



INSTITUT MERIEUX GROUP
**RULES OF
CONDUCT**



INSTITUT MERIEUX



Institut Mérieux is committed to take actions all over the world in accordance with its public health mission and in compliance with the laws that govern each of its activities. For that purpose, Institut Mérieux has issued the present Rules of Conduct.

Moreover, Institut Mérieux has created multi-disciplinary initiatives involving all its different companies working in different sectors to guarantee there is a shared vision of ethics and compliance.

As such, the present Rules of Conduct established by Institut Mérieux are the basis that each of its companies must respect.

Furthermore, each company will have to develop such Rules of Conduct into specific Ethics and Compliance programs by creating their own Code of Conduct that shall be adjusted to their own core activities.

RESPECT FOR LONG-STANDING VALUES EVERYWHERE IN THE WORLD

Institut Mérieux and its companies all comply with long-standing ethical values through specific actions in each different area. Institut Mérieux intends to perpetuate these values among employees through the "The pillars that support us".

PUBLIC HEALTH

- Serve the greater good for mankind
 - Place medicine and the interests of patients first and foremost
- Meet global public health needs and the specific needs of each country

SOCIAL COMMITMENT

- Provide the underprivileged with access to high-quality treatment and clinical biology all over the world, in partnership with the foundations
 - Engage in socially-responsible activities that support progress in science and research
- Train employees and support their career development, transmit know-how

VISION WITHOUT BORDERS

- Maintain a global outlook and open up geographic borders
- Push the boundaries of science and technology: promote multidisciplinary approaches and partnerships
- Be open to different cultures and new ideas

A PIONEERING SPIRIT

- Strive for excellence
- Explore new territories (geographic, technological, scientific, etc.)
- Innovate in all fields
- Be bold and courageous, know how to bounce back and adapt
- Take risks and responsibility for one's action
- Show solidarity with one's team in success and failure

ROOTS

- Prioritize a long-term vision
- Remain independent
- Perpetuate the legacy founded on enduring values: continuity, loyalty, respect for people



DEFINITION

- Group Companies** represent each sub group dedicated to the activities of Institut Merieux (*In vitro* diagnostics solutions, food safety and nutrition, immunotherapy, innovation and growth capital investment, contract research and manufacturing services).
- Bioethics** is the study of ethical issues raised by advances in biology and medicine. It provides pathways for resolving ethical questions that arise in all types of clinical situations.
- Corruption** is the willingness to act dishonestly or fraudulently, directly or indirectly, in return for personal gain. A person in a position of power who is illegally paid to make a decision that favors the payer has participated in corruption - and so has the payer.
- Entities/Companies** represent a legal entity which is a subsidiary held directly or indirectly by Institut Merieux and part of a Group Company.
- Insider information** is any information directly or indirectly concerning Institut Merieux or any of its subsidiaries that has not yet been made public by Institut Merieux Group in an official press release, and that if it were made public, would be likely to have an influence on the price of one of the listed Group Company share or on the price of financial instruments associated with it.
- Institut Merieux/IM** represent the holding company duly registered to which various Companies belong.
- Institut Merieux Group** represents the holding company and the Companies that are part of the Group.
- Money laundering** is the process of disguising the nature and source of money connected with criminal activities (such as corruption, terrorism, or drug trafficking) as legitimate commerce where the true source cannot be identified.
- Personal data** means any information relating to an individual by which they can be identified, directly or indirectly, in particular by reference to an identification number or to one or more factors specific to his physical, physiological, mental, economic, cultural or social identity.

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INSTITUT MERIEUX RULES OF CONDUCT

Institut Mérieux has a strong legacy, based on values handed down through generations. Because of this heritage, Institut Mérieux has the perspective to look beyond the immediate future to its long-term vision and remain consistent with its values.

Institut Mérieux can support this vision and its reputation by conducting its business activities in compliance with its public health mission and the law.

Institut Mérieux understands that its expertise in infectious diseases and food diagnostics as well as its international presence give it a special obligation to act as a responsible corporate citizen, serving the greater good and the communities where it operates.

The Institut Mérieux RULES of CONDUCT (IM RULES of CONDUCT) aim at giving guidance to act on that responsibility in a tangible way and in close connection with its mission.

Institut Mérieux's businesses are aware that they must respect Ethics & Compliance programs to ensure that both internal and

external policies and practices align with a corporate culture founded on a sense of ethics and integrity.

Each Group Company must therefore inform its employees of these Rules of Conduct and provide them with a Code of Conduct to help them make the right choices in ambiguous situations and in a highly diverse and complex professional environment.

THESE RULES OF CONDUCT APPLY TO EVERYONE IN THE GROUP

These Rules of Conduct, as adapted in each Group Company Code of Conduct, apply to all employees, subsidiaries, affiliates, and officers and directors of the Group. Institut Mérieux also seeks to apply the same Rules to the suppliers, customers, and distributors of each Group Company.

The Code of Conduct developed (or to be developed) by each Group Company provides more details, including FAQ, links to internal policies and internal contacts. Each employee is responsible to comply with the version of the Code in effect at her/his Group Company. Each Group Company will make sure that its internal Code of Conduct is made available to each of its employees.

The Group is acting on world-wide basis and is responsible for following the law and regulations in all countries where it is doing business. Given the wide variety of cultures and political systems where it operates, one global standard may not adequately address all of the applicable regulations in a given area. Where local law and the Code of the Group Company where employees are working have standards addressing the same matter, the higher standard should be followed.

COMPLIANCE IS THE RESPONSIBILITY OF EVERYONE

Acting according to the IM RULES of CONDUCT is the responsibility of everyone in the Group. **Every day, each Entity actions at work affect the image as well as the public reputation of the Group. Illegal or unethical behavior on the part of even one employee can cause significant damage to all of Institut Mérieux.**

Managers should first and foremost represent the values of the Group and the IM RULES of CONDUCT through exemplary personal leadership and ethical behavior. Managers are encouraged to promote the importance of compliance by making it a key consideration in decision-making.

If there are serious concerns about behavior that may violate the RULES or their applicable Code, managers are expected to escalate those concerns to their management or Ethics & Compliance organization.

The managers' responsibilities do not relieve employees of their own responsibilities, but help to ensure that the key messages of compliance are delivered, respected, and followed throughout their organizations.

ETHICS & COMPLIANCE PROGRAM

Each Group Company will develop, put in place and maintain its own Ethics and Compliance Program. Each Ethics and Compliance Program should be based on a risk analysis and key priorities. Each Group Company will make sure to address these in a Compliance Program accessible to all its employees. It will include:

- a **Code of Conduct specific to each Group Company** complying with the IM RULES of CONDUCT and adapted to its activities and environment
- **Clearly identified and empowered compliance officers/department.** In case of certain compliance issues (i.e. quality, HR, financial, ..), several officers may be appointed. These Compliance officers will work with the IM VP Corporate Affairs to maintain the IM RULES of CONDUCT
- A **Training program***
- An **Audit program***
- An **Alert process**

* The Group Internal audit team and Merieux Université are parts of these programs:

- **Group Internal audit:** The Internal Audit department contributes to the evaluation, continuous improvement, and integrity of operational processes, while also ensuring that the Institute's companies have sustainable operations. The work of the Internal Audit department is based on the Internal Audit Charter, which describes its function, mission, scope of expertise and methodology (in compliance with the standards of the profession).
- **Mérieux Université :** Mérieux Université plays a key role in transmitting the Institute's internal culture and ensuring that its values are respected. It may also contribute to spreading best practices through training for employees in the different Group Companies.

GROUP PRIORITIES

1 DEVELOP, PRODUCE AND SELL QUALITY PRODUCTS AND SERVICES

TARGETING QUALITY AND SAFETY

In the health care field, the quality of products and services is critical for patient and consumer safety.

The Institute's Group Companies have created quality management systems and policies to guarantee the reliability and quality of their products and services and ensure optimal performance, as well as comply with the strictest international regulations.

Produce high-quality products, information and services that are essential to the health of those who depend on them. The Group Companies have a special responsibility to ensure that safety and quality are a clear priority.

BIOETHICS AND RESEARCH COMPLIANCE

The Group is committed to protecting the health of individuals and the public by actively considering bioethical implications prior to engaging in biomedical research.

PROMOTING AND MARKETING

The Group Companies' products and services are aimed at providing significant benefits to the customers of the Group and to patients. Providing information about the Group's products and services in an accurate, transparent and fair way is key for those who need them most. It should be done in a way which respects all applicable laws, regulations and industry codes.

2 TRADE IN ACCORDANCE WITH THE RULES

INTERNATIONAL TRADE

The Group has customers and business partners all over the world. In international trade, the laws of one country may apply to transactions that occur in another country. Employees involved in international trade must be familiar and compliant with all applicable laws, regulations and restrictions relating to import, export, international taxation rules, boycotts, customs and embargoes. Failure to follow these restrictions can lead to civil and criminal

penalties, as well as the loss of import or export privileges. Each Group Company will have to define internal policies adapted to its operations to take into account regulations on:

EXPORT CONTROLS

Most countries have laws and regulations that restrict or prohibit exports to certain countries, organizations, and individuals. These restrictions are intended to prevent these parties from obtaining knowledge, materials, or technology that might be used to harm people or the environment. Many countries publish lists of «denied parties» that include, for example, identified terrorist organizations or narcotics traffickers.

IMPORTS AND CUSTOMS LAWS

Any tangible or intangible item that is brought into one country from another is an import and is subject to importation and customs rules. As an importer, an entity is required to exercise reasonable care in determining the correct classification, value and country of origin for all imports.

INTERACTING WITH BUSINESS PARTNERS WITH INTEGRITY

Institut Mérieux's global network of suppliers and business partners is a critical asset for the Group. Maintaining strong, mutually beneficial relationships with responsible suppliers and business partners is integral to serving Institut Mérieux's customers around the world.

ETHICAL EXPECTATIONS OF SUPPLIERS AND BUSINESS PARTNERS

Institut Mérieux strives to build business relationships with suppliers and business partners who share its commitment to ethical and well-balanced business practices. Each Group Company will develop a Charter for Responsible Purchasing applicable to any parties with whom Group Companies do business. This Charter includes expectations that suppliers and business parties will, notably:

- Comply with all laws and regulations in the countries where they operate.
- Refuse to participate in corruption in any way.
- Avoid and eliminate anti-competitive practices.
- Follow international trade laws.
- Take responsibility for the health and safety of their employees.
- Respect basic human rights, including prohibitions on child labor, human trafficking, and any other cruel, inhumane or demeaning practices.
- Comply with labor laws.
- Allow free association of employees.
- Act in accordance with international standards and laws related to environmental protection.

SUPPLIER SELECTION AND FAIR TREATMENT OF BUSINESS PARTNERS

Group Companies endeavor to partner with diverse businesses, allowing them the opportunity to present their products, services and expertise to the Group. This includes small businesses and those owned by women, minorities, veterans and the disabled.

Suppliers should be selected based on price, quality, delivery, service, diversity and reputation, as well as their commitment to responsible environmental and ethics and compliant business practices.

Institut Mérieux has launched an initiative to bring together the Purchasing departments of all its Group Companies to share good practices in this area and establish long-term relationships with different suppliers based on a responsible purchasing approach.

PREVENTING CORRUPTION

Businesses like the one of the Group Companies have an integral role in the global effort to stamp out corruption. Corruption increases the cost of doing business, creates unfair competition, damages innovation, and undermines social structures. It delays, distorts and diverts economic growth and deepens poverty.

The Group is committed to conducting its activities free from the unfair influence of bribery and corruption. No bribe or other improper direct or indirect advantage must ever be given to any party. In addition, the Group Companies' business partners (such as distributors, contractors, or agents) should never be allowed to perform any actions that would be illegal or unethical if done directly by the Group Companies' own employees. Improper advantages can be anything of value, including bribes, kickbacks, illegal rebates, under-the-table payments, gifts, entertainment, or travel expenses.

RESPECTING FAIR COMPETITION

It is in Institut Mérieux's best interest to promote an industry where business practices are reputable. Most national and regional economic systems promote free competition as the best way to achieve progress that benefits consumers' lives. Fairness in Institut Mérieux's relationships with competitors promotes trust from consumers and makes its work easier.

ENSURING FINANCIAL INTEGRITY/ANTI MONEY-LAUNDERING

Many people rely on the Group Entities to maintain accurate and honest financial records, including their employees, their shareholders, governments and the public. The business operations of Group Entities have to be properly recorded in accordance with international accounting rules and other applicable standards imposed locally and/or by the Institut Mérieux Group. Each Group Company will set up financial policies and procedures in accordance with these rules. Any participation in money laundering is prohibited. Any irregularity that is detected regarding the country of origin or the financial institution involved in a particular transaction should be investigated and reported to internal resources (such as its Group entity compliance, export control team or to the Group internal audit team).

■ AVOIDING CONFLICTS OF INTEREST

The Group's business decisions have to be based on the merits, not personal interest. Any relationship or personal interest that could keep an employee from making a fair, impartial business decision is a conflict of interest and must be avoided. Any potential conflicts must be disclosed.

Receiving gifts, gratuities, fees, commissions or payments of more than a nominal value presents a conflict of interest for Group employees. Employees should not accept or remain in any situation in which a relationship with friends or relatives could impact his or her ability to make objective judgments

The use of the Group's property and services should be only for legitimate business purposes, not for an employee's personal benefit and never for any illegal or unethical purposes. The personal use of Enterprise Information Technology resources (email, internet, phones) should not interfere with work productivity and not exceed a nominal cost to the Group.

Outside employment that could potentially affect the performance of an employee's work should be avoided.

■ INTERACTING WITH HEALTHCARE PROVIDERS (HCPs)

HCPs are critical to Institut Mérieux's mission and provide valuable assistance in developing the Group's Entities products and services, executing clinical trials, and helping patients with its products.

Institut Mérieux must never offer or provide anything to a HCP with the intention of inappropriately influencing a HCP to prescribe, recommend, purchase or supply the Group's Entities products or services. There must be a legitimate business reason for all of the Group's Entities interactions with HCPs. What might be considered acceptable business practices or courtesies may not be appropriate when interacting with HCPs.

When required by law, any transfer of value from the Institut Mérieux Group to a HCP must be recorded and reported accurately to the government.

3 COMMITTING TO INSTITUT MERIEUX TEAMS

Rooted in a forward-thinking, humanist tradition, the Group seeks to attract and develop talent that is innovative and rich in professional and cultural diversity. The Group is committed to fostering an inclusive, safe work environment where employees can reach their full potential.

The Group also respects the Fundamental Conventions of the U.N. International Labor Organization (prohibition of child labor and forced labor, respect of the freedom of association), promotion of diversity, women's rights, respect for the rights of people to use their natural resources and the right to health.

■ CREATING A HEALTHY AND SAFE WORK ENVIRONMENT

All employees of the Group have a right to a healthy and safe working environment. Every employee has a responsibility to take reasonable precautions to prevent harm to people by maintaining a secure work environment, including being compliant with health, safety, and environmental requirements.

The safety of employees is a clear priority. Any act or threat of violence in the workplace by or against an employee is forbidden. Employees must not bring a weapon or any other potentially harmful item or substance into the workplace or onto the premises, except as required by other laws.

■ CREATING AN INCLUSIVE AND OPEN WORKPLACE

DIVERSITY, NON-DISCRIMINATION, AND INCLUSIVITY

The diversity of the Group's employees is a strength that is promoted and supported throughout the Group. The Group's commitment to diversity includes making reasonable accommodations to assist those with disabilities and social needs.

Behavior that singles out an employee or group of employees in a negative way because of their gender, age, race, ethnicity, national origin, religion, marital status, sexual orientation or identification, disability, health status, genetic information or any other characteristics protected under applicable laws, is prohibited. All aspects of the employment relationship, such as hiring, assignments, promotion, compensation, discipline and termination must be made without regard to these characteristics.

The Group supports and promotes a work environment that is respectful to everyone and will not tolerate harassment of an individual for any reason.

RESPECT OF HUMAN RIGHTS

The Group promotes and upholds international law on Human Rights and condemns the use of forced labor and exploitative child labor. Each Group Company should comply with all laws regarding slavery and human trafficking.

4 INTERACT THOUGHTFULLY WITH THE GROUP COMMUNITY

PROTECTING THE ENVIRONMENT

The Group's dedication to sustainable development reinforces its social commitment. In addition to following environmental laws and regulations, each Group Entity can implement programs and initiatives to minimize environmental impact.

PROMOTING PHILANTHROPY AND CORPORATE SOCIAL RESPONSIBILITY

The Group is strongly committed to public health. Most of the Group's charitable giving supports the actions of the Fondation Mérieux and the Fondation Christophe et Rodolphe Mérieux.

Other initiatives can be developed in each Group Company in the countries where they have sites and subsidiaries. The selected projects should relate to:

- Each Group Company or fields of expertise
- Each Group Company's mission, improving public health and contributing to access to healthcare, especially in emerging countries.
- Commitment to Human Resources, particularly in the areas of health and integration in the workplace, or
- Projects enabling the Group Entity to be a good corporate citizen in the communities where its sites and subsidiaries are located and respond to requests from organizations with recognized public interest status.

These donations are given voluntarily, as reflection of the Group values, without any expectation of favorable treatment by the recipient in return or in exchange for a business favor.

5 SECURE INFORMATION AND INFORMATION SYSTEM AND COMMUNICATE CAREFULLY

PUTTING IT IN WRITING

The Group's commitment to integrity is bolstered by the proper creation, maintenance, and disposal of accurate business records. These records are valuable assets and should be carefully managed and protected. Proper recordkeeping is an essential part of compliance.

RECORD RETENTION AND DESTRUCTION

The laws in the countries where the Group Companies do business require the Group to maintain certain records for specified periods of time. Failing to comply with global and local rules could result in financial penalties, sanctions or serious disadvantages in any future legal proceedings. In addition, everyone has to remember that the Group Companies' records are the Group Companies' responsibility - the Group Companies must be able to defend any documents that they create.

CONTRACTS AND OTHER LEGAL AGREEMENTS

Valid and enforceable legal documentation strongly supports the Group Entities in achieving its business objectives and protects it from serious business, legal, and ethical risks.

Without legal documentation, it can be difficult to enforce a business arrangement if there is a dispute or litigation. It can also be difficult or even impossible to recognize revenue in accordance with accounting rules, or hold another party accountable to Institut Mérieux's standards.

Carefully documenting services provided to the Group by intermediaries such as consultants, advisors, agents, specialists, or distributors is a must. Payments to such parties should be carefully set to correspond fairly to the services provided and must be properly entered in the Group's books. Compliance and Ethical obligations must be documented to ensure that the intermediaries are fully accountable for Institut Mérieux's Rules of Conduct.

ENSURING APPROPRIATE USE OF THE INFORMATION SYSTEM

In each of the Group Entities, the Information System is a key asset. Its growing importance makes it essential to support their daily activities and its protection is more than ever a key objective for everyone. Each user of the Information System must be aware of best practices, mostly based on common sense, in order to be an active contributor to the security of the Information System.

RESPECTING INTELLECTUAL PROPERTY RIGHTS

The Group dedicates significant human and financial resources to create innovative products, processes and ideas in the technical, scientific, financial or business fields. All such information represents valuable assets that must be protected with utmost care, physically and legally.

Employees must maintain the confidentiality of the Group's trade secrets and confidential information. Trade secrets may include information regarding the development of systems, processes, products, know-how and technology.

All Group employees are strictly prohibited from appropriating any information learned from a third party while in the conduct of their professional activities when it can reasonably be considered as confidential, or as an infringement on or plagiarization of any intellectual property rights (including patents, copyrights, trademarks, or trade secrets) of a third party.

RESPECT FOR PRIVACY AND PERSONAL DATA PROTECTION

Privacy is a fundamental right under Article 12 of the U.N. Universal Declaration of Human Rights of 1948 and the Group is committed to maintaining the confidentiality of personal data. Many countries have stringent regulations that restrict the use of personal information. Such laws require that companies take adequate measures to ensure the confidentiality, integrity, and availability of personal information.

Any employee with access to personal information must agree to adhere to the personal data protection rules and collect, use and disclose personal information only in accordance with local regulations and laws. Each Group Company's Code of Conduct will include specific policies in that field.

PATIENT DATA PROTECTION

In each of its various businesses, the Group may have access to personal data in a healthcare context – known as patient data – which is very sensitive information. The Group is committed to the protection of patient health information and compliance with applicable regulations concerning their use and disclosure.

Protected Health Information cannot be processed for purposes other than patient treatment, payment or healthcare operations. Disclosures of Protected Health Information must be limited to the minimum necessary to achieve the permitted purpose. Authorized employees must commit to maintain the privacy and the confidentiality of any Protected Health Information.

HANDLING CONFIDENTIAL INFORMATION

Employees must always strive to protect and preserve the assets of the Group against theft, loss, damage, carelessness, waste and misuse. This includes Group confidential information, whether in oral, paper, or electronic form. Confidential information can include, among other things:

- All information related to innovation and manufacturing processes and data (drawings, performance statistics, test data or specifications...)
- All information about employees
- Group policies, procedures, work instructions and standards.
- Information about the market for the Group Companies' products and services (customers, patients, prices, contract terms and sales or marketing strategies and tactics, as well as information concerning the Group Companies' suppliers,...)
- Non-public financial information about the Group or any transactions of the Group, including transactions with customers, financial providers and vendors, or mergers & acquisitions and divestitures.

If it is necessary to disclose confidential information to outside parties, the appropriate parties must sign a Confidential Disclosure Agreement (CDA) before sharing any information. CDAs do not relieve employees of the responsibility to use care in deciding what information to disclose.

The absence of documentation of exchanges of information or any breach of CDA provisions may expose the Group to the loss of the protection of its information or to damage claims.

COMMUNICATING PROPERLY WITH THIRD PARTIES

The Group's reputation depends on it providing accurate and consistent information to the public. Each of Group's employee is responsible for maintaining this reputation. Only authorized representatives are permitted to speak on behalf of the Group. Each Group Company will define its authorized representatives for such purpose.

INSIDE INFORMATION AND TRADING

Employees are not restricted from making personal investments, including purchases of stock of listed Group Entities, which do not violate securities and stock market laws and regulations. However, everyone must be aware that using inside information as a part of an investment decision is prohibited.



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