



# CODE OF CONDUCT

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Better Food. Better Health. Better World.

**Better Food.  
Better Health.  
Better World.**



Mérieux NutriSciences is a leading supplier of food testing, quality and sustainability services, and has grown over the last 50 years on the best ethical values, the highest scientific knowledge and the most solid quality system to serve our public health mission. One of our most valuable assets is our reputation as a global leader committed to honest, legal, and ethical practices and conducting business with integrity and trustworthiness.

This second issue of the Code of Conduct and the related Compliance Policies are intended to perpetuate these values and share best ethical practices within the Group companies around the world. They are the indispensable reference for each and every one of us, to help make the right decisions, at the right time, in an increasingly complex professional environment. Most importantly, it is the direct reflection of two of the Company's Guiding Principles, "Never forget we are in a SERVICE BUSINESS, never compromise on QUALITY & ETHICS, if we do, we're not in business," and "Do business every day in a way that will contribute to a more SUSTAINABLE WORLD." Respecting this commitment to ethics and integrity is vital to carry out our work and serve our purpose: "Better Food. Better Health. Better World."

I therefore request all employees of the Company to read this Code with great attention, raise any questions related to it and commit to promoting and maintaining high standards of integrity, fairness and respect in our daily work.

I count on the continuing engagement of each of you.

A handwritten signature in black ink, appearing to read 'Nicolas Cartier'. The signature is stylized and fluid, with a long horizontal stroke extending to the right.

Nicolas Cartier  
CEO

# PREAMBLE



As part of the Institut Mérieux, Mérieux NutriSciences Corporation and its subsidiaries and affiliates (together “Mérieux NutriSciences,” or the “Company”) are strongly committed to public health. The Company’s positive reputation is based on values handed down through generations. These roots allow us to continue to grow as a leader in our field.

Our leadership position to protect and enhance consumers’ health, our expertise in food safety, and our international presence give us an obligation to always act in compliance with the legal requirements and with the best integrity and ethical principles and to behave as a responsible corporate citizen.

The purpose of this Code is to define the compliance and ethics principles that apply to the Company and each officer, director, employee, agent, and contractor of the Company.

The Code will also govern our relationships with our customers, suppliers, business partners and more generally all stakeholders of Mérieux NutriSciences.

This Code is supported by several Compliance Policies available for all employees in MXNS Connect providing guidelines and illustrations on topics such as Confidentiality, Conflict of Interests, Gift & Hospitality, Data Security, International Sanctions and Whistleblowing.

This Code does not create an actual or implied contract between any employee and Mérieux NutriSciences or guarantee any particular term or condition of employment.

Anyone who does not comply with the standards set forth in this Code may be subject to discipline up to and including termination of their relationship with Mérieux NutriSciences.

# IMPLEMENTATION & CONTACTS



Mérieux NutriSciences encourages a culture of openness where employees can feel comfortable raising concerns and questions about the Code and its implementation. This openness is essential for an effective Compliance Program.

If there are any concerns about behavior that may violate the Code, you are encouraged and expected to escalate those concerns to your manager, supervisor, human resources or to the Corporate Compliance Officer. The company will promptly and thoroughly investigate any complaints and take appropriate action. You may also raise questions, report incidents or complaints by using our compliance channel [compliance@mxns.com](mailto:compliance@mxns.com) or on the Compliance page on MXNS Connect. Any question or information reported will be treated carefully and promptly by the Corporate Compliance Officer.

We remind you that the communications or complaints must always be made under the criteria of truth, clarity and completeness, and must not be used to achieve anything but the objectives defined in the Code of Conduct.

Anyone who expresses a genuine concern will not be subjected to retaliation, retribution, or any form of harassment. No employee at any level is permitted to engage in such retaliation, retribution, or harassment against any other employee for expressing a concern in good faith.

This Code is intended to provide a minimum standard for all employees to follow. To the extent any applicable law provides a higher or additional standard, such standards must be followed in addition to this Code. However, if complying with this Code would conflict with any applicable law, you must follow the law and notify the Compliance Officer.



# SUMMARY

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# QUALITY OF SERVICES

## QUALITY MANAGEMENT

We understand that the quality of our services is critical to our clients and for consumer safety. Mérieux NutriSciences has therefore created comprehensive quality management systems and policies. We are committed to providing efficient, reliable and quality service while complying with international and local regulations.

## INDEPENDENCE & IMPARTIALITY

At Mérieux NutriSciences, decisions are based on scientifically valid results and analysis and not on personal interests or relationships that could result in unfair or partial business decisions.

To ensure and maintain the high degree of quality and trust with our customers, Mérieux NutriSciences is committed to providing services independently and without undue interference from either internal or external parties, including customers.



## ABSENCE OF CONFLICT OF INTERESTS

Conflicts of interests and circumstances that present the appearance of a conflict should be avoided. As a general rule, we must act in the customers' best interests at all times, by applying good judgment and not allowing private interests to interfere, or appear to interfere with consumers' safety.

As explained in the Gift & Hospitality policy, receiving gifts of more than a nominal value presents a potential conflict of interests for employees. Further, you should not accept or remain in any situation in which personal investments, outside employment or advisory roles, business opportunities, or a relationship with friends or relatives could impact your ability to make objective judgments. Conflicts must be disclosed and dealt with openly and transparently.

# DEALING WITH BUSINESS PARTNERS



## RELIABLE FINANCIAL STATEMENTS

Mérieux NutriSciences is committed to always maintaining accurate and honest financial records. We must ensure that our business operations are properly recorded in accordance with applicable accounting standards and with our internal financial policies and procedures.

## PREVENTION OF MONEY LAUNDERING

Mérieux NutriSciences is committed to complying with all laws against money laundering that prohibit businesses from accepting or processing proceeds of criminal activities. The Company expressly prohibits the participation in any activity or transaction conceived to disguise the nature and source of money connected with criminal activities (such as corruption, terrorism, or drug trafficking) as legitimate commerce where the true source of the funds cannot be identified.

## PREVENTION OF CORRUPTION

Mérieux NutriSciences is committed to conducting its activities free from the unfair influence of any bribery and corruption. As an international company, Mérieux NutriSciences pays particular attention to the continued evolution of anti-corruption laws around the world, including the United States Foreign Corrupt Practices Act and other anti-corruption laws that apply wherever the Company does business.

You may not offer or accept a corrupt payment to any government official or entity, political party or candidate, or employee or enterprise owned or controlled by a government agency, for the purpose of influencing any official action or inaction, or obtaining, retaining, or directing business. You must not engage in any form of bribery or fraud, including but not limited to embezzlement, theft, hiding, or misusing Mérieux NutriSciences assets, or falsification of records and reports.



## SUPPLIER MANAGEMENT

Mérieux NutriSciences promotes free competition in the interest of the customers and the public health. Fairness in our relationships with our competitors promotes trust from customers. Consistent with the antitrust and competition laws in the countries in which the Company operates, Mérieux NutriSciences is committed to competing fairly and in the spirit of promoting free competition.

We endeavor to partner with diverse businesses, giving them the opportunity to present their products, services, and expertise to Mérieux NutriSciences. This includes small businesses and those owned by women, minorities, veterans and disabled persons.

Suppliers are selected based on price, quality, delivery, services, diversity and reputation, as well as their commitment to responsible environmental and ethical business practices.

## RESPECT OF INTERNATIONAL TRADE REGULATIONS

Mérieux NutriSciences has customers and business partners all over the world. International trade laws control where we can send or receive products and services. Compliance with import, export, boycotts, customs, and embargo regulations is a priority to develop a sustainable international business. Commodities (goods and materials), technology (technical data and knowhow), and software are all covered by these regulations.



# RESPECT OF COMPANY'S ASSETS



## PROTECTING THE COMPANY'S INTELLECTUAL PROPERTY RIGHTS

Mérieux NutriSciences' intellectual property rights (our trademarks, logos, copyrights, trade secrets, "know-how", and patents) are among our most valuable assets. Unauthorized use can lead to their loss or serious loss of value.

You must respect all Company's intellectual property rights and never use the Company's logos, marks, or other protected information or property for any business or commercial venture without prior written authorization.

Likewise, respect the intellectual property rights of others. Inappropriate use of others' intellectual property may expose Mérieux NutriSciences and you to criminal and civil penalties.

## PRESERVING THE COMPANY'S CONFIDENTIAL INFORMATION

Our Company dedicates significant human and financial resources to create innovative processes and ideas in the technical, scientific, financial, and business fields. All such information represents valuable assets that must be protected with the utmost care.

Confidentiality of the Company's trade secrets and confidential information must be maintained. Trade secrets may include information regarding the development of systems, processes, services, products, productivity models, performance metrics, financial plans, strategic and expansion plans, know-how and technology other confidential information regarding customers and operations.

If it is necessary to disclose confidential information to outside parties, the appropriate parties must sign a Confidential Disclosure Agreement (CDA) before any information is shared. CDAs do not relieve us of the responsibility to use care in deciding what information to disclose. The absence of documentation of exchanges of information or any breach of CDA provisions may expose the Company to the loss of the protection of its information or to damage claims.

## USE OF THE COMPANY'S ASSETS

Mérieux NutriSciences products and services are only used for Mérieux NutriSciences legitimate business purposes, and not for any personal benefit and never for any illegal or unethical purposes.

We must always strive to protect and preserve the assets of the Company against theft, loss, damage, carelessness, waste and misuse.

Mérieux NutriSciences' information technology system is part of the Company's assets and its protection is a key objective. All employees must be aware of the expected practices to be an active contributor to the security of the information technology system.

The personal use of the Company's information technology resources (email, internet, phones, etc.) should not interfere with work productivity and not exceed a nominal cost to the Company.



# COMMUNICATION & DATA PROTECTION



## COMMUNICATION

Mérieux NutriSciences reputation depends on it providing accurate and consistent information to the public, including existing and potential customers, as well as the press. We are all responsible for maintaining this reputation, and so it is imperative that you are speaking on behalf of Mérieux NutriSciences only if you are authorized to do so.

## PROTECTING THIRD PARTIES' DATA

Keeping our customer's data confidential is critical to our business. Unauthorized disclosure of proprietary data may be very detrimental to the Company, its employees, customers, suppliers and stakeholders.

To this end, you are strictly prohibited from appropriating or taking advantage of any confidential information learned from a third party through the course of the business relationship, or from infringing on or plagiarizing any intellectual property rights (including patents, copyrights, trademarks, or trade secrets) of a third party.

## PROTECTION OF PRIVACY RIGHTS

Mérieux NutriSciences recognizes the importance of privacy as a fundamental right. Maintaining privacy of personal information of employees, former employees, job applicants, study participants, and others is paramount to us. We are committed to putting systems in place to promote compliance with privacy laws applicable to our business in order to ensure that personal information is collected, processed, stored, and transferred using adequate precautions and

access is limited only to individuals having a legitimate reason to know or access such information.

Accordingly, you must respect the privacy rights of employees as well as clients, vendors, and others with whom we work. This includes an obligation to individuals enrolled in clinical trials and sensory studies.

Anyone with access to personal information must agree to adhere to the applicable personal data protection rules and collect, use, and disclose personal information only in accordance with local regulations and laws.



# BUSINESS RECORDS



## PUTTING IT IN WRITING

The Company's commitment to integrity is bolstered by the proper creation, maintenance, and disposal of accurate business records. These records are valuable assets and should be carefully managed and protected. Proper recordkeeping is an essential part of compliance.

## RECORD RETENTION AND DESTRUCTION

The laws in the countries we do business require the Company to maintain certain records for specified periods of time. Failing to comply with global and local rules could result in financial penalties, sanctions or serious disadvantages in any future legal proceedings. In addition, everyone has to remember that the Company's records are the Company's responsibility. The Company must be able to defend any documents that its employees created.

Employees are expected to follow the record retention and destruction policies of the Company as well as related applicable laws in the countries where the Company does business.

It is our policy not to destroy or alter our records or documents in response to or in anticipation of any legal proceeding or government inquiry or investigation. You are not allowed to alter, destroy, or conceal a record with the intent to impair its availability for use in an official proceeding.

## CONTRACTS AND OTHER LEGAL DOCUMENTS

Valid and enforceable legal documentation strongly supports the Company in achieving its business objectives and protects us from serious business, legal, and ethical risks.

Without proper legal documentation, it can be difficult to enforce a business arrangement if there is a dispute or litigation. It can also be difficult or even impossible to recognize revenue in accordance with accounting rules, or to hold another party accountable to Mérieux NutriSciences.

Carefully documenting services provided to the Company by intermediaries such as consultants, advisors, agents, specialists, or distributors is a must. Payments to such parties should be carefully set to correspond fairly to the services provided and must be properly entered in the Company's books.



# COMMITMENTS TO EMPLOYEES



As a public health player with a global presence, we place people at the heart of our activities. The Company respects the Fundamental Conventions of the U.N.

## HEALTHY AND SAFE WORK ENVIRONMENT

The safety of employees is a top priority. All employees of the Company have a right to a healthy and safe working environment.

You are responsible for taking reasonable precautions to prevent harm to people by maintaining a secure work environment, including being compliant with relevant or local health, safety, and environmental requirements.

Any act or threat of violence in the workplace by or against an employee is forbidden. You may not bring a weapon or any other potentially harmful item or substance into the workplace or premises, except as required by law.

Mérieux NutriSciences prohibits employees from making threats or engaging in violent acts against fellow employees or any individual conducting business with the Company.

## DIVERSITY

We are committed to fostering an inclusive environment of equal employment and advancement opportunity for all qualified individuals, where employees can reach their full potential.

The diversity of our employees is a strength that is promoted and supported throughout the Company. Our commitment to diversity includes making reasonable accommodations to assist those with disabilities and social needs.

Mérieux NutriSciences prohibits behavior that singles out an employee or group of employees in a negative way because of their gender, age, race, ethnicity, national origin, religion, marital status, sexual orientation or identification, disability, illness, genetic information or any other characteristics protected under applicable laws.

All aspects of the employment relationship, such as hiring, assignment, promotion, compensation, discipline and termination must be made without regard to these characteristics.

## PREVENTION OF HARASSMENT, DISCRIMINATION, AND BULLYING

Mérieux NutriSciences supports and promotes a work environment that is free of harassment, discrimination, and bullying in any form. Mérieux NutriSciences will not tolerate offensive or abusive behavior in the workplace, including unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct that is harassing or discriminatory.

## DRUGS AND ALCOHOL

Mérieux NutriSciences is committed to maintaining a healthy and drug free work environment. Possession or use of a substance (other than prescribed medication) that could create a hazardous condition is strictly prohibited in the workplace.

Illegal drugs on our premises or at sponsored events are strictly prohibited. Consumption of alcohol is always subject to prior approval. Use good judgment and never drink in a way that leads to impaired performance or inappropriate behavior, endangers the safety of others, or violates the law.

# COMMITMENTS FOR A SUSTAINABLE WORLD



## HUMAN RIGHTS

Mérieux NutriSciences promotes and upholds international law on human rights. Mérieux NutriSciences condemns the use of forced labor and exploitative child labor. We comply with all laws regarding slavery and human trafficking and expect our clients, vendors and business partners to do the same.

## PROTECTING THE ENVIRONMENT

Mérieux NutriSciences is dedicated to ensuring the sustainable development of its activities in compliance with environmental laws and regulations, with the view to minimize our environmental impact.

Internal operational systems are in place and must be continuously followed and improved upon to identify, label, and manage chemicals and hazardous materials that present a danger to the environment to ensure their safe handling, movement, storage, recycling or reuse and disposal.

## SUPPORTING PHILANTHROPY

As part of Institut Mérieux, philanthropic activity in the public health space is at our core. We dedicate most of our charitable giving to support the actions of the Fondation Mérieux and the Fondation Christophe et Rodolphe Mérieux.

Mérieux NutriSciences also supports specific initiatives and projects in our fields of expertise in the countries in which we operate. We prioritize initiatives that respond to requests from organizations with recognized public interest status.

These donations are given voluntarily, as reflections of our values, without any expectation of favorable treatment by the recipient in return. Mérieux NutriSciences never makes a contribution in exchange for a business favor or business advantage.





## **Mérieux NutriSciences**

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