

ANTI-CORRUPTION AND INFLUENCE PEDDLING CODE

Transgene, just like other companies of the Institut Mérieux Group, bases its actions on the respect of long-standing ethical values. The company seeks to ensure that its activities are conducted according to the highest professional and ethical standards and in complete compliance with all applicable legal provisions.

SEPTEMBER 2023

The present Anti-Corruption Code of Conduct, or simply “Code”, has been adopted to allow our employees to become familiar with the basic principles of anti-corruption and remind them of the behavior they are expected to follow. This Code applies to all of our directors and employees, and specifies the precautions to take vis-à-vis all intermediaries who act on our behalf.

Any infraction of this Code may have grave legal and financial consequences, and may also cause lasting harm to the Group’s reputation. It is thus essential to follow these recommendations.

TABLE OF CONTENTS

INTRODUCTION	3
1 - PURPOSE AND SCOPE	4
2 - FUNDAMENTAL RULES AND THEIR APPLICATIONS	5
2.1 GIFTS, SIGNS OF COURTESY, HOSPITALITY, AND ENTERTAINMENT	6
2.2 SPECIFIC RULES: PUBLIC OFFICIALS AND HEALTHCARE PROFESSIONALS	7
2.3 GIFTS TO CHARITABLE OR POLITICAL ORGANIZATIONS.....	8
2.4 PATRONAGE, SPONSORSHIP	8
2.5 FACILITATING PAYMENTS.....	9
2.6 COMMITMENT TO MONITOR THIRD PARTIES	9
2.7 CONFLICTS OF INTEREST	9
2.8 RECORDS/INTERNAL CONTROLS	9
3- APPLICATION	10
3.1 TRAINING	10
3.2 VIEWING/REPORTING OF NON-COMPLIANT PRACTICES - PROTECTION AGAINST RETALIATION	10
3.3 WHISTLEBLOWER ALERT MECHANISMS/PERSONAL DATA PROTECTION	11
3.4 VIOLATION OF THIS CODE	12

INTRODUCTION

We are committed to following the United Nations Convention against Corruption. Our Group firmly intends to fight against all forms of corruption that are prejudicial to its activity.

“Corruption is an insidious plague that has a wide range of corrosive effects on societies. It undermines democracy and the rule of law, leads to violations of human rights, distorts markets, erodes the quality of life and allows organized crime, terrorism and other threats to human security to flourish. “

Foreword to the United Nations Convention on Corruption, 2004

As a key player in the protection of patients' health, it is essential to conduct our business in an exemplary manner and to place ethics and integrity at the highest level of importance among our corporate values.

I am counting on each and every one of you to contribute and ensure that our business is conducted with the strictest respect for the ethics and humanitarian values that drive Transgene and the companies in the Institut Mérieux group.

This Code is a guide designed to help each of us act in accordance with these values. It is a practical reference tool to ensure that we comply with the law and make ethical decisions.

It is important for each employee to take the time to read this Code very carefully, in order to analyse and understand what Transgene and the Mérieux group expects of us in terms of behaviour to adopt and respect, in order to maintain and promote high standards of integrity, fairness and respect in our daily work.

However, this document by definition cannot provide an answer to all questions which may arise and does not release anyone from exercising his/her own judgment and demonstrating good sense. Should there be any doubt about appropriate conduct, the Group has implemented a training and assistance mechanism and an internal alert system.

Alessandro Riva, Chairman & CEO

1 - PURPOSE AND SCOPE



This Code applies to all Transgene employees and those of its subsidiaries with respect to their professional activities and defines the oversight procedures intended to detect the absence of compliance with these rules.

Each employee must adopt ethical behavior in the context of his/her activities within the company and abstain from doing anything that might be contrary to rules of behavior defined in the present Anti-Corruption Code of Conduct.

Any question by an employee about the application of this Code or about its interpretation may be forwarded to the person's supervisor, the human resources director and the legal department.

Transgene ensures that the anti-corruption rules are known by third parties with whom it interacts.

This Code shall take effect 1 November 2017 and as updated from time to time, is part of the instructions as mentioned in article 11 of the Transgene's Employee Handbook (*le Règlement Intérieur*). Outside of France, it shall be applied taking account of local legal considerations.

2 - FUNDAMENTAL RULES AND THEIR APPLICATIONS



DEFINITION

Corruption is a behavior by which one person (a public official or a private individual) asks for or accepts directly or through an intermediary a gift, an offer, or promise, of gifts or advantages of any nature whatsoever in order to perform, delay, or fail to perform an act entering directly or indirectly into the scope of that person's duties in order to obtain or retain a commercial or financial advantage, or influence an administrative decision.

Influence peddling means a person trading on his/her position or influence, real or supposed, to influence a decision that will be taken by a third party.

It involves three actors: the beneficiary (the person who provides payment or gifts), the intermediary (the person who utilizes the credit he/she possesses with the target individual due to his/her position), and the target individual who holds the decision-making power (public authority or administration, magistrate, expert, etc.).



PRINCIPLE AND RULES

Employees must not commit corrupt acts and must not use intermediaries, such as agents, consultants, advisers, distributors, or any other commercial partner with the goal of committing such acts.

Corruption is not tolerated, whatever the status of the beneficiary.

Ensuring that one's behavior is consistent with the principles of conduct enunciated in the Code is everyone's business.

Corruption can take many forms that lend themselves to common commercial or social practices; this may include, particularly, invitations, gifts, sponsorships, donations, etc. They must comply with the requirements of this Code.

If you are confronted with any proposal, ask yourself:

- Are the laws and regulations being followed?
- Does this comply with the Code and with the Group's interest?
- Is this devoid of personal interest?
- Will I be bothered if my decision were communicated?

If you have a doubt or concerns about a behavior that you believe violates our code of conduct, a question of ethics, good conduct or a question about Transgene's whistleblowing system, you can contact your direct manager, other member of your management team, or refer to the General Counsel/Secretary (the Ethics & Compliance referent), Director of human resources or to the financial director.

However, there may be circumstances when you are not comfortable reporting the issue in this manner, in that case, you can report your concerns through our online portal:

<https://transgene.alertcenter-ikarian.eu/entreprises>

For any question not strictly falling within the scope of the whistleblowing system, concerning ethics and compliance, you can also contact the Ethics & Compliance team in charge of compliance issues at Transgene by e-mail at: codeconduite@transgene.fr.

2.1 GIFTS, SIGNS OF COURTESY, HOSPITALITY, AND ENTERTAINMENT

Definitions

Gifts are advantages of any variety given by someone and a sign of recognition or friendship, without anything expected in return.

Hospitality generally includes refreshments, meals, and accommodation.

Entertainment generally includes the act of attending shows, concerts, or sporting events.

Principle and rules

Particular care should be paid to gifts and other signs of courtesy and hospitality (received or given) as well as entertainment, which are a means of promoting good relations, but which may be perceived to be a way of influencing a decision, promoting a company, or a person.

Gifts received or given must scrupulously comply with the following rules:

- Be a reasonable amount that complies with the Group's internal rules;
- Never be of a financial nature: loan, cash or cash equivalents (e.g.: vouchers);
- Not in exchange of any consideration;
- Be made with complete transparency vis-à-vis one's hierarchy;
- Be reported, as applicable, on public websites provided by regulatory authorities and particularly in France, on the public database **Transparence – Santé**;
- If applicable, be declared or authorized by the ordinal authorities in accordance with the required deadlines (**Anti-Gift Regulation**).

If there is any doubt as to the value or appropriateness of a gift, refer to your supervisor.

Given that public officials and health professionals are subject to the strictest rules, regulations, and laws, one should be particularly prudent with all markers of courtesy.

2.2 SPECIFIC RULES: PUBLIC OFFICIALS AND HEALTHCARE PROFESSIONALS

2.2-a Public officials

Definitions

The term “public official” is broadly interpreted by the authorities and includes:

- Any manager or employee elected or appointed by a government or departmental ministry, governmental agency, or company owned, even partially, by a government;
- Any manager or employee, elected or appointed, of a public international organization, such as the United Nations Organization;
- Any person acting officially for, or in the name of, a government or ministry, governmental agency, or an international public organization;
- Political officers and candidates for public office;
- Any other person considered to be a public official by virtue of the applicable laws and industry codes.

Principle and rules

Any relationship with a public official must comply with the regulations governing that person (meaning the applicable regulations in the public official’s specific country or which have been imposed on him/her by his/her employer). Any benefit transmitted to a public official must be completely transparent, correctly documented, and justified.

In all cases, we must:

- Act honestly, equitably, and transparently,
- Never offer them anything that constitutes a personal benefit.

2.2-b Healthcare professionals

Definitions

In France, the term “healthcare professional” concerns all actors in the field of health. These actors may be:

- Healthcare professionals (physicians, pharmacists, pharmacy technicians and hospital pharmacy technicians, dental surgeons, midwives, nurses, nursing auxiliaries, masseur-physiotherapist, chiropodist, podiatrist, occupational therapists, psychomotor therapists, speech therapists, orthoptists, medical radiology technicians, medical laboratory technicians, hearing aid dispensers, opticians – eyeglass manufacturers, prosthetists and orthotics makers for handicapped persons, dieticians, childcare auxiliaries, ambulance drivers, dental assistants);
- Healthcare professional associations;
- Students seeking to enter health professions;
- Student groups and associations;
- Associations of users of the health system;
- Healthcare establishments;
- Academies, foundations, learned societies and consulting companies or organizations operating in health products or cosmetic products sector;
- Legal entities that are press publishers, radio or television services and on-line public communications services;
- Publishers of software to assist in prescriptions and delivery;
- Legal entities providing or participating in the initial training of healthcare professionals.

Equivalent rules governing relations between industry and healthcare professionals exist in most countries, but they may include definitions and obligations that could vary, and which should be consulted before offering or accepting gifts or hospitality.

Principle and rules

Any relationship with a healthcare professional must comply with the regulations governing that person (meaning the applicable regulations in the healthcare professional's specific country or which have been imposed on him/her by his/her employer).

Any benefit conferred on a healthcare professional must be completely transparent, correctly documented, of a reasonable amount and be the subject to declaration or authorization by the competent regulatory authorities within the regulatory timeframe (see the internal procedure «**Interactions with HCPs, HCOs & HCAs**», which sets out the rules and procedures relating to **Transparency** and the **Anti-Gift Scheme**).

2.3 GIFTS TO CHARITABLE OR POLITICAL ORGANIZATIONS

Definitions

Gifts and donations are benefits given in the form of money and/or in-kind contributions, they are allocated for a specific purpose: research, training, environment (sustainable development), for charitable or humanitarian purpose.

Political contributions are contributions (monetary or otherwise) designed to support political parties, officers, or initiatives.

Principle and rules

Only the executive committee is authorized to approve any gifts or donations including those made to charitable or political organizations. Gifts and donations may be made only if Transgene and its staff do not receive tangible consideration in return. Similarly, gifts and donations must not compensate (or be perceived as compensating) a tangible consideration.

Requests for gifts and donations must be carefully considered, particularly those from persons who are in a position to influence Transgene's activities or who might benefit if the gift is granted.

2.4 PATRONAGE, SPONSORSHIP

Definitions

Patronage or sponsorship provides financial or material support to a work, a social, cultural, or sporting action, in order to communicate and promote the values of a group.

Principle and rules

Only the executive committee is authorized to approve an act of patronage or sponsorship. Patronage and sponsorship are performed without any direct consideration (other than promoting the Company's institutional image or the brand image) from the beneficiary and must never be paid in cash or cash equivalents (e.g.: vouchers) when of a financial nature.

They must not be used (or be perceived as being used) to receive an unjustified benefit in return or allow undue influence of public or private decisions which would benefit our Group.

Such an act must be documented and subject to hierarchical or accounting control. Any new potential beneficiary must be subject to a corruption risk analysis in advance. Transgene will verify the beneficiary's actual use of any grant.

2.5 FACILITATING PAYMENTS

Definition

Facilitating payments are informal payments (as opposed to duties and legitimate and official taxes) that are paid to facilitate or accelerate all formalities particularly administrative ones such as requests for permits, visas, or customs clearing, etc.

Principle and rules

As a matter of principle, our Group prohibits “facilitating payments”, even where local laws authorize them.

2.6 COMMITMENT TO MONITOR THIRD PARTIES

Definitions

A third party is an individual or legal entity with whom Transgene interacts and who presents, due to the nature of its activities, a particular level of risk in terms of corruption. Neither Transgene’s subsidiaries and employees, nor those of the Institut Mérieux Group are considered to be third parties in this Code.

Principle and rules

Our Group believes it is extremely important that its commercial partners (suppliers, service providers, agents, clients, etc.) and intermediaries respect our principles and our values.

2.7 CONFLICTS OF INTEREST

Definitions

Conflicts of interest arising from any situation or provision in which the personal activities or commercial interests of Transgene employees are in conflict with their duties or responsibilities.

Principle and rules

When they conduct activities on behalf of Transgene, employees must avoid conflicts of interest. If circumstances give rise to a potential or demonstrated conflict of interest, employees must report it.

2.8 RECORDS/INTERNAL CONTROLS

Definitions

Books and archives include accounts, invoices, correspondence, papers, records, service notes, and all other recorded media.

Principle and rules

It is incumbent on Transgene to prepare and maintain books which describe, accurately and precisely, the operations and use that has been made of assets.

“Off-the-books” accounts and misleading data in the Transgene books are strictly prohibited. All financial transactions must be documented, regularly reviewed, and justified in the books.

All pertinent financial controls and the approval procedures must be followed.

The conservation and filing of Transgene archives must occur in accordance with Transgene’s procedures as well as with the tax rules and other applicable laws and regulations.

3- APPLICATION

3.1 TRAINING

Employees are required to familiarize themselves with this Code and participate in the training sessions organized for it. Materials will be provided to them.

New employees will be sensitized about anti-corruption measures once they assume their duties.

3.2 VIEWING/REPORTING OF NON-COMPLIANT PRACTICES - PROTECTION AGAINST RETALIATION

Any employee who in good faith reports a potential violation of the Code to his (her) supervisor will be protected against any and all forms of retaliation.

- **If you believe in good faith that a violation of this Code has been or is being or will perhaps be committed.**
- **If you discover that someone is subject to retaliation because they raised a problem in good faith.**
- **If you are confronted with a choice about ethics or business conduct, speak about it to:**
 - Your immediate supervisor,
 - If you are uncomfortable doing so, speak about it to special interlocutors with whom you can share your doubts and/or ask your questions:
 - the human resources director or,
 - the legal department.
 - Or use the dedicated Transgene's ethics online portal:

<https://transgene.alertcenter-ikarian.eu>

Transgene managers ensure that employees who contact them will receive all aid and advice that they need to comply with this Code.

No sanction nor discriminatory measure may be taken against the author of a report made in good faith.

Information communicated through this ethics reporting mechanism must be formulated objectively and must be sufficiently precise in order to be able to proceed with the verification of the alleged facts.

The ethics officer reserves the right not to proceed to examine allegations made in bad faith and/or allegations devoid of sufficiently precise information.

The reporting party must, in principle, identify him/herself. His/her identity will be treated confidentially, and anonymity respected.

If the reporting party wishes, however, to remain anonymous, he/she must so state in his/her request.

The online platform also makes it possible to issue anonymous alert. However, if you decide to report the request anonymously, your request will be handled with the same care and diligence, provided that you give us enough detailed information to carry out the investigation, and that you remain reachable through the integrated communication system to respond to any additional request.

To find out more about how the whistleblowing system works, please consult Transgene's whistleblowing procedure (in French only) on Transgene's website under Ethics & Compliance.

3.3 WHISTLEBLOWER ALERT MECHANISMS/PERSONAL DATA PROTECTION

In the context of its whistleblowing alert system, Transgene carries out all personal data processing activities necessary, in accordance with the legal provisions applicable to the protection and processing of personal data.

Transgene is committed to only process data, which is adequate, relevant and not excessive in relation to the objectives for which it is being collected.

Personal data can be collected indirectly provided by other people involved, managers and other authorized persons taking part in the investigation of the alert.

In the context of its whistleblowing alert system, Transgene carries out those personal data processing activities necessary for the following purposes:

- to comply with legal obligations where there is a legal requirement to have a Whistleblowing System
- Transgene's legitimate interest of ensuring that the employees and third parties can raise concerns against behaviors contrary to the rules of conduct defined by Transgene.

Transgene takes all necessary precautions to preserve the security of the data both when it is collected and when it is communicated or stored. In this context, Transgene may communicate data to the Ethics Committee and any internal and/or external experts (human resources department, lawyers, chartered accountant, analysts, etc.). Where applicable, data may be sent to the judicial authority.

Your personal data will be retained in our systems in accordance with the applicable laws and the CNIL (French data protection authority) guidelines of July 2019 regarding the "data processing implemented in the context of alert systems".

The whistleblower and the person who is the subject of the alert have:

- The right to access their personal data processed by Transgene;
- The right to erase their personal data which allows to require the personal data to be deleted;
- The right to rectification that allows to obtain the rectification of inaccurate or incomplete personal data;
- The right to restriction of processing which allows to control how their data is processed;
- The right to object the processing of their personal data pursuant to the provisions of Article 21 of the GDPR.

Any person identified in an ethics alert procedure, whether the person is the issuer of the alert or is the subject of the alert, may contact the data protection officer to exercise his (her) right to access data about that person by sending a request by email to the following address: privacy@transgene.fr. However, the person who is the subject of the alert may under no circumstances obtain information concerning the identity of the whistleblower or the third party facilitators.

This whistleblower alert mechanism is the subject:

- In accordance with CNIL (French data protection authority) guidelines of July 2019 regarding the "data processing implemented in the context of alert systems", of a Privacy Impact Assessment (PIA), to evaluate any potential privacy risks. Transgene has authorized the processing activity as the measures envisaged to address the risks, including safeguards, security measures and mechanisms to ensure the protection of personal data and to demonstrate compliance with this Regulation are in fact deemed acceptable;
- of a consultation with the EC with respect to mechanisms that allow the oversight of employee activities (Labour code. Art. L. 2323-32);
- of prior individual notification to employees pursuant the article L. 1222-4 of the Labour Code and as provided by the "Data Privacy Act".

3.4 VIOLATION OF THIS CODE

Any accused employee benefits from the presumption of having acted in accordance with this Code, unless the evidence assembled during the investigation reasonably demonstrates that the Code was not followed.

Transgene fully commits to:

- Take all allegations seriously;
- Investigate allegations efficiently and in a timely manner;
- Evaluate the facts objectively and impartially;
- Take corrective measures and appropriate disciplinary sanctions when an allegation is founded.

Any violation will result in disciplinary sanctions that may go so far as dismissal, pursuant to article 19 of Transgene's Employee Handbook.

USEFUL LINKS/REFERENCE DOCUMENT

- [Transgene's code of conduct.](#)
- [Transgene's whistleblowing system policy \(in French only\).](#)
- [Law n°2016-1691 of the Transparency, Anti-Corruption and Economic Modernization Act 2016-1691 of 9 December 2016, known as the Sapin II Act,](#)
- [Law n° 2022-401 of March 21, 2022, on improving the protection of whistleblowers,](#)
- [The CNIL \(French data protection authority\) guidelines of July 2019 regarding the "data processing implemented in the context of alert systems",](#)
- [Internal investigation charter \(in French only\).](#)

3.5 IMPLEMENTATION: RESPONSIBILITY AND OVERSIGHT

This Code may be revised in order to account for any necessary adjustments.

Periodic audits may be undertaken by management in order to verify adherence to practice compliance within Transgene and its subsidiaries.

It is incumbent upon each employee to implement this Code in the context of the responsibilities pertaining to his (her) position.

Cases of noncompliance must be reported.

This mechanism allows upper management to understand, follow, and control presumed violations, from the initial reports up to their resolution.

The Group's governance bodies will conduct regular updates by monitoring the implementation and follow-up given to alerts.

FOR MEMORY

- Transgene has implemented a Whistleblowing reporting System complying the legal environment to which Transgene is subject.
- Making use of the Whistleblowing System is a right that the persons concerned can freely exercise, its use remains optional.
- Using the Whistleblowing System in good faith, even if the reported information turns out to be inaccurate or does not lead to further proceedings, will not expose the author to a disciplinary sanction.
- The inappropriate use of the Whistleblowing System can lead to disciplinary sanctions or judicial proceedings against their author.

TRANSGENE

400 boulevard Gonthier d'Andernach – 67400 Illkirch-Graffenstaden Phone:
+33(0)3 88 27 91 21 - Mail: communication@transgene.fr

www.transgene.fr