



ergéa

enabling
healthcare
potential

CODE OF ETHICS

V 1.0

ERGÉA GROUP

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WHY WE NEED A CODE OF ETHICS AND CONDUCT

We want to demonstrate our expectations of acceptable behaviour and promote adherence to our values to our employees, our business partners and stakeholders.

Ergéa is a large organisation operating across several countries, in a sensitive and customer-focused market sphere, in which we help guarantee the fundamental right of every human being; that of the right to health. We must all act with ethical conviction.

Because we always want to do the right thing and we know that the lives of many depend on us.

Because we act with moral integrity in everything we do and are guided in making the best decisions by our values.

And because we know that only ethical decisions increase the conviction and responsibility that drive us to do more and more of what is important, to our company and to the community.

OUR VALUES

Health is an essential asset for social, economic and personal development, and is fundamental for maintaining quality of life. Our Values and guiding principles are the "glue" of this Code for directors, employees, business partners of the Ergéa Group and for our subsidiaries. We summarise our Values below:

1. CARE

True care for individuals, whether they are patients, health care professionals, business partners or colleagues, is at the heart of our decisions.

2. COLLABORATION

Our business is built on partnership with clients and suppliers and collaboration between colleagues, teams and affiliates.

3. CURIOSITY

Listening, learning and exploring new perspectives and approaches help us produce creative ideas, improved processes and better outcomes.

4. CAUTION

Risk awareness and careful preparation before making decisions or taking actions is how we maintain the trust of our stakeholders.

Those of us in a position of leadership must set an example to our teams and other staff and live our *Values*, demonstrating awareness of being a responsible and ethical role model for everyone around them.

WHO THIS CODE APPLIES TO

This Code applies to all employees and Third Parties in all Companies of the Group.

Its rules and standards of conduct are addressed to directors, employees, external partners and all those who, directly or indirectly, permanently or temporarily, establish relationships or relations with the Companies within which they operate, in order to pursue their objectives.

Ergéa Group Companies must reject or suspend relationships with any Third Party entity, be they a supplier, business partner, or customer, that operates in conflict with the principles set out in this Code.

Each Company of the Group is committed to dissemination of this Code, to ensuring the correct interpretation of its contents, to providing tools that promote its knowledge and application, and to verify and monitor the application of the Code, including through sanctions if any violation is detected. Ergéa expects managers to communicate our expectations at every available opportunity.

CORPORATE GOVERNANCE AND INTERNAL CONTROL

Ergea supports its shareholders through informed and responsible decision-making in all elements of its business operations. We promote completeness of information and protection of shareholders' interests. Our Corporate Governance complies with the provisions of best practices and is mainly aimed at:

- ensuring competent operation of our projects
- monitoring business risks through conscious management
- achieving maximum transparency towards the company's stakeholders
- responding to the legitimate expectations of shareholders
- avoiding any type of transaction to the detriment of creditors and other stakeholders

Each Group company keeps detailed accounting records of each transaction carried out. These accounting records must comply with the applicable accounting standards and must reflect in a true, fair, complete and transparent manner the facts underlying each transaction.

Every employee is a responsible custodian of the company assets (tangible and intangible) that are instrumental to the activity carried out. No employee may misuse the Group's assets and resources or allow others to do so.

The term "internal control" refers to rules and mechanisms which ensure compliance with applicable National or International laws and with Company procedures for the protection of assets, the effective and efficient management of activities and the transparency, completeness and correctness of accounting and financial data.

The Governance system aims to guarantee an adequate level of independence and autonomy to the control functions and the bodies and organisations in charge.

Ergéa Group encourages dissemination at all levels of a culture of internal control and awareness of business risks, believing that only the contribution of each employee and partner can improve business efficiency and create value.

DOES THE CODE HAVE LEGAL VALUE?

Yes, this Code has legal effects. Recipients are required to:

- refrain from any conduct which may conflict with the rules contained in this Code
- contact their line manager, or the people detailed at the end of this policy for clarification or interpretation of this Code's provisions or their application
- inform any business partners of the existence of this Code and the commitments and obligations it imposes on external parties
- demand compliance with the obligations that directly affect their activity

COMPLIANCE WITH LAWS AND REGULATIONS

Ergéa operates and pursues its objectives in full compliance with all the applicable laws and regulations. We value the principles of legality, loyalty, fairness, diligence, honesty, impartiality, good faith and transparency. All staff are required to have an awareness of applicable national and local laws in force, pertaining to their duties to the extent applicable to their work and to behave in respect of these.

Ergéa's aims or interests can never be pursued or achieved by violating laws and regulations in force or by engaging in behaviour that is not in line with this Code. Ergéa will not be complacent and will not tolerate non-compliance with the law, even if implemented for the benefit of Ergéa itself.

Failure to comply with our Code can harm Ergéa, colleagues, patients, customers, communities, business partners and investors. Violation of this Code or our supporting policies may result in disciplinary action up to and including termination of employment.

ERGÉA PROTECTS THOSE WHO REPORT VIOLATIONS OF THIS CODE

Ergéa requires the immediate reporting of any behaviours that warrant concern of any nature relating to our staff or to Third Party organisations which are in violation of this Code or applicable National laws or regulations. Our Whistleblower Policy guarantees confidentiality of the person(s) making any such report so that they are not subjected to any form of retaliation. See the Whistleblower policy for further details.

This Code covers a range of situations for which Ergéa employees or business partners are required to inform the Company; raising the matter with their line manager, or the people listed at the end of this policy.

If requested, staff shall cooperate with the internal investigation team or with any external Body charged with verifying possible violations.

Anyone reporting violations of this Code or, in any case, company offences, must be assured, at all levels, of the protection of their identity.

Violation of this obligation, when the report relates to the rules of this Code, may have serious disciplinary consequences.

Ergéa Group pursues with the same severity unfounded reports or vexatious reports made in bad faith for the sole purpose of harming colleagues, employees, superiors or competitors.

Any retaliatory act against the reporter, a facilitator or anyone who cooperates in the process of verifying an unlawful act also constitutes a serious violation.

If a violation of this Code or its principles is ascertained, the Companies of the Group, in compliance with applicable regulations, shall adopt disciplinary measures or legal or contractual initiatives, commensurate with the seriousness of the fact, up to and including termination of the relationship and any further legal action necessary to protect the interests of the Group, its shareholders and third parties.

DIVERSITY IS A VALUE

Ergéa also expresses its international vocation through a profound respect for diversity and a commitment against all forms of discrimination based on age, gender, sexual orientation, health, race, nationality, political opinions and religious beliefs.

Ergéa's commitment is not only to fight discrimination, but to spread the value of diversity as an opportunity for personal, before professional, enrichment. For us, the only criterion for career advancement is merit.

Strict impartiality is demanded of all employees and collaborators at all levels and in all decisions that affect relations with stakeholders.

THE VALUE OF THE INDIVIDUAL

Our employees are our most valuable asset.

Ergéa guarantees respect for their psychological and physical well-being and protection against any form of discrimination, paying close attention to working conditions and respect for individual dignity. Ergéa guarantees these same conditions to employees of Third Party Companies who operate within its scope or as subcontractors or sub-suppliers.

Requests or threats aimed at inducing people to act against National or International Law, against the principles of this Code or against Company rules and regulations, are pursued with any legal means available. Any instruction or order which clearly constitutes a criminal offence must be disregarded and reported promptly.

ENVIRONMENTAL PROTECTION AND SUSTAINABLE DEVELOPMENT

Ergéa Group operates with full respect for the environment, according to the principles of sustainable development.

In addition to complying with the regulations laid down by the laws of the various countries in which it operates to protect the environment, Ergéa Group is committed to programmes for the gradual reduction of emissions, monitoring their objectives and results.

Each choice is implemented to ensure compatibility between the pursuit of economic and financial objectives and environmental sustainability objectives, including through forms of circular economy.

Our Environment and Sustainability Policy emphasises Ergéa's commitment to compliance with legal requirements, to continuous improvement in reducing emissions and to appropriate internal and external communication. The Policy considers significant environmental Aspects and Impacts, identified through an initial environmental analysis and subsequent assessments, and is periodically reviewed.

The Objectives and Commitments associated with the Policy take into account the human and financial resources actually available and are communicated to all staff and business partners concerned.

SAFETY AND WELL-BEING OF WORKERS

For Ergéa Group and its Companies, our employees are central to the growth of value. Ergéa takes every measure to ensure that staff work in a safe, comfortable and healthy environment.

Group Companies comply with relevant Health & Safety regulations of their respective countries and with policies issued by Ergéa Group or individual Companies. Ergéa Group Companies routinely monitor the risk of injuries and investigate all incidents with the goal of maintaining a positive safety culture.

Ergéa encourages all staff to highlight any safety-related concerns through their line manager or direct to their Health & Safety team.

PREVENTION OF CORRUPTION

Ergéa pursues a policy of zero tolerance towards any act of corruption, both active and passive, observing and requiring strict compliance with rules and regulations designed to

prevent corrupt acts, in the various countries in which we operate, by all employees and directors and by business partners.

Ergéa Group expects that all Companies and their employees operate in such a way as to prevent and not be involved in any form of corruption, both in their relations with Public Bodies and Authorities and in relations with business partners.

Further details are outlined in the Anti-bribery Policy.

Employees, directors, suppliers and other business partners must not:

- offer, promise, donate, pay or authorise others to pay, directly or indirectly, sums of money or benefits of any kind to public or private entities or their members
- accept or authorise someone to accept, or solicit, directly or indirectly, the offer, promise of a payment, economic advantage or other benefit from a Public or Private Body or from their members
- induce, in exchange for a reward, the counterparty to perform their function, private or public, in a non-independent manner in favour of a company of the Group
- influence the decision or the omission of an act in favour of a Group Company
- obtain or secure an unfair or unreasonable advantage for a Group Company
- receive or obtain money or other benefit, for themselves or others, failing in return to perform or carry out an activity or choice of their duties towards the Ergéa Group in violation of their duty to loyalty.

RELATIONS WITH PUBLIC BODIES AND AUTHORITIES

Relations between Ergéa Group Companies and Public Bodies and Authorities are based on the principles of fairness, transparency and cooperation. Ergéa expressly prohibits any kind of behaviour of a collusive nature or that could be perceived as such.

Commitments can only be entered into with the Public Administration by the functions in charge and endowed with appropriate powers.

Any employee who directly or indirectly receives offers of benefits from public officials, public servants or employees of a Public Administration or Public Body in their respective country, is required to immediately report this to their line manager, and to the Ergéa group Head of Legal. Gifts of a purely symbolic nature or other forms of simple courtesy are excluded.

All dealings with State or international institutions are carried out exclusively under the control of procurement regulations or to respond to requests or acts of inspection or to make known the Group's position on relevant issues.

Governments, Institutions and Public Bodies frequently communicate with staff at various levels within Ergéa Group companies, this calls for transparent, professional conduct and,

above all, compliance with the applicable laws and regulations set out in the Group's rules of conduct and internal procedures.

In institutional relations it is permissible to represent Ergéa's requirements and needs, even in informal gatherings, while always maintaining a moderate, transparent and impartial approach and without in any way promoting influential relationships to obtain greater credit or undue advantage.

SHAREHOLDERS, STAKEHOLDERS, MARKET

The Group's primary objective is to create value for its shareholders and stakeholders by pursuing a strategy capable of guaranteeing satisfactory economic results over time. Ergéa and all its subsidiaries are committed to creating the conditions for shareholders to participate in strategic decisions, promoting information symmetry to protect their interests and legitimate expectations.

RELATIONS WITH SUPPLIERS

Relations with suppliers are based on the pursuit of maximum competitive advantage, the granting of equal opportunities for those involved, fairness and impartiality and the prevention of illegal conduct.

Ergéa requires its suppliers, employees, consultants, and their partners to comply with the principles of conduct referred to in this Code, believing this to be of fundamental importance for the establishment and continuation of a lasting business relationship and partnership.

The determination of purchasing conditions shall be based on an objective assessment of quality, price and ability to provide and guarantee goods and services of an adequate standard.

In the context of selection, which is carried out in a clear and non-discriminatory manner, the Group uses criteria linked to the objective competitiveness of the services and products offered and their quality, following a series of control steps aimed at preventing corruption and conflicts of interest. Implementation of a contract with a supplier and management of that relationship must always be based on transparent relationships.

Procedures are in place to ensure:

- adequate traceability of the choices made
- that information, along with official selection and contractual documents, are retained for the periods stipulated by local regulations

DONATIONS

Except for justified exceptions and for causes of high social value, Ergéa Group does not make or allow donations. In any case, these are prohibited if they are solicited, directly or indirectly, by representatives of Institutions, Public Bodies or private organisations.

With the exception of derogations related to ceremonial rules of Governments and Senior State Institutions, for any business relationship with consultants, intermediaries, suppliers and other third parties, courtesy gifts or representation costs are allowed, according to local customs and specific Group policies, with a purely promotional and symbolic meaning.

No gifts, favours or advantages of any nature or value are allowed, either directly or indirectly, with the aim of influencing the decisions of Public Officials at any level, or to obtain from them more favourable treatment for Ergéa Group or Companies of the Group, for themselves or for others, as well as to pursue any other illegal or illicit purpose.

This prohibition applies even if the purposes are purely personal.

When a Group employee or partner is offered a gift or special treatment or is asked to provide a gift or special treatment, which cannot be qualified as a normal courtesy, they must immediately report it to their line manager, using standard communication channels, and follow the process outlined in specific Group or National policies and procedures.

HOSPITALITY

All forms of hospitality to institutional speakers at corporate events are provided according to rules that do not undermine the independence of the choices of public bodies. Hospitality is only acceptable if there is a clear and valid business reason for it, and if it complies with applicable laws as well as Group and counterparty policies.

In all cases, costs must be reasonable and in accordance with laws, regulations and specific policies.

Addresses as speakers/testimonials from the institutional world or at the invitation of clients/suppliers:

- cannot be remunerated, and
- any subsistence expenses must be related to the time strictly necessary.

CONFLICT OF INTEREST AND OBLIGATION TO ABSTAIN

Impartiality means combating any situation of potential conflict of interest.

Ergéa requires all employees and partners to declare, without delay, to their line manager or Group point of contact, any situation or activity in which they may have interests that conflict with those of the Group (or where such interests are carried by close relatives).

Unless otherwise authorised following such communication, the person concerned shall refrain from carrying out any transaction or taking any decision in a situation of conflict of interest.

Specific rules are laid down for directors and executives with strategic responsibilities and their close relatives in transactions between related parties.

CONFIDENTIALITY AND DATA PROTECTION

Ergéa Group adopts appropriate measures and procedures to ensure the confidentiality of its information assets and compliance with regulations on the processing and protection of personal data.

In addition to respecting the data of employees, partners and suppliers, Ergéa routinely reminds staff of the sensitivity and ethical value of the activities that the Group carries out for public and private healthcare facilities and of the need to protect patients' health data when the need for their processing arises.

Their respect and security is a primary value for Ergéa.

Ergéa guarantees strict procedures for the processing of such data, and compliance not only with EU legislation and the legislation of the countries in which it operates, but also with all the provisions of the respective Supervisory Authorities.

SAFEGUARDING COMPETITION

Ergéa Group respects and demands respect for competition, in the consciousness that fair and equitable competition is a fundamental element for the development of the company and the market.

Any attempt to obtain improper information on tenders will be prosecuted in accordance with the regulations in force.

This respect for the rules governing competition and fair competition in the market is also demanded from business partners and suppliers through specific contractual clauses.

FISCAL AND TAX CORRECTNESS AND TRANSPARENCY

Ergéa Group pursues the objective of high standards of tax compliance, taxation and contributions. This objective is also ensured through cooperation with local tax authorities and adoption of local specific compliance models.

The adoption of arm's length principle and transparent and documented transfer pricing policies are a central element in the prevention of tax risk. All companies are required to adopt

a cooperative approach towards the Tax and Customs Authorities of their respective countries.

Customs operations are always entrusted to the main players in the sector, to ensure maximum compliance with the relevant regulations. The direct and indirect processes from which the amount of tax revenue is derived are strictly controlled, to reduce the risk of error.

SOCIAL MEDIA

We expect our employees to engage in responsible behaviour and maintain a safe and positive community in social media:

1. PROFESSIONALISM

Employees should maintain a professional tone and demeanour on social media. They should not make inflammatory or derogatory remarks about colleagues, customers, or Ergéa.

2. CONFIDENTIALITY

Employees should not disclose confidential information about Ergéa or its customers on social media.

3. RESPECT FOR OTHERS

Employees should respect the opinions and beliefs of others on social media. They should never make discriminatory remarks based on a person's race, gender, sexual orientation, religion, or any other personal characteristic.

4. SHARING PERSONAL OPINIONS

Employees should not share their personal views or opinions as those of Ergéa on social media.

5. SHARING INFORMATION AND ADVICE

Employees should not share false or misleading information or rumours and should correct any inaccuracies they become aware of.

6. REPORTING OF ISSUES

Employees should report any issues or concerns related to social media use to their supervisor or send an anonymous message through our whistleblowing procedure.

WHO TO CONTACT

Staff may not wish to raise a concern with their immediate line manager, or a manager in their immediate organisation structure. In this case, or in the event of the need to highlight a serious concern staff should contact the Compliance and Governance management representative in their geographical region, or the Group Head of Legal.

Staff may use compliance@ergeagroup.com to raise a concern impartially, which will be treated in strict confidence

APPROVAL OF AND AMENDMENTS TO THE CODE

This Code is approved by the Board of Directors of Ergea Sarl and is implemented by the Boards of each Company of the Group.

Any variation and/or integration of this Code must be approved by the same bodies and promptly circulated to the recipients.