

## 1. Purpose

Our Code of Conduct defines the values and standards by which Affidea conducts business. It is designed to provide Affidea's partners and employees/contractors with a clear understanding of the standards of conduct that pertain to our respective roles in the firm; the Code of Conduct is intended to be a road map to help guide our actions and behaviors at Affidea.

The nature of this Code is not meant to cover all possible situations that may occur. It is designed to provide a frame of reference against which to measure any activities. The Code of Conduct is complemented by other Affidea policies (see section 6) which go into more specific details of various topics. Employees/Contractors should seek guidance when they are in doubt about the proper course of action in a given situation, as it is the ultimate responsibility of each employee/contractor to "do the right thing", a responsibility that cannot be delegated.

## 2. Scope

This Code of Conduct applies to all employees, legal entities and business units belonging to the Affidea Group. This Code of Conduct also applies to those individuals who are bound, directly or indirectly, to Affidea through a consultancy or service agreement and who perform services in the name of Affidea or anyhow represent Affidea towards third parties in general and patients in particular. For the purpose of this Code of Conduct, those individuals are referred to as "contractor(s)".

This document should be read in conjunction with related Affidea Group policies, including policies [P-LC-003 -Anti-Bribery](#), [P-LC-004 - Gifts and Hospitality](#), [P-LC-005 - Conflict of Interest](#) and [P-LC-006 - Whistle Blowing](#). In the event of a discrepancy between this Code of Conduct and such policies, the more restrictive requirements will apply.

This is a mandatory document that must be translated for each country, under the responsibility of the Local Quality Manager and Local Top Management.

## 3. Definitions

**Affidea Group**                      The group of companies directly or indirectly controlled by Affidea Group BV.

## 4. Policies

### 4.1 INTRODUCTION AND OVERVIEW

#### 4.1.1 INTRODUCTION AND GENERAL STATEMENT OF POLICY

##### **We do the right thing**

As Affidea employees/contractors, we are committed to the highest ethical standards in every aspect of our business operations. Exceptional performance and ethical behavior are intertwined. To succeed on the global stage, we must build our brand reputation with integrity. It is what has defined us in the past and continues to define us today.

As responsible employees/contractors, we must all be accountable not only for results, but also for the way in which the results are achieved. We must comply with this Code of Conduct (the "**Code**") as well as all applicable laws and

regulations everywhere that we do business. It takes a commitment to high standards from each one of us to ensure sustainable success.

#### 4.1.2 RULES OF CONDUCT

##### 4.1.2.1 Affidea Values

The Affidea values are so fundamental to our company that they make up our very name – **Affinity** with one another, our customers, shareholders, suppliers, competitors and the communities in which we live and operate; trust and **fidelity** in everything we do; and **ideas** and innovation to keep us moving forward.

Each of us is expected to demonstrate these values in our work and business relationships.

Affinity means caring about *what* we do, *how* and above all *why* we do it. We cannot provide the quality of service we do without caring about it.

Trust and fidelity means being trustworthy. We adhere to honesty, fairness and doing the right thing without compromise, even when circumstances make it difficult.

Constant ideas and innovation mean we always seek the best and very latest solution to a problem or situation to ensure that we maintain the highest standards at all times.

##### 4.1.2.2 Purpose and application

The Code sets the ethical standards for the way we conduct business. This includes dealing with other employees/contractors, customers, suppliers, shareholders, communities, governments and other business partners.

This Code highlights key issues and identifies Affidea policies and resources to help guide our decisions. It is by no means a comprehensive manual or contract that addresses every situation that we may encounter around the world.

When conducting business for Affidea, consultants and contractors are expected to observe the same standards of conduct as Affidea employees/contractors. In particular, they are expected to comply with the Affidea Code of Conduct and any other relevant Affidea Policy.

##### 4.1.2.3 Additional responsibilities of managers

Managers are expected to lead by example. They are expected to drive a culture of integrity. Managers are responsible for promoting open and honest two-way communications. They must be positive activists and role models who show respect and consideration for each of our employees/contractors. Managers must diligently look for indications that unethical or illegal conduct has occurred and report it in a timely manner.

##### 4.1.2.4 Personal responsibility and accountability

The Code helps us uphold Affidea's reputation and brand. Each of us has the responsibility to abide by the Code, both by understanding the letter and spirit of its guidance, and by applying sound personal judgment.

We must continuously ask ourselves:

- i. Am I demonstrating a commitment to integrity?
- ii. Do I respect my business partners?
- iii. Would other employees/contractors say that I demonstrate a commitment to ethics?
- iv. Do I hold myself and others accountable for acting with honesty and openness in all business dealings?

#### 4.1.3 WHEN YOU HAVE QUESTIONS

While it would be wonderful if the right course of action were always perfectly clear, things are not always obvious. Perceived pressure from managers or business demands are not excuses for violating the law.

When we have any questions or concerns about the legality of an action, we are responsible for checking with our Management, our HR Department and in some cases our General Counsel.

Our open door policy means we can approach any level of management with our concerns.

#### 4.1.4 REPORTING BREACHES OF THE CODE

Employees/Contractors suspecting practices or actions believed to be inappropriate under this Code, or even illegal, should refer to the Affidea Whistle Blowing Policy (P-LC-006).

Where appropriate, complaints may be made on a confidential basis or through employee/contractor hotline (numbers are communicated by local HR) or via email at the following address: [ethicsline@affidea.com](mailto:ethicsline@affidea.com).

All complaints will be properly investigated. In all instances, confidentiality will be maintained to the extent possible.

#### 4.1.5 NON-RETALIATION

Retaliation against any employee/contractor who honestly reports a concern to Affidea about illegal or unethical conduct will not be tolerated. At the same time, it is unacceptable to file a report knowing it to be false.

#### 4.1.6 VIOLATION OF THE CODE

Affidea is committed to being a good corporate citizen. The Company's principle is to conduct its business affairs honestly and in an ethical manner.

This Code provides a general statement of the expectations of Affidea regarding the ethical standards that each employee/contractor should adhere to while acting on behalf of the company. All of our employees/contractors must conduct themselves accordingly and seek to avoid even the appearance of improper behaviour.

This Code applies to all managers, full and part time employees/contractors, contract workers, and anyone who conducts business with Affidea or in the name or on behalf of Affidea. Conduct in violation of this policy is unacceptable in the workplace and in any work-related setting outside the workplace. Any employee/contractor or contract worker who violates this Code will be subject to disciplinary action, up to and including termination of his/her employment.

#### 4.1.7 INVESTIGATION PROCEDURES AND AUDITS OF COMPLIANCE

We are required to fully cooperate with all audits and investigations as requested by Affidea, government agencies and any supervisory body. All information provided must be truthful and accurate. We will not conceal, alter or destroy documents or records in response to an investigation or other lawful request.

## 4.2 WE CARE ABOUT OUR PATIENTS

### 4.2.1 PATIENT SAFETY

Affidea takes patient safety very seriously and all Affidea staff are obligated to put the patient first. To this end, Affidea has developed and implemented corporate protocols to deal with all key patient safety issues related to our business. The entire patient process, from first contacting one of our centres to receiving results, has been thoroughly reviewed – including the medical standpoint – in order to develop protocols for all risk areas and mitigate these.



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All relevant centre staff are required to be familiar with these protocols and receive any appropriate training they may need in order to be able to act upon them. Training is carried out according to a set schedule and will be repeated periodically if relevant.

## 4.2.2 QUALITY

Affidea has developed a network of Quality Managers in each of its 14 countries, led centrally by the Chief Quality Officer. Quality Managers work in close coordination with local medical teams to address key issues within centres and carry out regular internal audits, which form part of a corporate-wide internal audit to monitor all aspects of the business.

Quality Managers are obliged to report any and all issues of medical and service quality and monitor improvement.

Affidea also undergoes rigid external audits and has ISO certification.

## 4.2.3 POSITIVE PATIENT EXPERIENCE

Affidea is committed to providing a high level of service to all patients. The company carries out a regular patient satisfaction survey to monitor patient satisfaction and improve the quality of service. It is the obligation of centre staff to distribute a certain minimum numbers of forms, which are then processed centrally to produce an unbiased result. Patient Satisfaction Survey is followed up by extensive analysis of results and an improvement action plan for any areas of service that may have deteriorated since the previous round(s). Best practices are also shared in areas of improvement.

## 4.3 WE CARE ABOUT INTEGRITY

### 4.3.1 CONFLICT OF INTEREST

Affidea expects that all employees/contractors and anyone acting on Affidea's behalf shall act loyally and in the best interest of Affidea. All Affidea employees/contractors must avoid actual or apparent conflicts of interest in all their services for Affidea.

A conflict of interest exists when an individual acting for or on behalf of Affidea, and that individual's personal or family interest interfere or appear to interfere with the individual's decision making or business judgment on behalf of Affidea.

If a conflict of interest situation has occurred or if an employee/contractor faces a situation that may involve or lead to a conflict of interest, the employee/contractor shall refer to the Affidea Policy on Conflict of Interest (P-LC-005).

### 4.3.2 HOSPITALITY, ENTERTAINMENT AND GIFTS

Anyone acting for or on behalf of Affidea shall not receive, solicit, offer or give gifts, monetary or other, or other advantages, such as hospitality and entertainment, that may influence or are suited to influence the integrity or independence of any business decision. Further guidance is included in the Affidea Policy on Gifts and Hospitality (P-LC-004).

### 4.3.3 PROTECTION OF CONFIDENTIAL AND PROPRIETARY INFORMATION

Affidea's policy is to respect the confidential and proprietary information of third parties and not to engage in unethical, improper or illegal means to obtain the confidential information or proprietary data of third parties.

#### 4.3.4 ANTI-TRUST

Affidea believes in the free market economy and wants to compete in a prudent and ethical manner within the anti-trust and competition legislation that apply on the markets Affidea operates in, both with regard to supplier and customers.

Competition and anti-trust laws impact on Affidea's business dealings on all sides; supply, production, distribution and sale. Violation of the rules will have an impact on Affidea and anyone acting on behalf of Affidea. They will be severely sanctioned.

#### 4.3.5 ECONOMIC SANCTION LAWS, EXPORT CONTROL

Affidea complies with any economic trade and sanctions law, such as boycott laws and export controls and anti-money laundering laws that are imposed by local authorities.

Certain countries have and may in the future impose economic and trade sanctions against elected countries to further foreign policy, national security and other objectives and Affidea must comply with any such laws, any export control laws and regulations in its business operations and Affidea expects its employees/contractors to adhere to this policy.

### 4.4 WE CARE ABOUT OUR COLLEAGUES

#### 4.4.1 INAPPROPRIATE BEHAVIOUR

Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include derogatory comments based on gender, racial or ethnic characteristics, and unwelcome sexual advances. We are encouraged to speak out if a co-worker's conduct makes us or others uncomfortable and to report harassment if it occurs. Threats or acts of violence or physical intimidation are prohibited. To protect the safety of all employees/contractors, each of us must be free from the influence of any substance that could prevent us from conducting work activities safely and effectively.

#### 4.4.2 HEALTH AND SAFETY

We are all responsible for maintaining a safe workplace by following safety and health rules and practices. We must immediately report accidents, injuries and unsafe equipment, practices or conditions to a supervisor or other designated person. Affidea is committed to keeping its workplaces free from hazards.

#### 4.4.3 EQUAL OPPORTUNITIES

We treat each other with respect and fairness at all times, just as we wish to be treated ourselves. We value the differences of diverse individuals from around the world. Employment decisions are based on business reasons, such as qualifications, talents and achievements, and are in compliance with local and national employment laws.

### 4.5 WE CARE ABOUT OUR SHAREHOLDERS

#### 4.5.1 PROTECTION OF COMPANY ASSETS

Affidea's property and equipment must be treated in a proper manner and only be used for its intended purpose. The removal or borrowing of any Affidea property and equipment is forbidden and private use of Affidea equipment shall be in accordance with the agreed procedures for such use.

#### 4.5.2 HANDLING OF AFFIDEA'S CONFIDENTIAL AND PROPRIETARY INFORMATION



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Confidential information consists of any information that is not or not yet public information. It includes trade secrets, business, marketing and service plans, patient personnel and clinical data, customer insights, engineering and manufacturing ideas, designs, databases, records, salary information and any non-published financial or other data.

Affidea's continued success depends on the use of its confidential information and its non-disclosure to third parties. Unless required by law or authorized by their management, employees/contractors shall not disclose confidential information or allow such disclosure. This obligation continues beyond the termination of the employment.

Furthermore, employees/contractors must use best efforts to avoid unintentional disclosure by applying special care when storing or transmitting confidential information.

## 4.5.3 BOOKS, RECORDS

Affidea shall maintain reasonably detailed books, records and accounts in accordance with any relevant legal requirements. All accounting information must be correct, registered and reproduced in accordance with applicable laws and regulations, including generally accepted accounting principles.

## 4.5.4 RESPONDING TO INQUIRIES FROM THE PRESS/OTHERS

We strive to provide fair, accurate, timely and easy-to-understand information to the public. Unfortunately, many well-intentioned interviewees have had their stories misinterpreted by reporters. Let the experts handle such situations, always forward requests from the media to your manager for appropriate action and abstain from any comments or statement.

## 4.6 WE CARE ABOUT OUR SOCIETY

### 4.6.1 AFFIDEA'S SOCIAL RESPONSIBILITY STANDARDS (INCLUDE ETHICAL PURCHASING)

It is Affidea's policy to conduct business in compliance with the law and widely accepted norms of fairness and human decency, and we require our suppliers to act similarly.

As a condition of doing business with Affidea, we expect suppliers to conform to these requirements and expect their sources in the supply chain to do so as well. We will assess conformity to these requirements and will consider a supplier's progress in meeting these requirements and their ongoing performance in making sourcing decisions.

### 4.6.2 HUMAN RIGHTS

Affidea recognizes the Universal Declaration of Human Rights as a common standard of achievement for all peoples and all nations, to the end that every individual and every organ of society, keeping this Declaration constantly in mind, shall strive by teaching and education to promote respect for these rights and freedoms and by progressive measures, national and international, to secure their universal and effective recognition and observance.

### 4.6.3 ANTI-BRIBERY LAWS

Affidea stands against all forms of bribery and corruption and complies with anti-corruption laws and regulations that are applicable where Affidea does business.

No matter which country you operate from, you will be subject to laws that severely sanction any attempts to, directly or through intermediaries, influence public officials by offering them advantages of any kind. Bribery laws can vary between countries but the general definition of "public officials" tends to include officials (and their family members) of international and national organisations, members of political parties, state-owned companies or state-owned non-profit organisations.



#### 4.6.3.1 Bribery or corruption

Any form of bribery or corruption will harm Affidea and Affidea's reputation and will not be tolerated. Employees/Contractors must strictly adhere to the Code and with the applicable legislation and Affidea Anti-Bribery Policy (P-LC-003) when engaging with public officials. In case of doubt, any question should be referred to your manager or the General Counsel.

#### 4.6.3.2 Hospitality, Entertainment and Gifts

The offer and acceptance of entertainment, hospitality and gifts must at all times comply with this Code and Affidea Gifts and Hospitality Policy and be undertaken in accordance with applicable laws and acceptable good business practice. Such offers must never be promised, offered or provided for the purpose of influencing any decision by a commercial customer or public official to assist Affidea to obtain or retain business or seek an improper advantage. Entertainment, hospitality or gifts that are promised, offered or made for improper purposes may violate applicable anti-bribery and corruption laws and are strictly prohibited.

#### 4.6.3.3 Political or Charitable Contributions

Contributions by Affidea to political parties are generally subject to legal restrictions and disclosure requirements. Affidea in general does not give political contributions, and any proposed political contributions must be considered as highly sensitive and will require particular detailed scrutiny and the highest approvals, as detailed in the Affidea Levels of Authority and Reporting, prior to any commitment being made.

Charitable contributions are in general permissible provided that no conflict of interest exists with Affidea or any Affidea employee/contractor. For further details, please refer to the applicable Affidea policy.

### 4.6.4 RELATIONSHIP WITH THIRD PARTIES

#### 4.6.4.1 Intermediaries

Before entering into business relations with intermediaries, including agents, consultants and others who represent or act on behalf of our company, Affidea must ensure that the intermediary's reputation, background and abilities are appropriate and satisfactory by conducting due diligence as further described in Affidea's policies.

Affidea expects that intermediaries act in accordance with the requirements set out in this Code and this requirement shall be reflected in the written contract that must be entered into with any intermediary.

Agreements with intermediaries shall be in writing and express the true relationship between the parties.

The agreed compensation shall be appropriate for the legitimate service rendered by the intermediary. Payments may only be made against satisfactory documentation, and be accounted for in accordance with generally accepted accounting principles.

#### 4.6.4.2 Agents/suppliers/customers

Taking into account the nature and scope of the relevant agreement, agency, collaboration, supply, joint venture agreements and other agreements should, to the extent possible, contain explicit obligations on the third party to comply with relevant anti-bribery laws and other local regulations.

### 4.6.5 COMPLIANCE WITH ANTI-MONEY LAUNDERING AND ANTI-TERRORISM LAWS

All employees/contractors of Affidea are required to comply with all applicable anti-money laundering and anti-terrorism laws and regulations.

Money laundering is generally defined as conduct designed to disguise proceeds of criminal activity; and may include or involve, amongst other things, making illegal or improper payments to public officials, the misappropriation, theft or embezzlement of public funds by any party, as well as by or for the benefit of public officials, paying kickbacks to employees/contractors of private companies, and creating schemes to defraud third parties.

Money laundering may also involve efforts to evade reporting requirements by engaging in a series of funds transfers that individually are below the amount requiring disclosure. Funds may also be laundered by transfers amongst bank accounts or through the purchase of apparently legitimate assets. Even though they have been “laundered”, these funds still represent the proceeds of criminal activity, and knowingly receiving, transferring, transporting, retaining, using, or hiding such criminal proceeds is illegal.

Affidea may be a target for persons or entities who want to make the proceeds of criminal activity appear legitimate. For example, companies that offer to do business with Affidea may in fact be fronting money laundering or criminal activity. Similarly agents, customers or other parties may seek to have Affidea wire their fees to other jurisdictions than those where they reside to avoid laws and requirements in the home country. It is therefore essential for Affidea to know the parties with whom it conducts business and perform the due diligence required by the Code with respect to all possible business partners, representatives, agents, government service providers and high risk suppliers.

#### 4.6.6 PROTECTION OF THE ENVIRONMENT

We are committed to protecting the environment and operating our businesses in ways that foster sustainable use of the world's natural resources. We respect the environment by complying with all applicable environmental laws in all countries in which we conduct operations. We notify management if hazardous materials come into contact with the environment or are improperly handled or discarded.

### 4.7 CERTIFICATE OF COMPLIANCE

All employees contractors/ consultants acting on behalf of Affidea, shall when commencing employment or entering into a contract with Affidea, and annually thereafter certify that:

- a) he/she has read and understood the Code (and the Policies);
- b) he/she has not paid any bribes, facilitation payment or in any other way been involved in corruption;
- c) he/she has not violated the Code of Conduct; and
- d) he/she has no knowledge of any violations of the Code without having notified Affidea or the General Counsel.
- e) he/she understands that violations of this Code of Conduct, applicable laws and regulations may result in disciplinary actions, including termination of employment.

This certificate shall be signed by the employees contractors/ consultants (F-LC-002-01 Certificate of Compliance).

### 4.8 AUDITS OF COMPLIANCE BY AFFIDEA

The Board of Directors will supervise the Code of Conduct and conduct reviews of compliance with the Code by its subsidiaries, affiliates and joint ventures. The findings of the reviews shall be reported to the Supervisory Board of Affidea.

The Affidea Code of Conduct might be amended by Affidea from time to time. Employees/Contractors will be informed of these updates and can at any time require a copy of the Code of Conduct from Affidea General Counsel.

## 5. References

N.A.

## 6. Related Documents

|             |                           |
|-------------|---------------------------|
| F-LC-002-01 | Certificate of Compliance |
| P-LC-003    | Anti-Bribery              |
| P-LC-004    | Gifts and Hospitality     |
| P-LC-005    | Conflict of Interest      |
| P-LC-006    | Whistle Blowing           |

## Approval

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|--|--|------------------------|
| Prepared by:                             | Approved by:   | Date of approval:      |
| <b>Carole Ducrest</b><br>General Counsel | <b>Affidea Group BV Supervisory<br/>Board and Management Board</b> | <b>March 3rd, 2016</b> |