

The Proper Purpose of a Code of Conduct

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The Proper Purpose of a Code of Conduct

Defining the purpose of your Code

Who is your audience?

What messages do you want to convey?

What do you want to achieve?

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Who is your audience?

Employees

DOJ, SEC and other regulators

Investors (including green investors)

Suppliers (and other 3rd parties)

NGOs (non-governmental organizations)

Other?

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Know your employee base

Numbers, geography and languages

What kind of work they do / work schedules

Likely compliance / ethical issues they face

Education / reading level

Culture / background

Where do they live? What do they wear?

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Advice: Get out of the office!

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Designing your Code

Subject matters to cover

Rule-based, value-based or both?

How to organize: Topic? Values? Behavior?

How many codes?

- Global code? Each business unit? Each country?
- Corporate or subsidiary branded?

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FCX – where we came out

- Purpose
- Based on both rules and values
- Topics and organization
- One global code / subsidiary branded
- New focus on values

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Our Principles of Business Conduct

- Compliance with the PBC
- Questions about the PBC

Our Compliance Responsibilities

- Reporting possible violations
- Resolving & Investigating Concerns
- No Retaliation

Our Company

- Accurate Books & Records
- Confidential Information & IP
- Respect for IP Rights of Others
- Protecting Company Assets
- Conflicts of Interest

Our Market

- Fair Competition
- Corporate Communications
- Insider Trading
- Trade Restrictions

Our Workplace

- Health and Safety
- Fair Treatment of Employees
- Drug and Alcohol Abuse
- Employee Privacy - Personal Activities
- Workplace Violence & Site Security

Our Community

- Environmental Obligations
- Human Rights
- Social Responsibility & Community
- Fighting Corruption & Bribery
- Political Activities and Contributions

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Susan A. Roberts

Bausch + Lomb

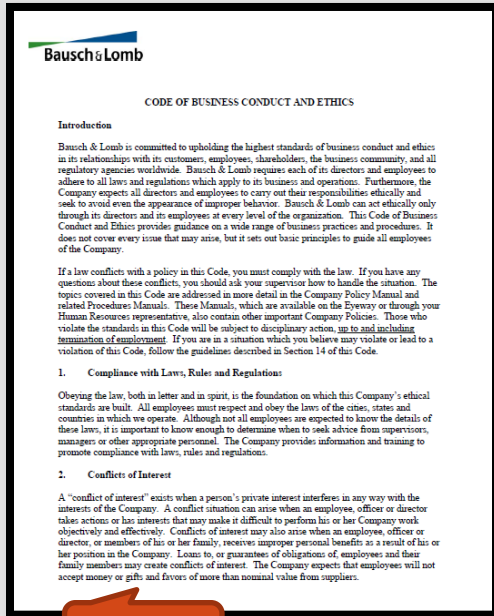
Executive Vice President and
Chief Compliance Officer

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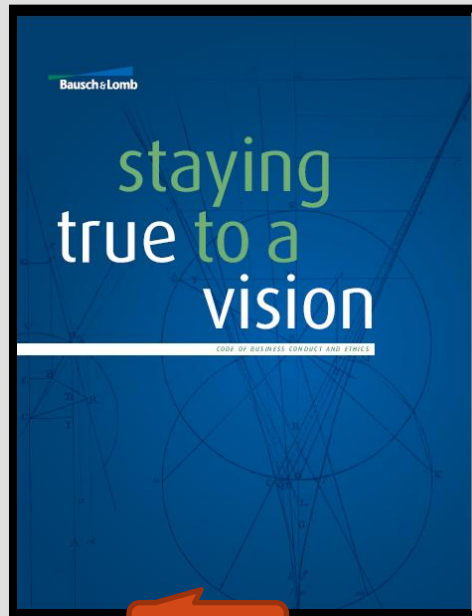
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2006



2008



2013

As your Company evolves, so should your Code of Conduct...

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An effective Code will:

- Fulfill legal requirements (FSG, NYSE, SOX, Dodd-Frank et al)
- Educate employees about company's expectations, values and standards to guide employee behavior
- Raise awareness about key compliance and ethics risks and associated company policies
- Encourage employees to seek guidance and report concerns and provide means in which to do so
- Communicate to external stakeholders the company's commitment to ethical and legal conduct
- Unify your organization

The Proper Purpose of a Code of Conduct is to meet business needs.

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What was important to us? We wanted our code to:

- Be relevant and engaging
- Reflect our company's history, culture, aspirations, core values
- Be as short as possible
- Be a professional, eye-catching publication
- Be reader friendly, no legalese, warm, inclusive, easy to access and reference
- Clearly communicate resources available to employees
- Provide guidance and encourage employees to ask questions and raise concerns
- Explain not just "what" but "why"
- Inspire pride in the organization
- Clearly tie compliance with the Code and ethical behavior to business success

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Consider using employee focus groups -

- Confirms that the Code is relevant and applicable
- Employees have great ideas that can significantly improve the Code
- Avoids “open revolt”
- Creates Code of Conduct champions and ambassadors
- Creates teachable moments to correct misconceptions and clarify existing policies and procedures
- Gives you the opportunity to interact and develop relationships with employees at sites and levels with whom you may not otherwise work
- Depending on how you conduct the session, it may constitute employee training
- Allow you to say that you wrote the Code together

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Bausch + Lomb
is not just any company.
It's our company.

We measure our success
not just by the bottom line,
but by the difference
we make in the world.

Why Ask Questions, Raise Concerns or Report Misconduct?

Doing so is critical to our success because it helps us:

- » prevent and correct illegal or unethical conduct
- » improve operations and avoid disruption to our business
- » maintain a safe, healthy, respectful and productive workplace
- » foster open communications and resolve workplace problems quickly
- » ensure our financial reports are accurate and complete; and protect those who use our products.

you
make a difference
Good things happen when employees get involved.

Bausch + Lomb Ethics Line
Call
1-888-461-4433
toll-free
www.bauschethicsline.com

Bausch + Lomb is a company that is committed to ethical behavior. We are committed to providing a safe, healthy, respectful and productive workplace for all our employees.

Bausch + Lomb's Ethics Line

- » Toll-free, 24-hour, confidential service for questions, concerns or reports of misconduct
- » Services are provided by an independent third party capable of receiving reports in any language
- » Available 24 hours a day, 7 days a week
- » Confidential and, if desired, anonymous
- » Calls are never transferred; reports are never sent to or shared with legal counsel partners

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Global Locations

Home | BA | Business Practices | Policies & Procedures | Employee Connection | People | ESG & Law | Tools | myT | Help | Press | Investor | Bausch.com

Corporate Governance Documents

Code of Business Conduct and Ethics
Our Commitment to an Ethical Culture
Reporting Financial, Accounting, & Auditing Concerns
Declaration Pursuant to California Health & Safety Code (153402.1)
List of Officers
Board of Directors

The Bausch + Lomb Code of Business Conduct and Ethics is specifically designed to provide practical ethical and legal guidance, and also to build a global consensus about what our company stands for and what it means to be a Bausch + Lomb employee.

To draft this code, we reached out to hundreds of employees at all levels in the organization – from every department, business unit and virtually every country in which we operate – to obtain their views about what our code should say and how we should say it.

This is what makes our code special. Not one word was placed in this document by an outside consultant or law firm. Instead, we wrote it together with the intent to express clearly the principles by which we will conduct our business.

For more than 150 years, our company has enhanced the lives of millions of people around the world. We are committed to continuing this great tradition by living up to the standards we have set for ourselves in our code and establishing an uncompromising commitment to integrity by everyone, everyday, everywhere.

Languages

English	Japanese
Bulgarian	Korean
Chinese (Simplified)	Polish
Chinese (Traditional)	Portuguese (Brazilian)
Czech	Portuguese
Dutch	Russian
French (Canadian)	Spanish (Castilian)
French	Spanish (Latin America)
German	Svenska
Greek	Tai
Hungarian	Turkish
Italian	

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Safari, Mail, Videos, Music

The 'Bausch + Lomb' app icon is circled in red.

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