



Supplier Code of Conduct

November 2017

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As a pharmaceutical company, Pacira Pharmaceuticals, Inc., and its subsidiaries and divisions (collectively “Pacira”) conduct a wide array of activities in the global health care marketplace, including manufacturing, research, medical and other education, marketing and sales. Also, Pacira is a US public company that interacts with governments and other third parties. These activities are subject to numerous legal and ethical standards, many of which are unique to the health care industry.

Pacira aims to operate in a manner that reflects high ethical standards and is committed to complying with all applicable laws, regulations and other legal requirements in every country in which Pacira operates. Accordingly, Pacira seeks to conduct business with third-party suppliers who share our commitment to high ethical standards and who operate in a responsible and ethical manner.

General Responsibilities

Pacira relies on an innovative and competitive supplier base to provide it with products and services which will meet its business requirements. Pacira employees are required to comply with Procurement and Competitive Bid policies, which are designed to ensure the following:

- Best total value suppliers are selected; total Value includes quality, service and cost
- Pacira intellectual capital is protected
- Suppliers are treated fairly and equitably

All employees are expected to act at all times in accordance with good business judgment for the benefit of the Company and to avoid activities that could create a conflict of interest or appearance of such a conflict.

Suppliers in turn are required to comply with the guidance provided in this Code of Conduct in order to be considered a supplier in good standing and as a condition of continuing a business relationship with Pacira. Suppliers’ integrity and honesty impact the character of Pacira as well.

Suppliers are encouraged and expected to seek guidance or raise concerns to Pacira related to potential violations of this Code of Conduct or applicable Pacira policies. By accepting our business terms and agreeing to do business with Pacira, all suppliers are agreeing to comply with this Code of Conduct.

Good Manufacturing Practices (GMP) Quality.

Where applicable, any third party supplying Pacira with GMP Materials must comply with the minimum quality requirements as mutually agreed upon with Pacira. Suppliers must ensure appropriate communication mechanisms between the quality organizations of Pacira and the supplier, to ensure materials supplied to Pacira comply with Pacira requirements and to the current GMP as set forth in the current version of applicable standards and pharmacopeia. A supplier is expected to furnish all labor, supervision, machinery, equipment, materials, supplies,

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licenses, permits, and all other requirements necessary to perform the services in compliance with this code of conduct. That supplier will conduct all activities concerning the products in accordance with the agreed-upon quality criteria, and applicable supply agreements executed between the supplier and Pacira.

The supplier shall have in place a quality system to manage and control their operations in adherence to the current Good Manufacturing Practices (cGMP) where applicable, as set forth in the United States Code of Federal Regulations and other applicable local laws and regulations guiding materials for use in the manufacture of pharmaceutical products, including European regulations, where applicable.

Business Conduct and Ethics

Suppliers shall conduct their business in an ethical manner and act with integrity. The ethics elements include:

Intellectual Property: Comply with the intellectual property ownership rights of Pacira, including but not limited to copyrights, patents, trademarks and trade secrets; and manage the transfer of technology and know-how in a manner that protects intellectual property rights.

Trade: Comply with all applicable trade controls, as well as all applicable export, re-export, and import laws and regulations.

Antitrust: Conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business.

Business Records: Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy. Create, retain and dispose of business records in full compliance with all applicable legal and regulatory requirements. Demonstrate honesty and integrity in discussions with regulatory agency representatives, government officials, etc.

Business Integrity, Reputation and Fair Competition: Corruption, extortion and embezzlement are prohibited. Suppliers shall not pay or accept bribes or participate in other illegal inducements in business or government relationships.

Confidentiality: Never communicate externally, including in marketing presentations, about Pacira's prospects, performance or policies nor disclose **Insider Information** without prior written approval from Pacira. **Insider Information** can be defined as a non-public fact regarding the plans or condition of a publicly traded company that could provide a financial advantage when used to buy or sell shares of the company's stock. Additionally, suppliers must safeguard Pacira's confidential or proprietary information.

Anti-Corruption: Never participate in bribes or kickbacks of any kind, whether in dealings with public officials or individuals in the private sector. Pacira is committed to observing the

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standards of conduct set forth in the U.S. Foreign Corrupt Practices Act (“FCPA”) and the anti-corruption and anti-money laundering laws of the countries in which Pacira operates. Suppliers must comply with all applicable anti-corruption and anti-money laundering laws, including the FCPA, as well as laws governing lobbying, gifts, and payments to public officials, political campaign contribution laws and other related regulations.

Marketing and Promotional Practices: All marketing and promotional materials and activities must conform to high ethical, medical, and scientific standards, and comply with all applicable laws and regulations. All suppliers engaged in marketing and promotional practices are expected to know, understand and comply with all applicable legal and regulatory requirements. Promotional materials and activities that mention the products or services of third parties (e.g. Pacira competitors) must fairly and accurately represent these products and services.

Privacy: Suppliers shall protect the confidentiality and security of **Personally Identifiable Information** (PII) by ensuring implementation of appropriate safeguards. Use and disclosure of PII must be limited to those purposes for which it was received to ensure that individuals’ privacy rights are protected. PII, as used in U.S. privacy law and information security, is information that can be used on its own or with other information to identify, contact or locate a single person, or to identify an individual in context.

Payments to Third Parties: Many countries have adopted transparency legislation or codes that require the retention and reporting of payments made to doctors and other health care providers, patient organizations, hospitals, teaching institutions and other medical organizations. Suppliers who make such payments (for example, Clinical Research organizations) are expected to retain such records and provide them to Pacira in a manner that enables Pacira to meet its reporting requirements under these laws.

Labor

Pacira expects its suppliers to share its commitment to human rights and equal opportunity in the workplace and conduct their employment practices in full compliance with all applicable laws and regulations, and to treat them with dignity and respect.

- **Pre-Engagement Screening:** Suppliers should be aware that they will be subject to Pacira’s due diligence process and must be in compliance prior to commencement of an engagement.

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Environment, Health & Safety

Suppliers shall operate in an environmentally responsible and efficient manner to minimize adverse impacts on the environment. Suppliers are encouraged to conserve natural resources, avoid the use of hazardous materials where possible and engage in activities that reuse and recycle. The environmental elements include:

Environmental Authorizations: Suppliers shall comply with all applicable environmental regulations. All required environmental permits, licenses, information registrations and restrictions shall be obtained and their operational and reporting requirements followed.

Waste and Emissions: Suppliers shall have systems in place to ensure the safe handling, movement, storage, recycling, reuse, or management of waste, air emissions and wastewater discharges. Any waste, wastewater or emissions with the potential to adversely impact human or environmental health shall be appropriately managed, controlled and treated prior to release into the environment.

Spills and Releases: Suppliers shall have systems in place to prevent and mitigate accidental spills and releases to the environment. Suppliers shall provide a safe and healthy working environment, including for any company-provided living quarters. The Health and Safety elements include:

- **Worker Protection:** Suppliers shall protect workers from over exposure to chemical, biological, physical hazards and physically demanding tasks in the work place and in any company provided living quarters.
- **Process Safety:** Suppliers shall have programs in place to prevent or mitigate catastrophic releases of chemicals.
- **Emergency Preparedness and Response:** Suppliers shall identify and assess emergency situations in the workplace and any company-provided living quarters, and minimize their impact by implementing emergency plans and response procedures.

Hazard Information: Safety information relating to hazardous materials including pharmaceutical compounds and pharmaceutical intermediate materials shall be available to educate, train and protect workers from hazards.

Management Systems

Suppliers shall use management systems to facilitate continual improvement and compliance with the expectations of these principles. The management system elements include:

Commitment, Accountability and Risk Management: Suppliers shall demonstrate commitment to the concepts described in this document by allocating appropriate resources. Suppliers shall have mechanisms to determine and manage risks in all areas addressed by this document.

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Legal and Customer Requirements: Suppliers shall identify and comply with applicable laws, regulations, standards and relevant customer requirements.

Identification of Concerns: All workers should be encouraged to report concerns or illegal activities in the workplace without threat of reprisal, intimidation or harassment. Suppliers shall investigate and take corrective action if needed.

Fraud Prevention and Reporting: Suppliers shall implement robust fraud prevention and reporting programs. Suppliers are required to report all fraud involving Pacira business, regardless of materiality.

Documentation: Suppliers shall maintain documentation necessary to demonstrate conformity with these expectations and compliance with applicable regulations.

Training and Competency: Suppliers shall have a training program that achieves an appropriate level of knowledge, skills and abilities in management and workers to address these expectations.

Continual Improvement: Suppliers are expected to continually improve by setting performance objectives, executing implementation plans and taking necessary corrective actions for deficiencies identified by internal or external assessments, inspections, and management reviews.

Business Continuity: Suppliers are responsible for the development and implementation of appropriate business continuity plans for operations supporting Pacira business. These plans should be designed and kept current to promptly recover and restore partially or completely interrupted critical functions to minimize disruption to Pacira's business and protect Pacira's reputation.

Pacira Framework of Guidelines and Policies

In addition to the principles herein, Pacira has defined a Travel & Entertainment policy, which refers in part, to the fundamental standards to be followed by Pacira employees in their everyday actions on behalf of Pacira and to promote honest, legal and ethical conduct. Accordingly, Pacira's suppliers interacting with Pacira employees should understand and comply with Pacira's principles regarding conflicts of interest and acceptance of entertainment and gifts as noted below.

Conflicts of Interest

Pacira expects all of its employees to be free from actual or potential conflicts of interest. A conflict of interest occurs whenever the prospect of direct or indirect personal gain may influence or appear to influence your judgment or actions while conducting Pacira business.

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Acceptance of Entertainment & Gifts

Conducting business may involve occasional business-related entertainment or exchanges of gifts of nominal value. Pacira employees may accept entertainment when it is: lawful and ethical, customary and reasonable in value, occasional, and in support of Pacira's business and not just for their own well-being or use. At least one supplier representative must be present during any of these occasions (meals, entertainment, etc.).

Pacira employees may generally accept unsolicited gifts of nominal value (e.g., pens, mugs, calendars, etc.) when such gifts are infrequent and customary in a business relationship.

Pacira employees and their immediate family members are subject to additional restrictions while actively engaged with supplier prior to, during or after sourcing events, contract negotiations or periods of award reviews, and should not accept any gifts from suppliers or potential suppliers. For example, during this pre-award period, Pacira employees should decline invitations to entertainment or sporting events, and are advised to return or dispose of even the most nominal holiday gifts.

Pacira employees should NOT accept travel and overnight accommodations as these are not considered reasonable in value. Exceptions to this rule may only apply if an Pacira employee is asked to speak at a relevant event or conduct an on-site visit business review/inspection etc. at an aggregate cost of no more than \$1,000 – with prior written approval by a Pacira Vice President or above.

Employees are required to inform suppliers and potential suppliers of this policy, and the reasons the company has adopted the policy. Employees will request that suppliers respect our company policy and not purchase and deliver any gift beyond established thresholds for our employees, a department, an office or the company, at any time, for any reason.

This Code of Conduct may be amended by Pacira Procurement from time to time, and all updates are effective immediately upon posting. The Supplier Code of Conduct is posted on Pacira's website at www.pacira.com.