



# Partner Code of Conduct

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## Purpose and Scope

Unilabs is committed to operating its business in an economically, ethically, socially and environmentally sustainable manner. Not only is this essential to Unilabs' brand and reputation, but it ensures the long-term success of our Company. This is why Unilabs would like to partner with its Suppliers and Agents to share some essential values.

This Partner Code of Conduct ("the Code") is linked to and complements the Corporate Code of Conduct of the Unilabs Group, which outlines the expectations of the company concerning the behaviour of its employees. The Partner Code of Conduct outlines the standards with regard to business integrity and ethics, labor and social standards, environment, general principles of business and related management systems that Unilabs expects its Suppliers and Agents to comply with.

For the Code to be successful, Partners, i.e. Suppliers and Agents must adhere to the principles of this Code: they have to exercise diligence in verifying that these principles and expectations are being adhered to in their operations and supply chains.

## A. WHAT DOES UNILABS EXPECT FROM THEIR PARTNERS

### 1. Business Integrity & Ethics

#### 1.1 Compliance with Applicable Laws & Regulations, Fair Competition

Unilabs requires that all Partners, their subcontractors and all of Partners' or subcontractors' employees involved in the supplying of goods or services to Unilabs comply with all applicable laws and regulations of the country where operations are undertaken.

#### 1.2 Fair Competition

Unilabs' Partners should adhere to anti-trust and anti-competition laws i.e. not participating in price fixing or bid rigging.

#### 1.3 No Improper Advantage

Partners are strictly prohibited from directly or indirectly (through intermediaries or subcontractors) offering, stipulating and/or giving any payments, services, gifts, entertainment or anything of value to a person intended to influence acts or decisions of that person, to secure any improper advantage, or to obtain or retain business.

#### What is "Anything of Value"?

"Anything of value" means anything that has value to the recipient. It can include things such as:

- cash and any payment or reimbursement in the form of, among others, promotion fees, sponsorship fees, R&D fees, consulting fees, commission fees;



- non-cash items such as gifts, entertainment, golf outings, favours, loans and loan guarantees, investment or business opportunities, the use of property or equipment, pre-paid membership cards, transfers or grants of equity without proper consideration, transportation, and the payment or reimbursement of debts;
- job offers to an Influential Outside Person, their family members and friends (even if they are qualified for the job);
- provision of free services; and
- contributions to a political party or charity.

There is no minimum threshold in determining value. Even small payments or benefits are prohibited if they are intended as bribes. Moreover, the mere offer of a corrupt payment can violate the anti-corruption laws, regardless of whether the payment is ever made, and regardless of whether the recipient of a payment or thing of value takes any action in response to a promise or payment.

### **1.3.1. Particular requirements for Suppliers**

Unilabs' Suppliers are expected to compete based on the merits of their products and services, not through gifts, entertainment or business courtesies

Suppliers should know that all Unilabs' employees have been instructed not to agree to receive anything of value where the intent is to influence the recipient's action with respect to Unilabs' business.

### **1.3.2. Particular requirements for Agents**

As previously, Unilabs seek to comply fully with the letter and the spirit of the laws and regulations governing bribery and corrupt behaviours in the jurisdictions in which it operates.

Therefore our Agents are prohibited from giving or offering money or anything of value to any of the following persons ("Influential Outside Persons"):

- a Government Official (as defined below) or his/her family members or any other person that has a close relationship with such Government Official;
- any other individual or entity (in the private or public sector) that has the power to decide or influence Unilabs' commercial activities

in order to influence acts or decisions of that person, to secure any improper advantage, or to obtain or retain business.

Further, all agents who act for or on behalf of Unilabs may not, directly or indirectly accept, request, or agree to receive anything of value where the intent is to influence the recipient's action with respect to the Unilabs's affairs or business.

#### Who are "Government Officials"?

"Government Officials" include:

- Any person working for (or on behalf of) a government or any of its agencies. This includes any elected or appointed official or employee of a government, *at any level* including national or local government entities. This also includes members of



legislative, administrative, and judicial bodies, as well as low-level employees of government agencies, such as office workers;

- Any officer or employee working for (or on behalf of) a government-owned or government-controlled entity, including state-owned entities that operate in the commercial sector (e.g., state-owned airlines, oil companies, healthcare facilities, Sovereign Wealth Funds, or public pension plans);
- Any officer or employee of a public education institution or endowment;
- Any candidate for political office (e.g., a candidate running for governor, mayor, etc.), official or employee of a political party, or a political party itself; and
- Any officer or employee of a public international organization (such as the United Nations, the World Bank or the International Monetary Fund).

What does “Secure an Improper Advantage” mean?

To “secure an improper advantage” means obtaining an advantage for Unilabs that may not be offered to the Unilabs’ competitors or some other advantage that is only available to the Company if it makes an illegal payment. This includes any commercial or financial benefit, not only a payment to secure a sale or contract. For example, a payment to persuade a Government Official not to impose a fine or tax, or to minimize such a fine or tax, would violate our policy, as would a payment to prevent enforcement of an applicable law or regulation. This policy also prohibits purely commercial bribery without regard to whether a Government Official is involved in the transaction. Accordingly, payments intended to influence the decision of an individual or company in the private sector to award business to the Company would violate the code.

What does “To Obtain or Retain Business” mean?

Almost every interaction the Company has with individuals and entities outside of the Company itself is related to obtaining or retaining business. In other words, any action the Company takes with the goal of staying in business can be considered to be for the purpose of “obtaining or retaining business” (e.g., paying taxes or utility bills). For this reason, all agents must maintain the highest ethical standards in everything they do.

**1.4 Conflict of Interest**

Unilabs’ Partners must disclose all potential conflicts of interest, including those in which the Partner may have been placed inadvertently due to either business or personal relationships with clients, other Suppliers and Agents, business associates, or competitors of Unilabs, or with other Unilabs employees.

**1.5 Confidentiality**

Confidentiality is a key element when working with Unilabs. Partners shall safeguard and not disclose private or confidential information that might be of use to competitors or harmful to Unilabs and its clients if disclosed. Partners are required to report immediately to their Unilabs contact person any actual or suspected disclosure or loss of any confidential information relating to Unilabs.



### **1.6 Use of Unilabs Name and Trademarks**

Partners should not use Unilabs' name, trademarks, copyrights, trade secrets and other intellectual property unless such usage has been pre-approved by their Unilabs Contact person in writing. Partners are expected to keep their relationship with Unilabs confidential unless disclosure has been pre-approved and authorized by their Unilabs Contact Person.

### **1.7 Use of Unilabs Resources and Assets**

Unilabs' property and resources are highly valuable. Partners are responsible for protecting Unilabs' property and for using its resources only for the business purposes intended by Unilabs. The property may not be taken, sold, given away, used for non-business purposes or disposed, unless the Partner has specific written approval from an authorized representative.

## **2. Workplace standard and practices**

Suppliers and agents will ensure fair working conditions, in particular in the following fields:

### **2.1 Child Labour**

According to Article 32 of the UN Convention on the Rights of the Child, children are to be protected from any work that could compromise their health, education, and development. The relevant requirements regarding minimum age are determined in the Conventions of the International Labor Organization ILO (in particular Convention No.138 concerning the Minimum Age for Admission to Employment, which sets out in Article 2 Section 3 the principle that the minimum age shall not be less than the age of completion of compulsory schooling and, in any case, shall not be less than 15 years).

### **2.2 Freely Chosen Employment**

Partners shall not use forced labour and give all employees the choice to leave their employment freely upon reasonable notice.

### **2.3 Humane Treatment**

Partners shall provide a workplace free of hard and/or inhumane treatment. Human rights shall be respected and no employee shall suffer harassment, physical or mental punishment or other forms of abuse.

### **2.4 Discrimination**

Partners shall refrain from employment discrimination based on gender, race, national origin, skin color, language, religion, political convictions, union membership, sexual orientation, marital status, age and disability.

### **2.5 Health and Safety**

Partners shall provide a safe working environment that poses no risk to health and is compliant with all applicable local legislation.



## **2.6 Working conditions and wages**

Partners are expected to provide reasonable daily and weekly work schedules for their employees. They shall compensate them fairly and follow local wage regulations and/or collective agreement and where these do not exist, pay them so they can at the least meet their basic needs.

## **2.7 Freedom of Association**

Partners will respect the right of workers to associate freely and bargain collectively.

## **2.8 No Clandestine Employment**

Partners shall refrain from clandestine employment (i.e. any work on an employed or self-employed basis that is carried out in full or partial breach of applicable legal requirements).

## **3. Environment (for Suppliers only)**

Suppliers shall comply with all applicable legal requirements, as well as with any existing industry standards, agreements, and guidelines regarding the environment and sustainability. Suppliers must ensure that programs are in place at all their sites concerning:

- waste management:
- pollution prevention:
- reduction of gas emissions:
- resource management.

## **4. Innovation (for Suppliers only)**

For Unilabs and its business, supporting ongoing innovation is a must and key element – hence Suppliers are expected to contribute to Unilabs' efforts by introducing cutting edge solutions and giving Unilabs early visibility of and access to innovative products and services.

## **5. Management Systems**

Partners are expected to implement internal management systems that support compliance with the content of this Partner Code of Conduct.

### **5.1 Assessment of Legal Requirements and Industry Standards**

The management systems should be designed in a manner which ensures compliance with legal requirements, regulations and common industry standards.

### **5.2 Risk Assessment and Risk Management**

Partners are expected to implement mechanisms to identify and manage risks in all areas addressed by this Partner Code of Conduct and all applicable legal requirements.



### **5.3 Communication and Training**

Partners shall have appropriate communication means and/or training programs in order to ensure that their managers and employees gain an appropriate level of knowledge and understanding of the principles and expectations specified in this Code.

### **5.4 Documentation**

Partners must maintain reasonable documentation demonstrating compliance with this Code and allow us to audit that documentation upon request. They have to urge their subcontractors to maintain documentation as well.

### **5.5 Audits**

#### **5.5.1 Partners**

Partners may be asked to provide information to ensure conformity to applicable laws and regulations and the principles and expectations specified in this Code. Unilabs also encourages the Partners to evaluate and monitor their own subcontractors.

#### **5.5.2 Agents**

Unilabs will undertake due diligence to review these areas and ensure a strong mutual fit prior to establishing a partnership with an Agent; thereafter periodic audits may be conducted to ensure ongoing compliance with the content of the Partner Code of Conduct. These audits will help promote common cross-company standards. Unilabs will engender an open audit environment in order to help Agents identify and address any area requiring improvement

### **5.6 Incident Reporting**

Partners are required to report to their Unilabs contact person any incident, behavior or other circumstances that are, or may be regarded as, or could potentially result in a non-compliance with the principles and expectations specified in this Code. Reports must contain sufficient factual information and/or documents so that a meaningful investigation can be conducted and the information can be properly assessed.

### **5.7 Corrective Action Process**

Partners are required to have processes in place that allow timely corrective actions for any deficiencies identified by internal or external assessments or inspections.

## **6. Sanctions for Violation of this Policy**

There will be no exception to this policy's absolute prohibition against bribery. Upon discovering a violation of it, Unilabs may impose such sanctions as it deems appropriate, including, among other things, a termination of the contract.

In addition to the above and for a better understanding of our commitment to business ethics and integrity, Suppliers and Agents are strongly advised to read Unilabs Corporate Code of Conduct (see below).



## **B. WHAT DOES UNILABS EXPECT FROM THEIR EMPLOYEES WHEN DEALING WITH PARTNERS**

Unilabs employees are required to maintain a culture of honesty and opposition to bribery and corruption.

Bribes means illicit payment and corruption can be defined as the offering, giving, soliciting or acceptance of a benefit or reward through means which are illegitimate or unethical.

At Unilabs we are committed to the highest standards of probity and no type of bribery or corruption will be tolerated.

As outlined above, we will regularly ensure that we are compliant with all applicable national and international anti-corruption and bribery laws and conventions. Our employees should be made aware that according to some of these laws, not only purposeful but also wrongdoing by negligence can compromise both the company and themselves. In Sweden for instance, violating anti-bribery laws may result in hefty fines and possibly imprisonment for the individual, the management and even Board members. In case of doubt, employees are therefore encouraged to express their concerns to their Manager: alternatively, members of the Human Resources and Internal Control may also be contacted. In a last resort, employees can report violations of the Code via our secured and 24/7 accessible SpeakUp line.

Full details of Unilabs' expectations regarding the behaviours expected from employees can be found in our Corporate Code of Conduct. The document is available on our corporate website at [www.unilabs.com](http://www.unilabs.com) (See sections "Conflict of interest, Fair competition, Relationship with suppliers, Gifts, meals and entertainment")