



## **Administrative Policy and Procedure**

# **SUPPLIER CODE OF ETHICS**

*Version September 25, 2019*

### **Introduction and Scope of Application**

Transgene values its reputation for conducting business honestly and with integrity.

Transgene views its suppliers as a key factor to its success. The company, therefore, strives to select suppliers who maintain a commitment to strong ethical standards. This code of conduct provides a foundation for Transgene and its suppliers to build and maintain relationships based on fairness, trust, respect for the rights of individuals, compliance with the law, and sustainable business practices.

### 1) LEGAL COMPLIANCE

Transgene is committed to obey the law wherever it conducts business. We expect our suppliers to comply with all applicable laws, including laws relating to employment, human rights, the environment, and health and safety. Transgene reserves the right to decline to deal with suppliers who do not comply with the law.

### 2) EMPLOYMENT PRACTICES

Transgene uses fair employment practices and strives to provide a safe and productive work environment for its employees. The company expects its suppliers to also maintain fair employment practices specifically:

- **Fair working conditions:** Adhere to applicable employment laws, including those related to maximum hours of daily labour, rates of pay, minimum age, privacy, and other fair working conditions. Prohibit the use of child labour.
- **Freedom of engagement:** Prohibit the use of chattel slaves, forced or bonded labour, or coerced prison labour.
- **Freedom of association:** Respect the right of employees to freely organize and bargain collectively.

### 3) HEALTH AND SAFETY

Transgene is committed to keeping safety paramount in everything we do, and will do business only with suppliers who demonstrate a commitment to safety. We expect suppliers to:

- Make continuous efforts to achieve a workplace that is free from work-related injury and illness.
- Conduct themselves in a manner consistent with all applicable safety standards, including governmental requirements, operations and facility-specific safety requirements, and contractual requirements.
- Identify and respond to the public health impacts of their operations and the use of their products and services.
- Treat injured employees with respect and provide medical treatment for workplace injury and illness.
- Maintain a workplace free of the effects of alcohol and drug use.

### 4) SUSTAINABILITY

Transgene strives to manage its businesses in a sustainable and responsible way. We seek to do business with suppliers who share our concerns for and commitment to sustainable business practices. At a minimum, suppliers must meet all applicable environmental rules, regulations and laws in the countries where they do business. In addition, Transgene will prioritize business relationships with suppliers who go beyond legal compliance and consistently look for new and better ways to conserve resources, reduce pollution and waste, and enhance the communities in which they operate.

## **5) CONFIDENTIALITY**

Suppliers with access to confidential Transgene information must not disclose such information to other parties without Transgene's written consent. Such confidential information may include, but is not limited to, the following categories of information:

Product and services, pricing, costs, customers, employees, operating systems, policies and practices designs, production, quality, communication, technologies and know-how, engineering, technical and scientific data.

## **6) PRIVACY**

When suppliers handle confidential personal information in the performance of services on <sup>[...]</sup><sub>SEP</sub> our behalf, we require them to ensure that such information is protected against unauthorized disclosure and is appropriately safeguarded. Suppliers' handling and use of personal information, including the names and addresses of Transgene personnel, shall be consistent with applicable legal requirements. Suppliers must immediately report actual or possible unauthorized disclosures of personal information to Transgene's privacy office at [privacy@transgene.fr](mailto:privacy@transgene.fr).

## **7) ILLEGAL PAYMENTS**

Transgene expects its suppliers to do business in an ethical and transparent manner. Suppliers must not offer bribes, kickbacks or improper payments of any kind to government officials or other third parties for the purpose of obtaining or retaining business or gaining an improper advantage. Suppliers are required to comply with the U.S. Foreign Corrupt Practices Act as well as local anti-bribery and anti-corruption laws in each jurisdiction in which they do business.

## **8) CRITERIA FOR SELECTING SUPPLIERS**

The criteria for selecting suppliers will vary but will generally focus on best value, which may include a variety of factors.

Terms and conditions defining relationships with suppliers are to be communicated early in the supplier selection process, and agreements to such terms and conditions must be reached before work begins.

## **9) TRANSGENE'S COMMITMENT TO ITS SUPPLIERS**

Transgene relationships with its suppliers are characterized by honesty and fairness. We are guided by the following standards of behaviour:

- We will not make payments to the employees of suppliers to obtain lower prices for Transgene;
- We will not reveal a supplier's pricing, technology or other confidential information without prior written permission;
- We will not make false or misleading remarks to others about suppliers or their products or services.

## **10) GIFTS AND ENTERTAINMENT**

Whenever a gift or entertainment is offered in the context of a business relationship, there is a risk that it may influence, or appear to influence, a business decision. In order to build and maintain the trust of our stakeholders, Transgene discourages giving or accepting gifts or entertainment exceeding a nominal value, including loans and guarantees of any amount, to or from any of the company's suppliers. This applies both to employees and to immediate family members.

Note: "Nominal value" denotes an item or event of relatively low value that is unlikely to be perceived as improperly influencing the recipient, such as a logo cap or lunch during business hours. Gifts and entertainment for the benefit of health care professionals must additionally comply with applicable "sunshine" or "transparency" laws.

## **11) PROMOTING AN ETHICAL CULTURE**

Transgene has adopted a Code of Conduct and assists its employees in applying ethical principles to everyday decision-making and manages a confidential system for employees to raise concerns and respond to allegations of violations of the Code of Conduct. We prefer to do business with suppliers who <sup>[1]</sup>also have a strong commitment to promoting an ethical culture among their employees. Suppliers may raise concerns to Transgene at [CodeOfConduct@transgene.fr](mailto:CodeOfConduct@transgene.fr).

## **12) RESOLVING ETHICS ISSUES**

Employees of suppliers are encouraged to work through their own company to resolve internal ethics issues. However, suppliers should promptly report violations of this code or any unethical behaviour by a Transgene employee to a Transgene manager or, if that is not feasible, to Transgene's ethics officer via [CodeOfConduct@transgene.fr](mailto:CodeOfConduct@transgene.fr).

Except as required by law, persons reporting concerns may request that they remain unidentified. Transgene makes every attempt to protect the identify of whistle-blowers unless maintaining confidentiality would create a significant health, safety or legal risk.

Pascale ULRICH  
Purchasing Manager  
Transgene

Name:  
Title:  
Supplier's Name:  
Signature: