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CODE OF ETHICS AND CONDUCT OF THE IMPE GROUP



The terms «IMPE Group», «Group» or «IMPE», in this document, gather the companies Ideal Medical Products Engineering and Iris Conseil Santé.

It is asked from each employee and contractual collaborator of the group to be knowledgeable about and comply with all the principles this document enounces.



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PREAMBLE

The present document consists of three parts:

- A first part stating the ethical values and principles of conduct of the IMPE Group.
- A second part describing the behavioural principles of each employee and contractual collaborator of the Group for a respect of the Group's values, regulations and current laws.
- A third part exposing the commitments of the IMPE Group towards:
 - Its shareholders,
 - Its suppliers,
 - Its employees and contractual collaborators,
 - And the countries in which the IMPE Group is based or works.

The IMPE Group works together with companies present in many countries and many professions, but whom all contribute to the same mission:

RESPOND TO THE INCREASE IN HEALTHCARE NEEDS THROUGHOUT THE WORLD, WHILST PROVIDING CUTTING-EDGE TECHNOLOGY AND FRENCH KNOW-HOW, IN ORDER TO IN THE END, PROVIDE BETTER CARE.

The ethics policy of the IMPE Group is based on 5 shared values that demonstrate its willingness to grow with the idea of sustainable development and social and corporate responsibilities.

These values are:

- Respect for the individual and tolerance,
- Respect for human values,
- Performance,
- Integrity,
- Diversity and inter-culturality.



Every employee and contractual collaborator is a stakeholder of the respect and the practical application of all these values.

The present document also provides a practical approach of the behaviours and obligations one should have in professional situations, and particularly concerning the following:

- Respect for legislation,
- Conflicts of interest,
- Political activities,
- Corruption,
- Gifts,
- Assets protection,
- Confidentiality,
- Public expression,
- Harassment.

THE RECOMMENDATIONS IN THIS DOCUMENT ARE NO SUBSTITUTE FOR EXISTING CONVENTIONS, LAWS OR REGULATIONS ON AN INTERNATIONAL OR NATIONAL SCALE, BUT THEY COMPLETE THEM.

In case of doubt on how to behave in a given professional situation, the employee or contractual collaborator of the Group is encouraged to ask for advice from his hierarchy.

Finally, the implementation of such an ethics and conduct policy implies that any employee and contractual collaborator of the Group, or any external person, must have an easy access to the Alert Procedure to report an individual or collective lack of respect for values, regulations or laws.

For every employee or contractual collaborator, a solution to report an ethical or a conduct issue concerning an immediate superior or a higher hierarchic level is available.



VALUES OF THE IMPE GROUP

The IMPE Group respects and promotes, as individuals and as a group, the following values:

Respect for the individual and Tolerance

The respect of the individual is the core of our ethics policy. The individual rights govern our relations with each other. We advocate dialogue which instigates trust and openness to other cultures.

This continuous dialogue aims for the fulfilment of man within the organisation with an idea of a winwin situation for:

- The Collaborator,
- The Group.

Performance

We put the performance of the employees in exercising their profession, and the performance of the Group in each of its activities, at the service of the customer.

The value thus created through cooperation and work in networks of the employees and companies, contributes to the profitable and sustainable growth of the Group; it benefits to everyone: customer, employee, contractual collaborator, shareholder, partner and community.

Integrity

As employees and contractual collaborators of a Group situated at the crossroads of different interests, integrity must be a part of our conduct policy with all our interlocutors and partners.

It excludes any form of corruption and recommends acting with righteousness, honesty and transparency.



Diversity and inter-culturality

IMPE is an International Group, based on the cultural and intellectual wealth of the entirety of its collaborators.

This leads to the encouragement of international mobility, local hiring and promotion of multicultural teams, and so in order to better apprehend a growth which aims to be border-free.



OBLIGATIONS OF EVERY EMPLOYEE AND CONTRACTUAL COLLABORATOR OF THE IMPE GROUP

Every employee and contractual collaborator of the IMPE Group commits to respect the principles described thereafter.

Respect for legislation

The companies of the IMPE Group comply with national legislations and international conventions.

The Group ensures that all ethics and conducts standards are respected, considering the context, particularly social, through its activities or the activity of its partners or subcontractors.

This is the framework in which each employee and contractual collaborator of the Group commits to comply with the law and regulations, potentially to the customs, of every country he intervenes, with a concern for responsibility, integrity and professionalism.

Conflicts of interest

An employee or contractual collaborator is faced with the risk of conflicts of interest if his personal interest happens to impact on the impartial and objective performance of his professional activities.

The personal interest of the employee or contractual collaborator includes any benefit for himself or in favour of relatives, friends, individuals or organisations with which he has (or had) any working relations or political relations.

It also incorporates all civil or financial obligations to which the employee or contractual collaborator is subject.

Conflicts of interest can emerge from different circumstances, such as:

- 1- Personal connections that an employee or contractual collaborator has with a third party currently in business with the Group or in competition with the Group; such connections can stem from:
 - o A financial participation an employee or contractual collaborator would have with a customer, supplier, services provider, partner or competitor of the Group,



- A gainful employment he would be engaged in on behalf of this third party, for instance, as an employee, consultant, representative, etc.,
 - An operation for which he would find himself personally and directly or indirectly, in working relations with this third party, for example as a result of the negotiation or execution of a contract in which he is a party.
- 2- The offering of gifts or benefits from a third party with which he is in contact as employee or contractual collaborator of the Group.
- 3- The pursue of a public activity that could interfere with the Group's activities.

In such situation he commits, in the interests of loyalty and transparency, to immediately inform his hierarchy, whom will have to make the appropriate decisions in order to comply with the law whilst preserving the interests of the Group.

Political activities

The IMPE Group commits itself to adopt, anywhere it is present, a neutral political attitude, particularly by refusing to support any preferred political group.

This neutrality is a necessary condition for healthy and long-lasting relations, built on values like transparency and mutual respect, to be tied between the Group and the elected representatives it is in contact with.

More generally, the Group will ensure that no event it would organise can be interpreted as a direct or indirect privileged support towards a political party or any other group of influence.

The involvement of an employee or contractual collaborator in any political responsibility is strictly personal. These activities can only be pursued outside the work place and the work hours. Moreover, he should not, in any case, make use of the Group's image to support his involvement.

No employee or contractual collaborator shall involve his company in a partisan position, nor use his position within the Group to back up his opinion.



Corruption and Bribery, Public officials¹

Whatever commercial or financial interests are at stake, the Group ensures that its resources and assets are not used for corruption purposes. Because of its activities in development, construction and response to call for tenders, which may require contacts and authorisations from local communities or national or international bodies, the Group seeks to fight public agents' corruption.

Every employee or contractual collaborator of the Group who wishes to get a third party to contract with an entity of the Group must not use any kind of active nor passive corruption.

No employee or contractual collaborator of the Group shall have any of the following practices, at all time and in any form, in relation with a Public Official¹ at the international, national or local level, a political party, party official or candidate to political office :

- a) Bribery (offering, promising, giving, authorizing or accepting of any undue pecuniary or other advantage to, by or for any of the persons listed above in order to obtain or retain a business or other improper advantage, e.g. in connection with public procurement contract awards)
- b) Extorsion or solicitation (demanding of a bribe whether or not coupled with a threat if the demand is refused)
- c) Trading in influence (offering or solicitation of an undue advantage in order to exert an improper, real or supposed influence with a view of obtaining from a public official an undue advantage for the original instigator of the act or for any other person)
- d) Laundering the proceeds of the Corrupt practices mentioned above.

¹ "Public official" refers to the definition of the US Foreign Corrupt Practices Act (FCPA) of 1977, the UK Bribery Act of 2010, OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1977), and any similar law or regulation



A search of background and reputation will be conducted for any intermediary or facilitator:

- Review of previous achievements if any,
- Research of the company and/or the individual on lists of sanctions, such as World Bank Debarment List, Development Aid sanction lists, or any other public list,

Moreover, the relationship shall require a contractual framework stipulating:

- The nature of the service,
- The expected targets,
- The levels and conditions of remuneration,
- The commitment to the respect of the present code.

The contract shall be signed only by the persons habilitated to engage the contracting Parties.

In case of doubt on the conduct to adopt, the employee or the contractual collaborator of IMPE Group will seek advice from his hierarchy and, in case of discovering or suspecting a corrupt practice, will report in writing to his hierarchy (Alert Procedure).

Gifts

No employee or contractual collaborator of the Group is to accept, nor solicit any gift, any favour or invitation, as well as any other benefit for himself or anyone else, coming from persons or organisations with which the employee or contractual collaborator has (or had) business relations, which could impact on the impartiality he carries out his functions with or constitute a reward related to his activity.

This also excludes gifts under the form of money in cash or exchangeable for money in cash.

This does not exclude common acts of courtesy or hospitality, nor symbolic or small gifts, nor invitations with professional training or information purposes.



Assets protection

Each company of the Group possesses material assets (premises, working tools, etc.) and immaterial assets (image, reputation, informations) that must be preserved and valorised.

Every employee or contractual collaborator of the Group must try, by any legal and appropriate means he disposes of, to prevent any event that would harm the Group's assets, material or immaterial, and should naturally not be found guilty of such actions.

Everyone must ensure that the company's assets are used only for professional purposes.

Confidentiality

Every employee or contractual collaborator may detain information belonging to the Group and that should be kept confidential if its disclosure or premature revelation is damaging to the Group's interests.

Whether it is part of the knowledge or the know-how, this information can be related to products, studies, technical projects, industrial data, financial and commercial data, and more broadly, any information that one might acquire in the course of his functions.

Every employee or contractual collaborator, partner or service provider will respect the nondisclosure commitment of partial or global information concerning the development or the strategy of the Group, whether orally, in writing or electronically.

Every contractual or pre-contractual relation will be subject to a confidentiality agreement between the IMPE Group and the third part in question.

The employee, the contractual collaborator, the partner or the service provider of the IMPE Group should always be aware of the necessity to withhold confidential information from third parties.

However, within each entity of the Group, every employee will make sure that the information required for a proper execution of the work to do flows normally, either internally or externally, and will check its accuracy at all time.



These obligations are permanent during the contractual relation and will carry on for five years after the end of the contractual relation between the employee or the contractual collaborator and the Group, between the partner and the Group or between the service provider and the Group.

Any disclosure of confidential information that could harm the development of the IMPE Group constitutes a serious misconduct and will be subject to appropriate measures.

IMPE retains the right to prosecute any person infringing this provision.

Public expression

The statement of a position-taking on behalf of the Group is a responsibility that cannot be taken without approval from the hierarchy.

Every employee or contractual collaborator mandated to represent the Group must behave professionally and maintain the coherence of the Group's image and expression (compliance with values, Group strategy, visual identity, Group signature).

He will ensure that information is indeed shared and understood by all.

Every employee or the contractual collaborator whose hierarchic level involves, by his notoriety, a permanent duty of non-disclosure should show restraint when publically expressing himself about public authorities, the Group, its managers and its employee or contractual collaborator.

Harassment

The proper implementation of the company's missions implies that each employee or contractual collaborator of the Group operates in a positive work environment, and particularly free of any pressure or persecution of a morale nature or any action considered as sexual harassment.

The Group commits to take necessary measures to prevent and punish any action of this kind, particularly by requiring from its managers and senior employees exemplary behaviour and attentive listening.



Every employee or contractual collaborator of the Group must make sure that his actions are not violating his colleagues' rights and dignity, impacting on their physical and mental health or compromising their professional future.

Everyone must be aware of the fact that this kind of behaviour is prohibited and can, depending on the country, be subject to heavy disciplinary and/or penal sanctions.



COMMITMENTS OF THE IMPE GROUP TO ITS SUPPLIERS

In order to maintain its values, the Group selects the following collective action principles to its suppliers:

[Vigilance with regards to our subcontractors practices on respecting the law, health and safety, ethical behaviour with customers and respect for the environment.](#)

The companies of the IMPE Group inform the subcontracting companies and consultants they call upon that they expect a degree of quality in the compliance with the law and the current international standards (for example concerning the prohibition of child labour).

The Group's requirements are particularly related to:

- Compliance with the law,
- Health and safety of the employees and contractual collaborators,
- Ethical conduct towards customers, and particularly respect for the individual and integrity,
- Respect for the environment.

Any failure deemed significant and not corrected after observations, regarding the respect for legislation, health and safety of the employees and contractual collaborators, ethical conduct towards customers and respect for the environment, may result in a breakdown of the relations with the subcontracting company, in compliance with contractual obligations.

More specifically as regards the safety of the employees of subcontracting companies, a reporting of the workplace accidents that occurred in the framework of the mission they are assigned to might be asked from them.



Guarantee a respectful, impartial and fair treatment of all our suppliers.

Guarantee transparency, impartiality and fair treatment in consulting as well as in contract awarding.

Ensure the confidentiality of the exchanged information.

Base the selection on an objective evaluation of the suppliers - price and delivery capacity - aimed at the quality of the products purchased.

Include in our social responsibility the conditions of intervention of the subcontracting companies in our installations.

Through strict compliance with current regulations, ensure health and safety of people on site.

Through the application of measures that identify the work conditions regulated by current laws, to the subcontracting companies' staff.

Turn integrity into our common language.

Allow each supplier to build its trust in the Group on the integrity of its employees and organisations.

Communicate the present Code throughout the Group, control, and condemn if necessary any violation of loyalty and probity principles.

Ensure that each employee and contractual collaborator pursuing a profession related to purchases applies regulations adapted to the different situations and the follows the proper behavioural principles.

Establish with our suppliers, in all integrity, balanced contractual relations that allow concluding contracts respected by everyone.

In every country, ask to refuse, like we do, child labour, and more generally to apply the fundamental rights defined by the International Labour Organisation.



COMMITMENTS OF THE IMPE GROUP TO ITS EMPLOYEES AND CONTRACTUAL COLLABORATORS

In order to maintain its values, the Group selects the following collective action principles to its employees and contractual collaborators:

Health and Safety

The IMPE Group prioritises the health and the safety of its employees and contractual collaborators.

Maintain good working conditions and taking into account human factors are an everyday concern, as well as the economic performance, the respect for the environment and our customers' satisfaction.

The companies of the IMPE Group must create a work environment favourable to the safety and the physical and mental health of every staff member, whatever his function and the risks he is exposed to might be, in compliance with the regulations.

Adaptation of the employees and career paths: training and mobility

The IMPE Group aims to recognise and to promote the adaptability of its employees.

To do so, the companies of the IMPE Group will strive to make available to its employees, throughout their entire professional career, and regardless of their category, some adapted programs:

- Information about the evolution of their profession and organisation evolution, and the available employments,
- Continuous training to prepare them to new professions and new technologies,
- Skills development and evolution potential, towards permanent progress and training.



When mobility is asked from an employee, because of an evolution in the internal or external environment of the company, methods that favour adaptation and change management will be searched, notably through appropriate training and information means.

When mobility is asked by the employee himself, each company of the Group commits to support him through the different steps, by taking into account the skills and capacities of the applicant as well as the needs and constraints of the company.

This mobility allows the employee to enrich his career and life path with new experiences.

Struggle against discriminations

The IMPE Group is focusing on three specific areas:

Professional equality between men and women: The companies of the IMPE Group will engage voluntary measures to ensure no discrimination in the career paths, in the access to positions of responsibility, and the rates of remuneration for equivalent work.

Insertion of disabled workers: The Group will develop a policy for receiving workers with disabilities. In the case of the occurrence or the evolution of a handicap, the Group will look for the best solution to adapt the work station of the employee in question.

Origin (ethnic, national, cultural, religious, familial, regional, etc.) should never be a motive to deny anyone an opportunity for recruitment.

In the same way, no position should be reserved or forbidden to an employee or contractual collaborator because of his origin. This does not exclude the efforts to promote diversity within the work teams.



COMMITMENTS OF THE IMPE GROUP TO THE COUNTRIES IN WHICH IT WORKS

The IMPE Group respects the sovereignty of the countries in which the Group is present either in the form of complete ownership or as a partner.

The IMPE Group commits to never take action in the political life of a country. It should not make any public declaration promoting one or other political tendency, nor should it finance any political action or party whatsoever.

However, since the IMPE Group is an actor in the economic development of the countries it is implanted in, or works in, the IMPE Group can express to the authorities its positions on:

- Matters concerning its activities and its shareholders,
- Ethical and conduct aspects and particularly about human rights.