

# Supplier Code of Conduct

January 2017

This Supplier Code of Conduct (“Code”) sets forth the principles and standards of conduct that Brookdale Senior Living, Inc. (Brookdale) expects supplier, their employees, subcontractors, and sub-suppliers to meet during the provision of goods and services to Brookdale. To support compliance with this Code, suppliers shall ensure that the Code is shared with all individuals assigned to perform work for or on behalf of Brookdale, and that all Brookdale-related tasks are executed by individuals with the skills, expertise, and certifications necessary to uphold the principles and meet the standards of the Code.

## TO ALL CONTRACTORS, CONSULTANTS, SUPPLIERS, AND VENDORS

Brookdale Senior Living, Inc. (Brookdale) is committed to enriching lives every day. To that end, we strive to ensure each business decision is aligned with our mission and our commitment to operate with high ethical standards. Achieving this mission is not only important to who we are as a company, individuals, and how we manage our business internally; but also in how we work with vendors, consultants, contractors, partners, governments, and any company and/or person doing business with Brookdale (collectively referred to as “suppliers”).

We have established company policies, procedures, and overall standards including ethical business practices and regulatory compliance with applicable laws and regulations. These standards apply to all Brookdale associates; and similarly, we fully expect all suppliers to embrace and share this commitment to integrity by complying with our Supplier Code of Conduct (also referred to as “Brookdale’s Supplier Code of Conduct,” “Code,” “Supplier Code,” and “Code of Conduct”).

Brookdale’s Supplier Code of Conduct sets forth the principles and standards of conduct that suppliers, as well as their employees, subcontractors, and sub-suppliers must adhere to as they provide goods and services to Brookdale. Suppliers are to ensure the following:

- The Brookdale Supplier Code of Conduct is shared with individuals assigned to perform work for or on behalf of Brookdale;
- Any work performed for or on behalf of Brookdale is done in full compliance with the Supplier Code, all applicable laws and regulations, and in accordance with the highest standards of ethical business conduct; and,
- All work performed for or on behalf of Brookdale is done by trained individuals with the skills, expertise, and certifications necessary to complete the job in a safe and compliant manner.

While Brookdale suppliers are expected to self-monitor with our Code of Conduct, Brookdale may audit or require suppliers to demonstrate and/or confirm compliance. Suppliers must promptly notify their Brookdale contact (or a member of Brookdale management) if/when any situation develops causing them to operate in violation of the Supplier Code of Conduct. Suppliers may also call Brookdale’s Compliance Helpline at ??? with questions on compliance or ethics issues, to report activities they believe may be illegal or unethical, or to raise concerns about questionable issues. The Helpline is available 24 hours a day, 7 days per week, and suppliers may call anonymously.

Compliance with Brookdale’s Supplier Code of Conduct, and attending Brookdale-sponsored training on the Supplier Code of Conduct, is required in addition to any other obligations in any agreement and/or contract a supplier may have with Brookdale. Failure to comply with the expectations set forth in the Code may result in termination of a supplier, individual(s) associated with a supplier, and/or contract.

We understand that a strong commitment to compliance and ethics is the foundation of a successful business; and we regard our supplier base as a critical and necessary extension of our mission, operations, and future success. We appreciate your commitment to making compliance and ethics a top priority as you work with Brookdale.

*Jennifer Nolan*

Vice President Procurement

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# STANDARDS OF CONDUCT

## HEALTH & SAFETY

The safety of the residents, employees, and suppliers is Brookdale's highest priority. Working safely and in compliance with all applicable safety rules, laws, standards, and procedures, including the Occupational Safety and Health Administration (OSHA) rules and regulations (or local equivalent), Health Insurance Portability and Accountability Act (HIPAA), State laws, Board of Pharmacy Laws, Medicare, Medicaid, with this Code of Conduct, and with any additional requirements from Brookdale, is a condition of engagement as a supplier to Brookdale.

Basic safety and health expectations and requirements are set forth below. Additional requirements specific to the work undertaken by a supplier may be specified in contractual language or by the supplier's Brookdale Procurement contact.

- **Public Safety:** Supplier shall identify and eliminate all potential public safety hazards associated with any activity, service or produce or equipment/tool deployed in the execution of a service for or on behalf of Brookdale. Where hazards cannot be eliminated, they shall be controlled to within acceptable regulatory limits and recognized industry best practices. Appropriate public engagement, communication, and access control shall be undertaken to ensure no hazard exposure not harm to the public.
- **Occupational Safety:** Supplier shall identify workforce exposure to safety hazards via risk assessments and job safety analysis. Hazards shall be eliminated or controlled through proper design, engineering, procedural controls, and ongoing safety training. Where hazards cannot be adequately controlled by these means, the workforce shall be provided with appropriate, well-maintained personal protective equipment ("PPE"). As critical partners in achieving zero workplace injuries, Brookdale contractors and supplier are encouraged to report near hits and are empowered and expected to stop the job if they observe work being performed in an unsafe manner by either a Brookdale employee, Brookdale contractor, or third party conducting Brookdale-related work, or working around a Brookdale facility.
- **Vehicle Safety:** Supplier shall ensure that all vehicles used and transportation activities undertaken in the execution of Brookdale business are compliant with applicable Department of Transportation ("DOT") and Department of Motor Vehicles ("DMV") regulations and codes. When operating a vehicle for Brookdale business, drivers shall carry a valid driver's license, comply with the state vehicle code and operate their vehicle safely at all times, including minimizing all distractions while driving and obeying all posted road regulations.
- **Industrial Hygiene:** Occupational hygiene and medical surveillance methods shall be implemented by supplier for all applicable work activities to identify, eliminate and/or control workforce exposure to chemical, biological, and physical agents and to provide ongoing monitoring and surveillance of affected personnel. Engineering or administrative controls shall

be used to control overexposures. When hazards cannot be adequately controlled by such means, the health of the workforce shall be protected by appropriate personal protective equipment (“PPE”) and programs.

**Report incidents, injuries, and property damage to Brookdale**

All occupational injuries and illnesses, injuries to non-employees, damage to property resulting from Brookdale business activities, and any unsafe conditions that cannot be safely corrected, are to immediately be reported to the supplier’s Brookdale Procurement contact or by contacting the 24-hour Brookdale Communities First Helpline at 888.888.4489.

**Report or discuss safety concerns**

To report or discuss a safety concern/issue, suppliers and contractors may also email [procurement@brookdale.com](mailto:procurement@brookdale.com).

- **Emergency Preparedness:** Suppliers shall identify potential emergency situations and events associated with the work or location of the work to be carried out for or on behalf of Brookdale and minimize potential impacts by implementing the following emergency plans and response procedures, where applicable: response equipment and PPE, emergency response reporting, workforce/public notification and evacuation procedures, emergency response training and drills, appropriate fire/emergency detection and suppression equipment, adequate exit or escape paths and recovery plans.
- **Fitness for Duty:** Suppliers shall have a process in place for determining if members of their workforce are safely able to perform the essential physical, psychological, and cognitive requirements of their job without risk to self, others or the environment, and to ensure that they are not impaired by drugs, alcohol, disabling medical conditions or fatigue. Suppliers must also comply with any other fitness-for-duty regulations that apply to the work being carried out for or on behalf of Brookdale, such as, but not limited to, those required by OSHA, HIPAA, Medicare, Medicaid, and anyone else.
- **Use of Drugs and Alcohol:** The use, possession, purchase, sale, or the offer to sell, transfer, provide or share illegal drugs during the execution of work for or on behalf of Brookdale, or while on Brookdale property, is prohibited, as is being in possession of, or under the influence of, medication prescribed for someone other than the prescribed patient. Suppliers are to inform their Brookdale Procurement contact if they suspect that any member of their workforce is taking prescription drugs, or over-the-counter medications, which could reasonably affect the ability to work safely or efficiently.  
Similarly, work for or on behalf of Brookdale must never be performed while under the influence of alcohol. Alcohol may not be consumed on Brookdale property or while working on behalf of Brookdale, including at meal times. Noncompliance with this requirement will result in the offending worker’s termination from a project and may result in termination of a supplier’s assignment with Brookdale. Exception: Executive Committee members and Vice President of

Procurement may authorize, in advance and in writing, the consumption of alcohol for special occasions or for certain business meetings as long as such use is limited and does not violate the other legal requirements, such as, but not limited to, those of the U.S. Department of Transportation OSHA, HIPAA, Medicare, or Medicaid. Brookdale-owned, leased, or rented vehicles may not be operated after consuming alcohol, even if consumption is permitted under the exception described above. Alcohol may not be transported in a Brookdale-owned, leased, or rented vehicle unless prior written consent is obtained from the appropriate Brookdale Procurement contact.

- **Weapons in the Workplace:** Unless written authorization to do so is formally obtained from Brookdale's, weapons shall not be brought onto, carried, stored, or used on Brookdale's owned, leased, or rented property or in a Brookdale-owned, leased, or rented vehicle, in a personal vehicle while on Brookdale business, or at a job site, whether performing Brookdale work or not. A "weapon" is a firearm, ammunition, explosive, or any other device or object that could be construed as a weapon. Weapons do not include tools that are used for legitimate business purposes.
- **Sanitation, Food, and Housing:** Where applicable, members of supplier's workforce shall be provided at a minimum, with ready access to clean toilet facilities, potable water, and to sanitary food preparation, storage, and eating facilities. Where dormitories are provided by the supplier or a labor agent, these shall be maintained to be clean and safe and provided with appropriate emergency egress, hot water for bathing and showering, adequate heat and ventilation, and reasonable personal space along with reasonable entry and exit privileges.

## ENVIRONMENTAL LEADERSHIP

Brookdale is committed to being an environmental leader and demonstrating this through its actions, including conducting its business in full compliance with the letter and spirit of all applicable environmental laws and regulations and operating in an environmentally sensitive manner consistent with its values and sustainability mission. Brookdale requires that suppliers operate in a similarly environmentally responsible manner, with management measures including the following:

- **Risk and Impact Identification and Management:** Supplier shall identify, inventory, and characterize any excessive emissions, releases, wastes, and natural resource use occurring during the course of operations performed for or on behalf of Brookdale. Processes shall be in place to identify, assess, mitigate, and manage potentially significant contingent risks and impacts to the health of Brookdale residents and Brookdale associates.
- **Compliance with Environmental Legal Requirements:** Supplier must carry out operations in full compliance with the letter and spirit of all applicable environmental laws, regulations, and standards. Supplier will also comply with any additional environmental requirements specific to the products or services being provided to Brookdale as called for in design and product specifications and contract documents.

- **Pollution Prevention and Resource Preservation:** Supplier shall identify and implement opportunities to reduce or eliminate waste and pollution at its source and to continually improve resource and materials use efficiency.

## SUPPLIER DIVERSITY

Brookdale is committed to being recognized as a Supplier Diversity leader committed to provide maximum practical business opportunities to women, minority, and service-disabled veteran-owned business enterprises (diverse business enterprises or “DBE”). Brookdale expects its suppliers to strive for the same, including, but not limited to mentoring DBE subcontractors or business solution partners, sharing expertise, systems, and tools with DBE subcontractors or business solution partners, seeking to integrate DBEs in different ways throughout their supply chain and seeking maximum DBE participation. By fully including DBEs in its supply chain Brookdale seeks to optimize innovation, provide better business solutions, promote community economic vitality, help to stimulate local job creation, and ensure that Brookdale’s supplier and extended supplier base closely mirrors that of its resident population. Brookdale does not use set-asides, preferences, or quotas in administering our Supplier Diversity program.

## LABOR ISSUES & HUMAN RIGHTS

Brookdale expects its suppliers to know and uphold the human rights of all workers, whether temporary or contract employees, and to treat all their workforce members with dignity and respect, providing them with safe and humane working conditions. Expectations including the following:

- **Freely chosen employment:** Supplier shall not use, or participate in the exploitation of workers, forced, or involuntary labor. All members of the workforce shall be free to leave the workplace or to terminate their employment at any time. No workforce member shall be required to surrender any government-issued identification, passports, or work permits as a condition of employment. All fees charged to the workforce shall be disclosed upon request and excessive fees are unacceptable.
- **Child Labor:** Supplier shall not employ any person under the minimum legal age for employment as prescribed by the relevant local authority, or under the age for completing compulsory education, whichever is greatest. Legitimate workplace apprenticeship programs, which comply with all laws and regulations, are supported. Workforce members under the age of 18 shall not perform work that may expose them to hazards.
- **Wages and Benefits:** Wage payments and benefits must comply with all applicable laws and regulations. Supplier shall inform their workforce members of the basis on which they are paid via pay stubs or similar documentation and in a timely manner. Deductions from wages as a disciplinary measure shall not be permitted.

- **Working Hours:** Supplier shall not require their workforce to work beyond daily and weekly work hour limits as defined and required by local, state/provincial and federal/national law.
- **Harassment and Discrimination:** Supplier shall not tolerate any form of harassment or discrimination. This includes behavior, comments, jokes, slurs, email messages, pictures, photographs, or other conduct that contributes to an intimidating or offensive environment such as bullying, initiation activities, or workplace hazing regardless of the other person's willingness to participate. Suppliers are to comply with applicable local, state/provincial, and federal/national legal requirements prohibiting conduct that could reasonably be construed as sexual in nature, or discrimination or harassment based on race, color, age, gender or gender identity, sexual orientation, ethnicity, genetic information, disability, pregnancy, religion, political affiliation, medical condition, veteran status, ancestry, union membership, or marital status. These, or any other non-job-related factors, shall not be used as grounds for discrimination in hiring and employment practices, including advancement, disciplinary decisions, benefits, training or general workplace conduct.
- **Workplace Violence:** Acts or threats of physical violence, intimidation, harassment or coercion, stalking, sabotage, or similar activities shall not be tolerated by a Brookdale Supplier. Engaging in acts of threat or violence will result in the termination of the offending worker and may result in the termination of the supplier's assignment and, or contract with Brookdale.
- **Humane Treatment:** Supplier shall ensure that all members of the workforce are treated with respect and that no use is made of corporal punishment, threats of violence, or other forms of physical coercion or harassment. Disciplinary policies and procedures in support of these requirements shall be clearly defined and communicated to workers.
- **Freedom of Association:** The rights of the workforce to associate freely, join or not join labor unions, seek representation and join worker's councils in accordance with local laws shall be respected and upheld by the supplier.
- **Non-reprisal:** Supplier shall ensure that their workforce is able to openly communicate and share grievances with management regarding working conditions and management practices without fear of reprisal, intimidation, or harassment.

## ETHICAL BUSINESS CONDUCT

Brookdale expects its suppliers to conduct business in accordance with the highest ethical standards, including adherence to the following:

- **Business Integrity:** Supplier shall prohibit all forms of bribery, corruption, extortion, and embezzlement.
- **Criminal and Civil Claims:** Supplier shall inform Brookdale of any recent, current, or pending criminal investigations or charges as well as any recent, current, or pending civil litigation against it or any of its employees so that Brookdale can assess its interest and the potential impacts of such investigations, claims, charges, or litigation.

- **Company Records and Disclosures:** Accurate records and disclosures are critical to Brookdale meeting its legal, financial, regulatory, and management obligations. Supplier shall ensure that facts are never misstated or material information omitted to Brookdale, and that all records, disclosures, and communications to Brookdale are full, fair, accurate, timely, and understandable. The true nature of any transaction shall never be hidden, altered, falsified, or disguised, nor any endorsements, approvals, or authorizing signatures for any payment forged. Records or disclosures known to be false or misleading shall not be submitted, entered, processed, or approved and shall be reported to supplier's Brookdale Procurement contact. [Refer also to *Records Retention* in the section on *General Management and Administration*].
- **Privacy:** Brookdale retains the right to monitor its assets and work environment to determine compliance with applicable federal, state, and local law. Supplier shall not expect privacy during use of Brookdale work space, computers, voicemail, or systems that create, access, transmit, or store information. Such information is accessible to Brookdale even if it is password-protected, deleted by the user or in a locked area.

In addition, privacy and information security laws and regulatory requirements must be complied with when personal information is collected, stored, processed, transmitted, and shared. Supplier shall meet reasonable expectations to protect the personal information of employees, suppliers, customer, and residents. Applicable requirements can be identified by emailing a request for information to [procurement@brookdale.com](mailto:procurement@brookdale.com).

- **Confidential Information and Intellectual Property:** Confidential and protected information is Brookdale proprietary or third-party information intended for use within Brookdale that, if disclosed to or modified by unauthorized individuals, could result in the risk of financial loss, productivity lost, or damage to Brookdale's reputation.

Confidential and protected information includes legal documents, contracts, proposals, information about a specific employee or customer (including name, address, Social Security number, phone numbers, contact names, and billing data), intellectual property, and trade secrets (e.g., competitive strategy, trading, investment, costs, supplier name/contract/pricing information, finance methods). Revealing confidential or protected information obtained while working for Brookdale is a violation of this Code of Conduct, Brookdale contractual requirements, and potentially the law. Suppliers shall report any suspected data breach immediately following detection to IT Compliance at [ITCompliance@brookdale.com](mailto:ITCompliance@brookdale.com).

Suppliers shall maintain and protect the confidentiality, integrity, and availability of information entrusted to it by Brookdale, except when disclosure is legally mandated or is authorized by Brookdale's Legal Department or Procurement Department. Applicable requirements can be identified by emailing a request for information to [procurement@brookdale.com](mailto:procurement@brookdale.com). Other related requirements include ensuring the following:

- Confidential or protected information is not shared with Brookdale competitors, and confidential or protected information is not used for personal gain or advantage, or

copied, or shared without appropriate approval. This obligation continues even after an assignment at Brookdale ends or a contractual obligation is fulfilled or terminated.

- Brookdale internal, confidential, or restricted information is not stored on a device that is not Brookdale owned.
- Documentation developed for Brookdale is labeled “Brookdale Confidential” in the footer of every document page.
- **Insider Trading:** Material nonpublic information acquired during the scope of a contract with Brookdale shall not be disclosed to make investment decisions concerning securities of Brookdale or another company. “Material” means information that a reasonable investor would consider important in making an investment decision. The securities law and Brookdale’s Insider Trading Policy prohibit trading while in possession of material nonpublic information and prohibit sharing this information with others to enable them to trade.
- **Endorsements:** Subject to exceptions approved by Brookdale’s Corporate Affairs department, Brookdale does not endorse products or services of the firms or individuals who supply them, and favoritism is not to be implied by testimonials or endorsements of Brookdale’s use of any materials, supplies, equipment or service, or by the use of its name in advertising, publicity, articles, or catalogs. Affiliation with Brookdale for the provision of a testimonial or event, product, or service endorsement shall not be used by supplier without approved form the Brookdale Procurement contact.
- **No Improper Advantage or Influence:** Bribes or other means of obtaining undue or improper advantage are not to be offered or accepted. Behaviors or actions that may negatively influence, or appear to influence, supply management decisions shall be avoided, as are any improper reciprocal agreements.
- **Responsible Procurement:** Suppliers shall take reasonable steps to ensure that products and services procured are from ethical sources and that sub-suppliers are aware of and comply with the principles of conduct in this code of conduct.

## CONFLICTS OF INTEREST

Brookdale expects its suppliers to exercise reasonable care and diligence to prevent any actions or conditions that could result in a conflict with Brookdale’s interests, the appearance a conflict of interest, or that may compromise the exercise of independent judgment during the execution of work for or on behalf of Brookdale:

- **Conflicting business interests:** While engaged in Brookdale-related work, suppliers shall not accept any employment or engage in any activity that creates a conflict of interest, or the appearance of a conflict of interest with Brookdale or in any way compromises the work that suppliers are contracted to perform on behalf of Brookdale. A conflict of interest can arise if actions are taken if there are interests that may make it difficult for a suppliers to perform Brookdale-related work objectively and effectively. Examples include, but are not limited to,

working with Brookdale competitors, state or federal surveyors, state or federal auditors, or businesses interested in entering into the Senior Living Solutions marketplace. Any potential conflicts shall be disclosed to supplier's Brookdale Procurement contact and written concurrence obtained that a stated supplier is allowed to remain in a situation that could be perceived as a conflict. Any questions about a conflict of interest should be raised with supplier's highest level Brookdale Procurement contact.

- **Close Personal Relationships:** Close personal relationships between supplier workforce members and Brookdale employees responsible for monitoring supplier's performance should be avoided in order not to compromise the exercise of independent judgment, or lead to claims of a conflict of interest sexual harassment. To avoid these problems and to foster a positive work environment, supplier shall promptly report to their Brookdale business contact any close personal relationships that result, or could result, in a conflict with this standard.
- **Gifts to Brookdale Employees:** Brookdale discourages suppliers from giving gifts to company employees, based accepting or giving a gift in a business setting can create a sense of obligation or the appearance of an obligation. A gift can be anything of value, including such items as an invitation or ticket to a sporting event or play, a non-business meal, a bottle of wine, a coffee cup, a free service, a special discount or an all-expense paid trip to a conference or trade show.

Similarly, Brookdale forbids its employees, as well as members of their immediate families, from accepting gifts from suppliers or similar business contacts doing business with or seeking to do business with Brookdale, unless all size of the following conditions are met:

- The value of the item is less than \$75 and the value of all gifts from the supplier during a 12 month period does not exceed \$75. A gift that exceeds either value must be approved by a Brookdale Executive Committee member. Any such gift to a Brookdale Executive Committee member must be approved by the Chief Executive Officer of Brookdale.
- The item is customer and does not create any appearance of impropriety.
- The item imposes no sense of obligation on the receiver.
- The item results in no special or favored treatment.
- The item could not be considered extravagant, excessive to too frequent considering all of the circumstances, including the Brookdale employee's ability to reciprocate at Brookdale's expense.
- The item is not concealed in any way.

Suppliers shall not give Brookdale employees gratuities of cash, gift cards redeemable for cash, or offer them loans, or payments under terms that are not available to the general public.

"Customer business meals" are not considered gifts. These are routine meals, similar in cost to Brookdale employees' meals when they entertain clients.

- **Gifts to Foreign Officials:** United States companies and their employees and agents doing business outside the United States are required to comply with the provisions of the Foreign

Corrupt Practices Act (FCPA). As such, no gift, money, entertainment, service, or other item of value may be promised to a foreign official, or the official's friends or family members, in connection with work with Brookdale. For purposes of the FCPS "foreign official" includes any officer, employee, candidate, agent, representative, official or de facto official of any non-U.S. government, military, government-owned, or affiliated company, or political party, or any public international organization. Even simple business courtesies such as meals, entertainment, or travel may be illegal under the FCPA or the laws of the host country. When doing business in a foreign country or with a representative of a foreign country, supplier must maintain detailed records of transaction involving Brookdale and any questions discussed with your Brookdale Procurement contact.

## ENGAGEMENT WITH EXTERNAL PARTIES

- **News Media:** No Supplier shall represent itself to the media as speaking on behalf of Brookdale unless expressly authorizes to do so by Brookdale's Corporate Communications Department. Any media inquiries shall be immediately referred to Brookdale Media Relations at 615-564-8666. This team is available 24 hours a day, seven days a week to act as the direct representative and liaison for Brookdale to the news media. If the media asks to speak with a Brookdale subject matter expert, Media Relations will determine how to respond on behalf of Brookdale.

In the case of an emergency, reporters arriving on the scene may try to gather information from any available source. If forced by the situation to respond to reporters, no attempt should be made to improvise an answer, to speculate, or to downplay the seriousness of the situation. All reporter inquiries must be directed to Brookdale Media Relations personnel, and, if they are not available, then to the 24-hour media telephone line (615-564-8666).

- **Public Officials:** In the ordinary course of business, suppliers may interact with government agencies and employees. However, interactions with government agencies, officials, and employees are often regulated by campaign finance, lobby disclosures, and government ethics laws. Before attempting to influence any election or government agency decisions, or before hiring or making any payment to a public official or employee on behalf of Brookdale, suppliers shall confer with Procurement at [procurement@brookdale.com](mailto:procurement@brookdale.com).
  - *Example 1:* A Supplier must obtain a routing city or county permit before beginning work for Brookdale and pay a fee to the appropriate local government agency. As long as the supplier follows the standard procedure and does not offer any gift (including a cup of coffee), job, or payment to a public official or employee, the supplier does not need to contact Procurement.
  - *Example 2:* A Supplier needs to rent space near a Brookdale job and learns that a public official or employee who must approved the Brookdale job owns the space the supplier

would like to rent. If the Supplier plans to bill the rent to Brookdale, the Supplier must contact Procurement before taking any further steps.

- *Example 3:* A Supplier has been asked to appear before a government agency hearing on behalf of Brookdale. The Supplier must contact Procurement.
  
- **Communication restrictions for current/former government employees:** A Supplier shall ensure that it understands and enforces post-government employment ethics requirements applicable to employees or contractors that were previously, or are concurrently, government employees or contractors. These requirements place restrictions on interactions and communications executed on behalf of Brookdale or Supplier with government entities. Restrictions and requirements also apply to consultations on matters on which the current or former government employee is working or previously worked while in government.
- **Social Media:** A Supplier shall have processes in place to ensure that the use of social media<sup>1</sup> by their workforce or representing agents does not negatively affect Brookdale's reputation. Processes should specifically ensure against the following:
  - Representation of any content in any social media regarding Brookdale without prior written approval of the supplier's Brookdale Procurement contact and Brookdale Media Relations.
  - Posting content about Brookdale staff or personnel, shareholders, customers, vendors, suppliers, or competitors that is derogatory of in contravention of any standard in this Code of Conduct.
  - Making business commitments involving Brookdale.
  - Posting photographs or video of non-public areas of Brookdale's premises, processes, operations, or residents without prior written Brookdale approval. Approval shall come from the supplier's Brookdale Procurement contact and Brookdale Media Relations.
  - Use of Brookdale's logo, trademark, or proprietary graphics in a way that suggests representation of Brookdale.
- **Residents and Resident's Families:** Brookdale is committed to ensuring that all its residents and resident's families have a positive experience when working with Brookdale employees and suppliers. While working for or on behalf of Brookdale, supplier must ensure that:
  - Clothing worn by workforce members is professional and appropriate to the type of work being performed.
  - All workforce members conduct themselves in a professional manner.
  - Residents and resident's families are provided with accurate information.
  - Photo identification is carried at all times, with a willingness to show it to residents or resident's families.

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<sup>1</sup>Social Media activity includes:

- All types of posts and other communications on the Internet.
- Posts on social networking sites (such as Facebook, Twitter, Yammer, LinkedIn, etc.)
- Blogs and other online journals and diaries.
- Bulletin boards and chat rooms.

If unsure about the appropriate attire for the worksite or about the type of information to provide to a resident or resident's family, supplier should discuss the matter with their Brookdale Procurement contact.

If a resident or resident's family has additional or detailed questions about the work being performed, supplier should refer them to Brookdale's toll-free Communities First Helpdesk phone number 1-888-888-4489, then update the relevant Brookdale Procurement contact.

## GENERAL MANAGEMENT & ADMINISTRATION

- **Brookdale Assets:** Brookdale assets such as computers, telephones and cell phones, fax machines, copy machines, conference rooms, vehicles, construction equipment, tools, and similarly assets are for Brookdale use only, unless explicit permission to use them has been secured in advance from the appropriate Brookdale Procurement contact.
- **Computer and System Security:** Supplier who have access to Brookdale's information systems are responsible for ensuring the security of those systems by identifying and complying with applicable Brookdale information and cyber security policies and standards available from supplier's Brookdale Procurement contact. Applicable requirements can be identified by emailing a request for information to Procurement. Requirements include ensuring the following:
  - Computer accounts, passwords, and other types of authorization area assigned to individual authorized users and must not be shared with or divulged to others. Authorized users will be held accountable for all actions taken on their system with their user identification.
  - Internet access is not used to conduct personal business, play computer games, gamble, conduct political campaigns or for personal gain.
  - Sexually suggestive or explicit material, gaming, file sharing, or other inappropriate files or websites are not downloaded or accessed.
  - Inappropriate or pirated content is not stored on Brookdale equipment.
  - Only approved, authorized and properly licensed software is used on Brookdale computer systems.
  - Only Brookdale-owned computers and equipment are used to connect to Brookdale networks.
  - Personal devices are not recharged using a Brookdale computer.
  - No attempts are made to circumvent or attack security controls on a computer system or network.
  - Brookdale-issued equipment is protected from unauthorized access and theft at all times, including locked the computer screen when the computer or laptop is left unattended.

- For those using mobile assets, applicable requirements from Brookdale's Mobile Computer & IT Asset Management Policies and Standards are identified and implemented. Applicable requirements can be identified by emails a request from information to IT Compliance at [ITCompliance@brookdale.com](mailto:ITCompliance@brookdale.com).

Violations of any of the above will result in termination of a supplier's assignment or contract with Brookdale.

#### **Report Lost or Stolen Devices**

Immediately report lost or stolen devices to Brookdale IT Compliance at [ITCompliance@brookdale.com](mailto:ITCompliance@brookdale.com).

#### **Report computer system or network security breaches:**

Any suspected or actual breach of Brookdale computer system or network security must be reported immediately to Brookdale IT Compliance at [ITCompliance@brookdale.com](mailto:ITCompliance@brookdale.com) and assistance provided in the investigation as needed.

- **Business Continuity:** Brookdale expects its suppliers to have business continuity plans in place, to test those plans, and to exercise those plans for their business to operate on a continual basis with minimal interruption of supply in the event of an emergency, crisis situation, natural disaster, or terrorist/security relates event. Suppliers that support Brookdale's real-time operation and financial functions may be asked to provide copies of their plans, exercise, and training records to Brookdale.
- **Records Retention:** If a supplier generates or received information, data, and/or records pertaining to Brookdale as a result of the work performed by the supplier, the supplier must ensure those records are retained or transmitted back to Brookdale pursuant to Brookdale's requirements for third party production and retention of Brookdale records. Applicable requirements can be identified by emailed a request for information to [procurement@brookdale.com](mailto:procurement@brookdale.com).
- **Management Systems:** Supplier shall support compliance with this Code of Conduct by risk/issues mitigation establishing pertinent policies and processes appropriate for the nature and scale of operations, including the following,: management commitment; accountability and responsibility; identification of legal and resident requirements; risk/issues management (procedural and physical controls); changes management; emergency preparedness; training and competency; communications; monitoring, measuring, and reporting performance; audits and assessments; incident reporting, investigation, and corrective action process; target setting and continual improvement process.

## RAISING CONCERNS

The standards of conduct described in this code of conduct are critical to the ongoing success of Brookdale's relationship with the company's suppliers. If suppliers encounter questionable activities, Brookdale encourages them to immediately bring them to the Company's attention through supplier's Brookdale Procurement contact or by contacting Brookdale's Integrity Line at 1-888-302-3303.

The Brookdale Integrity Line can also be used to report any concerns about questionable accounting or auditing matters or internal controls (collectively, "accounting complaints").

The Integrity Line is available 24 hours a day, 7 days a week. It is a multilingual service that provides a safe place to ask compliance and ethics questions or to raise concerns. Integrity Line calls are handled confidentially to the extent permitted by law and can be submitted anonymously without fear of retaliation.

Brookdale prohibits retaliation against anyone who raises concerns or is involved in an investigation and will investigate any reports of retaliation and take the appropriate action.

*This Code of Conduct is not a contract. It does not confer rights on any supplier, nor does it impose obligations on Brookdale. In case of a conflict between the Code of Conduct and your contract, the terms of your contract prevail.*