



CODE OF CONDUCT



MÉRIEUX NUTRISCIENCES

COMPLIANCE POLICY

GIFT & HOSPITALITY

(October 2020 – V.1)

1. OBJECTIVES OF THE POLICY

Business entertainment and small business gifts may contribute to building goodwill and can be useful to sustain good relationships with business partners. However, gifts may create a perception of a conflict of interest or even corruption, which can undermine the integrity of our business relationships.

Therefore, any gifts given or received to or from the Company's business partners should comply with the rules and guidelines provided by this Policy.

This Gift & Hospitality Policy applies to all employees, directors and officers of the Company. It is the responsibility of managers to share these guidelines and recommendations with all employees of the Company.

2. TYPE OF GIFT

Gifts encompass any items of present or future value that, as a courtesy in recognition of services rendered or to promote goodwill are given to or received from clients, suppliers, business partners or any other third parties involved or willing to be involved in the business of the Company.

Gifts may take different forms including, but not limited to:

- Promotional gifts generally bearing the trademark of the Company;
- Travel & hospitality gifts;
- Entertainment and recreational gifts (tickets to concerts, sporting events, etc.);
- Other gifts such as cash or cash equivalent, free use of materials, equipment or facilities, etc.

3. GIFT ACCEPTANCE CRITERIA

Company personnel may give or receive gifts if all the following Gift Acceptance Criteria are satisfied:

- **Lawful:** permitted by international and local regulations;
- **Compliant:** consistent with the Code of Conduct and this Gift & Hospitality Policy;
- **Given for free:** gift not given or received in consideration for any expected or given services or items;
- **Good faith:** regardless of its retail value, any such expenditure must not be made with a corrupt intent;
- **Reasonable:** reasonable in value and appropriate under the circumstances. As a principle, Gifts should not exceed the retail value of US\$ 100;
- **Legitimate:** for a legitimate business purposes and not for the purposes of conferring an additional improper benefit or for gaining an improper advantage or otherwise inappropriately influencing the recipient;
- **Appropriate:** gifts must be tailored to the standard of living and accepted local customs in the country where it is made. Gifts shall not be made during sensitive periods and circumstances, like prior to determination of a tender. A Gift provided to a spouse/husband or family member is generally considered inappropriate;
- **Transparent:** given or received in total transparency with the Company.

To help you when applying the Gift Acceptance Criteria, ask yourself the following questions:

- Is the gift unusual or unreasonable given the circumstances?
- Might the gift reasonably give the appearance of a possible conflict between personal interests and professional duties?
- Will I feel comfortable if the Company, my colleagues or business contacts become aware of the gift given or received?
- Is there a reasonable business justification for the gift?

To help guide you through the decision of whether a gift meets the Gift Acceptance Criteria, please contact your manager, your country Managing Director or consult with Legal Affairs and Compliance Department.

4. EXAMPLES OF ACCEPTABLE OR NON-ACCEPTABLE GIFTS

Examples of Acceptable Gifts and Entertainment

- Chocolates, sweets, pastries;
- Occasional lunch with a business partner at a reasonably priced restaurant;
- T-shirt or other similar items with the logo of Mérieux NutriSciences.



Examples of Unacceptable Gifts and Entertainment

- offering/accepting a gift from a supplier in the context of a bidding process;
- gift of cash or cash equivalent (gift cards, gift certificates, stock or other securities);
- luxury goods (bags, clothing, jewels, luxury alcohols);
- An overnight stay at a spa resort
- adult entertainment as well as any other entertainment that may go against ethics and morals;
- out-of-market discounts;
- favors, entertainment, or gifts that would be illegal or violate any law, regulation, or Company policy, including, but not limited to, bribes, kickbacks, or the like.

5. GENERAL RULES APPLICABLE TO GIFTS GIVEN TO BUSINESS PARTNERS

All gifts given to business partners must always be properly documented and tracked in a dedicated register by each legal entity of the group, with expense reporting and invoicing receipts.

All payments must be recorded accurately and transparently in the legal entity's books, including the amount spent per person and the number of people at the event.

The payment should be made directly to the service provider, such as the airline or the restaurant, whenever possible.

Proper recordkeeping is an essential part of compliance and is required under tax laws and some anti-corruption laws. It helps the Company identify situations that may be of concern and ensure that proper procedures are being followed and defend our actions if challenged by enforcement authorities.

6. SPECIFIC RULES FOR TRAVEL & HOSPITALITY GIFTS


There must be a bona fide business or educational purpose to provide travel and or lodging accommodations and the length of the trip must be commensurate with the purpose.

Unless such costs were part of the related commercial agreement and reasonable according to the market prices and practices, travel costs paid for suppliers or clients shall always be pre-approved and justified by exceptional situation aiming at demonstrating, explaining, or promoting the Company and its services.

7. SPECIFIC RULES FOR GIFTS TO PUBLIC OFFICIALS

Gifts to public officials are highly regulated. International and local anti-corruption laws prohibit offering anything of value to a public official.

For that reason, providing gifts, meals at restaurants, accommodation or travel to a public official is prohibited, unless priory approved in writing by the group Compliance Officer.



It is not always easy to identify someone as a Public Official. The term “Public Official” applies to a broad range of individuals and includes any member of the Public Official’s family. For instance, “Public Officials” include:

- elected or appointed government officials, even if part-time;
- any officer or employee of a public international organization;
- officers and employees of government agencies;
- employees of federal, state, regional and municipal agencies, even if only partially state-owned;
- employees of entities that are partially or wholly owned by federal, state, regional or municipal agencies such as government owned banks, health care systems, and educational institutions;
- outside directors of state-owned entities;
- part-time legislators;
- royal family members; or
- political candidates.

8. LOCAL REGULATIONS PROVIDING RULES DIFFERENT FROM THIS POLICY

This Policy is intended to provide a minimum standard by which to follow. To the extent any applicable law provides a higher or additional standard, such standards must be followed in addition to this Policy. However, if complying with this Policy would conflict with any applicable law, you must follow the law and notify the Legal Affairs and Compliance Department of the conflict.

9. SANCTION STATEMENT

Failure to comply with the requirements of this Policy or its procedures will result in disciplinary action up to and including termination of employment.

Any expense of a gift made in violation of this policy may not be reimbursed.

Violations of anti-corruption laws may result in severe civil and criminal penalties for the Company, its employees and business partners.

10. RAISING QUESTIONS OR REPORTING IDENTIFIED RISKS

This Policy does not address every situation you may encounter at work. If there is a situation that you think may pose a risk and you are unsure about how to handle it, you should seek guidance. Support is available to you from your manager and/or from your Legal Affairs and Compliance Department.

You may contact the Legal Affairs & Compliance Department by email at compliance@mxns.com. Your questions or concerns will remain confidential to fullest possible extent and will receive quick and appropriate follow-up.

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