



# CODE OF CONDUCT

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Dear Colleague,

Unilabs' ambition is to become Europe's undisputed leader in diagnostics. The fulfilment of this ambition will bring new challenges and new responsibilities to our Team.

Our development and, as a consequence, our future depends on the confidence that our organization inspires with our patients, with the doctors who entrust their diagnostic and imaging needs with us, with our suppliers, our shareholders, and all our business partners. This confidence, which is one of our core values, rests largely on our commitment to promote ethics, compliance and transparency in our daily professional activities.

As we are now present in 11 countries, it is also necessary that we all share a common Unilabs Code of Conduct. This is a framework which emphasizes our values, sets forth the behaviours expected from each of us, and acts as a guide on how to deal with the ethical issues that may arise in our daily activities.

It is our responsibility to understand and to comply with these rules of conduct, to defend them and to promote them. Thus, we will ensure that Unilabs is perceived as a successful and as an exemplary organisation: one that inspires confidence and respect.

Jean-Paul Rigaudeau

Chief Executive Officer



## Our commitment to integrity

Unilabs is committed to become the undisputed leader in European diagnostic services. Our purpose is to provide and develop laboratory medicine and radiology services for private and public customers. We do this for the individual, both as a patient and as a taxpayer, as well as for society at large. We do this because we want to take an active part in the renewal of European Healthcare.

To sustain these challenges, our commitment to the highest ethical values and our individual and collective compliance with the policies and laws that regulate our activities is crucial. It will ensure our success, and our reputation for leadership in our industry.

This is why we have designed this Code of Conduct, whose aim is to help everyone understand what is expected of us as Unilabs employees. It is based upon our **values**:

- **Patient and customer focus**  
Above all, we never forget the people we are here to serve.
- **Confidence**  
We are committed to gaining the confidence of our customers by demonstrating our intentions and our competence.
- **Respect and Empathy**  
Our work is always characterized by sympathy, participation and respect for individual integrity.
- **Initiative**  
We take initiatives and responsibility for improvements in our operations.
- **Benefit society**  
We endeavor to forge enduring and developing relationships with our clients in order to increase the benefits to society arising from our work.

and reaffirms our principles, values standards and rules of behaviour.

This code is a tool to support employees (\*) in making compliant and ethical decisions while meeting Unilabs' expectations. It applies to all of us, whatever our role. It should also be shared with clients, suppliers and business partners to better explain our rules of conduct.

(\*) "employees" relates here to all staff members including managers and members of the Board of Directors, it also applies to consultants working for Unilabs.



## How to use this code?

This code does not replace the existing policies or preclude the application of other rules of conduct or ethics, legal or regulatory provisions applicable to particular functions, activities or professional groups. It is not exhaustive and cannot anticipate every situation or provide definitive answers to all questions that may arise. Accordingly, this Code of Conduct is intended to focus each individual on areas of ethical risk, provide guidance to help you recognize and deal with ethical issues, establish mechanisms to report unethical conduct, and help foster the Unilabs Group's values and operating principles.

Thus, should you be faced with an ethical decision, ask yourself the following questions:

- Is it legal?
- Is it in line with Unilabs Code of Conduct?
- What consequences would my action have on the other stakeholders and what would be their reaction?
- If I am not sure, have I asked for help?

When in doubt about the best course of action, you are encouraged to disclose the matter and to discuss it openly. **The normal route for raising your concern is via your line manager structure.** You can also seek the advice of your Human Resources manager or of the person in charge of Internal Control in your company. If you feel uncomfortable to use the normal channels, or with the answers received from them, the SpeakUp line (\*) will provide a supplementary and **exceptional process** to submit your concern via telephone or online.

(\*) SpeakUp is a Group Open Line system which will go live on May 2nd, 2012. In some countries, its use is strictly regulated (scope restrictions, no anonymous reports or alert limited to some functions). All details will be given in the specific instructions issued on that date, which will be available on our Internet and Intranet websites.



## ACTING IN AN ETHICAL MANNER AS A BUSINESS

### Confidential information

#### What is “Confidential information”?

Confidential information means all data and information in whatever form, tangible or intangible, that is not generally known to the public.

It relates to:

- strategic planning, research and development;
- production processes;
- budgets and financial information;
- marketing information;
- software programmes;
- customer lists;
- patient data;
- any information that employees might reasonably expect to be regarded as confidential.

Thus, disclosing this type of information may harm Unilabs' interests. Therefore we all have the obligation not to disclose such information during our work and at all times thereafter. We are thus all expected to secure all confidential customers and suppliers records, to avoid discussing within the hearing of outsiders, to make a proper use of your professional computer (locking files away, changing password regularly, etc), to refrain from speaking about confidential information to third parties, including family members. Within Unilabs, the access to confidential information will be given only to the persons who need to have such information to successfully carry out their work.

Information related to individual employee is also considered confidential. This includes:

- compensation;
- family status;
- private address;
- health records.

### **FAQ:**

***One of our clients asked me for information about another Unilabs client. What should I do?***

Always refuse, courteously, to give others information about our customers. It is unprofessional, and could violate the terms of our agreement with the other customer. Also, disclosing to a client information about another client sends the wrong message about how we protect our clients' information.



## Image of Unilabs / Use of social media

Unilabs attaches great importance to protecting its image and reputation and expects those working for and representing the company to conduct themselves in an ethical and professional manner. In the case of misconduct, you may pose a risk of harm to Unilabs' reputation. Therefore, we are all expected to avoid speaking or writing on subjects related to Unilabs that fall outside our personal expertise.

This includes the use of social media. Social media allow us to market Unilabs, to build our brand and to engage in various contacts and communication. However, communication over the Internet could also misrepresent or create reputational risks to Unilabs, as the written message could be spread out of control. Therefore, we should also ensure that there is no confusion between our personal views and those of the company. We should never speak or write on behalf of Unilabs without prior authorisation. Being loyal to our company is our duty and consequently we should avoid messages that could negatively impact Unilabs' image and reputation.

### **FAQ:**

#### **I took some funny photos of some colleagues at the last Summer party. Can I post them on my personal blog?**

Before posting these photos, you should not only ask your colleagues for permission, but also ask the question: by posting them on my blog, what image will I give of myself, my colleagues and the company?

## Conflict of interest

### **What is a conflict of interest?**

A conflict of interest arises when our personal interests interfere or give the appearance of interfering with Unilabs Group's interest.

We are all requested to avoid any conflict between our interests and those of Unilabs, and to disclose promptly any actual or potential conflicts. The purpose of this Code is to ensure that the name, reputation and integrity of Unilabs are not compromised. No employee, by virtue of his/her position, should seek to personally profit in any manner adverse to Unilabs Group's interest, either directly or indirectly, whether for himself/ herself or for the benefit of any other person. We should thus avoid putting ourselves in situations where our private, financial or business interests may be in conflict with those of Unilabs Group.

It is impossible to give an exhaustive list of situations that might present a conflict. However, the most common situations that may constitute a conflict are:

- holding an interest in a company that competes with Unilabs;
- accepting free or discounted goods from any company that does or is seeking to do business with Unilabs;



- gaining personally through commissions, loans, expense or travel reimbursement or other compensation from any company doing or seeking to do business with Unilabs.

A conflict of interest may also exist when a member of an employee's immediate family is involved in situations described above.

**FAQ:**

***My sister owns a business and is trying to become a supplier for Unilabs Group. May I help direct her to the appropriate party within Unilabs Group?***

If it is permissible under the policies of the Unilabs Group's company by which you are employed, you may make the introduction. However, the decision-maker within Unilabs Group should be made aware of the relationship and must comply with applicable sourcing strategy and procedures. In addition, you should avoid participating directly in the decision-making process or otherwise unduly influencing the process.

***My spouse and I own a small graphic design business. The work I do for that business is completely unrelated to my job with Unilabs Group. I am sure that my small business could provide Unilabs Group with a superior product at reduced cost. May I be both an employee and a supplier to Unilabs Group?***

No. Your primary obligation is to Unilabs Group and providing services as a vendor would be a conflict of interest. Your spouse, if in business by himself or herself, could bid on Unilabs Group jobs provided that: 1) it is permissible under the policies of the Unilabs Group company by which you are employed; 2) he or she does not use your Unilabs Group employment to influence the bidding process; 3) you do not participate in the performance or evaluation of the work if he or she gets the job; and 4) the relationship is reported to your manager.

***Are there any restrictions on my having a second job outside of Unilabs Group?***

Yes. First of all you should check if it is allowed in your Unilabs contract to have a second job. In case of doubt, you should always ask for further information with your local Human Resources Department. Where second jobs are allowed under the terms of your Unilabs contract, your employment outside of Unilabs Group must not create, or appear to create, a conflict of interest with your responsibilities at Unilabs Group. For example, you must not accept a job that could discredit Unilabs Group or interfere with the independence and objectivity of your judgment. Your second employment must be kept totally separate from your Unilabs Group work. In no event may you use Unilabs Group's name, information, time, property or other resources to perform your second job. Any employee who works outside of Unilabs Group continues to be bound by all confidentiality agreements he/she has with the company. Employees may not work for, consult with or otherwise assist a business that competes with Unilabs Group.

Employees should contact their manager for help in sorting through situations that may give rise to potential conflicts of interest.



## Fair competition

### **What is fair competition?**

Fair competition is based on the factors of price, quality and service; not on the abuse of near-monopoly powers, “competitor bashing” and predatory pricing.

Unilabs aims to succeed through fair and honest competition. Unilabs seeks superior performance, but never through unethical or illegal business practices. It should strictly comply with applicable competition law. These laws are complex and vary from one country to the next. In general, they are intended to protect and encourage competition in the marketplace and prohibit business activity likely to result in unreasonable restraints of trade or the creation of illegal monopolies. It is Unilabs Group’s policy to respect the trade secrets and proprietary information of others. Although information obtained from the public domain is a legitimate source of competitive information, a trade secret obtained through improper means is not.

Sales of Unilabs Group services, and purchases of products and services of suppliers, shall be made solely on the basis of quality, price and service, and never on the basis of giving or receiving payments, gifts, entertainment or favors.

### **FAQ:**

#### ***May I contact a competitor to obtain competitive information?***

It depends on the situation. While you are not restricted from obtaining information on a competitor that is already publicly available, you should never contact a competitor to obtain privileged and confidential competitive information, including pricing information. Some forms of contact with competitors are permitted, however. You may, for example, visit a competitor’s booth at a trade show and collect any publicly distributed literature. However, in speaking to the competitor’s personnel, you should not misrepresent your identity or affiliation, and must avoid conversations on the sensitive competition-related subjects. Similarly, in interactions with competitors, you must never use deceptive practices - posing as a potential customer, for example - to obtain competitive information on behalf of Unilabs Group.

## Relationship with suppliers

Unilabs is committed to dealing with suppliers in a mutually supportive and open way. Therefore we should select our suppliers on the basis of open, competitive bidding, based on objective criteria for evaluating performance and quality of service. We should also be transparent about the bidding process and give honest feedback to failed bids. Supplier’s confidential information should be protected. From our part, we expect from our suppliers that they meet the highest ethical standards in their activities, in particular regarding:

- human rights and working conditions by adhering to the fundamental principles of the International Labour Organisation;





- health, safety and environment by ensuring their own employees work in optimal health and safety conditions and by minimising the impact of their activities on the environment;
- anti-corruption by complying strictly with national and international laws and regulations.

**FAQ:**

***Someone told me confidentially that one of our suppliers is under investigation as he might have used illegal workers. Should I ignore this rumour?***

No, you should start to ask the supplier for information. Then, you should seek help from your manager.

## **Gifts, meals and entertainment**

The exchange of gifts and hospitality may foster goodwill in business relationships. However, gifts, meals and entertainment must reflect a normal courtesy in business and may not influence, or give the appearance of influencing, any decision. In some countries and under certain circumstances, business courtesies are prohibited by law. Therefore prudence and good judgement should always guide us.

### **Accepting gifts, meals and entertainment:**

When receiving gifts or entertainment, you should ensure that:

- they are limited in value and frequency;
- they are appropriate and in line with Unilabs' values.

In any case, you should never accept cash gifts and you should always disclose to your management any gift or invitation you have received.

Gifts may **never** be accepted from a Unilabs competitor.

### **Providing gifts, meals and entertainment**

When giving gifts or entertainment, you should ensure that:

- they are reasonable in the context of the business relationship;
- they support Unilabs' legitimate business interests;
- they are of modest value;
- they are not against the law or the policy of the recipient's company.

**FAQ:**

***A potential supplier willing to do business with Unilabs invites me to lunch at least twice a month. What should I do?***



Accepting lunch invitations is permissible if you are meeting for a business purpose, but frequent or extravagant meals can appear to create a conflict of interest. Consult your manager. Accepting an excessive number of these invitations would violate the Code.

***A supplier just personally offered me a 15% discount. Is this appropriate?***

You cannot accept a personal discount unless the supplier offers the discount to the general public or to all Unilabs employees.

## **Accuracy in financial and business records**

Accuracy is essential to run our business legally, honestly and efficiently. Our shareholders and business partners rely on the accuracy of the information contained in our business and financial records. We therefore have a responsibility to ensure that the information we provide is accurate, timely and understandable. We are expected to maintain records securely and to collaborate with our internal and external auditors.

**FAQ:**

***My manager has asked me to make a journal entry that I don't agree with to "make the numbers". What should I do?***

You should challenge the request; if still pressed to make an entry you deem to be questionable, then you should report it. Inaccurate financial reporting can result in serious consequences for the Company. Report the matter immediately to the person in charge of Internal Control or in the last resort call the SpeakUp line.

## **Proper use of company assets**

**What are company assets?**

They include physical property, such as facilities, equipment, tools, office equipment and supplies, but also intellectual property, software, processes, and information.

Company assets are to be used solely for corporate purposes and must not be given away, sold or traded without proper authorization. Safeguarding this property from loss, damage, misuse or theft is the responsibility of all of us. We must use these assets in a safe, ethical, lawful and productive manner.

**FAQ:**

***I am a member of a sports association. Every month they need me to make copies of flyers. If I bring my own paper from home, is it OK for me to use the office equipment?***



No, you cannot use Unilabs resources for this regular activity. While you would be using your own paper, you are still using Unilabs resources, such as toner and ink.

## Use of computers, internet, e-mail and telephones

Internet access is provided to Unilabs Group's employees for business use. Personal use of these resources must be governed by good judgment and restraint, and must be limited to personal time. Employees should consider the adverse impact on the Unilabs network that result from transferring large files during peak use periods. Unilabs Group limits personal use of company resources if such use interferes with the productivity of individual employees or the overall availability of network and computing resources. Use of these resources, whether in the office or at home, is not private. Unilabs Group companies can and will monitor individual use of network services, including visits to specific Web sites, and e-mail as appropriate, under national laws, regulations and guidelines. Monitoring of individual usage will extend to individuals using their personal computers to access the Unilabs Group network remotely.

Fixed and mobile phones are also to be used in principle and primarily for Unilabs' business purposes; however a limited personal use is acceptable.

Unilabs Group's assets and resources, including its computing, telephony, facsimile and networking resources, should never be used to access or disseminate:

- Sexually explicit content;
- Slanderous or libelous content;
- Threatening or harassing messages or chain letters;
- Any information in violation of any national laws or Unilabs Group policies; or
- Other content that could reasonably be construed as inappropriate.

Employees who violate this policy will be subject to discipline, up to and including dismissal depending on the relevant country legislation. Questions regarding whether a particular use is permissible, should be addressed to your manager.

### **FAQ:**

***Our printer at home is broken, and my wife needs to send her CV out for a possible job as a matter of urgency. Is it OK if I type it up and print it at work?***

In general, you may be able to use the computer during non-working hours to type personal documents, so long as this is occasional, reasonable and does not interfere with your job responsibilities.

***May I download software from the Internet that would be helpful for my work at Unilabs Group?***

No. Downloading software from the Internet exposes Unilabs Group to the risk of viruses and other malicious code that could affect the integrity and availability of Unilabs Group's



systems and networks. You are not allowed to install or use hardware or software that has not been specifically approved by Unilabs IT specialists.

## Political activities, donation and sponsorship

As a member of civil society, Unilabs observes strict political, religious and philosophical neutrality. Therefore, Unilabs' policy is to make no financial contribution to political candidates, elected representatives or political parties.

Unilabs also respects the individual commitment of its employees who, as citizens, participate in political or public activities. Nevertheless, such commitments must not affect the activities or image of Unilabs nor may they affect the neutral position of Unilabs.

Corporate political donations are forbidden. Sponsorship and donations to public-interest or private organizations may be permitted when they comply with all applicable laws and regulations.

### **FAQ:**

***A friend of mine is running for political office and I would like to help with the campaign. Is this allowed?***

Yes. Your personal political activity is your business. Just make sure that you do not use Unilabs resources, including Unilabs time, e-mail or the Unilabs name, to support the campaign.

## Environment

We respect the environment. Each of us has a responsibility to prevent or minimise the impacts of our professional activities on the environment, by considering how our behaviour impacts on it. We could for instance cut out unnecessary travel, save water and energy (lighting, computer switching off, etc.), restrict the use of printed material and avoid generating waste. Such small gesture can ultimately make a collective difference. For unavoidable waste, we must ensure that materials are recycled or sorted adequately in accordance with your national laws or with the guidelines in force in your entity.

### **FAQ:**

***I have seen activities at Unilabs that may compromise the environment. What should I do?***

It is your responsibility to report it to your manager.



## ACTING IN AN ETHICAL MANNER AS AN EMPLOYER

### Diversity and respect for individual

#### **What is diversity?**

Diversity simply means differences. Diversity means recognizing our individual differences, whatever our race, religion, age, gender, socio-economic status, sexual orientation, and physical abilities might be.

Unilabs sees diversity as a great asset for the Group. Diversity has the potential to improve business results. The more different people are in a company, the more ideas and innovation they generate. Diversity also helps in improving the understanding of the needs of customers or clients and in enhancing the organisation's reputation and image with external stakeholders. Unilabs will promote diversity by tackling all forms of discrimination. Therefore, we are all expected not to discriminate on the basis of an individual's race, religion, cultural, social or national origins, gender, sexual orientation, disability and age. This applies to recruitment, promotion, training, compensation and working conditions.

#### **FAQ:**

***A colleague makes "jokes" about certain ethnic groups. I find these "jokes" insulting, but I am afraid to confront him. What should I do?***

Jokes or slurs directed against certain groups of people because of the color of their skin or religious beliefs are not acceptable in our workplace. They violate our Code of Conduct and our basic principles of fairness and respect. Tell your colleague that you find his jokes offensive. If the jokes don't stop, you should report the problem to your manager or to your Human Resources manager.

### Harassment and bullying

#### **What is harassment ?**

Harassment refers to a wide spectrum of offensive behaviour. The term commonly refers to behaviour intended to disturb persistently a person. It includes unwanted sexual conduct, threats and physical intimidation, offensive comments, jokes and slurs.

#### **What is bullying?**

Bullying is a form of aggressive behaviour manifested by the use of force or coercion to affect others.

Unilabs considers the right to respect and human dignity as being fundamental. Therefore, any type of harassment or bullying will not be tolerated. Behavior that is contrary to the above principles may result in undertaking appropriate corrective action and/or disciplinary



action up to and including termination of employment, depending on the relevant country legislation.

**FAQ:**

***A colleague is initiating unwelcome advances. I'm uncomfortable confronting this person. Who should I talk to?***

You should speak to your manager or to the Human Resources manager, or in the last resort call the SpeakUp line.

## **Respect for privacy and personal data protection**

We all have a right to privacy. Unilabs is committed to protecting employees' personal information (i.e. name, date of birth, social security number, photos, e-mail address, etc.). If in the course of your duties, you are authorised to have access to personal employee data, you should ensure that it is never provided to anyone outside Unilabs, unless legally required to do so or with the employee's specific authorisation. We also have to make sure that such information is stored securely. We are all obliged to comply with provisions on data protection as well as specific legislation applicable in each country.

**FAQ:**

***A friend has asked me for the e-mail addresses of my colleagues in order to use them for business purposes. Can I send him a list?***

Whenever you disclose information containing personal data, you need to think about protecting that information, because it could fall into other hands. In all cases, you must obtain the consent of the people whose data are held before disclosing their data.

***I am a manager with global responsibilities with employees reporting to me in 3 different countries. Would it be appropriate for me to ask for copies of their personnel files to be forwarded to me?***

Privacy laws may be vastly different in the countries that we operate and the sharing of such information may not be appropriate. Consult your Human Resources manager with any questions you may have.



## Health, safety and security

Unilabs is committed to provide and maintain safe and healthy working conditions. To support that policy, we all must comply with the existing safety rules and practices. We should also take the necessary precautions to protect ourselves and our colleagues. Anyone who identifies behaviour or an installation which is likely to compromise the safety of our environment, should contact their manager or the person in charge of safety in your company immediately.

### FAQ:

***I have just learnt that one of our sub-contractors has been drinking on our premises. Since he is not technically a UNILABS employee, do we need to be concerned?***

You should report to your manager any behaviour which could compromise the safety of our environment or put anyone at risk.

## Compliance standards and follow up

It is the responsibility of each Group entity to implement this Code of Conduct in light of the constraints and specificities of its activities and geographical location.

Our managers bear particular responsibility for the implementation of the Code. They should create an atmosphere of trust and openness that encourages employees to discuss even unpleasant subjects honestly. They should behave exemplary and react promptly to any violation of the Code.

Each employee is required to comply with and apply the rules contained in this Code of Conduct.

**When confronted with an ethical problem, you must inform your manager, whose responsibility is to assist you in resolving the difficulties faced. Members of the Human Resources and Internal Control departments can be contacted for support and guidance as well.** In last resort and if you identify no other way to escalate an issue, you can contact the SpeakUp Hotline or website.

Reporting violations of this Code is governed by the following guidelines:

- Reports will be handled as confidentially as possible;
- No retaliation will be tolerated against employees making reports in good faith or assisting in investigations of suspected violations of the Code;
- Any employee who submits a complaint in bad faith, communicating information with malicious intent, may be liable to disciplinary sanctions;



- Any employee subjected to a complaint may access data held concerning him (except disclosure of the identity of the whistleblower), unless protective measures are required to prevent destruction of proof.

***Periodic Review of Code***

*The Company will monitor compliance with this Code of Conduct periodically by liaising with the Board, management and staff especially in relation to any areas of difficulty which arise from this Code of Conduct and any other ideas or suggestions for improvement of it.*

*General suggestions for improvements or amendments to this Code of Conduct can be made at any time by providing a written note to the Group HR department.*

*This Code is available on-line*