



Anti-corruption
**Code of
conduct**

sebia 

The new language of life



Dear colleagues,

Our company has successfully developed for more than 50 years by offering innovative technological solutions to democratize, accelerate and increase reliability of clinical diagnostic tests on major pathologies and provide optimal patient care.

Sebia's success has also been based on the creation of very strong relationships with our customers and partners which have resulted in building an excellent reputation for the Sebia brand in the field of innovation and customer service.

This reputation is a very important asset of our company, it is of course based on the values of collaboration, involvement, transparency that we advocate internally, but also in interactions with all the parties with whom Sebia employees interact on a daily basis.

Sebia's strong growth, geographic expansion, the integration of new entities and the massive arrival of new regulations have led us to formalize an anti-corruption code of conduct for all of the group's employees.

This code of conduct clearly sets out what Sebia, as an employer, expects from each of us and provides us with practical rules, examples and references to other useful information.

I expect you to implement this anti-corruption code of conduct in your daily activities and to act as Sebia's ambassador.

The Legal & Compliance team who worked and drafted this code alongside me remains available to answer your questions on this very important topic.

Jean-Marc CHERMETTE,
Chief Executive Officer

WHAT IS THE PURPOSE OF THE ANTI-CORRUPTION CODE OF CONDUCT?

Sebia conducts all of its activities ethically and in compliance with applicable laws. The fight against corruption is one of the major challenges in trade relations and the economy.

It helps to support competition rules and to overcome the nuisance caused by acts of corruption. This Anti-Corruption Code of Conduct is specially designed to guide us and help us integrate the group's values into our daily missions.

It will be supplemented, where appropriate, by locally applicable policies and procedures.

The Code complements Sebia's existing rules, including those contained in:

- The Global Travel Policy Guidelines
- The Code of Ethics and Business Conduct

WHO DOES IT APPLY TO?

The fight against corruption is everyone's business.

This is why this Code of Conduct must be applied by all Sebia staff, irrespective of their function, whether they are employees or managers of the group, in France and internationally.

It is everyone's responsibility to assimilate the principles set out here and to pay particular attention to them in order to be able to detect and fight corruption situations.

Our business partners (including but not limited to customers, distributors, suppliers, service providers, together "Third Parties") are also expected to adopt ethical practices in accordance with the spirit and the rules laid down in this Anti-Corruption Code of Conduct.



Each Third Party must:

- acknowledge and agree to comply with the Code of Conduct;
- ensure that its employees, representatives, and subcontractors are made aware of and comply with these obligations;
- provide written confirmation of compliance upon Sebia's request; and
- accept that any breach of these obligations constitutes valid grounds for immediate termination of the business relationship by Sebia, without prejudice to any other rights or remedies available under law or contract, as reminded in the agreements signed between Sebia and the Third Party

The present Code does not apply to:

- gifts and hospitality provided by Sebia internally to its own employees or assimilated;

WHAT IS THE REGULATORY CONTEXT?

Corruption is illegal in many countries around the world.

Many international conventions and national laws with extra-territorial scope regulate the fight against corruption, such as the Foreign Corrupt Practices Act in the United States, the UK Bribery Act in the United Kingdom or, in France, the Sapin II Law.

Sebia operates internationally and through numerous subsidiaries. Each subsidiary and each employee must be particularly vigilant to the correct application of the rules of this Code and of the regulations that could be applicable locally.

Failure to comply with these national and international rules may expose the Sebia group, its managers and employees, to severe criminal and civil penalties. The risk is also commercial (for example, a sanctioned company may be excluded from public tenders). The stakes are therefore multiple and everyone must be exemplary in the application of the prescribed rules, both in the letter and in the spirit in which they were enacted.

WHO TO CONTACT?

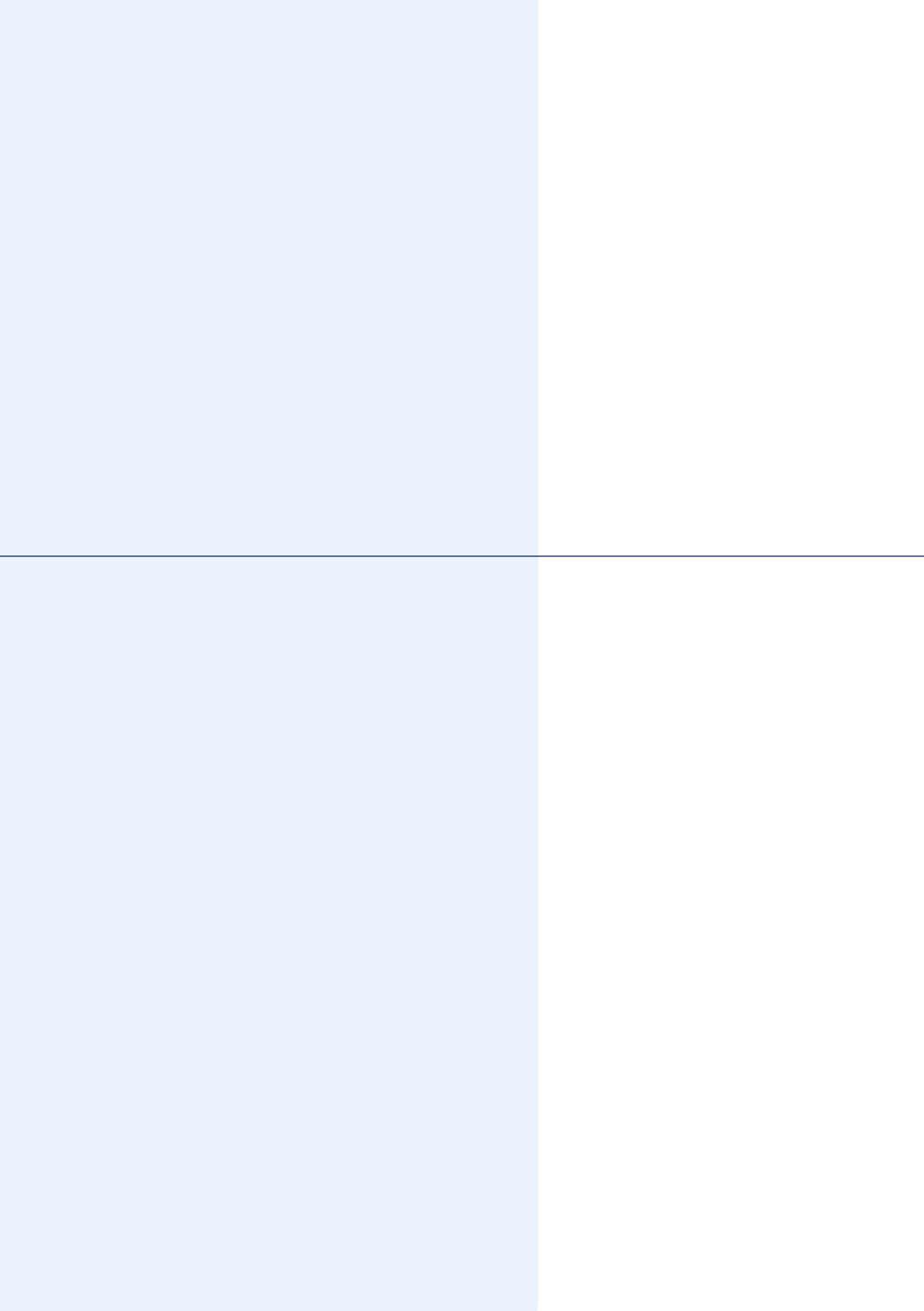
If you have any doubts or questions relating to the Code of Conduct, do not hesitate to contact the **Compliance Officer** or send an e-mail to compliance@sebia.com.

THE CORRUPTION, WHATEVER THE FORM, IS PROHIBITED

Sebia Group employees cannot receive, nor grant to a Third Party, directly or indirectly, an undue advantage whatever its nature and the means used, in order to influence in any way the relationship with the Third Parties within the framework of Sebia's activities.

The rules of conduct laid down in this Code are mandatory and are applicable to all risk situations and in particular to and without limitation:

- Relations with health professionals;
- Relations with public figures;
- Relations with clients;
- Relations with distributors;
- Relations with service providers;
- Relations with suppliers;
- Relations with competitors.



**THE GUIDING
PRINCIPLES**

*AND THE IDENTIFIED
RISKS*

1

FIGHT AGAINST CORRUPTION

DEFINITION

Corruption is the act, for a person invested with a determined function (public or private), to solicit or accept a gift or any advantage with a view to accomplishing, refraining from accomplishing or delaying an act within the scope of his/her duties.

A distinction is made between active corruption (the person offering the gift or the advantage) and passive corruption (the person in charge of the determined duty accepting the gift or the advantage).

SANCTIONS

Corruption poses **significant risks of sanctions** on companies and their employees. Beyond the **reputational and commercial risks**, in France, the sanctions relating to acts of corruption are included in the Penal Code and can be **up to 10 years of imprisonment** and a fine of € 1,000,000 for individuals and **€ 5,000,000** or twice the amount of the violation for legal persons. These main penalties may be combined with additional penalties, such as prohibition to exercise or **exclusion from public procurement**, for example.

PRACTICAL SCENARIOS



- Notify your manager as well as the Compliance Officer in the event of pressure exerted by a Third Party in the performance of your duties or if the use of an intermediary is imposed on you;
- Declare to your manager and the Compliance Officer the benefits and gifts received or offered by Third Parties and which do not comply with the principles set out in this Code and the locally applicable policies and procedures;
- Ensure that all expenses incurred are justified and authorized according to applicable procedures.



- Attempting to influence a Third Party by offering them any advantage in order to encourage them to act or omit to act in a way that is favorable to you;
- Accept or solicit any advantage for your consent or support in the course of your duties and activities;
- Give preference to a Third Party in the context of a call for tenders procedures.

A contract with one of my suppliers is coming to an end. He suggests that I renegotiate the contract during an all-expenses paid weekend at the beach. Can I accept?

No, it is strictly forbidden to take advantage of your position in the company to receive gifts or various advantages. In your case, the benefit offered is outside the scope of normal working relationships and is likely to affect your integrity. Notify your manager and the Compliance Officer of this situation without delay.

A lab tells me that it is interested in the commercial offer made by Sebia, but that a competing company has offered him «little additional advantages». The solicitation is quite unclear but I feel uncomfortable following this request. What should I do?

Answer your interlocutor that all the elements have been communicated to him, in particular the price, and that the demonstration has been carried out. No personal benefit outside the normal working relationship should be awarded. Refer to your manager to find out what to do. Inform your manager and the Compliance Officer of this situation without delay.

2 FIGHT AGAINST INFLUENCE PEDDLING

DEFINITION

Influence peddling is where a person holding an authority unlawfully requests or approves a gift or any advantage in order to abuse his/her real or supposed influence over a Third Party with a view to obtaining a favorable decision.

Unlike corruption, three actors take action: the beneficiary (the one who provides benefits or donations), the intermediary (the one who uses the influence he has because of his position) and the target person who holds the power of decision.

SANCTIONS

Influence peddling poses the same risks for companies and their collaborators as acts of corruption.

PRACTICAL SCENARIOS



- Promote collegial decisions and thus avoid being the sole decision-maker;
- For large markets, decisions taken by a single person should be avoided;
- Regularly control operations involving public agents;
- Ensure that any payment or expense involving a public institution is properly authorized and documented according to the applicable internal procedures.



- Consent to the payment of sums in cash;
- Favor a Third Party at the request of a business partner or prospect;
- Encourage the recruitment of a relative of a Third Party with whom a commercial agreement is being negotiated.

For the creation of a subsidiary in a foreign country, I need to obtain administrative authorizations but the lead time is relatively long. Personal knowledge, who works in a government service of this country, proposes to attend a charity evening where he will introduce me to a person responsible for granting the necessary authorizations. In counterpart, the person asks me to do a donation to a cultural association. Can I accept in order to speed up proceedings?

You must refuse and notify your manager as soon as possible. Ask advice to the Compliance Officer.

3 CONFLICT OF INTERESTS

DEFINITION

Conflict of interest can be defined as any situation of interference between a private interest and the interests of the company that is likely to influence or appear to influence the independent, impartial and objective exercise of the function.

It is therefore a situation where the private interests of a member of the company (personal, professional, or even financial) are likely to influence his power of decision or appreciation in the exercise of their functions within the company.

Conflicts of interest include, but are not limited to:

- employees or their immediate family members holding a financial interest in a customer, distributor, or vendor;
- family members or close associates working for or receiving benefits from a distributor or client with whom the employee interacts professionally;
- Recommending or engaging service providers, consultants, or vendors where the employee has a personal connection; and
- accepting any outside position (director, advisor, consultant) with a Third Party doing business with Sebia.



Any potential or actual conflict must be disclosed in writing to Compliance Officer before any related decision-making, and the employee must recuse themselves from all related discussions or approvals.

PRACTICAL SCENARIOS



- Systematically declare to your manager the existence of any direct or indirect conflict of interest, as soon as you become aware, and in any event before the conclusion of any agreement;
- When considering entering into a professional relationship with a person or company known in a personal capacity, ensure that the applicable procedure is followed in order to guarantee independence.



- Make a decision when private considerations are likely to have an influence;
- Place yourself in a conflict of interest situation with a Third Party in relation to Sebia;
- Conceal such a situation.

My sister holds a management position in a company that responded to a call for tenders from Sebia. My position allows me to use my influence on decision-making. May I withhold this information since I know that I will not use such influence?

Any conflict of interest situation should be reported. You must mention this parental link to your manager and remove yourself from the decision-making process of this tender. If it is in Sebia's best interests to hire the company where your sister works, nothing will prevent from choosing it.

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I am a manager and I would like to propose the hiring of my friend to fill a position within my team. Can I do it?

You must report this situation to the HR department as well as to your manager.

4 GIFTS, BENEFITS AND INVITATIONS

DEFINITION

The business gift may be defined as any kind of service that can be considered a gratuity (delivery of a material object, payment of an expense on behalf of the beneficiary). The invitation is defined as any operation intended to share with the beneficiary a pleasant moment or event, exclusively or partially professional.

Gifts and hospitality constitute ordinary acts in the course of business and do not, as such, constitute acts of corruption. Accepting low value and unsolicited gifts or hospitality is tolerated, provided that they do not go beyond the usual courtesy and that they comply with the applicable local policies and procedures.

The offering or acceptance of a gift constitutes an act of corruption when its purpose is to determine the accomplishment or non-performance of an act by a person, in disregard of their legal, contractual, or professional obligations.



All gifts, hospitality, or sponsorships, whether offered directly by Sebia or indirectly via Third Parties such as distributors or agents, must comply with the applicable monetary thresholds, local laws, and the present rules. Any gift or benefit to government officials or public servants is prohibited unless expressly permitted under applicable law and approved in writing by the Compliance Officer.

All sponsorships involving customer-facing events must be pre-approved and documented, with clear justification of their business purpose (according to local processes)

Relations with health professionals present specificities in terms of gifts ([see section 7: relations with health professionals](#)).

What kind of traceability?

Traceability ensures transparency and can prove the good faith of the company and its employees in the event of accusations of corruption, for example.

Employees and Third Parties must maintain clear, complete, and accurate records of all transactions, contracts, justifications for payments, and any gifts or benefits offered or received, including those made through intermediaries.

Such records must be available for inspection by Sebia or its authorised representatives upon request.



PRACTICAL SCENARIOS

A Sebia client is organizing a day of celebration to celebrate the company's 20th anniversary. I received an invitation to participate. Can I answer them favorably?

If you are invited to represent Sebia and your manager agrees, you are welcome to accept the invitation.



- If in doubt about the value of the gift offered or received, consult your manager or the Compliance Officer;
- If you are invited to an event, ask yourself if your participation in it could place you in a situation of conflict interest;
- Ask yourself about the purpose of the benefit offered in order to determine whether it is done out of courtesy or for a commercial purpose, or in order to obtain consideration.



- Solicit gifts or invitations of any kind;
- Accept to receive gifts or advantages going beyond normal working relations and particularly when these can be considered as extravagant.
- Accept to receive gifts at your home from third parties with whom you have a business relationship;
- Make the conclusion of a contract conditional on obtaining an advantage from the third party or accept the advantage during a tender procedure.
- Offer or receive cash compensation or equivalent (cheque, gift card..).
- Accept to receive an advantage from government officials or public servants.

5 PATRONAGE AND GIFT

DEFINITION

Patronage consists in supporting materially or financially, without direct or indirect compensation from the beneficiary, a work or a legal person for the exercise of activities of general interest.

In principle, **patronage and donation are prohibited practices at Sebia**. Exceptionally, an express authorization can be requested from the Finance Department.

PRACTICAL SCENARIOS



- Ask yourself about the legitimacy and the purpose pursued by the offer or the request for a donation or patronage and ask yourself if the situation can characterize as corruption;
- Consult the Finance Department for any patronage or donation project in order to obtain an express prior authorization;
- Formalize with a contract with the Legal & Compliance Department and document any donation or patronage operation.



- Make a donation without prior authorization from the Finance Department;
- Request an authorization to make a donation in the context of a call for tenders or as part of a commercial or financial negotiation involving people with links to the beneficiary;
- Participate in a patronage operation with a for-profit organization;
- Make donations to individuals on behalf of Sebia.

I have been in commercial negotiation with a potential customer for several weeks. The customer accepts the signing of the contract provided that Sebia makes a donation to its foundation. What should I do?

Refrain from such a practice. By definition, no counterparty must come out of donation or patronage. Refer to your manager to determine how to handle the situation.

6 SPONSORING

DEFINITION

Sponsorship means that a company provides material or financial support to an organization in return for a direct benefit (for example, displaying the Sebia logo). This is a marketing operation aimed at promoting the image of the company for commercial purposes.

Any sponsorship must be subject to prior written authorization from the Marketing Department and a contract validated by the Legal & Compliance Department.

PRACTICAL SCENARIOS



- Provide all the necessary attention in the selection of sponsored organizations consistent with the desired goal and interests of Sebia;
- Consult your management for any sponsorship project in order to obtain prior express authorization;
- Formalize sponsorship through an agreement validated upstream by the Legal & Compliance Department.



- Grant sponsorship without prior authorization to an organization working directly or indirectly on Sebia projects;
- Grant sponsorship in the context of a call for tenders or as part of a commercial or financial negotiation involving people with links to the beneficiary.

A client contacts me to have Sebia sponsor a charity association he is close to. What is the procedure?

You must inform without delay your manager and the Compliance Officer to assess whether such sponsorship action is legitimate and favorable to Sebia.

7

RELATIONSHIPS WITH DISTRIBUTORS

Distributors and assimilated play a key role in representing Sebia's products and brand.

They must therefore:

- not make, offer, or authorise any payment, gift, or benefit—directly or indirectly—to healthcare professionals, public officials, or any other person for the purpose of influencing a decision;
- maintain accurate, complete, and transparent records of all expenses, customer interactions, and transactions;
- not subcontract any Sebia-related activity without Sebia's prior written approval; and
- promptly report to Sebia any suspected or actual violation of applicable anti-corruption laws or this Code, using the whistleblower channel or other approved reporting mechanisms.

All distributor agreements must include clauses committing the distributor to compliance with this Code or an equivalent anti-corruption policy, and Sebia reserves the right to terminate any agreement in the event of breach.



8

RELATIONSHIPS WITH HEALTHCARE PROFESSIONALS

DEFINITION

In France, **the Transparency system and the LAC (Anti-Gift Law) system regulate relations between healthcare professionals and manufacturers such as Sebia.** These measures concern any direct or indirect benefit granted to healthcare professionals (gifts, meals, entertainment, fees, travel, etc.).

In principle, offering a gift or a benefit to a healthcare professional is prohibited. Exemptions may exist locally. In France, for example, it is authorized to offer a gift of negligible value to a healthcare professional, the amounts of which are defined by ministerial decree (for example, € 20 per year and per healthcare professional for office supplies).

SANCTIONS

The proposal or the procurement of illicit advantages is punished by **two years of imprisonment and a fine of €150,000**, or up to 50% of the expenses incurred to commit the offense. Additional penalties are provided for in the Public Health Code, such as **exclusion from public contracts.**

PRACTICAL SCENARIOS



- Contact the Legal & Compliance Department before entering into any agreement with a healthcare professional;
- Ensure that the remuneration of the healthcare professional under an agreement is proportionate to the service rendered;
- Ensure compliance with the applicable legislation for all relations with health professionals;
- Declare to the Legal & Compliance Department all the agreements signed and the benefits, gifts and hospitality granted to healthcare professionals according to the schedule indicated and in compliance with transparency regulations.



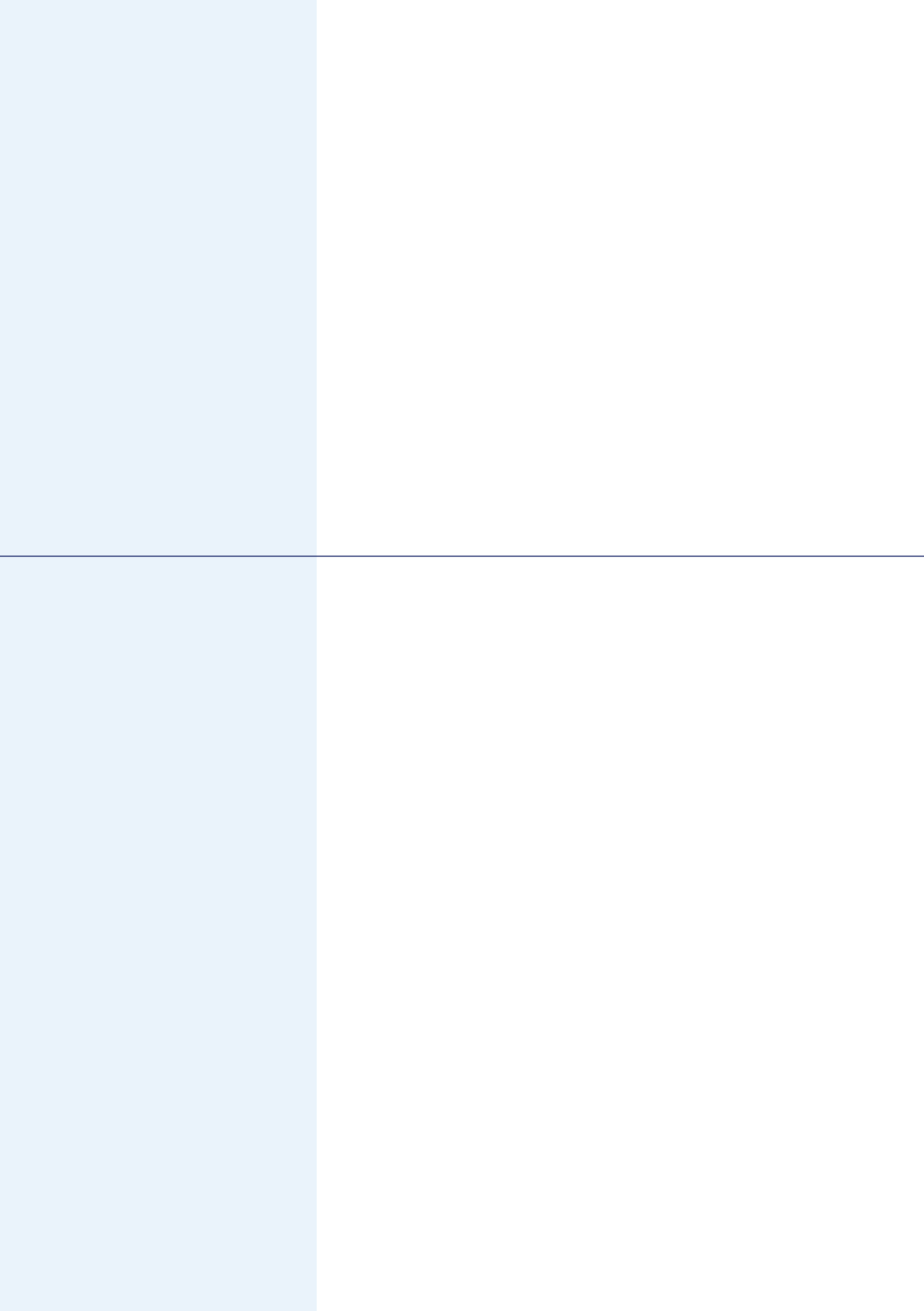
- Offer any gift or benefit of significant value to a healthcare professional;
- Allocate an advantage to a public person invested in health policy, social security or holder of health police powers;
- Offer hospitality to those accompanying a Health Professional invited as part of a professional event.

A healthcare professional agrees to participate in a conference as a speaker. However, he wants Sebia to fund two additional hotel nights after the congress so that he can visit the city. Can I accept?

You must refuse such a request. Only reimbursement within the strict framework of the agreement is authorized in compliance with the procedure and regulations relating to relations with healthcare professionals. Under no circumstances can additional nights be paid by Sebia. Refer to the Legal & Compliance Department.

As part of an agreement with a biology student, I would like to invite him to lunch. Is this allowed?

The system resulting from the anti-gifts law is strict and prohibits any form of hospitality for students intending to take a healthcare profession. Therefore, you cannot offer the meal to this student. If in doubt, refer to the Legal & Compliance Department.



**THE
IMPLEMENTATION**
*OF THE CODE OF
CONDUCT*

1

ROLES OF SEBIA'S ENTITIES AND COLLABORATORS

This Code of Conduct is applicable to Sebia and all its subsidiaries.

Sebia and its subsidiaries must ensure that the Anti-Corruption Code of Conduct is applied in the spirit of the text. Each entity must determine whether specific features are likely to result in a particular risk and implement preventive actions if necessary.

All employees must actively work for the proper application of anti-corruption rules of conduct.

Indeed, its observance is mandatory for all and everyone must be vigilant with regard to their person but also to those around them.

If in doubt about the rules of this code or **for any question relating to the conduct to be adopted in matters of corruption, you can contact the Compliance Officer.**



Any proposed change in the manner Sebia engages with a customer (e.g., shifting from direct sale to distributor model) must be reported to the General Manager and approved in writing before implementation.

2 THIRD PARTY DUE DILIGENCE

Sebia will apply a risk-based due diligence process when engaging or renewing relationships with Third Parties.

As a minimum, Sebia will:

- verify ownership structures and key affiliations;
- review proposed payment methods;
- document the legitimate business rationale for the engagement.



For high risk cases Legal and/or Compliance approval is mandatory.

Third Parties may be required to provide an annual certification confirming compliance with Sebia's anti-corruption standards and applicable laws.

3 ANTI-CORRUPTION TRAININGS

The employees concerned will be required to undergo **a mandatory anti-corruption training.**

The content of this training will be **adapted to your needs** according to your functions and your exposure to risk of corruption.

These trainings are necessary to allow you to identify and avoid any harmful risk to Sebia or to its employees.

4 THE INTERNAL WHISTLEBLOWING

The purpose of the whistleblowing system is to **strengthen risk prevention**, by giving all internal and external employees, as well as Third Parties, the means to report corruption.

If a legal or regulatory provision or of this Code is not complied with, or is likely not to be, the employee must inform their supervisor as soon as possible or use the internal alert system.

The alert line to use is: www.ethicorp.com/sebia

[Ethicorp](http://www.ethicorp.com/sebia) is a highly secure and confidential online whistleblower system. All alerts are received and processed by lawyers, subject to strict professional secrecy.

However, it is recalled that any abusive alert and contrary to the objective of the Sapin II law is subject to prosecution and sanctions.

The description of the procedure for the collection of alerts is available on www.sebia.com.

Sebia's whistleblower system is open to all employees, contractors, business partners, distributors, customers, and other stakeholders. Reports may be made anonymously, in local languages, and without fear of retaliation. Sebia strictly prohibits any form of retaliation against a person who makes a report in good faith.

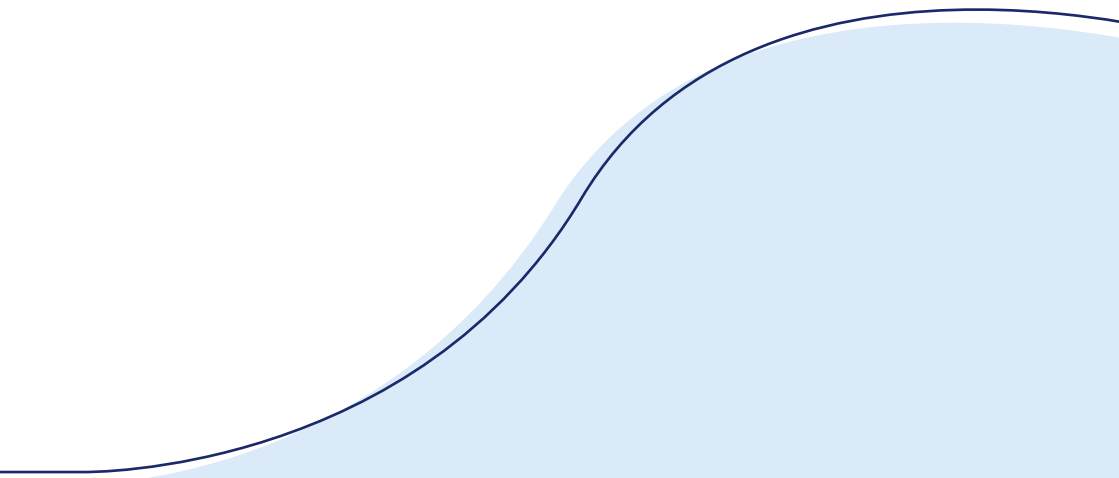
5 DISCIPLINARY AND PENAL

This Code of Conduct, established in the context of the fight against corruption, is applicable to all Group staff members and Third Parties. Thus, it applies to directors, managers, employees on temporary or permanent contract, apprenticeship or internship, regardless of their situation and their function within the Group. It is applicable both in France and abroad.

Any violation of the provisions of this Code of Conduct is likely to constitute a punishable professional misconduct. The sanctions and prosecutions that could be initiated would be governed by and in compliance with the law applicable to the employee concerned.

The Code of Conduct is incorporated into the Internal Regulations. Thus, any action carried out in violation of the Code of Conduct is likely to result in disciplinary sanctions, insofar as it would constitute a fault such as to justify a sanction. In the entities of the Sebia group where there are no internal regulations, a copy of this Code of Conduct is given to each employee and made accessible according to the internal procedures defined locally.

Thus, any breach of the rules relating to the fight against corruption may be subject to disciplinary and criminal sanctions for the employee concerned and criminal sanctions for Sebia.



The new language of life