



CODE OF CONDUCT



# MÉRIEUX NUTRISCIENCES

## COMPLIANCE POLICY

### BUSINESS INTERMEDIARIES

(January 2025 – V.2)

#### 1. OBJECTIVES OF THE POLICY

Managers may consider appointing a business intermediary (i.e. agent, advisor, consultant or representative) to represent Mérieux NutriSciences in business transactions and projects.

In the course of his/her duties, the appointed business intermediary may impact our reputation and image. It is therefore essential that we take all necessary measures to ensure that business intermediaries appointed by Mérieux NutriSciences will act legally and ethically, especially in the course of discussions and negotiations with public officers and representatives of public customers.

The purpose of this Policy is to present the measures required before and after appointing a business intermediary in order to manage efficiently our ethics and compliance risks.

This 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 BUSINESS INTERMEDIARIES

Business Intermediaries include any company and individual appointed to represent the Company in any business transactions or administrative procedures.

They include and may not be limited to :

**Sales Representatives**, which are commercial agents or distributors appointed to promote and/or sell the Company's products or services to customers.

**M&A Agents** appointed to seek for business acquisition opportunities in the market and initiate preliminary contacts with potential sellers.

**Real Estate Agents** appointed to seek for real estate acquisition or lease opportunities in the market and initiate preliminary contacts with potential sellers or landlords.

**Insurance Brokers** appointed to seek for insurance solutions in the market and negotiate contracts with the insurance companies.

**Custom Brokers** appointed to complete the custom clearance procedures for imported or exported goods.

**Lobbyists** appointed to work to influence political decisions at country or regional level.

### 3. DO YOUR PRELIMINARY INTEGRITY CHECK

Appointment of any Business Intermediary shall start by the preliminary basic verifications on the existence, financial status and e-reputation of the Business Intermediary :

- check information available on the internet on the Business Intermediary and the absence of relations with any publicly known ethical or integrity issues;
- to the best extent possible and when appropriate, request a copy of its certificate of incorporation and last financial accounts to check its legal address, amount of registered capital, identity of its shareholders and managers and its financial status;
- if the Business Intermediary is located in a country subject to US or EU international sanctions, check with the Legal & Compliance Department that this Business Intermediary is not blacklisted.

Be aware of certain “**red flags**”, which may indicate that the Business Intermediary does not meet the standards of business conduct of Mérieux NutriSciences, including, without limitation:

- *Business Intermediary’s previous behaviour is rumoured to be unethical or unlawful;*
- *Business Intermediary advises that cash is needed to secure any business;*
- *Business Intermediary seeks unusually high commissions or requests payments for vague, urgent or unspecified purposes;*
- *Business Intermediary requests payment of a commission, or a significant proportion thereof, before or immediately upon award of the contract by a customer;*
- *Business Intermediary requests payments be made in cash, or to an unusual bank account (for example, offshore or numbered (anonymous))*
- *Business Intermediary requests payments be made to a third party or under an unusual complex payment scheme;*
- *Business Intermediary requests an arrangement (or some other special terms) on other than usual arm's length commercial terms.*

#### **4. DECLARE THE BUSINESS INTERMEDIARIES TO THE THIRD PARTY CONTROL SYSTEM**

Any appointment (or renewal of appointment) of a Business Intermediary shall be declared to the Third Party Control system.

Please consult the [Third Party Control Policy](#)

On that basis, the Business Intermediary will be classified in either of the three following status :

**"CLEAR"** : The third party has been screened and cleared. No specific measure applies.

**"WATCH"**: A corruption risk is confirmed but relations are authorized with specific restriction or surveillance measures.

**"BAN"** : A corruption risk is confirmed. Transactions are strictly prohibited.

In case of CLEAR or WATCH status, the Business Intermediaries could be appointed to represent the company subject to signing the relevant Supplier Code of Conduct Certificate and service agreement including the standard ethics & compliance protective provisions.

The Business Intermediaries in the WATCH and BAN lists will be carefully monitored by the Local Ethics & Compliance Committee with the assistance of the Risk Manager. The same information will be shared on a regular basis with the Group Ethics Committee.

#### **5. NEGOTIATE AND SIGN A WRITTEN AGREEMENT**

Any appointment of Business Intermediaries must take the form of a signed written agreement prepared and finalized with the assistance of the Legal Affairs Department.

In addition, the Business Intermediary must sign the Supplier Code of Conduct Certificate, available in the [MXNS Connect Compliance page](#).

Remuneration of the Business Intermediary must be appropriate and consistent with local market practices. Care should be taken to avoid levels of reward that could tempt a Business Intermediary into unethical behaviors such as sharing parts of their commission with persons able to secure the grant of business to Mérieux NutriSciences. As a principle, the remuneration of Sales Representatives shall never exceed 15% of the value of the sales they have generated.

Remuneration shall be explicitly defined in the service agreement and shall never be paid in cash or cash-equivalent items (gift cards, valuable gifts, etc).

#### **6. SUPERVISION BY THE LOCAL ETHICS & COMPLIANCE COMMITTEE**

Your manager and your local Ethics & Compliance Committee shall be informed of the appointment of the Business Intermediary and the outcomes of the mandatory integrity and background check.

The Local Ethics & Compliance Committees shall be responsible for managing ethics and compliance issues at country level and, with respect to Business Intermediary, shall in particular:

- monitor the list of Business intermediaries in cooperation with the Risk Manager;
- maintain the Third Party Declaration;
- monitor the control or surveillance measures defined with the Risk Manager for the appointed Business Intermediaries with a WATCH and BAN status; and
- maintain the database of documents related to the provisions of services by Business Intermediaries (including contracts, invoices, reports and deliverables issued by the Business Intermediaries as well as any other relevant documents). This database will

be the first source of information and protection in case of administrative control or investigation.

## **7. 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.

## **8. 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.

It is reminded that violations of anti-corruption laws may result in severe civil and criminal penalties for the Company, its employees and business partners.

## **9. 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.

Your questions or concerns will remain confidential to fullest possible extent and will receive quick and appropriate follow-up.

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