



CODE OF CONDUCT



MÉRIEUX NUTRISCIENCES

COMPLIANCE POLICY

ANTI-CORRUPTION POLICY

(April 2025 – V.- 3)

1. INTRODUCTION

Bribes, and other illicit acts of corruption can cause significant business and reputational harm while negatively impacting the broader social and economic structures in which we routinely interact. Therefore, Mérieux NutriSciences is committed to conducting its activities free from the unfair influence of bribery and corruption.

Mérieux NutriSciences has adopted this Policy to give employees concrete guidance for complying with this prohibition to protect the company and its employees.

This Policy applies to employees and officers of every subsidiary and affiliate of Mérieux NutriSciences.

Each subsidiary may choose to adopt additional policies or procedures relating to anti-corruption, as long as they do not conflict with this Policy and approval is obtained from the Compliance Officer. Copies of any such policies and procedures should be sent to the Legal & Compliance Department.

2. WHAT IS CORRUPTION AND WHAT ARE THE RISKS?

Corruption is the willingness to act dishonestly or fraudulently in return for personal gain. Corruption exists when a person in a position of power accepts a bribe to make a decision that favors the payer.

A bribe is anything of value given, directly or indirectly, to improperly or illegally influence a business decision or to obtain an unfair advantage from anyone, whether or not they are government officials or commercial customers. An improper payment is offering anything of value that is intended to (or might be perceived to) unfairly and illegally influence a business interaction.

Anti-corruption laws prohibit you from offering, promising, paying, and giving bribes, as well as approving or instructing another person to take such actions.

Even cooperating with someone that you have reason to suspect may be involved in corrupt activities is illegal.

Anti-corruption laws apply to both the giver and the recipient of a payment. It is not a valid excuse that the bribe was requested by the recipient.

Violations of anti-corruption laws may result in severe civil and criminal penalties for Mérieux NutriSciences, its employees and its business partners. In some countries, individuals have been fined, detained, and imprisoned for anti-corruption violations. Governments can require companies that engage in corruption to pay huge fines, disgorge profits, and bar them from working on public tenders for many years. Employees may be subject to disciplinary action up to and including termination.

3. GENERAL RULES REGARDING RELATIONS WITH GOVERNMENT OFFICIALS

It is prohibited to offer anything of value to a government official with the intent to obtain an improper or illegal advantage.

Government officials include:

- ministers
- secretaries
- officers
- legislators
- judges
- elected officials
- candidates
- any official or agent of a public international organization or employees of the government or government-owned entities.

Bribes must never be paid to keep or bring in new business with state-owned companies or administrations, obtain licenses or regulatory approval, prevent negative government actions, avoid duties or customs fees, reduce taxes or in any way obtain an improper advantage.

4. GIVING OR ACCEPTING A GIFT

Providing gifts, meals, accommodation or travel to a customer or government official is prohibited if they are excessive, unreasonable or do not have a valid business purpose. These items must NEVER be offered or provided to improperly influence business decisions.

Gifts must be permitted by local laws and industry codes of ethics and must be customary and reasonable for the occasion in the country where they are offered.

The monetary value should never exceed USD 100, and in most cases should be significantly less. Never give gifts of cash (or cash equivalents, such as gift cards) - even if that is the local tradition.

For more information and guidelines, please refer to the [Gift & Hospitality Policy](#) available on the Legal & Compliance section of the Company's intranet page.

If you are a manager, you must know to whom your staff is giving gifts and what the gifts are. You may not simply approve a budget and leave it to your staff to decide who gets what.

Remember: public tender situations are particularly sensitive and nothing should be offered without the specific approval of the Legal & Compliance Department.

Receiving gifts, fees, commissions or payments may sometimes present a conflict of interest for Mérieux NutriSciences employees. If something that you receive from a supplier, customer or any other business partner could keep you from making a fair, impartial business decision, then you have a conflict of interest. Even the appearance of these conflicts must be avoided whenever possible.

More guidance on this topic can be found in the [Conflict of Interest Policy](#) available on the Legal & Compliance section of the Company's intranet page.

5. ENTERING INTO A SPONSORSHIP AGREEMENT

Sponsorship is a monetary or in-kind contribution to a corporation, group, or individual in staging a sporting, artistic, or social event, in return for advertisement of our brand, typically accompanied by the public display of MXNS brands or logos during the opening or closing of a conference by the recipient.

Sponsorship arrangements will only be with individuals or companies held in high regard, and who continue to show by their actions that they value an ethical and professional manner of transacting business.

The sponsorship relationship requires a formal written agreement or confirmation setting out the terms of the sponsorship, including any recognition to be provided to the sponsor, and must be signed by an authorized member of the sponsor.

It is important that any sponsorship arrangement shall:

- be unambiguous and avoid endorsement of any commercial product
- avoid any real or perceived conflict of interest
- avoid partnerships with inappropriate individuals and organizations.
- receive prior approval from the Compliance Officer

6. MAKING A DONATION

Donation is the giving or providing of anything of value such as goods, funds, space, or services at no charge to a civic or charitable entity to support a charitable cause, benefit a social cause, serve the public interest, directly benefit a group or community.

The Company is committed to the community and often supports worthy causes, contributing monetary gifts, products, and services, which are the reflection of our values, without any expectation of favorable treatment by the recipient in return.

Any charitable donations made by any entity of the Mérieux NutriSciences group must :

- be documented and include the amount of cash and/or services provided;
- benefit projects in the areas of education and diversity, health and nutrition, or ecology and environment, and
- be formally approved in writing by the VP Region and the Regional Compliance Officer if the donation exceeds USD 1,500 per beneficiary and per year and USD 6,000 in aggregate per fiscal year.

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Personal contributions made by employees from their personal funds, property or services to a political party or a charitable organization with no expectation of any business benefit or impact are not governed by this Policy.

7. MAKING A POLITICAL CONTRIBUTION

Any financial contribution or the provision of goods, commodities, or services on a cost-free or discounted basis to political parties, politicians, campaigns, candidates, or political causes on the Company's behalf are strictly forbidden.

Mérieux NutriSciences encourages its employees who wish to participate in political activities (as well as cultural, humanitarian or sports activities) but such engagement must be outside of working hours and must not involve Mérieux NutriSciences in any manner.

8. REQUEST OF FACILITATION PAYMENT

Small bribes, commonly named facilitation payments may be demanded in everyday transactions. The factors which create demands for small bribes are often entrenched and pervasive and the payments can be hard for management to detect, especially when they are made by third parties and deliberately concealed. However, consequences of not addressing the challenge can be substantial.

For that reason, facilitation payments are strictly forbidden within the Company, even though resisting these bribes can have costs for the business

9. APPOINTING A BUSINESS INTERMEDIARY TO ASSIST THE BUSINESS

Third parties often play a fundamental role in the Company's business in various countries by identifying local opportunities, developing local relationships and advising on local customs.

However, they also can pose significant corruption risk. Individuals and companies can be subject to civil and criminal penalties for corrupt payments to government officials made on their behalf by their representatives, such as third party intermediaries, consultants or distributors.

The Company and its employees can be held responsible for their misconduct. Because of this, we must ensure that we deal only with third parties that operate under the same ethical and legal principles that we do.

More guidance on this topic can be found in the [Business Intermediaries Policy](#) available on the Legal & Compliance section of the Company's intranet page.

10. SETTING UP A JOINT-VENTURE OR ACQUIRING A COMPANY

Mérieux NutriSciences could be found responsible for breach of corruption regulations committed by companies before they were acquired.

For that reason, a thorough screening and background check of each target company must be done by the Compliance Officer with the assistance of an external compliance services company before the decision is made to proceed with any acquisition or joint venture project.

11. ENTERING INTO RELATIONSHIP WITH ANY THIRD PARTY

More and more anti-corruption regulations, including the French Sapin 2 law and the US Foreign Corrupt Practices Act (FCPA) impose companies, such as Mérieux NutriSciences to assess, evaluate and control corruption risks associated with each third party contracting with the company.

Please refer to the [Third Party Control Policy](#) which provides guidelines on the required control procedures to evaluate third parties.

12. ACCOUNTING AND RECORDKEEPING

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. It would also help us to organize our defense if a transaction is challenged by any authorities.

For that purpose, follow the Company's financial controls procedures and document transactions accurately and completely. Do not hesitate to contact your contact from the Finance department.

13. 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, violate any local regulation and you are

unsure about how to handle it, you should seek guidance. Support is available to you from your manager and/or from the Legal Affairs & Compliance Department.

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

14. 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 inform your dedicated Legal Affairs & Compliance Contact.

15. SANCTION STATEMENT

As an employee or officer of Mérieux NutriSciences, you are expected to strictly adhere to this Policy. Any employee who violates this Policy may be subject to discipline, up to and including termination, in addition to any other civil and criminal liabilities resulting from his/her involvement in any corruption case.

No employee may be penalized or suffer retaliation by any other employee at Mérieux NutriSciences for refusing to engage in corrupt activities, even if such a refusal results in a loss of business. Talk to your manager first, if possible or seek guidance from your dedicated Legal Affairs & Compliance Contact.

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