



STAGO GROUP CODE OF BUSINESS ETHICS

July 2017 version



PRESIDENT'S MESSAGE

The successful business operation and reputation of Stago are built upon the principles of fair dealing and the ethical conduct of our employees, managers, directors and officers (hereafter referred as "Employees").

Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of ethics.

The continued success of Stago is dependent upon our customers' trust and we are dedicated to preserving that trust. Each of us owe a duty to Stago and its customers to act in a way that will merit the continued trust and confidence of the public.

Stago will comply with all applicable laws and regulations and expects all its directors, officers, and Employees to conduct business in accordance with the letter, spirit, and intent of all relevant laws and to refrain from any illegal, dishonest, or unethical conduct.

In addition to this Code of Business Ethics which sets at a global level the fundamental principles of integrity, fairness and honesty to be applied worldwide by all Employees of the Stago group, local internal policies are implemented in every Stago entity to maintain a safe and secure work environment for its Employees.

Compliance with this policy of business ethics is the responsibility of every Stago Employee.

An Ethics Committee is created at Stago International's headquarters in Asnières, France. Compliance Officers may also be designated, when relevant, at the level of the different STAGO entities.

We recognize the hard work and constant attention needed to maintain high ethical standards in the workplace.

We believe that it is the commitment of each individual Employee to this Code of Business ethics which will demonstrate Stago's dedication to integrity, professionalism, quality, respect and honesty.



Lionel Viret
President of Stago Group

A handwritten signature in black ink, appearing to read "L. Viret".



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INTRODUCTION

This Code of Business Ethics (hereinafter the “Code”) applies to all Employees, including all officers, directors and managers, of Stago International, and of all its affiliates around the world (“Stago”).

This Code is completed by country-specific supplements, among other to describe the Code compliance procedure applicable in each country.

In addition, this Code applies, where incorporated by way of express contractual agreement, to Stago’s vendors, distributors, suppliers, customers and clients (collectively referred to as “Business Partners”).



This Code of Business Ethics is not intended to supplant nor supersede (i) country-specific internal applicable rules, nor (ii) any national laws or regulations that may impose particular requirements upon Stago Employees or Business Partners who engage in certain activities in those countries.

All Stago Employees should independently ascertain that their interactions with Business Partners comply with all current national and local laws and regulations.

This Code represents an act of self-discipline. Stago Employees should also acknowledge that the Code is to be applied in the spirit, as well as in the letter.

Stago Employees, directors and officers are expected to understand and comply with Stago's Code of Business Ethics. Stago Employees, directors and officers should read this Code, be sure to understand its requirements, and to ask questions as necessary.

Ultimately, Stago's ability to enforce the Code is based in large part on the willingness of Stago Employees to follow the Code's requirements and on their willingness to report alleged violations of the Code.

Each Stago Employee who learns of or suspects a Code violation is invited to report such alleged Code violation. Stago Employees who report a concern in good faith about an alleged Code violation are protected from any form of retaliation. All reports will be handled with seriousness and with discretion.

This Code of Business Ethics is given to each Employee, when he/she is hired by Stago.

Stago has the right to amend, modify or revise this Code of Business Ethics in accordance with applicable laws.



1. MAINTAINING A SECURE WORK ENVIRONMENT

Respect and Non-discrimination

Stago cultivates respect for humans and their diversity. Stago is committed to an environment of equal environment and advancement opportunity for all qualified individuals. The diversity of our Employees is a strength that we will continue to promote and support throughout Stago group.

Stago will not tolerate any discrimination whether based on sex, age, social origin, religion, ethnic origin, marital status, nationality, sexual orientation, political opinion, disability.

Harassment and violence Free Workplace

Stago is committed to providing a work environment that is free from violence and harassment in any form.

Accordingly, Stago prohibits any member of management and any employee from making unwelcome and/or unsolicited sexual advances. Stago also prohibits any conduct that creates an offensive working environment.

Stago will not tolerate workplace violence in any form including threatening behaviors, assaults, harassment, intimidation, bullying, taunting, constant teasing, or any other conduct that leads to violence in the workplace.

Safety and Security

Stago strives to provide a safe and healthy work environment for all Employees. Employees must comply with all Stago safety and health requirements, whether established by management or by local laws. Accordingly, Employees are expected: to conduct themselves in a safe manner; use good judgment and common sense in matters of safety; observe all posted safety rules; and follow all safety regulations. Please note Stago is a smoke free environment. Smoking and vaping (using electronic cigarettes) is permitted in designated areas only.



2. CORPORATE INFORMATION

Asset Protection

Stago's assets include, among other things, customer and employee private information, network operations and facilities, computer systems and passwords, security procedures, company facilities and their locations, technical and marketing research data, product development information, business plans and strategies, other business confidential information, and Stago property.

Stago Employees handling these assets in the course of their employment must keep such information safe and secure from theft, destruction, and loss. Accordingly, Stago Employees must take all appropriate precautions to protect these Stago assets, systems and premises. Such precautions include the proper handling of assets, properly securing these assets, and ensuring that visitors are properly escorted.

Intellectual Property

Intellectual property includes information protected by Stago's trademarks, patents or copyrights, the use of which is restricted by applicable intellectual property laws. To safeguard Stago's intellectual property from illegal copying or other misuse, Stago Employees must ensure that intellectual property is properly labeled with or identified by trademark, service mark or copyright symbols.

If a Stago Employee is unsure whether or what protection is necessary or appropriate for a particular item, or he/she believes disclosure or use by a third party is improper, such employee must contact the Legal Department.

Proper Use of Others' Intellectual Property

Stago Employees must respect the proprietary rights of others by complying with all applicable laws and agreements that protect the intellectual property rights of others, including all business providers, competitors or customers. Unless a Stago Employee obtains the intellectual property owner's specific prior consent, such employee may not copy, distribute, display, perform, or modify third-party copyrighted materials, or conduct peer-to-peer or other file sharing of copyrighted materials. A work may be protected by a copyright even if there is no notice on the work.



Protecting Stago's Reputation

Stago's reputation as a company is a key asset. Stago Employees are responsible for protecting this valuable asset. Use of the company brand and logo must adhere to approved corporate identity specifications. Unless a Stago Employee receives prior approval from its management, such Employee may never suggest that she/he is speaking on behalf of Stago when presenting her/his personal views at community, professional or cultural functions, or on the Internet.

Protecting Stago's Confidential Information

Stago expects undivided loyalty to the interests of the company, including protection of the company's trade secrets and its private and confidential Business Partner information. "Confidential information" refers to all non-public information, in any form, emanating at any time from Stago International, its affiliates, any Stago Business Partner, or any other person that relates in any way to the business or operations of Stago.

Confidential information includes Stago information that is labeled "confidential" as well as information that is not labeled as "confidential" but by its nature should be reasonably construed as being confidential to Stago. Examples include Stago business plans, operations plans, strategy plans, financial data, product and service information, Business Partner data, sales data, company reports, personnel information, contracts and related information.

Employees shall preserve and protect trade secrets and Confidential Information including all physical and non-physical forms of that information. Employees may not share such privileged information with people outside of the company or discuss such matters with other Stago Employees unless such Employees have a clear business need for the information. Any inquiries from outside sources that claim to have a "need to know" should be referred to a member of the Stago Senior Management Team. Employees who terminate employment with Stago are obligated to continue to maintain the confidentiality of proprietary information obtained or developed while employed by Stago.

Company Records

Stago strives to maintain accurate business records and to protect company funds and assets. Stago is committed to maintaining a system of internal controls that ensures compliance with applicable laws and regulations, and that promotes the full, accurate and timely disclosure of information in Stago's reporting to internal management, senior management of Stago parent organizations, external auditors, and external parties including regulatory and governmental authorities.



It is the responsibility of all Stago Employees to ensure that Stago's records including documents, electronic information, voicemails, and any other form of media are properly managed, handled, stored and, where applicable, destroyed as appropriate in accordance with retention guidelines. In the normal course of performing the job, Employees will likely receive, create, and transact with company records. Employees are required to properly maintain these records, to ensure that they are properly filed, labeled, and that access is appropriately limited to those with a business need to access the records.

Financial Reporting

Stago must maintain accurate financial records of its business transactions and must ensure proper reporting to auditors of its financial results. Financial records could include company-wide financial records, specific business unit transactions, as well as individual travel and expense reimbursement invoices. These and many other forms of financial information must be managed properly and must be appropriately presented when requested. To the extent that Employees create, handle, or are otherwise involved in the handling of financial records they must ensure that the records are accurate, properly maintained, and appropriately represented in internal and/or external financial disclosures.

Truth of Statements in Advertising

Stago expects that all business communication of or by Stago will be factual, in good taste, free from false or exaggerated claims or statements, and otherwise legal. Stago Employees who, by virtue of their roles or function, communicate about Stago products must comply fully with any and all applicable laws and regulations that relate to such communications. Stago Employees have the responsibility to know, to become aware of, to inquire, and to regularly update themselves about the legal requirements that apply, if any, to the business communications made on behalf of Stago. Stago Employees are encouraged to speak with their manager about such matters so as to: (1) confirm whether any specific laws apply to the business communications by the Stago employee in connection with his/her position; and (2) to the extent such laws do apply, to confirm the manner of compliance with such laws.

Data Protection/Data privacy

Stago and its affiliates, agents, Employees and/or other representatives are required to comply with all applicable data protection laws, legal privacy, medical or general confidentiality requirements which apply to any Stago activity or its representatives relating to an identified or identifiable natural person. This may include patient information but also information relating to Stago Employees, Business Partners, suppliers, agents, distributors and any other persons. All Stago Employees must comply with the applicable data protection laws and Stago data privacy policy or policies when dealing in any way with personal data. The breach of data protection laws may entail financial sanctions.

Specific guidance on data privacy should be submitted to the Legal Department if applicable.



3. COMPLIANCE AND INTEGRITY IN THE MARKETPLACE

Stago's business operations are highly regulated. As a company working in the Health Industry, Stago must respect all applicable laws but must also commit to the highest quality standards. Health Authorities worldwide monitor Stago activities closely. Strict compliance with all Health Authority requirements, as well as with the requirements of other regulators at all levels of government, is obligatory.

Stago strives to conduct business with Business Partners and competitors with complete honesty and integrity. Stago expects Employees to eagerly service Business Partners and contend with competitors in a professional and ethical manner.

Relations with Suppliers/Business Partners

Buying decisions must always be based on competitive price, quality, value, and delivery or on specific selection criteria listed in invitations for bids. Stago expects Employees to have friendly relations with suppliers, consultants, and other Business Partners;

Stago Employees must be open, honest, business-like and completely ethical. Confidential information, such as bids submitted to Stago in connection with the purchase of equipment, supplies and services must be maintained in strictest confidence in order to avoid giving or removing any competitive advantage with respect to any of several suppliers. Disclosure of such information is unethical even if Stago appears to be benefiting from such disclosure.

Gifts and Entertainment

To avoid the appearance of impropriety, it is important that Stago Employees refrain from offering and decline any gifts from Suppliers or Business Partners which would raise even the slightest doubt of improper influence. Stago Employees occasionally may provide modest gifts to Business Partners, but these should be modest in value and in accordance with the applicable country-specific requirements imposed by Stago affiliates and the laws and regulations applicable where the Business Partner is licensed to practice. A "Gift" refers to the transfer of any item of value including goods and services without compensation.

Under no circumstances should cash or cash equivalents (e.g. tickets to sporting events) be accepted as a business courtesy or gratuity.

Stago Employees entertaining Business Partners must always have a legitimate business purpose. Stago prohibits entertainment activities that compromise the business judgment, impartiality or loyalty of Employees or Business Partners.

When Business Partners are Healthcare Professionals, entertainment or gifts may be prohibited or very regulated in certain jurisdictions (Please refer to the Section *Relations with Healthcare Professionals* below).



Stago Employees may accept a reasonable level of entertainment from Business Partners so long as the entertainment meets any additional requirements imposed by the Stago affiliate for whom they work.

Additionally, Stago Employees must refrain from offering and decline:

- Any entertainment offered as part of an agreement to do, or not to do, something in return for the activity;
- Any entertainment offered that might compromise Stago's reputation or ethical standards; and
- Participating in any activity the employee knows or should know will cause the party offering the entertainment to violate any law, rule, regulation or the ethical standards of their own employer.

Confidentiality of Business Partners Information

From time to time, Stago may enter and be bound to various Non-Disclosure Agreements (NDAs) with one or more Business Partners. Under the terms of such NDAs, Business Partners may share with Stago Employees certain of their proprietary, privileged and/or business confidential information for the purposes of a business transaction, while requiring Stago Employees having access to such information to maintain confidentiality of the information. Stago Employees are required to hold such Business Partner information diligently and in strict accordance with the terms of the corresponding NDAs. Stago Employees are encouraged to speak to their manager to the extent that they have any questions about the proper use of, as well as any concerns associated with, Business Partner information.

Respect for free competition

Stago is committed to respect free competition and to comply with antitrust legislation in all markets in which it operates.

Violation of laws and regulations designed to promote competition and free enterprise has serious consequences for the Company and for individuals. Below are some examples of activities with important antitrust implications which are strictly forbidden:

- *Agreeing with competitors to fix prices or other terms of sale.*
- *Boycotting or otherwise refusing to deal with certain suppliers or customers.*
- *Dividing sales opportunities with competitors by territory or product line.*
- *Agreeing with distributors on resale pricing or imposing to distributors prices or discount for their resale.*
- *Price discrimination.*
- *Pricing to drive a competitor out of business.*
- *Disparaging, misrepresenting, or harassing a competitor.*



Antitrust issues may require legal analyses which are very complex. Any questions regarding the propriety of possible actions should be directed to the General Counsel or local in house Legal counsel if applicable.

The following points are given as examples.

Basic Do's and Don'ts:

Don't AGREE with Stago's competitors or anyone else outside of Stago:

- To fix prices or conditions of sales of Stago products.
- To limit Stago production, agree production quotas, or otherwise limit the supply, either geographically or by class of customer.
- To blacklist or boycott customers, competitors or suppliers.
- To limit or control Stago investments or technical developments in the market.
- DON'T DISCUSS OR EXCHANGE INFORMATION with Stago competitors on any subject relating to the issues mentioned above.

In other words, DO NOT have formal or informal discussions with Stago's competitors or anyone else outside of Stago on the following:

- Individual company prices, price changes, terms of sales, etc.
- Industry pricing policies, price levels, changes, etc.
- Price differentials, price mark-ups, discounts, allowances, credit terms.
- Costs of production or distribution, cost accounting formulas, methods of computing costs.
- Individual company figures on sources of supply, costs, production, inventories, sales, etc.
- Information as to future plans concerning technology, investments, or the design, production, distribution or marketing of particular products or services including proposed territories or customers.
- Matters relating to individual suppliers or customers, particularly in respect of any action that might have the effect of excluding them from market.

Failure to respect these basic rules may lead to very heavy fines for Stago, (for example, in the European Union, such fines can reach up to 10 % of total Stago turnover) and may also lead to criminal sanctions, including jail sentences, for the individuals who did not respect such rules.

Conflicts of Interest

Stago strives to encourage and promote objectivity in business decision-making. Stago Employees have a duty of loyalty to the organization and are expected to make business decisions with Stago's best interests in mind and to exercise business judgment independent of external influences such as personal financial interests, external business relationships, outside employment, and familial relationships. Avoiding conflicts of interest is critical to maintaining integrity and honesty in the way Stago conducts its business.



Potential conflicts of interest can arise in any of the following circumstances - when a Stago employee:

- Accepts gifts from a potential Business Partner;
- Accepts additional employment by another company;
- Has a financial interest in a Business Partner or competitor;
- Places business with any firm in which the employee or an immediate family member of an employee has a financial interest; or
- Inappropriately communicates with a competitor.

Stago prohibits Employees from using company property, information, resources or position for personal gain or to compete with Stago in any way. Stago also prohibits Employees from taking or diverting to any third party any business opportunity that is discovered through the use of any of Stago's property, information or resources.

Relations with Healthcare Professionals

Stago's relationships with Healthcare Professionals are heavily regulated in most jurisdictions and strictly enforced by Stago as well as by various regulatory or governmental agencies.

Generally speaking, a Healthcare Professional is any individual or entity, directly or indirectly involved in the delivery of healthcare that can purchase, prescribe, lease, recommend, or use Stago products. The rules that govern the payment of anything of value such as gifts, meals, entertainment, honoraria, sponsored trips or grants, are complex and differ across countries.

Stago Employees must read and comply with the applicable rules for each country which are indicated in the local supplement of the Stago Code of Business Ethics.

The consequence of failing to comply with these rules can result in significant monetary and sometimes criminal penalties. If, by virtue of their role at Stago, Stago Employees are in contact with Healthcare Professionals, it is their duty to know the applicable laws and Stago policies that pertain to dealing with Healthcare professionals and to strictly adhere to such rules. More information on these regulations can be found under the local Stago current policies for Health Care Professionals.

Customs and international trade controls

Stago Employees, commit to comply with and to ensure that their Intermediaries and Business Partners comply with all enforceable local and international regulations applicable in terms of customs as well as to respect potential economic and financial restrictions applicable in terms of war zones and/or embargos.

States and international organizations draw up and update lists mentioning persons and states which are subject to economic and financial sanctions:



- Office of Foreign Assets Control (“OFAC”), the American Treasury department draws up the “Specially Designated Nationals List” (“SDN List”), which can be accessed on: <http://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/default.aspx>;
- Bureau of Industry and Security (“BIS”), the American Trade Department draws up the “Denied Person List” (“DPL”), the “Unverified List” and the “Entity List”, which can be accessed on <http://www.bis.doc.gov/complianceand enforcement/liststocheck.htm> ;
- France draws up a synthetic table of the existing restrictive measures per country which can be accessed on: http://www.tresor.economie.gouv.fr/8465_tableau-recapitulatif-des-mesures-restrictives-par-pays;
- The European Union publishes on its website a consolidated list of persons, entities and organizations which are subject to sanctions. This list can be accessed on: http://www.tresor.economie.gouv.fr/5061_Liste-electronique-consolidee-des-sanctions-financieres.

Stago Employees may not enter into an agreement with any person, State, entity, or state entity which is subject to international restrictions or sanctions.

Such rules are complex and are different for each country. When in doubt as regards to the beneficiary of a transaction, Stago Employees, must consult the Legal department before entering or executing an agreement.

In case of breach of the abovementioned rules, Stago and/or its Employees, expose themselves to heavy economic or financial sanctions as well as severe criminal sanctions (fines and imprisonment sentences).

Stago Employees must also comply with laws and regulations which have an impact on technology, software, financial transactions, import and export of goods and services, as well as cross-border information exchanges including exchanges by electronic means.

4. INTEGRITY IN GOVERNMENT RELATIONSHIPS AND ANTI - BRIBERY

Stago is committed to doing business with the government in every country in a manner that is fully compliant with any and all applicable laws and regulations. Stago Employees must be aware of and adhere to the laws and regulations that pertain to doing business with the government. These laws and regulations generally have three purposes: to obtain the best possible products and services at the best value; to promote full and open competition based on specifications and evaluations criteria that allow interested suppliers to respond appropriately; and to eliminate waste, fraud, and abuse.



Stago Employees must comply with all rules established by government officials for procuring products and services. This includes, but is not limited to, dealing with government officials in an environment of openness and under circumstances that avoid any perception of concealment, the appearance of impropriety, or any actual or potential conflict of interest.

Contacts with Government Officials

Stago strives to develop and maintain good relationships and effective communication with all levels of the government. Contacts with government officials must never be conducted in a way that would be in violation of applicable laws and regulations or could cast doubt on Stago's integrity. All contacts on Stago's behalf with government officials to influence legislation, regulatory policy or rulemaking must be performed under the direction of the Stago Senior Management Team. This includes the hiring of outside law firms or public affairs firms to make such contacts on behalf of Stago. Activities of certain Stago Employees with government entities may be subject to lobbying and gift laws and accordingly should be done in consultation with the Stago Senior Management Team before there is any contact with public officials in connection with such activities.

Entertainment or Gifts for Government Officials

Stago Employees are prohibited from offering any gifts, gratuities or non-business related entertainment for the personal use of Employees or officials of any government agency or elected officials to whom Stago is seeking to sell, is selling goods or services, or is lobbying. The only exceptions to this rule are company sanctioned gifts of a token nature with Stago's company logo. These gifts typically include coffee mugs, pens, awards, plaques, certificates and bags.

For more details see the local country applicable procedure.

Anti-bribery

Stago is committed to conducting its activities free from the influence of bribery and corruption. Stago Employees must observe the highest ethical standards when conducting business.

In France, as well as in most countries in the world (FCPA in the US and UK Bribery Act for the UK), anti-bribery legislations exist which prohibit Stago either from offering or providing anything of value to persons who are employed by either government or private sector employers or who act for them, e.g. as their agents, for the purpose of inducing them to show favor to Stago or to show disfavor to anyone else in relation to the employer's affairs or business, or to act improperly by failing to act in good faith or impartially when carrying out their activities for the employer or principal, or by failing to act consistently with any position of trust they may hold. Stago is also prohibited from providing anything of value as a reward for any such behavior.

Stago is also responsible for (and prohibited from) anything of value being passed on to an official, or to an employee or agent of a customer, or of a prospective customer, via an intermediary (i.e. some other person or entity which could be a company or even a hospital or laboratory) in the circumstances set out in the preceding paragraph.



This prohibition also applies to situations where the item of value is not provided directly to the official, or to the employee or agent of the customer, but is instead provided to or for the benefit of another person or entity, which might include a medical institution or laboratory.

In the case of Stago, relevant officials, Employees or agents in this context are likely to include (but not be limited to) Healthcare Professionals and hospital personnel (e.g. hospital laboratory personnel or procurement specialists) who are working in government hospitals as well as in the private, non-state operated healthcare sector, e.g. hospitals working for private medical insurers, and consultants in private practice. Anything of value or any advantage that is provided to relevant officials or to Employees or agents must be in full compliance with the applicable laws and this Code.

These anti-bribery legislations are actively enforced and individuals are very often the target for prosecution by the relevant authorities in each country.

Some of these anti-bribery laws – in particular the FCPA for the US, the UK Bribery Act in the UK and the French law Sapin II – may also have extraterritorial effect if all conditions are met.

5. COMPLIANCE AND EXPRESSING CONCERNS

Disregarding or failing to comply with this Code may lead to disciplinary action where authorized by applicable law.

The Stago Ethics Committee, along with local Compliance Officers, coordinate the business ethics and compliance programs and are a resource to assist Stago Employees with questions or interpretations of the Stago Code of Business Ethics and related issues. They are also a resource for supervisors in managing compliance issues.

Stago Employees are encouraged to talk to supervisors, managers or the Stago Ethics Committee members about any unethical behavior or when such Employees are in doubt about the best course of action in a particular situation, in order to enable Stago to try and solve the problem.

With regards to reporting a known or alleged Code violation, no retribution or retaliation will be taken against any person who has filed a report based on a good faith belief that an employee of Stago has engaged in conduct in violation of this Code. Additionally, retaliation is prohibited against any individual who cooperates in an investigation pertaining to a potential Code violation.

Any person who takes (or attempts to take) retaliatory action against another employee, for reason of a good faith report by this employee, will be subject to appropriate disciplinary action.

If a Stago employee reports a concern which he/she knows to be untrue or with sole intent to harm somebody, then such Stago employee will expose him/herself to disciplinary action.

Please refer to the country-specific supplement to this Code for identification of the members of the Stago Ethics Committee and for a detailed description of the procedure to be followed with regards to reporting an alleged Code violation.



STAGO

CODE OF BUSINESS ETHICS AND CONDUCT:

CANADIAN EDITION

Version: 2021



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INTRODUCTION

SCOPE: The **STAGO Group Code of Business Ethics** provides the principles of business ethics applicable to all employees of the STAGO Group. This **Stago Code of Business Ethics and Conduct: Canadian Edition** (hereinafter the “SCL Code”) completes the **STAGO Group Code of Business Ethics** with not only details specific to Canada but also conduct rules. The SCL Code applies to employees, including all officers and managers, of Stago Canada Ltd. (hereinafter referred to as “SCL”). Said employees, officers and managers shall hereinafter be referred to as “SCL employees.” In addition, the STAGO Group Code of Business Ethics and the SCL Code apply, where incorporated by way of express contractual agreement, to vendors, suppliers, customers and clients (collectively referred to as “Business Partners”) of SCL in Canada.

REQUIREMENTS: SCL employees are expected to understand and comply with the STAGO Group Code of Business Ethics as well as the SCL Code (together hereinafter the “Codes”). SCL employees should read these Codes, be sure to understand their requirements, and to ask questions as necessary. SCL employees are encouraged to report any concerns that they may have about violations or potential violations of the Codes. All reports will be taken seriously and investigated in accordance with the provisions of these Codes. As stated within the anti-retaliation provisions of the Codes, employees who report a concern in good faith about an alleged Code violation are protected from any form of retaliation.

If you are not sure whether a given matter is in conflict with the Codes, consider the following questions:

- ***Does the activity comply with the law, the Codes and SCL’s policies and practices?***
- ***Would you have any difficulty telling your manager about it?***
- ***Would you have any difficulty telling your family about it?***
- ***How would the matter look if it were on the front page of The Globe and Mail?***

REPORTING A CONCERN: Ultimately, SCL’s ability to enforce the Codes is based in large part on the willingness of SCL employees to follow the Codes’ requirements and on their willingness to report alleged violations of the Codes. Indeed, reporting Code violations is highly encouraged and therefore the SCL Code provides guidance as to how to go about reporting an alleged Code violation. For deliberate reasons, the SCL Code provides employees with multiple options for reporting an alleged Code violation including your manager, the SNA Compliance Officer, the STAGO Ethics Committee or any of its members. Please be assured that your calls will be handled with seriousness and with discretion.



The Codes are not an employment contract and all SCL employees are employed “at will” which means that either SCL or its employees can terminate the employment relationship at any time, with or without cause and with or without notice.

SCL has the right to amend, modify or revise this SCL Code at any time with or without advance notice to SCL employees or Business Partners as defined above.

1. MAINTAINING A SECURE WORK ENVIRONMENT

SCL strives to maintain a safe and secure work environment by way of the policies referenced below.

1.1. Equal Employment Opportunity

SCL is an equal opportunity employer and does not allow discrimination on the basis of protected personal characteristics with respect to its employment practices. It has been and will continue to be the policy of SCL to base all employment practices and related decisions upon valid business factors and individual merit. Employees who believe they are the victim of discrimination in the workplace should report their concern to their manager or to the SNA Compliance Officer, the STAGO Ethics Committee or any of its members. For further information, please see ***SCL’s Equal Employment Opportunity Policy in the Employee Handbook.***

1.2. Harassment-Free

SCL has zero-tolerance for conduct that constitutes harassment in the workplace and strives to foster a work environment free of sexual discrimination. Accordingly, SCL prohibits any member of management and any employee from making unwelcome and/or unsolicited sexual advances. SCL also prohibits any conduct that creates an offensive working environment.

Any SCL employee who feels that he or she is a victim of any type of harassment should immediately report the matter to his/her manager. Reporting may be done in person, by telephone, or in writing. If the employee is uncomfortable making a report to his/her manager, the report can be directed to Human Resources or to any of the Code Contacts designated under the Section entitled “Reporting Violations of the Code.” SCL will not permit violations of this Non-Harassment Policy. Violation of the policy will result in discipline, up to and including termination. ***Any report of harassment will be investigated and a determination as to whether harassment occurred will be made on a case by case basis.*** For further information, please see ***SCL’s Sexual and Other Unlawful Harassment Policy in the Employee Handbook.***

1.3. Violence-Free Workplace

SCL strives to maintain a safe work environment that is free from violence. SCL prohibits violence of any kind directed towards or against SCL employees whether such violence arises by way of co-workers or by way of employees of Business Partners who interact with SCL employees. SCL will not tolerate workplace violence in any form including threatening behaviors, assaults, harassment, intimidation, bullying, taunting, teasing, or any other conduct that leads to violence in the workplace.



Additionally, subject to applicable laws, SCL prohibits possession of any dangerous weapons on its premises, including in vehicles parked in the company's parking lots as well as at company events. Such prohibited weapons include firearms, weapons accessories, and dangerous substances.

Employees are encouraged to report any violent workplace behavior whether directed against them or others, to their managers, Human Resources, or to the contacts referenced herein in the Section entitled "Reporting Violations of the Code."

1.4. Background Check Policy for New Hires

To ensure that individuals who join SCL are well qualified and have a strong potential to be productive and successful, it is the policy of SCL to check the employment references of all applicants. Please direct any questions regarding the background check policy to the Human Resources Department or to any of the Code Contacts designated under the Section entitled "Reporting Violations of the Code."

1.5. Safety and Security

SCL strives to provide a safe and healthy work environment for all employees. Employees must comply with all SCL safety and health requirements, whether established by management or by federal, provincial, or local laws. Accordingly, employees are expected: to conduct themselves in a safe manner; use good judgment and common sense in matters of safety; observe all posted safety rules; and follow all Occupational, Safety and Health Administration (OSHA) and state safety regulations. Please note SCL is a smoke free environment. Smoking is permitted in designated areas only. For more information, please see **SCL's Safety Policy in the Employee Handbook**.

1.6. Drug-Free and Alcohol Abuse Free Workplace and Workforce

SCL endeavors to maintain a drug-free workplace. SCL prohibits unlawful possession, use, dispensation, distribution or manufacture of controlled substances on work premises; in any areas owned or controlled by the company; or with limited exceptions off company premises while conducting company business. SCL also prohibits the possession of drug paraphernalia. In furtherance of this prohibition, SCL reserves the right to conduct security inspections of desks, lockers and other storage devices as necessary and in accordance with the SCL Security Inspection Policy. SCL also discourages SCL employees from the use of illegal, controlled substances, and drugs away from the Company's premises. Employees convicted of a criminal drug statute violation occurring in the workplace must notify Human Resources within five days of such conviction. For more information, please see **SCL's Drug and Alcohol Use Policy in the Employee Handbook**.

Additionally, SCL does not tolerate the abuse or misuse of alcohol in the workplace. Accordingly, employees who are under the influence, or involved in the abuse of alcohol while on SCL premises, conducting SCL business, or operating an SCL vehicle may be subject to immediate termination.

At times, SCL employees will attend business events where alcoholic beverages are provided. SCL employees are reminded that abuse or misuse of alcohol at such events is prohibited notwithstanding that the event is approved by SCL and that alcoholic beverages are provided. SCL employees are expected to be professional and, if they decide to drink, to drink responsibly at such events.



SCL does recognize that alcohol and drug addiction may constitute a disability. SCL employees who require accommodation in order to undergo treatment should contact Human Resources on a confidential basis.

2. MAINTAINING ACCURATE AND COMPLETE RECORDS

SCL strives to maintain accurate business records and to protect company funds and assets. SCL is committed to maintaining a system of internal controls that ensures compliance with applicable laws and regulations, and that promotes the full, accurate and timely disclosure of information in SCL's reporting to internal management, senior management of SCL's parent organizations, external auditors, and external parties including regulatory and governmental authorities.

2.1. Company Records

It is the responsibility of all SCL employees to ensure that SCL's records including documents, electronic information, voicemails, and any other form of media are properly managed, handled, stored and, where applicable, destroyed as appropriate in accordance with retention guidelines. In the normal course of performing the job, employees will likely receive, create, and transact with company records. Employees are required to properly maintain these records, to ensure that they are properly filed, labeled, and that access is appropriately limited to those with a business need to access the records.

2.2. Financial Reporting

SCL must maintain accurate financial records of its business transactions and must ensure proper reporting to auditors of its financial results. Financial records could include company-wide financial records, specific business unit transactions, as well as individual travel and expense reimbursement invoices. These and many other forms of financial information must be managed properly and must be appropriately presented when requested. To the extent that employees create, handle, or are otherwise involved in the handling of financial records they must ensure that the records are accurate, properly maintained, and appropriately represented in internal and/or external financial disclosures.

2.3. Travel and Entertainment Expense Reimbursement

SCL reimburses employees for all reasonable and necessary expenses incurred for the benefit of SCL. SCL assumes no obligation to reimburse employees for expenses that are not in compliance with the SCL Travel and Entertainment Policy. Employees must submit accurate business expenses in accordance with SCL's Travel and Entertainment Policy. Travel and entertainment expense reimbursement requests that are inaccurate, inflated or based on fictitious expenses will be considered fraudulent. Employees that submit inappropriate or fraudulent reimbursement requests will be subject to discipline, up to and including termination. For additional information on the proper method for documenting expenses, as well as additional guidelines for traveling on SCL business, please see the **SCL Travel and Entertainment Policy**.

***Example:** Employee Sue witnesses her manager Sam prepare a request for reimbursement which he will then process via the company's Concur system. Sam's records include documentation for entertainment that he provided to laboratory staff from People's Hospital. Sue notices that Sam's documentation includes a suspicious receipt that seems phony. Sam has in*



fact created a fake replacement receipt with his own computer after having lost the actual restaurant receipt. What should Sue do?

- a. Question Sam and conduct an investigation to determine whether the reimbursement request is proper.
- b. Report the matter to the SNA Compliance Officer, the STAGO Ethics Committee or any of its members.
- c. Realizing that her performance review is scheduled for next week, she should simply “look the other way” so as to not harm her working relationship with Sam and possibly provoke him into giving her a negative evaluation.

The correct answer is b. Sue has witnessed a serious matter and a potential Code violation. Sue should not be concerned about her upcoming review because SCL has an express policy protecting her from retaliation from Sam. Sue should not conduct an investigation but rather should leave that the SNA Compliance Officer and the STAGO Ethics Committee to handle as appropriate.

2.4. Document Retention & Litigation Hold Procedures

Document management is critically important to SCL’s business operations. All business records including documents, electronic records, emails, voicemails, and any other form of media should be maintained as required by SCL management and in accordance with applicable retention schedule. For more information, please see **SCL’s Record Retention Policy**.

In addition, from time to time, similar to many companies, SCL will be involved in a lawsuit or a potential lawsuit. In the event of litigation, SCL may need to issue a Litigation Hold Notice advising certain individuals of the company’s need to retain, for legal purposes, specific types of records including documents, electronic records, email, voicemails and other forms of company information. If an SCL employee receives a Litigation Hold Notice memorandum from SCL management or Legal Counsel, such SCL employee is required to immediately follow the requirements of the notice. Litigation Hold Notices supersede any other retention schedule that would otherwise apply to the records at issue. It is important that records subject to a Litigation Hold Notice not be destroyed or in any way altered. SCL employees must follow the Litigation Hold Notice procedures.

Example: Manager Debra recently fired a member on her team named Larry. After his termination, Larry sends an email to the entire department stating his intention to sue the company for unlawful discrimination. Debra subsequently calls a meeting and instructs members of the team to delete the email as well as prior emails from Debra to the team that included jokes about Larry’s age and sexual orientation. What should Debra’s remaining team members do about Debra’s instruction?

- a. Follow Debra’s request and not second guess her strategy for defending against Larry’s threatened lawsuit.
- b. See whether SCL’s document retention schedule calls for deletion of emails upon a manager’s request.



- c. *Refrain from deleting anything about employee Larry given the threat of possible litigation and follow up with the SNA Compliance Officer, the STAGO Ethics Committee or any of its members to confirm what the correct thing to do is.*

The correct answer is c. The company is on notice of potential litigation so all documents relating to Larry should be kept. The manager's request to delete emails is wrong. Checking in with the SNA Compliance Officer, the STAGO Ethics Committee or any of its members is the right thing to do if you are in doubt before destroying or deleting any documents including email.

2.5. Personnel Records

SCL believes that an effective system for keeping records on job applicants, current employees, and former employees is essential to the proper functioning of the Human Resources and Accounting Departments. Additionally, SCL strongly respects the privacy rights and dignity of each employee. Employees are required to update their contact and status information as appropriate with Human Resources. The company pledges to conduct its business in a way that protects the privacy of the entire workforce. SCL also intends to ensure that its practices are in compliance with the Personal Information Protection and Electronic Documents Act (PIPEDA) and all other applicable provincial laws related to privacy. Employees who handle personnel records as part or all of their job, including Human Resource professionals, accounting professionals, and managers, are to handle, file and distribute personnel data in a confidential manner that respects and safeguards the privacy of SCL employees. Employee data should be shared or distributed only to those with a clear business need. Employee data should not be placed on unauthorized storage devices including laptops, thumb-drives, or other media that may be easily lost or stolen. All personnel records must be kept secure and confidential at all times.

3. USE OF COMPANY ASSETS FOR ELECTRONIC COMMUNICATIONS AND THE INTERNET

3.1. Limiting Use to Business Purposes

All communications data and information sent or received using SCL equipment or assets are SCL property and are not private communications. SCL owns and/or controls access to all communications equipment, including computers, software, email, instant messaging, text messaging, voice mail, conferencing equipment, company cell phones, and handheld devices. Additional SCL property includes all office supplies, SCL-owned or leased equipment, and furniture and therefore employees should use such resources for business purposes. SCL reserves the right to monitor all communications, including internet usage, and all other assets, to ensure that they are used for their intended business purpose and in accordance with applicable laws and SCL policies.

3.2. Incidental Personal Use

The Company recognizes that SCL employees may need to use Company equipment and/or communications from time to time for personal use. SCL employees may use SCL's computer/communication systems for limited non-disruptive personal use. Such use is considered to be part of SCL's Computer/Communication Systems. For more information, please see the ***SCL Computer/Communication Systems Policy***.

In general, such personal use is allowed provided such use:



- Is limited in duration or extent;
- Does not adversely affect your attention to, or completion of, your job responsibilities;
- Does not result in any significant incremental cost to the Company;
- Does not contain pornographic or offensive material, discriminatory or harassing language or derogatory references to race, age, disability, ethnicity, marital or family status, national origin, color, religion, creed, sex, sexual orientation, or any other characteristic protected by law;
- Does not otherwise violate this SCL Code or other SCL policy, particularly the sections related to conflicts of interest and/or disclosure of confidential information; and
- Does not include forwarding chain letters, mass emails for non-business purposes, or selling items or services for personal gain.

4. CONFLICTS OF INTEREST

As generally addressed in the STAGO Group Code of Business Ethics, STAGO and its various affiliate organizations including SCL strive to encourage and promote objectivity in business decision-making. Certain types of potential conflicts of interest merit particular attention and are addressed below.

4.1. Outside Employment

SCL employees are required and expected to dedicate their working time to their SCL position. To the extent SCL employees accept part-time or other employment, such outside activity should have no adverse effect on the employee's job duties with SCL. Under no circumstances are SCL employees allowed to accept employment with any SCL competitor or with SCL Business Partners. Employees are encouraged to discuss any potential outside employment with the SNA Compliance Officer, the STAGO Ethics Committee or any of its members to confirm that there is no conflict of interest.

4.2. Outside Business Conducted at SCL

Employees cannot conduct the business of any outside employment during their work time at SCL. Further, SCL assets, including email, voice mail, fax, computers, copiers and the like cannot be used in furtherance of non-SCL business.

Example: *Manager Zach works as a real estate broker in his spare time. He routinely communicates with his real estate partners on his personal cell-phone during the day. At times, he uses SCL's fax machine and computer to conduct his real estate business but he is careful to do this during his lunch break and after business hours. Has Zach violated the Code?*

- Yes, Zach is using company assets for a personal business rather than SCL business.*
- No, as long as he continues to use the fax and computer during lunch and after business hours.*
- No, because he once asked his supervisor if he could "quickly use" the fax and computer to complete a real estate deal and his boss said he "did not care."*

The correct answer is a. The computer and fax are for SCL business use only. While incidental use of these assets for personal use is acceptable, such assets should not be routinely used for non-SCL business even if such use is approved on a one-time basis.



4.3. Outside Directorships

Employees who wish to serve or continue to serve on the board of directors of any organization, for-profit or non-profit, must disclose their plans to the SNA Compliance Officer, the STAGO Ethics Committee or any of its members so a determination can be made by SCL management whether such a position is in conflict with employment at SCL.

4.4. Financial Interest in SCL's Business Partners

Employees must disclose to the SNA Compliance Officer, the STAGO Ethics Committee or any of its members any direct or indirect (via family members) financial interest in SCL's Business Partners, customers, or clients. For purposes of this paragraph, "financial interest" is an ownership interest of greater than 5% in the entity at issue.

Example: *John is an SCL Employee. His wife, Susan, recently launched a software development company. John is a manager in the SCL finance department and the finance unit has declared the need to find a new software vendor to develop financial reporting capability. John has been given the responsibility to find the best vendor for the company. John knows the usual process is to get quotes from several vendors and to retain the vendor that is best for the company. In this instance, however, John believes this is an excellent opportunity to help his wife's new business venture and, because of how well he knows Susan and her talents, he is confident she will do a good job for the company. Has John violated the Code?*

- a. *No, he has much better knowledge of Susan's capabilities and her integrity. Retaining Susan is a safe bet for the company.*
- b. *Yes, John has a conflict of interest and he has not reported this matter to his manager.*
- c. *Yes, John has failed to follow the protocol for hiring a vendor.*

Answer: Both b and c are correct. John should alert his manager or the SNA Compliance Officer, the STAGO Ethics Committee or any of its members to the fact that his wife owns a company that may be a possible match for the company's need and this will provide the company with the ability to identify another decision maker for the vendor selection process. John's attempt to take a short cut in the vendor selection process is also a breach of the Code given that the process is a company requirement.

4.5. Employee Political Involvement

SCL does not make contributions or payments to political parties or candidates nor will management directly or indirectly suggest that employees contribute to any particular party or candidate. Employees may not endorse candidates on SCL's behalf. Employees are encouraged to be involved in the political process as private individuals and they are free to express their political views and to support candidates of their choice. Employees are prohibited, however, from speaking on political matters on SCL's behalf without the express consent of the SCL Senior Management Team. Moreover, SCL employees may not use corporate resources or seek reimbursement from SCL for any expenditure in connection with such political activities.

4.6. Entertainment, Gifts and Meals

Providing and/or receiving entertainment, gifts or meals to or from Business Partners and any other business colleagues often is wholly appropriate. Such activity, however, if not properly



managed with clear rules and good judgment can create an actual or potential conflict of interest as well as the appearance of impropriety.

SCL employees must not participate in the breach of any Business Partners' rules regarding entertainment, gifts and meals for their own employees.

SCL employees with direct customer interaction (in particular, but not limited to, sales, marketing and training activities) must comply with the latest version of the SCL Code Supplement for Health Care Compliance Requirements (referred to as the "SCL Code HCR Supplement"). Accordingly, the requirements of this section of the SCL Code are in addition to the applicable restrictions imposed by the SCL Code HCR Supplement. Moreover the restrictions below are in conjunction with the global standards set forth in the STAGO Group Code of Business Ethics. Where Business Partners' policies or specific SCL or STAGO policies are more restrictive, the most restrictive policy must be followed. In general:

- **Meals** – Must be modest in value relative to the geographic location of the meal. Generally speaking, lunch should be no more than \$50 CAD per meal, and dinner should be no more than \$200 CAD per person.
- **Entertainment** – Must always have a legitimate business purpose and should not compromise the business judgment, impartiality or loyalty of those being entertained. SCL employees may accept or provide a reasonable level of entertainment from Business Partners and business colleagues. Such entertainment should not be in excess of \$200 CAD per person and must not conflict with the rules, if any, that pertain to the Business Partners or such business colleagues by virtue of their respective employer policies.
- **Gifts** – As a general rule giving or receiving gifts is allowed to the extent not otherwise prohibited by way of Business Partners' policies or the SCL Code HCR Supplement. Such allowed gifts must not exceed \$50 CAD in value.

5. CONFIDENTIALITY OF CORPORATE INFORMATION

5.1. Asset Protection

SCL's assets include, among other things, customer and employee private information, network operations and facilities, computer systems and passwords, security procedures, company facilities and their locations, technical and marketing research data, product development information, business plans and strategies, other business confidential information, and SCL property. SCL employees handling these assets in the course of their employment must keep such information safe and secure from theft, destruction, and loss. Accordingly, SCL employees must take all appropriate precautions to protect these SCL assets, systems and premises. Such precautions include the proper handling of assets, properly securing these assets, and ensuring that visitors are properly escorted.

5.2. Intellectual Property

Intellectual property includes information protected by STAGO's trademarks, patents or copyrights, the use of which is restricted by applicable intellectual property laws. To safeguard STAGO's intellectual property from illegal copying or other misuse, SCL employees must ensure that intellectual property is properly labeled with or identified by trademark, service mark or copyright symbols.



If an SCL employee is unsure whether or what protection is necessary or appropriate for a particular item, or he/she believes disclosure or use by a third party is improper, such employee must contact the Legal Department.

5.3. Proper Use of Others' Intellectual Property

SCL employees must respect the proprietary rights of others by complying with all applicable laws and agreements that protect the intellectual property rights of others, including all business providers, competitors or customers. Unless an SCL employee obtains the intellectual property owner's specific prior consent, such employee may not copy, distribute, display, perform, or modify third-party copyrighted materials, or conduct peer-to-peer or other file sharing of copyrighted materials. A work may be protected by a copyright even if there is no notice on the work.

5.4. Protecting SCL's Reputation

SCL's reputation as a company is a key asset. SCL employees are responsible for protecting this valuable asset. Use of the company brand and logo must adhere to approved corporate identity specifications. Unless an SCL employee receives prior approval, such employee may never suggest that she/he is speaking on behalf of SCL and/or STAGO when presenting her/his personal views at community, professional or cultural functions, or on the Internet. Even if an SCL employee claims to be speaking on her/his own behalf, such employee must not mention SCL and/or STAGO without first coordinating her/his comments with SCL's Director of Marketing. Further, all requests for interviews and/or comments from national and local media should be referred immediately to SCL's Director of Marketing.

5.5. Protecting SCL's Confidential Information

SCL expects undivided loyalty to the interests of the company, including protection of the company's trade secrets and its private and confidential Business Partner information. "Confidential information" refers to all non-public information, in any form, emanating at any time from SCL, its affiliates, any SCL Business Partner, or any other person that relates in any way to the business or operations of SCL, its affiliates, or any SCL Business Partner. Confidential information includes SCL information that is labeled "confidential" as well as information that is not labeled as "confidential" but by its nature should be reasonably construed as being confidential to SCL. Examples include SCL business plans, operations plans, strategy plans, financial data, product and service information, Business Partner data, sales data, company reports, personnel information, contracts and related information.

Employees shall preserve and protect trade secrets and Confidential Information including all physical and non-physical forms of that information. Employees may not share such privileged information with people outside of the company or discuss such matters with other SCL employees unless such employees have a clear business need for the information. Any inquiries from outside sources that claim to have a "need to know" should be referred to a member of the SCL Senior Management Team. Employees who terminate employment with SCL are obligated to continue to maintain the confidentiality of proprietary information obtained or developed while employed by SCL.

Upon termination of employment, or earlier, if requested to do so by SCL regardless of the timing, reasons, or circumstances of the termination, employees must deliver to SCL all materials, documents, passwords, and other tangible or intangible storage media containing any form of Confidential Information, whether located on SCL's premises or elsewhere.



For more information, please see the **SCL Information Privacy and Security Policy and Procedure Manual**.

Example: *Stephen enters an elevator with his co-worker Andrew and there are other people in the elevator that do not work for SCL, including senior managers from Ace Hospital, a major SCL customer. As they enter the elevator, Andrew continues discussing the details of SCL's strategic business plans including pricing and market strategy. What should Stephen do?*

- a. *Continue discussing the project so as not to be rude to Andrew.*
- b. *Politely say to Andrew, "lets discuss this when we get back to the office."*
- c. *Just ignore Andrew and not say anything.*

The correct answer is b. Stephen's comment to Andrew will help Andrew remember his duty to keep confidential any company information.

6. COMPLIANCE WITH LAWS

As generally addressed in the STAGO Group Code of Business Ethics, STAGO and its various affiliate organizations, including SCL, strive to encourage and promote compliance with any and all applicable laws. SCL is committed to comply with all applicable federal, provincial, and local laws. Certain types of laws that may apply to all or some SCL employees merit particular attention and are addressed below.

6.1. Personal Health Information Privacy

SCL employees must adhere to laws protecting the privacy of certain health information, including Personal Information Protection and Electronic Documents Act ("PIPEDA") and related laws and regulations and their provincial equivalents (Alberta's Personal Information Protection Act; British Columbia's Personal Information Protection Act; New Brunswick's Personal Health Information Privacy and Access Act; Newfoundland and Labrador's Personal Health Information Act; Nova Scotia's Personal Information International Disclosure Act; Ontario's Personal Health Information Protection Act; Quebec's Act Respecting the Protection of Personal Information in the Private Sector), as amended from time to time, and to SCL's internal privacy policy. PIPEDA and certain regulations issued thereunder have imposed obligations on many of SCL's customers regarding the protection of certain health information. To assist our Customers in complying with these obligations, as well as with respect to SCL's group health plans, SCL has agreed to comply with the terms of certain Business Associate Agreements. The terms of such agreements require, among other things, that SCL establish reasonable safeguards and other measures for the protection of certain health information. SCL employees whom, by virtue of their job position, are subject to the PIPEDA and related laws and regulations and the SCL privacy policy must familiarize themselves with such regulations and adhere to the requirements therein. In particular, SCL employees should ensure that any health information that they transfer or transmit, including photocopies or print-outs or information transmitted over the internet, cannot be identified with a specific patient. Whenever possible, data should be stripped of any identifying information. This reduces the risk of inadvertent disclosure of personal health information and protects the privacy interests of patients. For more information, please see the **SCL Policy on Personal Health Information & Privacy**. If you are unsure about your responsibilities please speak to your manager and/or the SCL Privacy Officer.



6.2. Competitive Intelligence

SCL requires all employees to comply with all applicable laws in acquiring competitive intelligence. SCL prohibits acquiring competitive intelligence by means of theft, blackmail, wiretapping, electronic eavesdropping, bribery, improper inducement, receiving stolen property, threats, or other improper methods. Employees must respect the confidentiality of competitors' information and must not misrepresent who they are or for whom they work in obtaining such information. Employees should immediately notify their manager whenever the employee believes he/she has received information that the employee believes may be confidential or proprietary to another organization.

6.3. Antitrust

SCL strives to conduct business with Business Partners and competitors with complete honesty and integrity. SCL is committed to upholding laws which exist to promote vigorous competition and open markets. SCL prohibits employees from making false statements about competitors or their products or services; and prohibits employees from illegally obtaining the competitor's confidential information.

6.4. Healthcare Compliance

SCL's relationships with health care professionals ("HCPs") are heavily regulated and strictly enforced by SCL as well as various regulatory agencies. Generally speaking, a health care professional is any individual or entity, directly or indirectly involved in the delivery of healthcare that can purchase, prescribe, lease, recommend, or use SCL products. The rules that govern the payment of anything of value such as gifts, meals, entertainment, honoraria, sponsored trips or grants, are complex and differ across States and countries. The consequence for failing to comply with these rules can result in significant monetary and sometimes criminal penalties. If, by virtue of their role at SCL, SCL employees are in contact with HCPs, it is their duty to know the applicable laws and SCL policies that pertain to dealing with HCPs and to strictly adhere to such rules. More information on these regulations can be found under the SCL Code's current supplement for Health Care Compliance Requirements.

6.5. Corruption of Foreign Public Officials

The Foreign Corrupt Practices Act (FCPA) is a United States Federal Act which strictly prohibits the use of bribes or illegal payments to any non-United States official, political party or political candidate to obtain or retain business or other improper advantage. The Corruption of Foreign Public Officials Act (CFPOA) is the Canadian equivalent of the FCPA. SCL prohibits employees from participating in activity that might violate the FCPA or the CFPOA, such as commercial bribes, kickbacks, manipulations of sales, and keeping inaccurate books and records that attempt to disguise or conceal illegal activity.

6.6. When the Canadian Government is our Client

SCL does substantial business with government entities. While integrity is the foundation for all dealings with clients, special rules apply when the government is a client. Violations can result in criminal and civil penalties as well as exclusions from bidding on future government contracts.

Guidelines:

Those involved in bidding on or providing service under a government contract need to know and apply the following rules:



- Never seek or accept confidential bid information or government sensitive information related to a competitor;
- Never give or authorize the giving of any cash payment from SCL funds to any government official;
- Never give or authorize the giving of payments in goods to any government official;
- Never offer or provide gifts, gratuities or entertainment to any government official without prior written approval by the SNA Compliance Officer;
- Be familiar with the contract you are working under and conform strictly to the contract's terms and conditions;
- Billings must always be accurate, complete, and in full compliance with all rules and regulations;
- Labor hours and other costs, especially when performed under cost-reimbursable, time and materials, and labor-cost type contracts must always be accurate, complete, and in full compliance with all rules and regulations;
- Be truthful, accurate, and complete in all invoices, representations and certifications;
- Know your government client's specific rules and regulations; and
- Do not initiate any discussions about employment with any current or former government employee or agency with which you have had a business relationship without first consulting the SNA Compliance Officer, the STAGO Ethics Committee or any of its members. This includes employment with SCL or with a government agency.

If you have any further questions or concerns, please consult the SNA Compliance Officer, the STAGO Ethics Committee or any of its members.

7. REPORTING VIOLATIONS OF THE CODE

As reflected in both the STAGO Group Code of Business Ethics and the SCL Code, STAGO and its affiliate organizations, including SCL, strive to maintain an ethical workplace that complies with any and all applicable laws. By working together, SCL and its employees can help accomplish the objectives of the Codes and lessen the potential for liability that arises from failure to comply with laws, rules and the Codes.

Accordingly, SCL employees are encouraged to report any conduct which they believe may constitute a violation of the law, the STAGO Group Code of Business Ethics and/or the SCL Code as well as any conduct prompting concern or doubt. SCL employees may make such reports by talking to supervisors, managers, the SNA Compliance Officer or any member of the STAGO Ethics Committee or other appropriate personnel.

7.1. Code Contacts

SCL employees who wish to report any suspected violations of the STAGO Group Code of Business Ethics and/or of the SCL Code should do so first by reporting to the SNA Compliance Officer, as designated hereunder.

- **Compliance Officer, SNA:** Marc Bouchacourt
Tel: +1 (973) 631-1200 extension 4207
Email: Marc.Bouchacourt@stago.com



Reports may also be submitted via:

- (1) Dedicated email address: **Ethics@ca.stago.com**, to which only the SNA Compliance Officer or his designee have access.
- (2) U.S. Mail to: Compliance Officer, SNA
Diagnostica Stago, Inc.
Five Century Drive, Parsippany, New Jersey 07054

If reporting to the SNA Compliance Officer is not possible, for example because of an identified risk of conflict of interest or where there is a perception that the SNA Compliance Officer is involved or implicated in questionable conduct, reporting may be submitted to a supervisor or manager or to a specific member of the STAGO Ethics Committee by including in the report an explanation as to why the SNA Compliance Officer may have a conflict of interest or may be involved or implicated in the reported matter.

The SNA Compliance Officer will not participate in any activities assigned under the STAGO Group Code of Business Ethics and/or the SCL Code, which involve the audit, investigation or review of that individual or of any activities under his or her direction or control.

If no acknowledgement has been received pursuant to such initial reporting within 5 business days, reporting may be submitted to any of the following contacts who collectively comprise the STAGO Ethics Committee:

- **Diagnostica Stago Finance Director:** Odile Carmona-Mathoulin
Tel: +33 (0)1.46.88.23.59
Email: Odile.Carmona-Mathoulin@stago.com
- **Stago Group General Counsel:** Fabienne Clarac
Tel: +33 (0)1 46 88 21 85
Email: Fabienne.Clarac@stago.com
- **Stago Group Deputy Vice President:** Patrick Monnot
Tel: +33 (0)1.46.88.20.97
Email: Patrick.Monnot@stago.com

7.2. Method of Reporting

To the extent SCL employees elect to submit a written report of a Code violation or a suspected Code violation, such written report should be delivered in an envelope marked Personal and Confidential, to be opened only by the SNA Compliance Officer or, when relevant, by a member of the STAGO Ethics Committee. To the extent possible, it is helpful if all reports include the following information:

- Name of the alleged wrongdoer(s) and, if relevant, the location of their employment;
- Description of the alleged event including where, when, how;
- Names of witnesses that may be helpful for review of the matter; and
- Description, location, availability of documented and written material relating to alleged criminal conduct or violation of this Code.



You are encouraged, but not required, to provide your name and phone number for future contact.

7.3. Confidentiality of Report

The STAGO Ethics Committee together with the SNA Compliance Officer will hold your identity and any report you may submit in strict confidence and on a “business need to know basis.” However, absolute confidentiality cannot be guaranteed and SCL assumes no liability for the subsequent release of the name of the individual(s) making such report. The STAGO Ethics Committee and the SNA Compliance Officer will generally limit the release of information only to:

- Third party advisors, such as outside legal counsel and independent public auditors, as deemed necessary;
- The senior management of SCL's parent organizations if deemed necessary; and
- Appropriate law enforcement officials.

Anonymous reports will be treated seriously and investigated as fully as possible, however the completeness of the investigation may be adversely affected if the report is anonymous.

7.4. Prohibition against Retaliation

No retribution or retaliation will be taken against any person who has filed a report based on a good faith belief that an employee of SCL has engaged, or is about to engage in, criminal conduct or conduct in violation of this Code. Additionally, retaliation is prohibited against any individual who cooperates in an investigation pertaining to a potential Code violation.

Retaliation is discriminating against or taking an adverse employment action against an employee because that individual reported a concern related to a potential Code violation or participated in an investigation relating to a potential Code violation.

Any person who takes (or attempts to take) retaliatory action against another employee, for reason of a good faith report by this employee, will be subject to appropriate disciplinary action up to and including termination of employment. SCL employees are directed to report immediately to the STAGO Ethics Committee any action that they believe is retaliatory as described above.

7.5. Investigations

Only the STAGO Ethics Committee and the SNA Compliance Officer or their designees have the authority to conduct an internal investigation relating to an actual or potential breach of this Code. All SCL employees have the duty to cooperate fully with any internal investigation conducted by SCL. Such cooperation includes but is not limited to: (1) cooperating with an interview and being truthful and candid; and (2) maintaining any and all information and documents relevant to the investigation. Nothing in this Code prohibits or discourages any SCL employee from fully cooperating in any investigation conducted by law enforcement officials. SCL fully encourages all SCL employees to fully cooperate in any such investigations, subject to all applicable rights and privileges. SCL employees who fail to cooperate with an SCL internal investigation or with an investigation conducted by law enforcement officials will be subject to discipline up to and including termination of employment.



7.6. SCL Reports to External Parties

In accordance with applicable laws and regulations, the SNA Compliance Officer and/or the STAGO Ethics Committee will determine whether a particular breach of the Codes involves issues that trigger a reporting obligation to law enforcement, the government's Office of Inspector General, or any other third-party. The SNA Compliance Officer has the express authority to make a report on SCL's behalf to appropriate law enforcement or to an external governmental agency.

Matters that involve certain violations of criminal law, violations of the False Claims Act, or matters involving overpayments on a particular government contract will be reported in accordance with applicable regulations. Any questions about such reporting can be forwarded to the SNA Compliance Officer or the STAGO Ethics Committee.

8. WAIVERS

SCL employees who believe a waiver of the Codes is necessary or appropriate, must provide a written explanation for such need to the SNA Compliance Officer or the STAGO Ethics Committee in advance of any action that is otherwise deemed a breach of the Codes. No waiver shall be deemed to have been granted unless the waiver is in writing and signed by the SNA Compliance Officer or a member of the STAGO Ethics Committee.