

ETHICS CHARTER

..... General principles
and philosophy



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INTRODUCTION

by Catherine Courboillet
CEO of Cerba HealthCare

Cerba HealthCare, was formed from Laboratoire Cerba, which was created in 1967; the group has enjoyed continuous growth and increasing prominence.

Our Group is facing new challenges and new responsibilities related to all stakeholders, both internal and external.

In this framework, Cerba HealthCare has worked to define an Ethics Charter, which each of us should use as a reference with regard to our conduct and our actions, whether collective or individual.

Today the Group is reaffirming its commitment to promoting ethics in our professional activities by formalising principles that are already widely known and followed within its network and by making them part of a broader initiative.

Beyond compliance with laws and regulations, this charter, which is rooted in our values, reminds us of the principles of our profession which should guide our behaviour under all circumstances. It is the foundation of the trust that our organisation inspires in all our partners, especially the patients, physicians and laboratories who entrust us with their testing. It is also one of the reasons why we are each so proud to belong to the Group.

It is our responsibility to understand and abide by these ethical principles, to stand up for them and to promote them.

Cerba HealthCare expects that all its employees will make a positive contribution to the Group's ethical standards, which they represent on a daily basis.

OUR VALUES

EXCELLENCE

We act with the utmost rigor to improve the quality of our services, develop the men and women of the Company to obtain the best of each one in the service of all.

COMMITMENT

We are committed to patients, healthcare professionals, our business and institutional partners to deliver accurate and useful results for improving everyone's health.

BOLDNESS

We promote entrepreneurial spirit and the taking of initiatives to dare and explore new ways to advance diagnosis.

RESPECT

We consider each individual with kindness, and cultivate respect in our relationships with our teams, partners, healthcare professionals and patients for whom we work every day.

DISSEMINATION & APPLICATION OF ETHICS CHARTER

INTRODUCTION

The purpose of this charter is to give an overall vision of the general principles and philosophy that guide all our activities. It is incumbent upon each employee, regardless of their roles or responsibilities, to carry out their duties with loyalty and integrity.

SCOPE OF APPLICATION

This charter is directed at all employees of Cerba HealthCare Group.

PROMOTION OF THE CHARTER

The Ethics Charter is to be disseminated as widely as possible. It can be accessed via the Group's websites. It can be obtained from all Human Resources offices. Each new employee will receive a copy of the Ethics Charter when they join the group.

ETHICAL BEHAVIOUR VIS-À-VIS OUTSIDE PARTIES

CONFIDENTIAL INFORMATION

Confidential information refers to any data or information in any form whatsoever, whether tangible or intangible, that is generally not known to the public.

This pertains to:

- all administrative and medical data concerning patients,
- the development of new diagnostic tests or new technologies,
- production processes,
- budget and financial information,
- commercial information,
- IT developments and software,
- all administrative data (remuneration, marital status, home address, etc.) and health information concerning employees.

Disclosing this type of information could be harmful to the interests of Cerba HealthCare, its partners or its customers. This is why we are all bound not to disclose such information to any third party:

- in the course of business and after the contractual relationship has ended,
- in the context of our home life.

At Cerba HealthCare, access to confidential information will only be granted to employees in need of such information to successfully perform their duties.

IMAGE OF CERBA HEALTHCARE

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Cerba HealthCare is devoted to protecting its image and its reputation and expects that those who work for the Group and those who represent it conduct themselves in an ethical and professional manner.

Cerba HealthCare's employees are the front-line ambassadors of their enterprise. In this capacity, employees are asked to:

- reflect the group's values and commitments in their professional environment,
- avoid expressing any personal opinions in the name of the Group that are damaging for its reputation.

Employees are required to express themselves in writing or orally, in accordance with the Group Ethics Charter and only in their area of expertise.

No means of communication bearing the name of the enterprise (e-mail, letterhead, intranet, etc.) is to be used to convey one's personal opinions of any kind.

No corporate communication – neither internal nor external, neither oral nor written – may be issued on behalf of Cerba HealthCare until it has been duly authorised and its style and substance have been approved by the executive management.

Special case of social and professional networks

These networks make it possible to promote the image of an enterprise, strengthen its brand(s) and initiate new contacts and communications. However, communications on the Internet can also be twisted or cause harm to the reputation of Cerba HealthCare, especially if the dissemination of messages is beyond its control.

Therefore, we must take care to avoid any confusion between our personal opinions and speaking on behalf of the company.



CONFLICTS OF INTEREST

A conflict of interest arises when personal interests interfere with or give the impression of interfering with those of Cerba HealthCare Group.

All employees are asked to avoid any conflicts between their interests and those of Cerba HealthCare, and to promptly disclose any actual or potential conflict. The purpose of this charter is to ensure that the name, reputation and integrity of Cerba HealthCare are not compromised.

No employee should, because of their position, seek personal gain that runs contrary to the interests of Cerba HealthCare Group, whether directly or indirectly, for themselves or for the benefit of others. Therefore, we should avoid any situation where our private, financial or professional interests could be in conflict with those of Cerba HealthCare Group.

A conflict of interest may also involve a member of the employee's family.

FAIR COMPETITION

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Fair competition is based on factors such as price, quality and service, and not on the abuse of virtual monopoly powers, «criticism of competitors» or aggressive pricing.

Cerba HealthCare Group aims to develop its business in the various markets through fair and honest competition founded on ethical, legal commercial practices that adhere strictly to all laws governing competition. These laws are complex and vary from one country to the other. In general, they are designed to protect and encourage competition in markets and prohibit commercial activities that could result in the unreasonable restriction of trade or the formation of illegal monopolies.

The policy of Cerba HealthCare Group is to respect the trade secrets and confidential information of others. Whereas information obtained from the public domain is a legitimate source of competitive information, a trade secret obtained through illegal means is not. Sales of Cerba HealthCare Group services and purchases of products and services from suppliers must be based solely on quality, price and service and never on payments, gifts, entertainment or other favours given or received. (Also refer to «Relationships with suppliers»).

RELATIONSHIPS WITH SUPPLIERS

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Cerba HealthCare Group has chosen to establish standardised rules and processes in the framework of its relationship with suppliers. These rules are outlined in the Group's purchasing charter, produced by the Purchasing Department. The charter is to be implemented and respected not only by suppliers and their subcontractors but also by the Group's purchasing personnel and entire workforce.

The purchasing charter provides a framework for:

- The goals and organisation of purchasing personnel
- The benchmark purchasing process
- Invitation-to-tender management methods
- The Group's commitments regarding its relationship with suppliers
- The ethical rules that apply to its relationship with suppliers

This charter drives the Cerba HealthCare Group to seek with suppliers optimal economic performance, service quality and security of supply, as well as compliance with ethical business rules.

The Group's expectations of its suppliers are based on three priority areas:

Environment, health and safety

Suppliers undertake to respect all environmental, health and safety laws and regulations in force. They retain and keep up to date all approval documents required in these areas.

They also undertake to adapt their production and innovation processes in order to develop products whose environmental impact is as low as possible during their life cycle. They must respond to the Group's CSR (Corporate and Social Responsibility) assessment requests and promote the CSR policy among their own suppliers and subcontractors.

Suppliers also undertake to create for their employees a safe work environment that favours the prevention of accidents and limits exposure to health risks.

Suppliers must comply with the security processes and checks in place in order to prevent dangerous incidents and undertake to implement necessary measures in the event of a major incident.

Labour and human rights

The Cerba HealthCare Group expects its suppliers and service providers to respect the basic rights of the men and women who work for them, their suppliers or subcontractors. Suppliers also agree not to directly or indirectly employ children or prisoners on terms that would prove illegal under applicable regulations.

Ethics and compliance

Cerba HealthCare Group suppliers undertake to comply with all anti-corruption laws. They must follow fair business practices in compliance with applicable antitrust laws and competition laws.

Suppliers shall not therefore offer employees any benefit (free goods or services) that would seek to facilitate their business with the Group. They undertake to treat Cerba HealthCare fairly in relation to its competitors.

They must also respect applicable laws and contractual requirements regarding the storage, transmission, protection, disclosure and use of confidential information. This information may include, among other things, personal data regarding an individual, confidential data regarding Cerba HealthCare and intellectual property rights (patents, brands, copyright).

The Cerba HealthCare Group's purchasing charter is available for consultation on the Group's website or upon request from the Purchasing Department.



FIGHT AGAINST CORRUPTION AND INFLUENCE PEDDLING

The Cerba HealthCare Group undertakes to fight against acts of corruption and influence peddling, and to respect and ensure others respect national and international laws and regulations regarding this matter.

The Cerba HealthCare Group recalls that:

Corruption consists of any type of conduct whereby a person requests, approves or accepts a donation, an offer or a promise, gifts or any type of benefit, in order to fulfill, delay or fail to carry out an action that forms part of his or her work whether directly or indirectly.

There are two types of corruption:

- Active corruption: offer, promise or give;
- Passive corruption: request, demand, receive or agree to receive something of value in exchange for acting or failing to act in a manner that is inappropriate, illegal, corrupt or unethical, or constitutes a breach of trust.

Influence peddling implies misuse of a person's actual or presumed influence in order to obtain from a public body or department awards, jobs, contracts or any other favourable decision. Influence peddling requires the presence of an intermediary between the potential beneficiary and the public body.

For example, the following types of conduct are to be avoided (it should be noted that this list is not exhaustive):

- The acceptance or provision of bribes in a country where bribery is common;
- Facilitation payments, namely, the payment of small amounts to a civil servant in order to speed up the undertaking of non-discretionary tasks (for example: payment to speed up the issuing of a visa, etc.);
- The creation of non-transparent transactions (namely, transactions that are not registered accurately in accounting documents and records);

- The payment of kickbacks (namely, the payment of money after a contract has been awarded);
- The offering or acceptance of gifts in order to influence or give the appearance of influencing a decision, etc.;
- The acceptance of a trip for an employee and/or family members all or part of the costs of which would be borne by a supplier;
- The invitation from a client or prospect for you and a family member (or members) to a high-end restaurant;
- The hiring of a client's or a prospect's relative who does not have the required qualifications and/or skills.

Finally, the Cerba HealthCare Group reminds its employees that they must not behave in a way that could constitute an act of corruption or influence peddling.

GIFTS, MEALS AND ENTERTAINMENT

All business decisions taken by employees, customers or suppliers of Cerba HealthCare Group must be determined solely on the basis of professional criteria and not in light of hidden advantages.

However, in a business relationship, the exchange of gifts and tokens of hospitality may reflect standard courtesy and should not influence or give the appearance of influencing a decision.

When an employee receives or offers gifts or entertainment, they must ensure that:

- their value is modest,
- they are appropriate and reflect group values,
- they neither break the law nor, in particular, breach the provisions of the "Anti-Gift" law of 26 January 2016 applicable to our business sector,
- the immediate supervisor has given authorisation.

Cash gifts are prohibited under all circumstances.



ACCURACY OF FINANCIAL, COMMERCIAL DOCUMENTS AND CORPORATE COMMUNICATIONS

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Our shareholders and business partners trust in the accuracy of the information contained in our financial and commercial documents and our corporate communications.

These various documents must be written in accordance with regulations and must be approved by Group management. We are required to store these documents in a safe location and to cooperate with internal and external auditors.

SUITABLE USE OF COMPANY ASSETS

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Company assets refers to material property such as equipment, tools and office supplies, as well as to intellectual property such as software, processes and information.

They must be used solely for professional purposes and may not be given, sold or exchanged without due authorisation. Protecting this property against loss, damage, abusive use and theft is the responsibility of each one of us.

We must make productive use of these assets safely, ethically and legally.

USE OF COMPUTERS, INTERNET, INTERNAL E-MAIL AND TELEPHONES

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The use of resources (Internet, land lines, mobile phones, e-mail) is reserved for professional purposes; however, limited personal use is acceptable and is governed by internal rules, as are abusive uses.

Furthermore, the Group's information systems – secure access to them and their use – are the subject of a specific usage agreement that is signed by each employee upon hiring. The companies of Cerba HealthCare Group shall control individuals' use of network services, notably visits to specific websites and e-mail communications, in accordance with national regulations and directives in force.

This control shall include persons who use their personal computers to access the Cerba HealthCare Group network remotely.

The assets and resources of Cerba HealthCare Group, notably its IT, phone, fax and network resources, should never be used to access or disclose:

- sexually explicit content,
- defamatory or slanderous content,
- threatening or harassing messages or chain letters,
- any information that violates national laws or Cerba HealthCare Group policy, or other content that could be reasonably construed as inappropriate.

Employees who violate this policy shall be subject to disciplinary measures ranging up to dismissal, depending on the laws in force in the country in question. To find out whether a particular use is authorised, contact your immediate supervisor.

POLITICAL ACTIVITIES, DONATIONS AND SPONSORSHIPS

As a member of civil society, Cerba HealthCare Group maintains strict neutrality on political, religious, philosophical and labour matters. Consequently, the policy of Cerba HealthCare is not to make any financial contributions to political candidates, elected representatives or political parties.

Cerba HealthCare Group also respects the individual commitments of its employees who, as citizens, participate in political activities and public affairs. Nevertheless, such commitments should not affect the activities or image of Cerba HealthCare, nor compromise the neutrality of Cerba HealthCare Group.

Corporate political donations are prohibited. Sponsorships and donations to public or private charitable organisations are authorised when they comply with applicable laws and regulations.





NEUTRALITY AND SECULARISM

Cerba HealthCare recognises its partner's freedom of conscience and expression.

Furthermore, as previously mentioned, the company practices complete neutrality with regard to politics, religion, philosophy and trade unions, and hopes that third parties, particularly patients, are assured of this.

It is also the responsibility of employees whose work involves maintaining contact with third parties (patients, clients, collaborators, etc.) who may have political, trade union or religious convictions, to ensure the company's neutrality is maintained.

The wearing of conspicuous political, trade union or religious symbols is thus prohibited for employees.

Conspicuous refers to any symbol or clothing which is immediately recognisable as a sign that the wearer belongs to a political, trade union or religious movement.

The above regulations do not block freedom of association, within the confines and boundaries outlined by the law.

ENVIRONMENT

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Cerba HealthCare Group is founded on strong values and high quality standards (ISO 15189): this makes its commitment to CSR (Corporate and Social Responsibility) natural.

The Group's CSR commitment is expressed through three programmes:

Its disability programme

Cerba, a group entity, has signed a disability employment agreement.

Furthermore, other Group companies are working with employment centres for disabled workers to fulfil various needs (packing sampling kits, data entry, etc.).

Its environmental conservation programme

Waste management: Clinical pathology work generates waste that poses infectious, radioactive and chemical risks; in compliance with regulatory requirements, the Group has focused on how its waste is processed and securing the waste treatment chain.

Moreover, clinical pathology also produces a significant volume of paper and the Group has implemented a mechanism to recover non-hazardous industrial waste. The group thus aims to lower the amount of waste produced and sponsor associations.

Reduction of CO₂ emissions: The Group made a commitment to reduce its CO₂ emissions, especially those produced by employee vehicles, but also those produced by the vehicles used to transport samples. Every two years the Group decreases the authorised level of CO₂ emissions. Similarly, at some of its sites, the Group has deployed teleconferencing and videoconferencing tools to reduce the number of trips made and the corresponding CO₂ emissions. Finally, the Group is taking steps to reduce its energy consumption and thus its indirect CO₂ emissions.

Energy performance plan: The Group has defined a number of key principles to reduce its tertiary energy consumption (lighting, IT, etc.): its energy performance plans are founded on an energy audit and a corrective investment plan.

Paperless initiative: The Group is enhancing customer satisfaction with paperless solutions to submit reports.

Its «Responsible purchasing» programme

It is founded on the following tenets:

- purchasing department's organisation and goals
- the criteria by which suppliers are chosen includes CSR criteria (individualised by purchase category) and all suppliers who agree to do so are evaluated each year against a set of key indicators, including CSR (e.g. cleaning services, vehicles, etc.)
- the Purchasing department develops the value chain for waste recovery and monitors the market to identify «sustainable innovations»
- it promotes the development of the local economies in the areas where it has regional offices
- it manages its suppliers in pursuit of mutual sustainability, is committed to conducting relations with them in a spirit of professionalism and seeks to ensure financial equity for both parties
- it agrees to assess the total cost of purchases

The Group's CSR commitment also involves its suppliers and it is the responsibility of the Central Purchasing Office to ensure the strategic consistency of its purchase policies.

ETHICAL BEHAVIOUR VIS-À-VIS INTERNAL PARTIES

The employees of Cerba HealthCare Group are the company's greatest source of wealth.

This is why we are committed to providing a healthy working environment for everyone and we condemn any discriminatory practices or harassment. We respect the fundamental social principles set forth in the United Nations Universal Declaration of Human Rights and the core conventions of the International Labour Organization. This is why Cerba HealthCare implements a human resources policy based on the fair and respectful treatment of people, their dignity, their rights and their individual freedoms by promoting their involvement in the company.

Therefore the Group encourages all forms of individual and collective dialogue.

DIVERSITY AND RESPECT FOR OTHERS

The employees of Cerba HealthCare Group are required to abide by laws and regulations that prohibit any discrimination based on age, race, gender, ethnic origin, nationality, religion, health, disability, marital status, sexual orientation, political or philosophical opinions, membership in a union or other factors.

HARRASSMENT

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Cerba HealthCare Group does not tolerate any form of sexual, physical or psychological harassment, coercion or persecution.

Furthermore, the internal rules of the companies which belong to Cerba HealthCare Group address this and remind employees that these actions are punishable offences as stipulated in the Criminal Code. If an employee is a witness to or victim of any form of abuse of this type, they may report it to the Human Resources Division. No actions can be taken against an employee who reports such facts in good faith.

HEALTH, SAFETY AND SECURITY

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Cerba HealthCare Group agrees to provide a safe and healthy working environment at all its sites with the same degree of rigour no matter where they are located.

Risks are evaluated and addressed in collaboration with the Commission on Health, Safety and Working Conditions, the Works Council and competent bodies.

With regard to personal safety, Cerba HealthCare Group takes every measure to protect its employees regardless of where they work. Cerba HealthCare Group agrees to disseminate all necessary instructions to inform its employees about risks, procedures to follow – especially in the case of political instability – and health problems.



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