



BUSINESS PRINCIPLES FOR THIRD PARTIES



A guide to doing business with integrity.

Mérieux Université's Relationship with its Partners

At Mérieux Université, we take seriously our responsibilities to the local communities where our sites are located and to the global community as a partner in public health.. Our commitment to the highest quality products, services and ethics is a result of our dedication to these communities. Mérieux Université operates within a framework of principles, policies and procedures that reflect the highest ethical standards. **We strive to build long-term relationships with partners who share our commitment to promoting ethical business practices.** We have developed these Business Principles for all our potential partners to ensure that you are aware of the framework under which we operate and to ask you to join us in this commitment.

For the purposes of this document, our "partners" include any individual, corporation, partnership or organization that is not a part of Mérieux Université, but provides services or products to us (such as suppliers) or on our behalf (such as distributors and contractors.)

Our expectations

First and foremost, we expect you to comply with all applicable laws and regulations in the countries in which you operate. **We also expect that any business that you conduct in partnership with Mérieux Université is in accordance with these Principles**, which guide you on many ethical and legal obligations. We expect you and your colleagues to understand these rules and abide by them.

Mérieux Université is aware of cultural differences and the challenges associated with interpreting and applying the same ethical principles worldwide. We understand that the methods for meeting these expectations may be different and must be consistent with the laws, values and cultural expectations of different societies in the world. We do, however, believe that the underlying principles expressed in this document are universal .

1- Promotion of Business Ethics and Fairness in the Marketplace

- **You must operate without the unfair influence of corruption** No bribe, illegal gift or any other improper payment should ever be made in the course of your partnership with Mérieux Université. Offering anything of value, directly or indirectly, that is intended to, or might be perceived to, unfairly and illegally influence a business interaction is an improper payment. Examples of improper payments may include bribes, kickbacks, entertainment, or donations to any government official, customer or potential customer, or any third party for the benefit of such persons.

☞ You must **remain compliant** with any applicable anti-bribery or anti-corruption laws, such as: the US Foreign Corrupt Practices Act, the UK Bribery Act, the People's Republic of China Criminal Code and Anti-Unfair Competition Law, and any other laws adopted pursuant to the Organization for Economic Cooperation and Development (OECD) Convention on Combating Bribery.

⌘ In particular, you must not, on our behalf or in our interest, give, promise, or offer payments or gifts of any value to a government official, including individuals working for the government or a government-owned entity in any capacity. Government officials include ministers, secretaries, officers legislators, judges, elected officials, candidates, any official or agent of a public international organization, and, in some countries where hospitals are controlled by the government, physicians and hospital employees.

⌘ You must not encourage or allow others to offer or make improper payments as described in this section.

⌘ You must not ask for or receive any improper payment or encourage or allow others to do so.

⌘ You must not offer any benefits (e.g. free goods or services, job offers or commercial contracts) to Mérieux Université employees or former Mérieux Université employees in order to facilitate business with Mérieux Université.

⌘ **You must immediately inform Mérieux Université** if you, your company or close affiliates have been subject to, or threatened with, a criminal or administrative investigation, action or enforcement proceeding relating to a violation of anti-bribery legislation within the last five years or over the course of your relationship with Mérieux Université.

- You must be **free from conflicts of interest** that might jeopardize your ability to make unbiased business decisions in the best interest of Mérieux Université.
- We expect you to conduct your operations in a manner that complies with the principles of **fair competition** and all applicable laws and industry codes.
- **Be honest and fair in your dealings.** Do not misrepresent or manipulate facts or use any other unfair dealing, in order to gain any unfair advantage over your competitors.
- You must **maintain accurate accounting records, consistent financial reports and effective internal financial controls.**

- You must **follow international trade laws**. All licenses required for the import, export or re-export of goods must be obtained before the transfer of any product (including software and technology) from one country to another. You must follow international trade regulations that restrict the sale of products to denied parties.

2. Respect for Confidentiality and Integrity of Information

- You must **protect confidential or personal information** received from Mériex Université and never use such information for personal gain.

- **You must comply with local laws that regulate the collection, storage, use, retention and destruction of personal information, particularly patient health information**

- Any information that is provided by you should be **true and fair** and never be intended to mislead.

- **Do not use or share material, non-public information** about Mériex Université for the personal benefit of yourself or others.

3. Fair Labor Practices and Respect for Human Rights

- Mériex Université condemns the use of forced labor and exploitative child labor and requires its partners to respect this principle as well. **You must comply with all laws regarding slavery and human trafficking** in the countries in which you do business and verify that your suppliers also follow these laws.

- We expect you to **establish mechanisms** to ensure that you:

- ☞ Never use forced labor, nor bonded, indentured or involuntary prison labor.

- ☞ Never use child labor. The employment of young workers below the age of 18 shall only occur in non-hazardous work and when young workers are above a country's legal age for employment.

- ☞ Provide a **workplace free of harassment and discrimination**. Mériex Université does not condone discrimination for reasons such as race, color, age, gender, sexual orientation, ethnicity, disability, religion, political affiliation, union membership or marital status.

- ☞ **Pay workers according to applicable wage laws**, including minimum wages, overtime hours and mandated benefits.

- ☞ Provide a **healthy and safe workplace** free of harsh and inhumane treatment that respects the dignity and privacy of the individual. Workers must be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation or harassment.

☞ **Respect the rights of workers**, as set forth in local laws, to associate freely, seek representation and join or not join labor unions or workers' councils.

- You may not promote or **engage in violence, terrorism, or bigotry**, nor work with other entities that engage in these activities

4. Respect for Health and Safety

- You must ensure that your activities respect the health and safety of your staff, subcontractors and your local communities. You must **comply with all health laws and regulations**.

- Your workers must be **educated and trained** on any occupational health risks.

- In particular, **suppliers must**:

☞ Be proactive in occupational health and safety by creating a team or coordinator to define, implement and monitor a **Health & Safety policy and management system**, including the emergency response plans.

☞ Provide workers with **appropriate personal protective equipment** and access to satisfactory medical assistance and facilities.

☞ Develop **internal systems for the early detection and assessment** of physical, chemical and biological **hazards** in the workplace and take all appropriate measures to mitigate or eliminate those risks whenever possible.

5. Respect for the environment and animal welfare

- **Comply with all national and local environmental laws and regulations**, including proper permitting and registrations.

- Strive to continually develop and improve an environmental management system aimed at **minimizing your environmental impact**.

- Identify, label and manage chemicals and hazardous materials that present a danger to the environment to ensure their **safe handling**, movement, storage, recycling or reuse and disposal.

- **Suppliers must develop internal systems for the early detection and assessment of potential environmental risks** and take all appropriate measures to mitigate or eliminate such risks whenever possible.

- **Animals shall be treated humanely**, with pain and stress minimized. Alternatives to animal testing should be used wherever these are scientifically valid and acceptable to regulators.

More on These Principles

- You shall ensure that your employees and colleagues are aware of the obligations contained in these Principles.
- **We expect you to promote and abide by these Principles anytime that you are conducting any business on behalf of or in the interest of bioMérieux.**
- Mérieux Université may assess its partners' performance, either, directly or by authorized third parties and may conduct surveys with suppliers to validate the implementation of these Principles.

MERIEUX UNIVERSITE RESERVES THE RIGHT TO DISENGAGE FROM THOSE PARTNERS WHO FAIL TO COMPLY WITH THE PRINCIPLES CONTAINED IN THIS CODE OR WITH THE APPLICABLE LAWS AND REGULATIONS OF THE COUNTRIES WHERE THEY OPERATE.

Report any concerns

We expect you to tell us if there is a breach of our Principles, applicable laws or industry codes. You may report any actual or suspected misconduct to your Mérieux Université contact, our Compliance Officer Compliance@merieux-universite.com

Under no circumstances does Mérieux Université tolerate retaliation against anyone for good faith reporting of a suspected violation of the Mérieux Université Code of Conduct.

Sanctions for non-compliance

In keeping with our **zero tolerance** policy for dishonest and fraudulent practices, any deviation from this charter may lead to immediate termination of our order or contract, payment of damages and reporting of your actions to your management, notwithstanding any civil or criminal penalties to which you may be exposed personally and/or your company.

Your total adherence to these business practices constitutes a *sine qua non* condition for entering into a contractual relationship with Mérieux Université.