



CODE OF CONDUCT



# MÉRIEUX NUTRISCIENCES

## COMPLIANCE POLICY

### CONFLICT OF INTEREST

(January 2025 – V.2)

#### 1. Objectives

Company's employees are expected to act in the best interest of the Company at all times and be mindful of situations that can create an actual conflict of interest or the appearance of a conflict.

The purpose of this Policy is to prevent conflicts of interest in the Company and to guide you in upholding your legal and ethical commitment to the Company in order to protect the Company's reputation for integrity.

This Conflict of Interest 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. Most common types of conflicts of interest

Conflicts of interest cover the main following situations:

- Employee having personal relationship with or financial interests in a Business Partner that could interfere with his or her work-related duties;
- Employee having developed a close personal relationship at work that could interfere with the proper management of the business and the team;
- Employee using his/her position in the Company to secure personal gain or create benefits for his/her Relatives; and
- Employee involved in outside activities inconsistent with the business and values of the Company.
- Employee is given or receives a gift by or from a Business Partner. Please consult the Company's Gift Policy for more information about acceptable gift criteria.

Where:

**Business Partner** means a client, supplier, agent, distributor, joint venture partner, accreditation bodies or any company engaged in a business relationship with the Company; and

**Relatives** means a child, stepchild, parent, stepparent, spouse, domestic partner, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, and any member of his/her household (other than a non-familial tenant or roommate).

### **3. Personal relationship with a Business Partner**

Employees should not use their position in the Company or the Company's relationship with its Business Partners to influence the decision-making process in the Company and attain their own personal benefit or that of their Relatives or friends.

Employees should also be very cautious before sharing information with Relatives or friends who work for the Company's Business Partners.

### **4. Financial interests held in a Business Partner**

As a general rule, no employee, directly or through a family company or Relatives, may have an interest (stock, bonds, etc.) in businesses or companies competing directly with the Company.

Ownership of a financial or beneficial interest in a customer or supplier of the Company is generally prohibited without prior approval from the Compliance Officer of the Company when the employee is involved in the negotiations between the Company and such Business Partner.

However, provided that the investment does not create an appearance of a conflict of interest, a conflict of interest would not exist where an individual or their Relative owns equity securities constituting 1% or less of the ownership interest in a Business Partner or a competitor that is publicly traded.

### **5. Workplace relationships**

Close personal friendships or romantic relationships with another employee in a direct or indirect report line can easily create the appearance of favoritism or can directly influence recruitment, career plans, promotions, salaries or even jeopardize the efficiency of internal quality or control processes.

Employees who are involved in a close personal friendship or romantic relationship with someone within their report line must inform their supervisors and organizational changes may ensue.

## **6. Outside employment and engagements**

As Company personnel, you may not accept or receive compensation from any Business Partner with whom you are conducting business on behalf of the Company.

Board participation or serving in a similar advisory capacity with third parties must be first discussed with the Company.

Outside employment or other business arrangements must not interfere with your performance in the workplace or duty to further the best interest of the Company. You may not serve as a director or advisor or in any other similar capacity for any business that is a competitor or potential competitor of the Company.

## **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.

## **9. RAISING QUESTIONS OR REPORTING IDENTIFIED RISKS**

Any employee who is in a situation of actual or potential conflict must timely disclose the case to its manager by sending a complete Conflict of Interest Declaration Form (attached as appendix) as soon as the situation arises.

The completed form shall be submitted to the employee's direct manager, which shall then take such action as is considered necessary to resolve or avoid the conflict of interest and safeguard the interests of the Company. The manager shall report the same to the Legal Affairs & Compliance Department and the concerned HR manager for review and validation.

Never underestimate the impact of a situation that could create, or appear to create, a conflict of interest. If you become aware of any conflict or potential conflict that is unrelated to you personally, you are responsible for reporting it to your regional Ethics Committee or to the Legal Affairs & Compliance Department. The Company will not retaliate against any individual who in good faith reports activities believed to be illegal, dishonest, unethical, or otherwise in violation of this policy.

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, you may contact the Legal Affairs & 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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**CONFLICT OF INTEREST DECLARATION FORM  
(For Internal Use Only)**

I hereby declare an actual/potential Conflict of Interest as follows:

- Personal relationship with a Business Partners
- Financial interests in a Business Partner
- Workplace relationship
- Outside employment and engagements
- Other

Please state details:

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Date)

Name: .....  
Position: .....  
Department: .....  
Company: .....



**MANAGER CONSULTED**

I have reviewed the conflict of interest disclosure and propose the following action plan to resolve/manage this matter:

\_\_\_\_\_  
(Signature)                      (Date)

Name: .....  
Position: .....  
Department: .....  
Company: .....

**COMPLIANCE OFFICER OR HR MANAGER CONSULTED**

I have reviewed the conflict of interest disclosure and agree on the proposed plan to resolve this matter:

\_\_\_\_\_  
(Signature)                      (Date)

Name: .....  
Position: .....  
Department: .....  
Company: .....