

# McKesson Code of Conduct



BUSINESS  
CARE  
CONNECTIVITY



## Message From John Hammergren

Chairman, President, and  
Chief Executive Officer



### Dear Colleagues,

At McKesson, our purpose is to help our customers and the patients they serve achieve better health, and integrity plays a critical role in fulfilling that mission. Operating with integrity has been fundamental to our culture since we began serving customers in 1833, and our long-term success depends on ensuring that we demonstrate the highest ethical standards in everything we do.

The McKesson Code of Conduct provides important guidelines for interacting with customers, industry partners and each other with integrity. 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 McKesson'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 everything you do to ensure better health for all.

Sincerely,

A handwritten signature in black ink that reads "John H. Hammergren".

John H. Hammergren  
Chairman and Chief Executive Officer

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## ..... **ICARE Guides Us**

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



INTEGRITY	CUSTOMER-FIRST	ACCOUNTABILITY	RESPECT	EXCELLENCE
We do what's right. Integrity is the impartial and honest standard by which we make decisions and take actions, large and small, every day. In our business, integrity is a mandatory standard.	We build our success on customer success. We put our customers first, no matter what job we hold, where we're located, or whether we work alone or as part of a team. A customer is potentially anyone internal or external to whom we have a responsibility to help succeed.	We take personal responsibility. We drive results (versus just actions) with an emphasis on quality, safety, and accuracy, and hold ourselves accountable for results that are on-time and within budgets.	We treat people with dignity and respect. We are diverse as both people and professionals, and our success depends on our mutual trust and teamwork. Diversity builds strength in our team to contribute to our highest capabilities.	We insist on the best. We consistently strive to find new ways to innovate and execute, rigorously measuring our progress and celebrating successes. Excellence creates a sense of pride for us individually and as a company.

# Purpose and Scope of Our Code



# Purpose and Scope of Our Code

## Purpose

At McKesson, 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. The McKesson Code of Conduct (the “Code”) describes fundamental principles, policies, and procedures that shape our work. Much like ICARE, our Code connects each of us at McKesson. It is a valuable tool designed to help us make ethical decisions both day-to-day and in difficult situations.

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

## 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, including termination of employment. If you have questions or concerns about any of the rules, regulations, 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

We comply with applicable laws everywhere we do business around the world.

Sometimes, local law or Business Unit policy may be stricter than our Code. You should follow the stricter law or policy. For situations involving a conflict, contact your Business Unit Compliance Officer or the Law Department.

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

### Ask Yourself:

**Is it legal?**

**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, speak up right away. Our company listens to and takes concerns seriously—rest assured your concern will be investigated promptly and thoroughly.

McKesson does not tolerate any form of retaliation for raising concerns, asking questions, or participating in an investigation in good faith. Raising a concern in "good faith" means coming forward with a suspicion you believe to be true, even if it is later determined that no wrongdoing occurred.

### Remember:

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



## How to Take Action

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

- Your Manager or Supervisor
- Your Business Unit Compliance Officer or the Global Compliance and Ethics Office
- Your Human Resources Department or the U.S. HR Support Center
- 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.
- 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 Management, Human Resources, or the Law Department.

## WHAT IF...

What happens after I contact the Integrity Line to discuss a concern or question?



The Integrity Line representative relays the information you provide to the appropriate McKesson area for review and follow up, as appropriate.

## Cooperate With Investigations

We are committed to promptly investigating any concerns brought to our attention. It is important to provide all information requested in any investigation conducted by McKesson. 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 McKesson. If you are contacted by a non-McKesson employee or an outside investigator, contact the Law Department or your Business Unit Compliance Officer immediately.

If you are notified by the Law Department, your Business Unit Compliance Officer or 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

If you are a manager within McKesson, it is your responsibility to understand and promote the Code. Always keep the following in mind:

- Set a positive example through your own ethical behavior.
- Make sure your employees know they can come to you with questions and concerns, and that you'll listen and respond appropriately.
- Do not retaliate against an employee for raising a concern in good faith.

### WHAT IF...

I am concerned that some of my coworkers are not following our Code, but I'm not sure. What should I do about it?



Contact your manager, the McKesson Integrity Line or internet site, or any of the resources listed in How to Take Action to discuss your concern. Our company takes prompt and appropriate action and does not tolerate retaliation.

We Deliver Honest Value  
in the Marketplace



## We Deliver Honest Value in the Marketplace

### Marketing and Selling Honestly

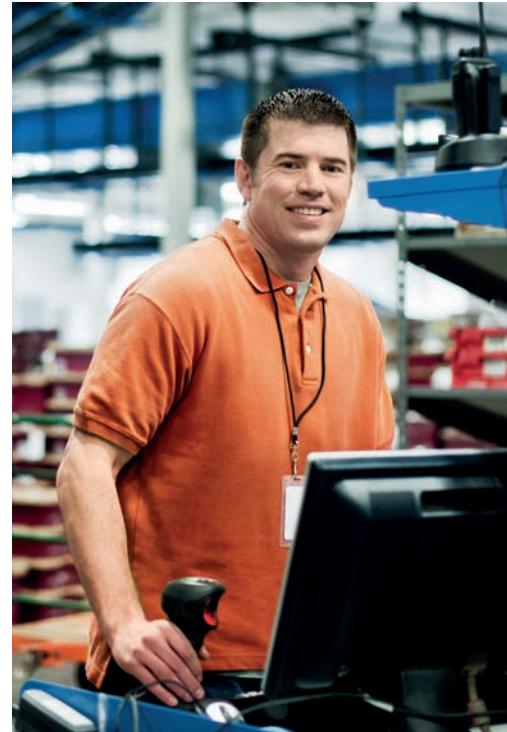
The way we market and sell is a reflection of our values and is a key driver of our success. It is essential to remember the following standards when marketing and selling to all customers.

- Represent yourself and the company with integrity to protect McKesson's reputation as a trustworthy organization.
- Only make honest, accurate claims about McKesson 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

McKesson has built a reputation around excellent service 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 which promote the safe handling 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, raise the issue immediately with any of the resources listed in the **How to Take Action** section of this Code.



## 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 McKesson we compensate them at fair market value for their work. 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. We accurately record and report economic benefits provided to Healthcare Professionals consistent with applicable laws. For more details, speak to your Business Unit Compliance Officer or reference the appropriate marketing and selling policies in your country.



### Key Terms

The term **Healthcare Professional** includes not only licensed healthcare providers, but also other customers or potential customers who are in a position to make decisions regarding the purchase of McKesson products or services—such as a purchasing official of a hospital or pharmacy.

### Remember:



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

## WHAT IF...

Can I take a prospective client to lunch?

Q

A

There are legal limits on the meals and entertainment we can offer to Healthcare Professionals. We also want to avoid even the appearance of obligating or inappropriately influencing the potential customer. First, check the restrictions in our marketing and selling policies or contact your Business Unit Compliance Officer.

## 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 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. We comply with these laws by maintaining our firm stance against bribery.

In all aspects of our business with government customers we are careful to comply with McKesson policies and applicable law 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 Business Unit Compliance officer or reference the appropriate marketing and selling policies 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 McKesson's policies when interacting with government entities.



## Anti-Corruption

McKesson does not tolerate corruption or bribery in its business practices. We are subject to a variety of anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (FCPA). Many of the countries where we do business also have specific anti-corruption and commercial bribery laws that may apply to our business.

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.



### 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 organizations, or state-owned entities, such as doctors at a public hospital or professors at a public university. The term also includes judges and members of the military—in short, any public servant. Officials of political parties or candidates for public office may also be government officials.

We also expect our business partners and other third parties working on our behalf to comply with anti-corruption and anti-bribery laws and the standards outlined in McKesson’s ***Global Anti-Corruption*** policy.

You should follow McKesson’s processes whenever hiring a third party who might interact with a customer or a government official on our behalf. If you are engaging with a third party, be sure to obtain the appropriate pre-approvals stated in the ***Global Anti-Corruption*** policy.

For more details, speak to your Business Unit Compliance Officer or reference the relevant marketing and selling policies 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.





*James*  
*Sales Manager*

"As a sales representative for McKesson, I am the face of the company in the field. It's important for me to know and understand the laws and regulations—and our own company policies—that ensure fair competition."

## Fair Competition

We value a marketplace in which McKesson 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.

Check the relevant fair competition policies and consult with the Law Department if your conduct may give even the impression that McKesson 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 organization, discussing a joint venture arrangement (whether with a competitor, customer, or supplier), or acting as a facilitator or intermediary for groups of customers or vendors.

### ..... **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?

**A** Before accepting the invitation, consult with the Law Department for guidance.

## **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 McKesson from one of our competitors, we welcome the addition, but not any of their former employer's confidential information.

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

## **Political Contributions**

We value a system in which each of us is free to express our political voice. In some locations, laws prohibit or restrict how McKesson itself may participate in the political process. In some cases, laws attribute personal political contributions made by McKesson 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 McKesson requires, guides, or supports your personal political activities.

In order to promote our values and to comply with these laws, payments of corporate funds to any political party, candidate, or ballot measure campaign, and some personal political contributions by directors, officers, and employees in certain roles, may be made only if approved in writing, in advance, by Public Affairs.

In addition, federal, state, and local laws exist to prevent improper influencing of public officials. 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, McKesson requires you to notify Public Affairs before engaging in any activity on behalf of McKesson to influence a public official, whether directly or indirectly, through oral or written communication.

## International Trade

We value McKesson's 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. McKesson has established policies and procedures to help ensure compliance with these laws. You should contact your Business Unit Compliance Officer or the Law Department if you have any questions about how these policies apply to your work at McKesson.



We Treat Others  
With Respect



## We Treat Others With Respect

### 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 behavior 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. If you are a manager and have witnessed any harassment, you have a special responsibility to speak up promptly. Harassment-related concerns may be raised through any of the resources listed in **How to Take Action**. McKesson does not tolerate retaliation against those who raise concerns in good faith.

Check with your country HR department for relevant **Anti-Harassment** and **Workplace Behavior** policies for more information.

### WHAT IF...

What should I do about a coworker who makes me uncomfortable by regularly touching my shoulder when he walks by saying "hello"?



If you feel comfortable doing so, have a conversation with your coworker and ask him to stop. If that doesn't work or you'd rather not discuss the matter directly with him, contact any resource 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 cooperate to make sure our workplace is respectful, inclusive, and productive.

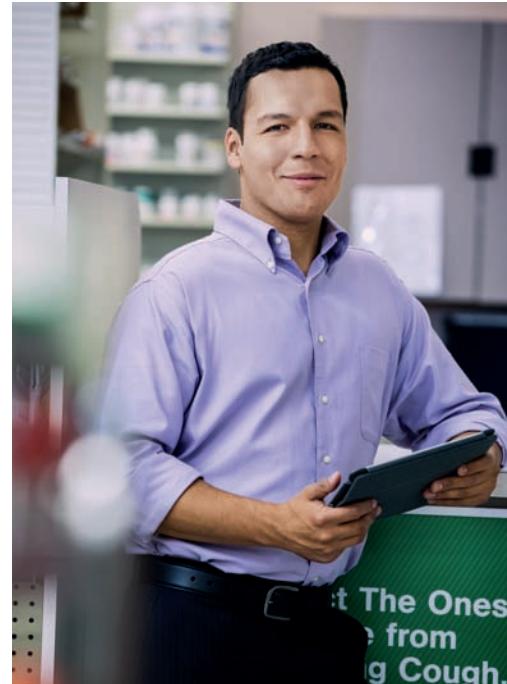
We all benefit from McKesson's ability to attract the best and brightest in our industry. That means employment decisions at McKesson (for example, hiring, terminations, promotions, and transfers) are made on individual merit. We do not engage in unlawful discrimination.

Please check with your country HR department for relevant policies. U.S. employees, please see the [\*\*Equal Employment Opportunity\*\*](#) policy.

## Corporate Citizenship

McKesson's 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. The McKesson Volunteer Program encourages our 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 McKesson policies in these areas, should be immediately raised to your manager.



## Workplace Security and Safety

McKesson is committed to providing safe, secure, and hazard-free work environments worldwide. Safety is everyone's responsibility—we must all speak up about unsafe conditions or activities. Similarly, all "near misses" and incidents resulting in injury or property damage must be documented immediately. Check the policies and procedures in your business unit, or other appropriate policies, to ensure you are following proper safety protocol.

## 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 McKesson will not be tolerated. If you witness violence between coworkers 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.

## Drug-Free 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 coworkers, customers, and others at risk. We may not possess, use, or sell drugs or alcohol while conducting company business or on company property.

During authorized company events, however, we may drink alcohol in moderation, but are expected to act appropriately and professionally during such times.

Please check with your country HR department for relevant **Drug and Alcohol Use** policies.





*Judy*  
*Operations Manager*

“Patients and providers trust us to protect their information. I feel it’s my personal responsibility to keep up to date with McKesson’s privacy and security policies and comply with privacy laws at all times.”

## Confidentiality

### Patient and Consumer Information

Complex laws limit the way health plans, pharmacies, hospitals, and other covered entities can access, use, or disclose patients’ personally identifiable information (PII) and protected health information (PHI). McKesson is committed to protecting PII and PHI. You may only access, use, or disclose such data if specifically authorized to do so as part of your official job responsibilities, and you are acting in compliance with all applicable laws and company policies.

If you need further guidance, refer to McKesson’s [\*\*Privacy and Security\*\*](#) policies.

### Remember:

Failure to properly access, use, manage, protect, disclose, or dispose of PII and PHI can result in significant damage to the company, or cause patient and consumer inconvenience and distress.



## Employee Information

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



## WHAT IF...

What happens if I accidentally send a file containing PHI to the wrong customer?



You should contact your Business Unit Compliance Officer or the Law Department immediately. The private, confidential data in McKesson's systems and files must be treated with sensitivity. Those who trust us with their data expect us to always behave with the highest standards of professionalism and ethics.

We Operate  
With Integrity



## We Operate With Integrity

### Conflicts of Interest

Operating with integrity means we avoid any activity, relationship, or situation 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 McKesson. When performing our jobs, we should always put McKesson'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 organization 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:

- Any outside work or relationship that could advance a McKesson competitor's business or is not in McKesson's best interest. This applies even if an outside company does not compete with your Business Unit, but is still a McKesson competitor.
- Work, affiliation with, or a significant financial interest in a company or organization that is in the healthcare industry or is a McKesson supplier or customer.
- 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 clouding our judgment or impairing our loyalty to McKesson.
- Taking a business opportunity that we learn of through our job at McKesson without allowing McKesson to first decide whether it wishes to pursue that opportunity.
- Any outside business relationship between McKesson and you or someone in your family (i.e., 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 disclosing any outside relationship that could pose or be perceived as a conflict of interest. This way, the potential conflict can be reviewed and addressed. To initiate the review and disclosure process, complete the Conflicts of Interest Disclosure form from your Business Unit Compliance Officer. U.S employees can find the form on [McKNet](#). For more details check the [Conflict of Interest](#) policies.

## **Guidance for Outside Affiliations or Business Activities**

If you are considering an outside business activity or an affiliation (for example, work, consulting, serving on a board, etc.) with any of the following:

Potential Outside Business Activity	Allowed	Not Allowed	Requires Conflict Review
Competitor or Adverse to McKesson's Interest		✓	
Healthcare-related Company or Organization			✓
McKesson Customer, Supplier, Business Partner, or Other Company			✓
Government Positions (Elected or Appointed)			✓
Non-Profits or Community Organizations not in Healthcare (provided it does not interfere with your job at McKesson)	✓		

## Guidance for Financial Interests & Business Arrangements

If you hold or are considering holding an outside financial interest or other business arrangement, please consider the following examples to determine which are appropriate:

Examples	Allowed	Not Allowed	Requires Conflict Review
Financial interest in a McKesson customer, supplier, or competitor that is more than 5% of your net worth, or you own more than 5% of that company. Is not a mutual fund			✓
Financial interest in a McKesson customer, supplier, or competitor that is less than 5% of your net worth, you own less than 5% of that company, and the investment does not otherwise create a conflict or the appearance of one (i.e. your job does not require you to interact with that business partner)	✓		
Financial interest in a McKesson customer, supplier, or business partner that is less than 5% of your net worth or you own less than 5% of that company, <u>but</u> your job at McKesson requires interaction with that business partner			✓
Business Arrangements with McKesson or an affiliate, such as a joint venture			✓

## Remember:

It is not always obvious which companies are McKesson customers, suppliers, or competitors, so if you're unsure, ask your Business Unit Compliance Officer.



### **Business Relationships with Family and Friends**

There may come a time when you find your spouse, significant other, child, parent, in-law, or other close relative works for a McKesson 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.

The very appearance of a conflict of interest can create problems, regardless of the correctness of your behavior. Specifically, you should not be involved with or attempt to influence the bidding, negotiating, or contracting process between McKesson and yourself, a family member, or a close friend or their employer.

To remove the potential for doubt or suspicion, promptly disclose your specific situation to your manager and your Business Unit Compliance Officer by completing the [\*\*Conflicts of Interest Disclosure Form\*\*](#).

### **Family Relationships at McKesson**

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, disclose the relationship promptly to your manager and your Business Unit Compliance Officer by completing the [\*\*Conflicts of Interest Disclosure Form\*\*](#).



## Receiving Gifts and Entertainment

Some of our jobs may include the exchange of gifts or entertainment as a customary way to build good working relationships. However, be cautious, as accepting gifts or entertainment from a business associate has the potential to create an appearance of impropriety or a conflict of interest, even where none exists.

### Remember:

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



Check relevant gift policies for additional restrictions. For example, we should not receive a gift or entertainment from a representative of a business with a pending McKesson 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. Soliciting such a business courtesy is not appropriate.

Contact your Business Unit Compliance Officer if you are unsure about whether it would be appropriate to receive a gift, meal, or entertainment.

### An acceptable gift, meal, or entertainment...

**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 solicited 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**

**Is not in violation of the giver's gifts and entertainment policy**

## WHAT IF...

My account rep from a large IT vendor has offered to take me to lunch. Can I accept her offer? What if it were tickets to a football game?

**A**

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 Receiving Gifts and Entertainment section of this Code. A football game is a closer call. If the tickets are of more than a limited value or you are in the midst of an active negotiation, you should gracefully decline. You don't want to create the impression that McKesson's business can be bought.

### McKesson Information

We value the hard work and investments we make that help lead to McKesson's success. While performing work for McKesson, we may have access to confidential information—about our company, business partners, and customers—which is of value and contributes to our ability to maintain that success.

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 McKesson-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 McKesson without appropriate approvals. 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. McKesson complies 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 McKesson’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. McKesson is committed to making full, fair, accurate, timely, and understandable disclosures.

### Contracts

We are committed to diligently following McKesson’s contracting processes. For example:

- Do not commit McKesson to any contract, payment, or other obligation unless you are authorized to do so.
- Make sure all contracts are complete, in writing, and approved through the Law and Finance departments. 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.



*Dave  
Financial Analyst*

“Integrity is a value that touches many parts of our company, including how we record and report information. I try to remember that important business decisions, and our company reputation, rely on keeping accurate records and books at all times.”

## Records Retention

McKesson manages and retains records in a way that protects the integrity of our information. We comply with our Records Information Management Policy 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 regulations. 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).

For more information on record keeping, please see the *Record Information Management* policy.

## Insider Trading

McKesson values its ability to offer its stock in a fair and open marketplace. Trading while in possession of material nonpublic is a violation of our insider trading policy. 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 McKesson or its suppliers, customers, or other parties—to others. Material nonpublic 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)

For more information on insider trading, please see the *Insider Trading* policy and the *Corporate Secretary's information* on the topic.



### 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

McKesson'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 any of the resources listed in [How to Take Action](#).

## Protecting Intellectual Property

Intellectual property (IP) is another important McKesson 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 McKesson's IP rights to the fullest extent possible.

In addition to protecting McKesson's IP, we also respect the IP rights of others. This includes 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 McKesson obtains appropriate rights to IP created in such engagements. If you have questions or concerns about McKesson's IP, contact the Law Department or check the relevant IP policies for guidance.



## Proper Use of Company Technology

We each have a responsibility to use our company's network, computer, and communications systems ethically and legally. While occasional personal use of these systems is permitted, our usage must be appropriate and not interfere with our daily work. To the extent permitted by local law, McKesson reserves the right to monitor our access and use of all company systems. Therefore, you should not expect any privacy or confidentiality when accessing or using company systems.

### 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.*



We should secure all confidential data using good judgment in order to protect it from theft or loss. Confidential data may be stored on McKesson devices, our own personal devices, or held or processed by third parties on our behalf. 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.

For more information, please see the Enterprise [\*\*Information Security\*\*](#) policies.

## Electronic Activity and Social Media

We respect the legal rights of our employees and contingent workers to use social media. McKesson has developed a Policy which applies to use of social media and other online activities that are not part of your official job duties. In general, we may use our personal time however we see fit. However, activities in or outside work that affect your McKesson job performance, the performance of other McKesson employees or contingent workers, or McKesson's reputation and business interests are proper areas of concern for McKesson, and may be subject to McKesson policies.

Corporate Communications governs official McKesson-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 McKesson with securities analysts, investors, or other market professionals. For more information, check with your country HR department for the relevant [\*\*Social Media Policy\*\*](#).

## **Responding to Inquires from the Press and Others**

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

Any inquiries from the media or the public should be immediately forwarded to the Vice President, Corporate Communications, or your local HR 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 the Vice President, Investor Relations, or your local HR department.

## **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 McKesson and our shareholders to the greatest extent possible. McKesson 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 Business Unit Compliance Officer or Law Department for waiver approvals from the Chief Compliance Officer or Board.



## **McKesson Integrity Line**

<b>Country</b>	<b>ITFS Number</b>
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Bermuda	1-866-737-6850
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Canada (English)	1-877-625-4625
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Canada (French)	1-855-350-9393
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China (Northern)	10-800-712-1239
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China (Southern)	10-800-120-1239
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France	0800-902500
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India	000-800-100-1071
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India	000-800-001-6112
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Ireland	1-800-615403
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Israel	1-80-9214405
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Luxembourg	800-2-1157
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Malaysia	1-800-80-8641
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Netherlands	0800-0226174
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Singapore	800-1204201
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Slovakia	0800-001-544
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Taiwan	00801-13-7956
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United Kingdom	08-000328483
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United States	1-877-625-4625
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Created April 2013



**BUSINESS  
CARE  
CONNECTIVITY**