



CODE OF ETHICS AND BUSINESS CONDUCT



BUILT ON INTEGRITY. POWERED BY PURPOSE.



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CONDUCT

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A MESSAGE FROM OUR CEO

Performing with Integrity is one of our core values at BioLab Holdings and is foundational to our culture and how we deliver on creating the standard of caring for patients and the healthcare community. Our successes will be determined by how we operate and make good decisions, exercising good judgment throughout the decision-making process. We will build trust and respect in how we operate through continuous collaboration and teamwork.

The BioLab Holding's Code of Ethics and Business Conduct is our guide to how we operate. As you read and use our Code, you will find that it provides practical advice and information to help us comply with the law and apply our good judgment to situations that may arise at work.

Of course, no single document can answer all of our questions or address every situation, which is why we have also provided additional resources to help you make the right decision. These resources are listed throughout the Code.

Leaders at BioLab Holdings are also expected to demonstrate a strong tone from the top and encourage a speaking up culture. Seek advice when making decisions or when you need guidance. If you are ever unsure of what to do in particular circumstances or if you are concerned that our Code, our policies or the law are being broken, I urge you to speak up. Talk to your manager, or use our Helpline. Remember: a problem cannot be solved unless it has first been identified.

Our successes will be achieved by our mission to optimize the standard of wound care through innovation, compassion and collaboration.

Thank you.

A handwritten signature in black ink, appearing to read 'J. Leija'.

Jamie Leija
Chief Executive Officer

Purpose and Overview

BioLab Holdings and its subsidiaries (BioLab) are committed to raising the standard of caring every single day. Our work is grounded in science, compassion and collaboration. Our methods help shape the outcome of everything we do, and we must remain focused on acting ethically and with our company's best interests in mind. [Our mission, vision and values](#) are what drives us to succeed

We expect all our employees to maintain their integrity in each action and interaction, making decisions that reflect our mission and values. While the right decisions may often seem clear, our work can be as complicated as the injuries we help treat. The laws, regulations and rules that apply to us can be confusing, and it can be difficult to know where to turn for help.

Our Code of Ethics and Business Conduct ("Code") is your most important resource in this effort. It is designed with you in mind—a vital resource that will help you:

- » Comply with applicable laws, regulations and Company policies.
- » Promote integrity and the highest standards of ethical conduct.
- » Address common ethical situations you could encounter in your work.
- » Avoid even the appearance of anything improper in connection with our Company's business activities.

Complying With Laws and Regulations

BioLab is committed to compliance with all laws, rules and regulations that apply to our business. It is impossible to anticipate every question you may have or situation you might face so, in addition to the Code, BioLab also has other resources that can be of help. These additional resources are listed throughout the Code. As always, we rely on you to use good judgment and seek help when you need it.

We operate in multiple countries, so it is important to be aware of different laws and customs that may apply. While we respect the norms of our customers, business partners and coworkers throughout the world, all employees must, at a minimum, comply with the standards and principles in this Code. If any guidance in our Code conflicts with a local law or requirement, you should seek guidance from your manager or contact the Compliance Office.



Company Mission, Vision and Values

OUR MISSION

Optimizing the standard of wound care through **innovations** grounded in science, compassion and collaboration.

OUR VISION

Raising the Standard of Caring

OUR VALUES



PERFORMANCE



COLLABORATION



INTEGRITY



CARE



IMPACT



INGENUITY



Who Must Follow This Code

All employees of BioLab and its subsidiaries, including executives, corporate officers and members of our Board of Directors, are required to read, understand and follow our Code.

Consultants, contractors, agents, suppliers, distributors, vendors and temporary employees (“business partners”) who serve as an extension of BioLab are also expected to follow the spirit of our Code, as well as any applicable contractual provisions.

If you supervise our business partners, you are responsible for communicating our standards and ensuring they are understood. If a business partner fails to meet our ethics and compliance expectations or their contractual obligations, it may result in the termination of their contract.



Accountability and Discipline

Violating our Code, our policies or the law, or encouraging others to do so, exposes the Company to liability and puts our reputation at risk. If you see or suspect a violation, [report it](#).

Anyone who violates our Code will be subject to disciplinary action, up to and including termination of their employment with BioLab. Violations of laws or regulations may also result in legal proceedings and penalties including, in some circumstances, criminal prosecution.

Our Responsibilities

Each of us has an obligation to act with integrity, even when this means making difficult choices. Meeting this obligation is what helps us succeed and grow.

Employee Responsibilities

Each of us has a responsibility to:

- » Act professionally, honestly and ethically when conducting business on behalf of our Company.
- » Know the information in our Code and Company policies, paying particular attention to the topics that apply to our specific job responsibilities.
- » Complete all required employee training on time, and stay up to date on current standards and expectations.
- » Report concerns about possible violations of our Code, our policies or the law to your manager, an executive or any of the resources listed in this Code.
- » Cooperate and tell the truth when responding to an investigation or audit, and never alter or destroy records in response to an investigation or when an investigation is anticipated.

Additional Responsibilities of Managers

BioLab managers are expected to:

- » Lead by example. Model high standards of ethical business conduct, and help create a work environment that values mutual respect and open communication.
- » Be a resource for others. Communicate often with employees and business partners about how the Code and other policies apply to their daily work.
- » Be proactive. Look for opportunities to discuss and address ethical dilemmas and challenging situations with others.
- » Delegate responsibly. Never delegate authority to any individual whom you believe may engage in unlawful conduct or unethical activities.
- » Respond quickly and effectively. When a concern is brought to your attention, treat it seriously and with respect for everyone involved.
- » Be aware of the limits of your authority. Do not take any action that exceeds your authority. If you are ever unsure of what is appropriate (and what is not), discuss the matter with your manager.

Remember: No reason, including the desire to meet business goals, should ever be an excuse for violating our Code, our policies or the law.



What If?

I'm a manager and not clear about what my obligations are if someone comes to me with an accusation—and what if it involves a senior manager?

No matter who the allegation involves, you must report it. BioLab provides several options for reporting concerns. If for any reason you are uncomfortable making a report to a particular person, you may talk to any of the other resources listed in the Code.

I observed misconduct in an area not under my supervision. Am I still required to report the issue?

You are chiefly responsible for employees and business partners under your supervision, but all BioLab employees are required to report misconduct. As a leader, you have a special obligation to be proactive. The best approach would be to talk first with the manager who oversees the area where the problem is occurring, but if this isn't feasible or effective, you should contact another resource described in our Code.

Our Guidelines for Ethical Decision Making

Making the right decision is not always easy. There may be times when you'll be under pressure or unsure of what to do. Always remember that when you have a tough choice to make, you are not alone. There are resources available to help you.



Stop and Think

What is the purpose of your task/deliverable?

Is it aligned with the company strategy, and does it support a legitimate business need?



Review the Facts

What policy does this activity support, and do you know how to apply the policy?

Have you reviewed the principles set forth in this policy document?



Align and Ask

When in doubt on any requirement of our policy(ies), ask your manager or reach out to Compliance for guidance.



Perception

Have you considered what the perception of your actions will be to the healthcare community, patients, the government?

One More Thing ...

We value your feedback. If you have suggestions for ways to enhance our Code, our policies or our resources to better address a particular issue, bring them forward. Promoting an ethical BioLab is a responsibility we all share.

Speaking Up and Reporting Concerns

If you see or suspect a violation of our Code, our policies or the law, or if you have a question about what to do, talk to your manager.

If you are uncomfortable speaking with your manager, there are other resources available to help you:

- » Contact another member of management.
- » Contact the Compliance Office.
- » Contact the Helpline:
 - By phone: (833) 740-4818.
 - Online: biolabholdings.ethicspoint.com.

BioLab will make every reasonable attempt to ensure that your concerns are addressed appropriately.



What If?

I believe someone misused the Helpline, by making an anonymous call and falsely accusing someone of wrongdoing. What should I do?

Report your concern immediately. Experience has shown that the Helpline is rarely used for malicious purposes, but it is important to know that we will follow up on reports, and anyone who uses the Helpline in bad faith to spread falsehoods or threaten others, or with the intent to damage another person's reputation, will be subject to disciplinary action.



What to Expect When You Use the Helpline

The Helpline web portal and phone line are available 24 hours a day, seven days a week. Operated by an independent third-party provider of corporate compliance services, the Helpline will document your concerns and forward them to BioLab for further investigation.

When you contact the Helpline, you may choose to remain anonymous where permitted by local law. All reports received will be treated equally, whether they are submitted anonymously or not.

After you make a report, you will receive an identification number so you can follow up on your concern. Following up is especially important if you have submitted a report anonymously, as we may need additional information to conduct an effective investigation. This identification number will also enable you to track the resolution of the case; however, please note that out of respect for privacy, BioLab will not be able to inform you about individual disciplinary actions.

Any report you make will be kept confidential by all individuals involved with reviewing and, if necessary, investigating it.

Remember, an issue cannot be addressed unless it is brought to someone's attention.



» *Investigation Policy*



Our Commitment to Non-Retaliation

We will not tolerate any retaliation against any employee who, in good faith, asks a question, reports conduct that may be inconsistent with our Code, our policies, or the law, or assists in an investigation of suspected wrongdoing.

What Does Reporting “in Good Faith” Mean?

It means making a genuine attempt to provide honest, complete and accurate information, even if it later proves to be unsubstantiated or mistaken.



What If?

I suspect there may be some unethical behavior going on in my business unit involving my manager. I know I should report my suspicions, and I am thinking about using the Helpline, but I am concerned about retaliation.

You are required to report misconduct and, in your situation, using the Helpline is a good option. We will investigate your suspicions and may need to talk to you to gather additional information. After you make the report, if you believe you are experiencing any retaliation, report it. We take claims of retaliation seriously. Reports of retaliation will be thoroughly investigated and, if they are true, retaliators will be disciplined.



Learn More

- » *Investigation Policy*
- » *Supporting the Employee Workplace*

Staying Safe and Healthy at Work

Ensuring safety is an integral part of everything we do. Reporting risks and hazards is not just the right thing to do, it's a requirement, because a failure to speak up about an incident or to participate in an investigation into an incident can have serious repercussions for our Company and for every employee on the job, every day.

Each of us is responsible for acting in a way that protects ourselves and others. No matter what job you do or where you do it, we count on you to actively promote a safe and healthy workplace and report any situations that may pose a health, safety or security risk. Do your part to keep everyone in the BioLab family injury-free.

Do the Right Thing.....

- » *Follow the safety, security and health rules and practices that apply to your job.*
- » *Maintain a neat, safe working environment by keeping workstations, aisles and other workspaces free from obstacles, wires and other potential hazards.*
- » *Notify your manager immediately about any unsafe equipment, or any situation that could pose a threat to health or safety or the environment. As an employee, you have the right and the responsibility to stop any work if you feel your safety is at risk.*
- » *Cooperate with any investigations into incidents.*

Alcohol and Drugs

While at work or on BioLab business:

- » Always be ready to carry out your work duties—never impaired.
- » Do not use, possess or be under the influence of illegal drugs or any substance that could interfere with a safe and effective work environment.

Workplace Violence

Violence of any kind has no place at BioLab.

We won't tolerate:

- » Intimidating, threatening or hostile behavior.
- » Causing physical injury to another.
- » Acts of vandalism, arson, sabotage or other criminal activities.
- » The carrying of firearms or other weapons onto Company property unless you are authorized to do so.



Watch Out For.....

- » *Unsafe practices or work conditions.*
- » *Carelessness in enforcing security standards, such as facility entry procedures and password protocols.*



What If?

I've noticed some practices in my area that don't seem safe. Who can I speak to? I'm new here and don't want to be considered a troublemaker.

Discuss your concerns with your manager, with Human Resources or via the Company Helpline. There may be very good reasons for the practices, or you may be bringing to light an issue that needs to be addressed. In either case, raising a concern about safety does not make you a troublemaker. It makes you a responsible employee who is concerned about the safety of others.



What If?

A subcontractor commits a violation of our standards. Are subcontractors expected to follow the same health, safety and security policies and procedures as employees?

Absolutely. managers are responsible for ensuring that subcontractors and other business partners at work on BioLab premises understand and comply with all applicable laws and regulations, as well as with additional requirements our Company may have.



Learn More

» *Supporting the Employee Workplace*



Providing Equal Opportunities

BioLab helps bring together employees with a wide variety of backgrounds, skills and cultures. Combining such a wealth of talent and resources creates the diverse and dynamic teams that consistently drive our results. We are committed to ensuring that everyone in our workplace—employees, job applicants and business partners—feel welcome and valued and are given opportunities to grow, contribute and develop with us. To uphold that commitment, we support laws prohibiting discrimination and provide equal opportunity for employment, income and advancement in all our departments, programs and worksites.

If you are responsible for making employment decisions on behalf of BioLab, base your decision-making on qualifications, demonstrated skills and achievements—and never on race, color, religion, sex (including pregnancy, sexual orientation or gender identity), national origin, age, disability, genetic information or any other characteristic protected by law.

Do the Right Thing.....

- » *Treat others respectfully and professionally.*
- » *Promote diversity in hiring and other employment decisions.*
- » *Do not discriminate against others on the basis of any other characteristic protected by law or Company policy.*

Watch Out For.....

- » *Comments, jokes or materials, including emails, that others might consider offensive.*
- » *Inappropriate bias when judging others. If you supervise others, judge them on performance. Use objective, quantifiable standards and avoid introducing unrelated considerations into your decisions.*



What If?

One of my coworkers sends emails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

You should notify your manager or a member of Human Resources. Sending these kinds of jokes violates our Values, our email usage policies, and our standards on diversity, harassment and discrimination. By doing nothing, you are condoning discrimination and tolerating beliefs that can seriously erode the team environment we have all worked to create.



Learn More

- » *Employee Handbook*
- » *Supporting the Employee Workplace*

Preventing Harassment

We all have the right to work in an environment that is free from intimidation, harassment, bullying and abusive conduct. BioLab does not tolerate verbal or physical conduct by any employee that harasses another, disrupts another's work performance or creates an intimidating, offensive, abusive or hostile work environment.

If you see, suspect or feel you have been the victim of harassment (including sexual harassment), report it immediately. You'll be helping to preserve a respectful and productive workplace.

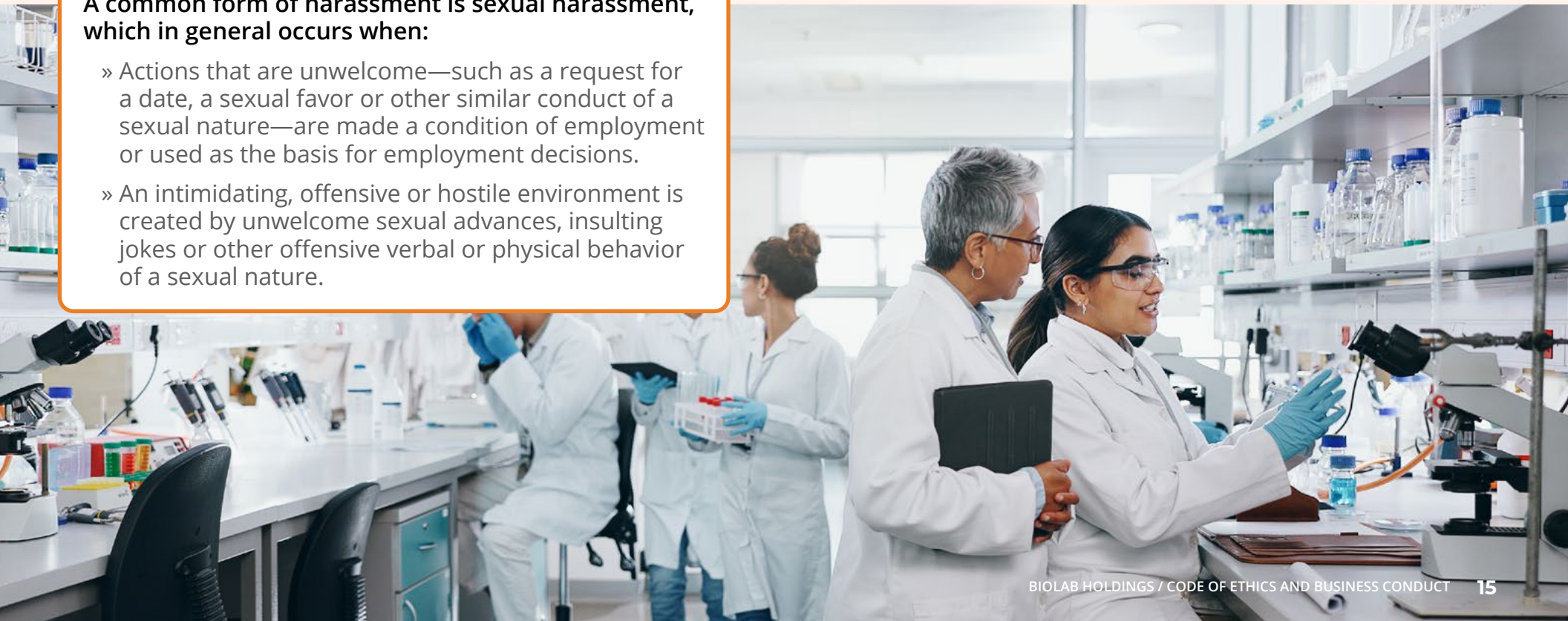
Sexual Harassment

A common form of harassment is sexual harassment, which in general occurs when:

- » Actions that are unwelcome—such as a request for a date, a sexual favor or other similar conduct of a sexual nature—are made a condition of employment or used as the basis for employment decisions.
- » An intimidating, offensive or hostile environment is created by unwelcome sexual advances, insulting jokes or other offensive verbal or physical behavior of a sexual nature.

✓ Do the Right Thing.....

- » *Promote a positive attitude—support policies designed to build a safe, ethical and respectful workplace.*
- » *Help each other—speak out when a coworker's conduct makes others uncomfortable.*
- » *Be professional—do not visit inappropriate internet sites or display sexually explicit or offensive pictures.*
- » *Speak up—report all incidents of harassment and intimidation that may compromise our ability to work together and be productive.*





Watch Out For

- » *Threatening remarks, obscene phone calls, stalking or any other form of harassment.*
- » *Sexual harassment or other unwelcome verbal or physical conduct of a sexual nature.*
- » *The display of sexually explicit or offensive pictures or other materials.*
- » *Sexual or offensive jokes or comments.*
- » *Verbal abuse, threats or taunting.*



Learn More

- » *Supporting the Employee Workplace*



What If?

While on a business trip, a colleague of mine repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. We weren't in the office, and it was after regular working hours, so I wasn't sure what I should do. Was that harassment?

It could be. We expect our employees to practice respect, not only during working hours but in all work-related situations, including business trips. Tell your colleague you are uncomfortable with these actions and ask them to stop. If they continue, report the problem.

I frequently hear a colleague making derogatory comments to another coworker. These comments make me feel uncomfortable, but I feel like it's none of my business, and the person they're directed at will speak up if they are offended. Should I ignore this?

No, you shouldn't. It's up to each of us to help maintain a work environment where people feel welcome, valued and included. Since you're aware of this situation, you have a responsibility to speak up about it. If you feel you can, speak to your colleague and ask that this behavior stop. If you feel you can't or the comments continue, talk to your manager or another resource.

Using Our Physical and Electronic Assets

BioLab entrusts employees with assets (both tangible and intangible) that enable us to operate. Physical assets include BioLab facilities, materials and equipment. Electronic assets include computer and communication systems, software and hardware. Files and records are also Company assets, and we have a responsibility to ensure their confidentiality, security and integrity.

Each of us is personally responsible for using these assets with care and protecting them from fraud, waste and abuse. Your personal use of Company assets is discouraged, but where permitted, should be kept to a minimum and have no adverse effect on productivity and the work environment. Be aware that any information you create, share or download onto Company systems belongs to BioLab, and we have the right to review and monitor system use at any time, without notifying you, to the extent permitted by law.



✓ Do the Right Thing.....

- » *Use Company assets to carry out your job responsibilities, never for activities that are improper or illegal.*
- » *Observe good physical security practices, especially those related to badging in and out of our facilities.*
- » *Be a good steward of our electronic resources and systems, and practice good cybersecurity:*
 - » *Do not share passwords or allow other people, including friends and family, to use BioLab assets.*
 - » *Only use software that has been properly licensed. The copying or use of unlicensed or “pirated” software on Company computers or other equipment to conduct Company business is prohibited. If you have any questions about whether or not a particular use of software is licensed, contact the IT Department.*
 - » *Lock your workstation when you step away and log off our systems when you complete your work for the day.*
 - » *Beware of phishing attempts—use caution in opening email attachments from unknown senders or clicking on suspicious links.*



Watch Out For.....

- » *Requests to borrow or use BioLab equipment without approval.*
- » *Excessive use of BioLab resources for personal purposes.*
- » *Unknown individuals without proper credentials entering our facilities.*

Intellectual Property

Examples of intellectual property (IP) include:

- » Business and marketing plans
- » Company initiatives (existing, planned, proposed or developing)
- » Customer lists
- » Trade secrets and discoveries
- » Methods, know-how and techniques
- » Innovations and designs
- » Systems, software and technology
- » Patents, trademarks and copyrights

BioLab commits substantial resources to technology development and innovation, and the creation and protection of our intellectual property rights are critical to our business. Contact the Legal Department or Compliance Department. if you receive questions regarding:

- » The scope of our intellectual property rights
- » How BioLab rights apply to another company's products
- » How a third party's intellectual property rights apply to BioLab's intellectual property rights or products



» *Privacy Policy*

Remote Working

Although more employees are working remotely than ever before, our responsibilities to BioLab remain the same. No matter where we are working—at home, in a café or anywhere else in the world—we have a duty to maintain our Company's high standards and follow our policies.

If you work remotely, always do what is expected of you. Follow the same practices and put in the same number of hours and level of effort you would in an office setting. Also protect any BioLab assets that are in your care, including technology, hardware and information. Be available to your colleagues during regular work hours and do what is right and required, even without direct supervision.



Fighting Fraud, Waste and Abuse

BioLab is committed to the integrity of the healthcare system and to detecting, correcting and preventing false claims. As part of this commitment, we expect our employees to be able to recognize and report instances of fraud, waste and abuse.

Each of us has a responsibility to ensure payments and transactions are properly authorized and fully and accurately recorded in compliance with all applicable laws and BioLab policies.

✓ Do the Right Thing.....

- » *Ensure timely and accurate documentation, coding and billing that reflect services ordered and actually performed.*
- » *Only bill for services we actually provide.*
- » *Promptly report any instances of suspected fraud, waste or abuse.*



Watch Out For

Activities that constitute fraud, waste or abuse, such as:

- » *Billing for services, procedures or supplies that have not actually been provided.*
- » *Providing services to patients that are not medically necessary.*
- » *Forging a physician's signature to obtain pharmaceuticals.*
- » *Intentionally misrepresenting or manipulating information to receive payment for services that were not provided.*
- » *Lack of supporting documentation, where it is required.*



Implementing Artificial Intelligence

We embrace new technologies, including artificial intelligence (AI), which is rapidly changing the way BioLab collects, uses and analyzes data. AI is also empowering us to give customers more efficient and personalized experiences.

Because AI learns and operates in a human-like way, issues involving discrimination, equity and privacy can arise. That's why it's critical for us to use, design and develop these tools ethically from the start. Falling short in this effort can expose us to regulatory, legal and reputational risks. If your work involves AI, data analytics or other digital technologies, be sure to follow all applicable laws and regulations and build new technologies ethically, fairly and transparently.



Conducting Clinical Trials

Research is a critical component of healthcare delivery and is at the heart of all medical advances. The research we conduct at BioLab is not only scientifically beneficial but also upholds the ethical principles of human subject research. Any research we conduct at BioLab must be approved in advance by members of the Executive Team, and participant enrollment in any research study (or clinical trial) must be voluntary.

If you conduct research as part of your job responsibilities, honor the terms of research funding that we receive and make sure funds are used responsibly—any use must be necessary, reasonable, authorized and well-documented.

✓ Do the Right Thing.....

- » Review and follow all policies regarding the proposal, approval, conduct and reporting of research.
- » Watch for any research-related billing errors by helping us carefully determine and assign the right coding and billing when research participants are involved.
- » Direct any research-related questions (that your team can't answer) or participant complaints to the Medical Office.



Watch Out For.....

- » *Situations that could lead to conflicts. Avoid any relationship or activity that could influence or appear to influence your ability to protect research participants or compromise the validity of research results.*
- » *Possible misconduct.*

Research Misconduct

**BioLab will not tolerate research misconduct of any kind.
That includes:**

- » *Fabrication*—making up data or results and recording or reporting the fabricated information.
- » *Falsification*—manipulating research materials, equipment, or processes or changing or omitting data or results to misrepresent the research.
- » *Plagiarism*—using another person's ideas, processes, results or words without giving appropriate credit.



What If?

I realized I made a mistake in recording data for one research subject, but the data was not final. Is that considered misconduct?

No. Making a mistake is not intentional misconduct. It would be if you knowingly included the data in the final results. If you become aware of a mistake, correct that subject's data appropriately, and notify the study principal investigator.

Maintaining Quality and Safety in Our Products

We develop our products with patient communities in mind and are dedicated to ensuring they receive safe, high-quality products and therapies. Our commitment to safety and quality has allowed us to earn the trust of patients and physicians around the world.

Help BioLab continue producing quality products by always making patient safety a priority, adhering to the highest standard and never sacrificing quality to meet a company target or deadline. If you see or suspect activity that goes against our commitment, speak up by talking with your manager or using the [Company Helpline](#).

How We Inspire Trust

We deliver on our promises and ensure that we meet the highest standards by:

- » Innovating our processes and operations everywhere we do business.
- » Following the most stringent guidelines applicable.
- » Testing our products to ensure that only those of the highest quality reach the market.
- » Evaluating the performance of our products throughout their life to ensure quality and reliability.



What If?

I think there may be an issue with one of the manufacturing processes at my facility, but we are behind schedule and if I say anything, we will be delayed further as the Company investigates. What should I do?

BioLab never sacrifices quality to meet a deadline or target. You should report the matter immediately.



Learn More

» *Quality Policy*



Giving Gifts Responsibly

A modest gift may be a thoughtful “thank you,” or a meal may offer an opportunity to discuss business. If not handled carefully, however, the exchange of gifts and entertainment could be improper or create a conflict of interest. This is especially true if an offer is extended frequently, or if the value is large enough that someone may think it is being offered in an attempt to influence a business decision.

Only offer and accept gifts and entertainment that comply with our policies, and make sure that anything you give or receive is accurately reported in our books and records.

Government Officials

Be aware that the rules for what we may give to—or accept from—government officials are much stricter. Don’t offer anything of value to a government official without obtaining approval, in advance, from the Compliance Office. And remember: We do not accept or provide gifts, favors or entertainment to anyone—even if it complies with our policies—if the intent is to improperly influence a decision.

✓ Do the Right Thing.....

- » *Only provide and accept gifts and entertainment that are reasonable complements to business relationships.*
- » *Never offer gifts to—or accept them from—a business partner with whom you are involved in contract negotiations.*
- » *Make sure anything given or received complies with the Company policies of both the giver and the recipient.*
- » *Never give or accept cash or cash equivalents.*
- » *Do not request or solicit personal gifts, favors, entertainment or services.*
- » *Raise a concern whenever you suspect that a colleague or business partner may be improperly attempting to influence a decision of a customer or government official.*





Watch Out For

- » Situations that could embarrass you or our Company (e.g., entertainment at sexually oriented establishments).
- » Gifts, favors or entertainment that may be reasonable for a privately owned company but not for a government official or agency.



Learn More

- » Interactions with the Healthcare Community



What If?

When traveling, I received a gift from a business partner that I believe was excessive. What should I do?

You need to let your manager know or the Compliance Office as soon as possible. We may need to return the gift with a letter explaining our policy. If a gift is perishable or impractical to return, another option may be to distribute it to employees or donate it to charity, with a letter of explanation to the donor.



Avoiding Conflicts of Interest

A conflict of interest can occur whenever an employee has an interest or activity that may interfere with their ability to make an objective decision on behalf of BioLab. Conflicts of interest may be actual, potential or even just a matter of perception.

Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict, because the perception of a conflict can undermine the trust others place in us and damage our reputation. Conflict of interest situations are not always clear-cut, so fully disclose them to your manager so they can be properly evaluated, monitored and managed.

Potential Conflicts of Interest

Be alert to situations, including the following, which are common examples of potential conflicts of interest:

Corporate opportunities

- » If you learn about a business opportunity because of your job, it belongs to BioLab first. This means that you should not take that opportunity for yourself unless you get approval from Human Resources and the Compliance Office.

Friends and relatives

- » On occasion, it is possible that you may find yourself in a situation where you are working with a close friend or relative who works for a customer, business partner, competitor or even our Company. Since it is impossible to anticipate every scenario that could create a potential conflict, you should disclose your situation to your manager to determine if any precautions need to be taken.

Outside employment

- » To ensure that there are no conflicts and that potential issues are addressed, always disclose and discuss outside employment or side businesses with your manager. If approved, make sure the outside activity does not interfere or compete with your work at BioLab. Working for a competitor, business partner or customer may raise conflicts that will need to be resolved.

Personal investments

- » A conflict can occur if you have a significant ownership or other financial interest in a competitor, business partner or customer. Make sure you know what's permitted—and what's not—by our policies and seek help with any questions.

Civic activities

- » Unless Company management specifically asks you to do so, you shouldn't accept a seat on the board of directors or advisory board of any of our competitors, business partners or customers, especially if your current job gives you the ability to influence our relationship with them.

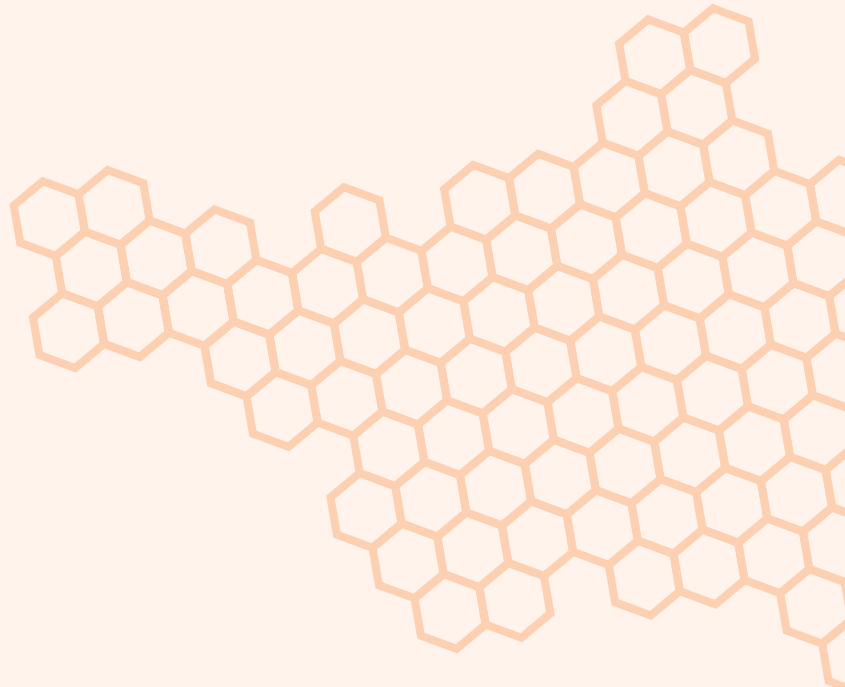


✓ Do the Right Thing.....

- » *Avoid conflict of interest situations whenever possible.*
- » *Always make business decisions in the best interest of BioLab.*
- » *Think ahead and proactively address situations that may put your interests or those of a family member in conflict with BioLab.*
- » *Discuss with your manager full details of any situation that could be perceived as a potential conflict of interest.*

💡 Learn More

- » *Conflicts of Interest Policy*



Interacting with Healthcare Professionals

We put patients first. In our interactions with healthcare professionals, we promote patient welfare by observing good business practices, meeting industry standards and complying with BioLab policies. We also comply with federal and state laws that govern our relationships with healthcare professionals, including the U.S. Anti-kickback Statute and the Stark Law.

Make sure all interactions are professional and serve a legitimate business purpose, and never engage in any conduct that is intended to—or could even suggest the appearance of—improperly influencing a healthcare professional's decision.

Do the Right Thing.....

- » *Never pay or offer to pay anyone, including colleagues, physicians or any other provider to refer a patient. If you are offered any kind of payment for a patient referral, turn it down.*
- » *Do not offer or give anything of value to influence or reward prescribing, using, purchasing, leasing or recommending certain products or services.*



Watch Out For

- » *Gift-giving—federal and state laws and our policies strictly limit what we may give healthcare providers in terms of gifts, entertainment, promotional items and other hospitality and business courtesies.*
- » *Improper influence—don't interfere with a healthcare professional's independent judgment.*



Learn More

- » *Interactions with the Healthcare Community*

Working with Our Suppliers and Third Parties

BioLab evaluates and engages with qualified business partners on an objective basis grounded in fairness. When selecting partners, we assess their ability to satisfy our business and technical needs and requirements. All agreements must be negotiated in good faith and fair and reasonable for both parties.

Do your part to hold our business partners to our high standards and ensure they operate ethically, in compliance with the law, and in a way that's consistent with our Code, our policies and our values.

Keeping Accurate Records

The accuracy and completeness of our business records and financial disclosures are essential to making informed decisions and supporting investors, regulators and others. Our books and records must accurately and fairly reflect our transactions in sufficient detail and in accordance with our accounting practices and policies.

Some employees have special responsibilities in this area, but all of us contribute to the process of recording business results or maintaining records. Ensure that any information you record is accurate, timely, complete and maintained in a manner that is consistent with our internal controls, disclosure controls and legal obligations.

Records Management

Documents should only be disposed of in compliance with BioLab policies and should never be destroyed or hidden. You must never conceal wrongdoing or permit others to do so. Never destroy documents in response to—or in anticipation of—an investigation or audit.

✓ Do the Right Thing.....

- » Create business records that accurately reflect the truth of the underlying event or transaction. Be guided by the principles of transparency and truthfulness.
- » Write carefully in all business communications. Write as though someday the records you create may become public documents.



What If?

At the end of the last quarter reporting period, my manager asked me to record additional expenses, even though I had not yet received the invoices from the supplier and the work has not yet started. I agreed to do it, since we were all sure that the work would be completed in the next quarter. Now I wonder if I did the right thing.

No, you didn't. Costs must be recorded in the period in which they are incurred. The work was not started, and the costs were not incurred by the date you recorded the transaction. It was therefore a misrepresentation and, depending on the circumstances, could amount to fraud.



Watch Out For

- » Records that are not clear and complete or that obscure the true nature of any action.
- » Undisclosed or unrecorded funds, assets or liabilities.
- » Improper destruction of documents.



Learn More

- » Record Retention Policy

Protecting Confidential Information

BioLab relies on employees to be vigilant and protect confidential information and intellectual property—some of our most important and valuable assets. This means keeping this information secure, limiting access to those who have a need to know in order to do their job, and only using it for authorized purposes.

Do your part to safeguard confidential information. Be aware that this obligation continues even after your employment at BioLab ends.

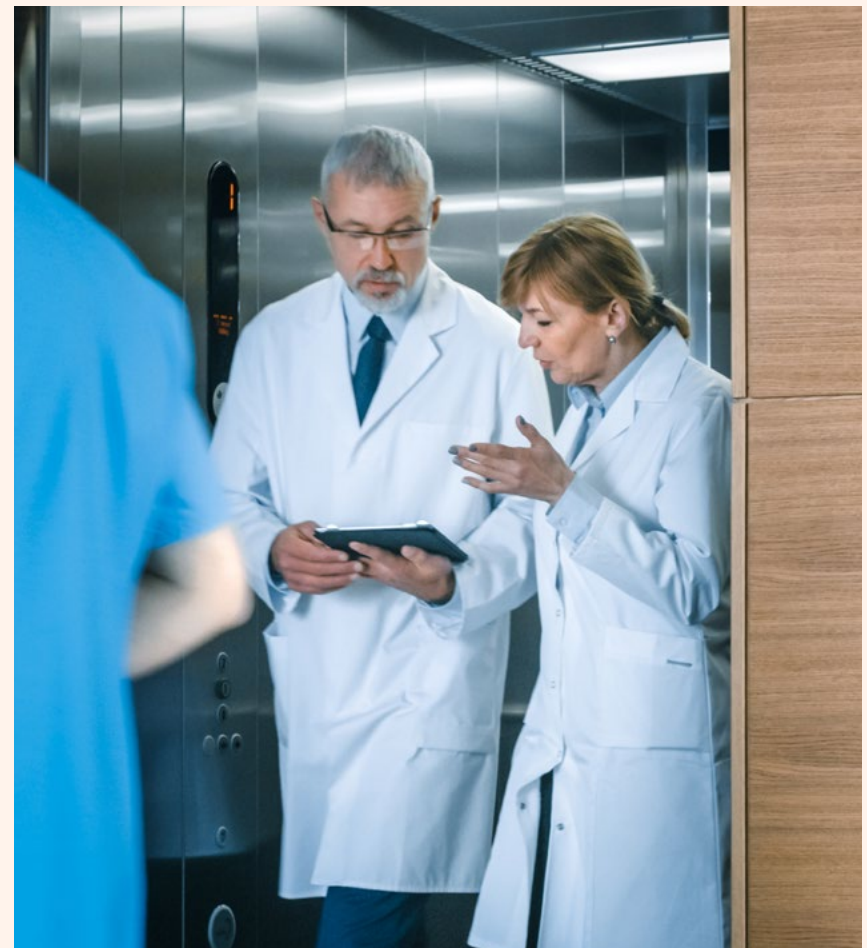
✓ Do the Right Thing.....

- » Promptly disclose to Company management any inventions or other IP that you create while you are employed by BioLab.
- » Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- » Use and disclose confidential information only for legitimate business purposes.
- » Protect our intellectual property and confidential information by sharing it only with authorized parties.
- » Only store or communicate Company information using BioLab information systems.



Watch Out For

- » Discussions of BioLab confidential information in places where others might be able to overhear—for example, on planes and elevators, in restaurants and when using your phone.
- » Sending confidential information to unattended devices or printers.



Confidential Information: Third Parties

Our customers and business partners place their trust in us. We must protect their confidential information just as we protect our own. Make sure you understand the expectations of customers and business partners regarding the protection, use, and disclosure of the confidential information that they provide to us.

✓ Do the Right Thing.....

- » *Limit any access to third-party confidential information to those who have a need to know in order to do their job, and only for authorized purposes.*
- » *Immediately report any loss or theft of confidential information to your manager.*



Watch Out For

- » *Requests by business partners for confidential information about our customers or about other business partners if there is no associated business requirement or authorization.*
- » *Unintentional exposure of confidential information about our customers or business partners in public settings or through unsecure networks.*



Communicating with the Public

BioLab is committed to maintaining honest, professional and lawful internal and public communications. We need a consistent voice when making disclosures or providing information to the public and must ensure that only authorized persons speak on behalf of BioLab.

Refer any communications with the media, investors, stock analysts and other members of the financial community to executive management.

Social Media

Every communication about our Company affects our reputation and our brand, so we take care online. We must never post anything that would be considered harassing or discriminatory, and we must never breach confidential information about our Company, our employees or our business partners.

If you participate in internet discussion groups, chat rooms, bulletin boards, blogs, social media sites or other electronic communications, even under an alias, never give the impression that you are speaking on behalf of BioLab. If you believe a false statement about our Company has been posted, do not respond, even if your intent is to “set the record straight.” Your posting might be misinterpreted, start false rumors or be inaccurate or misleading. Instead, contact the Compliance Office.



Watch Out For

- » Giving public speeches or writing articles for professional journals or other public communications that relate to BioLab without appropriate management approval.
- » The temptation to use your title or affiliation outside of your work for BioLab without it being clear that the use is for identification only.
- » Invitations to speak “off the record” to journalists or analysts who ask you for information about BioLab or its customers or business partners.



Learn More

- » Social Media Policy

Full, Fair and Timely Disclosures

BioLab is committed to meeting its obligations of full, fair and timely disclosure in all reports and documents that describe our business and financial results, and other public communications.

Proper Marketing Practices and Disclosures

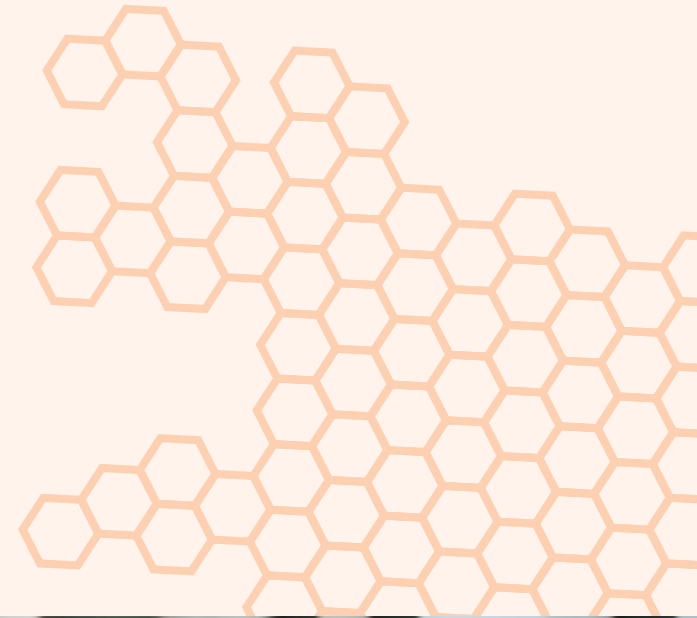
BioLab' advertising and promotion efforts focus on conveying useful information to health care providers, patients and customers. We only promote our pharmaceutical products for uses that have been approved or authorized by appropriate government or regulatory agencies, (e.g., we don't promote in the United States a use that has been approved by another country's government but not the U.S. government).

Do your part to ensure our product claims are grounded in scientific evidence, accepted medical practice and government-approved labeling rules in all countries where we operate.



Learn More

» *Interactions with the Healthcare Community*



Following Anti-Corruption and Bribery Laws

BioLab is committed to complying with all applicable anti-corruption laws. We believe that all forms of bribery and other corrupt practices are an inappropriate way to conduct business regardless of local customs.

Do not pay or accept bribes or kickbacks, at any time for any reason. This applies equally to any person or company representing our Company. Our partners must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions. Never ask them to do something that we are prohibited from doing ourselves.

✓ Do the Right Thing.....

- » *Understand the standards set forth under anti-bribery laws that apply to your role at BioLab.*
- » *Never give anything of value inconsistent with local laws and regulations to any government official. If you are not sure of the local laws, the safest course of action is to not give anything of value.*
- » *Exercise due diligence and carefully monitor third parties acting on our behalf particularly when dealing in countries with high corruption rates and in situations where “red flags” would indicate further screening is needed.*
- » *Accurately and completely record all payments to third parties.*



Watch Out For

- » *Apparent violations of anti-bribery laws by our business partners.*
- » *Agents who do not wish to have all terms of their engagement with BioLab clearly documented in writing.*



Key Definitions

Bribery means giving or receiving anything of value (or offering to do so) to obtain a business, financial or commercial advantage.

Corruption is the abuse of an entrusted power for private gain.

Facilitation payments are typically small payments to a low-level government official that are intended to encourage them to perform their responsibilities.

Government officials include government employees, political parties, candidates for office, employees of public organizations and government-owned entities.



What If?

I work with a foreign agent in connection with our operations in another country. I suspect that some of the money we pay this agent goes toward making payments or bribes to government officials. What should I do?

This should be reported to the Compliance Office for investigation. If there is bribery and we fail to act, both you and BioLab could be liable. Investigating these kinds of situations can be culturally difficult in some countries, but anyone doing business with us should understand the necessity of these measures. It is important and appropriate to remind them of this policy.



Learn More

» *Anti-Corruption Policy*



Avoiding Insider Trading

We respect every company's right to protect its material, nonpublic ("inside") information, and we comply with insider trading laws. Although not a publicly traded company, it is important that we understand and abide by the rules to avoid any insider trading.

In the course of business, you may learn confidential information about BioLab or about publicly traded companies that is not available to the public. Trading securities while aware of inside information, or disclosing it to others who then trade ("tipping"), is prohibited by various laws and our policies.

✓ Do the Right Thing.....

- » *Do not buy or sell securities of any company when you have material nonpublic information about that company.*
- » *Protect material nonpublic information from the general public, including information in both electronic form and in paper copy.*
- » *Discuss any questions or concerns about insider trading with the Legal Department or Compliance Office.*



Watch Out For

- » *Requests from friends or family for information about companies we do business with or have confidential information about. Even casual conversations could be viewed as illegal "tipping" of inside information.*
- » *Sharing material nonpublic information with anyone, either on purpose or by accident, unless it is essential for BioLab-related business. Giving this information to anyone else who might make an investment decision based on your inside information is considered "tipping" and is against the law regardless of whether you benefit from the outcome of their trading.*

Material Information

Material information is the kind of information a reasonable investor would take into consideration when deciding whether to buy or sell a security. Some examples of information about a company that may be material are:

- » A proposed acquisition or sale of a business
- » A significant expansion or cutback of operations
- » A significant product development or important information about a product
- » Extraordinary management or business developments
- » Changes in strategic direction such as entering new markets

Fair Competition and Trade Compliance

We believe in free and open competition and never engage in practices that may limit competition or try to gain competitive advantages through unethical or illegal business practices.

Do not engage in conversations with competitors about competitively sensitive information or engage in any anti-competitive behavior, including setting prices or dividing up customers, suppliers or markets. Antitrust laws are complex, and compliance requirements can vary depending on the circumstances, so seek help with any questions about what is appropriate and what isn't.



Watch Out For

- » *Collusion—when companies secretly communicate or agree on how they will compete. This could include agreements or exchanges of information on pricing, terms, wages or allocations of markets.*
- » *Bid-rigging—when competitors or service providers manipulate bidding so that fair competition is limited. This may include comparing bids, agreeing to refrain from bidding or knowingly submitting noncompetitive bids.*
- » *Tying—when a company with market power forces customers to agree to services or products that they do not want or need.*
- » *Predatory pricing—when a company with market power sells a service below cost to eliminate or harm a competitor, with the intent to recover the loss of revenue later by raising prices after the competitor has been eliminated or harmed.*

Be Alert to Anti-Competition Warning Signs

In general, the following activities are red flags, should be avoided, and, if detected, reported to the Legal Department:

- » Sharing our Company's competitively sensitive information with a competitor.
- » Sharing competitively sensitive information of business partners or other third parties with their competitors.
- » Attempting to obtain nonpublic information about competitors from new hires or candidates for employment.



Competitive Intelligence

Information about competitors is a valuable asset in today's competitive business environment, but in collecting business intelligence, we—and those who work on our behalf— must always live up to the highest ethical standards.

Obtain competitive information only through legal and ethical means, never through fraud, misrepresentation, deception or the use of technology to “spy” on others. Remember: Sharing competitively sensitive information with competitors (whether that information belongs to us or our business partners) is always prohibited.



What If?

I received sensitive pricing information from one of our competitors. What should I do?

You should contact the Compliance Office without delay and before any further action is taken. It is important, from the moment we receive such information, that we demonstrate respect for antitrust laws, and we make it clear that we expect others to do the same. This requires appropriate action that can only be decided on a case-to-case basis and may include sending a letter to the competitor.

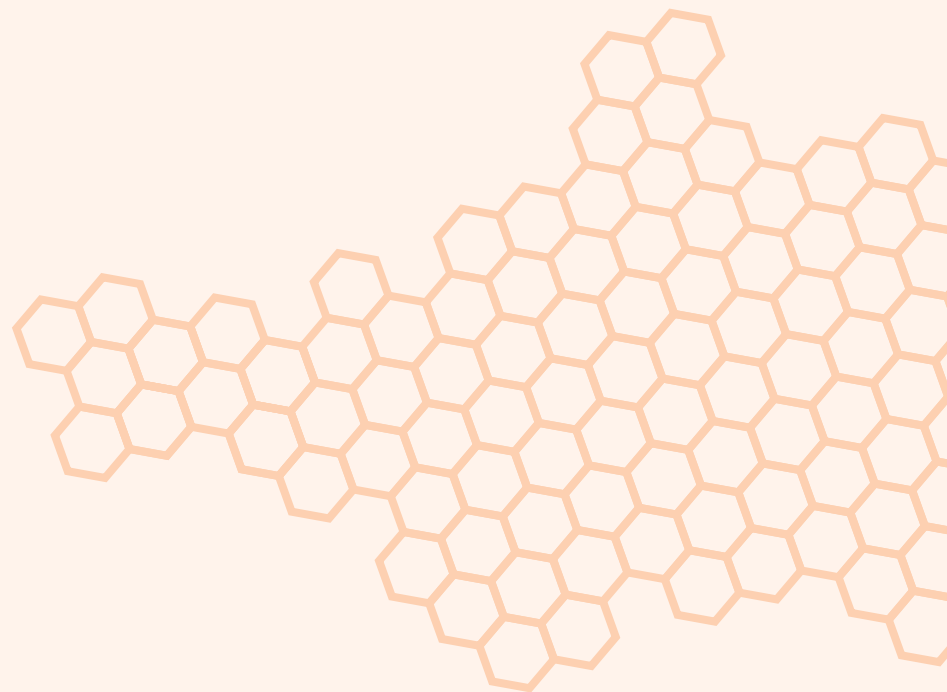
✓ Do the Right Thing.....

- » *Be careful when accepting information from third parties. You should know and trust their sources and be sure that the information they provide is not protected by trade secret laws, nondisclosure or confidentiality agreements.*
- » *Respect the obligations of others to keep competitive information confidential.*
- » *While BioLab may employ former employees of competitors, recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.*



Watch Out For

- » *Retaining papers or computer records from prior employers in violation of laws or contracts.*
- » *Using anyone else's confidential information without appropriate approvals.*
- » *Using job interviews as a way of collecting confidential information about competitors or others.*
- » *Receiving suggestions from third parties for new products, product features or services when the source of the original idea is not fully known.*



Cooperating with Government Investigations and Audits

From time to time, employees may be asked to participate in internal and external investigations and audits that are conducted by our Company or by government officials. All employees are expected to fully cooperate with all such requests and ensure that any information provided is true, accurate and complete.

If you learn of a potential government investigation or inquiry, immediately notify your manager and the Compliance Office before taking or promising any action. If you are directed by our Company to respond to a government official's request, extend the same level of cooperation and again, ensure that the information you provide is true, accurate and complete.



Watch Out For

- » *Falsified information. Never destroy, alter or conceal any document in anticipation of or in response to a request for these documents.*
- » *Unlawful influence. Never provide or attempt to influence others to provide incomplete, false or misleading statements to a Company or government investigator.*



Learn More

- » *Record Retention Policy*



Our Responsibility to the World

Corporate social responsibility is an integral part of BioLab' culture. We believe in making a positive difference in people's lives and engaging responsibly in charitable activities to make a positive impact in the communities where we live and work. As a Company, we contribute funds, time and talent to support Company-wide programs and local causes. We encourage (but do not require) you to participate in the many initiatives we support.

BioLab also encourages you to make a difference on a personal level, supporting charitable and civic causes that are important to you. Be sure your activities are lawful and consistent with our policies and that you're participating on your own time and at your own expense.



Watch Out For.....

- » Putting pressure on colleagues to participate in personal charitable or volunteer activities.
- » Using BioLab funds, assets or the BioLab name to further your personal volunteer activities unless you receive approval in advance.

Contributing Outside the Workplace

Everyone has the right to voluntarily participate in the political process, including making personal political contributions. However, as employees, we must always make it clear that our personal views and actions are not those of BioLab.

Make it clear that your political views and activities are your own. You don't represent BioLab.

✓ Do the Right Thing.....

- » Ensure that your personal political views and activities are not viewed as those of the Company.
- » Do not use our resources or facilities to support your personal political activities.
- » Follow all federal, state, local and foreign election laws, rules and regulations as they relate to Company contributions or expenditures.





Watch Out For.....

- » *Lobbying. Interactions with government officials or regulators that could be seen as lobbying must be discussed in advance and coordinated with the Legal Department and Compliance Office.*
- » *Pressure. Never apply direct or indirect pressure on another employee to contribute to, support or oppose any political candidate or party.*
- » *Improper influence. Avoid even the appearance of making political or charitable contributions in order to gain favor or in an attempt to exert improper influence.*
- » *Conflicts of interest. Holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties at BioLab.*



What If?

I will be attending a fundraiser for a candidate running for local office. Is it OK to mention my position at BioLab as long as I don't use any Company funds or resources?

No. It would be improper to associate our name in any way with your personal political activities.

I would like to invite an elected official to speak at an upcoming Company event. Would that be a problem?

You must get approval from the Compliance Office before inviting an elected official or other government official to attend a Company event. If the invitee is in the midst of a reelection campaign, the Company event could be viewed as an endorsement of the candidate. Depending on local laws, any food, drink or transportation provided to the invitee could be considered a gift. In most cases, there would be limits and reporting obligations.

Respecting Human Rights

We conduct our business in a manner that respects the human rights and dignity of all, and we support international efforts to promote and protect human rights, including an absolute opposition to slavery and human trafficking.

Each of us can help support efforts to eliminate abuses such as child labor, slavery, human trafficking and forced labor.

✓ Do the Right Thing.....

- » Report any suspicion or evidence of human rights abuses in our operations or in the operations of our suppliers.
- » Remember that respect for human dignity begins with our daily interactions with one another, our business partners and our customers. It includes promoting diversity and doing our part to protect the rights and dignity of everyone with whom we do business.



What If?

When I was visiting a new supplier, I noticed employees working there who seemed underage. When I asked about it, I didn't get a clear answer. What are my next steps?

You did the right thing first to be on the lookout for human rights abuses and second to raise the issue with our supplier. The next step is to report the incident to the Compliance Office. We are committed to human rights and to the elimination of human rights abuses, including child labor.



RESOURCES

Do you need additional guidance? BioLab has a variety of resources to contact for help:

Issue or concern	Contact
To ask questions, report potential misconduct, or other ethical concerns	Your manager or a member of senior management Contact the Helpline: » By phone: (833) 740-4818 » Online: biolabholdings.ethicspoint.com
For legal questions	Dixon Terry Phone: (224) 507-9837 Email: dterry@biolabholdings.net
To view Company policies	Visit: https://intranet.biolabholdings.com/
For media inquiries	Email: marketing@biolabholdings.net
For information security inquiries	Klint Price Email: kprice@biolabholdings.net
For general security concerns	Alison Nielson Email: an Nielson@biolabholdings.net