



CODE
OF CONDUCT
FOR ETHICS AND
COMPLIANCE



INSTITUT MERIEUX

EDITORIAL

BY THE CHIEF EXECUTIVE OFFICER

Dear Colleagues,

Following in a family tradition of activity in the fight against infectious diseases that has been going strong for more than a century, Institut Mériieux works to promote public health worldwide. To achieve this objective, Institut Mériieux expects the actions and behaviors of everyone, including the management team, to reflect its ambitions of integrity, respect and fairness.

Our Code of Conduct is a complement to the Institut Mériieux Group Rules, published in 2017. It illustrates the values of our company and sets out the fundamental principles to be embodied in our work and our daily interactions with our customers, our colleagues and all of our partners. In all types of activities, no act of corruption or unethical practices will be tolerated within our organization.

This document is a reference guide designed to help each of us make the right decisions, at the right time, in an increasingly complex professional environment.

If you have any questions, please do not hesitate to contact your Manager, the Group Ethics and Compliance Department or the Legal Department, who are at your disposal.

We thank you and know we can count on your commitment to embody Institut Mériieux's key values and culture.

Michel Baguenault
CEO of Institut Mériieux



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FOREWORD

This Code of Conduct applies to all Institut Mérieux employees in the context of their professional activities.

It lays down the procedures for applying these rules and monitoring compliance with them with regard to the fight against corruption, influence peddling and handling conflicts of interest.

This Code of Conduct sets out the Rules of Conduct applicable to the entire Institut Mérieux Group in the context of Institut Mérieux's business activities, in particular as a leading holding company. These Rules of Conduct have already been made available to all Group employees, and in particular to the company's employees.

Every employee can forward any question regarding the application of the Code of Conduct and the Rules of Conduct issued by Institut Mérieux (hereinafter jointly referred to as the «Codes of Conduct»), or their construction, to his or her superior or to Institut Mérieux's Group Audit and Compliance Department via the reporting line or by sending an e-mail to the following address:

compliance@institut-merieux.com

Each employee must act in accordance with the rules defined in the Codes of Conduct in the context of his or her activities within the company.

The Code of Conduct must be implemented with due regard to the legal and social considerations applicable in France. The Codes of Conduct may be revised to take into account any necessary adjustments.



Each employee is responsible for implementing the Codes of Conduct within the framework of the responsibilities relating to his or her position and for ensuring that the rules applicable to third parties with which he or she deals, particularly regarding corruption, influence peddling and handling conflicts of interest, are known to such third parties. Cases of non-compliance must be reported to the Group Audit and Compliance Department.

The Codes of Conduct must guide the actions of employees when they act on behalf of Institut Mérieux. All employees are expected to strictly adhere to the principles of these Codes of Conducts.

Any employee who violates or deviates from the Codes of Conduct, encourages or authorises a violation of these Codes, shall be subject to disciplinary sanctions, in accordance with the scale of sanctions set out in the internal regulations, which may go as far as the termination of his or her employment contract. Institut Mérieux also reserves the right to take any necessary legal action against employees who have behaved in a way that is contrary to these rules.

1. MAIN RISKS THAT EMPLOYEES MAY FACE

Definitions

Corruption is behaviour whereby a person (public official or private person) requests or accepts directly or through an intermediary, a gift, offer or promise, present or benefit of any kind with a view to performing, delaying or omitting to perform any act which falls either directly or indirectly within the scope of his or her duties, in order to obtain or retain a commercial or financial advantage, or influence an administrative decision.

Influence peddling refers to when someone monetises his or her actual or perceived position or influence to influence a decision that is to be made by a third party.

It involves three stakeholders: the recipient (who provides benefits or gifts), the intermediary (which uses the credit he or she holds as a result of his or her position) and the target person who holds the decision-making power (public authority or administration, judge, expert, etc.), who are independent entities and are punished in the same way.

Conflicts of interest arise from any situation or arrangement wherein the personal activities or business interests of Institut Mérieux employees are in conflict with their duties or responsibilities.

Money laundering consists of hiding the origin of a sum of money that was acquired through illegal activity by re-injecting it into legal activities.

Principle and rules

When carrying out activities on behalf of Institut Mérieux, employees must have no conflicts of interest or, if they do, they must refrain from taking part in any such situation.

Employees must not engage in acts of corruption, influence peddling or money laundering and must not use intermediaries (agents, consultants, advisors, distributors or any other business partner) to commit such acts.

Corruption can take several forms that are similar to common business or social practices; these may include invitations, gifts, sponsorships, donations etc... They must comply with the requirements of the Codes of Conduct.

Corruption is not tolerated, regardless of the status of the beneficiary.



It is up to everyone to ensure that his or her behaviour is in line with the principles of conduct set out in the Codes of Conduct.

When faced with any proposal, ask yourself:

- Are laws and regulations being complied with?
- Is this in line with the Codes of Conduct and the Group's interests?
- Is my personal interest being served?
- Would I be embarrassed if my decision were made known?

You should contact your line manager or Institut Mérieux's Group Audit and Compliance Department if you have any doubts about your ethical or business conduct choices. Such enquiries will be dealt with in complete confidentiality.

You can also express your concerns using the dedicated whistleblowing email address: compliance@institut-merieux.com.

All employees must identify situations likely to generate conflicts of interest and, accordingly, prior to taking any action, confirm with their line manager that this situation could not adversely affect the company in the context of the planned transaction.

2. SPECIFIC CASES WITH WHICH EMPLOYEES MAY BE FACED

2.1 With regard to relations with third party decision-makers

■ Gifts, tokens of courtesy and hospitality and entertainment

Definitions

Gifts are benefits of any kind given by someone as a token of gratitude or friendship, without expecting anything in return, which may compromise the employee's impartiality or independent decision-making.

Employees must refrain from receiving any form of compensation from intermediaries.

Hospitality generally includes refreshments, meals and accommodation.

Entertainment generally includes attending shows, concerts or sporting events.

Principle and rules

Gifts and invitations may be considered active or passive corruption.

Be careful when it comes to gifts, tokens of courtesy and hospitality (either received or given), and invitations to entertainment which help build good relationships.

Under no circumstances must they be considered as a means of influencing a decision or favouring a company or person.

They must not be solicited by the beneficiary. They must be carried out within a strict professional framework. They must be only occasionally made with regard to the professional activity.

Both public officials and health care professionals are subject to stricter rules, regulations and laws, so special care should be taken with all tokens of courtesies.

Gifts that are received or given must comply with the following rules:

- they must be reasonable;
- they must never be of a financial nature: loan, cash or cash equivalents;
- they must not be the subject of any consideration;
- they must be completely transparent.



As it is impossible to cover all cases of invitations or to give a precise definition of gifts, employees must consult their superiors if they have any doubts about the value or appropriateness of a gift.

Failure to comply with this gift policy will result in disciplinary action in addition to criminal sanctions.

■ Specific rules for public officials

Definition

The term «public official» is broadly interpreted by the authorities to include:

- Any elected or appointed official or employee of a government or ministry department, government agency or corporation owned, even in part, by a government.
- Any elected or appointed official or employee of a public international organisation.
- Any person acting officially for, or on behalf of, a government or a government department, government agency or public international organisation.
- Politicians and candidates for public office.
- Any other person who is considered a public official under applicable laws and industry codes.

Principle and rules

Any relationship with a public official must comply with the regulations governing it (i.e. the regulations applicable in the specific country of the public official or imposed on him or her by his or her employer).

It is forbidden to grant any gratuity to a public official or public figure for the purpose of obtaining something that benefits Institut Mérieux. Some regulations tolerate so-called «facilitation payments» to speed up mandatory administrative formalities. Institut Mérieux rejects this practice.

Any benefit passed on to a public official must be fully transparent, properly documented and justified.

In all cases, employees must:

- act honestly, fairly and transparently,
- never offer a personal advantage.

■ Conflicts of Interest

Definition

Conflicts of interest arise from any situation or arrangement wherein the personal activities or business interests of Institut Mérieux employees are in conflict with their duties or responsibilities.

Any relationship or personal interest that may prevent an employee from making a fair and impartial decision constitutes a conflict of interest that must be avoided at all costs and reported to the employee's line manager and to the Group Audit and Compliance Department.

Principle and rules

Employees must not be in a conflict of interest situation when carrying out activities on behalf of Institut Mérieux.

Each employee in a conflict of interest situation must refrain from taking part in any decision affected by said conflict of interest.



If circumstances arise that require the employee to be involved in a decision affected by a proven conflict of interest, the employee must ask his or her line manager or the Group Audit and Compliance Department to validate the relationship and the terms of the relationship.

Any situation of real or potential conflict of interest must be notified to his or her superior and to the Group Audit and Compliance Department.

2.2 With regard to relations with Institut Mérieux's partners

■ Gifts to charitable or political organisations

Definitions

Gifts and donations are benefits given in the form of money and/or in-kind contributions; they are allocated for a specific purpose: research, training, environment (sustainable development), charitable or humanitarian purposes, etc.

Political contributions are monetary or non-monetary contributions in support of political parties, officials or initiatives.

Principle and rules

Donations, gifts and political contributions can only be made if Institut Mérieux does not receive any tangible reciprocation. Similarly, donations, gifts, and political contributions must not reward (or be seen to reward) any tangible reciprocation.

No cash gifts are allowed. No reimbursement will be accepted in this respect. On an exceptional basis, tips (taxis, restaurants, etc.) may be tolerated and such tips must be validated as part of the expense report.

All requests for gifts must be made centrally to Executive Management, which will validate them within the framework of an allocation set annually by the Board of Directors. Care should be taken to obtain a receipt for each gift.

■ Corporate patronage

Definition

Through corporate patronage, Institut Mérieux seeks to provide financial or material support for social, cultural or sporting activities in order to communicate and promote the Group's values.

Principles and rules

Corporate patronage is carried out without any direct reciprocation (other than the promotion of the institutional or commercial image) on the part of the beneficiary. It must not be used (or seen to be used) to receive an unjustified advantage in return or to unduly influence public or private decisions which might benefit Institut Mérieux.

Executive Management centralises and validates corporate patronage requests within the framework of the annual budget. All corporate patronage must be covered by a contract specifying the commitments of each of the parties and in particular the beneficiary's obligation to provide a tax receipt.

■ Sponsorship

Definition

Through sponsorship, Institut Mérieux also wishes to provide financial support to any organisation for the purpose of organising scientific events or training.

Principles and rules

The principles are the same as for corporate patronage, i.e. all sponsorship is carried out without any direct reciprocation (other than the promotion of the institutional or commercial image) on the part of the beneficiary. It must not be used (or seen as being used) to receive an unjustified advantage in return or to unduly influence public or private decisions which might benefit Institut Mérieux.

Sponsorship activities are decided by the Department Managers in accordance with the conditions set out in the Commitment policy: Expenses and Contract.



Any sponsorship agreement must be covered by a contract which will determine the essential obligations to be carried out within the framework of the allocated funding.

No cash-based sponsorships are allowed. No reimbursement will be accepted in this respect.

■ Mériex Research Grants et Young Investigators Awards

Definitions

By granting the Mériex Research Grants and Young Investigators Awards, Institut Mériex is setting up a worldwide network of experts and young biologist and/or physician researchers on topics that are in line with Institut Mériex's strategic priorities.

Principles and rules

All funding requests are handled centrally by the Medical or Scientific Department (DMS). The allocation procedure is carried out by a Strategic Committee which meets each year in the context of the annual budget. It determines the policy for the coming year and keeps minutes of the decisions taken applicable for said year.

Any agreement relating to the Mériex Research Grants and the Young Investigators Awards must be covered by a contract that specifies each party's commitments.

■ Facilitation payments

Definition

Facilitation payments are unofficial payments (as opposed to legitimate and official duties and taxes) that are made to facilitate or expedite any formalities, including administrative formalities, such as applications for permits, visas or customs clearance.

Principle and rules

As a matter of principle, Institut Mériex prohibits «facilitation payments», regardless of whether or not local laws allow them.

■ Integrity of dealings with partners

Definition

A third party is a natural or legal person with whom Institut Mérieux has dealings.

For the purposes of this Code of Conduct, Institut Mérieux's subsidiaries and employees are not considered as third parties.

Principle and rules

Institut Mérieux is committed to ensuring that its business partners (suppliers, service providers, agents, customers, etc.) and intermediaries comply with its ethical and compliance principles, in particular the fight against corruption, influence peddling, conflicts of interest, the fight against money laundering, respect for the environment and terrorism.

Each third party with which Institut Mérieux enters into a relationship must be clearly identified. This identification and the terms of payment of the transaction must be validated by the Legal Department and/or the Group Audit and Compliance Department when preparing the contract.

Institut Mérieux takes the necessary steps to bring this Code of Conduct to the attention of its partners, notably by providing a link on its website and it is understood that these partners must undertake to comply with this Code of Conduct.

Any transaction involving a third party must be in writing (contract, protocol, order or engagement letter).

■ Fair competition

Definition

Institut Mérieux encourages the promotion of free competition through trustworthy commercial practices in compliance with national or regional competition rules. Institut Mérieux builds trust with its partners by maintaining fair relations with its competitors.



Principle and rules

Employees must not consult with competitors, either directly or indirectly, to fix prices. Employees are hereby informed that they must not allocate markets and customers, either geographically, or at customer or product level. Employees must exercise due diligence with their partners to ensure that they share Institut Mérieux's vision of avoiding and eliminating all anti-competitive practices. Any practice of illegally or unfairly obtaining information on competitors must be banned. Similarly, there must be no promotional or advertising campaigns negatively directed against competing companies on the basis of unfounded information.

2.3 With regard to organisation within Institut Mérieux

■ Personal data protection

Definition

Personal data' means any information relating to a natural person who is identified or can be identified, either directly or indirectly, through an identification number or one or more factors specific to his or her physical, physiological, mental, economic, cultural or social identity.

Principle and rules

Data must be collected and processed fairly and lawfully, for specified, explicit and legitimate purposes and are not subsequently processed in a way that is incompatible with such purposes.

Data must be retained in a form which makes it possible to identify the data subjects for no longer than is necessary for the purposes for which the data was collected and processed in such a way as to guarantee appropriate security.

It must be possible for data subjects to:

- be informed of the existence and purpose of any processing involving their personal data;
- have a right to access, rectify their personal data and object to their processing;
- promptly report to the data protection officer any loss or misuse of their personal data.

■ Maintaining Confidentiality

Definition

Institut Mérieux employees must make every effort, under all circumstances, to protect Institut Mérieux's assets and preserve them from theft, waste, damage, loss, negligence or misuse. These assets include Institut Mérieux's confidential information, whether they be in oral, written or electronic format.

This includes in particular information on company policies, procedures and work instructions; the company's unpublished financial information or unpublished information on transactions, mergers and acquisitions as well as disposals.

Principle and rules

If confidential information must be disclosed to external parties, such parties shall first sign a non-disclosure agreement.

However, such agreements do not relieve employees of their duty to exercise vigilance in determining the information to be disclosed.

■ Respect for human rights

Définition

Institut Mérieux respects the fundamental rights of its employees. Institut Mérieux prohibits any form of racial, sexual or religious discrimination as well as any practice based on gender, age, illness or disability. Institut Mérieux strives to provide a safe and healthy environment for its employees. Institut Mérieux also implements programmes aimed at reducing environmental impact for the benefit of future generations.

Principle and rules

Employees must not discriminate or harass any person. They must give priority to respect for fundamental human rights and labour law. They must demonstrate vigilance and a personal commitment to human rights in their daily activities.

They must follow all measures put in place to prevent accidents within the company and improve risk management. They must have a proactive approach to environmental protection that forms part of a sustainable development policy.



■ Inside information and insider trading

Definitions

Inside information refers to any information directly or indirectly related to the Institut Mérieux Group as a whole, which the Group has not yet officially made public and which, if it were made public, could influence the share price of the Group's listed companies or the price of related financial instruments.

Insider trading refers to the use of information that has not been made public as a basis for an investment decision. Since this information is not made known to other investors, the insider may have an unfair advantage over the rest of the market participants.

Principle and rules

Employees may make personal investments and purchase shares in the Group's listed entities, in compliance with the laws and regulations of the securities and equity markets. However, everyone must be mindful that any investment decision based on unpublished information is prohibited.

It is therefore recommended that each employee consults the calendar to find out the dates on which investments can be made

3. IMPLEMENTATION

3.1 Training

Employees are required to be familiar with the Codes of Conduct and to participate in any training sessions that are organised, in particular those run by Mérieux University.

New employees will undergo awareness training as soon as they take up their duties.

3.2 Reporting non-compliant practices and whistleblowing line

Any employee who, in good faith, reports a potential violation of the Codes of Conduct or the values of Institut Mérieux to his or her superiors or to the Audit and Compliance Department of Institut Mérieux, will be protected from all forms of retaliation.

In addition, Institut Mérieux undertakes to treat any report made by an employee or third party in a confidential and diligent manner.

When faced with an ethical or business conduct decision, employees must speak to their line manager, to Institut Mérieux's Group Audit and Compliance Department, or send an e-mail to the reporting line (compliance@institut-merieux.com).

It is recommended that all employees report any behaviour violating the rules of the Codes of Conduct and that they do so confidentially.



USEFUL LINKS

- The Institut Mériex Group's Codes of Conduct can be found on the Group's website under the Ethics and Compliance section.
- Requests may be submitted to the following address:
compliance@institut-merieux.com



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