



**Code of Ethics  
for  
Senior Financial Officers**

**Introduction**

This Code of Ethics for Senior Financial Officers (this “Code”) has been adopted by the Board of Directors of Henry Schein, Inc. (the “Company”) in accordance with the requirements of the Securities and Exchange Commission (the “SEC”) in order to promote honest and ethical conduct, proper disclosure of financial information in the Company's periodic reports, compliance with applicable laws, rules and regulations by the Company's senior officers who have financial responsibilities and to deter wrongdoing. This Code is in addition to any other applicable policies or codes that the Company may maintain from time to time.

**Applicability**

As used in this Code, the term “Senior Financial Officers” means the Company's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and Controller (if any) or persons performing similar functions. All Senior Financial Officers are expected to be familiar with this Code and to adhere to the principles and practices set forth herein.

**I. Honest and Ethical Conduct**

In performing his or her duties, each of the Senior Financial Officers must act honestly and ethically. Ethical and honest conduct requires Senior Financial Officers to: (i) maintain a high standard of business ethics, (ii) handle actual or apparent conflicts of interest between personal and professional relationships with integrity, (iii) maintain confidentiality of information in a manner consistent with the Company’s policies, (iv) follow the form and spirit of laws, rules and regulations governing accounting standards and (v) decline any improper or undisclosed material personal benefits received from third parties as a result of their position at the Company.

**II. Conflicts of Interest**

A conflict of interest arises when a person’s private interest interferes or appears to interfere in any way with the interests of the Company. A conflict of interest can arise when a Senior Financial Officer has interests or takes actions that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest may also arise when a Senior Financial Officer, or members of his or her family, receives improper personal benefits as a result of such Senior Financial Officer’s position at the Company.

If a question arises as to whether a conflict of interest exists, the Senior Financial Officer should bring the potential conflict to the attention of the General Counsel’s Office. All Senior Financial Officers shall disclose any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest, or the appearance of a conflict, to the General Counsel’s Office. No action may be taken with respect to such transaction or party unless and until such action has been considered by the General Counsel’s Office, and if necessary approved by the Audit Committee.

### **III. Public Disclosure**

In reports and documents to be filed with or submitted to the SEC or other government agencies, and in other public communications by the Company, the Senior Financial Officers involved in the preparation of such reports and documents (including those who are involved in the preparation of financial or other reports and the information included in such reports and documents) shall make disclosures that are full, fair, accurate, timely and understandable. No Senior Financial Officer shall knowingly conceal or falsify information or misrepresent or omit material facts necessary to avoid misleading the Company's independent public auditors or investors.

### **IV. Governmental Compliance**

In conducting the business of the Company, the Senior Financial Officers shall comply with, and take all reasonable actions to cause others to comply with, all applicable governmental laws, rules and regulations at all levels of government. It is the personal responsibility of each Senior Financial Officer to adhere to the standards and restrictions imposed by such laws, rules and regulations in the performance of his or her duties for the Company, including those relating to accounting and auditing matters and insider trading.

Senior Financial Officers who have access to confidential information are not permitted to use or share that information for securities trading purposes or for any other purpose except in an authorized manner in the conduct of the Company's business. All non-public information about the Company, and its customers, suppliers, and other business associates, should be considered confidential. It is illegal to trade Company securities or those of other business associates while in the possession of material, non-public information, and it is also illegal to communicate or "tip" such information to others. If a Senior Financial Officer is uncertain about the legal rules regarding a purchase or sale of any Company securities, he or she should consult with the Company's General Counsel's Office before making any such purchase or sale.

### **V. Reporting and Accountability**

Senior Financial Officers shall promptly report any known or suspected violations of this Code to the Audit Committee, which will take all appropriate actions to investigate any violations reported, including reporting material violations to the Company's board of directors (the "Board") and will recommend to the Board appropriate action. No retaliatory action of any kind will be permitted against anyone making such a report in good faith. Any questions pertaining to how the policies outlined in this Code are to be interpreted or applied should be addressed to the Company's General Counsel's Office.

### **VI. Waiver/Compliance/Accountability**

Any request for a waiver of any provision of this Code must be in writing and addressed to the Audit Committee. Any waiver or material amendment of this Code will be disclosed promptly on Form 8-K or any other means approved by the SEC.

The Audit Committee will assess compliance with this Code, report material violations to the Board of Directors, and recommend to the Board appropriate action.

*Last updated on April 4, 2019*