



# STAGO CODE OF BUSINESS ETHICS

Version: November 2017



## STAGO GROUP CODE OF BUSINESS ETHICS

### 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.**



## TABLE OF CONTENTS

### 1. MAINTAINING A SECURE WORK ENVIRONMENT

### 2. CORPORATE INFORMATION

### 3. COMPLIANCE AND INTEGRITY IN THE MARKETPLACE

### 4. INTEGRITY IN GOVERNMENT RELATIONSHIPS AND ANTI-BRIBERY

### 5. COMPLIANCE AND EXPRESSING CONCERNS

## 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 labelled 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 labelled "confidential" as well as information that is not labelled 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, labelled, 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 Partner 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 for 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](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](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 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 direct 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 and 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.**



**DIAGNOSTICA STAGO UK LTD**  
**CODE OF BUSINESS ETHICS**  
**UK STATUTORY AND REGULATORY REQUIREMENTS**

December 2017 version



## 1 INTRODUCTION

- 1.1 All Diagnostica Stago UK Ltd employees or agents are required at all times to comply with UK legal and regulatory requirements and relevant codes applicable to their behaviour.
- 1.2 Diagnostica Stago UK Ltd is a member of the British In Vitro Diagnostics Association (“**BIVDA**”). Diagnostica Stago UK Ltd employees must therefore operate within the terms of the BIVDA Code of Conduct (the “**BIVDA Code**”), as well as comply with other UK legal and regulatory requirements:  
[http://www.google.co.uk/url?sa=t&rct=j&q=&esrc=s&source=web&cd=1&ved=0CCEQFjAAahUKEwiKufby\\_YTGAhWCcDsKHZsBAJc&url=http%3A%2F%2Fwww.bivda.co.uk%2FPortals%2F0%2FDocuments%2FBIVDA\\_CoC\\_leaflet.pdf&ei=PRp4VcqmAyLj7Qabg4C4CQ&usq=AFQjCNEEtpnMcpmm1og4R5-bCJKgNEB9QA](http://www.google.co.uk/url?sa=t&rct=j&q=&esrc=s&source=web&cd=1&ved=0CCEQFjAAahUKEwiKufby_YTGAhWCcDsKHZsBAJc&url=http%3A%2F%2Fwww.bivda.co.uk%2FPortals%2F0%2FDocuments%2FBIVDA_CoC_leaflet.pdf&ei=PRp4VcqmAyLj7Qabg4C4CQ&usq=AFQjCNEEtpnMcpmm1og4R5-bCJKgNEB9QA) .
- 1.3 The BIVDA Code is therefore one of the applicable codes for the purpose of this Code.
- 1.4 The BIVDA Code places significant restriction on the promotion of in vitro diagnostic medical devices (“**IVDs**”) in the UK and on interactions with healthcare professionals. “healthcare professionals” includes **any individual or entity** that purchases, leases, recommends, uses, arranges for the purchase or lease of, or prescribes, STAGO’s products or services in the UK and elsewhere. It therefore includes STAGO customers you may not typically think of as healthcare professionals, such as laboratories and/or procurement professionals.
- 1.5 Diagnostica Stago UK Ltd should also be mindful of the NHS Managing Conflicts of Interest guidance (inforce 1 June 2017), which is applicable to: (i) clinical commissioning groups; (ii) NHS Trusts and NHS Foundation Trusts; and (iii) NHS England, which introduces principles and rules for managing conflict of interest, and to support good judgment about how conflicts of interests should be approached and managed.
- 1.6 The NHS Managing Conflicts of Interest guidance applies to: gifts; (ii) hospitality; (iii) outside employment; (iv) shareholding and other ownership interests; (v) the development of patents by NHS staff; (vi) loyalty interests; (vii) donations; (viii) sponsored events; (ix) sponsored research; sponsored posts; clinical private practice; maintenance of publication of registers: <https://www.england.nhs.uk/wp-content/uploads/2017/02/guidance-managing-conflicts-of-interest-nhs.pdf>.
- 1.7 In this section, “**Customer**” means any person, including but not limited to any medical or healthcare or procurement professional (i.e. any individual), or entity (e.g. a hospital or laboratory) **in a position to** purchase, lease, recommend, otherwise influence, use or arrange for the purchase or lease of or to prescribe STAGO products or services. An individual or entity may still be considered a Customer for the purposes of this Code even if they have not yet purchased, recommended, leased or prescribed any STAGO products or services, if they are in a position to potentially do so. Customers include persons employed by a Customer, a close family member of a Customer or an organisation affiliated with a Customer i.e. controlled by, or under common control with



the Customer or if the Customer is on the board of the organisation receives material compensation from, or has an investment interest in the organisation.

- 1.8 No Diagnostica Stago UK Ltd employee may offer or give anything of value to a Customer with an express or implied requirement to use, recommend, lease or purchase any STAGO products or services or as a reward for prior use, recommendation or purchase of STAGO products or services.
- 1.9 When considering whether it is appropriate to provide support such as training, Gifts (subject to the provision that under the NHS Managing Conflicts of Interest guidance, there is a 'no gifts policy' for NHS suppliers and contractors) or hospitality to Customers, as well as the rules set out below, employees should always bear in mind how any such activity could be viewed by the public. Employees should not take any action, which could be detrimental to the reputation of any STAGO company. If you are unsure as to the appropriateness of any support of a Customer, you should consult the [legal department] before taking further action.
- 1.10 If Diagnostica Stago UK Ltd is restricted from doing something, so are its employees and third party intermediaries and Business Partners. If this Code restricts Diagnostica Stago UK Ltd's interactions with a Customer, Diagnostica Stago UK Ltd employees and third party intermediaries are likewise restricted, even if no reimbursement request is made to Diagnostica Stago UK Ltd or to STAGO.
- 1.11 Third party intermediaries such as distributors, consultants or agents as well as Business Partners are also expected to comply with the principles of the Code as an explicit contractual requirement and third party intermediaries must receive a periodic training on compliance matters and assessment against the contractual compliance obligations. -Employees responsible for negotiating agreements with third party intermediaries should also ensure that Diagnostica Stago UK Ltd is entitled to obtain reliable assurance from the third parties that they are complying with the principles contained in this Code.

## **2 GENERAL OBLIGATIONS ON STAGO EMPLOYEES**

- 2.1 All employees of Diagnostica Stago UK Ltd must be adequately trained and possess sufficient technical information on the company's products to be able to detail these in an accurate and responsible manner. If you do not feel you have sufficient training or information to fulfil this responsibility, you should raise this with your line manager as soon as possible.
- 2.2 Employees must take adequate precautions to ensure the security and safety of IVDs in their possession.
- 2.3 Employees should at all times maintain a high standard of ethical conduct when carrying out their duties. Employees must ensure they complete all required training upon the Code, including any required refresher training. Employees should contact the Compliance Officer at Diagnostica Stago UK Ltd or the Group Ethics Committee for information regarding training on this Code.



### **3 PROMOTION OF STAGO PRODUCTS**

- 3.1 Any promotion of STAGO or its IVD products or services (including via printed and non-printed materials including websites) should:
- 3.1.1 be to generally acceptable standards of good taste and should respect the principles of fair competition generally accepted in business in the UK;
  - 3.1.2 not be such as to bring discredit upon, or reduce confidence in the IVD industry;
  - 3.1.3 be accurate, balanced, fair, objective and unambiguous and must be based on an up-to-date evaluation of appropriate evidence and reflect that evidence clearly;
  - 3.1.4 not mislead either directly or by implication, by distortion, exaggeration or undue emphasis;
  - 3.1.5 not disparage the products or services of other companies either directly or by implication; and
  - 3.1.6 not contain unfair or misleading comparisons.

### **4 GIFTS**

- 4.1 Diagnostica Stago UK Ltd may occasionally provide Gifts to Customers (but not to NHS healthcare professionals per the NHS Managing Conflicts of Interest guidance). However, these gifts should be modest in value and not lavish. In all cases they must benefit patients or serve a genuine educational function.
- 4.2 Diagnostica Stago UK Ltd may occasionally give Customers (but not to NHS healthcare professionals) branded promotional items of minimal value related to the Customer's work or for the benefit of patients. Gifts must not be given in the form of cash or cash equivalents. Personal Gifts (e.g. clothing, perfume, tickets to sport events, airplane tickets, hotels etc.) or donations may not be given, including any Gifts to any Customer's spouse, partner or family members, which are also prohibited.

It is the responsibility of the Diagnostica Stago UK Ltd employee to determine the appropriateness of any Gift in line with STAGO's code. The description and purpose of the Gift should be in compliance with the Expense Report Policy.

- 4.3 Entertainment

Customers may not be entertained. The only purpose permitted for holding meetings with Customers should be education and training, sales and promotion, or the provision of services by that Customer (for example training or product development in collaboration with a physician). For further information on education and training, see section 6.



## **5 SALES AND PROMOTIONAL MEETINGS**

- 5.1 Meetings with Customers to discuss product features, contract negotiations and sales terms should be held at or as close as possible to the Customer's premises in an appropriate location for a business meeting.
- 5.2 Customers may be offered modest hospitality in the form of meals which are reasonable in value and subordinate in time and focus to the legitimate business purpose of the meeting with them, and only as is reasonably necessary bearing in mind the main purpose of the meeting. Stago should not pay for Customers' travel or accommodation costs where Customers are attending sales or promotional meetings unless where site visits are necessary for demonstrations of non-portable equipment or at third party clinical environment reference sites. No entertainment of any kind is permitted (see section 4.3). All hospitality must be in accordance with Diagnostica Stago UK Ltd's Expense Report Policy.
- 5.3 Diagnostica Stago UK Ltd should not pay for meals, travel, or other hospitality for a Customer's guest or any other person who does not have a bona fide professional interest in the information being presented at the meeting.
- 5.4 Subject to 6.2 above, it is the responsibility of the Diagnostica Stago UK Ltd employee to determine and ensure the appropriateness of any hospitality provided in connection with a sales or promotional meeting in line with this Code. The description and purpose of the hospitality should be documented through an expense report or other appropriate mechanism.

## **6 EDUCATION AND TRAINING**

- 6.1 Diagnostica Stago UK Ltd may offer product instruction, education and training to Customers organised by or for Diagnostica Stago UK Ltd or by STAGO or any of its other affiliates. All such training must be conducted for the purpose of ensuring the safe and effective use of STAGO products and/or services.
- 6.2 Such training should be conducted in an appropriate location taking account of the attendees and in a clinical, laboratory, educational, conference or other appropriate setting. The location should not be the main attraction for attending the training session nor should it appear to be such an attraction and training/education must be the substantial majority of the programme. Employees should consider the image which may be conveyed to the public at all times and bear in mind that individuals have been convicted in the UK for using contrived "professional education" schemes as a cover for bribery of healthcare professionals.
- 6.3 Diagnostica Stago UK Ltd may provide meals to attendees and accommodation if an overnight stay is necessary. Any meals, accommodation or other hospitality must be of modest and reasonable in value and subordinate in time and focus to the educational purpose of the training and must be in accordance with Diagnostica Stago UK Ltd's Expense Report Policy.
- 6.4 Diagnostica Stago UK Ltd must not facilitate or pay for travel or other expenses for spouses or guests of healthcare professionals, or for any other person who does not have a bona fide professional interest in the information being shared at the meeting.



## 7 THIRD PARTY EDUCATIONAL CONFERENCES

- 7.1 Diagnostica Stago UK Ltd may sponsor bona fide independent, educational, scientific or policy-making conferences organised by third parties which are primarily dedicated to promoting scientific knowledge, medical advancement and the delivery of effective healthcare and which are relevant to STAGO products or services always provided these meet the requirements of applicable laws, regulations and professional Codes of conduct as well as industry applicable Codes which are binding upon Diagnostic Stago UK Ltd or its affiliates (“**Conferences**”). Such sponsorship may only be provided within the limits set out in this section of this Code.
- 7.2 Diagnostica Stago UK Ltd may provide support directly to the Conference organiser as long as a request is received in writing and the support complies with this Code, all relevant laws, regulations and applicable Codes. Diagnostica Stago UK Ltd may not influence, or seek to influence, the content of the third party Conference or the selection of faculty or delegates. Diagnostica Stago UK Ltd may not provide any support to a Conference organiser who is a Customer who is an individual.
- 7.3 Where Diagnostica Stago UK Ltd provides direct support to Conference organisers Diagnostica Stago UK Ltd must ensure that the support is clearly documented in a written agreement with a breakdown showing how the support will be applied by the Conference organiser and making sure that the Conference organiser is accountable to Diagnostica Stago UK Ltd for the legitimate use of the support provided in accordance with applicable Codes and legal requirements. The agreement must permit Diagnostica Stago UK Ltd to obtain verification of expenditure by the Conference organiser and entitle Diagnostica Stago UK Ltd to audit this.
- 7.4 Diagnostica Stago UK Ltd may provide financial support to the Conference organiser in the form of meals and hospitality for programme attendees. These should be modest in value, in line with the Expense Report Policy, and should be subordinate in time and focus to the purpose of the Conference and may not include any entertainment. If the Conference is aimed at healthcare professionals in the public sector, the sponsorship of any meals must not exceed a maximum of £75 per head, and must be approved in writing, in advance, by the General Manager in line with the Expense Report Policy. Other reasonable costs which may, for example, be covered include reasonable:
- 7.4.1 Lodging / accommodation;
  - 7.4.2 Travel;
  - 7.4.3 Registration fees; and
  - 7.4.4 Educational or lecture materials.
- 7.5 Diagnostica Stago UK Ltd may also provide grants to Conference organisers to support reasonable honoraria, travel, lodging, and meals for healthcare professionals who are bona fide Conference faculty members. Diagnostica Stago UK Ltd may not influence or decide to whom the grant is paid nor may it influence, or seek to influence, the content of any Conference programme.



- 7.6 Where permitted under applicable Codes, and until 31 December 2017, Diagnostica Stago UK Ltd allows the direct sponsorship of Customers to enable them to attend Conferences as delegates, including at STAGO organised satellite symposia, if this is permitted by the laws of the countries within which the Customer is registered. The Conference should be directly relevant to the Customer's area of practice and level of qualification. Any financial support of the Customer should be limited to the Conference registration fee and reasonable travel, meals and accommodation costs relating solely to the attendance at the Conference, which must additionally meet the requirements of applicable Codes. All direct sponsorship must be recorded in a written agreement specifying precisely what support will be provided
- 7.7 Where permitted under applicable Codes, Customers who speak at Conferences and whose travel and/ or accommodation and/or Conference fees are paid by Diagnostica Stago UK Ltd must ensure that this is made explicitly clear at the Conference and in the proceedings. From 1 January 2018, it will not be possible for STAGO to directly support conference faculty though STAGO will be able to support (by paying registration, travel and accommodation expenses), the attendance of healthcare professionals who are engaged by contract to speak at a STAGO symposium at a conference. Any compensation paid to a Customer to speak at such meeting should be reasonable and commensurate with the services provided, which should be documented in an appropriate agreement
- 7.8 Diagnostica Stago UK Ltd must ensure full compliance with national laws and applicable Codes by maintaining appropriate transparency. Until 31 December 2017, this includes giving prior written notification of the sponsorship to the employer organisation where individuals who are Customers or employees or agents of Customers are offered direct sponsorship to Conferences by Diagnostica Stago UK Ltd. Diagnostica Stago UK Ltd must also ensure that such sponsorship information is available to any of its affiliated companies who may themselves be subject to transparency requirements requiring them to publicly disclose information regarding sponsorship provided to Customers. Diagnostica Stago UK Ltd shall therefore also take steps to ensure that appropriate consent to disclosure is obtained from affected individuals in advance and always before sharing such information with affiliates or third parties.
- 7.9 Diagnostica Stago UK Ltd may purchase advertisements and lease booth space for company displays at Conferences provided these meet all legal and applicable Code requirements.
- 7.10 Under no circumstances may Diagnostica Stago UK Ltd provide or facilitate any grant or other support for guests or spouses of attending Conference faculty or delegates, irrespective of whether such support is provided via a Conference organiser, a third party or direct to the faculty member or delegate, or whether it is reimbursed to any of them.



## 8 CONSULTING, RESEARCH AND ADVISORY ARRANGEMENTS

- 8.1 Diagnostica Stago UK Ltd may engage Customers in consulting, research, or advisory services where a legitimate purpose for the services (i.e. a business need) has been identified in advance. This could be, for example, in relation to the development of STAGO products, the provision of scientific advice and to give presentations and training (whether STAGO's own or third-party sponsored). In order to ensure that these arrangements are (and are seen to be) legitimate business activities, it is imperative that the arrangements are in all aspects *bona fide*, appropriately transparent and in accordance with all applicable Codes.
- 8.2 In all cases a written agreement signed by the parties must be entered into in advance, clearly setting out precisely the services to be provided, for which the Customer must be suitably qualified. Details of all required consents and approvals must be recorded in the written agreement.
- 8.3 The selection of the Customer as a consultant should be on the basis of pre-determined objective criteria including based on the pre-identified business need, the Customer's qualifications and expertise to address the identified business purpose, those having been compared against the qualification and expertise of other viable consultants in the sector, and not on the basis of the volume or value of business generated or influenced by that Customer.
- 8.4 The compensation paid must in all cases be reasonable and commensurate with the services being provided, paid at fair market value and not tied in any way to the value of IVDs and/or services the Customer may use for their own practice or revenue which STAGO or Diagnostica Stago UK Ltd may generate. Any payment should not be a reward for previous business or an inducement for future business. Payments made for services must comply with all applicable tax and other legal requirements. The Diagnostica Stago UK Ltd employee engaging the Customer as a consultant is responsible for confirming and documenting the services actually received from the Customer in exchange for remuneration.
- 8.5 Any meetings with Customers should be appropriate to the subject matter and held at appropriate business locations. Hospitality provided in connection with any meetings should be modest and reasonable in value and should be subordinate in time and focus to the primary purpose of the meeting and proportionate to the meeting.
- 8.6 It is the responsibility of the Diagnostica Stago UK Ltd employee to determine the appropriateness of any hospitality provided in connection with a meeting with a Customer. The description and purpose of the hospitality should be documented through an expense report or other appropriate mechanism and should at all times be in compliance with Diagnostica Stago UK Ltd's Expense Report Policy.
- 8.7 In compliance with applicable laws and/or Codes Diagnostica Stago UK Ltd shall ensure that appropriate transparency is maintained by ensuring that any consulting and/or research collaboration with any individual is notified in writing in advance to the individual's employer administration(s) and/or in accordance with other applicable legal and/or Code requirements. Where individuals are employed or practise at several different institutions, several written notifications are likely to be required.



- 8.8 As well as a written agreement, any research, performance evaluation or clinical trial to be carried out should be the subject of a formal written protocol for these activities, and all required authorisation, consents and ethical approvals should be obtained. Clinical research and performance evaluation services must always be covered by a written agreement entered into with the institution where the research is to be conducted, and not with the individual healthcare professional and should be compliant within applicable laws and Codes where the institution and healthcare professionals are located.
- 8.9 A written market preference evaluation agreement must be used where Diagnostica Stago UK Ltd makes available its CE marked IVDs either free of charge or at reduced cost to Customers in return for market preference evaluation purposes (e.g. for pre-launch appraisal) by healthcare professionals working at the Customer institution over a defined period after which the products are returned to Diagnostica Stago UK Ltd. The agreement must be with the Customer institution, not with individual healthcare professionals. Obligations on the Customer institution should include ensuring that the IVDs are used only for approved purposes and that healthcare professional satisfaction levels are monitored and recorded and provided to Diagnostica Stago UK Ltd in writing in an agreed format. Where appropriate such agreements will also provide for the sale or provision of associated consumables in order to permit the healthcare professionals to appraise and evaluate the product.

## **9 CHARITABLE DONATIONS**

- 9.1 Charitable donations may be made to support specific activities or general fund-raising of charitable organisations and if permitted by local law. Donations should be appropriately transparent, documented in writing and payment made directly to the charity. Donations should not be made in response to requests made by individual healthcare professionals, unless they are an employee or officer of the organisation and submit the request on behalf of that organisation and using the organisation's official letterhead. Donations may not be made to support a hospital's general running costs, even where the hospital is registered as a charity or not-for-profit organisation unless in cases of demonstrated financial hardship resulting from matters outside the hospital's control and in situations where the hospital is unable to operate and patient care is consequently jeopardised.
- 9.2 Donations should be made only to organisations or entities entitled to receive them under local law, regulations and applicable Codes. Under no circumstances may donations be tied in any way to past, present or future purchasing, recommendation, prescription, supply, procurement or use of STAGO products or services. It is never appropriate to support a Customer's favourite charity by any donation.
- 9.3 Diagnostica Stago UK Ltd can have no control over the final use of the funds but may stipulate that these be applied for the organisation's charitable purposes.
- 9.4 All proposed donations and grants must be submitted for review and approved by the Group Ethics Committee in order to identify, prevent and mitigate against potential bribery and corruption risks arising in connection with the provision of a donation to a specific prospective charity or the making of a grant. This process shall include a documented prior evaluation of any such associated risks and of the relevant information concerning the intended charity or grant recipient



## 10 FUNDING GRANTS

- 10.1 Diagnostica Stago UK Ltd may provide funding grants to support *bona fide*:
- 10.1.1 **Advancement of medical education** of medical students, residents and fellows participating in fellowship programs which are charitable or have an academic affiliation, or other medical personnel. Diagnostica Stago UK Ltd should not have any involvement in or influence on the selection of the individual to whom the grant is awarded by the relevant organisation.
  - 10.1.2 **Research with scientific merit.** The purpose of the research should be clearly documented, and the provisions of section 8 adhered to.
  - 10.1.3 **Public education** on important healthcare topics.
- 10.2 Grants may only be made to organisations or entities entitled to receive them under local law and regulations and should not be made to Customers who are individuals. In all cases the grant must be relevant to the therapeutic area of STAGO's products and/or services. All grants must be documented in writing and must be submitted for prior review and approval by the Group Ethics Committee.
- 10.3 When providing funding grants per 11.1.1 and 11.1.3 to healthcare organisations, Diagnostica Stago UK Ltd must document all funding grants to the Group Ethics Committee without limitation, in value so that these may be publicly disclosed in accordance with applicable codes at the required times. The documentation relating to educational and public awareness grants shall be drawn up in line with Stago's [disclosure methodology statement and procedure] and shall be retained for the required periods for responding to inquiries as stipulated in Stago's [disclosure methodology statement and procedure].
- 10.4 Employees, representatives or agents of Diagnostica Stago UK Ltd must ensure that any support provided is not viewed as a price concession, reward to favoured Customers or as an inducement for the purchase or prescribing of STAGO products and/or services and there may not be any tie between a grant and past, present or future purchasing or prescribing.

## 11 EQUIPMENT GRANTS OR LOANS

- 11.1 Diagnostica Stago UK Ltd may grant or loan without charge Diagnostica Stago UK Ltd or non-Diagnostica Stago UK Ltd products or equipment to medical or other institutions (but not to Customers who are individuals) in the following circumstances:
- 11.1.1 The purpose of the grant or loan must be to support at the recipient institution:
    - (a) the use of Diagnostica Stago UK Ltd products that are being currently or have been purchased (future, non-defined purchases cannot be an explicit or implicit condition of the grant or loan);
    - (b) a Diagnostica Stago UK Ltd-sponsored clinical study;
    - (c) non-Diagnostica Stago UK Ltd-sponsored scientific research;
    - (d) education/training in a relevant healthcare field, or
    - (e) other genuine philanthropic/public interest purposes where the institution in question is a charitable or not-for-profit organisation.



- 11.1.2 If the grant or loan is made to a Customer institution, as a general rule other similar Customers should each be entitled to similar treatment (e.g., 'similar Customers' in terms of an objective, needs-based assessment of the institutions' respective: (a) requirements for support for existing Diagnostica Stago UK Ltd products; and (b) current levels of support equipment). Please consult the Group legal department with any questions regarding the application of this rule to a particular situation.
- 11.1.3 If the Customer is an association or foundation (i.e. either a charitable or not-for-profit organisation), the formal constitutional objectives of the association or foundation must be consistent with the activity for which the grant is requested (research, education, patient access etc.)
- 11.1.4 The amount of products or equipment given free or loaned to any Customer institution should not, as a general rule, increase Diagnostica Stago UK Ltd's costs to a degree that related product sales would be made at a loss. Please consult the Group legal department with any questions regarding the application of this rule to a particular situation.
- 11.1.5 If the grant or loan is related to a Diagnostica Stago UK Ltd-sponsored clinical study or non-Diagnostica Stago UK Ltd sponsored research: (a) it must be provided only for the duration of the study; or (b) any residual value to the institution following completion of the study must be taken into account in determining compensation for the Diagnostica Stago UK Ltd-sponsored study, if the equipment is to be retained by the recipient. For non-Diagnostica Stago UK Ltd sponsored research (e.g. investigator initiated studies) the equipment should be retrieved, sold or loaned to the institution following the end of the study on appropriate agreed terms (in writing) reflecting the objective residual value of the equipment in question.
- 11.1.6 The subject matter and amount of the grant or loan as well as the terms upon which this is to be made available must be appropriately documented in writing and approved in advance by the Group Ethics Committee. The written document must identify the entirety of what is being provided, on what terms and for what purpose.
- 11.1.7 No grants or loans shall be made directly or indirectly to Customers who are individuals.
- 11.1.8 It is not appropriate to retrospectively fund equipment acquired by a Customer in the past.
- 11.1.9 There can be no direct reward or personal advantage gained by Customers who are individuals, or by other healthcare professionals, or by other persons or entities connected with them (e.g. relatives or companies owned by healthcare professionals), in consequence of the grant or loan. The grant or loan should be specifically assessed from this perspective
- 11.1.10 While grants or loans which are designed to enlarge the overall market in a specific therapeutic area are likely to be acceptable, this will not likely be the case where the grants or loans are instead aimed at increasing only Diagnostica Stago UK Ltd's market share, for example where the use of such equipment will



necessitate follow-on purchase exclusively of other Diagnostica Stago UK Ltd products by the healthcare professionals or medical institutions, including by any Customers.

11.1.11 The grant or loan should not generally be of high value equipment / services especially where the use of such equipment will necessitate follow-on purchase exclusively of other Diagnostica Stago UK Ltd products by the healthcare professionals or medical institutions, including by any Customers.

11.1.12 The circumstances (including timing) in which the grant or loan is provided should not suggest (or give the appearance) that the grant or loan has been provided as a reward for past purchasing or tender decisions, or as an inducement in relation to pending or future purchasing / tender decisions.

11.1.13 The grant or loan should not generally be offered, promised or in any way committed to or handled by Diagnostica Stago UK Ltd sales personnel. The grant or loan should instead be handled by the Marketing Department and led by Diagnostica Stago UK's Compliance Officer following the required objective needs-based assessment, carried out by Diagnostica Stago UK Ltd's technical support team. The documented needs-based technical assessment should be recorded on Diagnostica Stago UK's Compliance Officer authorisation file for the grant or loan.

11.1.14 The grant or loan should not be provided in response to requests or hints ("insider tip-offs") received from influential healthcare professionals (or from other Customer or medical institution personnel, such as procurement specialists) which in any way relate (or could appear to relate) to past, present or future purchasing decisions as such hints are likely to be regarded as forming an inappropriate connection between the provision of the grant or loan and purchasing / prescribing decisions by the Customer or other medical institution or its medical or procurement personnel. All such requests or hints should be disclosed by the Diagnostica Stago UK Ltd employees or agents at the very start of the internal authorisation process to Diagnostica Stago UK's Compliance Officer.

## **12 PRODUCT SAMPLES AND DEMONSTRATION PRODUCTS**

12.1 Diagnostica Stago UK Ltd may provide a limited number (per evaluating healthcare professional) of sample IVDs without charge to Customer institutions to permit evaluation of products by Customers who are unfamiliar with the IVD product. No-charge loaned products may also be provided as samples, but in each case only for a reasonable evaluation period and must comply with the rules set out at section 11 above. The samples must be marked as such (e.g., "Free sample" or "not for resale"). Please check in advance with the Group legal department if it is proposed to provide any products which are classed as medicines as samples because provision of sample medicines is subject to different and highly restrictive rules. Records must be kept of the samples provided by Diagnostica Stago UK Ltd.

12.2 Diagnostica Stago UK Ltd may provide demonstration products – both functional and mock-up – without charge to Customers in order to demonstrate the IVD's features and benefits so long as such demonstration products are clearly designated in writing "not



for clinical or commercial use” prior to them being supplied and this is communicated to the Customer institution before the demonstration products are supplied. Please check in advance with the Group legal department if it is proposed to provide any products which are classed as medicines as demonstration products because provision of sample medicines is likely to include demonstration products and is subject to different and highly restrictive rules.

## **13 ENTERTAINMENT AND GIFTS TO CIVIL SERVANTS AND OTHER GOVERNMENT OFFICIALS**

- 13.1 The UK’s Civil Service Code sets out guidelines in relation to dealings with civil servants. Paragraph 6 of the Civil Service Code (mandated by the Constitutional Reform and Governance Act 2010) states that civil servants must not accept gifts or hospitality or receive other benefits from anyone which might reasonably be seen to compromise their personal judgment or integrity. Breach of the Civil Service Code is a breach of employment terms for any civil servant and may give rise to an offence under the Bribery Act.
- 13.2 The rules governing interactions with government officials differ dramatically across not only each level of government, but also between the four UK nations. If you are considering interacting with civil servants or other government officials, you should contact the Group legal department before taking any action.

## **14 PUBLIC PROCUREMENT**

- 14.1 Public procurement is the acquisition, whether under formal contract or not, of works, supplies and services by public bodies. The Public Contracts Regulations 2015 (the “Regulations”) regulate public bodies’ activities in relation to certain public procurements. Diagnostica Stago UK Ltd should be aware of these guidelines at all times when dealing with public bodies. It should be remembered that, if the Regulations apply, public bodies must adhere to necessary procedures and to all aspects of the rules. It is inadvisable for bidders to take steps which could compromise the ability of public bodies to run compliant procedures and which could result in defective outcomes which are subject to legal challenge. Diagnostica Stago UK Ltd employees should at all times be mindful that requesting or seeking any preferential treatment in relation to any procurement is likely to lead to a breach of the Regulations on the part of relevant public bodies and may be an offence under the Bribery Act 2010.
- 14.2 Where procurements by public bodies fall outside of the Regulations, general EU principles of fairness and transparency will still apply, although challenges under such principles are less frequent.

## **15 ANTITRUST**

- 15.1 Diagnostica Stago UK Ltd employees must at all times act in a manner which does not contravene UK Competition Law. The Competition Act 1998 prohibits agreements between undertakings, decisions by associations of undertakings or concerted practices, which may affect trade within the UK and have as their object or effect the prevention, restriction or distortion of competition within the UK. The Act also prohibits the abuse of a dominant market position which has or is capable of having an effect on



trade within the UK. Both prohibitions reflect identical provisions under EU competition law. The following comments focus on the first prohibition (of anti-competitive agreements).

15.2 The Act contains a non-exhaustive list of examples of anti-competitive agreements. These include:

- fixing purchase or selling prices or other trading conditions;
- limiting or controlling production, markets, technical developments or investment;
- sharing markets or sources of supply;
- applying dissimilar conditions to equivalent transactions with other parties, thereby placing them at a competitive disadvantage; and
- making contracts conditional on additional obligations that are not connected with the subject matter of the contract.

15.3 The following are further examples of agreements that could infringe the Act, depending on the particular facts of each case:

- collusive tendering (or "bid-rigging");
- joint buying or selling;
- general information-sharing or bench-marking agreements; and
- specific exchanges of price or other commercially sensitive information.

## 16 BRIBERY

### *Bribery Act*

16.1 Diagnostica Stago UK Ltd employees carrying on any part of STAGO's or Diagnostica Stago UK Ltd's business in the UK must comply with the Bribery Act . Under the Bribery Act, bribing or being bribed can amount to a criminal offence. Note that an offence can be committed even if the act of bribery or being bribed takes place outside of the UK or only if an attempt to bribe is made, i.e. the bribe is unsuccessful. Further detail on what constitutes an offence is set out at Annex [1], at the end of this Code.

16.2 Both Diagnostica Stago UK Ltd as a company and you as an employee could face criminal sanctions (including up to ten years imprisonment for individuals and an unlimited fine for individuals and Diagnostica Stago UK Ltd) if an offence is committed under the Bribery Act. If you are unsure as to whether any proposed activity could amount to an offence of bribery or being bribed, you should speak to the Group legal department immediately.



## **17 DEALING WITH BUSINESS PARTNERS & INTERMEDIARIES**

### **17.1 Dealings with Business Partners**

Diagnostica Stago UK Ltd shall select its business partners (resellers, distributors, suppliers, customers, providers and, generally speaking, all STAGO Group co-contractors, whether these players operate in the public or private sector)(hereinafter referred to as “Business Partners”) carefully and objectively, taking into account their reputation, the quality of their services and their commitment to act in compliance with current regulations and the highest ethical standards, including the STAGO Code of Ethics.

In this regard, Diagnostica Stago UK Ltd Employees shall undertake not to initiate business dealings or enter into a contract with a Business Partner, with the exception of contracts subject to the Public Procurement Code, without:

- first verifying their reputation, skills and activities using the Procedure available on Diagnostica Stago UK Lt’s Intranet site “Pre-verification, selection and dealings with Business Partners”;
- formalising through a written contract the terms and conditions of the business relationship and verifying that this contract includes the clauses listed in the Procedure referred to above.

The “Pre-verification, selection and dealings with Business Partners” Procedure applies exclusively to all of Diagnostica Stago UK Ltd distributors, customers and first-tier suppliers.

Diagnostica Stago UK Ltd employees shall undertake not to make or accept payments made in breach of the “Pre-verification, selection and dealings with Business Partners” Procedure.

The provisions of this article as well as the “Pre-verification, selection and dealings with Business Partners” Procedure do not apply to all contracts regulated by the Public Procurement Code.

### **17.2 Dealings with Intermediaries**

Diagnostica Stago UK Ltd employees shall undertake not to initiate business dealings with an intermediary (sales agents, consultants, brokers, representatives and, generally speaking, all third parties acting as intermediaries in a business transaction on behalf of the STAGO Group)(hereinafter referred to as “Intermediaries”) without first:

- verifying their reputation, skills and activities in accordance with the “Pre-verification, selection and dealings with Intermediaries” Procedure available on STAGO’s Intranet site;
- formalising through a written contract the terms and conditions of the business relationship and verifying that this contract includes the clauses listed in the “Pre-verification, selection and dealings with Intermediaries” Procedure.

Furthermore, Diagnostica Stago UK Ltd employees shall undertake not to make or accept payments made in breach of the “Pre-verification, selection and dealings with Intermediaries” Procedure.



## 18 DATA PROTECTION AND PRIVACY

- 18.1 Diagnostica Stago UK Ltd is required to abide by the rules of the Data Protection Act 1998 and applicable associated privacy, medical or general confidentiality rules, which apply to any activity of Diagnostica Stago UK Ltd or its representatives involving information relating to an identified or identifiable natural person ("Personal Data"). This can include patient information but also information relating to Diagnostica Stago UK Ltd employees, contractors, agents, distributors, and any other persons.
- 18.2 Full details of the rules that apply can be found in the Diagnostica Stago UK Ltd Data Protection Policy. All Diagnostica Stago UK Ltd employees, agents and business contractors, must comply with the applicable Diagnostica Stago UK Ltd Data Protection Policy when dealing in any way with any Personal Data.
- 18.3 The rules in the Data Protection Act, and medical confidentiality rules in particular, are particularly strict in relation to certain types of Personal Data, including information relating to a person's health, such as any type of patient information. This is considered to be Sensitive Personal Data for the purposes of The Data Protection Act.
- 18.4 Some examples of when Diagnostica Stago UK Ltd representatives are likely to come into contact with patient information may include when setting up or conducting clinical studies or providing product technical support.
- 18.5 All Diagnostica Stago UK Ltd employees, agents and business contractors must limit their access to and use of patient information to the minimum that is strictly necessary to fulfil their employment or contract duties.
- 18.6 Where patient information is unavoidably accessed, it must be kept securely, strictly confidential and not communicated, filed or disclosed any further, unless storage or disclosure to someone else is required by law or the patient or another authorised person has provided explicit consent to the disclosure in question. [All disclosures of Personal Data must be made in accordance with the applicable Diagnostica Stago UK Ltd Data Protection Policy.]
- 18.7 If you are in doubt about whether a disclosure of Personal Data ought to be made, [or are uncertain about the contents of the Diagnostica Stago UK Ltd Data Protection Policy], you should contact the legal department before taking any further action.

## 19. WHISTLEBLOWING MECHANISM

- 19.1 **About this policy** – STAGO is committed to conducting our business with honesty and integrity and free from corruption. We expect all employees, officers, consultants, contractors and workers to maintain high standards. Any suspected wrongdoing should be reported as soon as possible.
- 19.2 **What is whistleblowing?** – Whistleblowing is the reporting of suspected wrongdoing or dangers in relation to STAGO's activities. This includes corruption, bribery, fraud or other criminal activity, miscarriages of justice, health and safety risks, damage to the environment and any breach of legal or professional obligations.



- 19.3 **How to raise a whistleblowing concern** – STAGO staff members should raise any concerns with their direct or indirect manager. However, if a staff member would prefer not to raise their concerns with their manager for any reason, they should contact the Compliance Officer using the designated email [compliance@uk.stago.com](mailto:compliance@uk.stago.com) or a member of the STAGO Group Ethics Committee using the designated email [ethics@stago.com](mailto:ethics@stago.com).

The Compliance Officer is: Andrew Jones.

The applicable members of the Group Ethics Committee for UK whistleblowing concerns are:

- Patrick Monnot, Acting Vice-Chairman
- Fabienne Clarac, Group General Counsel
- Antoine Coulot, Group Chief Financial Officer

Alternatively, staff members may raise a whistleblowing concern in writing and post it to one of the following address:

- Andrew Jones, Compliance Officer

2 Theale Lakes Business Park  
Moulden Way  
Sulhamstead, Theale, Berks  
RG7 4GB  
United Kingdom

OR

- STAGO Group Ethics Committee

3 Allée Thérèse  
92665 Asnières sur Seine  
France

To the extent possible, a whistleblowing concern raised should consist of the following information:

- Name of the person or persons involved and, if possible, where they work;
- Description of the wrongdoing, breach or incident in question, including the date, place and means used;
- Name of any witnesses who may be useful to the internal investigation; and
- Where applicable, a description of any alleged breach of the STAGO Code of Business Ethics.



A staff member who has made a whistleblowing report should also provide their contact details.

Once a member of staff has raised a whistleblowing concern, a member of STAGO management will arrange a meeting with the relevant staff member to discuss their concern. The relevant staff member may bring a colleague or union representative to any meetings under this whistleblowing mechanism. The chosen companion must respect the confidentiality of the disclosure and any subsequent investigation.

- 19.4 **Internal investigations** – Only members of the Group Ethics Committee are authorised to conduct an internal investigation into an alleged or potential whistleblowing concern. They may seek legal assistance.

The Group Ethics Committee should as soon as possible inform the relevant staff member who has filed the whistleblowing report that their report has been received and provide an indication of the relevant timescales necessary to investigate the whistleblowing report.

The person who has filed the whistleblowing report will also be informed of the actions taken as a result of their report.

Each concern raised will result in a preliminary assessment that is dealt with confidentially by the Group Ethics Committee in order to determine, prior to any investigation, whether it falls within the scope of the whistleblowing mechanism reporting procedure.

This internal investigation shall be conducted in full compliance with applicable legislation. STAGO shall, where possible, ensure that the information collected is sufficient, relevant and not excessive in relation to the purposes for which it is collected.

All STAGO staff members are required to fully cooperate with any internal investigation carried out as part of this whistleblowing mechanism. This includes cooperation during an interview by being honest and keeping all information and documents needed for the internal investigation confidential.

Staff members who raise a whistleblowing concern will be informed of the outcome of their disclosure once an internal investigation has been completed, together with notice of any relevant action taken (to the extent legally permitted and not in breach of any duty of confidentiality to any other party).

- 19.5 **Confidentiality** – STAGO hopes that staff will feel able to voice whistleblowing concerns openly in accordance with this whistleblowing mechanism. Completely anonymous disclosures are difficult to investigate. If a staff member would prefer to raise a concern confidentially, STAGO will make every effort to keep that staff member's identity secret and only reveal it where necessary to those involved in investigating the relevant concern.

- 19.6 **Protection and support for whistleblowers** - STAGO aims to encourage openness and will support whistleblowers who raise genuine concerns under this whistleblowing mechanism, even if those concerns turn out to be mistaken.



Whistleblowers must not suffer any detrimental treatment as a result of raising a genuine concern. If a staff member believes they have suffered any such treatment, they should inform the Compliance Officer or a member of the Group Ethics Committee immediately.

No staff member should threaten or retaliate against whistleblowers in any way. If a staff member is involved in any such conduct they may be subject to disciplinary action or, where not an employee, termination of their contract.

If STAGO concludes that a whistleblower has made false allegations maliciously or with a view to personal gain, that staff member may also be subject to disciplinary action or, where not an employee, termination of their contract.

## **20. ACKNOWLEDGEMENT OF EMPLOYEE RESPONSIBILITIES**

- 20.1 On commencement of employment with STAGO, each employee shall receive a copy of the Group Code of Ethics and the UK Supplement to the Group Code of Ethics. UK employees are required to acknowledge receipt of these documents and their understanding of the contents of these documents in the form set out at Annex 2.

## **21. SANCTIONS AND DISCIPLINARY ACTION**

- 21.1 STAGO UK employees who breach the Code of Ethics or UK Supplement to the Code of Ethics may be subject to disciplinary action. A copy of the STAGO UK Disciplinary Policy can be obtained from the UK Human Resources department.
- 21.2 Employees may also be subject to civil or criminal sanctions where the misconduct involved constitutes a civil or criminal offence.

The Group Code of Ethics and the UK Code of Ethics combined form an inseparable set referred to as the Code of Ethics and will come into force on December 1, 2017.



## ANNEX 1

**United Kingdom Bribery Act 2010** - Any STAGO company or its employees, distributors and/or agents (including but not limited to consultants) carrying on any part of STAGO's business in the United Kingdom (UK) also need to abide by the rules of the UK's anti-bribery legislation, in particular the Bribery Act 2010. The Bribery Act BA is potentially applicable to all companies within the STAGO group of companies, which are carrying out any part of their business in the UK, even if the act of bribery does not occur in the UK.

The Bribery Act consists of two four major parts:

- Prohibition of bribing;
- Prohibition of or being bribed,; including
- Prohibition of bribing any foreign public official (i.e. a public official outside the UK); and
- Failure of a commercial organisation (whicch would include any part of STAGO's business) to prevent bribery - the Corporate Offence..
- Requirement to maintain adequate procedures to prevent bribery occurring on behalf of STAGO.

Bribery is the offering, promising or giving, or requesting or accepting any advantage (financial or otherwise) to induce or reward behaviour that is illegal, unethical or a breach of duty in the conduct of STAGO's business

The general anti-bribery legislation and the Bribery Act prohibits STAGO either 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 favour to STAGO or to show disfavour 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 behaviour.

It does not matter whether the bribe is:

- Given or received directly or through a third party;
- Actually paid/received; or
- For the benefit of the recipient or some other person.

Under UK law, the Bribery Act's Corporate Offence, STAGO is could also be 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 paragraphabove. This prohibition also applies to situations where the item of value is not provided direct 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.

Alternatively and independently, STAGO could be directly liable for the bribery offence of offering/paying a bribe if it is committed by the "directing mind and will" of the business (essentially the board of STAGO, or autonomous senior management with authority to bind STAGO) for the purpose of the actions in question.



The UK anti-bribery legislation and the Bribery Act are actively enforced and individuals and corporates are very often the target for prosecution by the UK authorities. For example in the medical devices industry, John Dougall, a former Vice President of DePuy International Ltd in the UK, was convicted and sentenced to 12 months imprisonment for conspiring to corrupt Greek doctors by paying local Greek agents to give a series of sweeteners to doctors and medical officers in Greece to secure supply deals with Greek hospitals. The sweeteners were frequently disguised as “Prof Ed” sponsorship arrangements with doctors which the trial judge referred to as “vanity meetings”. Mr Dougall was convicted even though he had never received any personal gain as a result of the bribes, not even a bonus linked to Greek sales

The UK anti-bribery law and the Bribery Act are applicable to UK partnerships, companies and citizens. The Bribery Act applies to Diagnostica Stago UK Ltd and is also **potentially applicable to all companies within the STAGO group of companies which are carrying out any part of their business in the UK, even if the act of bribery does not occur in the UK.** 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, both within the UK and anywhere else in the world. Anything of value or any advantage that is provided to relevant officials or to employees or agents must be in full compliance with the law and this Code. Because of the extra-territorial application of the Bribery Act interactions between non-UK STAGO companies and UK customers should be subject to prior written approval by [the General Counsel legal team].

## FURTHER INFORMATION ABOUT THE BRIBERY ACT 2010

### ***General offence of bribery***

1. Under section 1 of the Bribery Act 2010, a person (P) is guilty of a general bribery offence where they offer, promise or give “***a financial or other advantage***” to another person in either of two cases:
  - Case one: P intends the advantage to bring about an improper performance of a “***relevant function or an activity***” by another person or to reward such improper performance. It does not matter whether the person to whom the advantage is offered, promised or given is the same person as the person who is to perform, or has performed, the function or activity concerned; and
  - Case two: P knows or believes that the acceptance of the advantage offered, promised or given, in itself constitutes the improper performance of a relevant function or activity.
2. In either case, the advantage can be offered, promised or given by P himself or through someone else.
3. “***Financial or other advantage***” is not defined in the Bribery Act and is therefore subject to interpretation by the courts but could include anything of value, whether cash, cash equivalents, favourable treatment or even just information.
4. “***Relevant function or activity***” is defined as:



- All functions of a public nature e.g. NHS functions or government official functions;
  - All activities connected with a business (which includes a trade or profession) – This means the Bribery Act catches private sector interactions, e.g. with employees of other companies such as suppliers;
  - Any activity performed in the course of a person's employment (whether public or private sector); and
  - Any activity performed by or on behalf of a body of persons (whether corporate or unincorporated).
5. A function or activity is a relevant function or activity **even it has no connection with the UK or is performed in a country or territory outside the UK**. There must be an expectation that the functions are carried out in good faith or impartially or the person performing them is in a position of trust. The expectation is that of the reasonable person in the UK, not the expectation of people anywhere else in the world, for example in the country where the improper conduct occurs.
6. Relevant officials, employees or agents in this context are likely to include (but not be limited to) physicians and hospital or laboratory personnel (e.g. nurses, doctors, 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, both within the UK and anywhere else in the world.
7. Healthcare professionals are likely to be subject to professional codes of conduct requiring them to act in good faith, impartially, not to abuse patient or carer trust and to act at all times with integrity. Any conduct by any Diagnostica Stago UK Ltd employee which is designed to encourage healthcare professionals to act in breach of those requirements is likely to be a potential offence.

#### ***General offence of being bribed***

8. The recipient or potential recipient of the bribe (R) is guilty of an offence if R requests, agrees to receive or accepts a financial or other advantage, and:
- R **intends** that a relevant function or activity will be performed improperly as a consequence. It does not matter if the improper performance is by R or by another person; or
  - the request, agreement or acceptance **itself** amounts to the improper performance by R of a relevant function or activity. It does not matter whether R knows or believes that the performance of the function or activity is improper; or
  - this is a **reward** for the improper performance of a relevant function or activity. It does not matter if the improper performance is by R or by another person, and whether R knows or believes that the performance of the function or activity is improper.



9. R also commits an offence if **in anticipation of or in consequence of** R requesting, agreeing to receive or accepting a financial or other advantage, a relevant function or activity is improperly performed by R (or another person, where R requests, assents to or acquiesces in it). It does not matter whether R knows or believes that the performance of the function is improper. Where the function or activity is performed by another person, it is immaterial whether that person knew or believed that the performance of the function or activity is improper.
10. In all these cases it does not matter whether it is R, or someone else through whom R acts, who requests, agrees to receive or accepts the advantage. In addition, the advantage can be for the benefit of R or another person.

#### ***Bribery of foreign public officials***

11. It is also an offence to bribe a foreign public official i.e. an official outside of the UK. This includes government officials and those working for international organisations. A person (P) is guilty of this offence if his **intention** is to influence the official in the official's capacity as a foreign public official. The offence does not cover accepting bribes, only offering, promising or giving bribes.
12. The offence has two elements:
  - Conduct element: P commits the offence if and only if, directly or through a third party, P offers, promises or gives any financial or other advantage to the foreign public official (F) or to another person at F's request or with F's assent or acquiescence and F is neither permitted nor required by the relevant law applicable to F to be influenced by such an offer, promise or gift. It does not matter whether the offer, promise or gift is made directly to the official or through a third party.
  - Fault element: P must intend to influence F in the performance of F's functions as a public official, including any failure to exercise those functions and any use of his position, even if he does not have authority to use the position in that way. P must also intend to obtain or retain business or an advantage in the conduct of business, which includes what is done in the course of a trade or profession.
13. The test for bribing a foreign public official is different to the test for general bribery because in order to bribe a foreign public official it is only necessary **to intend to influence** the official in order to obtain/retain business advantage.

#### ***Liability of Diagnostica Stago UK Ltd and senior officers***

14. Diagnostica Stago UK Ltd and individual employees may be directly liable for offences under the Bribery Act. This includes personal criminal convictions for employees or other representatives engaged in bribery.
15. Diagnostica Stago UK Ltd will itself be guilty of an offence if **a person associated** with them bribes another person, intending to obtain or retain business or a business advantage for Diagnostica Stago UK Ltd. **The offence can be committed in the UK or overseas.** Diagnostica Stago UK Ltd will only have a defence if it can show that it had in place adequate procedures designed to prevent bribery.



16. A person (A) is associated with Diagnostica Stago UK Ltd if (disregarding any bribe under consideration), A is a person who performs services for or on behalf of Diagnostica Stago UK Ltd. It does not matter in what capacity A performs services for or on behalf of Diagnostica Stago UK Ltd, so A may be Diagnostica Stago UK Ltd's employee, agent or subsidiary. If A is an employee, it will be presumed (unless the contrary is shown) that A is a person who performs services for or on behalf of Diagnostica Stago UK Ltd.
17. If an offence is proved to have been committed with the consent or connivance of a senior officer of Diagnostica Stago UK Ltd, the senior officer (as well as Diagnostica Stago UK Ltd) is guilty of the offence. "Senior officer" is defined widely and includes not only directors but senior managers and the company secretary.

### ***Penalties***

18. An individual guilty of an offence is liable:
  - On summary conviction, to imprisonment for a maximum term of 12 months (six months in Northern Ireland), or to an unlimited fine, or to both.
  - On conviction on indictment, to imprisonment for a maximum term of ten years, or to an unlimited fine, or both.
19. Any other person (for example, Diagnostica Stago UK Ltd a company) guilty of an offence is liable:
  - On summary conviction, to an unlimited fine.
  - On conviction on indictment, to an unlimited fine.
20. Additional potential penalties for Diagnostica Stago UK Ltd as a company as a conviction for a bribery offence would likely result in disqualification from participation in public procurements (tendering).



## ANNEX 2 CODE OF ETHICS CERTIFICATION

All employees must sign this certificate when commencing employment with any STAGO group company and when the Code of Ethics undergoes substantial changes.

STAGO adheres to the highest standards of integrity. This means that STAGO shall undertake to conduct business ethically and by adhering to all applicable laws.

All employees must understand that all misconduct can be damaging to STAGO's reputation and can have adverse implications for both the company, the STAGO Group, and the people involved.

STAGO encourages conduct that is ethical and in keeping with all applicable laws and expects their employees to adhere to the highest ethical standards.

I, **[name]**, hereby certify and acknowledge that:

- 1) I have received and read the Group Code of Ethics and the UK Supplement to the Code of Ethics.
- 2) I fully understand my obligations to adhere to the Code of Ethics and the UK Supplement to the Code of Ethics.
- 3) I understand that all employees are encouraged to report all breaches of the Code of Ethics, the UK Supplement to the Code of Ethics, or applicable laws, either to their manager, the Compliance Officer or the Group Ethics Committee.
- 4) I am aware that any breach of the Code of Ethics or the UK Supplement to the Code of Ethics may result in disciplinary action being taken. Depending on the misconduct or unlawful action(s) involved, I also understand that these may result in criminal or civil sanctions for the person(s) involved.

\_\_\_\_\_  
NAME

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date