



Colgate-Palmolive Company Supplier Code of Conduct



Dear Valued Supplier,

Hill's Pet Nutrition embodies a tradition of caring that began in 1939 with one remarkable veterinarian. Our mission is to help enrich and lengthen the special relationship between people and their pets. Hill's is known for its ability to cross cultural boundaries to provide the best nutritional care for pets. Whether it's Asia, Australia, North America, Latin America, or Europe, the Hill's Pet Nutrition commitment remains the same.

As a subsidiary of the Colgate-Palmolive Company, Hill's core values are the foundation of the organization's commitment to ethical business practices and high levels of integrity. We are focused on achieving the goals required to continue our global momentum and to make us an even stronger Company. However, we believe that our suppliers also play an important role in the on-going success of our Company.

The strength of Colgate's reputation is based not only on our own conduct, but also on the behavior of those with whom we do business. For that reason, we aspire to work only with those suppliers that share our values. Our Board of Directors, senior management and all Colgate people are committed to the highest standards of integrity and full compliance with our Company's Code of Conduct as well as the regulations and policies affecting our business. As such, it is our goal to ensure that our relationship with supplier partners reflect and support the same high ethical standards.

In keeping with this goal, this year for the first time, Colgate-Palmolive Company has developed a Supplier Code of Conduct. The intent of this document is to reiterate Colgate's commitment to ethical standards and to clearly convey to all suppliers, the Company's expectations of ethical conduct as it pertains to their business relationship with Colgate. The Supplier Code of Conduct will address a number of critical areas of business conduct, including:

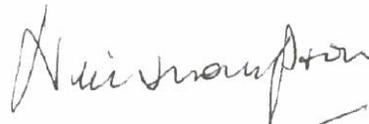
- Antitrust/Competition Law
- Animal Welfare
- Health & Safety
- Anti-bribery/U.S. Foreign Corrupt Practices Act
- Universal Human Rights
- Labor Practices
- Protecting the Environment

We encourage you to review this information and ensure that the principles and practices outlined in the Supplier Code of Conduct will be reflected in your on-going business dealings with Colgate-Palmolive.

Please communicate these expectations throughout your organization as appropriate. We thank you in advance for your cooperation and look forward to your future interactions with our Company. We are available at any time to help you with any questions or concerns you may have.



Linda Topping
Chief Procurement Officer



Neil Thompson
President & CEO Hill's Pet Nutrition Inc.

Supplier Code of Conduct

Colgate people worldwide take enormous pride in our reputation for integrity and the business success that our reputation has enabled. This reputation has taken years to build and maintaining it is vital to our success.

This Colgate Supplier Code of Conduct has been developed to convey to all current and future vendors, suppliers, contractors, consultants, agents and other providers of goods and services (our “suppliers”) Colgate’s expectation for all of our suppliers to adhere to the highest ethical standards when conducting business. This document is modeled on and contains language from the International Labor Organization standards as well as the Colgate-Palmolive Company Code of Conduct, which is available for your review on our website at <http://www.colgate.com/app/Colgate/US/Corp/LivingOurValues/CodeOfConduct.cvsp>.

Colgate suppliers are required to take reasonable steps to ensure that this Colgate-Palmolive Company Supplier Code of Conduct is communicated throughout their organizations and to make this Code available to their employees and throughout their own supply chain.

Colgate values its business relationships with suppliers and requires its suppliers to share our commitment to, at a minimum, compliance with the following standards:

Antitrust/Competition Law

It is Colgate’s policy that all suppliers comply fully with competition laws (known as antitrust laws in the U.S.) applicable to them. Competition laws ensure that companies compete to get business by offering lower prices, innovative products and better service and not by interfering with the market forces of supply and demand.

Colgate requires that all suppliers conduct their business in full compliance with all applicable laws intended to promote free and fair competition.

Animal Welfare

Colgate suppliers and any external facilities supported by suppliers must meet or exceed all industry standards and regulations (where applicable) regarding animal care, handling, and welfare. The humane interests of animals should always be considered and animal stress reduced whenever possible in business actions. Suppliers should demonstrate similar high ethical standards concerning animal welfare as outlined in Colgate’s Animal Welfare Commitment, which is found on our website at:

<http://www.hillspet.com/hillspet/ourCompany/whoWeAre/animalWelfare.hjsp>

Confidential/Proprietary Information

Suppliers must respect Colgate’s intellectual property, trade secrets and other confidential, proprietary or sensitive information and may not use or disclose any such information except in accordance with their contract with Colgate and for the benefit of Colgate. Any information or data regarding Colgate operations shall be treated by suppliers as confidential at all times unless that information enters the public domain through no fault of the supplier. The supplier’s obligations with respect to Colgate’s confidential or proprietary information include:

- Not to disclose this information to other people within the supplier’s organization except on a strict “need to know” or “need to use” basis.
- Not to disclose this information to persons outside of the supplier’s organization.
- Not to use this information for the supplier’s own benefit or the benefit of any other person.

Ethical Dealings

Honest dealing with customers and suppliers is essential to sound business relationships. Colgate seeks to give all potential suppliers fair consideration. Decisions are based on objective criteria such as price,

quality, and service capability as well as a vendor's reliability and integrity. Giving or receiving any kickbacks, bribes or similar payments of any sort is prohibited.

Our suppliers are required to demonstrate these same high ethical standards and to conduct all business transactions with integrity and fairness.

Anti-Bribery/U.S. Foreign Corrupt Practices Act

Colgate's commitment to dealing legally and ethically with governments applies worldwide. Company policy, the U.S. Foreign Corrupt Practices Act, and similar anti-bribery laws around the world prohibit our people or their agents from giving or offering to give money or anything of value – whether cash or not, or whether directly or indirectly through others – to any government official (e.g., any employee of any government or of any government-owned or operated enterprise, entity, or corporation) to induce that official to affect any governmental act or decision, or to assist the Company in obtaining or retaining business or securing any improper advantage.

Colgate suppliers may not act in any way, in their business relationship with Colgate or otherwise, that violates the U.S. Foreign Corrupt Practices Act or any other anti-bribery law around the world. Colgate suppliers must only use suppliers that do not violate ethical standards through bribes, kickbacks, or other similar improper or unlawful payments.

Gifts

Suppliers should be aware that it is not permissible for Colgate people to give or receive gifts, payments or other benefits that influence any business decision or that create the appearance of influencing any business decision. Suppliers are therefore discouraged from providing any gifts and may not provide a gift or other benefit that is more than nominal in value (\$50.00 USD) to a Colgate employee or close family member of a Colgate employee more than one time per calendar year.

Health and Safety

Suppliers who do business with Colgate are encouraged to maintain a focus on health and safety that is consistent with ours and must provide a safe and healthy work environment for all employees working at their sites.

In addition, any supplier representative providing on-site services in a Colgate facility is required to adhere to Colgate safety standards.

International Trade Regulations

Colgate suppliers must adhere to all applicable trade and import regulations that apply to their activities, including those issued by the U.S. government and countries into which they will be importing goods or materials.

Labor Practices

Colgate opposes the use of illegal child labor, involuntary servitude, the exploitation of children, and all other forms of abusive or exploitative labor practices. It is Colgate policy not to work with any supplier known to operate with unacceptable worker treatment such as physical punishment, female abuse, involuntary servitude or other forms of abuse. Colgate expects its suppliers to take appropriate steps to ensure that their suppliers do not engage in any of these practices.

Protecting the Environment

Colgate suppliers shall comply strictly with the letter and spirit of applicable environmental laws and regulations and the public policies they represent.

Quality Requirements

Colgate will only do business with suppliers that produce, package, store and ship product in accordance with good manufacturing practices prevailing in their respective industries. Suppliers are expected to provide goods and services that consistently meet required specifications.

Universal Human Rights

Colgate is committed to respecting human rights worldwide. To that end, Colgate practices and seeks to work with suppliers who promote the following standards in accordance with applicable law:

- equal opportunity for employees at all levels regardless of color, race, gender, gender identity, age, ethnicity, national origin, sexual orientation, marital status, religion, veteran status, disability or any other characteristic protected by law;
- wages that enable employees to meet at least their basic needs, and opportunities for employees to improve their skills and capabilities;
- legally mandated work hours and compensation for overtime hours in accordance with local laws;
- respect for the employees' lawful freedom of association; recognition of all legal rights to organize and collectively bargain; and working with government and communities in which we do business to improve the educational, cultural, economic and social well-being in those communities.

Colgate suppliers are otherwise required to comply with all applicable laws and regulations in all countries where we conduct business or acquire goods or services, including laws related to business conduct, product quality, environmental standards, occupational health and safety, and labor and employment.

Management Systems

To the extent permitted by law, Colgate expects its suppliers to have in place reasonable and appropriate systems through which allegations of wrongdoing may be investigated and remediated. Colgate expects that its suppliers will fully investigate allegations of wrongdoing within their own organizations.

In addition, a supplier must immediately notify Colgate in writing upon becoming aware of any negative or other adverse publicity concerning the supplier or any product being supplied to Colgate by the supplier, or any event or circumstance related to the supplier that could be expected to cause negative or other adverse publicity concerning Colgate.

It is the responsibility of each supplier to ensure that its employees and representatives understand and comply with this Supplier Code of Conduct.

Failure to adhere to the Supplier Code of Conduct may be grounds for terminating the supplier relationship depending on the seriousness of the violation and the particular circumstances.

Online Version

The Colgate-Palmolive Supplier Code of Conduct is available in additional languages online at <http://www.colgate.com/app/Colgate/US/Corp/ContactUs/GMLS.cvsp>.

If you have any questions about this Supplier Code of Conduct, you may contact Linda Topping, Chief Procurement Officer, at (212) 310-2406, or Greg Woodson, Chief Ethics & Compliance Officer, at (212) 310-2033.