



CODE OF HONOR

**Our Standards & Guidelines
for Ethical Conduct**



Introduction



Fellow Teammates,

Here at Owens & Minor, we know that Life Takes Care™, and our commitment to doing business the right way and acting with integrity has long been a major point of pride. This commitment is our promise to our customers, our communities, and ourselves that each and every Owens & Minor Teammate is accountable for following the laws, ethical practices, and compliance guidelines that govern our industry, regardless of your position in the Company.

The work we do is vital to healthcare and touches countless lives, making it critical that Owens & Minor Teammates and business partners are aware of these standards and of their importance for the work we do each day. The purpose of the Owens & Minor Code of Honor is to provide you with guidance, resources, and support on meeting our professional, legal, and ethical obligations, including instances where ethics or compliance concerns could show up in everyday situations.

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 IDEAL Values and the Code of Honor will ensure Owens & Minor continues its rich history as a trusted partner to our customers and a leader in our industry.

Healthcare compliance is complex, so as you review the Code of Honor, keep in mind that there are many resources to answer your questions or provide assistance in any situation that you encounter. Thank you for your commitment to Owens & Minor and our Code of Honor.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ed Pesicka', written over a light blue horizontal line.

Edward A. Pesicka

President and CEO, Owens & Minor

About Owens & Minor

Owens & Minor, Inc. ([NYSE: OMI](#)) is a Fortune 500 global healthcare solutions Company providing essential products and services that support care from the hospital to the home.

For over 140 years, Owens & Minor and its affiliated brands, Apria®, Byram®, and HALYARD*, have helped to make each day better for the patients, providers, and communities we serve.

Powered by more than 20,000 Teammates worldwide, Owens & Minor delivers comfort and confidence behind the scenes so healthcare stays at the forefront. Owens & Minor exists because every day, everywhere, Life Takes Care™.

Our Purpose

Our Purpose is *Life Takes Care*™. More than a motto or tagline, *Life Takes Care* is the timeless north star that guides our day-to-day decision-making as well as our long-term strategic aspirations. It defines who we are and why Owens & Minor exists in the world.

Mission

Owens & Minor's Mission is Empowering Our Customers to Advance Healthcare™. Thank you for your commitment to Owens & Minor and our Code of Honor.

Values

Our shared IDEAL Values—Integrity, Development, Excellence, Accountability, and Listening—are who we are at our best and serve to help guide our daily interactions.

*Registered Trademark or Trademark of O&M Halyard or its affiliates.

Our Code of Honor

Why does Owens & Minor have a Code of Honor?

The Code of Honor (sometimes referred to as the “Code”) demonstrates 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 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 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 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 the Ethics, Compliance, & Privacy team, the General Counsel, or an attorney in the Legal Department when in doubt about the best course of action in a particular situation. All requests will be kept confidential to the greatest extent possible.

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 or other Corporate Policies?
- What would your manager, colleagues, or family members think about the issue?
- How would the issue look if reported in the news?
- 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, the Company will not tolerate retaliation against anyone for reporting a suspected Code violation in good faith, and reports can be made anonymously.

If you have any doubts about compliance, you are strongly encouraged to seek advice from your manager, the Ethics, Compliance, & Privacy department, the General Counsel, or an 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. We need everyone to say something when they see something.

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. Anyone who retaliates against individuals who report suspected misconduct will be subject to disciplinary action up to and including termination of employment. If you suspect you or another Teammate has been retaliated against for reporting a compliance issue, contact the Ethics, Compliance, & Privacy department, the General Counsel, or call the Ethics and Compliance hotline as described in the next section.

What are the procedures for reporting a suspected Code violation?

The Company has an Ethics and Compliance Hotline and Website available on a twenty-four hour, seven days-a-week basis, both of which are managed by an outside third-party vendor. These resources provide the opportunity to anonymously report incidents involving suspected improper, illegal, or discriminatory conduct. You are also encouraged to contact the Ethics, Compliance, & Privacy Department or the General Counsel if you have any concerns. Your communications will be treated confidentially to the greatest extent possible. 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. 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:

Our Code of Honor

Owens & Minor Ethics Hotline

By phone:
(866) 293-2599

By internet:
www.omicodeofhonor.com

By email:
GM-CodeOfHonor@owens-minor.com

Corporate Mail Address

Owens & Minor General Counsel
Owens & Minor, Inc.

10900 Nuckols Road
Suite 400
Glen Allen, VA 23060

**Corporate Phone Number (ask
for the Compliance Department)**
(804) 723-7000

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 and outside legal counsel for further investigation. Complaints relating to matters other than accounting and financial controls will be referred to the Ethics, Compliance, & Privacy Department and 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. The Company will take appropriate action to address any improper conduct or Code violation identified in the course of an investigation. Every report is investigated, and the Audit Committee confidentially reviews all investigation results quarterly to ensure proper procedures were followed in the investigation and disposition of each report.

If you do find yourself involved in an investigation, the following guidelines will help you do the right thing:

- You have an obligation to cooperate during the investigation.
- Be honest and forthright.
- Do not discuss an investigation with other Teammates. It's important that we respect Teammate confidentiality as well as the nature of the investigation.
- Any records associated with an investigation, including notes, email, or other files, may need to be retained. The investigator will let you know if any data needs to be protected or placed on litigation hold.

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 and 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 into trouble by reporting my concern?

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. 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.

While not inclusive of all the laws and regulations to which Owens & Minor is subject, the following list highlights those that are significant to note. Each Teammate is responsible for being familiar with the Code and regulations that apply to their business function.

Anti-Bribery/Anti-Corruption Laws

- **Foreign Corrupt Practices Act (FCPA):** The FCPA makes it unlawful for certain classes of persons and entities to make payments to foreign government officials to assist in obtaining or retaining business. It applies to all U.S. persons and certain foreign issuers of securities, as well as to foreign firms and persons who cause, directly or through agents, an act in furtherance of such a corrupt payment to take place within the territory of the United States.
- **United Kingdom (UK) Bribery Act:** The UK Bribery Act makes it illegal for a UK national or person located in the UK to pay or receive a bribe, either directly or indirectly, to induce a person to perform a relevant function improperly. This also includes attempting to use a bribe to influence a foreign public official to obtain a business advantage and failing to prevent bribery.

Health and Human Services Fraud, Waste, and Abuse Standards

- **Anti-Kickback Statute (AKS):** The Federal Anti-Kickback Statute prohibits the payment or transfer of anything of value by a person or Company in exchange for purchasing healthcare goods or services that are covered by Medicare or Medicaid. Under the AKS, anything of value may include cash or cash equivalents as well as reductions in price, discounts, or other rebates that are given in exchange for referrals or recommendations.

The U.S. government has established certain Safe Harbors to permit reasonable business arrangements in healthcare that might otherwise violate the AKS. Safe Harbors have precise requirements, and any transactions with healthcare providers must be reviewed by the Owens & Minor Legal Department before execution.

- **False Claims Act (FCA):** The Federal False Claims Act prohibits a person or Company from submitting or causing to be submitted to the U.S. government a false or fraudulent claim for payment. This includes claims for payment under federal healthcare programs, including Medicare and Medicaid. Penalties for violation of the FCA are severe and include significant fines and possible exclusion from participation in federal healthcare programs.

Liability under the FCA may be based on providing claims for goods or services that were never furnished or for those that were not necessary. FCA liability may also be based on goods or services that were provided in connection with a kickback provided to a healthcare provider.

- **Physician Self-Referral Law:** The Ethics in Patient Referrals Act—commonly known as the “Stark Law”—is a federal strict liability statute that prohibits physicians from referring patients to healthcare entities with which the physician has a financial relationship unless an exception applies. These types of referrals are commonly known as “self-referrals.” Sanctions for violating the Stark Law can include denial of payment, civil monetary penalties, and exclusion from federal healthcare programs (e.g., Medicare and Medicaid).

Compliance with Laws

Due to the broad scope of the Stark Law's prohibition on self-referrals, it is necessary for healthcare entities to structure most financial relationships with referring physicians to comply with an "exception." Exceptions to the Stark Law generally require healthcare entities to reduce compensation arrangements with referring physicians to a signed, written agreement. Further, all compensation exchanged with referring physicians must be fair market value, commercially reasonable, and cannot vary based upon the volume or value of referrals made by the physician to the healthcare entity. The Stark Law is highly complex, and Teammates must consult the Legal Department before entering into any arrangement with a physician.

Other Applicable Regulations and Requirements

- **Deficit Reduction Act (DRA):** The Deficit Reduction Act of 2005, section 6032, requires healthcare entities receiving a certain amount in Medicaid funds to provide False Claims Act training and education to Teammates. Owens & Minor is committed to meeting the requirements of the DRA and to preventing and detecting any fraud, waste, or abuse. All Teammates must comply with applicable federal and state laws and Owens & Minor policies and procedures for detecting and preventing fraud, waste, and abuse.
- **Government Investigations and Requests for Information:** Government agencies, regulatory organizations, and their authorized agents may, from time to time, conduct surveys or request information about Owens & Minor, the patients we serve, or our suppliers. Owens & Minor responds to federal, state, and local government requests for information in a timely and cooperative manner while preserving our organization's legal rights. All regulatory inquiries concerning the Company should be sent to GM-CodeOfHonor@owens-minor.com. Teammates should not take it upon themselves to respond directly to requests for information.

Regulatory inquiries may be received by mail, email, telephone, or personal visit. In the case of a personal visit, there may be a demand for immediate production or inspection of documents. If you receive such an inquiry or demand, you should immediately contact the Legal Department. Teammates should always respond that Owens & Minor intends to cooperate but that the matter must first be discussed with Legal Counsel.

Compliance with Laws

- **Medicare Parts B, C, and D Regulations and Guidelines:** The Company is committed to ensuring that all Medicare Parts B, C, and D services provided by, or on behalf of, the Company are in compliance with all applicable laws, regulations, and guidelines, including those compliance program guidelines issued by the Centers for Medicare & Medicaid Services (CMS). The Company has implemented mechanisms to monitor the compliance of its subcontracted downstream providers and related entities.

If you become aware of or suspect conduct by Teammates (or employees of the Company's downstream entities or related entities) that may violate Medicare regulations, including the CMS guidelines, please contact your manager, the Ethics, Compliance, & Privacy Department, the Hotline, or the Legal Department to report such concerns.

- **Open Payments:** Open Payments is a national program that makes financial relationships between the healthcare industry and healthcare providers public. The program was created by the Affordable Care Act to increase transparency and accountability in the healthcare system.

The Open Payments database includes information about payments made by drug and medical device companies to healthcare providers. These payments can include research, meals, travel, gifts, or speaking fees. The database is publicly accessible and can be searched by individual healthcare providers or teaching hospitals.

- **Screening of Ineligible Persons:** The Company must meet certain regulatory requirements related to employment of individuals who have been excluded from participation in federal healthcare programs. To ensure these requirements are satisfied, Owens & Minor will conduct routine and customary criminal background checks and exclusion checks on prospective and current Teammates and third-party vendors.

Compliance with Laws

As part of this process, the Company will confirm that no Teammates or third-party vendors have been sanctioned and/or excluded from participation in any federal healthcare program. The checks may include criminal background checks, the OIG's list of excluded individuals/entities, the GSA's list of barred contractors/vendors, and any applicable state Medicaid program exclusion lists. Owens & Minor will not employ or contract with individuals or entities when a background check or investigation determines that the individual or entity has been convicted of any applicable felony criminal offense in the past five years or has been sanctioned and/or excluded from any federal healthcare program.

All employment applicants are required to disclose at the time of application any criminal convictions, sanctions, and/or exclusions from any federal healthcare program. Additionally, Teammates have an ongoing duty to notify the Company immediately if they are convicted or excluded.

- **State Laws:** In addition to federal laws, some individual states impose additional laws to regulate healthcare companies. Several states have their own standards for tracking payments to physicians, anti-kickback statutes that apply to non-government payers, false claims, confidentiality, and disclosure laws. Additionally, state specific licensure laws must be followed.

Workplace Conduct

Diversity in the workplace: equal opportunity employment

Each Teammate 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.

Owens & Minor 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 (e.g., 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 comments, actions, jokes, or insults
- Distributing or displaying offensive material, including inappropriate pictures, cartoons, or internet videos

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

Workplace Conduct

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. Alternatively, you can contact the Safety and Health department by emailing GM-SAFETY@owens-minor.com.

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.

Nothing in this Code of Honor shall prohibit or impede anyone from communicating, cooperating, or filing a complaint with any U.S. federal, state, or local governmental or law enforcement branch, agency, or entity (each, a “Governmental Entity”) with respect to possible violations of any U.S. federal, state, or local law or regulation. Nor shall it prevent anyone from making disclosures to any Governmental Entity that are protected under the whistleblower provisions of any such law or regulation, provided that, in each case, such communications and disclosures are consistent with applicable law.

You do not need the prior authorization of (or to give notice to) the Company regarding any such communication or disclosure. The Code also does not limit anyone’s right to receive an award for information provided to any federal, state, or local government agency or self-regulatory organization or to engage in any future activities protected under whistleblower statutes.

Additionally, an individual shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made in confidence to a federal, state, or local government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law. This protection also applies to any disclosure made in a complaint or other document filed in a lawsuit or proceeding, provided such filing is made under seal.

An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the individual’s attorney and use the trade secret information in the court proceeding, provided the individual files any document containing the trade secret under seal and does not disclose the trade secret, except pursuant to court order.

Notwithstanding the foregoing, no individual is authorized to disclose any information covered by the Company’s attorney-client privilege or the Company’s attorney work product without prior written consent of the Company’s General Counsel or another officer designated by the Company. Such disclosure is only permitted if otherwise allowed pursuant to 17 CFR 205.3(d)(2), applicable state attorney conduct rules, or applicable law or court order.

Workplace Conduct

Data privacy

We respect the data privacy rights of Teammates, directors, and other third parties, 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 policies.

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 Global Data Privacy Policy.

In addition to global data privacy requirements, parts of our business are also subject to the Health Insurance Portability and Accountability Act (HIPAA) of 1996. HIPAA and its implementing regulations are designed to protect the privacy and security of individuals' protected health information (PHI). HIPAA applies to (i) certain healthcare providers, health plans, and healthcare clearinghouses (defined as "covered entities") and (ii) persons and entities that create, receive, maintain, or transmit PHI on behalf of a covered entity (defined as "business associates"). Owens & Minor may be considered both a covered entity and a business associate. The HIPAA Privacy Rule limits how covered entities and business associates can use and disclose PHI. The HIPAA Privacy Rule also provides individuals with certain rights with respect to their PHI, such as the right to access PHI and the right to request an amendment to PHI. The HIPAA Security Rule requires covered entities and business associates to implement appropriate administrative, physical, and technical safeguards to ensure the confidentiality, integrity, and security of electronic PHI. The HIPAA Breach Notification Rule requires covered entities to notify individuals, the government, and, in some cases, the media if there is a breach of unsecured PHI. HIPAA violations may result in civil monetary penalties and criminal liability as well as reputational harm.

For any questions related to global privacy or HIPAA, please contact GM-Privacy@owens-minor.com. Byram Teammates should contact Privacy@byramhealthcare.com.

Owens & Minor seeks to maintain Teammate 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 Global Data Privacy Policy. The Company may monitor communications and computer systems, or access them, for example, to ensure the integrity of the technology, to protect against fraud and abuse, to detect unauthorized access or use, and for other permitted purposes.

Q/A

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?

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?

Q/A

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?

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 Ethics, Compliance, & Privacy Department at GM-CodeofHonor@owens-minor.com, or an 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 Company's Chief Human Resources Officer in consultation with your supervisor. In the case of executive officers, this determination is made by the Audit Committee of the Board of Directors.

Teammates must disclose, in writing, all of their outside activities, financial interests, or relationships that may either present a conflict or present the appearance of a conflict. Your confidential disclosure can be made to GM-CodeOfHonor@owens-minor.com, and the compliance team will schedule time to further discuss the potential conflict.

Conducting Business with Our Customers, Patients, Healthcare Providers, and 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 confidential information, misrepresentation of material facts, or any other intentional unfair dealing practice.

Agreements and conduct that unfairly restrict competition may be illegal under federal or state competition or anti-trust laws. 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 associations 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 Ethics, Compliance, & Privacy Department at GM-CodeofHonor@owens-minor.com, or an attorney in the Legal Department if you ever have questions about proper behavior at trade associations or other meetings where competitors are present.

Product quality and regulatory compliance

Delivering safe and effective products and services is a key driver in our Mission of Empowering Customers to Advance Healthcare. Our manufacturing and supply chain Teammates follow strict guidelines, which are essential in protecting our reputation and profitability.

We are responsible for:

- Producing products and providing services that conform to O&M's Global Quality Management System
- Complying with all applicable laws, regulations, policies, and guidelines that govern our products and services
- Ensuring we are fully trained and comply with departmental Standard Operating Procedures (SOPs) and guidelines
- Raising quality issues to your manager and/or appropriate quality Teammate

Conducting Business with Our Customers, Patients, Healthcare Providers, and Suppliers

- Reporting all product complaints to Post Market Surveillance within two (2) business days
- Email: Complaints@owens-minor.com
- Website: [Quality Intranet Site](#)
- Phone: 844-425-9369
- Marketing products that have appropriate approval or clearance by relevant local regulatory bodies, such as the U.S. Food and Drug Administration (“FDA”)

For more information related to our Quality and Regulatory Affairs function, please contact: CSInfoRequest@owens-minor.com.

Giving and receiving gifts and entertainment

Gifts and payments that may be permitted in other industries are strictly prohibited in healthcare. For example, in the U.S., The Federal The Anti-Kickback Statute (AKS) prohibits the exchange of anything of value to induce or reward referrals for items or services reimbursable by federal health care programs, like Medicare or Medicaid. For more information, please refer to the applicable healthcare professional interaction policy for your division 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.

Conducting business with our customers and suppliers

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.

- Outside of the United States, unsolicited gifts given at holiday time that create no sense of obligation on the part of the customer, provided that the retail value of the gift is nominal

Conducting Business with Our Customers, Patients, Healthcare Providers, and Suppliers

- 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
- Gifts provided to an Owens & Minor Teammate from a customer or supplier may be accepted if the gift is of nominal value and are not given for the purpose of securing favorable business treatment. Additional restrictions could apply based on location or division. For questions, please contact GM-CodeOfHonor@owens-minor.com

If you are offered or receive anything of value that is arguably beyond what is permitted by the Code of Honor, Company policy, or that you believe may be an attempt to improperly influence the performance of your duties, you should immediately report this to your supervisor, the Ethics, Compliance, & Privacy Department at GM-CodeofHonor@owens-minor.com, 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.

Payments to customers or suppliers, government officials or others

Owens & Minor strictly complies with all anti-bribery and anti-corruption laws that prohibit the provision 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, 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 and Anti-Bribery Policy for additional information on our standards and requirements with respect to the conduct of business outside of the United States.

Conducting Business with Our Customers, Patients, Healthcare Providers, and Suppliers

A violation of any anti-bribery or anti-corruption laws is a serious offense that 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 as well as suppliers, manufacturers, and other third parties who provide rebates, discounts, or other pricing options that must be approved by Legal and Compliance prior to offering or accepting the terms. See the Compliance with Laws section of this document for a definition of the laws that may impact the Company.

Political contributions

Owens & Minor has made a commitment to build a strong government relations presence consistent with our leading role in working with federal and state officials to secure a resilient healthcare supply chain and to keep patients healthy at home. Owens & Minor is committed to being an industry thought leader for Members of Congress and other government officials and to developing relationships with those officials that will benefit us in policymaking and contracting—both now and in the future. The Owens & Minor Political Action Committee (PAC) is not a partisan enterprise—the purpose of the PAC is not to support one party over another but to promote our business. Funds contributed to the O&M PAC will be used to make contributions to candidates at the federal, state, and local levels as permitted by law. To oversee the PAC and ensure it supports our objectives, we have established a Governing Board with oversight from senior leaders.

As an individual, you may also contribute to candidates or a party of your choice, but no director or Teammate will be reimbursed or compensated for any such personal contributions unless those contributions are part of the O&M PAC.

Environmental, Social Compliance, and Governance (ESG)

Since our founding in 1882, Owens & Minor has remained committed to our Teammates, our customers, and the communities where we conduct business. We recognize the need to identify, prioritize, and manage ESG impacts from our operations. We developed a framework to align ESG risks and opportunities with our overall business strategy. Our ESG Framework forms the basis of our program, integrating the priorities identified into key aspects of our operation. This framework is grounded in our Mission and emphasizes the importance of incorporating ESG commitments into our culture and values. More information can be found on the [ESG program website](#).

Q/A

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?

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?

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 dinner, where we discuss business matters, among other things. Is this acceptable?

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?

Q/A

- Q.** One of our vendor partners has invited me and some other Teammates to a racetrack event. The event includes driving a race car, a hat and jacket, and pit passes for everyone. Can I take my team?



Integrity Of Our Business and Accounting Practices

Personal use of business 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.

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 work-issued laptops and desktops, 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 Security Policy.

Integrity Of Our Business and Accounting Practices

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 Chief Information Officer. 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.

Artificial Intelligence

Teammates must comply with all applicable laws and regulations governing the use of artificial intelligence (AI), including privacy, intellectual property, and anti-discrimination laws. Owens & Minor has established an Artificial Intelligence Use Policy that all Teammates must follow. The AI Use policy provides guidelines on AI usage at Owens & Minor. These guidelines include, but are not limited to, the following:

- Teammates should only use approved AI applications
- When using approved applications, the policy further provides Teammates guidance on:
 - How AI technology should be used at the Company
 - Prohibited uses of AI
 - Appropriate human review before an AI-produced document or application can be deployed

Existing procurement procedures require that Compliance & Privacy, IT Security, and Procurement review and approve new technology. AI technology must follow existing policy, including Legal review requirements.

All Teammates must remember that proprietary and confidential information owned by Owens & Minor, as well as all personally identifiable information (such as Protected Health Information), must be safeguarded.

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

Integrity Of Our Business and Accounting Practices

- 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.

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.

Integrity Of Our Business and Accounting Practices

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. 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 about the Company 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:

- 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

Integrity Of Our Business and Accounting Practices

- 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. 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?

TABLE OF CONTENTS

Q/A

- 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?



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