

(Code of Conduct)





A Letter from Dow Wilson, Chief Executive Officer

Varian has a well-established reputation as a company of integrity. We maintain and strengthen that reputation by adhering to the highest standards of ethical behavior in everything we do.

In the course of our business day, we make thousands of decisions. Sometimes they involve an ethical decision or a choice to do the right thing. This Code of Conduct serves as a foundational document to guide us in making ethical decisions.

The Code defines how we interact with each other, our customers, the patients who use our products, the business community and governments around the world. Living up to it is the personal responsibility of every Varian employee.

Our commitment to integrity, honesty and fairness is the bedrock of our culture. From the Board and senior management to every employee and our business partners, we strive to do well by doing the right thing.

While the Code is comprehensive, it can't cover every conceivable situation that may present an ethical dilemma. For those occasions where extra guidance is needed, Varian provides ample resources and professional support. Always reach out for help if you are unsure about the right course of action. And if you see any of us falling short of our standards, speak up without fear of retaliation.

Please read, understand and comply with the Code. Thank you for bringing it to life by making it your personal standard as a member of the Varian team.

DOW R. WILSON

President and Chief Executive Officer (CEO)

Introduction

» The Code of Conduct Is Our Guide	4
› The Code is for all of us	5
› Doing the right thing	5
› Asking questions or raising concerns	6
› Compliance with global and local laws and regulations	7

External Engagements

» Proper Marketplace Behavior	20
› Applicable laws, regulations and policies	21
› Protecting the environment	21
› Product safety and quality	22
› Conflicts of interest	23
› Using corporate opportunities	24
› Offering and accepting gifts	24
› Relationships with health care professionals and organizations	25
› Supplier relationships and working with third parties	25
› Political contributions	26
› Insider trading and stock tipping	26
› Money laundering	27
› Bribery and other corrupt payments	28
› Fair dealing and compliance with competition laws	29
› Trade compliance	30

Internal Engagements

» Respect in the Workplace	8
› Diversity, inclusion and belonging	9
› Fair employment	10
› Harassment	11
› Retaliation	12
› Employee safety	13
› Employee data privacy	13

Conclusion

› Notices, amendments, modifications and waivers	32
--	----

Data, Cybersecurity and Communication

» Protecting Company Assets and Information	14
› Communication systems	15
› Cybersecurity	15
› Confidential information	16
› Intellectual property	17
› Disclosure of Trade Secrets	18
› Patient and customer data privacy and security	19
› Record keeping and reporting	19
› Communicating on behalf of the company	19

Introduction

» The Code of Conduct Is Our Guide

- › The Code is for all of us
- › Doing the right thing
- › Asking questions or raising concerns
- › Compliance with global and local laws and regulations

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

Conclusion

The Code of Conduct Is Our Guide

Varian's Code of Conduct is our guide for making sure we always act with the highest standards of ethics and integrity. This is what we expect of ourselves and what our customers and patients expect of us.

Varian is committed to a world without fear of cancer. To achieve this, we base our business on a foundation of four values:

1. Partner for Life
2. Inspired Innovation
3. Customers First
4. Do Well by Doing the Right Thing



When we are aligned in our vision, mission and values, and when we work together to comply with the Code of Conduct, we do our best work for patients, customers and shareholders.

Introduction

» The Code of Conduct Is Our Guide

- › **The Code is for all of us**
- › **Doing the right thing**

- › Asking questions or raising concerns
- › Compliance with global and local laws and regulations

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

Conclusion

The Code is for all of us

The Code of Conduct applies to all Varian employees and members of the Board of Directors. It also applies to employees of subsidiaries, controlled affiliates and third parties representing the company, such as sales representatives, agents, consultants, distributors and others acting on Varian's behalf. If an employee or other covered person fails to live up to the code, Varian will pursue disciplinary action, which can include termination.

Doing the right thing

Varian expects all its employees to behave lawfully, ethically, honestly and respectfully. This Code of Conduct provides policy and guiding principles for some of the most common situations that can present ethical dilemmas.

It is your responsibility to be familiar with the Code of Conduct and:

- Uphold its ethical standards.
- Be aware of and follow related policies and country-specific variances, which you can find on Varian's intranet, VMSNet, or through your local Human Resources (HR), Ethical Compliance or Legal representative.
- Seek guidance when the proper course of action is unclear (see "[Asking questions or raising concerns](#)" below).
- Promptly report potential violations.
- Help create a culture in which all employees understand their responsibilities and feel comfortable raising good-faith concerns without fear of retaliation.

What is the right thing?

Sometimes, the right thing to do may not be obvious. When you are faced with an ethical dilemma, here are some questions to ask before acting:

- Does it violate any law?
- Does it violate the Varian Code of Conduct?
- Would the conduct appear unethical to an objective observer?
- Could the behavior damage my reputation or Varian's reputation?
- Would I be uncomfortable if the action was reported in the media?

If you answered "yes" to any of these questions, you should seek guidance before taking action.

Introduction

» The Code of Conduct Is Our Guide

- › The Code is for all of us
- › Doing the right thing
- › **Asking questions or raising concerns**
- › Compliance with global and local laws and regulations

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

Conclusion

Asking questions or raising concerns

Varian encourages all employees, officers, Board members and business partners to promptly come forward with questions or concerns about possible violations of laws, the Code of Conduct, ethical business standards, accounting and auditing standards, or Varian policies. If you have any questions about the Code of Conduct or concerns about possible violations, you have several options:

- You can go to your manager or senior manager.
- If you feel that you cannot go through management, you can contact your local Human Resources representative or the Legal Department.
- You can always use our confidential Ethics and Financial Helpline (the "Hotline"), which is accessible online or by telephone 24 hours a day, seven days a week. Learn how to access the Hotline at www.varian.ethicspoint.com.
- You can contact the Legal Department if you need clarification on any laws.
- You can contact the Ethical Compliance Department through your regional Compliance Officer or by emailing ethics@varian.com.

It is your obligation to ask questions or speak up about violations. It is our obligation to ensure you can do so without fear of being penalized in any way. Retaliation is prohibited at Varian (for more information on this policy, see "[Retaliation](#)," below). All ethical issues brought up by employees are treated fairly and objectively and will be kept confidential to the extent possible, within the need to thoroughly investigate reported information and, where necessary, take appropriate remedial or corrective measures.

What happens when you contact the Hotline?

Your request will be documented by a third-party company not associated with Varian. If you are reporting a concern, it will be investigated by an appropriate investigator, consistent with local legal requirements. During the investigation, you may be asked to provide additional information or answer questions. This information will be used only as necessary to investigate a reported issue or answer any questions you may have.

Introduction

» The Code of Conduct Is Our Guide

- › The Code is for all of us
- › Doing the right thing
- › Asking questions or raising concerns
- › **Compliance with global and local laws and regulations**

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

Conclusion

Compliance with global and local laws and regulations

Varian does business globally and is subject to the laws and regulations of many different countries. Wherever you are located as a Varian employee, you are responsible for knowing and complying with all national and local laws. Failing to comply with any of these laws can result in serious civil or criminal liability and damage to you or Varian's assets and reputation. If you have a legal question about any of the matters discussed in this Code of Conduct, or if you encounter any conflicts between laws or regulations, you should consult the Legal Department for guidance.



Introduction

Internal Engagements

» Respect in the Workplace

- › Diversity, inclusion and belonging
- › Fair employment
- › Harassment
- › Retaliation
- › Employee safety
- › Employee data privacy

Data, Cybersecurity and Communication

External Engagements

Conclusion

Respect in the Workplace

At Varian, we do our best work when we work as a team. We treat each other with respect, value the uniqueness of each individual, and recognize and appreciate the contributions that others make.



Introduction

Internal Engagements

» Respect in the Workplace

- › Diversity, inclusion and belonging
- › Fair employment
- › Harassment
- › Retaliation
- › Employee safety
- › Employee data privacy

Data, Cybersecurity and Communication

External Engagements

Conclusion

Diversity, inclusion and belonging

Innovation at Varian is fueled by diversity of thought, inclusive environments and employees feeling a sense of belonging. We are proud to be a global company with a board, senior management team and employees who bring diverse backgrounds to the work we do.

Diversity, inclusion and belonging are important parts of our culture, and we know we must work together to foster a diverse and inclusive environment. This is why we have committed to regularly measure these areas in our employee surveys and act upon the results through corporate-wide and grass roots programs. Varian also works to block unconscious bias from all talent processes and to attract and retain diverse talent across all positions. Being inclusive is one of the core competencies Varian is building in all employees.



Introduction

Internal Engagements

» Respect in the Workplace

- › Diversity, inclusion and belonging
- › Fair employment
- › Harassment
- › Retaliation
- › Employee safety
- › Employee data privacy

Data, Cybersecurity and Communication

External Engagements

Conclusion

Fair employment

Varian is an equal opportunity employer. Varian prohibits discrimination against any applicant or employee based on any legally recognized basis, including but not limited to: veteran status, uniformed servicemember status, marital status (including registered domestic partnership status), race, color, religion, sex, gender, sexual orientation or gender identity, pregnancy (including childbirth, lactation or related medical conditions), age (40 and over), national origin or ancestry, physical or mental disability, genetic information (including testing and characteristics) or any other consideration protected by federal, state or local law. Our commitment to equal opportunity employment applies to all persons involved in our operations and prohibits unlawful discrimination by any employee, including supervisors and co-workers.

Varian will provide reasonable accommodation for qualified individuals with disabilities or individuals who may require accommodation on the basis of religious beliefs, unless the requested accommodation poses a safety risk or is an undue hardship on the business.



What if...

You believe your supervisor is discriminating against you, but you are concerned that if you say anything to your supervisor it will lead to repercussions.

What to do:

Report your concerns to your supervisor's manager, your HR representative or another member of the local management team or call the Hotline. You do not have to go to your manager first.

Introduction

Internal Engagements

» Respect in the Workplace

- › Diversity, inclusion and belonging
- › Fair employment

› Harassment

- › Retaliation
- › Employee safety
- › Employee data privacy

Data, Cybersecurity and Communication

External Engagements

Conclusion

Harassment

Varian does not tolerate harassment in any form, whether physical, verbal or non-verbal, emotional or psychological. Harassment can include:

- Engaging in conduct that others find intimidating, offensive or hostile.
- Treating other employees differently based on the acceptance or rejection of unwelcome advances.

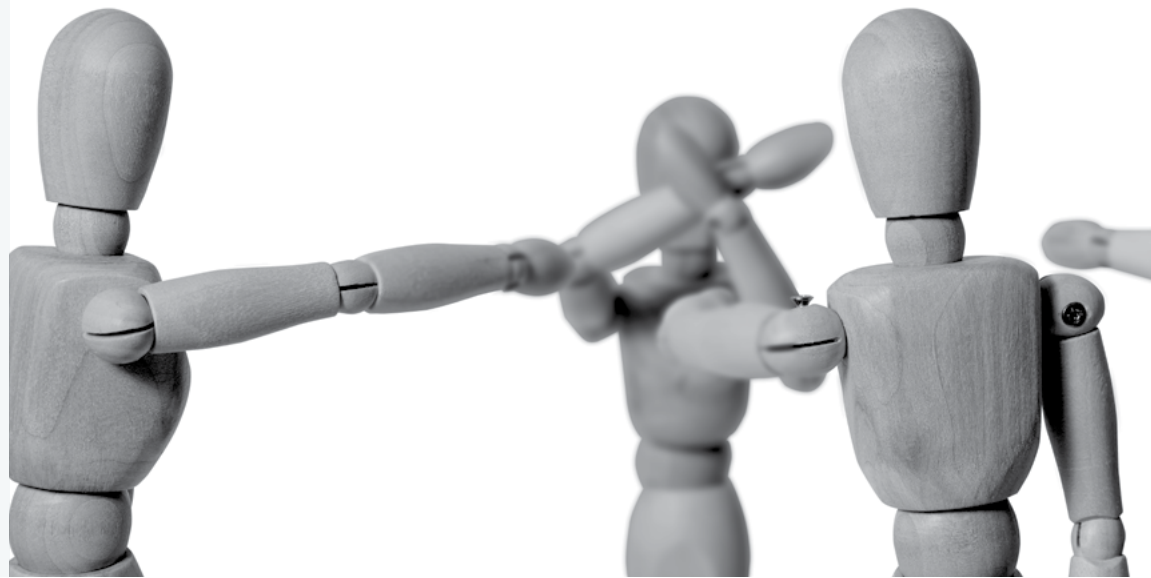
If someone is harassing you, you have the right to tell that person that the conduct is unwelcome and/or report your concern. If you observe harassment toward others, speak up by contacting your manager, HR Business Partner, GPCConnect or the Hotline. You can make an inquiry or report knowing you are protected from retaliation when making a report in good faith.

What if...

I hear someone speaking about a co-worker's religion disparagingly. Should I do anything, even if my co-worker hasn't said anything?

What to do:

Talk to your manager or HR representative, or [call the Hotline](#). Varian expects all employees to treat each other with consideration and respect and wants all employees to feel a part of our Varian family. Speaking up about issues such as these can bring awareness and understanding to the workplace and foster support and inclusion.



Introduction

Internal Engagements

» Respect in the Workplace

- › Diversity, inclusion and belonging
- › Fair employment
- › Harassment

› Retaliation

- › Employee safety
- › Employee data privacy

Data, Cybersecurity and Communication

External Engagements

Conclusion

Retaliation

Retaliation is strictly prohibited at Varian. Retaliation is making a negative change in a person's working condition, position or location without a legitimate business reason. Retaliation usually takes the form of punishing someone for something they said or did, such as speaking up or reporting a concern. Varian also prohibits subtle and indirect retaliation, such as social isolation in the workplace or exclusion from group discussions or meetings.



Fear of retaliation is one of the main reasons employees are reluctant to voice legitimate concerns. We want you to feel safe in speaking up about any issue or workplace concern. Any manager or employee who practices retaliation will face serious disciplinary consequences, including possible termination.

Introduction

Internal Engagements

» Respect in the Workplace

- › Diversity, inclusion and belonging
- › Fair employment
- › Harassment
- › Retaliation
- › **Employee safety**
- › **Employee data privacy**

Data, Cybersecurity and Communication

External Engagements

Conclusion

Employee safety

Varian is committed to complying with health and safety laws. We expect employees to create and maintain a safe working environment to prevent workplace injuries, and to protect the health and well-being of fellow employees by promptly reporting any accidents or unsafe practices to their manager.

Employee data privacy

Employees who have access to the personal information of prospective, current and former Varian employees have a responsibility to handle that information appropriately and to take all reasonable precautions to protect confidentiality and privacy. Access to employee records is limited to individuals with authorization for valid, legal, business-related reasons, and any information obtained from employee records may be used only under that authorization. The same standards apply to the personal information of customers and patients.

What if...

You are dispatched to rewire a customer's failing electrical system, but the customer cannot completely shut down the system for repairs. You accomplish most of the job by shutting down parts of the system as needed. Finally, all that remains is some simple rewiring that requires a more disruptive shutdown. The customer asks you to do the work with no shutdown. You feel confident that you can do this as a favor to the customer with minimal risk.

What to do:

You absolutely must not do the requested work without a complete and safe shutdown. Customers are important, but they are not more important than your safety. Varian policy and safe work practices require that you de-energize all machinery before working on it.



Introduction

Internal Engagements

Data, Cybersecurity and Communication

» Protecting Company Assets and Information

- › Communication systems
- › Cybersecurity
- › Confidential information
- › Intellectual property
- › Disclosure of Trade Secrets
- › Patient and customer data privacy and security
- › Record keeping and reporting
- › Communicating on behalf of the company

External Engagements

Conclusion

Protecting Company Assets and Information

Varian expects employees to protect company assets and information from loss, theft, misuse or improper disclosure. This includes:

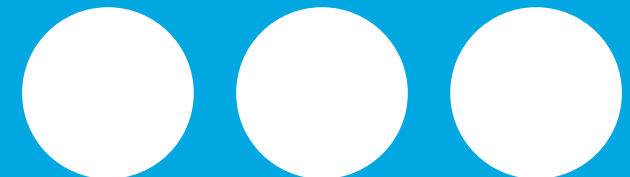
- Tangible assets, such as laptops, phones, machinery, tools and other physical items
- Intangible assets such as intellectual property and business information, including inventions, plans, timelines, communications, employee and customer data, and other information about Varian's business

What if...

I'm going on a business trip and need to finish a report I am preparing on a new product. Is it OK to work on my laptop during my flight?

What to do:

Unless you have screen protection installed on your computer, you should not work on the document on the plane because it could be seen by unauthorized persons. Don't work on confidential information in a location where its security could be compromised.



Introduction

Internal Engagements

Data, Cybersecurity and Communication

» Protecting Company Assets and Information

› Communication systems

› Cybersecurity

› Confidential information

› Intellectual property

› Disclosure of Trade Secrets

› Patient and customer data privacy and security

› Record keeping and reporting

› Communicating on behalf of the company

External Engagements

Conclusion

Communication systems

Systems such as email, voicemail, telephones and computers enable efficient and effective communication. Employees must exercise good judgment and discretion at all times and use these systems in a professional, ethical and lawful manner. These tools and systems are provided for work-related purposes, though employees may use them for limited personal purposes, such as tracking personal appointments on their calendars or making phone calls. Some locations outside the United States may have more restrictive rules and policies for the use of email and other electronic communication; employees should be familiar with and adhere to local policies. Varian email may be reviewed by legal as part of investigations related to lawsuits or complaints.

Cybersecurity

Business and personal data are extremely valuable. Attackers frequently target corporate, government and individual networks in attempts to gain access to this information. Cyberattacks are on the rise, and these attacks costs companies millions of dollars each year. Varian's information policies and practices provide a high level of security for our corporate systems, products and services. We manage these efforts across the organization in close coordination with the product safety and quality processes, but employees must do their part.

Be on the alert for suspicious activity, such as anyone trying to get unauthorized access to our systems or data, and if you suspect there might be a compromise of Varian's systems or information report it immediately to the VIT Helpdesk or on VMSNet. Furthermore, if you believe your device is compromised, we recommend you disconnect from the network until you have the all clear from IT.

Reminder:

Any device that uses the internet for communication can be hacked. Connect only Varian-authorized devices to the Varian network and use only software that has been approved, authorized and properly licensed by Varian.

Email is especially vulnerable to attack. Don't open any email that comes from an unknown person, and never open attachments or click on any link in an email unless you know the sender.

Introduction

Internal Engagements

Data, Cybersecurity and Communication

» Protecting Company Assets and Information

- › Communication systems
- › Cybersecurity
- › **Confidential information**
- › Intellectual property
- › Disclosure of Trade Secrets
- › Patient and customer data privacy and security
- › Record keeping and reporting
- › Communicating on behalf of the company

External Engagements

Conclusion

Confidential information

Every employee is responsible for protecting Varian's confidential information. This includes intellectual property, trade secrets, financial or technical information, and personal information of customers, employees and patients. Our financial performance and competitive position could be damaged by theft, accidental disclosure, malicious hackers or breaches of our information systems. Do not disclose Varian confidential information to anyone not authorized by the company to receive it.

Safeguard against accidental disclosure of confidential information.

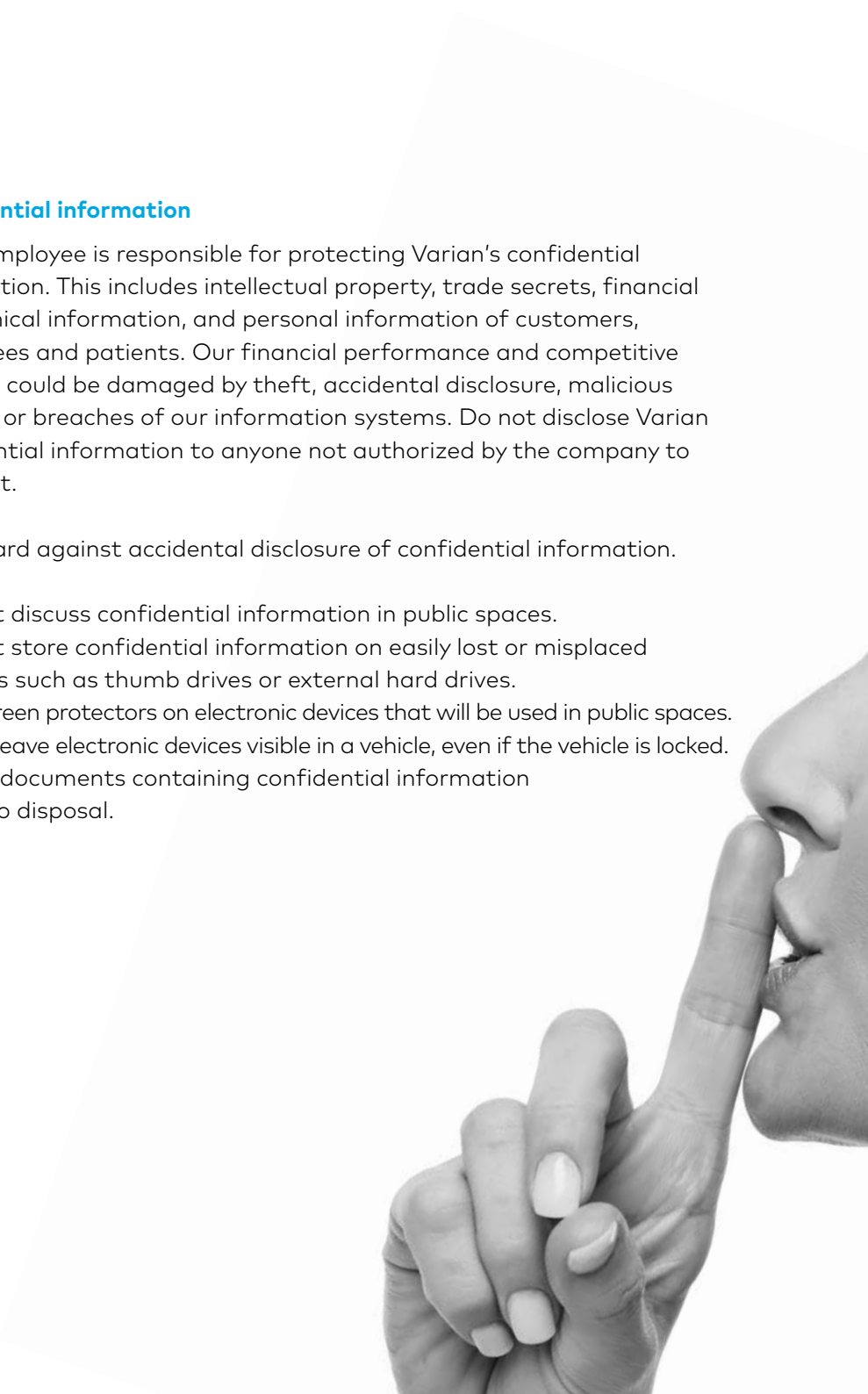
- Do not discuss confidential information in public spaces.
- Do not store confidential information on easily lost or misplaced devices such as thumb drives or external hard drives.
- Use screen protectors on electronic devices that will be used in public spaces.
- Never leave electronic devices visible in a vehicle, even if the vehicle is locked.
- Shred documents containing confidential information prior to disposal.

What if...

Your project team is holding an informal celebration of reaching a milestone in the development of a new product. A team member snaps a photo of everyone gathered together and says he's posting it on social media.

What to do:

Always exercise discretion when using social media and use extreme care with any photos taken in a work setting. A document, sketch or prototype on the project could be visible in the photo and could disclose intellectual property pertaining to the project. Even a mention of what the group is working on or where you are in the process could disclose intellectual property.



Introduction

Internal Engagements

Data, Cybersecurity and Communication

» Protecting Company Assets and Information

- › Communication systems
- › Cybersecurity
- › Confidential information
- › **Intellectual property**
- › Disclosure of Trade Secrets
- › Patient and customer data privacy and security
- › Record keeping and reporting
- › Communicating on behalf of the company

External Engagements

Conclusion

Intellectual property

Intellectual property is one of Varian's most valuable assets. Our patents, trademarks, copyrights, trade secrets and other proprietary information must be safeguarded at all times. All Varian trade secrets and other confidential or proprietary information must never be disclosed to any unauthorized person or organization or used for any unauthorized purpose.

Additionally, Varian protects its intellectual property by applying for patents and other forms of protection. Accordingly, intellectual property such as new products, services, processes and software should be reported promptly to the Legal Department to ensure appropriate consideration for patent or other protection.

Varian also respects the intellectual property rights of others, including vendors, suppliers and competitors. Unauthorized use of others' intellectual property—for example, unlicensed software or the confidential information or trade secrets of a third party—is strictly forbidden and may result in civil or criminal penalties.



Introduction

Internal Engagements

Data, Cybersecurity and Communication

» Protecting Company Assets and Information

- › Communication systems
- › Cybersecurity
- › Confidential information
- › Intellectual property

› Disclosure of Trade Secrets

- › Patient and customer data privacy and security
- › Record keeping and reporting
- › Communicating on behalf of the company

External Engagements

Conclusion

Disclosure of Trade Secrets

According to the US Defend Trade Secrets Act (the "DTSA"), you cannot be prosecuted or sued for disclosing a trade secret if:

- You disclose the trade secret to a government official or lawyer in confidence solely for the purpose of reporting or investigating a suspected violation of law; or
- You disclose the trade secret in a complaint or other document filed in a lawsuit or other proceeding, if the filing is made under seal.

Additionally, if you file a lawsuit against an employer for retaliation for reporting a suspected violation of law, you may disclose a trade secret to your lawyer and use the trade secret information in court so long as you file any document containing the trade secret under seal and do not disclose the trade secret, unless a court orders you to disclose it.



Introduction

Internal Engagements

Data, Cybersecurity and Communication

» Protecting Company Assets and Information

- › Communication systems
- › Cybersecurity
- › Confidential information
- › Intellectual property
- › Disclosure of Trade Secrets
- › **Patient and customer data privacy and security**
- › **Record keeping and reporting**
- › **Communicating on behalf of the company**

External Engagements

Conclusion

Patient and customer data privacy and security

Varian may handle personal customer information, including patient data, through the support tools of our installed products and in our managed services solutions. Employees must manage this information safely, securely and confidentially. Our [information security policy](#) and our [customer privacy policy](#) outline how we must handle the collection, use, transmission, storage and disposal of such information. You are expected to be aware of these policies and report any breach to your supervisor.

Record keeping and reporting

You should always use the highest standard of integrity in reporting information internally to colleagues and externally to government agencies. Do not enter information in company records that intentionally misleads, misrepresents, omits or disguises the true nature of any transaction or result. Varian is legally required by many government agencies to file timely, complete, accurate and understandable reports and tax returns. This requires all employees to record and report information and maintain books that are timely, complete, accurate, fair and honest.

Communicating on behalf of the company

Only employees who are authorized spokespersons may speak to the media on behalf of the company. If you are contacted by a reporter or media representative about a Varian matter, refer that person to the Global Communications & Community Relations department. Do not answer questions on your own. Exercise discretion and good judgment in social media postings to ensure that you speak only for yourself and never for Varian. For further guidance, consult the [Varian Social Media Policy](#).

What if...

You are reviewing customer use data from the analytical support tool of a Varian product. A coworker suggests the two of you take a coffee break in the cafeteria.

What to do:

Close the tool, which will hide the customer data, and either shut down or lock your computer when you leave it. Never leave your computer unattended with files of any kind open on your screen, especially confidential information like customer data.

Introduction

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

» Proper Marketplace Behavior

- › Applicable laws, regulations and policies
- › Protecting the environment
- › Product safety and quality
- › Conflicts of interest
- › Using corporate opportunities
- › Offering and accepting gifts
- › Relationships with health care professionals and organizations
- › Supplier relationships and working with third parties
- › Political contributions
- › Insider trading and stock tipping
- › Money laundering
- › Bribery and other corrupt payments
- › Fair dealing and compliance with competition laws
- › Trade compliance

Conclusion

Proper Marketplace Behavior

Varian is a good corporate and world citizen. We follow all laws, lead with good intentions and engage in transparent interactions.

Introduction

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

» Proper Marketplace Behavior

- › **Applicable laws, regulations and policies**
- › **Protecting the environment**
- › Product safety and quality
- › Conflicts of interest
- › Using corporate opportunities
- › Offering and accepting gifts
- › Relationships with health care professionals and organizations
- › Supplier relationships and working with third parties
- › Political contributions
- › Insider trading and stock tipping
- › Money laundering
- › Bribery and other corrupt payments
- › Fair dealing and compliance with competition laws
- › Trade compliance

Conclusion

Applicable laws, regulations and policies

Varian is committed to regulatory excellence. This means that Varian and its employees comply with all laws in every country and location where we maintain operations.

If you have a question about a law, or you encounter a conflict between the laws of different countries or locations, contact the Legal Department immediately for assistance. If you believe there is a conflict between any Varian policies or guidelines, alert your management team.

Protecting the environment

Varian is committed to conducting its business in a manner that provides safeguards to public health and the environment. Varian is also committed to conserving the Earth's natural resources.

To meet Varian's environmental standards, every facility is required to comply with applicable environmental laws and regulations pertaining to its operations and products and to safeguard the communities where we operate. Senior management at every facility is expected to maintain an open dialogue with local government officials on the nature and hazards of the materials that it manufactures or handles. Varian's policy is to continuously improve on how we impact the environment; we do this by setting challenging goals and meaningful metrics, and by communicating our results to our employees, shareholders and community stakeholders. If you have any questions, please contact Varian's environmental affairs group.



Introduction

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

» Proper Marketplace Behavior

- › Applicable laws, regulations and policies
- › Protecting the environment
- › **Product safety and quality**
- › Conflicts of interest
- › Using corporate opportunities
- › Offering and accepting gifts
- › Relationships with health care professionals and organizations
- › Supplier relationships and working with third parties
- › Political contributions
- › Insider trading and stock tipping
- › Money laundering
- › Bribery and other corrupt payments
- › Fair dealing and compliance with competition laws
- › Trade compliance

Conclusion

Product safety and quality

Safety is critical in each of the products and services Varian provides. Varian is committed to manufacturing safe, effective products and to meeting legal and regulatory requirements that govern the design, manufacture and supply of those products so that they may make a positive difference in lives of the patients and users around the world.

Varian designs and manufactures its products to meet government agency requirements, as well as customer inspection, test and quality criteria. We perform testing and provide documentation necessary to demonstrate meeting these criteria. It is a violation of both law and Varian policy to knowingly submit false test or other data.

In addition, Varian collects and reports information related to complaints and safety incidents involving our products. Employees receive complaint training and are required to report incidents within Varian by calling the Hotline when they occur.

In some countries, certain employees will also be required to report complaint and safety incidents involving our products to governmental entities (for example, regulatory, consumer or police entities). Contact the Regulatory Department for more information or if you have questions.



Introduction

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

» Proper Marketplace Behavior

- › Applicable laws, regulations and policies
- › Protecting the environment
- › Product safety and quality
- › **Conflicts of interest**
- › Using corporate opportunities
- › Offering and accepting gifts
- › Relationships with health care professionals and organizations
- › Supplier relationships and working with third parties
- › Political contributions
- › Insider trading and stock tipping
- › Money laundering
- › Bribery and other corrupt payments
- › Fair dealing and compliance with competition laws
- › Trade compliance

Conclusion

Conflicts of interest

A conflict of interest exists when your loyalties or activities are divided between Varian's interest and your own. While it is not possible to list every situation or activity that may result in a conflict of interest, some common examples include:

- Receiving or soliciting favors, improper gifts or loans—either for yourself or another person—from a customer, supplier, contractor or competitor; see [Offering and accepting gifts](#) for what constitutes an acceptable gift.
- Owning securities or an investment interest in a Varian supplier while in a position to steer Varian business toward the supplier.
- Hiring or supervising a family member or other individual with whom you are closely associated.
- Providing employment or consulting services for a Varian customer, supplier or competitor.

Conflicts of interest—even the appearance of one—should be avoided. If it is not practical or possible to avoid a conflict of interest, you should disclose the conflict of interest to the company through our online [Conflict of Interest Disclosure form](#). Additional information about conflicts of interest can be found in the [Conflicts of Interest Global Policy](#).



What if...

My sister owns a small firm that manufactures materials that could be used in Varian's products. Is it a conflict of interest to do business with her?

What to do:

While this is not necessarily a conflict of interest, you must disclose this relationship to management before doing any business with your sister's firm, and you must not attempt to influence Varian's business relationship with the firm. An impartial person, other than you, should decide if your sister's firm is the best source for the material and Varian's business.

Introduction

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

» Proper Marketplace Behavior

- › Applicable laws, regulations and policies
- › Protecting the environment
- › Product safety and quality
- › Conflicts of interest

› Using corporate opportunities

› Offering and accepting gifts

- › Relationships with health care professionals and organizations
- › Supplier relationships and working with third parties
- › Political contributions
- › Insider trading and stock tipping
- › Money laundering
- › Bribery and other corrupt payments
- › Fair dealing and compliance with competition laws
- › Trade compliance

Conclusion

Using corporate opportunities

Employees may not use company property, information or position for personal gain or benefit. You may not take for yourself or direct to a third party any business opportunity in which Varian has or is likely to have an interest. For example, if you are aware that Varian intends to purchase a certain piece of property and develop it, you may not share this information with a friend so they can buy adjacent property in hopes of realizing a quick gain in value when the transaction is announced.

Offering and accepting gifts

You may only offer or accept a gift, meal, entertainment or other business courtesy if it meets the following criteria:

- It has a legitimate business purpose, is not intended to influence a business decision and there is no expectation of reciprocity. An example of a legitimate business purpose is sharing a meal over which you discuss a vendor's new services that would be useful to Varian.
- It is not in the form of cash or a cash-equivalent (e.g., gift cards).
- It cannot be perceived as, or appear to be, a bribe.
- It is appropriate in value, time, place and frequency.
- It does not create a conflict of interest.
- It does not violate any laws, regulations or company policies.

What if...

A vendor seeking to sell professional services to Varian offers you two tickets to a sporting event if you will try to influence the decision makers in his favor.

What to do:

This is an overt bribe and should be declined immediately. To accept it would violate Varian policy and the law.

Introduction

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

» Proper Marketplace Behavior

- › Applicable laws, regulations and policies
- › Protecting the environment
- › Product safety and quality
- › Conflicts of interest
- › Using corporate opportunities
- › Offering and accepting gifts

› Relationships with health care professionals and organizations

› Supplier relationships and working with third parties

- › Political contributions
- › Insider trading and stock tipping
- › Money laundering
- › Bribery and other corrupt payments
- › Fair dealing and compliance with competition laws
- › Trade compliance

Conclusion

Relationships with health care professionals and organizations

Your job may bring you into contact with health care professionals or organizations who are in a position to influence the purchase, lease or use of Varian's products and services. These interactions must be for valid business purposes only, must be consistent with all applicable laws and Varian policies, and must not (in fact or appearance) influence medical decisions.

In certain countries, Varian is required to report all payments and transfers of value to health care professionals and organizations. All employees must follow all local policies and procedures for recording such payments accurately and completely.

Supplier relationships and working with third parties

In many instances, Varian engages individuals or companies that provide supplies and services on Varian's behalf. The actions and activities of these parties may be attributed to Varian, and we may be held liable for their actions. Varian requires that our suppliers and third parties read, understand and comply with the [Varian Supplier Code of Conduct](#). Contact the Ethical Compliance Department if you have questions when engaging suppliers and third parties.

What if...

A physician who is a member of a Varian advisory committee recently opened a new office. Can Varian send her a floral arrangement in celebration of the new office?

What to do:

No. Any gift we give to a healthcare professional must serve an educational purpose.

Introduction

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

» Proper Marketplace Behavior

- › Applicable laws, regulations and policies
- › Protecting the environment
- › Product safety and quality
- › Conflicts of interest
- › Using corporate opportunities
- › Offering and accepting gifts
- › Relationships with health care professionals and organizations
- › Supplier relationships and working with third parties
- › **Political contributions**
- › **Insider trading and stock tipping**
- › Money laundering
- › Bribery and other corrupt payments
- › Fair dealing and compliance with competition laws
- › Trade compliance

Conclusion

Political contributions

Varian encourages employees to exercise their rights as individual citizens, including participating in the political process on their own time and at their own expense.

However, no employee or business partner may state any political position on behalf of Varian, use company letterhead to communicate personal views or take any action that may be viewed as lobbying without prior approval of the Legal Department, the head of Governmental Affairs or the President and Chief Executive Officer.

No employee or business partner may act on behalf of Varian in providing any business courtesy, gift or payment to any government or political party official, employee candidate or agent, unless the action is voluntary as a contribution to the Varian Political Action Committee (PAC), or unless approved in writing by the Legal Department or Ethical Compliance Department.

Insider trading and stock tipping

Inside information is news about the company not known to the general public. Using such information you learn as a Varian employee for your own financial or personal benefit, or sharing this information with others, is prohibited by Varian's [Insider Trading policy](#) and may also violate both civil and criminal law. Examples of this kind of information include: projections or changes in estimates of future earnings; a proposed merger, acquisition or sale of assets; stock offerings or repurchases; changes in senior management; new products or discoveries; or expansion or curtailment of operations.

What if...

You happen to know or think that Varian is likely to report a significant increase in net income for the quarter ending next week. You are tempted to share this information with friends.

What to do:

Absolutely do not share this information, real or suspected. This is stock tipping and is not only prohibited by Varian policy, it's against the law.

Introduction

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

» Proper Marketplace Behavior

- › Applicable laws, regulations and policies
- › Protecting the environment
- › Product safety and quality
- › Conflicts of interest
- › Using corporate opportunities
- › Offering and accepting gifts
- › Relationships with health care professionals and organizations
- › Supplier relationships and working with third parties
- › Political contributions
- › Insider trading and stock tipping
- › **Money laundering**
- › Bribery and other corrupt payments
- › Fair dealing and compliance with competition laws
- › Trade compliance

Conclusion

Money laundering

Money laundering is concealing the source of money to hide its use or source or to avoid paying taxes on it. The sources of laundered money are often involved in criminal activity, such as terrorism, narcotics, tax evasion and fraud. Varian complies fully with all anti-money laundering and anti-terrorism laws throughout the world.

Varian prohibits any transaction that could be viewed as concealing illegal conduct or involving proceeds or assets from such conduct. Do business only with reputable customers engaged in legitimate business activities using funds from legitimate sources. If you suspect someone may be engaged in money laundering, contact the Legal or Ethical Compliance Department.



Introduction

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

» Proper Marketplace Behavior

- › Applicable laws, regulations and policies
- › Protecting the environment
- › Product safety and quality
- › Conflicts of interest
- › Using corporate opportunities
- › Offering and accepting gifts
- › Relationships with health care professionals and organizations
- › Supplier relationships and working with third parties
- › Political contributions
- › Insider trading and stock tipping
- › Money laundering
- › **Bribery and other corrupt payments**
- › Fair dealing and compliance with competition laws
- › Trade compliance

Conclusion

Bribery and other corrupt payments

Bribery is offering or giving something of value to a person in an attempt to influence that person's views or conduct. Bribes may include cash, gifts, entertainment, contributions or anything else of value. Bribes made directly or through an intermediary are illegal.

Varian is fully committed to the principles and practices of anti-bribery and anti-corruption laws. All employees and parties acting on behalf of Varian must share this commitment and must not take any action that could be considered an act of bribery.



What if...

A hospital system has Varian equipment installed in one of its facilities. You are in discussions with the system to purchase equipment for another facility. The hospital system has applied for a research grant, and a colleague suggests you tell the hospital system's purchasing agent that the hospital will receive the grant if they purchase additional equipment from Varian.

What to do:

Do not follow this advice. Tying the hospital system that is receiving a research grant to the sale of product can be considered a kick-back or bribe. Remember, a bribe can be anything of value given to influence a person's decisions or actions. This includes grants and other contributions.

Introduction

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

» Proper Marketplace Behavior

- › Applicable laws, regulations and policies
- › Protecting the environment
- › Product safety and quality
- › Conflicts of interest
- › Using corporate opportunities
- › Offering and accepting gifts
- › Relationships with health care professionals and organizations
- › Supplier relationships and working with third parties
- › Political contributions
- › Insider trading and stock tipping
- › Money laundering
- › Bribery and other corrupt payments
- › **Fair dealing and compliance with competition laws**
- › Trade compliance

Conclusion

Fair dealing and compliance with competition laws

Our actions as a company and our business relationships must be based on fair dealing, fair competition in quality, price and service, and compliance with laws and regulations. Fair dealing means that we take no unfair advantage through manipulation, concealment or misrepresentation of material facts, abuse of confidential or privileged information, or similar practices. We compete solely on the merits of our products and services.

Our business activities are subject to competition laws that prohibit or restrict anti-competitive agreements or arrangements to:

- Fix, coordinate or control prices
- Facilitate collusive bidding or bid-rigging
- Assist a customer in drafting tender specifications
- Limit competition among other market participants
- Share information with competitors about prices, profits or profit margins
- Divide or allocate markets, territories or customers
- Exchange or share with a competitor any unpublished information about prices or any other competitive information
- Make reciprocal deals with partners or suppliers

What if...

During a presentation at a trade show, you are seated next to a sales representative for a competitor. As the presentation concludes and the audience disperses, you notice that the competitor's sales representative has accidentally left behind what appears to be a confidential internal report about a new product. This report might be helpful to you in developing a marketing strategy for a competing product that Varian is about to release.

What to do:

Alert the person or organization in charge of the trade show. Any attempt to gain information from the report would be unethical and in violation of the principles of fair competition.

Introduction

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

» Proper Marketplace Behavior

- › Applicable laws, regulations and policies
- › Protecting the environment
- › Product safety and quality
- › Conflicts of interest
- › Using corporate opportunities
- › Offering and accepting gifts
- › Relationships with health care professionals and organizations
- › Supplier relationships and working with third parties
- › Political contributions
- › Insider trading and stock tipping
- › Money laundering
- › Bribery and other corrupt payments
- › Fair dealing and compliance with competition laws
- › **Trade compliance**

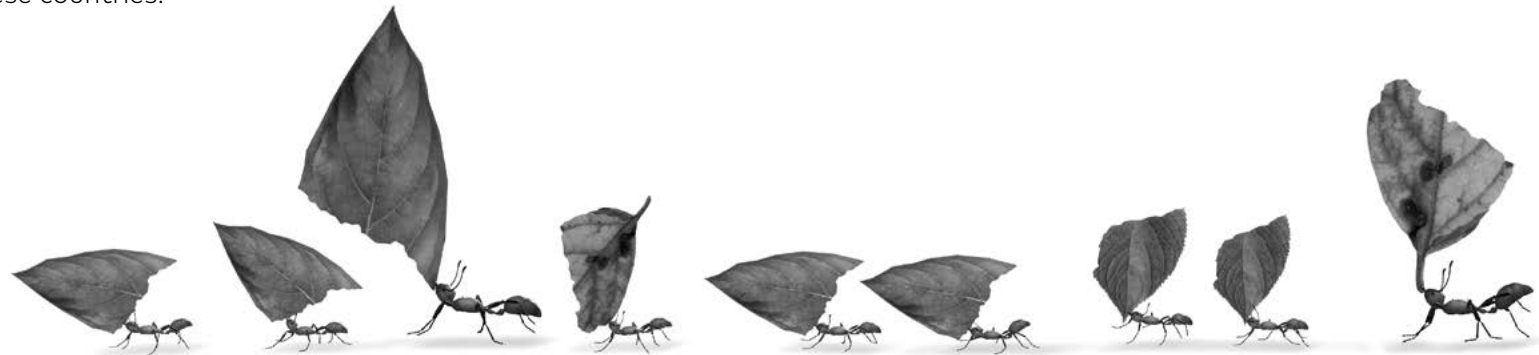
Conclusion

Trade compliance

Many countries have laws and regulations that address international trade transactions (such as imports and exports) and support national security, foreign policy and economic goals. Varian is committed to complying with all global export, import, sanctions and trade compliance laws and regulations.

Varian employees must ensure that commercial documentation accurately reflects any transaction when goods cross a border. We must maintain and report accurate product descriptions, customs tariff codes, export classifications, commercial value and country of origin. We must also follow all regulations governing export and import licensing, shipping documentation, import documentation, reporting and record retention requirements.

Governments can impose comprehensive or more limited sanctions on specific countries, restricting or prohibiting our business in those countries. At the time this Code of Conduct was published, countries subject to comprehensive sanctions were Cuba, Iran, North Korea, Sudan, Syria and the region of Crimea. Governments also can restrict trade of business transactions with particular individuals or entities. Varian employees must follow [company procedures](#) on sanctioned countries and restricted parties and consult the [Global Trade team](#) for any additional guidance needed for any proposed business relating to these countries.



Introduction

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

Conclusion

› Notices, amendments, modifications and waivers

This Code of Conduct is meant to help all of us be our best and do well by doing the right thing. You are urged to read the entire Code very carefully, make yourself familiar with both the spirit and the letter of its content, and re-commit to upholding it every day.



Introduction

Internal Engagements

Data, Cybersecurity and Communication

External Engagements

Conclusion

› Notices, amendments, modifications and waivers

Notices, amendments, modifications and waivers

This Code of Conduct may be amended or modified from time to time by the Company's Board or a committee of the Board, subject to the disclosure and other provisions of the Securities Exchange Act of 1934, and the rules thereunder (the "'34 Act"), and the applicable rules of the New York Stock Exchange (the "NYSE Rules"). Any amendment, modification or waiver of the provisions of the Code of Conduct for the Company's executive officers or Board members may only be made by the Board or a committee of the Board and must promptly be disclosed to stockholders as required by the '34 Act and NYSE Rules.



(Thank You)

varian

varian.com

**USA, Corporate
Headquarters and
Manufacturer**

Varian Medical Systems
Palo Alto, CA
Tel: 650.424.5700
800.544.4636

**Authorized Representative
in the EU**

Varian Medical Systems
Nederland B.V.
Kokermolen 2
3994 DH Houten,
The Netherlands
customer.relations@varian.com

**Headquarters Europe,
Eastern Europe, Middle &
Near East, India, Africa**

Varian Medical Systems
International AG
Stienhausen, Switzerland
Tel: 41.41.749.8844

Asia Pacific Headquarters

Varian Medical Systems
Pacific, Inc.
Kowloon, Hong Kong
Tel: 852.2724.2836

Australasian Headquarters

Varian Medical Systems
Australasia Pty Ltd.
Sydney, Australia
Tel: 61.2.9485.0111

Latin American Headquarters

Varian Medical Systems
Brasil Ltda.
São Paulo, Brasil
Tel: 55.11.3457.2655

© 2019 Varian Medical Systems, Inc. All rights reserved. Varian and Varian Medical Systems are registered trademarks. The names of other companies and products mentioned herein are used for identification purposes only and may be trademarks or registered trademarks of their respective owners.