



Compliance & Business Ethics Program



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Message from Javier Santamaría

President of Qualicaps Europe S.A.U.

At Qualicaps, doing the right thing means that everything we do to boost our Company's growth and profitability is done through the highest possible standards of ethics, honesty and integrity.

Our purpose is to be a reference company in our sector not only for the quality and excellence of the services provided and the products offered, but also for reflecting in our daily activities the values inherent in Qualicaps:

- Ethics and responsibility
- Innovation and excellence
- Sustainability

Our growth and success has been based on the principles of honesty, humbleness and improvement; therefore, we must demand the best business ethics behaviors.

We are part of a company that must be demanding to develop its work in an honest and efficient manner, we know that we owe it to our customers who place their trust in us to give them the best service with the best product and feel that they are in the best company in their sector.

We understand that our Compliance and Business Ethics Program must reflect these values and principles as the essence of this company, and I encourage everyone to energetically convey this behavior and correct any behavior that deviates from this commitment.

Therefore, our Compliance and Business Ethics Program is mandatory for all Qualicaps employees; we believe in the professionalism of all our employees in order to acknowledge, respect and enforce respect towards it.

Likewise, I invite suppliers to adhere to our Program in order to ensure compliance with ethical and moral principles, as well as the legislation in force in all business relationships.

Thank you all for your continued commitment to help us maintain the trust of our stakeholder.



Qualicaps Compliance and Business Ethics Program

In its efforts to comply with current regulations, as well as to improve in all possible aspects and comply with ethical standards in the exercise of all its activities, Qualicaps has developed a series of Codes and Policies for the prevention of crimes to which the Company is exposed:

CODE OF CONDUCT

ANTI-CORRUPTION POLICY

COMPUTER USE POLICY

WHISTLEBLOWING CHANNEL
AND EXTERNAL COMPLAINTS
CHANNEL PROTOCOL

CODE OF CONDUCT
FOR SUPPLIERS

The Program approved by the Board of Directors of Qualicaps on May 18, 2018, will be used by to carry out the control and monitoring functions of the different actions that take place within the company to prevent possible criminal risks and prevent crimes from being committed.

This document is intended to briefly summarize all the information included in each of this Codes and Policies. For more detailed information of any Company Code or Policy, please contact [Qualicaps Compliance Officer](#).



I. Introduction

The purpose of the Compliance and Business ethics Program is to establish the ethical principles that must govern the actions of Qualicaps and to determine the main standards of action that must be fulfilled by all the individuals who work in the Company.

Our ethical principles, the essence of our corporate culture



In order to ensure compliance with the above fundamental ethical principles, not only a responsible conduct is required, but also a responsible attitude, with the consequent identification, immediate communication and resolution, where appropriate, of those processes, activities or situations that are questionable from an ethical point of view.

In addition, Qualicaps' governing body is committed to the highest standards of ethical behavior, being the Principle of Compliance with the Law the first of the principles by which this Code of Conduct must be governed. Additionally, they are committed to managing the Company in accordance with the highest ethical standards and best practices in Corporate Governance and to establishing appropriate controls to regularly assess and manage risks for the Company's business, people and reputation.

“ At Qualicaps, doing the right thing means that everything we do is done through the highest possible standards of ethics, honesty and integrity ”

Who should comply with the standard set forth in this Program?

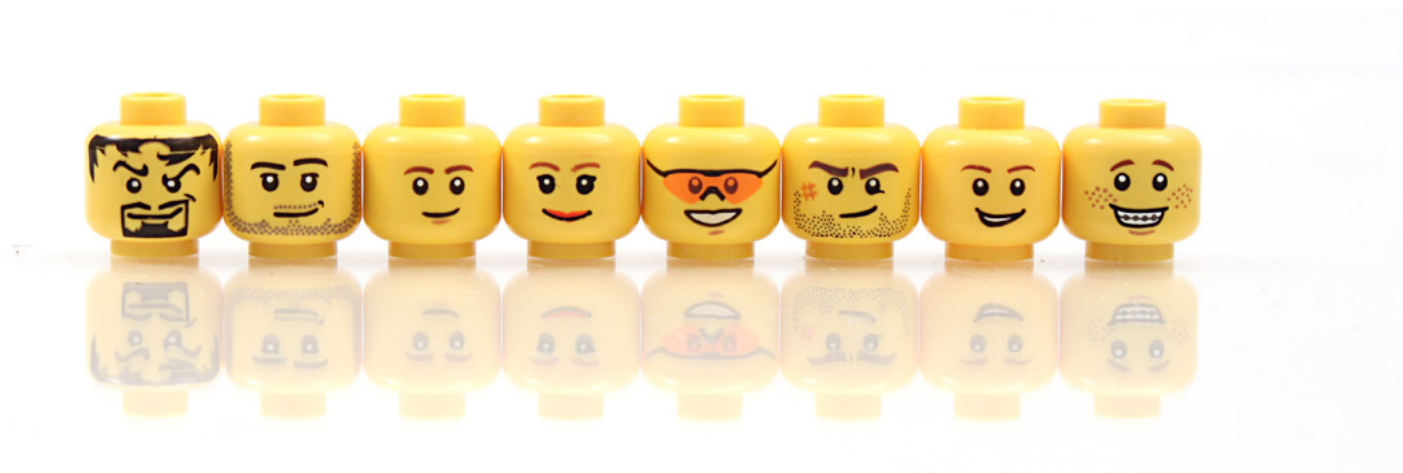
This Program shall apply to the following natural or legal persons, as the case may be:

- **Qualicaps employees**, regardless of the type of contract that determines their employment relationship, position or geographical scope in the performance of their work: an essential requirement in order to work in our Company is the acknowledgement and commitment to comply with the standards set forth in this Program, as well as all the policies adopted within our organization.
- **Members of the administrative body**, regardless of the composition, form and operating regime of the body.
- **Customers, suppliers, partners and other stakeholders**, to the extent that may be applied.

Non-compliance with this Program may result in disciplinary action, including termination of your agreement with Qualicaps and, if applicable, taking legal actions.

When should I report a Compliance Issue?

If you believe that a significant potential, suspected, or actual violations of law, Qualicaps codes of conduct or policies is been violated, you should report it immediately.



II. Our ethics and compliance standards

Stand by our ethics and compliance standards is a responsibility shared between all the Qualicaps community.

All of us who are part of Qualicaps organization is responsible for understanding, behaving according to the principles and values hereafter described, and ask for guidance when need it.

Where can I find Qualicaps' our ethics and compliance standards?

The full text of our codes, policies and procedures is available to all employees at the Compliance Officer's office, on Cornerstone platform (Internal policies) and on the corporate intranet (compliance section).

a. Inclusion, diversity, respect and human rights

Qualicaps recognizes that Human rights are fundamental and universal.

We are committed to creating and maintaining a positive work environment free from discrimination, harassment and retaliation.

Authority abuse, all offensive or intimidating behavior, especially sexual and moral harassment, is totally forbidden among the entire organization.

All human resources management processes are based on respect for the dignity and rights of individuals.

Our organization will respect and promote human rights.



b. Prevention of occupational risks

Our organization has a firm and permanent commitment to safety and health at work, being an essential value in the development of all our activities, scrupulous compliance with all applicable regulations in this area.

The Prevention of Occupational Risks is integrated into the general management system of our Company, both in its activities as a whole and at all hierarchical levels of the Company, through the implementation and application of an Occupational Risks Prevention Plan.

To this end, we are committed to and take responsibility for the strict compliance with occupational health and safety standards in the development of our activities, taking care of our own safety and that of those around them.



Which are our obligations?

The prevention of occupational accidents and diseases is everyone's job.

We need to:

- know and comply with safety and security regulations, taking care of our own safety and that of any person who may be affected by our activities.
- inform our superior or the person in charge of the prevention department of any anomaly detected in our Prevention Management System.
- require the use of prevention and protection means, as well as to participate in training courses on occupational risks.

c. Professional development

Wherever possible, Qualicaps promotes the personal and professional development of its employees, encouraging their involvement in improving their own skills and competences. All our processes and policies relating to selection, recruitment, training and promotion shall be conducted on the basis of equal opportunity and non-discrimination, impartiality and confidentiality, and shall be based on clear criteria of ability, competence and professional merit.

d. Alcohol and drug abuse

The consumption of alcoholic beverages and/or drugs during working hours is prohibited as long as their consumption may adversely affect safety and productivity in the working environment and the maintenance of the professionalism and responsibility of employees.



e. Acceptance of gifts and compensations

The delivery or receipt of gifts and presents will be only accepted if they are not prohibited by law, correspond to normal and customary (generally accepted) business practices or signs of courtesy, have a symbolic or irrelevant economic value and are not intended to influence the objectivity and independence that should govern the conduct of all our activities. Under no circumstances will cash gifts be accepted or offered. In case of doubt, the Compliance Officer should be consulted.

Similarly, attendance at any type of event in which it is a third party who pays all or part of the costs of stay and travel must have the prior approval of the Compliance Officer.

Seek for more detailed information in our Anti-corruption policy.

f. Protection of personal information

Qualicaps will ensure the protection of personal data that is stored and exchanged during its activities in compliance with applicable regulations.

We must always respect the specific technical and organizational security measures adopted regarding the protection of personal data when dealing with this type of data from customers, suppliers, shareholders, co-workers or any other person.

g. Appropriate use of computer systems

Qualicaps has developed a very strict policy and detailed regulation of the use of technological resources through the establishment of measures of obligatory compliance for all employees, as well as to moral and ethical principles in the use of the resources made available to the user for the performance of work activities.

This policy will be governed by local laws and regulations, as well as those deriving from the European Union in relation to the protection of personal data, intellectual property and the use of telematic tools, as well as the applicable regulations within the field of employment and all that may appear in the future.

The generic purposes of this policy are:

- Protection of the computer system and network and its equipment, in order to protect the integrity of the system and the security of the information.
- To guarantee the continuity of work in the event that the user is absent due to illness, holidays or other similar reasons.
- Prevention of liability towards third parties.

- Verification of the user's compliance with employment obligations.
- Verification of the existence or non-existence of the abusive use of the technological means provided by the company for personal use during working hours.

The inappropriate, abusive or unsuitable use of the communication services and technological means will be sanctioned with the elimination of access to resources, the application of disciplinary sanctions derived from non-compliance with the terms and conditions arising from the employment relationship, in addition to the legal sanctions established in the applicable regulations in force.

Please consult our Computer Use Policy for more information.



h. Registration of information and conservation of documents. Protection of confidential information

All Qualicaps employees must maintain the strictest professional secrecy and confidentiality with respect to all information they use and to which they have access during their activities.

Special attention and protection should be given with respect to the disclosure or revelation of this type of confidential information, which includes, but is not limited to: information related to business plans, products or services, financial forecasts, budgets, patents, trademarks, utility models or any property rights, computer passwords, inventions, processes, designs, advertising, management techniques, etc.

To this end, employees may not access, use or disclose confidential information unless we have been authorized to do so.

Liability for the protection of confidential information is a legal obligation that continues even after you leave the Company.

No Qualicaps employee shall accept confidential or exclusive information regarding any third party, its products or business, including that of a competitor, without the express prior authorization of the Company, regardless of the source of the information (owner, employee, former employee, etc.).

i. Intellectual and Industry property

Qualicaps and its employees shall maintain special care and commitment to the protection of their own and others' intellectual and industrial property rights, including rights to patents, trademarks, domain names; projects, programs, databases and computer systems; knowledge, processes, technology, know-how; equipment, manuals, videos; or rights to specialized technical knowledge. Qualicaps employees' responsibilities:

- Respect the intellectual and industrial property rights of the Company
- Use intellectual and industrial property rights exclusively during our activities
- Return all materials in which such rights are held as soon as they are required
- Respect any intellectual and industrial property rights held by third parties other than Qualicaps.



j. Conflicts of interest

A conflict of interest occurs when an employee's personal interests or the interests of a third party compete with the interests of Qualicaps. In this situation, it may be difficult for the employee to act fully in the best interests of Qualicaps.

A conflict may arise when you are influenced or even appear to be influenced by considerations of personal gain or benefit to you or a member of your family, which conflict with your obligation to the Company.

If a Conflict of Interest has occurred or if an employee is faced with a situation that may involve or give rise to a Conflict of Interest, the employee must notify his or her immediate superior or the person responsible for Human Resources, or Compliance Officer in order to resolve the situation in a fair and transparent manner.

“ Being responsible means making smart decisions and remembering that, in business relationships, your duty of loyalty is to the Company. Breach of this duty occurs if you engage in activities that conflict with the interests of the Company. ”

Conflicts of interest can take many forms, so it is not possible to mention or capture all of them in this document.

The following are some examples of conflicts of interest to avoid:

- Participate in any activity that conflicts with the Company's business, such as working as a consultant or in any type of position for another company in the sector.
- Have an ownership interest or other business relationship with a competitor, supplier, customer.
- Conduct any business of the Company with or on behalf of a family member, including business with a competitor, supplier, customer.
- Direct hiring of family members of employees (up to first degree of affinity)

k. Bribery, corruption, illegal commissions and influence peddling

Qualicaps forbids all forms of bribery or payment of commissions in any form whatsoever to authorities, public servants, officers, directors or employees of national or international companies or public bodies, or to any third party with whom the company has a relationship of any kind, whether public or private, for the purpose of obtaining any benefit for the Company or for itself. To this end, it has established a specific Policy for the prevention of corruption that all workers should be aware of and comply with.

This policy applies to the entire organization and is intended to ensure that all employees comply with anti-corruption laws and appropriate procedures to combat corruption in all countries and areas in which Qualicaps operates. It is a policy that applies to all Qualicaps operations regardless of location and to all its employees, as well as employees of consultants and contractors, regardless of their location, function, grade or position (associated parties).



Which are our duties within the scope of this Policy?

Any member of the Qualicaps organization may not:

- Give, receive or accept gifts, presents, gifts, hospitality or favors during their activities.
- Offer, promise or pay any form of bribe.
- Making or receiving cash payments.
- Make, offer or promise a payment or gift of any item of value to a public official.
- It is strictly prohibited to carry out the above actions through agents, intermediaries, advisors or any interposed persons.

For more detailed information, please examine Qualicaps Anti-corruption Policy.

I. Recording and preparation of financial information. Accounting tax and obligations

Qualicaps will ensure that financial and accounting records are prepared and maintained in a reliable and accurate manner, working with the internal control area, external auditors and competent authorities, as necessary.

In order to guarantee compliance with legal provisions and other regulations applicable to the Company's various activities, Qualicaps has implemented specific procedures to ensure that the financial statements of the Company have been prepared in accordance with the evaluation principles and standards applicable at all times to its legal affairs, accounting balances, transactions or contingencies and show, appropriately and in all material respects, its financial position and the results of its operations.

m. Prevention of money laundering and payment irregularities

We shall pay special attention to cases in which there is evidence of a lack of integrity on behalf of individuals or legal persons with whom they are engaged, in order to avoid and prevent their involvement in possible money laundering operations involving criminal or unlawful activities.

In accordance with the above, employees will pay special attention to:

- Cash payments that are unusual due to the nature of the transaction.
- Those paid in currencies other than those previously agreed.

If an irregular situation is detected, it should be reported through the channels and procedures established in this Program as soon as possible.



III. Our commitment to our customers

Qualicaps assumes the obligation to be honest with its customers, suppliers and third parties in general, always providing them with truthful, clear, useful and precise information when offering our services, that is, the relationship with our customers must always be governed by the principles of integrity and honesty.

IV. Fair competition, the basis of our corporate conduct

Qualicaps will not act unfairly against competitors by taking advantage of confidential information it may obtain through other than legal channels, while ensuring free competition.

We achieve our goals through our own merits, never through unethical or unlawful business practices, or those that are contrary to antitrust laws (price agreements, market partitioning, limiting competition, etc.).

V. Sharing standards with our suppliers

Qualicaps will always deal with suppliers of goods and services in an ethical and lawful manner. All suppliers must operate in scrupulous compliance with current regulations. Suppliers will be responsible for ensuring that, if applicable, subcontracted companies work under the rules promoted by this document and within the corresponding legal framework.

We will value positively those suppliers who demonstrate their commitment to the principles promoted in Qualicaps Compliance and Business ethics Program through their acceptance and compliance.

We also reserve the right to terminate our contractual relationship with suppliers who repeatedly or severely fail to comply with the Code and may claim compensation for damages (including moral damages, if applicable).

Please consult Qualicaps Code of Conduct for Suppliers for more information.

VI. Geared toward creating a sustainable future

KAITEKI is the foundation of Qualicaps corporate culture and is the core of our strategy, our management style and our responsibility throughout the Company. This concept, unique to Mitsubishi Chemical Group Corporation companies, and the way Qualicaps integrates it into our day-to-day business sets us apart in the healthcare world, where our customers rely on ethical business partners.

KAITEKI essentially means a sustainable condition that is comfortable for individuals, society and the Earth, that transcends time and generations. Qualicaps integrates KAITEKI into the business as a value philosophy based on the management of three strategic pillars: economy, technology and sustainability.

We care about the future of our planet and the need to protect and preserve our resources.

To this end, Qualicaps carries out its activities always aiming to achieve the highest standards of sustainability and respect for the environment.

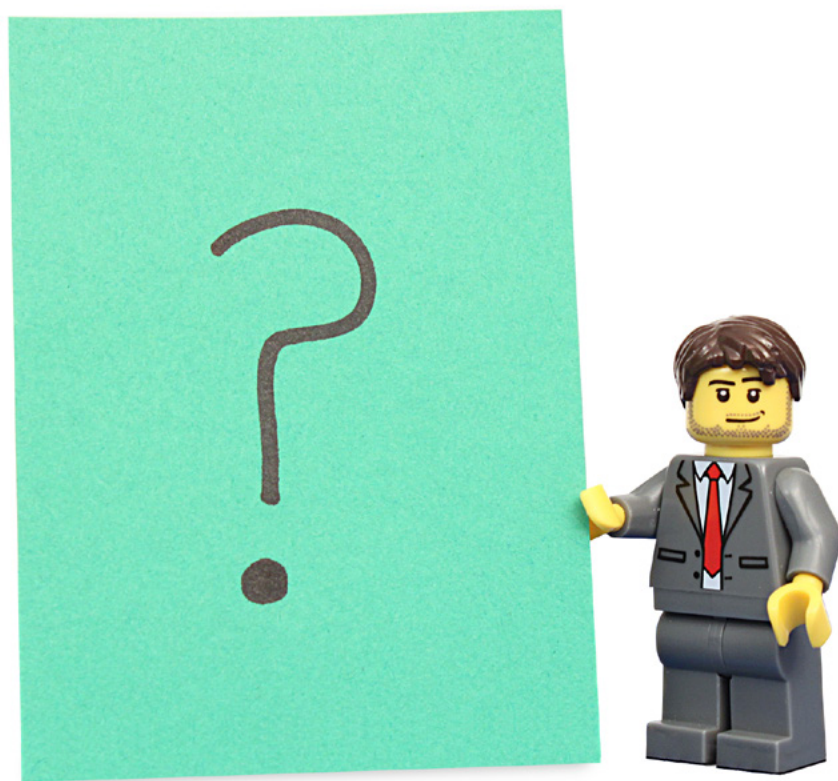
We perform our activities according to the following principles:

- Reduce the generation of waste, manage it properly and promote its reuse.
- Training and informing staff on environmental matters.
- Accept from suppliers those alternatives that favor the environment.
- Contribute to the conservation of natural resources, which will be consumed in any case with criteria of reasonableness, efficiency and savings.
- Develop the activity by adopting all necessary measures to prevent and, where appropriate, minimize the possible environmental impact.



While this Program and our policies cover most situations you may encounter, there will certainly be circumstances that need to be addressed individually.

In cases where you are in a situation not covered by and have doubts about how to respond to such a situation, you should contact our Compliance Officer by email at compliance@qualicaps.com or if you prefer to make your enquiry through the whistleblowing channel that has been set up (please consult section VII of this document).



How do I know if I am acting correctly?

As stated at the beginning of this Code of Conduct, it is not possible to describe all the situations that may occur, and for this reason, in order to know whether one is acting ethically, in case of any doubt or specific situation, we may ask ourselves the following questions:

- Is it legal?
- Is that the right thing to do?
- Is it in line with the Code of Conduct?
- Am I following the policies and manuals established by the company?
- Is a good example being set?
- Is ethical behavior being shown?
- Can other people be affected?
- Can it have a negative impact on my or Qualicaps' reputation?

If the answer to any of the questions below is “yes” then you should report the matter. If you have reasonable doubts about any of the above, ask the Compliance Officer your questions.

VII. Whistleblowing channel

Qualicaps has a Whistleblowing Channel that ensures that any employee, supplier, customer or third party who becomes aware of a breach of the Program, applicable regulations or any other illegal act can confidentially report it to the Company without fear of reprisal as long as the report is not false or manifestly unfounded.

The channels authorized to send a query or complaint are:

- ① **website**
(managed by a third-party provider)
www.safecall.co.uk/report
- ② **telephone**
00 800 7233 2255
- ③ **email**
Qualicaps Compliance Officer:
compliance@qualicaps.com

External provider:
mche@safecall.co.uk

The procedure on how to report any breach of the Program or procedures, as well as the corresponding management of such complaints, is detailed in Qualicaps Whistleblowing Channel Protocol, please consult it for more information.



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