

# Code of Business Conduct





“We owe it to all  
of our stakeholders  
to always act  
with uncompromising  
integrity.”

Dear colleagues,

Our Code of Business Conduct (“Code”) symbolizes and reinforces Explora’s commitment to integrity and offering sustainable services and products benefiting people, partners, patients and the planet.

Each one of us at Explora, from senior management to individual contributor, should take these guidelines and the values they embody to heart and demonstrate them in our behaviours, decisions and general conduct.

This Code has been designed to guide us in our decisions. It is not intended to be a comprehensive guide to all Explora policies or to address all the situations you may encounter.

You are encouraged to contact your manager, Human Resources Department, or Legal Department for guidance on applying the Code to specific situations.

You are also encouraged to use these same channels and/or our online reporting system [explora.integrityline.app](https://explora.integrityline.app) to report any compliance concerns you may have.

We owe it to all of our stakeholders to always act with uncompromising integrity.

This is an opportunity for everyone to act with integrity and speak up if we see others who don’t.

Thank you for the role you play in upholding the highest professional standards and contributing to the long-term growth and success of Explora.

**Dr. Sylke Hassel**  
Chief Executive Officer  
Explora

# Explore the Code

1.  
INTRODUCTION

2.  
RESPECT AND  
PROTECTION  
OF PEOPLE  
AND THE  
ENVIRONMENT

3.  
BUSINESS  
INTEGRITY /  
DOING BUSINESS  
FAIRLY

4.  
AXPLORA  
ASSETS



# 1.

## INTRODUCTION



### 1.1 Application of the Code of Business Conduct

This Code is fundamental to who we are as an organisation and how we conduct our business. The Code establishes the basic principles that should inspire your business conduct and is the foundation for corporate policies, procedures and guidelines, which provide further guidance on expected conduct.



Axplora pledges to its Employees, clients, suppliers, shareholders and other stakeholders that it will at all times conduct its business in full compliance with the law.

## 1.2 Who is required to follow the Code?

This Code applies to every director, officer, manager and employee of an Axplora company, including staff at all levels and grades, trainees and temporary staff (together, "Employees").

Individuals, including all agents and contractors who work at Axplora locations or Axplora-managed facilities and companies who conduct business on behalf of Axplora are expected to follow the principles set out in the Axplora Supplier Code of Conduct. For further information on the responsibilities of suppliers and third parties acting on behalf of Axplora, consult our Supplier Code of Conduct.

Each Employee shall receive a copy of the Code and is responsible for understanding and complying with the Code, as well as with Axplora policies, procedures and guidelines. Axplora relies on all Employees to ensure compliance with the Code.

Directors, officers and managers have special additional responsibilities to set the right tone for all Employees as well as to serve as positive role models and to help all other Employees to understand and comply with the Code. They must strive to create a working environment in which every Employee can feel comfortable and encouraged to seek advice and clarification in case of doubt with respect to the rules set out in this Code, in any Axplora policy, and in any applicable laws and regulations.

## 1.3 Compliance with Laws and Regulations

Axplora is a multinational group with operations in numerous countries around the world. Compliance with the laws and regulations of the countries in which Axplora operates is fundamental and essential to creating an honest and respectful work environment in which every Employee is placed in the best conditions to perform his/her job with integrity and to the best of his/her knowledge.

Axplora pledges to its Employees, clients, suppliers, shareholders and other stakeholders that it will at all times conduct its business in full compliance with the law.

In this regard, all Employees have a responsibility to make every effort to know, learn and comply with the laws, regulations and Axplora policies that apply to their workplaces. When in doubt, every Employee has a responsibility and must make an effort to seek clarification and ask questions.





## 1.4 Implementation of the Code and Reporting of Violations

Axplora ensures that the topics covered by this Code are included in training programmes and that appropriate monitoring of compliance with the Code is carried out.

Axplora encourages open discussion of compliance with the Code by all Employees.

All Employees are responsible for reporting any violation of the Code, Axplora policy or applicable laws and regulations in which they are personally involved or of which they otherwise become aware. Axplora will take action to address the issue as promptly as possible and to ensure that the issue does not recur in the future. These actions may sometimes result in the need to take corrective and preventive measures, which may include conducting training and counselling, but also, depending on the circumstances, conducting internal investigations and disciplinary proceedings, and applying disciplinary sanctions as appropriate.

In case of questions or concerns about the principles set out in the Code, all Employees are encouraged to consult their managers, a representative of Axplora's Legal Department or a representative of Axplora's Human Resources Department.

### Reporting Channels

Any Employee can report known or suspected violations of the Code, Axplora policies, applicable laws and regulations through the following channels:

- By directly speaking with a manager, a member of Axplora's Human Resources Department or Legal Department
- By sending an e-mail or registered letter to the following addresses:

[compliance@axplora.com](mailto:compliance@axplora.com)

or

Axplora  
Chief Legal Officer  
39 rue Saint Jean de Dieu  
69007, Lyon, France

- Using the Whistleblowing Reporting System via [axplora.integrityline.app](https://axplora.integrityline.app)

## Axplora encourages open discussion of compliance with the Code by all Employees.

Axplora does not tolerate any form of retaliation against any Employee who, in good faith (i.e., in reasonable belief in the truth and accuracy of the information), reports a violation or has otherwise cooperated in any investigation.

Employees who engage in any act or threat of retaliation will be subject to disciplinary sanctions, up to and including termination of employment. However, if an Employee raises a concern which he or she knows to be false or with a malicious intent, such Employee may face disciplinary action and/or legal proceedings.

Axplora will promptly investigate the allegations reported on a confidential basis as provided for in its whistleblowing policy.

Breaches of the Code by Employees may result in disciplinary action, up to and including termination of employment. Axplora shall ensure that any such action fully complies with applicable employment laws. In some cases, breaches of the Code may result in a violation of applicable law, which can also result in other civil or criminal sanctions, including monetary fines for Axplora and/or the Employees involved, as well as imprisonment.

Any report that reveals fraud, a significant compliance breach or a significant internal control weakness will be addressed by corrective actions, disciplinary actions and/or legal proceedings. ●



# 2.

## RESPECT AND PROTECTION OF PEOPLE AND THE ENVIRONMENT



### 2.1 Respect for Individuals

Axplora is committed to treating all individuals with dignity and respect and upholding internationally recognised labour standards, including those articulated in the ten principles of the United Nations Global Compact, as well as the labour and employment laws and regulations of the countries in which we operate.

In compliance with these standards, Axplora does not use or support and, indeed, prohibits the use of any child labour and forced or bonded labour.

Axplora also recognizes and respects the rights of Employees to freedom of association and collective bargaining.

### 2.2 Diversity and Equal Opportunities

Axplora acknowledges the importance of a diverse and inclusive workforce.

Axplora is committed to promoting diversity and hires the best people based on merits, qualifications and equality of opportunity. Axplora ensures that working hours and remuneration comply with applicable laws and are fair and just.

Axplora prohibits all forms of discrimination based on personal characteristics or preferences such as nationality, race, ethnicity, religion, gender identity and/or expression, disability, sexual orientation, age or any unlawful criterion under applicable law.





Axplora is committed to promoting diversity and hires the best people based on merits, qualifications and equality of opportunity.

## 2.3 Harassment

Axplora is committed to promoting and maintaining a respectful and fair working environment where all of its Employees are given the opportunity to flourish and participate in Axplora's success.

As such, Axplora will not tolerate any form of harassment or offensive behaviour. This type of behaviour interferes with a healthy and wholesome working environment and the productivity of every Employee and is contrary to the values that inspire this Code.

If you become aware of or suspect harassment or other offensive conduct in the workplace, you should immediately report your concerns.

## 2.4 Environment, Health and Safety

Axplora is committed to providing a safe and healthy workplace and to preventing occupational injuries and illnesses, as well as harmful emissions to the environment.

As such, it is committed to complying with all environmental, health and safety laws and regulations, as well as all Axplora occupational health and safety policies and procedures in all its facilities. Axplora is also committed to reducing and/or eliminating all workplace hazards and reducing environmental impacts of its manufacturing processes and technologies.

All Employees must undertake to behave in a safe and responsible manner, according to Axplora's best practices, and to take all reasonable precautions when handling hazardous or unsafe materials and when operating machinery and equipment.

Axplora also expects its suppliers and business partners to comply with applicable environmental, health and safety laws and regulations in their business operations. ●

# 3.

## BUSINESS INTEGRITY / DOING BUSINESS FAIRLY



### 3.1 Prevention of Conflicts of Interest

A conflict of interest occurs when private interests of the Employees interfere with the fulfilment of the Employees' duties towards Aexplora or, more generally, with the best interests of Aexplora.

Employees have a duty of loyalty towards Aexplora and must therefore be free from any conflicts of interest which may interfere with their ability to act in the interests of Aexplora.

Conflict of interest situations can vary widely. Employees should avoid any actual, or the appearance of, conflicts of interest, including, but not limited to, the following:

- Employees must avoid taking any actions or acquiring interests that make it challenging to perform work for Aexplora in an objective and effective manner,
- Employees should act in a fair and objective manner when conducting business with third parties on behalf of Aexplora, without favour or preferences based upon personal considerations,
- During the term of their employment with Aexplora, Employees are also expected to put the interests of Aexplora ahead of their own business interests and must not engage in activities that compete with Aexplora's current or proposed products or services, and
- Employees should not own a significant interest in any business that does or is seeking to do business with Aexplora. Employees should also avoid other situations which may cause conflicts of interest.



The personal relationships of any Employee can result in a conflict of interest when they inappropriately interfere with actions taken as an Employee. Attention should be paid especially when taking business decisions that involve family members or personal relationships.

Conflicts of interest may also occur when Employees solicit or accept gifts, hospitality, payments, loans, services or any form of compensation from suppliers, customers, competitors or others doing business with Axlora. Gifts may only be accepted when they have a modest value, are not cash or cash equivalents, given or received in the ordinary course of business, and do not influence business decisions

Conflicts of interest may arise without intention. In this regard, Employees should be aware of any potential conflict, because early identification and disclosure will allow us to cooperate to resolve the conflict before any issues arise.

Every Employee is required to report any current or potential conflict of interest as soon as possible.

Axlora is committed  
to fully complying  
with all applicable antitrust  
and competition laws.

## 3.2 Competition and Antitrust Laws

Competition laws – also referred to as antitrust laws – promote fair competition by prohibiting anti-competitive behaviour that results in decreased competition, unjustified price discrimination or other business behaviours which have the objective or the effect of preventing, restricting or distorting competition.

Axlora is committed to fully complying with all applicable antitrust and competition laws.

Each Employee shall be responsible for dealing fairly with customers, suppliers, competitors and other third parties and for avoiding taking any unfair advantage through practices contrary to antitrust and competition laws. In particular, Employees must not engage in anti-competitive behaviour, including:

- Entering into any agreements with competitors to: raise, lower or stabilise prices; boycott or refuse to deal with certain customers or suppliers; reduce output of services; allocate clients, services or geographic territories; or coordinate with competitors on Employees' wages and benefits (except as permitted by law); and
- Exchanging competitively sensitive information with competitors or discussing the same at industry meetings.

Competition and antitrust laws are complex and the consequences of violating such laws are severe. Employees should be particularly careful at industry meetings and trade shows to avoid the appearance of anti-competitive behaviour. In case Employees have doubts about whether certain conduct may be anti-competitive, they should immediately consult their manager or a representative of Axlora's Legal Department.



### 3.3 Fighting Bribery and Corruption

Axplora does not tolerate any form of corruption or bribery under any circumstances. Axplora conducts its business honestly and transparently and does not seek to exercise improper influence on any individual or entity. To this end, bribes, fraudulent conduct, illegal payments and any other offers of valuables that may influence or secure an improper advantage with a government official, customer or any other relevant third party are strictly prohibited. It is important that those with whom Axplora interacts, including government officials, make impartial and objective decisions without improper influence.

As a global company, Axplora is subject to domestic and international anti-bribery and anti-corruption laws which criminalise the offer or payment of bribes to government officials (including any officer or employee of a government, government body, or public international organization; anyone acting on behalf of a government; or any candidate for political office), state-owned enterprises, and private parties (e.g., competitors, suppliers, contractors, clients, or representatives). These laws include the U.S. Foreign Corrupt Practices Act (FCPA) and other national laws implementing the 1997 OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (together, "Anti-Corruption Laws").

Companies and individuals engaging in corrupt practices may be held liable for civil and criminal penalties. In addition, given the extra-territorial application of most Anti-Corruption Laws, corrupt practices committed in one country may result

in civil and criminal proceedings not only in that country but also in other countries. Corrupt practices risk exposing their perpetrators to very significant adverse commercial consequences and to serious reputational damage.

Employees must therefore comply with all applicable Anti-Corruption Laws.

Specifically, Employees must not provide, offer, solicit, promise or authorize anything of value (including money; goods; hospitality; entertainment; services; travel; intangible benefits, such as enhanced reputational standing; gifts; or any other item of value, no matter how small), directly or indirectly (through third parties such as agents, distributors or contractors), to any person in order to induce that or another person to improperly perform a function or activity, to improperly influence them, or to improperly obtain or retain a business, or any other advantage. Employees must not respond to solicitations with the same objective.

Employees must also not engage in facilitation payments (i.e., payments to government officials for the purposes of expediting routine activities). Regardless of whether such facilitation payments are routine in certain parts of the world, they are not tolerated by Axplora and may result in violations of Anti-Corruption Laws.

When dealing with those individuals or companies acting on behalf of Axplora, including business partners, Employees should carefully monitor such relationships and be attentive to warning signs of potential corruption on their part.

Employees who detect any sign of potential corruption should immediately report it.



## Employees must comply with all applicable Anti-Corruption Laws.

### 3.4 Sanctions and Export Controls

Axplora is a global business with significant operations worldwide and is committed to compliance with all applicable sanctions and export controls laws and regulations.

To promote national security and foreign policy interests, governments enact sanctions regimes and control the movement of money, goods, services, software and technology across borders.

Sanctions can target countries as a whole; specific regions within a country; listed individuals or legal entities or organizations; or certain activities with respect to such countries, territories, individuals, legal entities or organizations.

Export controls subject exports, transfers, and re-exports of certain items, such as products, software or technology, to licensing requirements. Whether an export license is required is principally

a function of three factors: (1) the sensitivity of the item; (2) the country to which the item is being exported, transferred or reexported; and (3) the intended end use and end user of the item.

Non-compliance with applicable sanctions and export controls may result in serious criminal, financial and reputational consequences not only for the specific Axplora Employees involved, but for Axplora as well. Axplora expects its Employees and any other third parties acting on its behalf to strictly comply with all applicable sanctions and export controls laws and regulations when engaging in international trade and transferring goods, funds, software, or technology.

Any questions, issues, or concerns with respect to sanctions or export control compliance, or any information or knowledge of any conduct inconsistent with these instructions, should be submitted to the Legal Department.



## 3.5 Anti-Money Laundering

Explora does business with reputable third parties who engage in legitimate business activities. To help ensure compliance, we follow all local laws designed to prevent money laundering.

We mitigate the risk of money laundering by ensuring that we know who our customers and business partners are, and understand their businesses and operations. This includes conducting due diligence when establishing relationships (see Section 3.6 below) and monitoring those relationships.

In particular, Employees must be alerted to any “red flags” that may arise with regard to customers and business partners, e.g., difficulties in establishing their identity (or the identity of their owners or controllers), connections with high-risk jurisdictions, unexpected changes in the nature of their business or operations, unusual trading terms or last-minute amendments to terms, non-standard sources or means of payment, or adverse media reports.

Employees are responsible for reporting any relevant information and/or suspicions.



Axplora's suppliers are also expected to comply with Axplora's Supplier Code of Conduct and with all applicable laws and regulations.

### 3.6 Business Partners

Axplora aspires to promote and encourage social responsibility throughout its value chain. As a result, Axplora prefers to do business with partners (including, but not limited to, third-party suppliers, representatives or agents) whose ethical, social and environmental standards are consistent with Axplora's own standards.

Business partners are carefully selected after an appropriate risk-based due diligence process.

Axplora's suppliers are also expected to comply with Axplora's Supplier Code of Conduct and with all applicable laws and regulations, including the above-mentioned Anti-Corruption Laws.

Axplora will follow up, as appropriate, on each reported instance of non-compliance. The agreements regulating the relationship with each and every business partner include, to the maximum extent possible, clauses that allow Axplora to terminate the business relationship in case of non-compliance with this Code, Axplora policies or applicable laws or regulations, including the Anti-Corruption Laws.

### 3.7 Privacy and Data Protection

Axplora strives to protect the reasonable privacy expectations of its Employees, clients, suppliers and other business partners. Axplora treats the personal data (i.e., information which directly or indirectly identifies an individual) entrusted to it as confidential and is committed to collecting, using, retaining, disclosing and otherwise processing personal data at all times in accordance with applicable data protection and privacy laws.

Axplora has in place policies and procedures for processing personal data in connection with its business operations. At a high level, personal data will (i) be processed in a legitimate, fair, transparent and secure way; (ii) only be processed by Employees who need the personal data in order to perform their jobs; (iii) only be collected and processed where necessary for a specific purpose and will be securely deleted thereafter; and (iv) be accurate and kept up to date. In some jurisdictions, there are restrictions around the international transfer of personal data or the collection of certain categories of sensitive or special categories of data where consent may be required. Axplora will take steps to ensure compliance with these obligations.

In some jurisdictions, notice of a "personal data breach" may need to be reported within 72 hours of becoming aware of the breach. It is therefore imperative that any apparent or suspected loss, theft, unauthorized access, misuse, damage to or destruction of records containing personal data (whether electronic or paper copies) is promptly reported. ●

# 4.

## AXPLORA ASSETS



### 4.1 Accurate Business Books and Records

No false or misleading entries, or omissions of fact, must be made in Axplora books, records or accounts for any reason. Axplora will ensure that it keeps books, records and accounts in reasonable detail that accurately reflect all transactions, dispositions of assets, and other events.

Employees must promptly record information accurately and honestly, maintain the security and confidentiality of all records, retain records in accordance with applicable laws and regulations (including good manufacturing practices) and Axplora's policies, and only destroy such records in accordance with any applicable Axplora record retention policy.

Axplora will have policies and procedures in place, including adequate internal controls to provide reasonable assurance that management is aware of, and directing, all transactions in compliance with Axplora policies and to ensure that its books, records and accounts are accurate, complete and do not obscure or mask corruption in any way.

No payment on behalf of Axplora may be approved or made with the intention or awareness that any part of the payment is to be used for any purpose other than that described by the documentation supporting the payment.



Employees who have any concerns regarding questionable accounting, internal accounting controls or auditing matters relating to Axplora should immediately report those concerns. Such concerns may include:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any of Axplora financial statements;
- Fraud or deliberate error in the recording and maintaining of Axplora's financial records;
- Deficiencies in, or non-compliance with, Axplora internal accounting controls;
- Misrepresentation or false statements to, or by, a senior officer or accountant regarding a matter contained in Axplora financial records, financial reports or audit reports; or
- Deviation from full and fair reporting of the financial condition of Axplora.

Axplora will ensure that it keeps books, records and accounts in reasonable detail that accurately reflect all transactions, dispositions of assets, and other events.



## 4.2 Use and Protection of Axplora Confidential Information and Business Assets, Trade Secrets, and Intellectual Property

Axplora has a duty to protect and make careful use of its company confidential information and business assets. Employees should also ensure that confidentiality is maintained with regard to trade secrets and sensitive information.

Axplora has in place additional protection in the form of intellectual property rights. Axplora's intellectual property rights are critical to the protection of its product innovations and ideas. Axplora complies with intellectual property laws that govern the rights to protect its own and others' trademarks, copyrights, trade secrets, patents, and other forms of intellectual property.

Any information relating to Axplora's business that Employees encounter in the course of their employment is the exclusive property of Axplora. Examples include trade secrets and non-public information regarding: Axplora's business assets; Axplora's earnings; technology; business plans and strategies; intellectual property; and clients.

Employees of Axplora who are privy to confidential information or trade secrets may only use such information and business assets for legitimate and lawful business purposes.

Employees are not permitted to disclose such information to third parties (including friends and family of the Employees). Employees shall maintain confidentiality even in the absence of a formal secrecy obligation. Employees are so obliged both throughout the course of their employment or engagement with Axplora and after their employment or engagement has terminated.

Employees should take all reasonable precautions to safeguard and protect sensitive commercial information and trade secrets in order to prevent misuse of any kind. Employees should exercise caution when discussing Axplora's confidential information in public and should avoid reading confidential documents in public places. ●

Employees should take all reasonable precautions to safeguard and protect sensitive commercial information and trade secrets in order to prevent misuse of any kind.



# Speaking up

You have a question?  
You want to raise a concern?

[compliance@axplora.com](mailto:compliance@axplora.com)

or

[axplora.integrityline.app](https://axplora.integrityline.app)

or

your line manager,  
Human Resources  
or Legal Department

or

Axplora  
Chief Legal Officer  
39 rue Saint Jean de Dieu  
69007, Lyon, France



Reliable partner.  
Agile explorer.



[compliance@axplora.com](mailto:compliance@axplora.com)

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