



Biocartis Code of Conduct

20 November 2018

1 Introduction

The Board of Directors of Biocartis Group NV (together with its subsidiaries, hereinafter "**Biocartis**") has established this Code of Conduct (the "**Code**") to assist all Biocartis' directors, and all persons employed by, or in any other employ of, Biocartis (hereinafter "**Staff Members**") in making ethical decisions which comply with applicable laws, regulations and codes when conducting Biocartis' business or when interacting with colleagues, business partners or other third parties.

All Staff Members must adhere to this Code and ensure compliance with the principles set out herein. However, this Code does not aim to be exhaustive and does not contain a detailed description of all applicable laws, regulations, policies, guidelines and procedures. This Code rather aims to provide minimum standards and guidance to Staff Members in the conduct of Biocartis' business. It is not intended to reduce or limit any other contractual or legal obligations that might apply. Staff Members are always expected to exercise sound and good faith judgement.

2 Biocartis' Conduct Principles

2.1 Compliance with Core International Principles

Biocartis strives to comply with the core principles of the international labor organization ("**ILO**"), including but not limited to the principles set out in the ILO conventions regarding the freedom of association and protection of the right to organize, the abolition of forced labor, minimum age, equal remuneration and non-discrimination. All Staff Members are expected to act at all times in a way that ensures compliance with these core international principles.

2.2 Compliance with Laws, Regulations and Codes

All Staff Members must ensure compliance with all applicable laws and regulations, including but not limited to rules which specifically apply or are of great importance to Biocartis as a company active in the in vitro diagnostics medical devices industry and whose shares are admitted to trading on a stock market (i.c. Euronext Brussels).

In this regard, Staff Members must at all times comply with applicable market abuse and in vitro diagnostics medical devices legislation, as well as with any rules which apply to interactions with healthcare professionals and healthcare organizations. Staff Members must also comply with applicable personal data protection legislation. If they come into contact with personal data and are processing this data on behalf of Biocartis, they should do so relying on the data protection principles of fairness, lawfulness and transparency, purpose limitation, data minimization, accuracy, storage limitation, integrity and confidentiality. Reference is made to the following Biocartis codes and policies which all Staff Members must comply with:

- Biocartis Confidentiality Policy;
- Biocartis Dealing Code;
- Biocartis Corporate Communications Policy;
- Biocartis Code of IVD Compliance;
- Biocartis Privacy Policy, Data Subject Request Process and Personal Data Breach Process.



2.3 Conduct at Biocartis

2.3.1 Non-Discrimination, Respect, Diversity and Inclusiveness

Biocartis does not tolerate any form of harassment or any form of discrimination based on, among others, race, sex, age, nationality, ethnic background, skin color, political persuasion, sexual orientation, religious conviction, social background or disability.

Biocartis values the diversity of its workforce and strives to create a climate of well-being for its Staff Members. It encourages Staff Members to act in a professional manner and treat each other, as well as business partners and other third parties, with dignity, fairness and mutual respect. Biocartis believes that a diverse workforce that reflects the global community of its patients and customers is critical to its success. Biocartis therefore strives to attract, develop and retain highly talented people with diverse backgrounds and inclusive mindsets.

2.3.2 Health, Safety & Environment

Biocartis aims to provide a safe and healthy work environment for its Staff Members. It systematically identifies and manages health, safety and environmental risks in its activities and proactively fosters and encourages a culture of safe behavior. Biocartis strives to make efficient use of natural resources and to minimize the environmental impact of its activities.

2.3.3 Respect for Human Rights

Biocartis strives to ensure that the activities within its sphere of influence do not negatively impact fundamental human rights, as set out in among others the core conventions of the ILO, both directly and through the Biocartis business relations. All Staff Members are expected to act at all times in a way that ensures compliance with these core international principles.

2.3.4 Freedom of Opinion, Speech and Association

Every Staff Member must comply with all provisions of the agreements governing his or her relationship with Biocartis including, as the case may be, the Biocartis work regulations.

Biocartis respects the right of Staff Members to choose to join a union, provided that applicable law is complied with. Biocartis engages in constructive dialogue with Staff Members and their representatives. Biocartis recognizes that every Staff Member is entitled to freedom of opinion, expression and speech, provided that these do not interfere with other Staff Members' ability to fulfill their job responsibilities, do not conflict with the applicable laws or the principles set out in this Code, and are in compliance with all applicable confidentiality undertakings.

2.4 Conflicts of interests

All decisions and actions from Staff Members must be made or taken in the best interests of Biocartis. A conflict of interests may arise in any situation where a Staff Member's personal or other interests interfere with the interests of Biocartis, for example if such Staff Member or his or her family members have an outside interest or obligation that make it difficult for such Staff Member to perform the responsibilities of his or her position objectively and in Biocartis' best interests.

Without prejudice to any laws governing conflicts of interests and the provisions of the Biocartis Corporate Governance Charter (if applicable), a Staff Member must promptly disclose any actual or potential conflict of interests to his or her manager, who may escalate the matter to Biocartis' executive management, who may in turn escalate to Biocartis' Board of Directors or any committee thereof, if appropriate.

Moreover, every Staff Member has a duty towards Biocartis to advance Biocartis' legitimate business interests whenever possible. This entails that a Staff Member shall not compete with Biocartis, and shall not pursue – outside Biocartis - any opportunity discovered through Biocartis or as a result of his or her position within



Biocartis, unless Biocartis has been given the possibility to pursue the opportunity but has chosen not to do so.

2.5 Confidentiality and Communications

All Staff Members must treat all Biocartis' non-public information as strictly confidential, preserve the confidentiality of such information and not disclose it to anyone within or outside Biocartis, except in certain limited cases such as when disclosure is made on a need-to-know basis, authorized by Biocartis and governed by a non-disclosure agreement, or in case disclosure is required by applicable law or court order. If confidential information is obtained from third parties, Staff Members must comply with the obligations under which such information has been obtained and may only use such information for the purposes for which the information has been obtained. Reference is made to the Biocartis Confidentiality Policy.

Biocartis values open and transparent communication with all internal and external stakeholders, within the boundaries of applicable laws and regulations. To this end, Biocartis has drawn up, and Staff Members must abide by, the provisions of the Biocartis Communications Policy for all internal and external communication.

2.6 Protection and Proper Use of Biocartis' Property and Assets

All Staff Members have a responsibility to protect Biocartis' assets entrusted to them, and Biocartis' property and assets in general, from any loss, damage, misuse or theft. Biocartis' property and assets may only be used by Staff Members in line with the relevant Biocartis policies and procedures, such as the Biocartis IT User Policies.

2.7 Financial Integrity and Accuracy of Records

The integrity, reliability and accuracy in all material respects of Biocartis' books, records and financial statements is key to Biocartis' success and the trust from investors, regulators and other third parties. Biocartis provides timely, accurate and complete financial information to its shareholders and financial markets, and maintains effective controls over financial reporting to ensure a complete and accurate record of its financial transactions. Staff Members are also not allowed to create any false or artificial documentation, information or book entry. Staff Members active in Biocartis' finance and accounting teams must accurately record all funds, assets and transactions in Biocartis' books, records and financial statements.

2.8 Scientific Integrity

Biocartis requires that its Staff Members uphold the highest degree of integrity when performing research activities or developing products. In particular, Staff Members must abide by the principles of reliability (in ensuring the quality of the research), honesty (in development and communicating about results in a fair and unbiased way), and accountability.

2.9 Fair Dealings

Staff Members must ensure that they deal with Biocartis' competitors, customers, suppliers and other business partners in an ethical and lawful manner at all times. Biocartis recognizes the importance of competition in the market. All Staff Members must comply with all applicable antitrust and unfair competition laws. Moreover, they must also refrain from using illegal or unethical behavior to gather competitive information, steal or otherwise unlawfully obtain proprietary or confidential information of third parties, or take unfair advantage of another person in any business dealings with third parties.

2.10 No Bribery, Fraud or Breach of Export Controls or Sanctions Legislation

Biocartis does not permit any Staff Member to commit any form of bribery, make any other improper payments or transfers or obtain any improper receipts. No Staff Member should offer, give, solicit or receive any money or value item for the purpose of obtaining, retaining or directing business or a favorable treatment. Moreover, no Staff Member is allowed to commit or participate in any form of fraud, money laundering or breach of any export controls or sanctions legislation, or induce another Staff Member or third party to do so.



2.11 Ethical Marketing Practices

Biocartis strives to market and sell its products in compliance with all applicable rules and regulations, and in line with high ethical standards. Reference is made to the Biocartis Code of IVD Compliance.

3 Compliance with the Code

3.1 Compliance by Staff Members

Every Staff Member will be provided with a copy of this Code at the start of his or her contractual relationship with Biocartis and every time the Code is revised thereafter. He or she will be required to review the Code and sign an acknowledgement with respect thereto.

Staff Members must at all times act in compliance with the text and spirit of this Code. Biocartis however acknowledges and understands that the provisions of this Code can be of a high-level nature, and therefore requests all Staff Members to proactively inform themselves of any applicable laws, regulations, policies, guidelines and procedures which might apply to them or their situation when conducting Biocartis' business. Staff Members must seek internal guidance in case of uncertainties or questions with respect to this Code.

3.2 Whistleblowing Procedure

3.2.1 Reporting Channels

Every Staff Member is strongly encouraged to report any actual or imminent acts or circumstances which in the reasonable opinion of the Staff Member constitute or may constitute a breach of this Code or any applicable laws, regulations, policies, guidelines or procedures. A Staff Member can report such breach as follows:

- To the Staff Member's local manager;
- In case the Staff Member does not have any manager, the conduct to be reported involves the manager, or if the Staff Member is of the reasonable opinion that the matter cannot be discussed with the manager or the manager has not dealt with the matter properly, to the Biocartis Compliance Officer ([address]); or
- In case the conduct to be reported involves the Compliance Officer, or if the Staff Member is of the reasonable opinion that the matter cannot be discussed with the Compliance Officer or the Compliance Officer has not dealt with the matter properly, to the Chairperson of the Audit Committee ([address]).

3.2.2 Reporting Principles

Staff Members who report a breach must do so in a transparent, meaningful, honest and reliable way. The report must describe the facts accurately and in sufficient detail, and if possible be accompanied by supporting documents.

Staff Members are prohibited from using the above reporting channels in bad faith or in a false or unreasonable manner.

In order to be able to properly investigate any report from a Staff Member and to be able to take appropriate steps to address it, such Staff Member is requested to identify himself or herself when filing a report. However, Biocartis understands that, depending on the circumstances, a reporting Staff Member may wish to remain anonymous. In such event, the reporting Staff Member is requested to ensure that the report is sufficiently detailed and is accompanied by supporting documents which allow Biocartis to investigate the report and, if appropriate, take steps to address the matters described therein.



3.2.3 Investigation of Reports

The Staff Member's local manager, the Compliance Officer or the Chairperson of the Audit Committee, as applicable, shall promptly confirm receipt of a report by a Staff Member.

The Staff Member's local manager, the Compliance Officer or the Chairperson of the Audit Committee, as applicable, who has received a report shall investigate the report. They are authorized to involve other persons within Biocartis or externally on a need-to-know basis, if appropriate to properly investigate and resolve the matter. They may also request the reporting Staff Member for additional documentation, information or explanation.

Biocartis shall use reasonable efforts to protect the confidentiality of the identity of the reporting person, subject to applicable laws, rules or regulations or to any applicable legal proceedings.

Every Staff Member is expected to fully cooperate with Biocartis or any external party involved during the course of an investigation.

All reports received by the Compliance Officer or the Chairperson of the Audit Committee, as well as the status of any ongoing investigation or actions taken to address a complaint shall be recorded in an internal whistleblowing register and shall be presented to the Audit Committee or Board of Directors for discussion and resolution (if applicable).

Upon conclusion of the investigation, Biocartis shall ensure that the necessary actions are taken to appropriately address the matter.

3.2.4 No Retaliation

Biocartis is of the opinion that any report of a suspected misconduct which is made by a Staff Member in good faith is an act which shows sense of responsibility and loyalty to Biocartis, and it expressly forbids any retaliation against such Staff Member. In particular, Biocartis shall not fire, demote, suspend, threaten, harass or discriminate against such Staff Member in the terms and conditions of his or her employment or other contractual relationship with Biocartis merely because of such Staff Member filing a report.

3.2.5 Monitoring Compliance with the Code

Biocartis' executive management and, as far as the day-to-day operation and interpretation of this Code is concerned, the Biocartis Compliance Officer shall be responsible for taking reasonable steps to monitor compliance with this Code. They will always act under the supervision of the Biocartis Board of Directors. Biocartis' executive management is also responsible, if applicable, to impose and enforce appropriate disciplinary measures for violations of this Code.