

EXHIBIT

TRAVEL AND EXPENSE REIMBURSEMENT POLICY FOR SUPPLIERS AND CONTRACTORS

This travel and expense reimbursement policy (“Policy”) for Fresenius Kabi USA (hereinafter “Client”) applies to all 3rd party suppliers, consultants, contract laborers, temporary help, contractors and other nonemployees (collectively, hereinafter “Consultant”) providing goods or services to Client. This policy provides requirements and guidelines for all vendors traveling on Client business. This policy applies in those instances where Client reimburses for travel and related expenses as included within the Master Services Agreement, Statement of Work, or Task Order (collectively, referred to as “Agreements”). This policy will take precedence over the vendor’s internal company travel policies. It is the Client’s policy to reimburse vendors for ordinary, necessary and reasonable travel expenses that are directly connected with or pertaining to the transaction of the Clients business. Reimbursable expenses must be pre-approved by the appropriate Client Business Owner. Failure to comply with the following guidelines may result in the denial of reimbursement for claimed expenses.

1. Travel and Expense Guidelines

Consultant is expected to exercise prudent judgement when arranging travel and incurring travel related expenses (“T&E”). Expenses will **only** be reimbursed with itemized receipts. Reimbursable T&E expenses are limited to necessary and actual out of pocket expenses appropriately incurred during the transaction of official business for Client. Client reserves the right to not reimburse Consultant for expenses that are not in compliance with this policy. All expenses should be supported with a receipt. Credit card and/or bank statements are not acceptable backups as final receipts. Any expenses over \$25 that are submitted without a receipt will not be reimbursed.

2. Travel Arrangements

It is the Consultant’s responsibility to seek the lowest cost T&E options whenever possible. A Consultant may use our Travel Management Company (TMC) to make business travel arrangements by contacting Linda Maksymczuk at 847-550-7196 or e-mail Linda.Maksymczuk@fresenius-kabi.com. We have negotiated pricing with preferred vendors in the travel space. You must provide your credit card information to hold or book reservations. Our TMC is not responsible for managing your Frequent Traveler Accounts. Cancellations and or modifications for travel arrangements made by our TMC must also be cancelled or modified through them. Should your organization have contracts in place with airlines, car rental agencies and hotels that offer lower and more favorable pricing you are eligible to book with other means and resources available to you. The traveler must submit both a copy of our TMC’s record fare quote and the itinerary of the cheaper reservation.

3. Air and Ground Transportation

Travel may be accomplished by plane, train, bus, or privately-owned automobile, rental car, or taxi, whichever method serves the requirements of Client most economically and advantageously. Consultant should adhere to the following:

- Purchase airline tickets at least 14 to 21 days in advance whenever possible.
- Purchase coach class airline tickets.
- For overnight air travel, Client will reimburse for the fee of one checked bag.
- Consultant must utilize the most economical mode of transportation consistent with the requirements of the business trip. This may include use of personal vehicle.
- Consultant must utilize the most economical and cost-effective car rental while traveling. Client will not reimburse Consultant for anything larger than a mid-sized car unless larger class vehicle is required.
- When more than one Consultant personnel is traveling to the same location, Consultant should make every effort to coordinate and share a vehicle.
- Rental cars should be returned with a full tank of gas prior to drop off to avoid excessive fuel charges by car rental agency unless given other instructions by car rental agency where it makes economic sense to do otherwise.
- The cost of any insurance covering a rental car or any damage to a rental car is the responsibility of the Consultant.
- Shuttle service can only be used when the cost is not more expensive than an alternative mode of transportation (taxi or car rental)
- When using a privately-owned automobile for travel more than fifty (50) miles to Client's designated location, Client will reimburse Consultant for mileage at the effective rate (rate is adjusted per IRS guidelines), reasonable parking costs and tolls.
- If booking through Clients TMC, Consultant shall contact the Client's TMC as soon as possible if a trip is canceled.
- For all international travel (destinations outside of the USA), the traveler is required to obtain pre-travel approval from Client **AND** from the respective Kabi Board Member via the International Travel Request Form for any international travel. The approved International Travel Request Form must be submitted with your Invoice. All international travel must be ticketed through the TMC's Travel Desk. Not obtaining Clients pre-approval for international travel is subject to non-reimbursement.

4. Hotel Accommodations

Client has globally negotiated discount corporate rates with specific hotels throughout the world. Hotel accommodations will be reimbursed for standard hotel rooms (e.g., no suites) at preferred hotels. When preferred hotels are not available, Consultant is expected to book hotels that are reasonable in cost taking into consideration practicality, availability and proximity to office or project appropriate. If trip is cancelled, Hotel reservations guaranteed for late arrival must be cancelled by the time indicated by the hotel on the booking agreement to avoid no show charges. Client will not pay for no-show charges.

5. Meals

Consultant is eligible for meal reimbursement only when business travel involves (a) an overnight stay for (b) same day travel by air or rail. For full travel days the maximum meal allowance is \$75. For partial travel days the maximum meal allowance is \$30. This \$75 meal allowance guideline is variable based on the exact city you are located in for that entire day. (ie: N.Y. City, Fargo, N.D., San Francisco, etc.) Itemized receipts for all meals must be submitted with the expense report. Restaurant tear-off stubs are not acceptable forms of receipt.

6. Gratuities

Reasonable judgment should be used regarding tipping. Generally, 15-20% is considered reasonable. 10% for drivers, \$10 per week for maid service, \$3 for valet parking and \$5 for luggage handling. Lavish or unreasonable gratuities will not be reimbursed.

7. Expense Authorization and Reimbursement

Client will only reimburse Consultant for actual T&E expenses incurred by Consultant. Consultant shall receive written authorization (including e-mail) from Client prior to incurring any T&E expense. In no event shall Consultant's travel expense exceed 15% of actual fees paid by Client under the agreement between the parties as to which this exhibit is attached, unless otherwise agreed by Client in a Statement of Work or other writing between the parties. All invoices for T&E expenses must be submitted to Client after incurring the applicable expenses. Scanned receipts must be submitted with each expense invoice for any individual meal or travel expense.

8. Non-Reimbursable Personal Expenses

Expenses incurred for the sole benefit of Consultant, or Consultant's personnel will not be allowed as reimbursable T&E expenses. Such expenses include, but are not limited to any type of insurance, travel loan finance charges, personal credit card fees and dues, radio or television charges, bar bills, extra meals, snacks, room service, newspapers, magazines, TSA Pre-check fees, laundry and other like charges. In addition, the following are not reimbursable expenses:

- Special car accessory equipment such as GPS.
- Additional fees associated with premium seating or premium boarding.
- Lost baggage fees.
- Fees for international travel such as foreign currency conversion or obtaining a passport.
- ATM Charges
- Auto repairs or traffic/parking tickets
- Babysitting, childcare and pet boarding costs
- Barber, hair stylist and other grooming costs
- Clothing or toiletries purchases

- Personal Entertainment
- Fitness Center, pool, massage or spa charges
- Normal commuting expenses
- Personal telephone calls or airphone charges

9. Communication

Telephone, internet and fax expenses shall be allowed only when reasonably incurred during the transaction of business with Client.

10. Spouse/Companion Travel

Client will not reimburse T&E expenses incurred by a spouse or other individual accompanying Consultant.

11. Travel Time

Client will not reimburse Consultant for any time spent by Consultant in travel to the mutually agreed location.