



STAGO GROUP CODE OF BUSINESS ETHICS

May 2023 version



PRESIDENT'S MESSAGE

The successful business operation and reputation of Stago are built upon the principles of fair dealing and the ethical conduct of our employees, managers, directors and officers (hereafter referred as "Employees").

Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of ethics.

The continued success of Stago is dependent upon our customers' trust and we are dedicated to preserving that trust. Each of us owe a duty to Stago and its customers to act in a way that will merit the continued trust and confidence of the public.

Stago will comply with all applicable laws and regulations and expects all its directors, officers, and Employees to conduct business in accordance with the letter, spirit, and intent of all relevant laws and to refrain from any illegal, dishonest, or unethical conduct.

In addition to this Code of Business Ethics which sets at a global level the fundamental principles of integrity, fairness and honesty to be applied worldwide by all Employees of the Stago group, local internal policies are implemented in every Stago entity to maintain a safe and secure work environment for its Employees.

Compliance with this policy of business ethics is the responsibility of every Stago Employee.

An Ethics Committee is created at Stago International's headquarters in Asnières, France. Compliance Officers may also be designated, when relevant, at the level of the different STAGO entities.

We recognize the hard work and constant attention needed to maintain high ethical standards in the workplace.

We believe that it is the commitment of each individual Employee to this Code of Business Ethics which will demonstrate Stago's dedication to integrity, professionalism, quality, respect and honesty.



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INTRODUCTION

This Code of Business Ethics (hereinafter the “Code”) applies to all Employees, including all officers, directors and managers, of Stago International, and of all its affiliates around the world (“Stago”).

This Code is completed by country-specific supplements, among other to describe the Code compliance procedure applicable in each country.

In addition, this Code applies, where incorporated by way of express contractual agreement, to Stago’s vendors, distributors, suppliers, customers and clients (collectively referred to as “Business Partners”).

This Code of Business Ethics is not intended to supplant nor supersede (i) country-specific internal applicable rules, nor (ii) any national laws or regulations that may impose particular requirements upon Stago Employees or Business Partners who engage in certain activities in those countries.

All Stago Employees should independently ascertain that their interactions with Business Partners comply with all current national and local laws and regulations.

This Code represents an act of self-discipline. Stago Employees should also acknowledge that the Code is to be applied in the spirit, as well as in the letter.

Stago Employees, directors and officers are expected to understand and comply with Stago’s Code of Business Ethics. Stago Employees, directors and officers should read this Code, be sure to understand its requirements, and to ask questions as necessary.

Ultimately, Stago’s ability to enforce the Code is based in large part on the willingness of Stago Employees to follow the Code’s requirements and on their willingness to report alleged violations of the Code.

Each Stago Employee who learns of or suspects a Code violation is invited to report such alleged Code violation. Stago Employees who report a concern in good faith about an alleged Code violation are protected from any form of retaliation. All reports will be handled with seriousness and with discretion.

This Code of Business Ethics is given to each Employee when he/she is hired by Stago.

Stago has the right to amend, modify or revise this Code of Business Ethics in accordance with applicable laws.



1. MAINTAINING A SECURE WORK ENVIRONMENT

Respect and Non-discrimination

Stago cultivates respect for humans and their diversity. Stago is committed to an environment of equal environment and advancement opportunity for all qualified individuals. The diversity of our Employees is a strength that we will continue to promote and support throughout Stago group.

Stago will not tolerate any discrimination whether based on sex, age, social origin, religion, ethnic origin, marital status, nationality, sexual orientation, political opinion, disability.

Respect of Human Rights

Stago is committed to respecting and promoting the human rights in its activities and business relations, in accordance with the Universal Declaration of Human Rights, the United Nations Guiding Principles on Business and Human Rights and the fundamental conventions of the International Labor Organization. Stago has the responsibility to ensure that its employees work in conditions that are ethical and non-hazardous and that its business partners do not use or support any form of forced labor or child labor.

Harassment and violence Free Workplace

Stago is committed to providing a work environment that is free from violence and harassment in any form.

Accordingly, Stago prohibits any member of management and any employee from making unwelcome and/or unsolicited sexual advances. Stago also prohibits any conduct that creates an offensive working environment.

Stago will not tolerate workplace violence in any form including threatening behaviors, assaults, harassment, intimidation, bullying, taunting, constant teasing, or any other conduct that leads to violence in the workplace.

Safety and Security

Stago strives to provide a safe and healthy work environment for all Employees. Employees must comply with all Stago safety and health requirements, whether established by management or by local laws. Accordingly, Employees are expected: to conduct themselves in a safe manner; use good judgment and common sense in matters of safety; observe all posted safety rules; and follow all safety regulations. Please note Stago is a smoke free environment. Smoking and vaping (using electronic cigarettes) is permitted in designated areas only.



2. CORPORATE INFORMATION

Asset Protection

Stago's assets include, among other things, customer and employee private information, network operations and facilities, computer systems and passwords, security procedures, company facilities and their locations, technical and marketing research data, product development information, business plans and strategies, other business confidential information, and Stago property.

Stago Employees handling these assets in the course of their employment must keep such information safe and secure from theft, destruction, and loss. Accordingly, Stago Employees must take all appropriate precautions to protect these Stago assets, systems and premises. Such precautions include the proper handling of assets, properly securing these assets, and ensuring that visitors are properly escorted.

Intellectual Property

Intellectual property includes information protected by Stago's trademarks, patents or copyrights, the use of which is restricted by applicable intellectual property laws. To safeguard Stago's intellectual property from illegal copying or other misuse, Stago Employees must ensure that intellectual property is properly labeled with or identified by trademark, service mark or copyright symbols.

If a Stago Employee is unsure whether or what protection is necessary or appropriate for a particular item, or he/she believes disclosure or use by a third party is improper, such employee must contact the Legal Department.

Proper Use of Others' Intellectual Property

Stago Employees must respect the proprietary rights of others by complying with all applicable laws and agreements that protect the intellectual property rights of others, including all business providers, competitors or customers. Unless a Stago Employee obtains the intellectual property owner's specific prior consent, such employee may not copy, distribute, display, perform, or modify third-party copyrighted materials, or conduct peer-to-peer or other file sharing of copyrighted materials. A work may be protected by a copyright even if there is no notice on the work.

Protecting Stago's Reputation

Stago's reputation as a company is a key asset. Stago Employees are responsible for protecting this valuable asset. Use of the company brand and logo must adhere to approved corporate identity specifications. Unless a Stago Employee receives prior approval from its management, such Employee may never suggest that she/he is speaking on behalf of Stago



when presenting her/his personal views at community, professional or cultural functions, or on the Internet.

Protecting Stago's Confidential Information

Stago expects undivided loyalty to the interests of the company, including protection of the company's trade secrets and its private and confidential Business Partner information. "Confidential information" refers to all non-public information, in any form, emanating at any time from Stago International, its affiliates, any Stago Business Partner, or any other person that relates in any way to the business or operations of Stago.

Confidential information includes Stago information that is labeled "confidential" as well as information that is not labeled as "confidential" but by its nature should be reasonably construed as being confidential to Stago. Examples include Stago business plans, operations plans, strategy plans, financial data, product and service information, Business Partner data, sales data, company reports and, insofar as permitted by national local laws, personnel information, contracts and related information.

Employees must preserve and protect trade secrets and Confidential Information including all physical and non-physical forms of that information. Employees may not share such privileged information with people outside of the company or discuss such matters with other Stago Employees unless such Employees have a clear business need for the information. Any inquiries from outside sources that claim to have a "need to know" should be referred to a member of the Stago Senior Management Team. Employees who terminate employment with Stago are obligated to continue to maintain the confidentiality of proprietary information obtained or developed while employed by Stago.

Company Records

Stago strives to maintain accurate business records and to protect company funds and assets. Stago is committed to maintaining a system of internal controls that ensures compliance with applicable laws and regulations, and that promotes the full, accurate and timely disclosure of information in Stago's reporting to internal management, senior management of Stago parent organizations, external auditors, and external parties including regulatory and governmental authorities.

It is the responsibility of all Stago Employees to ensure that Stago's records including documents, electronic information, voicemails, and any other form of media are properly managed, handled, stored and, where applicable, destroyed as appropriate in accordance with retention guidelines. In the normal course of performing the job, Employees will likely receive, create, and transact with company records. Employees are required to properly maintain these records, to ensure that they are properly filed, labeled, and that access is appropriately limited to those with a business need to access the records.



Financial Reporting

Stago must maintain accurate financial records of its business transactions and must ensure proper reporting to auditors of its financial results. Financial records could include company-wide financial records, specific business unit transactions, as well as individual travel and expense reimbursement invoices. These and many other forms of financial information must be managed properly and must be appropriately presented when requested. To the extent that Employees create, handle, or are otherwise involved in the handling of financial records they must ensure that the records are accurate, properly maintained, and appropriately represented in internal and/or external financial disclosures.

Truth of Statements in Advertising

Stago expects that all business communication of or by Stago will be factual, in good taste, free from false or exaggerated claims or statements, and otherwise legal. Stago Employees who, by virtue of their roles or function, communicate about Stago products must comply fully with any and all applicable laws and regulations that relate to such communications. Stago Employees have the responsibility to know, to become aware of, to inquire, and to regularly update themselves about the legal requirements that apply, if any, to the business communications made on behalf of Stago. Stago Employees are encouraged to speak with their manager about such matters so as to: (1) confirm whether any specific laws apply to the business communications by the Stago employee in connection with his/her position; and (2) to the extent such laws do apply, to confirm the manner of compliance with such laws.

Data Protection/Data privacy

Stago and its affiliates, agents, Employees and/or other representatives are required to comply with all applicable data protection laws, legal privacy, medical or general confidentiality requirements which apply to any Stago activity or its representatives relating to an identified or identifiable natural person. This may include patient information but also information relating to Stago Employees, Business Partners, suppliers, agents, distributors and any other persons. All Stago Employees must comply with the applicable data protection laws and Stago data privacy policy or policies when dealing in any way with personal data. The breach of data protection laws may entail financial sanctions.

These obligations may vary depending on applicable local and national laws, particularly regarding confidentiality of such information. Specific guidance on data privacy should be submitted to the Legal Department if applicable.

3. COMPLIANCE AND INTEGRITY IN THE MARKETPLACE

Stago's business operations are highly regulated. As a company working in the Health Industry, Stago must respect all applicable laws but must also commit to the highest quality



standards. Health Authorities worldwide monitor Stago activities closely. Strict compliance with all Health Authority requirements, as well as with the requirements of other regulators at all levels of government, is obligatory.

Stago strives to conduct business with Business Partners and competitors with complete honesty and integrity. Stago expects Employees to eagerly service Business Partners and contend with competitors in a professional and ethical manner.

Relations with Suppliers/Business Partners

Buying decisions must always be based on competitive price, quality, value, and delivery or on specific selection criteria listed in invitations for bids. Stago expects Employees to have friendly relations with suppliers, consultants, and other Business Partners;

Stago Employees must be open, honest, business-like and completely ethical. Confidential information, such as bids submitted to Stago in connection with the purchase of equipment, supplies and services must be maintained in strictest confidence in order to avoid giving or removing any competitive advantage with respect to any of several suppliers. Disclosure of such information is unethical even if Stago appears to be benefiting from such disclosure.

Gifts and Entertainment

To avoid the appearance of impropriety, it is important that Stago Employees refrain from offering and decline any gifts from Suppliers or Business Partners which would raise even the slightest doubt of improper influence. Stago Employees occasionally may provide modest gifts to Business Partners, but these should be modest in value and in accordance with the applicable country-specific requirements imposed by Stago affiliates and the laws and regulations applicable where the Business Partner is licensed to practice. A "Gift" refers to the transfer of any item of value including goods and services without compensation.

Under no circumstances should cash or cash equivalents (e.g. tickets to sporting events) be accepted as a business courtesy or gratuity.

Stago Employees entertaining Business Partners must always have a legitimate business purpose. Stago prohibits entertainment activities that compromise the business judgment, impartiality or loyalty of Employees or Business Partners.

When Business Partners are Healthcare Professionals, entertainment or gifts may be prohibited or very regulated in certain jurisdictions (please refer to the Section *Relations with Healthcare Professionals* below).

Stago Employees may accept a reasonable level of entertainment from Business Partners so long as the entertainment meets any additional requirements imposed by the Stago affiliate for whom they work.

Additionally, Stago Employees must refrain from offering and decline:



- Any entertainment offered as part of an agreement to do, or not to do, something in return for the activity;
- Any entertainment offered that might compromise Stago's reputation or ethical standards; and
- Participating in any activity the employee knows or should know will cause the party offering the entertainment to violate any law, rule, regulation or the ethical standards of their own employer.

Confidentiality of Business Partners Information

From time to time, Stago may enter and be bound to various Non-Disclosure Agreements (NDAs) with one or more Business Partners. Under the terms of such NDAs, Business Partners may share with Stago Employees certain of their proprietary, privileged and/or business confidential information for the purposes of a business transaction, while requiring Stago Employees having access to such information to maintain confidentiality of the information. Stago Employees are required to hold such Business Partner information diligently and in strict accordance with the terms of the corresponding NDAs. Stago Employees are encouraged to speak to their manager to the extent that they have any questions about the proper use of, as well as any concerns associated with, Business Partner information.

Respect for free competition

Stago is committed to respect free competition and to comply with antitrust legislation in all markets in which it operates.

Violation of laws and regulations designed to promote competition and free enterprise has serious consequences for the Company and for individuals. Below are some examples of activities with important antitrust implications which are strictly forbidden:

- *Agreeing with competitors to fix prices or other terms of sale.*
- *Boycotting or otherwise refusing to deal with certain suppliers or customers.*
- *Dividing sales opportunities with competitors by territory or product line.*
- *Agreeing with distributors on resale pricing or imposing to distributors prices or discount for their resale.*
- *Price discrimination.*
- *Pricing to drive a competitor out of business.*
- *Disparaging, misrepresenting, or harassing a competitor.*

Antitrust issues may require legal analyses which are very complex. Any questions regarding the propriety of possible actions should be directed to the General Counsel or local in house Legal counsel if applicable.



The following points are given as examples.

Basic Do's and Don'ts:

Don't AGREE with Stago's competitors or anyone else outside of Stago:

- To fix prices or conditions of sales of Stago products.
- To limit Stago production, agree production quotas, or otherwise limit the supply, either geographically or by class of customer.
- To blacklist or boycott customers, competitors or suppliers.
- To limit or control Stago investments or technical developments in the market.

DON'T DISCUSS OR EXCHANGE INFORMATION with Stago competitors on any subject relating to the issues mentioned above.

In other words, DO NOT have formal or informal discussions with Stago's competitors or anyone else outside of Stago on the following:

- Individual company prices, price changes, terms of sales, etc.
- Industry pricing policies, price levels, changes, etc.
- Price differentials, price mark-ups, discounts, allowances, credit terms.
- Costs of production or distribution, cost accounting formulas, methods of computing costs.
- Individual company figures on sources of supply, costs, production, inventories, sales, etc.
- Information as to future plans concerning technology, investments, or the design, production, distribution or marketing of particular products or services including proposed territories or customers.
- Matters relating to individual suppliers or customers, particularly in respect of any action that might have the effect of excluding them from market.

Failure to respect these basic rules may lead to very heavy fines for Stago, (for example, in the European Union, such fines can reach up to 10 % of total Stago turnover) and may also lead to criminal sanctions, including jail sentences, for the individuals who did not respect such rules.

Conflicts of Interest

Stago strives to encourage and promote objectivity in business decision-making. Stago Employees have a duty of loyalty to the organization and are expected to make business decisions with Stago's best interests in mind and to exercise business judgment independent of external influences such as personal financial interests, external business relationships, outside employment, and familial relationships. Avoiding conflicts of interest is critical to maintaining integrity and honesty in the way Stago conducts its business.



Potential conflicts of interest can arise in any of the following circumstances - when a Stago employee:

- Accepts gifts from a potential Business Partner;
- Accepts additional employment by another company;
- Has a financial interest in a Business Partner or competitor;
- Places business with any firm in which the employee or an immediate family member of an employee has a financial interest; or
- Inappropriately communicates with a competitor.

Stago prohibits Employees from using company property, information, resources or position for personal gain or to compete with Stago in any way. Stago also prohibits Employees from taking or diverting to any third party any business opportunity that is discovered through the use of any of Stago's property, information or resources.

Relations with Healthcare Professionals

Stago's relationships with Healthcare Professionals are heavily regulated in most jurisdictions and strictly enforced by Stago as well as by various regulatory or governmental agencies.

Generally speaking, a Healthcare Professional is any individual or entity, directly or indirectly involved in the delivery of healthcare that can purchase, prescribe, lease, recommend, or use Stago products. The rules that govern the payment of anything of value such as gifts, meals, entertainment, honoraria, sponsored trips or grants, are complex and differ across countries.

Stago Employees must read and comply with the applicable rules for each country which are indicated in the local supplement of the Stago Code of Business Ethics.

The consequence for failing to comply with these rules can result in significant monetary and sometimes criminal penalties. If, by virtue of their role at Stago, Stago Employees are in contact with Healthcare Professionals, it is their duty to know the applicable laws and Stago policies that pertain to dealing with Healthcare professionals and to strictly adhere to such rules. More information on these regulations can be found under the local Stago current policies for Health Care Professionals.

Customs and international trade controls

Stago Employees, commit to comply with and to ensure that their Intermediaries and Business Partners comply with all enforceable local and international regulations applicable in terms of customs as well as to respect potential economic and financial restrictions applicable in terms of war zones and/or embargos.

States and international organizations draw up and update lists mentioning persons and States which are subject to economic and financial sanctions:



- Office of Foreign Assets Control (“OFAC”), the American Treasury department draws up the “Specially Designated Nationals List” (“SDN List”), which can be accessed on: <https://www.treasury.gov/ofac/downloads/sdnlist.pdf> ;
- Bureau of Industry and Security (“BIS”), the American Trade Department draws up the “Denied Person List” (“DPL”), the “Unverified List” and the “Entity List”, which can be accessed on <https://www.bis.doc.gov/index.php/policy-guidance/lists-of-parties-of-concern> ;
- France specifies the existing restrictive measures per country on a website which can be accessed on: <https://www.tresor.economie.gouv.fr/services-aux-entreprises/sanctions-economiques> ;
- The European Union publishes on its website a consolidated list of persons, entities and organizations which are subject to sanctions. This list can be accessed on: <https://data.europa.eu/data/datasets/consolidated-list-of-persons-groups-and-entities-subject-to-eu-financial-sanctions?locale=en> .

Stago Employees may not enter into an agreement with any person, State, entity, or state entity which is subject to international restrictions or sanctions.

Such rules are complex and are different for each country. When in doubt as regards to the beneficiary of a transaction, Stago Employees, must consult the Legal department before entering or executing an agreement.

In case of breach of the abovementioned rules, Stago and/or its Employees, expose themselves to heavy economic or financial sanctions as well as severe criminal sanctions (fines and imprisonment sentences).

Stago Employees must also comply with laws and regulations which have an impact on technology, software, financial transactions, import and export of goods and services, as well as cross-border information exchanges including exchanges by electronic means.

4. INTEGRITY IN GOVERNMENT RELATIONSHIPS AND ANTI - BRIBERY

Stago is committed to doing business with the government in every country in a manner that is fully compliant with any and all applicable laws and regulations. Stago Employees must be aware of and adhere to the laws and regulations that pertain to doing business with the government. These laws and regulations generally have three purposes: to obtain the best possible products and services at the best value; to promote full and open competition based on specifications and evaluations criteria that allow interested suppliers to respond appropriately; and to eliminate waste, fraud, and abuse.



Stago Employees must comply with all rules established by government officials for procuring products and services. This includes, but is not limited to, dealing with government officials in an environment of openness and under circumstances that avoid any perception of concealment, the appearance of impropriety, or any actual or potential conflict of interest.

Contacts with Government Officials

Stago strives to develop and maintain good relationships and effective communication with all levels of the government. Contacts with government officials must never be conducted in a way that would be in violation of applicable laws and regulations or could cast doubt on Stago's integrity. All contact on Stago's behalf with government officials to influence legislation, regulatory policy or rulemaking must be performed under the direction of the Stago Senior Management Team. This includes the hiring of outside law firms or public affairs firms to make such contacts on behalf of Stago. Activities of certain Stago Employees with government entities may be subject to lobbying and gift laws and accordingly should be done in consultation with the Stago Senior Management Team before there is any contact with public officials in connection with such activities.

Entertainment or Gifts for Government Officials

Stago Employees are prohibited from offering any gifts, gratuities or non-business related entertainment for the personal use of Employees or officials of any government agency or elected officials to whom Stago is seeking to sell, is selling goods or services, or is lobbying. The only exceptions to this rule are company sanctioned gifts of a token nature with Stago's company logo. These gifts typically include coffee mugs, pens, awards, plaques, certificates and bags.

For more details see the local country applicable procedure and relevant laws.

Anti-bribery

Stago is committed to conducting its activities free from the influence of bribery and corruption. Stago Employees must observe the highest ethical standards when conducting business.

In France, as well as in most countries in the world (FCPA in the US and UK Bribery Act for the UK), anti-bribery legislations exist which prohibit Stago either from offering or providing anything of value to persons who are employed by either government or private sector employers or who act for them, e.g. as their agents, for the purpose of inducing them to show favor to Stago or to show disfavor to anyone else in relation to the employer's affairs or business, or to act improperly by failing to act in good faith or impartially when carrying out their activities for the employer or principal, or by failing to act consistently with any position of trust they may hold. Stago is also prohibited from providing anything of value as a reward for any such behavior.



Stago is also responsible for (and prohibited from) anything of value being passed on to an official, or to an employee or agent of a customer, or of a prospective customer, via an intermediary (i.e. some other person or entity which could be a company or even a hospital or laboratory) in the circumstances set out in the preceding paragraph.

This prohibition also applies to situations where the item of value is not provided directly to the official, or to the employee or agent of the customer, but is instead provided to or for the benefit of another person or entity, which might include a medical institution or laboratory.

In the case of Stago, relevant officials, Employees or agents in this context are likely to include (but not be limited to) Healthcare Professionals and hospital personnel (e.g. hospital laboratory personnel or procurement specialists) who are working in government hospitals as well as in the private, non-state operated healthcare sector, e.g. hospitals working for private medical insurers, and consultants in private practice. Anything of value or any advantage that is provided to relevant officials or to Employees or agents must be in full compliance with the applicable laws and this Code.

These anti-bribery legislations are actively enforced and individuals are very often the target for prosecution by the relevant authorities in each country.

Some of these anti-bribery laws – in particular the FCPA for the US, the UK Bribery Act in the UK and the French law Sapin II – may also have extraterritorial effect if all conditions are met.

5. COMPLIANCE AND EXPRESSING CONCERNS

Failure to comply with this Code of Ethics may result in disciplinary action.

The Stago Group Ethics Committee, in liaison with the local Ethics Committees and the local compliance officers, coordinate the programs on ethics and compliance. Their role is to help Stago Employees in resolving any question or interpretation of the Stago's Code of Ethics and other related matters. They also help the managers in managing any compliance issues they might face.

Stago Employees are incited to speak to their local compliance officer, or to the Stago's Group Ethics Committee, about any unethical behavior that they might know about, or when such Employees have doubts about the best course of action to follow in a given situation, in order to allow Stago to resolve the problem.

With respect to the whistleblowing of a known or suspected infringement of this Code of Ethics, no sanction or retaliatory action will be taken against the whistleblower or against any facilitator or any other natural or legal person having a connection with the whistleblower who based his/her whistleblowing on the genuinely belief that a Stago Employee behaved in a way that constitutes an infringement of this Code of Ethics. In addition, retaliation is



prohibited against anyone who cooperates in an enquiry into an alleged infringement of this Code.

Any person who takes (or attempts to take) retaliatory actions against a Stago Employee, any facilitator or any other natural or legal person having a connection with this Employee, who based her/ his whistleblowing on a genuinely belief, exposed himself/herself to any appropriate disciplinary action. Furthermore, these retaliatory actions would be considered null and void.

If a Stago Employee uses the whistleblowing mechanism while she/he knows she/he is using it for a false alert or for an alert that is solely meant to be detrimental to someone else, the Stago Employee involved will expose herself/ himself to disciplinary actions.

We invite you to carefully read the procedure about the whistleblowing mechanism included in your local supplement to this Code of Ethics in order: to identify the members of the Stago's Group Ethics Committee and your local compliance officer; to have a detailed description of the procedure to follow when you are willing to use the whistleblowing mechanism.



STAGO CODE OF ETHICS (Australia)

May 2023 version



INTRODUCTION

This addendum complements the STAGO Group's Code of Ethics ("Group Code of Ethics") and provides details about the implementation of the Group Code of Ethics in Australia ("Australia Code of Ethics").

The Group Code of Ethics and the Australia Code of Ethics combine to form a single code of ethics ("Code of Ethics") that applies to:

- (a) all employees of Australian-based STAGO Group companies ("**Employee(s)**");
- (b) business Partners (resellers, distributors, suppliers, customers, providers and, generally speaking, all STAGO Group co-contractors, whether operating in the public or private sector) ("**Business Partner**" or "**Business Partners**");
- (c) Intermediaries (sales agents, consultants, brokers, representatives and, generally speaking, all third parties acting as intermediaries in a business transaction on behalf of the STAGO Group) ("**Intermediary**" or "**Business Intermediaries**");
- (d) all Australian-based STAGO Group companies (currently Diagnostica Stago Pty Ltd) ("**STAGO**").

If an Employee has any difficulty in interpreting the provisions of the Group Code of Ethics or the Australia Code of Ethics, they should consult STAGO Group's Legal Department.



1. ANTI-CORRUPTION AND BRIBERY IN AUSTRALIA

1.1. Who is responsible for dealing with anti-corruption and bribery matters?

Australia is a party to the Organisation for Economic Cooperation and Development (OECD) Anti-Bribery Convention (which provides the international framework for laws dealing with transnational bribery) and is therefore subject to ongoing progress reports.

Australia takes a whole-of-government approach to combating foreign bribery. The Australian Government Attorney-General's Department provides centralised guidance on dealing with such matters. This includes providing links to the international conventions relevant to Australia, including the OECD Anti-Bribery Convention, the United Nations Conventions Against Corruption and the Australian National Contact Point for the Guidelines on Multinational Enterprises.

While there is currently no single government anticorruption policy, most States and Territories, as well as the Commonwealth, have laws dealing with bribery and corruption. In most jurisdictions, federally and in each of the States and Territories, the relevant "Crimes Act" or "Criminal Code" is the most significant piece of legislation which makes foreign bribery and corruption a criminal offence.

The investigation of bribery and corruption offences is divided between the Australian Federal Police (AFP), the Australian Securities and Investments Commission (ASIC) and the State and Territory Police Forces. An investigation may be referred to the relevant Director of Public Prosecutions who then decides whether to commence a prosecution.

In addition, the Australian Taxation Office (ATO) often works closely with the AFP to investigate instances of serious and complex fraud and corruption matters, including suspected foreign bribery.

There is also a number of independent commissions at both the Federal and the State level to investigate possible corruption of public officials (including politicians) and police. This includes:

New South Wales	The Independent Commission Against Corruption (ICAC NSW)
Victoria	The Independent Broad-Based Anti-Corruption Body (IBAC)
Western Australia	The Corruption and Crime Commission (CCC WA)
Queensland	The Corruption and Crime Commission (CCC QLD)



South Australia	The Independent Commission Against Corruption (ICAC SA)
Northern Territory	The Independent Commissioner Against Corruption (ICAC NT)
Federal	Currently the Australian Commission for Law Enforcement Integrity (ACLEI). However, this will become the National Anti-Corruption Commission (commencing mid-2023)

While these commissions cannot charge individuals or corporations with substantive anti-bribery and corruption offences, they have extraordinary investigative / inquisitorial powers. Reports following an investigation can be given to the police for further investigation referred to the relevant Attorney General, Parliament, or in some circumstances released publicly to expose corruption.

1.2. Relevant Australian Legislation

1.2.1. Relevant Legislation – Federal Level

Bribery or corruption of, or by, an officer of the Commonwealth, of a State or of a Territory is a “serious Commonwealth offence” pursuant to section 15GE of the *Crimes Act 1914* (Cth).

At the Federal level, the *Criminal Code Act 1995* (Cth) criminalises:

- (a) bribery and corruption of a Commonwealth public official (division 141 and 142) involving the corrupt giving or receiving of a benefit or reward to or from a person (who may be an employee or agent of companies, an individual or public official). The conduct will be “corrupt” if the following conditions are fulfilled:
- the person engages in it dishonestly with the intention that the receipt, or expectation of the receipt, of the benefit, would tend to influence a public official (who may be the other person) in the exercise of the official’s duties as a public official;
 - the public official is a Commonwealth public official; and
 - the duties are duties as a Commonwealth public official.

In respect of bribery of a Commonwealth public official, there are severe penalties for an individual and body corporate who commit an offence under this section of the *Criminal Code Act 1995* (Cth):



- (i) For an individual: imprisonment for not more than 10 years, a fine not more than 10,000 penalty units (\$2,750,000 as at February 2023), or both.
- (ii) For a body corporate: a fine not more than the greater of the following:
 - (A) 100,000 penalty units (\$27,500,000 as at February 2023);
 - (B) if the court can determine the value of the benefit that the body corporate, and any body corporate related to it, have obtained directly or indirectly and that is reasonably attributable to the conduct constituting the offence – 3 times the value of that benefit; or
 - (C) if the court cannot determine the value of that benefit – 10% of the annual turnover of the body corporate during the period (“the turnover period”) of 12 months ending at the end of the month in which the conduct constituting the offence occurred.
- (b) the bribing of foreign public official (division 70.2).

1.2.2. Relevant Legislation – States and Territories Level

- (a) In addition to the Common Law, State and Territory laws also make bribery and corruption of another, including a public or foreign official, an offence. In some jurisdictions, “fraud” is also an offence.
- (b) For example, in NSW, section 192E of the *Crimes Act 1900* (NSW) makes it an offence to dishonestly obtain property belonging to another, or obtain a financial advantage or cause a financial disadvantage, which is considered fraud. The maximum penalty is 10 years’ imprisonment.

Part 4A of the *Crimes Act 1900* (NSW) criminalises corruption and bribery. S249B of the *Crimes Act 1900* (NSW) makes it an offence for any agent to corruptly receive or solicit (or corruptly agree to receive or solicit) from another person, for the agent or for anyone else any benefit. It is illegal to receive, ask, give or offer an inducement or reward for doing or not doing something, or showing or not showing favour or disfavour to any person in relation to the affairs or business of the agent’s principal. The maximum penalty for bribery in NSW is 7 years’ imprisonment.

- (c) In VIC, while the offence of bribery largely comes under the Common Law, section 320 of the *Crimes Act 1958* (VIC) outlines the maximum penalty for certain common law offences, including that the maximum penalty for bribery of a public official is 10 years’ imprisonment. However, bribery of police or



protective services officers (referred to as 'regulated persons') is a criminal offence under section 253 of the *Victoria Police Act 2013* (VIC). It is an offence to give, offer or promise a payment or other benefit to, or make an agreement with, a regulated person, including to encourage them to neglect their duty, or improperly take advantage of their position. Additionally, in accordance with section 252, it is an offence for a regulated person to take or solicit a bribe in the abovementioned circumstances. The maximum penalty is 2 years imprisonment, 240 penalty units (\$44,380.80 as at February 2023), or both.

1.3 Implementation

Taking into account the seriousness of the matters set out above, STAGO has decided to implement the following measures and procedures:

- (a) **This Code of Ethics** describes and provides examples of the various types of behaviours that are unlawful and may be considered acts of bribery or corruption. This code of conduct is included in the internal rules of all STAGO entities in Australia.
- (b) **An internal whistle-blowing mechanism** to help streamline and centralise employee-generated alerts of the existence of conduct or situations contrary to the company's code of conduct and protect employees who operate those alerts;
- (c) **A training mechanism** for management and staff members who are most vulnerable to the risks of bribery and / or corruption and related conduct;
- (d) **A procedure for auditing and checking** STAGO's main customers and suppliers.

2. 'ANTI-GIFT' AND TRANSPARENCY REGULATIONS

2.1 Specific Rules for Pathology and Diagnostic Services

- (a) In addition to the general common law prohibitions, and the matters prohibited by the various Crimes Acts and Criminal Codes, all businesses, including in the health sector such as STAGO, are subject to several specific Australian laws, regulations and codes generally designed to prevent conflicts of interest and the risk of corruption involving health professionals.
- (b) The Federal *Health Insurance Act 1973* (Cth) prohibits the asking for, offering, giving, receiving of "prohibited benefits" in relation to pathology or diagnostic



services. In accordance with sections 23DZZIK and 23DZZIL, the penalties for engaging in such conduct may be:

- (i) for an individual: 600 penalty units (\$165,000 as at February 2023); and
- (ii) for a body corporate: 6,000 penalty units (\$1,650,000 as at February 2023).

A prohibited benefit may include:

- (i) a benefit related to requests for pathology services or diagnostic imaging services (for example, X-rays, computerised tomography scans, ultrasound scans, magnetic resonance imaging scans and nuclear scans); or
- (ii) the provision of staff or equipment at premises of the beneficiary without fair compensation for the purpose of providing pathology services or diagnostic imaging services, whether the staff or equipment are stationed at the premises full-time or part-time, or visit or are brought to the premises from time to time.

2.2 Meetings and Events

2.2.1 Company Events

In all dealings with healthcare professionals, STAGO staff must act ethically and in a socially responsible manner. STAGO staff must not offer any inappropriate inducement or personal benefit or advantage in order to promote or encourage the use of its products. Relevantly, if any STAGO employee or officer organises an educational event or meeting, such event or meeting must be conducted in a clinical, educational, conference, or other setting that is conducive to the effective transmission of knowledge.

STAGO may invite healthcare professionals to training and demonstration events run by the company. Such events include:

- (i) practical training in medical procedures; and
- (ii) giving a medical technology demonstration.

STAGO may provide reasonable hospitality to healthcare professionals in the context of events run by the company but any hospitality offered must be subordinate in time and focus to the purpose of the event. STAGO must in any event meet the requirements governing hospitality in the country where the healthcare professional carries on their profession and give due consideration to the requirements in the country where the event is being hosted.

The payment and reimbursement of reasonable out of pocket expenses, including travel and accommodation, for speakers, advisory board members and the providers of other professional services, may be approved. STAGO may only offer or provide economy air travel to delegates sponsored to attend meetings.



STAGO must:

- (i) if holding practical training in medical procedures or giving a medical technology demonstration:
 - (A) do so only at a training facility, medical Institution, laboratory, or other appropriate facility; and
 - (B) ensure that trainers have the proper qualifications and expertise to conduct such training.
- (ii) ensure that fees paid to healthcare professionals for speaking at an educational meeting or event, their travel and registration and hospitality costs are reasonable and modest;
- (iii) not pay for the hospitality, travel, or other expenses of any guest of a healthcare professional, or for any other person who does not have a genuine professional interest in the information being shared at the program;
- (iv) enter into a simple written agreement with each healthcare professional attending the program, which sets out the nature of the program and the services to be provided by or on behalf of the Company;
- (v) not provide a gift to a healthcare professional, except where it is an item that benefits patients or serves a genuine educational function for the healthcare professional and the item has a fair market value of less than \$50, except in the case of medical textbooks or anatomical models;
- (vi) not give a healthcare professional any type of non-educational branded promotional item, even if the item is of minimal value and related to the healthcare professional's work or for the benefit of patients;
- (vii) not accept a gift from a healthcare professional;
- (viii) not organise events which include social, sporting and/or leisure activities or other forms of entertainment;
- (ix) ensure that sales of medical technology are made solely on the basis of efficacy, safety, quality, price and service and never on the basis of a healthcare professional receiving payments, gifts or hospitality;
- (x) (in appropriate circumstances) provide healthcare professionals only with appropriate sample medical technologies for genuine training and education or medical technology evaluation purposes.



2.2.2 Cooperation with regard to Educational Training organised by third parties

The direct support of healthcare professionals with respect to educational events organised by third parties (by paying registration, travel and accommodation expenses) is prohibited. It is important to have in mind that this support cannot be provided directly to healthcare professionals but should be done through healthcare organisations.

STAGO may support an educational event / training session organised by a third party for:

- (i) the general running of a conference / training session;
- (ii) the attendance by healthcare professionals at such conference; or
- (iii) costs relating to the faculty.

In this case the support must be directed via the appropriate healthcare organisation, not directly to a healthcare professional.

Third party training constitutes an exception for which STAGO allows support for healthcare professionals to cover the cost of attendance at training sessions.

STAGO must not support, or contribute to the cost of, any social, sporting and / or leisure activities or other forms of entertainment.

3. OTHER LEGISLATION / CONVENTIONS

The following provides a summary of some of the relevant Australian legislation and some international conventions for which Australia is a party:

- (a) UN and OECD Conventions accepted by Australia:
 - (i) Combating Bribery of Foreign Public Officials in International Business Transactions (1999)
 - (ii) United Nations Convention against Transnational Organised Crime (2004)
 - (iii) United Nations Convention against Corruption (2005)
 - (iv) Local Asia Pacific initiatives and APEC strategies
- (b) *Criminal Code 1995 (Cth)* – Division 70.



- (c) *Income Tax Assessment Act 1997* (Cth) and other relevant taxation legislation, including the *Tax Administration Act 1953* (Cth).
- (d) The Australian Competition and Consumer Commission (ACCC) has powers to prosecute companies and individuals in the healthcare industry for misleading or deceptive conduct and for unconscionable conduct. This may capture unethical conduct.
- (e) The *Corporations Act 2001* (Cth) contains provisions protecting whistleblowing, conflicts of interest, disclosure of material personal interests and improper profits.
- (f) The Therapeutic Goods Administration also has a role in administering codes of conduct and transparency in health related practices.

4. MONEY LAUNDERING

Australia's *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) has applied federally since 2006. This legislation, together with the *Anti-Money Laundering and Counter-Terrorism Financing Rules* aim to prevent money laundering and the financing of terrorism.

Section 15GE of the *Crimes Act 1914* (Cth) includes "money laundering" as a serious Commonwealth offence which is punishable on conviction by imprisonment for a period of 3 years or more.

Part 10.2 of the *Criminal Code Act 1995* (Cth) makes money laundering a criminal offence. There are different levels of offences, broken down into 'tiers' which, depending on the value of the money or other property, will attract varying levels of penalties.



For example, in accordance with section 400.2B, a person commits a Tier 1 offence if:

- (a) the person deals with money or other property; and
- (b) either:
 - (i) the money or property is, and the person believes it to be, proceeds of indictable crime; or
 - (ii) the person intends that the money or property will become an instrument of crime; and
- (c) at the time of the dealing, the value of the money and other property is \$10,000,000 or more.

Penalty is imprisonment for life.

A person commits a Tier 2 offence if:

- (a) the person deals with money or other property; and
- (b) either:
 - (i) the money or property is proceeds of indictable crime; or
 - (iii) there is a risk that the money or property will become an instrument of crime;
- (c) the person is reckless as to the fact that the money or property is proceeds of crime or the fact that there is a risk that it will become an instrument of crime (as the case requires); and
- (d) at the time of the dealing, the value of the money and other property is \$10,000,000 or more.

Penalty is imprisonment for 15 years or 900 penalty units (\$247,500 as at February 2023), or both.

STAGO is committed to fully complying with all anti-laundering laws and employees should help to detect and report any such conduct.



5. PERSONAL INTEREST AND CONFLICTS

A conflict of interest may arise when the personal, social financial or political interest is put before the interest of STAGO or the STAGO Group. STAGO Employees and directors should avoid conflict of interest and the appearance of conflict of interest at any time. Obligations regarding conflicts of interest (including declaration of such matters and how to deal with them) are dealt with in other STAGO policies.

6. FIGHTING CORRUPTION AND INFLUENCE PEDDLING

STAGO embraces the anti-corruption policy implemented by the STAGO Group and the provisions of the Group Code of Ethics as they relate to the influence peddling and corruption prevention policy applied internationally. STAGO values honesty, integrity and ethics and considers these are key values in business dealings.

The entire STAGO Group, its management, Employees, Business Partners and Intermediaries must not commit any act that could be likened to corruption both in the public and private sector, or influence peddling.

6.1 Definitions of corruption and influence peddling

STAGO alerts its Employees to the range of behaviours that may be identified as acts of corruption or influence peddling.

Corruption

Corruption is the act of:

- (a) offering, proposing, giving, requesting or accepting
- (b) any benefit of any value or in any form whatsoever

in order to carry out or not carry out an act that is part of or facilitated by the position of the beneficiary of such act.

In Australia, corruption is marked by the misuse of power and authority by public officials. To summarise, the *Law Enforcement Integrity Commissioner Act 2006* (Cth) defines corrupt conduct as conduct involving:

- abuse of office;
- perversion of the course of justice, or
- corruption of any other kind.

The most common form of corruption is paying or receiving a bribe (any gift, sum of money, service, trip or benefit) to or from a person or on behalf of a person to do or not do something related to their position (quite often, to secure or retain a contract).



Influence Peddling

While 'influence peddling' is not a specific term used in criminal legislation or by relevant authorities in Australia, it is a term used by the OECD and applied internationally. Influence peddling refers to the practice of offering, giving, soliciting or receiving a benefit where a person misuses their actual or supposed influence for the purpose of gaining preferential treatment, accolades, employment, contracts or any other favourable decision from a foreign authority, government or public administration / official.

Practically, and broadly speaking, the following behaviours may be viewed as acts of corruption and influence peddling:

- (a) granting payment facilities or disproportionate discounts or paying a commission to a person in charge of supplying a laboratory or hospital in order to secure new contracts or retain existing ones;
- (b) offering favours (for example, positions with STAGO or an internship for a friend or family member) to Health Professionals or agents or consultants, regardless of whether these individuals work in the public or private sector, in an attempt to influence a Business Partner;
- (c) paying a commission to a public official (for example, a person in charge of hospital tendering) in order to acquire strategic information about market access conditions and the positioning of STAGO's competitors.

STAGO's Employees must not engage in behaviours that may be viewed as acts of corruption or influence peddling, at any time during the course of business, in other words, not only before, but also during and after a transaction is concluded.

When in doubt, STAGO Employees should contact the Group's Legal Department.

6.2 Ban on gifts and hospitality

In certain cases, it may be difficult to distinguish between acts that may be viewed as corruption or influence peddling and gifts and acceptable forms of hospitality.

This is why, pursuant to the provisions of the Group Code of Ethics, all STAGO management and Employees must systematically refuse to offer, or give to, or accept from a Business Partner operating in the public or private sector any gift, benefit or hospitality that could directly or indirectly affect their judgement or that of their partner or affect an act that falls in the purview of their position.

Gifts may be broadly construed as any product, service, sum of money or equivalent, in any form or of any value whatsoever, offered without compensation.



Benefits refer to any gift, loan, commission, fee, favour, employment, contract, service, delivery of a loan, bond or responsibility.

Hospitality encompasses all meals, invitation to events or leisure, trips.

Strictly prohibited items include gifts, benefits, hospitality of any value whatsoever:

- provided in cash or cash equivalent (gift cards, shares, loans, options etc),
- that could be construed as consideration or provided for the purpose of acquiring something,
- offered as part of a commitment to do or not to do or that may be construed as an incentive to influence a decision,
- liable to damage STAGO's reputation,
- provided in breach of the applicable legislation,
- provided personally to avoid asking for or obtaining an authorisation.

STAGO Employees must strictly adhere to the "Expense Report" policy with regard to hospitality they may offer to STAGO Business Partners and Intermediaries.

6.3 Dealings with Business Partners

STAGO will select its Business Partners carefully and objectively, taking into account their reputation, the quality of their services and their commitment to act in compliance with current regulations and the highest ethical standards, including the STAGO Group Code of Ethics and the Australian Code of Ethics.

In this regard, STAGO Employees must not initiate business dealings or enter into a contract with a Business Partner, with the exception of contracts subject to the Public Procurement Code, without:

- first verifying their reputation, skills and activities using the Procedure "Pre-verification, selection and dealings with Business Partners"; and
- formalising through a written contract the terms and conditions of the business relationship and verifying that this contract includes the clauses listed in the Procedure referred to above.

The "Pre-verification, selection and dealings with Business Partners" Procedure applies exclusively to all of STAGO distributors, customers and first-tier suppliers. STAGO and all



STAGO employees must comply with the *Competition and Consumer Act 2010* (Cth) that applies federally.

STAGO Employees must not proceed with or accept payments made in breach of the “Pre-verification, selection and dealings with Business Partners” Procedure.

The provisions of this clause as well as the “Pre-verification, selection and dealings with Business Partners” Procedure do not apply to all contracts regulated by the Public Procurement Code.

6.4 Dealings with Intermediaries

STAGO Employees must not initiate business dealings with an Intermediary without first:

- verifying their reputation, skills and activities in accordance with the “Pre-verification, selection and dealings with Intermediaries” Procedure available on STAGO’s Intranet site; and
- formalising through a written contract the terms and conditions of the business relationship and verifying that this contract includes the clauses listed in the “Pre-verification, selection and dealings with Intermediaries” Procedure.

Furthermore, STAGO Employees must not proceed with or accept payments made in breach of the “Pre-verification, selection and dealings with Intermediaries” Procedure.

6.5 Reliability and transparency of accounting entries

STAGO prohibits the falsification of accounting entries or any other accounting or financial document.

STAGO prohibits all of its management and Employees from making false or incomplete statements or statements likely to mislead any accountant or person in charge of operational auditing or internal control. This involves, for example, accurately identifying all gifts, benefits or hospitality.

The *Criminal Code Act 1995* (Cth) includes provisions that make it an offence to engage in false dealings with accounting documents (see Part 10.9, Division 490).

A person commits an offence if:

- (a) the person:
 - (i) makes, alters, destroys or conceals an accounting documents; or
 - (ii) fails to make or alter an accounting document that the person is under a duty, under a law of the Commonwealth, State or Territory or at common law, to make or alter; and



- (b) the person intends the making, alteration, destruction or concealment of the document (or the failure to make or alter the document) to facilitate, conceal or disguise the occurrence of one or more of the following:
 - (i) the person receiving a benefit is not legitimately due to the person;
 - (ii) the person giving a benefit that is not legitimately due to the recipient, or intended recipient, of the benefit;
 - (iii) another person receiving a benefit that is not legitimately due to the other person;
 - (iv) another person giving a benefit that is not legitimately due to the recipient, or intended recipient, of the benefit (who may be the first-mentioned person);
 - (v) loss to another person that is not legitimately incurred by the other person.

The penalty for an individual engaging in the conduct above is punishable on conviction by imprisonment for not more than 10 years and a fine of not more than 10,000 penalty units (\$2,750,000 as at February 2023), or both.

The penalty for a body corporate engaging in the conduct above is punishable on conviction and may be fined not more than the greatest of:

- (a) 100,000 penalty units; (\$27,500,000.00 as at February 2023);
- (b) A sum three (3) times the benefit directly or indirectly obtained; or
- (c) 10% of the annual turnover of the body corporate during the relevant period.

The Criminal Code also makes it an offence to engage in the conduct referred to above recklessly (see Section 490.2).

The penalty for an individual engaging in the reckless conduct above is punishable on conviction by imprisonment for not more than 5 years and a fine of not more than 5,000 penalty units (\$1,375,000 as at February 2023).

The penalty for a body corporate engaging in the reckless conduct above is punishable on conviction and may be fined not more than the greatest of:

- (a) 50,000 penalty units; (\$13,750,000.00 as at February 2023);
- (b) A sum one and a half (1.5) times the benefit directly or indirectly obtained; or
- (c) 5% of the annual turnover of the body corporate during the relevant period.

The *Proceeds of Crime Act 2002* (Cth) establishes a scheme to confiscate proceeds of crime and allows for confiscated funds to be used to benefit the community.



7. WHISTLEBLOWING

Effective 1 July 2019, relevant whistleblower legislation in Australia was significantly updated. STAGO has provided guidance on, and set reasonable expectations about dealing with, such matters below.

Any STAGO manager or Employee who suspects a breach of the Group Code of Ethics or Australian Code of Ethics as it relates to combating corruption and influence peddling is urged to exercise their right to report by going straight to the Compliance Officer or the Group Ethics Committee.

The whistleblowing mechanism is detailed in Appendix 1 of the local supplement of the Group Code of Ethics and is part of this Code of Ethics.

8. MODERN SLAVERY POLICY

While not mandatory for STAGO or the STAGO Group under Australian legislation, STAGO has implemented a Modern Slavery Statement which outlines its position and sets out the steps that it has taken, and is continuing to take, in order to ensure that modern slavery is not taking place within its operations or supply chain. Modern slavery encompasses criminal offences relating to deprivation of civil liberties, human trafficking, forced marriage and child labour.

STAGO fully supports the aims of the *Modern Slavery Act 2018* (Cth) and is committed to operating free from forced labour, slavery and human trafficking. STAGO has a zero tolerance approach to all forms of modern slavery in its operations and supply chain.

As part of the STAGO Group, sustainable practices are firmly anchored in its corporate culture based on its company values. It applies globally-binding principles that require employees and managers to behave in an ethical, law-abiding manner.

STAGO has made a Statement in respect of the financial year ended 31 December 2022.

The Statement has been approved by STAGO's Directors and is structured in line with the mandatory criterion set out in the *Modern Slavery Act 2018*. It can be located on STAGO website.

9. EMPLOYEES AGREE TO COMPLY WITH CODE OF ETHICS AND ASSOCIATED COMPANY POLICIES

Upon commencement of employment with STAGO, all employees must agree that they understand their obligations and their responsibilities under this Code of Ethics and agree to



comply with all terms set out in this document and associated company policies. However, employees also agree that this Code of Ethics and all company policies do not form part of their employment contract.

All Employees will receive a copy of the Group Code of Ethics and the Australian Code of Ethics and must acknowledge receipt of it and sign the certification included in **Appendix 2**.

10. SANCTIONS AND DISCIPLINARY SCHEME

Any breach of the Code of Ethics and related STAGO policies by STAGO Employees may result in disciplinary action, up to and including termination of employment, notwithstanding any actions that might be brought against the STAGO Employees in question before a civil or criminal court.

Failure to comply with the Code of Ethics may also result in disciplinary action, up to and including termination of employment.

The Group Code of Ethics and the Australian Code of Ethics, combined to form an inseparable set referred to as the Code of Ethics. This document came into effect on 1 January 2018, and has undergone a review and update in April 2023.



APPENDIX 1. WHISTLEBLOWING

1. Whistleblowers

The *Corporations Act 2001* (Cth) (Corporations Act) sets out which disclosures are protected disclosures, protects the identity of whistleblowers, and protects whistleblowers from victimisation among other things.

Previous whistleblower laws required the whistleblower to provide their name to qualify as a protected disclosure for the purposes of the whistleblower protections. Now, the law permits anonymous disclosures and further protects the identity of the discloser through:

- prohibiting the disclosure or production of the whistleblower's name in court or tribunal proceedings;
- prohibiting a person from being required to disclose the whistleblower's identity, and documents that would identify the whistleblower; and
- confidentiality restrictions imposed on recipients of information.

STAGO recognises the importance and encourages the reporting of potential misconduct or a potential improper state of affairs relating to it. Amongst other things, reporting draws attention to issues and allows them to be addressed before they create a significant risk to STAGO. It also supports STAGO's long-term sustainability and reputation.

Under the Corporations Act, whistleblower protections include protection for eligible whistleblowers from detriment, similar to victimisation provisions in equal opportunity legislation and the general protections provisions in the *Fair Work Act 2009* (Cth). There is no formal registration process for whistleblowers; the protections apply to any of the below *eligible whistleblowers*:

- current and former employees of STAGO;
- officers of STAGO;
- individual contractors (and their employees) who supply goods and services to STAGO (whether paid or unpaid);
- individuals who are associates of STAGO;
- relatives of any of the above individuals; and
- dependents or spouse of any of the above individuals.

The below provides information about:

- the protections available to whistleblowers;



- the process for disclosure of organisational misconduct;
- the persons to whom protected disclosures may be made and how to make protected disclosures;
- how STAGO will protect whistleblowers from detriment;
- how STAGO will investigate protected disclosures.

2. What type of disclosures are protected?

Certain types of disclosures are protected under the *Corporations Act 2001* and are known as 'protected disclosures'.

For a disclosure to be a 'protected disclosure':

- the person making the disclosure must be an *eligible whistleblower* (as defined above);
- the person to whom the disclosure is made must be an *eligible recipient*; and
- the information must be about a *disclosable matter*.

Once all of the above criteria has been met, the person is known as a *whistleblower* and is protected from civil and criminal liability for making the disclosure. The person is also protected from detriment (also known as 'victimisation') as a result of making the disclosure.

Examples of 'disclosable matters' include:

- theft, fraud, money laundering or misappropriation of funds;
- dishonest, corrupt or illegal activities;
- offering or accepting a bribe;
- improper use of company funds;
- misleading or deceptive practices;
- improper or dishonest accounting or financial reporting;
- avoidance or mismanagement of taxation obligations;
- serious risks to health and safety;
- unethical conduct; and



- other illegal activity or breaches of legal obligations.

Matters which are personal work-related grievances are not disclosable matters.

While whistleblowers are expected to have reasonable grounds to suspect that the information they are disclosing is true, they will not be penalised if the information turns out to be incorrect. However, if a whistleblower knowingly makes a false report, this will be considered a serious matter that may result in disciplinary action.

3. Protections for whistleblowers

3.1 Confidentiality

All information received from an eligible whistleblower will be treated confidentially and sensitively. If the eligible whistleblower makes a disclosure, their identity (or any information which would be likely to identify them) will only be shared if:

- they give their consent to share that information; or
- the disclosure is allowed or required by law (for example, disclosure to a lawyer to get legal advice relating to the law on whistleblowing).

In addition, in the case of information likely to identify the whistleblower, if it is reasonably necessary to share the information for the purposes of an investigation, all reasonable steps will be taken to reduce the risk that the whistleblower will be identified.

Further, the non-identifying content of the whistleblower's disclosure may need to be shared in order to report a matter of significance to the Group's governance bodies and the Group Ethics Committee.

3.2 Protecting Confidentiality

STAGO will take reasonable measures to protect the whistleblower's identity and any information within a disclosure likely to identify the whistleblower, which may include but not limited to:

- limiting access of all information to those directly involved in managing and investigating the disclosure;
- securely storing all paper and electronic documents and other materials relating to the disclosure; and



- providing training and awareness about the confidentiality requirements and consequences of breaching confidentiality to those involved in handling and investigating disclosures.

While reasonable measures will be taken to protect the whistleblower's identity, it is important to note that in practice, others may still be able to identify the whistleblower if:

- they have previously discussed their intention to make a disclosure with others;
- they are one of a limited number of persons with access to the information provided in the disclosure; or
- the disclosure relates to information that has previously been told to them in confidence.

3.3 Detrimental conduct prohibited

The STAGO Group strictly prohibits all forms of detrimental conduct against a whistleblower. Not all conduct will amount to detrimental conduct. For example, managing poor work performance in line with the STAGO Group's performance management procedures could not be considered a detrimental conduct.

The STAGO Group will take all reasonable steps to protect the whistleblower from detrimental conduct and will take action it considers appropriate where such conduct is identified. The STAGO Group also strictly prohibits all forms of detrimental conduct against people who are involved in an investigation of a protected disclosure in response to their involvement in that investigation.

Detrimental conduct includes dismissal of an employee, injury to an employee's employment, altering an employee's position to their disadvantage, harassment or intimidation, damage to a person's property, causing physical or psychological harm and damage to a person's reputation.

4. How to make a protected disclosure

STAGO Employees are encouraged to report any conduct that they believe clearly breaches the Code of Ethics.

Employees can report conduct, either directly to the Compliance Officer or to the Group Ethics Committee as defined below.

(a) Contact Persons

Employees who wish to report conduct must speak with the Compliance Officer or the Group Ethics Committee.



Compliance Officer: Neelam Devi

Group Ethics Committee:

The following individuals are members of the Group Ethics Committee:

- Jean-Claude Piel, Diagnostica Stago S.A.S. President,
- Fabienne Clarac, Group General Counsel,
- Antoine Coulot, Group Chief Financial Officer,
- Brigitte Crelier, Diagnostica Stago S.A.S. Coordination Manager

Reports must be submitted by:

1. Designated email:

- a. **ethics@au.stago.com** which can only be accessed by the Compliance Officer;
- b. **ethics@stago.com**, which can only be accessed by the Group Ethics Committee.

2. Mail to the following address:

- a. **Neelam Devi**
Diagnostica Stago PTY LTD,
Suite G2, 351 Burwood Highway, Forest Hill 3131 VIC, AUSTRALIA
- b. **STAGO Group Ethics Committee**
3 Allée Thérèse,
92665 Asnières sur Seine, FRANCE

(b) Contents of a report

When possible, a report shall contain the following information :

- Name of the person or persons involved and if possible their place of work ;
- Description of the concerned infringement or incident including its date, place and the means used ;
- Name of any witnesses who could be useful for the internal investigation ;
- Description, and communication of any element or document relating to the alleged or potential infringement ;
- Any other element, whatever its form or mean, likely to support the report of facts that have occurred or are very likely to occur.

The whistleblower also needs to provide the elements allowing communication with the recipients of the report.



In addition, the whistleblower has the possibility to identify herself/himself when making a report as Stago guarantees the strict confidentiality of the report and its processing under the conditions detailed in above. If she/he decides to identify herself/himself, the whistleblower shall transmit when making her/his report any element that could justify that she/he belongs to one of the categories of persons listed above.

Nevertheless, it is important to mention that the whistleblower can also decide to remain anonymous. However, even if a whistleblower wishes to remain anonymous, they should still be prepared to maintain ongoing, two-way communication with Stago so that it can ask them follow up questions or provide feedback.

If the eligible whistleblower does not share his/her identity, the STAGO Group will still assess the disclosure in the same way as if the eligible whistleblower had revealed his/her identity. However, there may be some practical limitations in conducting the investigation if the eligible whistleblower does not share his/her identity.

5. Internal Investigations

Only the members of the Group Ethics Committee have the power to carry out an internal investigation into an alleged or potential infringement. They may engage external (or internal) legal assistance on a confidential and privileged basis.

The whistleblower must be informed, within seven (7) working days, of the receipt of her/his report by the Group Ethics Committee. However, this provision is not applicable in the case of an anonymous report.

Each report will give rise to a preliminary assessment treated confidentially by the Group Ethics Committee in order to determine, prior to any investigation, whether it falls within the scope of the procedure. Any report that clearly falls outside the scope of the procedure will be destroyed without delay. The report will then be closed and the whistleblower will be notified in writing.

If the facts reported fall within the scope of the procedure or if the report was made anonymously, the employees concerned will be informed upon registration of their data that they are subject to such a procedure. However, when precautionary measures are necessary, in particular to prevent the destruction of evidence related to the report, this person will be informed solely after the adoption of such measures.

An internal investigation may be carried out in strict compliance with applicable laws. In particular, the concerned employees will have her/his/their point of view on the reported facts checked. Likewise, STAGO must ensure that the data collected are adequate, relevant and limited with regard to the purposes for which they are collected.

The employee concerned may be assisted by the person of her/his choice within STAGO or by a lawyer of her/his choice, for whom she/he will alone bear the fees.

All STAGO employees have an obligation to cooperate fully with the internal investigation. It includes, among other things, cooperating in an interview by being honest, and keeping confidential all information and documents necessary for the internal investigation.

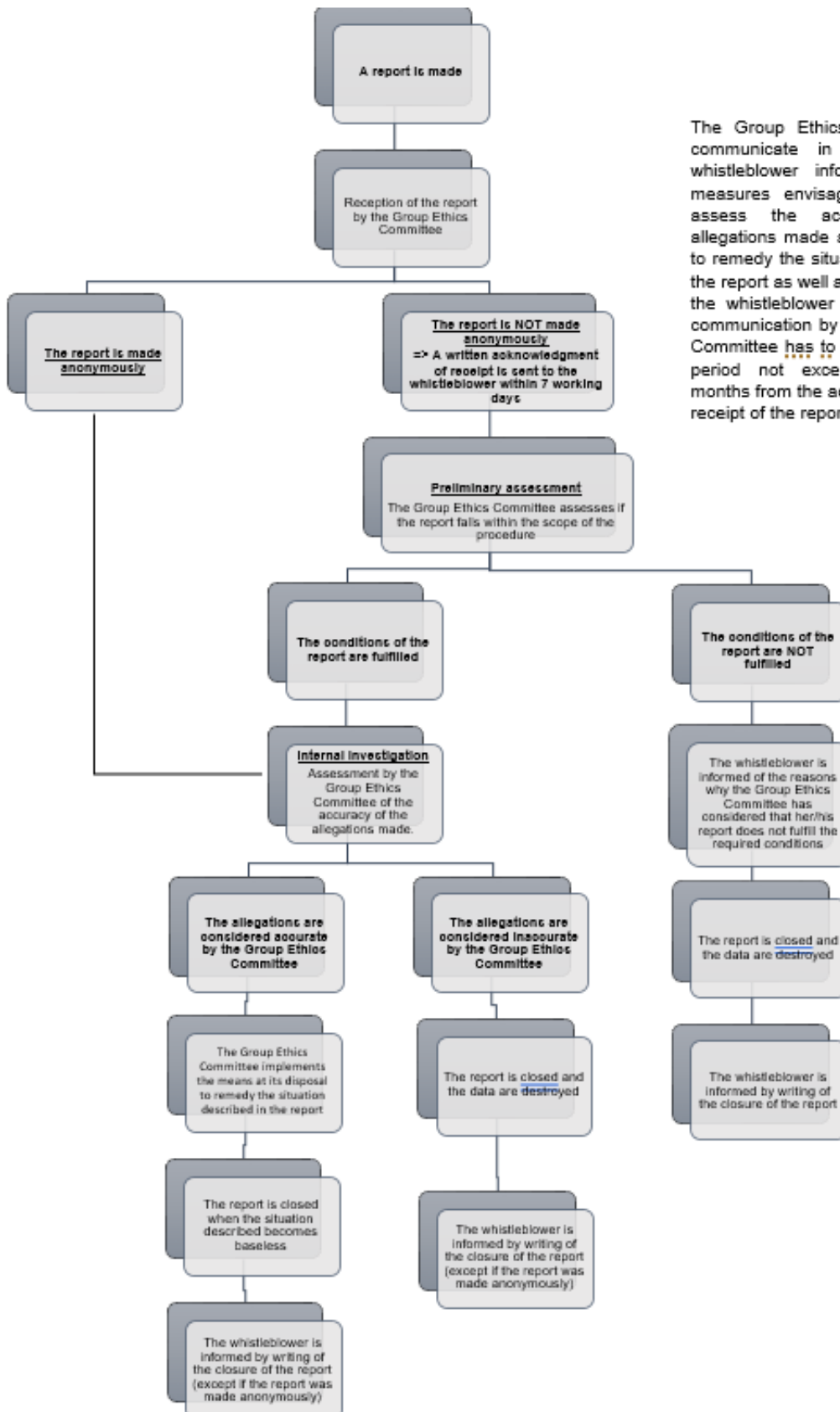


The Group Ethics Committee will communicate in writing to the whistleblower information on the measures envisaged or taken to assess the accuracy of the allegations made and, if necessary, to remedy the situation described in the report as well as their grounds. If the whistleblower is identified, this communication by the Group Ethics Committee has to be made within a period not exceeding three (3) months from the acknowledgment of receipt of the report, or, in the absence of acknowledgment of receipt, within three (3) months from the expiry of a period of seven (7) working days following the report.

When the allegations made by the whistleblower seem to be true, the Group Ethics Committee will implement the means at its disposal to remedy the situation described in the report.

On the contrary, when the allegations made by the whistleblower appear to be unfounded or inaccurate, the Group Ethics Committee will close the report, destroy all data and inform the whistleblower in writing.

These provisions apply without prejudice to the other legal provisions applicable to internal investigations.



The Group Ethics Committee will communicate in writing to the whistleblower information on the measures envisaged or taken to assess the accuracy of the allegations made and, if necessary, to remedy the situation described in the report as well as their grounds. If the whistleblower is identified, this communication by the Group Ethics Committee has to be made within a period not exceeding three (3) months from the acknowledgment of receipt of the report.



6. Prevention of detriment because of whistleblowing

Where a person has made a whistleblowing disclosure, the STAGO Group will take reasonable precautions to ensure that the whistleblower is not subjected to any detriment because a person made a whistleblowing disclosure or is suspected to have made a whistleblowing disclosure.

Subjecting a whistleblower to detriment will not be tolerated. Disciplinary action (potentially including termination of employment) may be taken against any person found to have subjected another person to detriment in breach of this policy.

STAGO Employees are encouraged to inform the Compliance Officer or the Group Ethics Committee of any action that they believe constitutes a sanction or retaliation.

If it is found that an employee has been subjected to detriment because they have made a protected disclosure or is suspected to have made a protected disclosure, the effect of that detriment will be null and void. For example, if the detriment involves disciplinary action, dismissal from employment, discrimination or negatively impacts that person's compensation, training opportunities, redeployment opportunities, assignments, qualifications, career advancement, transfers or contract renewals, such decisions will be of no effect.

7. Information from people being reported

The person being reported must be informed by STAGO once the information relating to them is recorded, electronically or otherwise.

However, when provisional measures are needed, including to prevent the destruction of evidence related to the report, this person is not informed until these measures are adopted.

8. The rights of people being reported

In accordance with the *Privacy Act 1988* (Cth) anyone identified by the whistle-blowing mechanism has the right to access and modify the information relating to them; they can exercise this right by speaking with the Compliance Officer or the Group Ethics Committee. These people may also, for legitimate reasons, object to the processing of information relating to them.

9. Retention of the collected information

Report-related information will be destroyed, retained or archived in accordance with current and applicable legislation and relevant STAGO policies.



As soon as it is collected, information related to a report deemed not to fall within the scope of the mechanism will be immediately destroyed.

When the report is not followed by disciplinary or legal proceedings initiated by STAGO, information related to this report (and particularly those enabling the identification of the author of the alert and of the persons affected by the alert) will be destroyed or archived within two months from the completion of the audit. The author of the alert as well as the persons affected by the alert will be informed of the completion of the audit.

When disciplinary or judicial proceedings are commenced against the person involved or the initiator of a wrongful report, the information related to the report is retained by the organisation in charge of managing reports until proceedings are concluded.



APPENDIX 2. CODE OF ETHICS CERTIFICATION

All STAGO employees must sign this certificate when beginning employment and when the Code of Ethics undergoes substantial changes.

STAGO undertakes to adhere to the highest standards of integrity. This means that STAGO undertakes to conduct business ethically and by adhering to all applicable legislation.

All Employees must acknowledge that all illicit or inappropriate activity can be damaging to STAGO's reputation and can have adverse implications for both the Company, the STAGO Group, and the people involved.

STAGO encourages conduct that is ethical and in keeping with all applicable legislation and regulations and expects their Employees to adhere as well to the highest ethical standards.

I hereby certify and acknowledge that:

- 1. I have received and read the Group Code of Ethics and the Stago Code of Ethics (Australia).**
- 2. I fully understand my obligation to adhere to the Code of Ethics.**
- 3. I note that all Employees are encouraged to report all breaches of the Code of Ethics or applicable legislation and regulations, either to their manager, the Compliance Officer or the Group Ethics Committee.**
- 4. I am aware that any breach of the Code of Ethics may result in disciplinary sanctions, including dismissal of the person in question, as well as criminal or civil sanctions for the person involved.**

NAME

Signature

Date