



STAGO GROUP CODE OF BUSINESS ETHICS

July 2017 version



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.



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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 labeled 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 labeled "confidential" as well as information that is not labeled 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, labeled, 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 Partners 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: ;
- 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;
- 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.

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 from 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 directly 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, 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.



STAGO

CODE OF BUSINESS ETHICS AND CONDUCT:

UNITED STATES EDITION

Version: 2022



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ATTACHMENTS

- **Code of Business Ethics and Conduct Certification - Form 1**
- **Federal & State Regulatory Certification for STAGO U.S. Employees With Direct Customer Interactions - Form 2**
- **Annual Re-Certification - Form 3**

- **STAGO U.S. CODE SUPPLEMENT FOR HEALTH CARE COMPLIANCE REQUIREMENTS**



INTRODUCTION

SCOPE: The **STAGO Group Code of Business Ethics** provides the principles of business ethics applicable to all employees of the STAGO Group. This **Stago Code of Business Ethics and Conduct: United States Edition** (hereinafter the “Stago U.S. Code”) completes the **STAGO Group Code of Business Ethics** with not only details specific to the United States but also certain conduct rules. The Stago U.S. Code applies to employees, including all officers and managers, of STAGO entities in the United States (Diagnostica Stago, Inc. and DSRV, Inc., together hereinafter be referred to as “Stago U.S.”). Said employees, officers and managers shall hereinafter be referred to as “Stago U.S. employees.” In addition, the STAGO Group Code of Business Ethics and the Stago U.S. Code apply, where incorporated by way of express contractual agreement, to vendors, suppliers, customers and clients (collectively referred to as “Business Partners”) of STAGO entities in the United States.

REQUIREMENTS: Stago U.S. employees are expected to understand and comply with the STAGO Group Code of Business Ethics as well as the Stago U.S. Code (together hereinafter the “Codes”). Stago U.S. employees should read these Codes, be sure to understand their requirements, and to ask questions as necessary. Stago U.S. employees are encouraged to report any concerns that they may have about violations or potential violations of the Codes. All reports will be taken seriously and investigated in accordance with the provisions of these Codes. As stated within the anti-retaliation provisions of the Codes, employees who report a concern in good faith about an alleged Code violation are protected from any form of retaliation with respect to such reporting.

If you are not sure whether a given matter is in conflict with the Codes, consider the following questions:

- ***Does the activity comply with the law, the Codes and Stago U.S.’s policies and practices?***
- ***Would you have any difficulty telling your manager about it?***
- ***Would you have any difficulty telling your family about it?***
- ***How would the matter look if it were on the front page of the New York Times?***

REPORTING A CONCERN: Ultimately, Stago U.S.’s ability to enforce the Codes is based in large part on the willingness of Stago U.S. employees to follow the Codes’ requirements and on their willingness to report alleged violations of the Codes. Indeed, reporting Code violations is highly encouraged and therefore the Stago U.S. Code provides guidance as to how to go about reporting an alleged Code violation. For deliberate reasons, the Stago U.S. Code provides employees with multiple options for reporting an alleged Code violation including your manager, the SNA Compliance Officer or any member of the STAGO Ethics Committee. Please be assured that your calls will be handled with seriousness and with discretion.



The Codes are not an employment contract and all Stago U.S. employees are employed “at will” which means that either Stago U.S. or its employees can terminate the employment relationship at any time, with or without cause and with or without notice.

Stago U.S. has the right to amend, modify or revise this Stago U.S. Code at any time with or without advance notice to Stago U.S. employees or Business Partners as defined above.

1. MAINTAINING A SECURE WORK ENVIRONMENT

Stago U.S. strives to maintain a safe and secure work environment by way of the policies referenced below.

1.1. Equal Employment Opportunity

Stago U.S. is an equal opportunity employer and does not allow discrimination on the basis of protected personal characteristics with respect to its employment practices. It has been and will continue to be the policy of Stago U.S. to base all employment practices and related decisions upon valid business factors and individual merit. Employees who believe they are the victim of discrimination in the workplace should report their concern to their manager or to the SNA Compliance Officer, the STAGO Ethics Committee or any of its members. For further information, please see ***Stago U.S.’s Equal Employment Opportunity Policy in the Employee Handbook.***

1.2. Harassment-Free

Stago U.S. has zero-tolerance for conduct that constitutes harassment in the workplace and strives to foster a work environment free of sexual discrimination. Accordingly, Stago U.S. prohibits any member of management and any employee from making unwelcome and/or unsolicited sexual advances. Stago U.S. also prohibits any conduct that creates an offensive working environment.

Any Stago U.S. employee who feels that he or she is a victim of any type of harassment should immediately report the matter to his/her manager. Reporting may be done in person, by telephone, or in writing. If the employee is uncomfortable making a report to his/her manager, the report can be directed to Human Resources or to any of the Code Contacts designated under the Section entitled “Reporting Violations of the Code.” Stago U.S. will not permit violations of this Non-Harassment Policy. Violation of the policy will result in discipline, up to and including termination. ***Any report of harassment will be investigated and a determination as to whether harassment occurred will be made on a case by case basis.*** For further information, please see ***Stago U.S.’s Sexual and Other Unlawful Harassment Policy in the Employee Handbook.***

1.3. Violence-Free Workplace

Stago U.S. strives to maintain a safe work environment that is free from violence. Stago U.S. prohibits violence of any kind directed towards or against Stago U.S. employees whether such violence arises by way of co-workers or by way of employees of Business Partners who interact with Stago U.S. employees. Stago U.S. will not tolerate workplace violence in any form including threatening behaviors, assaults, harassment, intimidation, bullying, taunting, teasing, or any other conduct that leads to violence in the workplace.



Additionally, subject to applicable laws, Stago U.S. prohibits possession of any dangerous weapons on its premises, including in vehicles parked in the company's parking lots as well as at company events. Such prohibited weapons include firearms, weapons accessories, and dangerous substances.

Employees are encouraged to report any violent workplace behavior whether directed against them or others, to their managers, Human Resources, or to the contacts referenced herein in the Section entitled "Reporting Violations of the Code."

1.4. Background Check Policy for New Hires

To ensure that individuals who join Stago U.S. are well qualified and have a strong potential to be productive and successful, it is the policy of Stago U.S. to check the employment references of all applicants. Please direct any questions regarding the background check policy to the Human Resources Department or to any of the Code Contacts designated under the Section entitled "Reporting Violations of the Code."

1.5. Safety and Security

Stago U.S. strives to provide a safe and healthy work environment for all employees. Employees must comply with all Stago U.S. safety and health requirements, whether established by management or by federal, state, or 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 Occupational, Safety and Health Administration (OSHA) and state safety regulations. Please note Stago U.S. is a smoke free environment. Smoking is permitted in designated areas only. For more information, please see **Stago U.S.'s Safety Policy in the Employee Handbook**.

1.6. Drug-Free and Alcohol Abuse Free Workplace and Workforce

Stago U.S. endeavors to maintain a drug-free workplace. Stago U.S. prohibits unlawful possession, use, dispensation, distribution or manufacture of controlled substances on work premises; in any areas owned or controlled by the company; or with limited exceptions off company premises while conducting company business. Stago U.S. also prohibits the possession of drug paraphernalia. In furtherance of this prohibition, Stago U.S. reserves the right to conduct security inspections of desks, lockers and other storage devices as necessary and in accordance with the Stago U.S. Security Inspection Policy. Stago U.S. also discourages Stago U.S. employees from the use of illegal, controlled substances, and drugs away from the Company's premises. Employees convicted of a criminal drug statute violation occurring in the workplace must notify Human Resources within five days of such conviction. For more information, please see **Stago U.S.'s Drug and Alcohol Use Policy in the Employee Handbook**.

Additionally, Stago U.S. does not tolerate the abuse or misuse of alcohol in the workplace. Accordingly, employees who are under the influence, or involved in the abuse of alcohol while on Stago U.S. premises, conducting Stago U.S. business, or operating a Stago U.S. vehicle may be subject to immediate termination.

At times, Stago U.S. employees will attend business events where alcoholic beverages are provided. Stago U.S. employees are reminded that abuse or misuse of alcohol at such events is prohibited notwithstanding that the event is approved by Stago U.S. and that alcoholic beverages are provided. Stago U.S. employees are expected to be professional and, if they decide to drink, to drink responsibly at such events.



2. MAINTAINING ACCURATE AND COMPLETE RECORDS

Stago U.S. strives to maintain accurate business records and to protect company funds and assets. Stago U.S. 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 U.S.'s reporting to: internal management, senior management of Stago U.S.'s parent organizations, external auditors, and external parties including regulatory and governmental authorities.

2.1. Company Records

It is the responsibility of all Stago U.S. employees to ensure that Stago U.S.'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, labeled, and that access is appropriately limited to those with a business need to access the records.

2.2. Financial Reporting

Stago U.S. 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.

2.3. Travel and Entertainment Expense Reimbursement

Stago U.S. reimburses employees for all reasonable and necessary expenses incurred for the benefit of Stago U.S. Stago U.S. assumes no obligation to reimburse employees for expenses that are not in compliance with the Stago U.S. Travel and Entertainment Policy. Employees must submit accurate business expenses in accordance with Stago U.S.'s Travel and Entertainment Policy. Travel and entertainment expense reimbursement requests that are inaccurate, inflated or based on fictitious expenses will be considered fraudulent. Employees that submit inappropriate or fraudulent reimbursement requests will be subject to discipline, up to and including termination. For additional information on the proper method for documenting expenses, as well as additional guidelines for traveling on Stago U.S. business, please see the **Stago U.S. Travel and Entertainment Policy**.

Example: *Employee Sue witnesses her manager Sam prepare a request for reimbursement which he will then process via the company's Concur system. Sam's records include documentation for entertainment that he provided to laboratory staff from People's Hospital. Sue notices that Sam's documentation includes a suspicious receipt that seems phony. Sam has in fact created a fake replacement receipt with his own computer after having lost the actual restaurant receipt. What should Sue do?*

- a. *Question Sam and conduct an investigation to determine whether the reimbursement request is proper.*



- b. *Report the matter to the SNA Compliance Officer, the STAGO Ethics Committee or any of its members.*
- c. *Realizing that her performance review is scheduled for next week, she should simply “look the other way” so as to not harm her working relationship with Sam and possibly provoke him into giving her a negative evaluation.*

The correct answer is b. Sue has witnessed a serious matter and a potential Code violation. Sue should not be concerned about her upcoming review because Stago U.S. has an express policy protecting her from retaliation from Sam. Sue should not conduct an investigation but rather should leave that the SNA Compliance Officer and the STAGO Ethics Committee to handle as appropriate.

2.4. Document Retention & Litigation Hold Procedures

Document management is critically important to Stago U.S.’s business operations. All business records including documents, electronic records, emails, voicemails, and any other form of media should be maintained as required by Stago U.S. management and in accordance with applicable retention schedule. For more information, please see **Stago U.S.’s Record Retention Policy**.

In addition, from time to time, similar to many companies, Stago U.S. will be involved in a lawsuit or a potential lawsuit. In the event of litigation, Stago U.S. may need to issue a Litigation Hold Notice advising certain individuals of the company’s need to retain, for legal purposes, specific types of records including documents, electronic records, email, voicemails and other forms of company information. If a Stago U.S. employee receives a Litigation Hold Notice memorandum from Stago U.S. management or Legal Counsel, such Stago U.S. employee is required to immediately follow the requirements of the notice. Litigation Hold Notices supersede any other retention schedule that would otherwise apply to the records at issue. It is important that records subject to a Litigation Hold Notice not be destroyed or in any way altered. Stago U.S. employees must follow the Litigation Hold Notice procedures.

Example: *Manager Debra recently fired a member on her team named Larry. After his termination, Larry sends an email to the entire department stating his intention to sue the company for unlawful discrimination. Debra subsequently calls a meeting and instructs members of the team to delete the email as well as prior emails from Debra to the team that included jokes about Larry’s age and sexual orientation. What should Debra’s remaining team members do about Debra’s instruction?*

- a. *Follow Debra’s request and not second guess her strategy for defending against Larry’s threatened lawsuit.*
- b. *See whether Stago U.S.’s document retention schedule calls for deletion of emails upon a manager’s request.*
- c. *Refrain from deleting anything about employee Larry given the threat of possible litigation and follow up with the SNA Compliance Officer, the STAGO Ethics Committee or any of its members to confirm what the correct thing to do is.*

The correct answer is c. The company is on notice of potential litigation so all documents relating to Larry should be kept. The manager’s request to delete emails is wrong. Checking in with the SNA Compliance Officer, the STAGO Ethics Committee or any of its members is the right thing to do if you are in doubt before destroying or deleting any documents including email.



2.5. Personnel Records

Stago U.S. believes that an effective system for keeping records on job applicants, current employees, and former employees is essential to the proper functioning of the Human Resources and Accounting Departments. Additionally, Stago U.S. strongly respects the privacy rights and dignity of each employee. Employees are required to update their contact and status information as appropriate with Human Resources. The company pledges to conduct its business in a way that protects the privacy of the entire workforce. Stago U.S. also intends to ensure that its practices are in compliance with the Federal Privacy Act, HIPAA, ADA and all other applicable federal, state and local laws. Employees who handle personnel records as part or all of their job, including Human Resource professionals, accounting professionals, and managers, are to handle, file and distribute personnel data in a confidential manner that respects and safeguards the privacy of Stago U.S. employees. Employee data should be shared or distributed only to those with a clear business need. Employee data should not be placed on unauthorized storage devices including laptops, thumb-drives, or other media that may be easily lost or stolen. All personnel records must be kept secure and confidential at all times.

3. USE OF COMPANY ASSETS FOR ELECTRONIC COMMUNICATIONS AND THE INTERNET

3.1. Limiting Use to Business Purposes

All communications data and information sent or received using Stago U.S. equipment or assets are Stago U.S. property and are not private communications. Stago U.S. owns and/or controls access to all communications equipment, including computers, software, email, instant messaging, text messaging, voice mail, conferencing equipment, company cell phones, and handheld devices. Additional Stago U.S. property includes all office supplies, Stago U.S.-owned or leased equipment, and furniture and therefore employees should use such resources for business purposes. Stago U.S. reserves the right to monitor all communications, including internet usage, and all other assets, to ensure that they are used for their intended business purpose and in accordance with applicable laws and Stago U.S. policies.

3.2. Incidental Personal Use

The Company recognizes that Stago U.S. employees may need to use Company equipment and/or communications from time to time for personal use. Stago U.S. employees may use Stago U.S.'s computer/communication systems for limited non-disruptive personal use. Such use is considered to be part of Stago U.S.'s Computer/Communication Systems. For more information, please see the ***Stago U.S. Computer/Communication Systems Policy***.

In general, such personal use is allowed provided such use:

- Is limited in duration or extent;
- Does not adversely affect your attention to, or completion of, your job responsibilities;
- Does not result in any significant incremental cost to the Company;
- Does not contain pornographic or offensive material, discriminatory or harassing language or derogatory references to age, disability, ethnicity, marital or family status, national origin, color, religion, sex, sexual orientation, veteran status, or any other characteristic protected by law;
- Does not otherwise violate this Stago U.S. Code or other Stago U.S. policy, particularly the sections related to conflicts of interest and/or disclosure of confidential information; and



- Does not include forwarding chain letters, mass emails for non-business purposes, or selling items or services for personal gain.

4. CONFLICTS OF INTEREST

As generally addressed in the STAGO Group Code of Business Ethics, STAGO and its various affiliate organizations including Stago U.S. strive to encourage and promote objectivity in business decision-making. Certain types of potential conflicts of interest merit particular attention and are addressed below.

4.1. Outside Employment

Stago U.S. employees are required and expected to dedicate their working time to their Stago U.S. position. To the extent Stago U.S. employees accept part-time or other employment, such outside activity should have no adverse effect on the employee's job duties with Stago U.S. Under no circumstances are Stago U.S. employees allowed to accept employment with any Stago U.S. competitor or with Stago U.S. Business Partners. Employees are encouraged to discuss any potential outside employment with the SNA Compliance Officer, the STAGO Ethics Committee or any of its members to confirm that there is no conflict of interest.

4.2. Outside Business Conducted at Stago U.S.

Employees cannot conduct the business of any outside employment during their work time at Stago U.S. Further, Stago U.S. assets, including email, voice mail, fax, computers, copiers and the like cannot be used in furtherance of non-Stago U.S. business.

Example: *Manager Zach works as a real estate broker in his spare time. He routinely communicates with his real estate partners on his personal cell-phone during the day. At times, he uses Stago U.S.'s fax machine and computer to conduct his real estate business but he is careful to do this during his lunch break and after business hours. Has Zach violated the Code?*

- a. Yes, Zach is using company assets for a personal business rather than Stago U.S. business.*
- b. No, as long as he continues to use the fax and computer during lunch and after business hours.*
- c. No, because he once asked his supervisor if he could "quickly use" the fax and computer to complete a real estate deal and his boss said he "did not care."*

The correct answer is a. The computer and fax are for Stago U.S. business use only. While incidental use of these assets for personal use is acceptable, such assets should not be routinely used for non-Stago U.S. business even if such use is approved on a one-time basis.

4.3. Outside Directorships

Employees who wish to serve or continue to serve on the board of directors of any organization, for-profit or non-profit, must disclose their plans to the SNA Compliance Officer, the STAGO Ethics Committee or any of its members so a determination can be made by Stago U.S. management whether such a position is in conflict with employment at Stago U.S.



4.4. Financial Interest in Stago U.S.'s Business Partners

Employees must disclose to the SNA Compliance Officer, the STAGO Ethics Committee or any of its members any direct or indirect (via family members) financial interest in Stago U.S.'s Business Partners, customers, or clients. For purposes of this paragraph, "financial interest" is an ownership interest of greater than 5% in the entity at issue.

***Example:** John is a Stago U.S. Employee. His wife, Susan, recently launched a software development company. John is a manager in the Stago U.S. finance department and the finance unit has declared the need to find a new software vendor to develop financial reporting capability. John has been given the responsibility to find the best vendor for the company. John knows the usual process is to get quotes from several vendors and to retain the vendor that is best for the company. In this instance, however, John believes this is an excellent opportunity to help his wife's new business venture and, because of how well he knows Susan and her talents, he is confident she will do a good job for the company. Has John violated the Code?*

- a. No, he has much better knowledge of Susan's capabilities and her integrity. Retaining Susan is a safe bet for the company.*
- b. Yes, John has a conflict of interest and he has not reported this matter to his manager.*
- c. Yes, John has failed to follow the protocol for hiring a vendor.*

Answer: Both b and c are correct. John should alert his manager or the SNA Compliance Officer, the STAGO Ethics Committee or any of its members to the fact that his wife owns a company that may be a possible match for the company's need and this will provide the company with the ability to identify another decision maker for the vendor selection process. John's attempt to take a short cut in the vendor selection process is also a breach of the Code given that the process is a company requirement.

4.5. Employee Political Involvement

Stago U.S. does not make contributions or payments to political parties or candidates nor will management directly or indirectly suggest that employees contribute to any particular party or candidate. Employees may not endorse candidates on Stago U.S.'s behalf. Employees are encouraged to be involved in the political process as private individuals and they are free to express their political views and to support candidates of their choice. Employees are prohibited, however, from speaking on political matters on Stago U.S.'s behalf without the express consent of the Stago U.S. Senior Management Team. Moreover, Stago U.S. employees may not use corporate resources or seek reimbursement from Stago U.S. for any expenditure in connection with such political activities.

4.6. Entertainment, Gifts and Meals

Providing and/or receiving entertainment, gifts or meals to or from Business Partners and any other business colleagues often is wholly appropriate. Such activity, however, if not properly managed with clear rules and good judgment can create an actual or potential conflict of interest as well as the appearance of impropriety.

Stago U.S. employees with direct customer interaction (in particular, but not limited to, sales, marketing and training activities) must comply with the latest version of the Stago U.S. Code Supplement for Health Care Compliance Requirements (referred to as the "Stago U.S. Code HCR Supplement"). Accordingly, the requirements of this section of the Stago U.S. Code are in addition to the applicable restrictions imposed by the Stago U.S. Code HCR Supplement.



Moreover the restrictions below are in conjunction with the global standards set forth in the STAGO Group Code of Business Ethics.

- **Meals** – Must be modest in value relative to the geographic location of the meal. Generally speaking, lunch should be no more than \$50 per person per meal, and dinner should be no more than \$200 per person per meal.
- **Entertainment** – Must always have a legitimate business purpose and should not compromise the business judgment, impartiality or loyalty of those being entertained. Stago U.S. employees may accept or provide a reasonable level of entertainment from Business Partners and business colleagues. Such entertainment should not be in excess of \$200 per person per event and must not conflict with the rules, if any, that pertain to the Business Partners or such business colleagues by virtue of their respective employer policies.
- **Gifts** – As a general rule giving or receiving gifts is allowed to the extent not otherwise prohibited by way of the Stago U.S. Code HCR Supplement. Such allowed gifts must not exceed \$50 in value.

5. CONFIDENTIALITY OF CORPORATE INFORMATION

5.1. Asset Protection

Stago U.S.'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 U.S. property. Stago U.S. employees handling these assets in the course of their employment must keep such information safe and secure from theft, destruction, and loss. Accordingly, Stago U.S. employees must take all appropriate precautions to protect these Stago U.S. assets, systems and premises. Such precautions include the proper handling of assets, properly securing these assets, and ensuring that visitors are properly escorted.

5.2. 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 U.S. employees must ensure that intellectual property is properly labeled with or identified by trademark, service mark or copyright symbols.

If a Stago U.S. 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.

5.3. Proper Use of Others' Intellectual Property

Stago U.S. 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 U.S. 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.



5.4. Protecting Stago U.S.'s Reputation

Stago U.S.'s reputation as a company is a key asset. Stago U.S. 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 U.S. employee receives prior approval, such employee may never suggest that she/he is speaking on behalf of Stago U.S. and/or STAGO when presenting her/his personal views at community, professional or cultural functions, or on the Internet. Even if a Stago U.S. employee claims to be speaking on her/his own behalf, such employee must not mention Stago U.S. and/or STAGO without first coordinating her/his comments with Stago U.S.'s Director of Marketing at extension 4267. Further, all requests for interviews and/or comments from national and local media should be referred immediately to Stago U.S.'s Director of Marketing at extension 4267.

5.5. Protecting Stago U.S.'s Confidential Information

Stago U.S. 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 U.S., its affiliates, any Stago U.S. Business Partner, or any other person that relates in any way to the business or operations of Stago U.S., its affiliates, or any Stago U.S. Business Partner. Confidential information includes Stago U.S. information that is labeled "confidential" as well as information that is not labeled as "confidential" but by its nature should be reasonably construed as being confidential to Stago U.S. Examples include Stago U.S. 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 U.S. 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 U.S. Senior Management Team. Employees who terminate employment with Stago U.S. are obligated to continue to maintain the confidentiality of proprietary information obtained or developed while employed by Stago U.S.

Upon termination of employment, or earlier, if requested to do so by Stago U.S. regardless of the timing, reasons, or circumstances of the termination, employees must deliver to Stago U.S. all materials, documents, passwords, and other tangible or intangible storage media containing any form of Confidential Information, whether located on Stago U.S.'s premises or elsewhere.

For more information, please see the **Stago U.S. Information Privacy and Security Policy and Procedure Manual**.

Example: *Stephen enters an elevator with his co-worker Andrew and there are other people in the elevator that do not work for Stago U.S., including senior managers from Ace Hospital, a major Stago U.S. customer. As they enter the elevator, Andrew continues discussing the details of Stago U.S.'s strategic business plans including pricing and market strategy. What should Stephen do?*

- a. *Continue discussing the project so as not to be rude to Andrew.*
- b. *Politely say to Andrew, "lets discuss this when we get back to the office."*
- c. *Just ignore Andrew and not say anything.*



The correct answer is b. Stephen's comment to Andrew will help Andrew remember his duty to keep confidential any company information.

6. COMPLIANCE WITH LAWS

As generally addressed in the STAGO Group Code of Business Ethics, STAGO and its various affiliate organizations, including Stago U.S., strive to encourage and promote compliance with any and all applicable laws. Stago U.S. is committed to comply with all applicable federal, state, and local laws. Certain types of laws that may apply to all or some Stago U.S. employees merit particular attention and are addressed below.

6.1. Health Insurance Portability and Accountability Act of 1996 ("HIPAA")

Stago U.S. employees must adhere to the HIPAA laws, regulations, as amended from time to time, and to Stago U.S.'s internal HIPAA policy. HIPAA and certain regulations issued thereunder have imposed obligations on many of Stago U.S.'s customers regarding the protection of certain health information. To assist our Customers in complying with these obligations, as well as with respect to Stago U.S.'s group health plans, Stago U.S. has agreed to comply with the terms of certain Business Associate Agreements. The terms of such agreements require, among other things, that Stago U.S. establish reasonable safeguards and other measures for the protection of certain health information. Stago U.S. employees whom, by virtue of their job position, are subject to the HIPAA laws, regulations and the Stago U.S. HIPAA policy must familiarize themselves with such regulations and adhere to the requirements therein. For more information, please see the ***Stago U.S. Policy on the Health Insurance Portability and Accountability Act*** and the ***Stago U.S. Information Privacy and Security Policy and Procedure Manual***. If you are unsure about your responsibilities please speak to your manager and/or the Stago U.S. Privacy Officer.

6.2. Competitive Intelligence

Stago U.S. requires all employees to comply with all applicable laws in acquiring competitive intelligence. Stago U.S. prohibits acquiring competitive intelligence by means of theft, blackmail, wiretapping, electronic eavesdropping, bribery, improper inducement, receiving stolen property, threats, or other improper methods. Employees must respect the confidentiality of competitors' information and must not misrepresent who they are or for whom they work in obtaining such information. Employees should immediately notify their manager whenever the employee believes he/she has received information that the employee believes may be confidential or proprietary to another organization.

6.3. Antitrust

Stago U.S. strives to conduct business with Business Partners and competitors with complete honesty and integrity. Stago U.S. is committed to upholding federal and state antitrust laws which exist to promote vigorous competition and open markets. Stago U.S. prohibits employees from making false statements about competitors or their products or services; and prohibits employees from illegally obtaining the competitor's confidential information.



6.4. Healthcare Compliance

Stago U.S.'s relationships with health care professionals ("HCPs") are heavily regulated and strictly enforced by Stago U.S. as well as various regulatory agencies. Generally speaking, a health care professional is any individual or entity, directly or indirectly involved in the delivery of healthcare that can purchase, prescribe, lease, recommend, or use Stago U.S. 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 States and countries. 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 U.S., Stago U.S. employees are in contact with HCPs, it is their duty to know the applicable laws and Stago U.S. policies that pertain to dealing with HCPs and to strictly adhere to such rules. More information on these regulations can be found under the Stago U.S. Code's current supplement for Health Care Compliance Requirements.

6.5. Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (FCPA) strictly prohibits the use of bribes or illegal payments to any non-United States official, political party or political candidate to obtain or retain business or other improper advantage. Stago U.S. prohibits employees from participating in activity that might violate the FCPA such as commercial bribes, kickbacks, manipulations of sales, and keeping inaccurate books and records that attempt to disguise or conceal illegal activity.

6.6. When the United States Government is our Client

Stago U.S. does substantial business with government entities. While integrity is the foundation for all dealings with clients, special rules apply when the government is a client. Violations can result in criminal and civil penalties as well as exclusions from bidding on future government contracts.

Guidelines:

Those involved in bidding on or providing service under a government contract need to know and apply the following rules:

- Never seek or accept confidential bid information or government sensitive information related to a competitor;
- Never give or authorize the giving of any cash payment from Stago U.S. funds to any government official;
- Never give or authorize the giving of payments in goods to any government official;
- Never offer or provide gifts, gratuities or entertainment to any government official without prior written approval by the SNA Compliance Officer;
- Be familiar with the contract you are working under and conform strictly to the contract's terms and conditions;
- Billings must always be accurate, complete, and in full compliance with all rules and regulations;
- Labor hours and other costs, especially when performed under cost-reimbursable, time and materials, and labor-cost type contracts must always be accurate, complete, and in full compliance with all rules and regulations;



- Be truthful, accurate, and complete in all invoices, representations and certifications;
- Know your government client's specific rules and regulations; and
- Do not initiate any discussions about employment with any current or former government employee or agency with which you have had a business relationship without first consulting the SNA Compliance Officer, the STAGO Ethics Committee or any of its members. This includes employment with Stago U.S. or with a government agency.

If you have any further questions or concerns, please consult the SNA Compliance Officer, the STAGO Ethics Committee or any of its members.

Kickbacks:

The Anti-Kickback Act of 1986, 41 USC § 51, *et seq.*, prohibits offering, providing, soliciting, or receiving kickbacks in connection with Government contracts and subcontracts.

The Act defines a "kickback" as *"any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind which is provided, directly or indirectly" to any prime contractor or subcontractor or their employees "for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contract or in connection with a subcontract relating to a prime contract."*

Any person who knowingly and willfully engages in conduct prohibited by the Anti-Kickback Act can be imprisoned for up to 10 years, subjected to a fine, or both.

Kickback restrictions also preclude gifts by those seeking business from the government and from government contractors, including suppliers in the supply chain. As with other compliance rules, err on the side of caution where you suspect a potential scheme to give or receive kickbacks and ask the SNA Compliance Officer, the STAGO Ethics Committee or any of its members for advice.

False Claims Act:

The False Claims Act ("FCA") imposes severe penalties on companies and individuals found responsible for the knowing submission of false or fraudulent claims to the federal government to obtain payment from the federal government or to decrease an obligation owed by the federal government. The FCA also prohibits knowingly making false statements whether made to the federal government or another contractor, subcontractor, or grantee to obtain a false or fraudulent claim paid by the federal government or to decrease an obligation owed by the federal government.

Knowing submission of false or fraudulent claims is a very broad net. It does not require a specific intention to commit a fraud in its normal sense. A False Claims Act violation can occur when the company submits an invoice for a product or service when that product or service does not comply with the contract terms. A False Claims Act violation can occur if the company requests payment for a product that lacks a required certification. A False Claims Act violation can occur if the company, which is not a small business, wins a small business set aside contract and submits an invoice for payment. If the company sells a product on the GSA Schedule that is manufactured in China or any other country not on the approved lists, a False Claims Act violation occurs. There are many other scenarios that can trigger the FCA. Before payment is requested, persons responsible for contract performance and administration must satisfy themselves that the supplied product or service strictly complies with all contract requirements and any other applicable laws.



Mandatory Disclosure:

Stago U.S. may be suspended and/or debarred as a government contractor for a knowing failure by a principal to timely disclose to the Government, in connection with the award, performance, or closeout of a Government contract or a subcontract awarded thereunder, credible evidence of:

- A violation of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the United States Code;
- A violation of the civil False Claims Act; or
- Credible evidence of a significant overpayment, other than overpayments resulting from contract financing payments as defined in FAR 32.001.

For contracts greater than \$5 million and longer than 120 days, the Federal Acquisition Regulation (FAR) requires that a clause be inserted in contracts awarded to Stago U.S. requiring Stago U.S. to timely disclose, in writing, to the agency Office of the Inspector General (OIG), with a copy to the Contracting Officer, whenever, in connection with the award, performance, or closeout of a Government contract or any subcontract thereunder, Stago U.S. has credible evidence that a principal, employee, agent, or subcontractor of Stago U.S. has committed either:

- A violation of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the United States Code; or
- A violation of the civil False Claims Act.

If the violation relates to an order against a Government-wide acquisition contract, a multi-agency contract, a multiple award schedule contract such as the Federal Supply Schedule, or any other procurement instrument intended for use by multiple agencies, Stago U.S. must notify the OIG of the ordering agency and the Inspector General of the agency responsible for the basic contract.

If you have any questions relating to these requirements, seek the guidance of the SNA Compliance Officer, the STAGO Ethics Committee or any of its members. If you believe one of the various offenses detailed in this subsection have occurred, this Code of Conduct requires you to report the matter to the SNA Compliance Officer, the STAGO Ethics Committee or any of its members and cooperate with any subsequent action taken.

Procurement Integrity Act:

The Procurement Integrity Act, 41 USC § 423, restricts the scope of permissible communications between a contractor competing for a procurement and federal employees.

The Act prohibits a contractor, during the course of a federal procurement, from: (i) discussing with or making an offer of employment or business opportunity to any procurement official; (ii) offering or giving, or promising any money, gratuity, or other thing of value to any procurement official; or (iii) soliciting or obtaining, prior to award, any proprietary competitor bid or proposal information or source selection information from any officer or employee of a procuring agency.

The Act provides for criminal, civil, and administrative penalties.

Other Regulations:

- Prohibiting bid rigging, FAR 52.203-2
- Prohibiting sharing of price information with competitors, FAR 52.203-2
- Restricting the use of contingent fee arrangements, FAR 52.203-5
- Barring use of federal appropriated funds to lobby the Government in connection with award of contract, cooperative agreement, or loan, FAR 52.203-1



7. REPORTING VIOLATIONS OF THE CODE

As reflected in both the STAGO Group Code of Business Ethics and the Stago U.S. Code, STAGO and its affiliate organizations, including Stago U.S., strive to maintain an ethical workplace that complies with any and all applicable laws. By working together, Stago U.S. and its employees can help accomplish the objectives of the Codes and lessen the potential for liability that arises from failure to comply with laws, rules and the Codes.

Accordingly, Stago U.S. employees are encouraged to report any conduct which they believe may constitute a violation of the law, the STAGO Group Code of Business Ethics and/or the Stago U.S. Code as well as any conduct prompting concern or doubt. Stago U.S. employees may make such reports by talking to supervisors, managers or any member of the STAGO Ethics Committee or other appropriate personnel.

7.1. Code Contacts

Stago U.S. employees who wish to report any suspected violations of the STAGO Group Code of Business Ethics and/or of the Stago U.S. Code should do so first by reporting to the SNA Compliance Officer, as designated hereunder.

- **Compliance Officer, SNA:** Marc Bouchacourt
Tel: +1 (973) 631-1200 extension 4207
Email: Marc.Bouchacourt@stago.com

Reports may also be submitted via:

- (1) Dedicated email address: **Ethics@us.stago.com**, to which only the SNA Compliance Officer or his designee have access.
- (2) U.S. Mail to: Compliance Officer, SNA
Diagnostica Stago, Inc.
Five Century Drive, Parsippany, New Jersey 07054

If reporting to the SNA Compliance Officer is not possible, for example because of an identified risk of conflict of interest or where there is a perception that the SNA Compliance Officer is involved or implicated in questionable conduct, reporting may be submitted to a supervisor or manager or to a specific member of the STAGO Ethics Committee by including in the report an explanation as to why the SNA Compliance Officer may have a conflict of interest or may be involved or implicated in the reported matter.

The SNA Compliance Officer will not participate in any activities assigned under the STAGO Group Code of Business Ethics and/or the Stago U.S. Code, which involve the audit, investigation or review of that individual or of any activities under his or her direction or control.

If no acknowledgement has been received pursuant to such initial reporting within 5 business days, reporting may be submitted to any of the following contacts who collectively comprise the STAGO Ethics Committee:

- **Stago Group President:** Jean-Claude Piel
- **Stago Group Deputy Vice President:** Patrick Monnot
- **Stago Group Chief Financial Officer:** Antoine Coulot
- **Diagnostica Stago France, Coordination Manager:** Brigitte Crelrier



- **Stago Group General Counsel:** Fabienne Clarac

Reports to the STAGO Ethics Committee may be submitted via:

- (1) Dedicated email address: **Ethics@stago.com**, to which only the STAGO Ethics Committee members have access.
- (2) Mail to: STAGO Ethics Committee
Diagnostica Stago, S.A.S.
3 Allée Thérèse
92665 Asnières-sur-Seine
France

7.2. Method of Reporting

To the extent Stago U.S. employees elect to submit a written report of a Code violation or a suspected Code violation, such written report should be delivered in an envelope marked Personal and Confidential, to be opened only by the SNA Compliance Officer or, when relevant, by a member of the STAGO Ethics Committee. To the extent possible, it is helpful if all reports include the following information:

- Name of the alleged wrongdoer(s) and, if relevant, the location of their employment;
- Description of the alleged event including where, when, how;
- Names of witnesses that may be helpful for review of the matter; and
- Description, location, availability of documented and written material relating to alleged criminal conduct or violation of this Code.

You are encouraged, but not required, to provide your name and phone number for future contact.

7.3. Confidentiality of Report

The STAGO Ethics Committee together with the SNA Compliance Officer will hold your identity and any report you may submit in strict confidence and on a “business need to know basis.” However, absolute confidentiality cannot be guaranteed and Stago U.S. assumes no liability for the subsequent release of the name of the individual(s) making such report. The STAGO Ethics Committee and the SNA Compliance Officer will generally limit the release of information only to:

- Third party advisors, such as outside legal counsel and independent public auditors, as deemed necessary;
- The senior management of Stago U.S.'s parent organizations if deemed necessary; and
- Appropriate law enforcement officials.

Anonymous reports will be treated seriously and investigated as fully as possible, however the completeness of the investigation may be adversely affected if the report is anonymous.



7.4. Prohibition against Retaliation

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 U.S. has engaged, or is about to engage in, criminal conduct or conduct in violation of this Code. Additionally, retaliation is prohibited against any individual who cooperates in an investigation pertaining to a potential Code violation.

Retaliation is discriminating against or taking an adverse employment action against an employee because that individual reported a concern related to a potential Code violation or participated in an investigation relating 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 up to and including termination of employment. Stago U.S. employees are directed to report immediately to the STAGO Ethics Committee any action that they believe is retaliatory as described above.

7.5. Investigations

Only the STAGO Ethics Committee and the SNA Compliance Officer or their designees have the authority to conduct an internal investigation relating to an actual or potential breach of this Code. All Stago U.S. employees have the duty to cooperate fully with any internal investigation conducted by Stago U.S. Such cooperation includes but is not limited to: (1) cooperating with an interview and being truthful and candid; and (2) maintaining any and all information and documents relevant to the investigation. Nothing in this Code prohibits or discourages any Stago U.S. employee from fully cooperating in any investigation conducted by law enforcement officials. Stago U.S. fully encourages all Stago U.S. employees to fully cooperate in any such investigations, subject to all applicable rights and privileges. Stago U.S. employees who fail to cooperate with a Stago U.S. internal investigation or with an investigation conducted by law enforcement officials will be subject to discipline up to and including termination of employment.

7.6. Stago U.S. Reports to External Parties

In accordance with applicable laws and regulations, the SNA Compliance Officer and/or the STAGO Ethics Committee will determine whether a particular breach of the Codes involves issues that trigger a reporting obligation to law enforcement, the government's Office of Inspector General, or any other third-party. The SNA Compliance Officer has the express authority to make a report on Stago U.S.'s behalf to appropriate law enforcement or to an external governmental agency.

Matters that involve certain violations of criminal law, violations of the False Claims Act, or matters involving overpayments on a particular government contract will be reported in accordance with applicable regulations published by the federal government. Any questions about such reporting can be forwarded to the SNA Compliance Officer or the STAGO Ethics Committee.

8. WAIVERS

Stago U.S. employees who believe a waiver of the Codes is necessary or appropriate, must provide a written explanation for such need to the SNA Compliance Officer or the STAGO Ethics Committee in advance of any action that is otherwise deemed a breach of the Codes. No waiver



shall be deemed to have been granted unless the waiver is in writing and signed by the SNA Compliance Officer or a member of the STAGO Ethics Committee.

9. ANNUAL AND NEW HIRE CERTIFICATION REQUIREMENTS

Stago U.S. employees must certify at the point of hire and annually thereafter that they understand their responsibilities under the Codes. All employees will receive a copy of the Codes and will be required to sign an employee certification form upon hire. This certification will be renewed on an annual basis and signed by each employee. (See attached forms).



STAGO

Code of Business Ethics and Conduct Certification

Form 1

All Stago U.S. employees (as that term is defined in the introduction paragraph of the Stago Code of Business Ethics and Conduct: United States Edition) are required to sign this form upon initial employment and thereafter annually or whenever the STAGO Group Code of Business Ethics or the Stago Code of Business Ethics and Conduct: United States Edition is substantially revised.

Stago U.S. is committed to the highest standards of integrity. This means that Stago U.S. is dedicated to conducting business in an ethical manner and in compliance with all applicable laws, rules and regulations. All employees should understand that improper activities could damage Stago U.S.'s reputation and result in serious adverse consequences for both the company and the individuals involved. Moreover, all employees should avoid practices that may create even an appearance of impropriety. The purpose of the Stago Code of Business Ethics and Conduct: United States Edition is to affirm required standards of conduct.

Doing Business with the United States Government

Stago U.S. emphasizes that this fundamental commitment to conducting business in an ethical manner and in compliance with all applicable laws, rules and regulations is especially significant with respect to contracts involving the United States Government. When Stago U.S. is awarded a government contract, the company has an obligation to the public and the nation to fully comply with government contracting laws, rules and regulations, as well as the highest standards of integrity.

Stago U.S. is dedicated to ethical and legal conduct, and expects its employees to adhere to the same high standards. As a result, the undersigned acknowledges that:

- a) I understand my obligations related to confidential, proprietary and/or government sensitive information, including classified information, relative to the operations of Stago U.S., its clients, or competitors.
- b) I will not accept or use a competitor's confidential or proprietary information, government sensitive information relating to such competitor, or something similar belonging to anyone else.
- c) I understand my obligation is to comply with company policies and procedures, as well as laws and regulations, prohibiting bribes, gratuities, kickbacks, and the government's acceptance of items of value, including meals and entertainment, from vendors. I also understand that my obligation is in no way limited to compliance with these topics and extends to all laws and regulations.



- d) I understand the need and requirements pertaining to conflicts of interest or potential conflicts of interest.
- e) I understand that the integrity of our data is of paramount importance. Improper alteration or manipulation of data will not be tolerated.
- f) I understand that Stago U.S. will not tolerate any violations of company policies and procedures or applicable local, state, and federal laws, rules and regulations.
- g) I understand that all employees have an obligation to report any actual or suspected violations of company policies and procedures or applicable local, state, and federal laws, rules and regulations. Employees are required to report such actual or suspected violations to their supervisor, manager or the SNA Compliance Officer or the STAGO Ethics Committee.

In addition, by signing below I also hereby certify and acknowledge that:

- 1) I have received and read both of the latest versions of the STAGO Group Code of Business Ethics and the Stago Code of Business Ethics and Conduct: United States Edition.
- 2) I fully understand my duty to comply with both Codes.
- 3) I recognize that failure to comply with the STAGO and/or Stago U.S. Code may subject me to disciplinary action, up to and including termination of my employment, and may result in criminal and/or civil consequences for the individuals involved.
- 4) I have reviewed all online and audio material provided as part of this year's training received on the STAGO and Stago U.S. Codes or have been informed by Stago U.S. that I will receive such training within 90 days from the date of my hire.
- 5) Irrespective of my position, I understand that if I engage in direct customer interactions, then I must also review the latest version of the Stago U.S. Code Supplement for Health Care Compliance Requirements and sign Certification Form 2.

Printed Name

Signature

Date



STAGO

Code of Business Ethics and Conduct

FEDERAL & STATE REGULATORY CERTIFICATION FOR STAGO U.S. EMPLOYEES WITH DIRECT CUSTOMER INTERACTIONS Form 2

In order to comply with various federal and state law requirements pertaining to direct interaction (in particular, but not limited to, sales, marketing and training activities) with health care practitioners, please respond to the questions below to the extent you have engaged and/or are likely to engage in direct customer interaction on behalf of Stago U.S. (as that term is defined in the introduction paragraph of the Stago Code of Business Ethics and Conduct: United States Edition).

By signing below, I certify and acknowledge that:

1. I have read the Stago U.S. Code Supplement for Health Care Compliance Requirements ("Stago U.S. Code HCR Supplement").
2. I have received training on the Stago U.S. Code HCR Supplement and have reviewed all online and audio material provided as part of this year's training.
3. I fully understand my duty to comply with the Stago U.S. Code HCR Supplement.
4. I understand my obligation to maintain ethical relationships with all health care practitioners or professionals.
5. I fully understand my restrictions as they relate to my direct interactions with customers or potential customers of Stago U.S. and in particular with health care practitioners or professionals.
6. I recognize that as a Stago U.S. Employee my conduct as part of my direct interactions with customers or potential customers of Stago U.S. may subject Stago U.S. to significant civil penalties and fines.
7. I recognize that my failure to report my payments and transfers of value and other sales and marketing efforts as outlined in the Stago U.S. Code HCR Supplement may subject me to disciplinary action, up to and including termination of my employment.

Printed Name

Signature

Date



STAGO Code of Business Ethics and Conduct: United States Edition Annual Re-Certification Form 3

All Stago U.S. employees (as that term is defined in the introduction paragraph of the Stago Code of Business Ethics and Conduct: United States Edition) are required to complete and sign this form annually.

Please answer the following questions based on your activities in the previous calendar year. If your answer to any of these questions is "yes," please provide a written explanation with additional details about your answer.

1. Are you a member or have you been in the past year a member of a Board of Directors/Trustees of any company or organization outside the Stago Group?
Yes___ No___
2. Are you or have you been engaged in the past year in any outside employment?
Yes___ No___
3. Do you have or have you had in the past year a financial interest in a competitor or any other organization that potentially competes with Stago U.S.? Yes___ No___
4. Did you share any confidential information with a third party that was not on a "need to know" basis? Yes___ No___
5. Did you participate or notice any fraudulent activity at Stago U.S.? Yes___ No___
6. Did you have any criminal convictions in the previous calendar year¹? Yes___ No___

I hereby certify and acknowledge that:

- The answers provided above are true and correct.
- I fully understand my duty to continue to comply with the latest version of:
 - o the STAGO Group Code of Business Ethics; and
 - o the Stago Code of Business Ethics and Conduct: United States Edition; and
 - o the Stago U.S. Code Supplement for Health Care Compliance Requirements with regards to any direct customer interaction (including but not limited to sales, marketing and training activities) I may engage in on behalf of Stago U.S.
- I recognize that failure to comply with these Codes and related policies may subject me to appropriate disciplinary action, up to and including termination of my employment.

Printed Name

Signature

Date

¹ Stago U.S. does not automatically terminate employees for criminal convictions. Stago U.S. considers all mitigating circumstances when reviewing an employee's criminal conviction.



**STAGO U.S.
CODE SUPPLEMENT
FOR
HEALTH CARE COMPLIANCE REQUIREMENTS**

Version: 2022

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A. INTRODUCTION

This Supplement for Health Care Compliance Requirements (hereinafter the “Stago U.S. Code HCR Supplement”) is intended to supplement the Stago Code of Business Ethics and Conduct: United States Edition (hereinafter referred to as the “Stago U.S. Code”). This Supplement applies to all Stago U.S. employees having direct interaction with customers or potential customers and the health care practitioners and professionals (“HCPs”) working for them, and in particular those Stago U.S. employees engaged in sales and marketing efforts as defined by applicable federal and state regulations.

Stago U.S. promotes and supports ethical and responsible interactions with HCPs, in particular in relation with the sale and marketing of its products and services and Stago U.S. respects independent decision-making by HCPs with regard to the health care of their patients. The Stago U.S. Code HCR Supplement is, in part, Stago U.S.’s effort to raise awareness and heighten sensitivity among Stago U.S. employees about the various federal and state laws that regulate relations with HCPs, and the ethics standards to be complied with regarding such relations, in particular with respect to sales, marketing and training activities.

In addition to the Anti-Kickback Statute, the False Claims Act and HIPAA, which are referenced in the Stago U.S. Code, the following laws regulate the medical device industry:

1. **The Federal Food, Drug, and Cosmetics Act**, which requires manufacturers to secure the approval or clearance of their products by the FDA before marketing and promoting them. Prior to marketing or promoting a product, the manufacturer must provide the FDA with evidence validating the safety and effectiveness of the product for a specific use or uses. The product receives FDA approval or clearance on the basis of this evidence, and the approved uses (indications) are listed in the product labeling. Although physicians can lawfully prescribe or use products for unapproved (or off-label) indications, companies may not promote products for off-label indications and are restricted in how they communicate about these uses.
2. **The Federal Sunshine Act**, which requires life sciences companies to track and report certain expenses related to interactions with physicians and teaching hospitals. Importantly, Stago U.S. representatives may not pay for anything with their own funds that would be otherwise reportable by Stago U.S. under this law. Tracking and visibility is critical, as all data will be reported on a website maintained by the federal government.

In addition, various states have laws that regulate medical device manufacturers by restricting the sales and marketing activities of these organizations in relation to health care practitioners. Some of these laws further require annual certification by these organizations of their marketing efforts. The specific requirements related to such Federal and state certification are detailed under Section B hereunder.

Moreover, the Advanced Medical Technology Association (“AdvaMed”) has issued a Code of Ethics on interactions with Health Care Professionals (latest restated and amended version effective July 1, 2009) that is a recognized standard in the medical device industry. The Stago U.S. Code, as completed by this HCR Supplement, is consistent with the AdvaMed Code on Interactions with HCPs.



Sales, marketing and training efforts of Stago U.S. have among their primary goals to deliver information, in an ethical manner, about the company's products to health care organizations and HCPs that purchase and use medical devices. Stago U.S. sales, marketing and training efforts are directed primarily to hospital purchasing agents, but also sometimes to physicians, health care practitioners or health care professionals as defined by the relevant statutes.

In an effort to promote Stago U.S.'s ethical sales and marketing practices, Stago U.S. will implement an effective compliance program – one which includes policies and procedures that foster compliance with the Stago U.S. Code and its HCR Supplement – by:

- Adopting a written marketing code of conduct as set forth below and comply, as applicable, with the United States Department of Health and Human Services' Office of Inspector General Compliance Program Guidelines;
- Implementing, in connection with Stago U.S.'s employee awareness and training programs, regular training to employees on federal and state-specific health care regulations as well as industry standards that correspond to their roles or functions at Stago U.S.;
- Implementing the Stago U.S. Code's policies and procedures for investigating and taking corrective action in response to instances of non-compliance with state-specific health care regulations; and
- Ensuring that the SNA Compliance Officer and STAGO Ethics Committee, who are responsible for administering the Stago U.S. Code, also enforce the Stago U.S. Code HCR Supplement.

Stago U.S. compliance efforts are ongoing and are subject to regular audits and enhancements. Stago U.S. will continually monitor its policies and procedures to ensure that it continues to promote and encourage ethical business practices amongst its workforce.

As noted above, Stago U.S. is subject to numerous federal and state laws governing the interaction of its employees with HCPs. Each law has varying requirements and restrictions. Stago U.S. will attempt to comply with all applicable federal and state laws and regulations as well as with the AdvaMed Code. However, Stago U.S. employees are responsible for ensuring that they are in compliance with the rules and regulations of the jurisdiction that governs their customer interactions.

The rules applicable to Stago U.S. interactions with HCPs are described under Section C hereunder. For questions relating to your duties and requirements under these rules, please consult the SNA Compliance Officer or the STAGO Ethics Committee.



B. ANNUAL CERTIFICATION AND TRANSPARENCY

In accordance with applicable federal and state law requirements, Stago U.S. will certify its compliance efforts with appropriate federal and state regulatory agencies and, as necessary, Stago U.S. will disclose payments and transfers of value to physicians and teaching hospitals (as defined under the Federal Sunshine Act), regardless of location, as well as relevant marketing efforts associated with health care practitioners or professionals within the state or jurisdiction.

Such disclosures will include the value, nature, purpose and recipient of any fee, payment, subsidy or other economic benefit. In many instances, such as all reporting under the Federal Sunshine Act, Stago U.S.'s disclosures will be made available to the public. Stago U.S. will comply with all federal and states' efforts to increase the level of transparency with regards to Stago U.S.'s relations with HCPs. The SNA Compliance Officer will manage Stago U.S.'s certification and disclosure requirements both at the federal level and within each state.

Employees (i) having sales & marketing activities in the States where disclosure of marketing efforts associated with HCPs is mandatory and/or (ii) making payments and/or transfers of value to physicians and teaching hospitals (as defined under the Federal Sunshine Act) are responsible for tracking the corresponding data and disclosing it to the SNA Compliance Officer on a monthly basis. Employees who fail to disclose their marketing efforts and/or their payments and transfers of value to physicians and teaching hospitals on a timely basis will be subject to disciplinary action up to and including termination. Further, employees who submit false, incomplete or inaccurate disclosure reports will also be subject to similar disciplinary action.

Reporting Procedures

- The state reports are to be completed for each month and sent to the person designated hereunder **no later than the 5th day of the following calendar month.**

B.1. Federal Sunshine Act

The Federal Sunshine Act was designed to promote transparency with regard to direct and indirect payments and other transfers of value between the medical product industry on one side and physicians and teaching hospitals on the other side.

[The Federal Sunshine Act refers to physicians and teaching hospitals together as "covered recipients"]

Under the Federal Sunshine Act, for each reporting period (each calendar year, from January 1st to December 31st), Stago U.S. is required to collect and track covered recipients payment and transfer information.

Using the data provided in the Data Collection Templates as completed by the Stago U.S. employees having made the corresponding payment or transfer of value to covered recipients, STAGO U.S. will submit the reports to the Centers for Medicare & Medicaid Services (CMS) on an annual basis.

The majority of the information contained in the reports will be available by CMS on a public, searchable website. Before such publication, physicians will have the right to review their reports and challenge reports that are false, inaccurate or misleading. In addition, failure to report to CMS a payment or transfer of value made to a covered recipient may subject Stago



U.S. to civil money penalties of up to \$100,000 per non-disclosed or wrongly disclosed payment.

Therefore, it is of the utmost importance for Stago U.S. employees with direct customer interaction to (i) remain familiar with the types of financial transfers that must be reported; (ii) understand what exemptions apply and when indirect transfers (i.e., those not made directly to a physician) are reportable; and (iii) comply with the reporting procedures described hereinabove, in order to enable Stago U.S. to have complete and accurate data for purposes of Federal Sunshine Act reporting to CMS.

- **"Physicians"** are defined under the Federal Sunshine Act as *"a doctor of medicine or osteopathy legally authorized to practice medicine and surgery by the State in which he performs such function or action."*
- **"Teaching hospitals"** are indicated on a list accessible on the Stago U.S. share drive at the following location (the list should only be used for its specific reporting year as it will be updated by CMS annually):

S:\Legal\Public\Transparency\Federal Sunshine Act\Teaching Hospitals

- **"Payment or transfer of value"** is defined to mean a transfer of anything of value. A product has "value" for the purposes of the Federal Sunshine Act if it has "discernible economic value on the open market." Therefore, there is no minimum value under which a transfer of a product would not be considered as a transfer of value for Federal Sunshine Act purposes. Nevertheless, according to the Federal Sunshine Act, Stago U.S. is not required to report transfers of anything valued at less than \$10, unless the aggregate amount "transferred to, requested by, or designated on behalf of the covered recipient by the applicable manufacturer during the calendar year exceeds \$100," subject to increase each year using the consumer price index. For the 2023 reporting period (data collected from January 1, 2022 through December 31, 2022), Stago U.S. will not be required to report transfers of anything valued at less than \$11.64, unless the aggregate amount to a covered recipient exceeds \$116.35 in the calendar year.
- **"Indirect payments or other transfers of value"** mean payments or other transfers of value made by Stago U.S. to a physician or teaching hospital through a third party, where Stago U.S. "requires, instructs, directs, or otherwise causes the third party" to provide the payment or transfer of value to a covered recipient.

Either through CONCUR® (for travel & entertainment expenses) or using the Data Collection Templates, Stago U.S. employees are required to describe how the covered recipient received the payment such as cash or cash equivalent, in-kind items or services, or stock, stock option(s), or any other ownership interest, dividend, profit, or other return on investment. In addition, Stago U.S. employees must specify the nature of the payment or transfer of value.

There are 15 possible categories: Consulting Fee; Compensation for services other than consulting, including serving as faculty or as a speaker at a venue other than a continuing education program; Honoraria; Gift; Entertainment; Food and Beverage; Travel and Lodging; Education; Charitable Contribution; Royalty or License; Current or prospective ownership or investment interest; Compensation for serving as faculty or as a speaker for a non-accredited and noncertified continuing education program; Compensation for serving as faculty or as a speaker for an accredited or certified continuing education program; Grant; Space rental or facility fees (teaching hospital only).



In addition to the “less than \$10” exemption mentioned above, the Federal Sunshine Act provides certain exemptions from reporting obligations, among which the ones most likely to occur as part of Stago U.S.’s activities are the following:

- The loan of a medical device for a short-term trial period, not to exceed 90 days, to permit evaluation of the covered device by the covered recipient.
- Items or services provided under a contractual warranty, including the replacement of a covered device, where the terms of the warranty are set forth in the purchase or lease agreement for the covered device.
- Discounts (including rebates).
- Buffet meals, snacks, soft drinks, or coffee generally available to all participants of large-scale conference or similar large-scale events.

Certified and accredited Continuing Medical Education (CME). Payments or other transfers of value provided as compensation for speaking at a continuing education program are not required to be reported, under certain conditions (no direct payment to physician, no selection of physician speaker, etc.).

Reporting specificities

- The Federal Sunshine Act reporting procedures apply to payments and transfers of value made by Stago U.S. employees to physicians and teaching hospitals (as defined under the Federal Sunshine Act), outside of the products and services provided as per the terms of a commercial contract with a Stago customer.
- For such payments and transfers of value to Physicians or Teaching Hospitals, the Stago U.S. employee must use the “General Payments” category on the applicable **Data Collection Template** Excel table (one per payment or transfer of value) accessible on the Stago U.S. share drive at the following location:

S:\Legal\Public\Compliance\Transparency\Federal Sunshine Act\Data Collection Templates

- For **research** payments and transfers of value specifically, the Stago U.S. employee must use the “research” category on the applicable **Data Collection Template** Excel table at the same location on the Share Drive. Research payments and transfers of value do not need to be itemized; rather, all payments and transfers of value included in the written research agreement/protocol are reported as one aggregate amount (this is an exception to the general rules). Therefore, one **Data Collection Template** per research agreement per year will need to be completed for reporting purposes (not one template per payment, as is the case for the general rules about all other types of payments).
- “Research” includes “a systemic investigation designed to develop or contribute to generalizable knowledge relating broadly to public health. This term encompasses basic and applied research and product development.” (42 C.F.R. § 403.902).



- The reported research payment “amount” will often times be higher than the compensation provided for in the written agreement with the research institution because all costs associated with the study must be included in said “amount,” including the medical device and other in-kind items/services.
- At the beginning of each month, all Federal Sunshine Act reports must be submitted to the Stago U.S. employees’ Manager, who will have one month to validate their content and then forward the reports to the Compliance Officer designee.
- The Federal Sunshine Act preempts state legislation and regulations that mandate disclosure of the same information reported under the Sunshine Act. Several states currently require reporting of payments to physicians by pharmaceutical companies, but only Massachusetts currently mandates such reporting by device manufacturers. Each payment or transfer of value reported under the Federal Sunshine Act must **not** be reported another time in a **Sales and Marketing State Report Log Form**. Indeed, the Federal Sunshine Act takes precedence over existing state laws in situations where the federal and state reporting requirements overlap, but the Federal Sunshine Act will not supersede state reporting provisions that fall outside the scope of the Federal Sunshine Act. For example, a state may have lower limits of payments or gift bans or require companies to report payments made to a broader scope of recipients than physicians and teaching hospitals only. Consistent with the Federal Sunshine Act’s preemption clause, companies subject to state reporting laws will have to file state reports for information that is not covered by the Federal Sunshine Act.

B.2. State reporting specificities

Stago U.S. employees engaged in sales and marketing efforts with medical health practitioners and/or professionals who are licensed in the States of Massachusetts, Nevada and/or Vermont (hereinafter the “Stago U.S. Reporting Employees”) must:

- Request a **Sales and Marketing State Report Log Form**. The form is available from the SNA Compliance Officer or the SNA Officer’s designee in hardcopy and in electronic form.
- Maintain an accurate report of all such sales and marketing activities by use of the **Sales and Marketing State Report Log Form**.
- Once the reports are completed, use such reports to disclose their marketing efforts to the SNA Compliance Officer or the SNA Compliance Officer’s designee on a monthly basis. Such disclosure must include the value, nature, purpose and particular recipient of any fee, payment, subsidy or other economic benefit with a value of at least \$50.

Employees who fail to disclose their marketing efforts will be subject to disciplinary action up to and including termination of employment. Further, employees who submit false or inaccurate disclosure reports will also be subject to similar disciplinary action.



C. RULES OF ETHICAL CONDUCT REGARDING HCP INTERACTIONS

All of Stago U.S. interactions with its clients or HCPs, no matter how brief or informal, must be conducted in accordance with applicable laws, regulations and industry standards as well as with the Stago U.S. Code, policies, and procedures. Interactions might be anything from a brief, product-related discussion, to negotiating the terms of a pricing contract, to establishing the terms of a research grant. The term “**Health Care Professionals / HCPs**” is intended to be a broad one. It includes individuals or entities: 1) which are involved in the provision of health care services and/or items to patients; and 2) which purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe medical devices in the United States. “**HCPs**” includes both persons providing services (such as licensed physicians) and persons who do not provide services directly but who are involved in the decision to purchase, lease, or recommend a medical device. These individuals include, in addition to MDs, lab technicians, med techs and nurses (government or not), as well as purchasing agents, physician’s practice managers and management within group purchasing organizations (“GPOs”).

Product Labeling

- Stago U.S. representatives must adhere to applicable requirements for the marketing and promotion of products, including those that allow only marketing and promotion solely for the use cleared by the FDA and listed in the product labeling.
 - Reminder: When disseminated by or on behalf of medical device manufacturer or distributor, “labeling” includes brochures, mailing pieces, catalogs, letters, videos, sound recordings, medical literature / journal reprints, etc.
- Promotional discussions between Stago U.S. and HCPs and promotional materials pertaining to FDA-cleared products must be **consistent with product labeling**. This includes presentations by HCPs performing services for Stago U.S. and other third parties serving as promotional speakers at Stago U.S. events.
- Stago U.S. representatives may only provide HCPs with instruction, oral assistance or training, and answer questions from HCPs regarding the use of a Stago U.S. product in a manner consistent with the product labeling.
- Stago U.S. representatives must limit the discussion of product-related information to the device’s labeled instructions for use, its operating principles, its performance specifications, and other technical aspects of the product, even if HCPs elect to use a device in a manner not described in the product labeling.

Entertainment, Hospitality and Meals

- Stago U.S. representatives must adhere to industry standards and applicable laws and regulations governing the provision of hospitality and meals and prohibiting entertainment for clients and HCPs.
- The interactions of Stago U.S. representatives with HCPs should be professional and facilitate the exchange of information that will benefit patient care.



- Provision or reimbursement by Stago U.S. representatives for HCP entertainment and/or recreational activities are prohibited, regardless of value, whether Stago U.S. has engaged the HCP as a speaker or other consultant, or whether the entertainment is secondary to an educational purpose.
- HCP meals, when permissible in accordance with Stago U.S. policies, must be incidental to a *bona fide* presentation of scientific, educational or business information, require Stago U.S. representative(s) to be present, must be provided in a setting conducive to informational exchange, and may not be provided to anyone that does not have a *bona fide* professional interest in the information being shared during the meeting, including the spouse or other guests of HCPs.
- Permissible meals provided to HCPs must be occasional and modest in value. For purposes of this section, Stago U.S. deems modest meals to be below the cost of \$50 per person. Stago U.S. employees are not authorized to provide meals beyond this modest value.
- Stago U.S. representatives are prohibited from using their own funds to pay for or supplement HCP-related expenses.

Educational Items of Value

- Stago U.S. representatives must adhere to industry standards and applicable laws and regulations governing the provision of items of value to HCPs.
- Items that serve a genuine educational function for HCPs may occasionally be provided to HCPs (other than government officials) if said items have a fair market value of less than \$100. Such permitted items include educational brochures, for example.
- Items that do not serve a genuine educational function for HCPs are prohibited. This includes items such as cameras, pens, coffee mugs, calendars, wine, gift baskets, holiday gifts, cash, and cash equivalents (e.g., gift cards).

Product Training and Education

- Stago U.S. has a responsibility to demonstrate the safe and effective use of our products to HCPs requiring such training.
- All training programs must be consistent with the FDA-cleared product labeling of Stago products.
- Programs must be conducted in settings or an appropriate facility conducive to the exchange of information.
- Stago U.S. may not compensate a HCP for attending an educational program. However, it is permissible for Stago U.S. to pay or reimburse for the reasonable expenses, including travel and lodging and related expenses necessary for technical training of HCPs on the use of Stago products.
- If a HCP is traveling for a program, Stago U.S. may not host, fund or support the attendance of third parties (e.g., spouses or other guests) that do not have a *bona fide* professional interest in the program.



Product Evaluation, Demonstration and Sampling

- Stago U.S. may furnish products to clients without charge in reasonable quantities and/or for a reasonable amount of time to allow them to evaluate the appropriate use and functionality of the products, and for patient awareness, education, and training purposes. The number of products provided without charge to an HCP should be limited to the amount reasonably necessary for the HCP to adequately evaluate or demonstrate the products under the circumstances and must be documented and returned (if capital equipment) in accordance with Stago U.S.'s policies. Capital equipment should be furnished only for a reasonable period sufficient for an evaluation, and after the evaluation period, it must be returned if not leased or purchased by the customer.
- Stago U.S. must provide documentation and disclosure that instructs an HCP from inappropriately billing any patient, third-party payer or other person or entity, for use of any evaluation or demonstration product furnished without charge.

Consultant and Development Arrangements

- Stago U.S. is permitted to occasionally enter into agreements with HCPs and others who provide services (e.g., education and training, clinical research, product development, and marketing services) that are of *bona fide* value to Stago U.S.
- Services must relate to a legitimate business and need to be identified prior to the engagement of the consultant.
- Consultants must be selected to provide services based on their qualifications and expertise. Consultants may never be selected based upon factors such as past or future purchases, referrals or recommendations of our products or services.
- The agreement must be clearly documented in a signed contract outlining the consultant's responsibilities, the duration of the arrangement, the terms of compensation, coverage/reimbursement of expenses, and the requirement for documentation evidencing completion of the contracted services.
- Compensation must be consistent with the fair market value of the contracted services actually provided.
- Meetings with consultants must be held in venues conducive to informational exchange.
- If a consultant is traveling or otherwise attending any functions in conjunction with the performance of services, Stago U.S. may not host, fund or support the attendance of third parties (e.g., spouses or other guests) that do not have a *bona fide* professional interest in the services.

Research Grants

- Stago U.S. occasionally receives requests from investigators seeking funding to conduct scientific or clinical studies. The SNA Compliance Officer or the STAGO Ethics Committee may validate, in appropriate circumstances, the provision of monetary funding or a product donation to support legitimate, independent medical research that has scientific or clinical merit related to Stago U.S. products.



- Research grants cannot be contingent upon factors such as past or future purchases, referrals or recommendations of our products or services.
- Research must be in an area of legitimate interest to Stago U.S.
- Research must have well-defined objectives and milestones and may not be linked directly or indirectly to the purchase of Stago U.S. products.
- The terms of the grant must be clearly documented in a written agreement.
- Stago U.S. sales and marketing representatives may provide input about the suitability of a proposed research grant recipient or program, but sales and marketing representatives must not control or unduly influence the decision of whether a particular HCP or institution will receive the grant or support. HCPs should not engage in discussions about these matters with Stago U.S. sales and marketing representatives.

Educational Grants

- The SNA Compliance Officer or the STAGO Ethics Committee makes decisions pertaining to support of legitimate educational activities directed to HCPs or patients. Examples include grants to accredited continuing medical education (CME) providers, support for conferences of national medical associations, fellowships at teaching institutions, and support of other educational endeavors.
- Educational grants cannot be contingent upon factors such as past or future purchases, referrals or recommendations of our products or services.
- Educational grants cannot be used to promote off-label use of Stago U.S. products.
- Educational grants may be paid only to organizations with a genuine educational function and for genuine educational purposes.
- Educational grants must be formalized in an appropriate document between Stago U.S. and the grant recipient.
- Stago U.S. sales and marketing representatives may provide input about the suitability of a proposed grant recipient or program, but sales and marketing representatives must not control or unduly influence the decision of whether a particular HCP or institution will receive a grant or the amount of such grant.
- All decisions regarding requests for grants will be made solely by the SNA Compliance Officer or the STAGO Ethics Committee, independent from Stago U.S.'s sales and marketing operations, in compliance with the federal Anti-Kickback Statute and related state statutes, and consistent with the AdvaMed Code of Ethics. Accordingly, Stago U.S. sales and marketing personnel may not (i) initiate grant requests on a requestor's behalf; (ii) assist an HCP in applying for a grant (e.g., such personnel cannot fill out the form for the requestor); or (iii) create any expectations regarding grant approvals, denials or amounts. The SNA Compliance Officer and the STAGO Ethics Committee maintain discretion to deny requests or modify the requested support as they deem appropriate.



Charitable Donations

- The SNA Compliance Officer or the STAGO Ethics Committee may validate, in appropriate circumstances, the provision of charitable contributions to organizations that focus on health and human services, community needs or educational programs related to health care.
- The organization must be a *bona fide* charitable organization with tax-exempt status.
- Terms of the contribution must be clearly documented in a written agreement and require that the funds be used consistent with the charitable purposes of the organization.