for any such personal contributions.



**Q.** At a trade association meeting I attended recently, some of our competitors and a small group of manufacturers were complaining about margin erosion over the past couple of years and discussing ways of enhancing it. I listened in but didn't say anything. Was this okay?

**A.** It is never appropriate to discuss with competitors (or to even listen in on discussions between competitors) issues regarding pricing and margin. Even though you weren't directly participating in the discussions, your presence at a meeting where potential price-fixing conversations occurred raises the appearance of impropriety. If this situation were to present itself again, you should question the propriety of the discussion, excuse yourself from the meeting and contact the General Counsel or other attorney in the Legal Department.

**Q.** One of my customers asked if Owens & Minor would contribute to an educational forum they are sponsoring and which several teammates are invited to attend. Can we contribute to the event?

**A.** It is generally acceptable for the Company from time to time to provide financial support for educational or professional meetings or seminars sponsored by third party organizations, including our customers. These payments must be modest, must be paid directly to the meeting sponsor and must be used to reduce the meeting registration fee or to provide meals or related services to the attendees. You should contact your management team and the General Counsel or other attorney in the Legal Department prior to committing to or providing financial support for these meetings.

**Q.** My biggest customer hosts a golf event every year through its charitable foundation and invites several teammates from Owens & Minor along with representatives from other vendors and suppliers. They normally ask us to make a contribution to help cover their costs in hosting and our cost of attending the event. Does the Code of Honor allow us to participate in this event and make the requested contribution?

**A.** You may be able to contribute to and participate in a charitable event hosted by a legitimate 501(c)(3) organization and conducted for the bona fide purpose of raising funds for charitable causes. Before contributing to or participating in any of these events, you should contact your management team and the General Counsel or other attorney in the Legal Department to confirm that such contribution and participation are permitted by our Code of Honor. In addition, all charitable contributions should be made in accordance with applicable Company policies on charitable giving. Charitable organizations can submit a donation request by clicking [here](#) or visiting [owens-minor.com](https://www.owens-minor.com) and selecting the “We’re Owens & Minor” tab then “Community.”

**Q.** Our distribution center has major league baseball season tickets, which we like to make available to teammates as well as customers and suppliers from time to time. Would occasionally giving game tickets to a customer be permissible, whether or not someone from Owens & Minor attends the game with the customer?

**A.** You would not be able to take customers or suppliers to the game unless the customer or supplier pays for his/her own ticket. Even though your intent may be to conduct business at the game, the primary purpose of taking a customer or supplier to a sporting event is for entertainment or fostering of better business relations generally, not the conduct of actual business.

# Q/A

---

**Q.** I meet with one of my customers on a quarterly basis to do a business review and to address any issues or concerns that have come up. I usually end up either taking the customer out for lunch or a round of golf, where we discuss business matters, among other things. Is this acceptable?

**A.** Generally speaking, it is permissible to take customers to lunch (or dinner) in connection with business discussions, provided that it is done on an occasional basis, the amount spent is modest relative to local standards and, most importantly, the buying of meal is permitted by the code of conduct and policies of the customer's organization. In addition, the location for any meal provided has to be consistent with and conducive to the business being conducted (i.e. bar or tavern atmospheres where there is a focus on alcohol and/or loud entertainment would generally not be appropriate venues). However, it normally would not be appropriate to take a customer to play golf, even if business is to be discussed, since it is unlikely that the primary purpose of a golf outing is business rather than recreational entertainment. It is important to note that many of our customers, especially publicly owned and not-for-profit hospitals, strictly limit or prohibit these practices as well. You should always check with the customer to ensure that your hospitality is permitted by his or her organization's policies since, in many cases, we have contractually agreed to comply with the customer's rules and procedures. Please also note that meals and golf outings are acceptable in situations where each party covers its own expenses.

- Q.** One of our supplier partners has invited me and some other teammates to a three-day event at a resort in Florida with travel expenses and lodging to be paid for by the supplier. The agenda for the event includes education and business meetings from 9:00 – 11:30 in the mornings followed by lunch and recreational events and outings in the afternoon. The supplier has also planned to host dinners at the resort and also in nearby restaurants. Can I go?
- A.** First, except in highly unusual circumstances pre-approved by the General Counsel, it is inappropriate for Owens & Minor to accept payment of travel and lodging expenses by a vendor or customer, or for Owens & Minor to pay the travel and lodging expenses of a vendor or customer. Such payments would be considered a prohibited gift. In this instance, it is not clear that the primary purpose of the event is business. Although there are meetings in the mornings, the meeting is being held at a Florida resort over a three-day period and the bulk of the time appears to be more entertainment and recreational. If, however, your management team agrees that attendance at this three-day meeting serves Owen & Minor's business interests and authorizes your travel and lodging expenses as a legitimate and reasonable business expense to be paid by the Company, then you may attend. In situations where there is uncertainty as to the purpose of meetings and events sponsored by customers or suppliers, please contact the General Counsel or other attorney in the Legal Department for guidance.

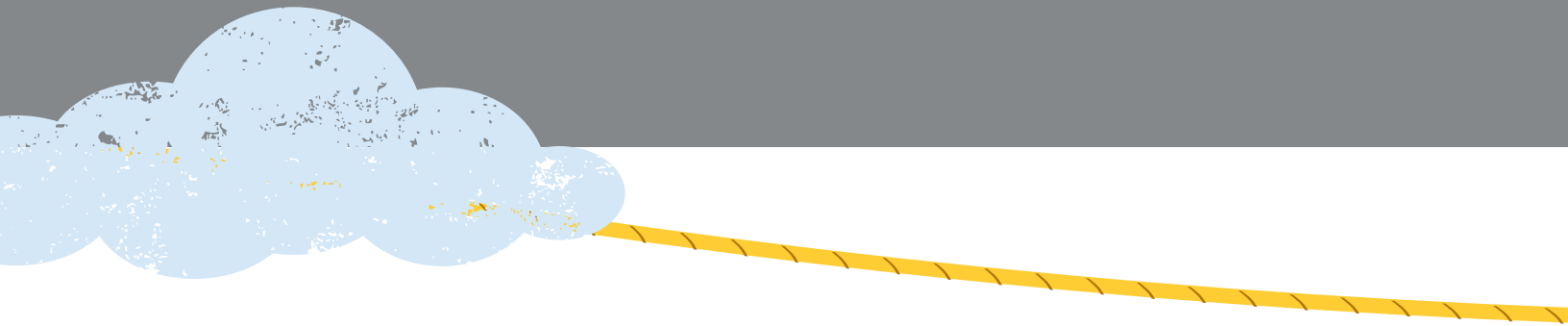
# Q/A

---

**Q.** Several Owens & Minor teammates recently met with one of our technology vendors at their corporate headquarters to discuss projects and technology upgrades that we will be considering during the upcoming year. At the conclusion of the meeting, our vendor presented each of the teammates with a complimentary iPad. Was this appropriate and can the teammates keep the iPads?

**A.** No, it was neither appropriate for our vendor partner to provide such lavish gifts nor for our teammates to accept them. This situation illustrates the importance of BOTH teammates and vendors understanding the gifts and entertainment policy under our Code of Honor. Every teammate who interacts with our vendors needs to understand what they can and cannot accept from these vendors in terms of gifts and entertainment and needs to ensure that these vendors are aware of the requirements of our Code of Honor, which is available at [www.owens-minor.com](http://www.owens-minor.com) under the Investor Relations tab. The teammates should have informed the vendor that the gift of the iPads was not permitted under our Code of Honor and could not be accepted. If the gifts were erroneously accepted and could not be returned to the vendor, they would need to be surrendered to the General Counsel for donation or to be used within the Company.

For your protection, teammates dealing with customers and suppliers should advise the customers and suppliers of our Code of Honor at the beginning of the relationship, providing them a copy of the Code or a link to its location on our website. In addition, no teammate or director may knowingly cause the violation of the policy of any other company or organization, private or governmental, relating to the giving or receiving of gifts.



# Integrity Of Our Business & Accounting Practices

## **Safeguarding company information, assets and property**

Teammates and directors must protect the Company's information, assets and property by ensuring their efficient use only for legitimate business purposes. These assets include, but are not limited to, financial assets (such as cash), physical assets (such as furnishings, equipment and inventory) and intangible assets (such as customer relationships, intellectual property and information about products, services, customers and systems). Any suspected fraud, theft or misuse of Company information, assets or property must be reported immediately for investigation.

## **Computer system use, confidentiality and security**

The information processed and stored on our computer systems is critical to the daily operations of Owens & Minor. Increasingly, cyber threats place our systems and data at risk. Everyone who uses our computer systems must ensure that they are used appropriately and in accordance with relevant security and other policies governing their use.

Computer hardware and software and all information on our systems, as well as any Owens & Minor information on your home computer, are Company property and must be used responsibly and primarily for the Company's business purposes. In addition, all computer system data created and stored for the Company and its customers must be treated as confidential information and protected. Every teammate is required to comply with the Company's Information Technology Security Policy.

As most Company software is protected by copyright, no computer software licensed to the Company may be copied or duplicated by any teammate without the express written approval of the officer of the Company designated in our Security Policy. No teammate may use software that is not licensed to or owned by the Company. We must all obey the copyright laws that pertain to licensed software, as violation of these laws can lead to civil and criminal liability.

## **Personal use of phones, computers and other company assets**

On an occasional basis, you are allowed to use Company computer and telephone systems for personal reasons, provided that such use is consistent with the Code of Honor, is nominal in terms of time and does not interfere with the performance of your job responsibilities. In no event may you use Company assets in a manner contrary to our policies, including but not limited to this Code of Honor, or in any way that is offensive, sexually explicit or inappropriate. Except as provided by applicable law, there should be no expectation of privacy in connection with your use of Company computers, telephones or other assets.



# Integrity Of Our Business & Accounting Practices

## Social media

External personal websites, blogs, social networking sites and other electronic forums for disclosing information are prevalent in our technology- and internet-driven world. As a result, the Company has certain guidelines that must be followed relating to social media and which are more completely and specifically described in our Social Media Policy. These guidelines include, but are not limited to, the following:

- Teammates may not create, maintain or post to external sites or social media outlets on behalf of the Company without the express permission of the Company
- Teammates may not disclose on external sites or social media outlets confidential information of the Company, our suppliers, vendors or customers
- Teammates may not use social media to make marketing, advertising or publicity statements about the Company or its products or services without the express permission of the Company

Any discussion about, or relating to, the Company that is not prohibited by the above guidelines or our Social Media Policy should be in good taste, should not misrepresent or disparage the Company and should be accompanied by a clear and conspicuous disclaimer that the views expressed do not necessarily reflect the views of Owens & Minor. Under no circumstances may any teammate use Company trademarks, service marks or logos in connection with any personal posting.

## Proper accounting and company records

Company business records must always be prepared accurately and completely. They are of critical importance in meeting our financial, legal, tax and management obligations. The books of account, financial statements and records of the Company must accurately reflect the operations and financial results of the Company in accordance with generally accepted accounting principles. All assets, liabilities, income and expenses of the Company are required to be properly recorded in the books and records of the Company. There may be no disbursements or receipts of corporate funds outside of the Company's established system of accountability. Records are to be kept in accordance with the Company's internal controls at all times, fully and accurately reflecting all transactions. No unrecorded fund or asset may be maintained. No false or misleading entry, record or report may be made or permitted to go uncorrected.

# Integrity Of Our Business & Accounting Practices

All reports, vouchers, bills, payroll and service records, measurement and performance records, and other essential data must be prepared with care and honesty.

## **Proper dealing with auditors**

No teammate or director may take any action to fraudulently influence, coerce, manipulate or mislead the Company's independent auditors, nor shall any teammate or director conceal any information necessary for the preparation of accurate financial statements.

## **Records management**

Owens & Minor complies with all applicable laws and regulations relating to the retention and preservation of records. All teammates are expected to maintain and dispose of records in accordance with our Records Management Policy, as from time to time adopted and revised by the Company. Under no circumstances may anyone selectively edit or discard records.

Records are especially important in the context of government investigations or actual or threatened litigation. If you are contacted regarding any such matter, you should immediately notify and inform the General Counsel. You should also retain and preserve all records that may respond or relate to the matter (including paper and electronic documents, as well as electronic and voice-mail messages) until the General Counsel advises you how to proceed.

## **Disclosure policy**

It is the Company's policy to provide full, fair, accurate, timely and understandable disclosure in all documents required to be filed with, or submitted to, the Securities and Exchange Commission and in all other public communications. When providing information to shareholders, analysts and the news media, we have an obligation to accurately and completely report all relevant material facts. To ensure that we comply with these obligations, you should direct requests from shareholders, analysts or others to the General Counsel or the Investor Relations Department. The Company expects all teammates and directors to act in a manner that supports this policy.

## **Insider trading and transactions in company stock**

Teammates are prohibited from purchasing or selling the stock or other securities of any company, including Owens & Minor, on the basis of "inside information," which is information that is both material and not currently available to the public. Information is material if a reasonable investor would be likely to consider it important in deciding whether to buy or sell a company's stock. Information is non-public if it has not been disclosed in a press release or filing with the Securities and Exchange Commission. Inside information might include, for example, confidential information about:

# Integrity Of Our Business & Accounting Practices

- Actual or potential mergers or acquisitions
- Significant new contracts or customers
- Earnings statements and forecasts or interim financial information not yet disclosed in an SEC filing
- Material litigation
- Sales/revenue information

To buy or sell Company stock on the basis of inside information or to “tip” others who might make an investment decision on the basis of this information is not only unethical, but also illegal. The same rule applies to inside information about other companies (such as a customer or supplier) that you obtain during the course of your work.

Directors, officers and certain teammates with access to confidential information of Owens & Minor are subject to additional restrictions and policies regarding personal trading of securities, which may include pre-clearance and reporting requirements, as well as a prohibition against “hedging,” “short sales” and related transactions in Owens & Minor stock, and are responsible for knowing and complying with applicable Company policies. For more information please reference the “Section 16 and Insider Trading Compliance Policy.”

Any questions about trading issues should be addressed to the General Counsel or other attorney in the Legal Department.

## Q/A

---

**Q.** Sometimes I work from my home office, and I wanted to know if I could download software from my work computer to my home computer?

**A.** No. Owens & Minor licenses much of its computer software from other companies and these licenses often limit the number and location of computers on which the software may be loaded. Using unauthorized copies of software could put us in breach of and otherwise jeopardize our license agreements.

**Q.** I know that the Company is in negotiations to acquire a large company in a related industry that should significantly strengthen our position in the market. Can I trade in the shares of either company?

**A.** No. You possess material non-public information and it is illegal for you to buy or sell shares of either company until the transaction has been publicly announced. In addition, until the transaction is made public, you may not share this confidential information with anyone who does not have a business need to know it, including but not limited to other teammates, family members and friends.

**Q.** Today was a bad day at work as we found out that we weren't awarded a contract we were hoping to win. While on Facebook tonight, I happened to mention that I was "down in the dumps" about us not getting the contract award. Am I permitted to make these types of postings?

**A.** Although it is certainly appropriate for you to display your personal feelings about having had a tough day, you should not have included information referencing an Owens & Minor contract bid or other proprietary matters. Information about Owens & Minor winning or losing contracts is confidential information of the Company and subject to our confidentiality obligations. Any time you post information on external websites or social media outlets, you need to make sure you don't even inadvertently disclose private Company information. In addition, while the Company cannot and does not want to control your opinions, ideas and comments that do not otherwise violate our confidentiality or other policies, please make sure your communications are in good taste, do not denigrate or insult teammates, the Company, customers, suppliers or competitors, and are identified as your own and not those of Owens & Minor.

**9120 Lockwood Boulevard  
Mechanicsville, Virginia 23116-2029  
804-723-7000**

