



**AMMEGA GROUP  
CODE OF  
CONDUCT**

**Acting with Integrity Around the  
World**

**VERSION 2**

**July 2020**

## Applicability and governance

The Code of Conduct applies to all wholly-owned or controlled direct and indirect subsidiaries of *Alpha ABMD Holdco B.V.* (together "**Ammega**"). Specifically, it applies to every director, officer worker or member of staff (together "**employee**") of these entities

Agents, representatives, consultants or other contract staff that are working for Ammega must also adhere to the Code of Conduct. They must endorse the Code of Conduct and formally accept that its rules apply to them.

## Our values

At the very core of the Code of Conduct lie the values that drive AMMEGA. These concepts underpin the document that follows, and provide a corporate cultural context for all of AMMEGA's policies and actions.

These values are:

### Customer centricity

We are customer-centric because we know that we succeed when our customers succeed and that customer satisfaction – which we measure - drives customer loyalty. We put the needs of the customer at the heart of everything we do. Our unwavering goal is to exceed our customers' expectations and to keep making it easier and easier – and more rewarding – to do business with us.

### People focus

Our carefully selected people, experts in their fields, are our most valuable resource and our unique advantage. They are dedicated, passionate and excellent at performing their work, and we are committed to them in turn: to their personal welfare, and to their professional and career growth. AMMEGA values collaboration and mentoring and makes every effort to develop, coach and train its members.

### Entrepreneurship

We encourage entrepreneurial thinking and empower our people to take intelligent risks and make sound decisions. At the same time, we also believe in ownership and accountability. We take pride in the company's achievements and learn from our mistakes. We promote a culture of meritocracy and continuous learning.

### Responsibility

We are part of a larger business community that we can help improve by working responsibly, by maintaining and increasing transparency, and by acting with integrity as good corporate citizens at all times.

## **The expectations and responsibilities of our employees**

AMMEGA expects every employee to understand the Code of Conduct and to comply with it, wherever they are working. All employees should be careful to use good judgment and avoid even the slightest appearance of improper behavior.

Consider your actions thoroughly and ask for support and guidance whenever you feel it necessary. If you have any doubts about a course of action, think about the possible consequences and ask yourself the following questions:

- Is it consistent with the Code of Conduct?
- Is it ethical?
- Is it legal?
- Will it reflect well on me and the company?

If the answer to any of these questions is “No”, don’t do it. If you are still uncertain about a situation, please ask for the necessary guidance. The Code of Conduct is in place to cover as many situations as possible that employees might encounter, but it can't address every possibility.

In addition to upholding this Code of Conduct themselves, every employee has the responsibility to report any concern or (possible) infractions of the Code of Conduct that they think might be taking place.

## **The expectations and responsibilities of our company**

The company pledges to promote a culture of full compliance and sound ethics by:

- Ensuring that employees understand their responsibilities as outlined by the Code of Conduct and other company policies
- Making use of all opportunities to discuss and promote the Code of Conduct and to reinforce the importance of ethics and compliance with employees
- Creating an environment in which employees feel comfortable raising their concerns without fear of retaliation
- Considering conduct in relation to the Code of Conduct and other policies when evaluating employees
- Never encouraging employees to achieve business results at the expense of either ethical conduct or compliance with the Code of Conduct or the law
- Supporting line managers in stopping violations of the Code of Conduct or the law by those they supervise.
- Conducting training activities and providing information to bolster the enforcement of this Code of Conduct at regular intervals.

## **Our policies on hiring, retention, promotion, interaction and training**

The company's employment principles are aligned with all relevant legal requirements and with the standards of the International Labor Organization to promote rights at work. AMMEGA, and its employees, will not discriminate with regard to the hiring, retention, promotion, compensation or work assignments of employees on the basis of gender, age, race, religion, trade union affiliation, personal or political beliefs, cultural ties, disability, sexual orientation, nationality, marital status, family responsibility or social or ethnic origin.

It may happen that people breach equal opportunity guidelines without consciously doing so. This is called "unconscious bias". To avoid unconscious bias, you should always be alert to possible risks of prejudice or personal preferences and strive to be objective.

We will treat our employees with respect and dignity, and will never use corporal punishment, threats of violence or other forms of physical coercion or harassment. We will not tolerate discrimination, bullying or harassment, sexual or otherwise, including inappropriate comments, from any of our employees towards their colleagues or business partners for any reason whatsoever.

AMMEGA will respect its employees' right to be represented by unions and other employee representatives or representative bodies. The company will comply with all applicable laws, regulations and agreements related to compensation and benefits, and will work towards the abolition of child labour within our sphere of influence, the term "child" referring to any person under the age of 16, or under the legal age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. We will also never use illegal, forced or involuntary labour of any kind.

Our people are our greatest asset, and their professional development is of paramount importance to us, so we are committed to helping raise employees' skill levels and capabilities through appropriate training and competence development activities. Our training programmes will, of course, also support the individual's ability to understand and implement this Code of Conduct in its entirety.

We are also committed to helping our employees interact with one another in an optimal manner, and we will work hard to foster an atmosphere of mutual respect and integrity at all times.

To safeguard these and other parts of the Code of Conduct, AMMEGA maintains a Whistleblowing Policy that encourages disclosures and prohibits retaliation in all forms.

## **How we practice business**

AMMEGA's guiding principle is to insist on honesty, integrity and fairness in all aspects of its business activities and relations. It's iron-clad rule is to adhere at all times to all national, regional and local laws and to meet all relevant international ethical standards. The company is pledged to act responsibly and with integrity towards customers, suppliers and all other business partners, including consortia and partnership members, consultants, brokers, contractors and any other stakeholders.

We will offer them clear and honest communication, and stand by our commitments to these partners, aiming to fulfil our commitments to them on time and in full, and at the quality level expected from a company such as AMMEGA, and with the integrity to match. We will honour all relevant regulations regarding consumer protection and intellectual property and industrial property rights. We are committed to respect confidential information from third parties and we will not use confidential information from third parties for other purposes than for which the information has been received.

We will treat confidential information carefully and not pass this information on to any other party, unless we are explicitly authorized to do so by the third party to whom the confidential information belongs.

AMMEGA employees discharge their duties for the good of the company. All employees should avoid either performing or facilitating any transactions that could cause any real or potential conflicts of interest with the aims of the company. At the same time, they ought to refrain from any activities that might impair their ability to make impartial decisions in the company's best interests and in full compliance with this Code of Conduct's provisions. In particular, employees should never have a financial interest in selecting suppliers or use their position within the company for personal gain.

At AMMEGA, we will operate honestly and ethically, based on the principles of fair business conduct, good faith and integrity. In return, we look for the same from all parties with whom we conduct business. We expect our suppliers and all other business partners, including consortia and partnership members, consultants, brokers, contractors and any other stakeholders, to adhere to the principles of our Code of Conduct in both their workplace and their supply chain by not engaging in any illegal activity, including the use of illegal or involuntary labour, and by not tolerating physical or psychological violence, or harassment or discrimination of any kind in their business operations or in their dealings with AMMEGA.

## **Anti-bribery and corruption**

The offer or acceptance of illicit payments or any other form of bribery or inducement is strictly forbidden. Ammega does not tolerate any form of bribery or corruption. We want to ensure that all our employees understand the importance of the principles contained in these guidelines in order to protect them from any involvement in and help Ammega combat bribery and corruption. Penalties for bribery and corruption can include significant fines, criminal proceedings and prison sentences.

Additionally, bribery and corruption can cause serious damage to Ammega's reputation.

Bribery consists in offering, promising, giving or accepting something of value as an inducement for an action which is illegal, unethical or a breach of trust. Something of value should be interpreted broadly and includes money, but may also take many other forms that can be seen as an advantage, including for example: gifts, hospitality, travel, other entertainment, loans or a reward. We will not give or receive bribes directly or indirectly, for example, through an agent or other third party.

Ammega will pay extra caution in situations where it is interacting with a public official as this poses a greater risk to bribery. The term public officials should be interpreted broadly and includes politicians, elected officials, judges, arbitrators, mediators, officers and employees of political parties, officers and employees of government authorities, departments or public organisations or enterprises, and officers and employees of entities that are government owned or controlled.

Any attempt made to give or to solicit a bribe or an inducement must be immediately reported to the Chief Compliance Officer i.e., the Group Chief Financial Officer. Further details can be found in Ammega Group's Anti-Corruption Policy.

Gifts, hospitality, travel or entertainment can be used to, or give the appearance of being used as a bribe. Employees may keep a gift they receive from third parties as a token of appreciation, provided that the value of said gift is not excessive. As a guideline, we consider the upper threshold of acceptable value to be €100 or the equivalent in local currencies. The risk of bribery is much greater when interacting with public officials. Therefore, you are not allowed to offer or accept gifts and hospitality to/from public officials (even if below the above threshold). Further details can be found in the Ammega Group's Anti-Corruption Policy.

## **Competition law & records**

All entities associated with the company and all employees must observe and be in compliance with applicable laws on competition and fair trade at all times. Certain types of agreements that are particularly sensitive with regard to competition law must not be negotiated or entered into without the involvement of a legal counsel. It is also particularly important to be aware that, whenever a company you are dealing with is also a competitor, you must avoid improper discussion of pricing, terms and conditions, costs, business plans or other confidential company information.

Such discussions may cause problems under applicable anti-trust laws and/or international rules and regulations.

It is also imperative to assure the accuracy of all AMMEGA business, legal and financial records. This includes all financial accounts, other records such as quality reports, time records and expense reports, and employee submissions such as benefits claim forms and résumés. Ensuring that all business and financial records are accurate and complete is everyone's responsibility, not just that of our accounting and finance personnel. Accurate record keeping and reporting reflects positively on our reputation and credibility, increases efficiency and performance standards across the board, and ensures that the company meets its legal and regulatory obligations.

## **Handling information, contact with the media, company property and data**

The company is committed to being open, within the limits of commercial confidentiality. Our communication with stakeholders is characterized by close relations and based on frequent contact, clarity and integrity. At the same time, employees are required to act prudently and follow all confidentiality obligations regarding both the company's and its business partners' proprietary information, as well as any information that could potentially affect the company's reputation or harm the company's interests.

Ammega's employees will protect confidentiality and not disclose (unless authorized) Ammega's proprietary information or any other confidential information. Confidential information is any non- public information that might be of use to competitors or harmful to Ammega or its customers or other stakeholders if not kept confidential. This includes trade secrets, know-how, pricing information, sales or marketing strategies or plans or technical data.

Contact with the media should always take place via proper channels. The CEO, CFO and Group Marketing Communications Manager are company spokespersons and may make statements on behalf of AMMEGA. Other employees must not take it upon themselves to answer questions from the media, analysts, investors or any other members of the public; instead, they should redirect all media queries to the relevant spokesperson.

Employees should always take care and act responsibly with Ammega's assets. Specifically, employees should take care that Ammega's assets are not damaged, misused or wasted. Company property, both physical and intellectual, should be handled according to the rules and policies in place.

The company expects its employees to show the same care to any company assets, including documents, work tools, IT systems and equipment, in their possession that they would give to their own property, protecting these things from damage, misuse or misappropriation. At no time should any property of the company be used in an illegal manner or for purposes other than company business.

For its part, the company also undertakes to respect the privacy of all its employees, business partners and other individuals with whom the company has a business relationship. The company treats personal data responsibly and in compliance with all applicable privacy laws, including the European Union's General Data Protection Regulation and its own privacy policies. Ammega will only process personal data for legitimate and specific purposes and will ensure that the personal data is properly protected from unauthorized or unwanted access.

## **The environment**

Ensuring that our impact on global resources is not damaging in the long run is our responsibility as we drive to make our industry, and our supply chain, more aware of environmental consequences. AMMEGA will do this by participating in regional, national and international initiatives to protect the environment, and by adopting material stewardship principles focused on the use of more sustainable materials right from the development phases of our products.

Furthermore, we pledge to:

- Put the proper training in place in order to support employees in their efforts towards working sustainably
- Consider the environmental impact of all activities and production processes
- Use natural resources responsibly and knowledgeably
- Develop a constructive relationship with the general public and with environmental protection institutions, based on maximum transparency and trust
- Implement effective management systems that will maintain high standards of environmental protection.

What's more, AMMEGA insists that suppliers and all other business partners and stakeholders follow legal requirements and take active steps to reduce any negative environmental impact resulting from their processes, services and products. We will encourage them to implement certifiable environmental management systems, supporting these efforts and monitoring their overall environmental performance. Should any supplier or other stakeholder fail to adhere to previously agreed-upon standards, AMMEGA will consider appropriate actions, including demands for corrective measures or termination of the relationship.

## **The community**

At AMMEGA, we are keenly aware that we play an integral role in society as well as in business, and we are committed to contributing to the betterment of local communities wherever we operate by hiring and developing local employees and by supporting local activities that benefit the areas in which the company conducts operations. AMMEGA is happy to support certain worthwhile local community efforts of an unbiased and apolitical nature.

## **Health and Safety and Product Safety**

The employees at AMMEGA are the company's greatest asset, and our foremost concern is for their safety and well-being. No corners can be cut on safety, and there is no legitimate excuse for violating Health and Safety codes.

With this in mind, the company is committed to building a culture of health and safety in the workplace, making all employees aware of potential risks and encouraging responsible conduct by providing ongoing training courses appropriate to the level and responsibilities of each employee. Furthermore, we implement projects and programs to minimize risks to safety and we strive to eliminate those factors, including chemical substances used in production that could damage employees' health or endanger their safety. Employees must follow the operational and safety procedures that are in place.

As with environmental protection, the obligation to adhere to Health and Safety standards also extends to our suppliers, business partners and other stakeholders, and there are consequences for failure to do so.

Employees need to take an active part in safeguarding both their own health and safety and that of their colleagues in the workplace, in line with their training and using the means provided by the company. Accordingly, the use of illegal drugs and the abuse of alcohol or legal drugs in the workplace is strictly forbidden. The company cannot permit employees to perform their duties under the influence of any substance that might prevent them from performing their job safely and effectively. Employees are not now allowed to possess or distribute any controlled substances during working hours or at the premises of Ammega. Employees should not carry any weapons during working hours or at the premises of Ammega. Only approved security personnel or law enforcement officers are allowed to carry weapons on the premises of Ammega.

The welfare of our customers and their employees is also of great importance to the company, so it stands to reason that product safety is a paramount concern. The information we provide regarding our products will be complete and accurate. Every effort, from the design stage through to final testing, will be made to reduce risk to the end-user of our products. We also undertake to assure that our procedures and processes for dealing with customer complaints result in fair and swift solutions.

## **Seeking advice and reporting conduct**

In the event of questions about the Code of Conduct or in the event you would like to report any violation of the Code of Conduct, you can seek help or advice from any of the following people:

- Your superior;
- The Senior Finance person responsible for the company where you are employed;
- Your direct Human Resources manager;
- HR at Group level, i.e., the Chief Human Resources Director; or
- The Chief Compliance Officer, i.e., the Group Chief Financial Officer

## **Whistleblowing policy**

Under the company's whistleblowing policy, all employees have both the right and are expected to notify management, without fear of reprisal from anyone, if they have any reason to suspect that the Code of Conduct or any laws or other legal requirements are being violated or any criminal or improper activity is taking place. To help maintain confidentiality, individuals are asked to avoid discussing these issues, or any investigation, with other employees. The company takes all reports of possible misconduct seriously and will investigate the matter confidentially, deciding whether the Code of Conduct, the company's whistleblowing policy or the law has been violated and taking the appropriate corrective action.

Should you become involved in an investigation with regard to any of these breaches or as a result of a report of possible misconduct, cooperate fully and answer all questions completely and honestly.

The company values the help of employees to identify potential problems that need addressing. Any retaliation against an employee who raises a (potential) issue in good faith is a violation of the Code of Conduct. The fact that an employee has raised a concern honestly, or participated in an investigation, cannot be the basis for any adverse employment action, including reassignment, demotion, suspension, loss of benefits, threats, harassment, discrimination or dismissal. If you work with someone who has raised a concern or provided information in an investigation, you should continue to treat that person with courtesy and respect. If you believe someone has retaliated against you for raising a concern, please report the matter to the Chief Compliance Office or use the redress processes outlined in the Ammega Group's Whistleblowing Policy.

### **Breaches of the Code of Conduct**

The principles laid down in this Code of Conduct are essential elements in our business success. Any violations of the Code of Conduct should be reported at once; such violations will be investigated with due diligence by the company. If you see or suspect that breaches are occurring, raise them in a timely manner with the individual involved, your manager, or by taking the steps outlined in the Ammega Group's Whistleblowing Policy.

Conversely, those who fail to adhere to the Code of Conduct may be subject to disciplinary action, including dismissal.

If there is any doubt at all regarding applicable laws and their relevance to actions being taken or being proposed, legal advice must be obtained. Should this Code of Conduct or any other internal policy contradict the relevant local, regional, national or international laws or regulations, the relevant laws or regulations shall always take precedence and prevail.

### **Dissemination and revision**

AMMEGA will make sure that all employees, business partners and other stakeholders, including suppliers, receive print or digital copies of the Code of Conduct, and will further support the Code of Conduct by encouraging discussions that promote a better understanding of the document amongst all its readers.

The company will review this Code of Conduct at least every two years.