

Ethical Charter

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Preface

Vibiosphen has chosen to integrate corporate social responsibility (CSR) into its development strategy. Ethics is an essential component and also constitutes a guarantee of credibility, attractiveness and sustainability. This Vibiosphen code of ethics is a reference text expressing the general rules applicable throughout society, according to which we intend to develop our activities. Today we are taking this commitment to an international level

This 2023 edition incorporates feedback from the last nine years and aims to initiate Vibiosphen's commitment to its CSR approach. Beyond the laws and rules, the company defines its framework in line with our values: commitment, respect, spirit, demands and trust.

It is the responsibility of everyone, working for Vibiosphen or any other entity or organization related to the company, to appropriate this code of ethics and to comply with it. Together, vigilant, we will ensure that wherever Vibiosphen operates, it is in compliance with our values.

Maxime Fontanié

CEO

1. Common principles

1.1 Vibiosphen Value

Vibiosphen has defined four values to guide everyone's behavior and action:

- Everyone's commitment to achieving the company's objectives,
- Respect for customers, members of company and stakeholders,
- Demands towards oneself and towards others,
- Trust in management, in employees and in the company.

These values are both personal and collective and guide our relationships with all the company's stakeholders:

- Customers, collaborators,
- Partners, suppliers and subcontractors,
- Direction and shareholders of the company,
- These values are the basis of the ethical behavior expected within society and are clearly expressed in the conduct of each person, regardless of their hierarchical level, origin, age, gender, seniority, past experiences, professional failures and successes.

In addition, the ethical behavior expected of Vibiosphen employees includes three main obligations:

- Respect for others, in all circumstances and in all places,
- Respect for property (tangible and immaterial),
- Respect for business ethics.

The code of ethics establishes the rules of behavior applicable within the company in compliance with applicable regulations and legislation.

1.2 Corporate social responsibility (CSR)

Vibiosphen is committed to responsible development and integrates internationally recognized "good practices" into its strategy and the governance of its activities.

The company is part of an international framework and has adhered since 2023 to the United Nations Global Compact relating to human rights, labor law, environmental protection and the fight against corruption. It defends its principles within its sphere of influence.

Vibiosphen also complies with French law, in particular Law 2017-399 of March 27, 2017 relating to the duty of vigilance by implementing a vigilance plan in the areas of CSR which is structured around the following five axes:

1. Risk mapping (identification, analysis, and prioritization),
2. Procedures for regular assessment of the situation of suppliers or subcontractors regarding risk mapping,
3. Appropriate actions to mitigate risks or prevent serious harm,
4. An alert and reporting mechanism defined in collaboration with staff representative bodies,
5. A system for monitoring the measures implemented and evaluating their effectiveness.

This plan is based on a complete framework which, in addition to this code of ethics, includes in particular:

- a supplier code of conduct, intended for our suppliers and subcontractors,
- a set of charters and guides for Vibiosphen employees, including in particular the human rights charter which completes and clarifies our commitment to the Global Compact.

2. Compliance with law

Vibiosphen meets the legal standards applicable to it in the field of employment and professional relations and furthermore undertakes to respect international standards in this field.

Vibiosphen practices business that respects applicable laws and regulations, particularly in the fight against corruption and influence peddling. It defines a compliance system which is strictly in line with a principle of zero tolerance in this area. This system is deployed for all of these activities and based on principles:

- The company is prohibited in particular from granting directly or indirectly, to a client, whether a French or foreign public official or to a collaborator of its clients, any undue advantage,
- Gifts, meals and other signs of hospitality can only be offered within strict limits, in accordance with the rules and legislation in force and commonly accepted practices. Their granting is subject to prior agreement from the hierarchy,
- All company or operational employees have a duty of integrity which involves refusing for themselves or their relatives any personal benefit or gifts, meals and other signs of hospitality of significant value,
- Any entry into a relationship with a third party must also be subject to prior checks, particularly regarding the person of the third party, their reputation and their suitability for the envisaged relationship.

Vibiosphen also conducts its business in compliance with applicable export control and competition laws. Occupational health and safety (OHS) is a priority for the company. Vibiosphen continues its commitment to the continuous improvement of the means of controlling major risks and preventing accidents and incidents for people working under its responsibility.

2.1 Specific rules regarding our relations with our stakeholders

Vibiosphen joins the principle of governance based on transparency towards its stakeholders and risk prevention. The latter can thus claim:

- to sincere and fair information, adapted to their needs,
- compliance with the commitments made to them by Vibiosphen.

Vibiosphen distinguishes four categories of stakeholders.

2.2 Customers, partners, suppliers, subcontractors

Vibiosphen strives to establish sustainable relationships with its customers, partners, suppliers and subcontractors, based on trust and mutual respect.

2.2.1 Customers

The satisfaction of the company's French and international customers is the priority of Vibiosphen employees. It is based in particular on:

- attentive listening to their needs, allowing us to make clear, exhaustive and precise proposals.
- permanent concern for the quality of the systems, equipment, products and services provided and their suitability to the needs expressed by the customer in the specifications.

2.2.2 Partners

Vibiosphen establishes business relationships with institutional, industrial or economic players through partnership or cooperation agreements.

Mutual loyalty implies the commitment to implement the agreements reached.

2.2.3 Suppliers and subcontractors

Vibiosphen establishes purchasing relationships with its suppliers and subcontractors based on reciprocal loyalty.

Loyalty towards suppliers and subcontractors implies respect for the purchasing process, namely:

- transparency of selection rules,
- criteria integrating requirements linked to the effective implementation by the supplier or subcontractor of measures in terms of CSR and the fight against corruption and influence peddling,
- fair treatment of companies when they enter into competition,
- the commitment to apply the negotiated terms, in particular payment deadlines and intellectual property rights,
- conformity of the prices paid to the value of the goods or services provided.

In order to guarantee the neutrality and independence of relations between Vibiosphen and its suppliers or subcontractors, the Purchasing function, as part of its human resources management policy, strives to periodically review the portfolio of its buyers.

Under no circumstances can the personal interests of an employee be considered in the choice of a supplier or subcontractor. Vibiosphen management is particularly vigilant when a personal, family or financial link exists between an employee and a Vibiosphen stakeholder.

2.3 All employees regardless of their status

Vibiosphen's growth and efficiency are based on the development of its internal resources. Vibiosphen is particularly committed to respecting three principles:

1. equal treatment, which involves avoiding any discrimination on grounds of origin, morals, sex, age, political or religious opinions, trade union membership or disability of individuals. Taking into account the nationality of individuals must be limited to the exceptions provided for by national legislation relating to the protection of national interests;
2. respect for the individual which excludes any behavior that undermines this principle and respect for private life. Personal data, namely any information relating to an identified or identifiable natural person, individual information concerning personnel, collected or held by Vibiosphen, is thus strictly regulated, declared and its use limited, in compliance with the requirements of the applicable regulations relating to the protection of personal data and in particular the General Data Protection Regulation (GDPR) with regard to the protection of individual information and data;
3. the desire to ensure a working environment that respects the legal provisions in force in the country, the monitoring of procedures, the prevention of health and professional risks, as well as staff training and the individual development of each employee. Wherever they operate, Vibiosphen's employees must ensure compliance with the commitments made in their relationships with their colleagues, their hierarchy, their teams and stakeholders.

Through the managerial charter, managers adhere to the following behaviors:

- demonstrate exemplary behavior and actions, particularly regarding safety,
- give meaning to everyday actions by integrating them into the overall vision of the company,
- adopt a caring attitude and support your teams in difficulty,
- favor recognition of collective work and encourage collective debate and active listening to employees,
- delegate and empower teams while committing to results,
- technically guarantee the skills and achievements of the teams,
- promote individual and collective initiative.

All Vibiosphen employees owe the company total loyalty. This implies not working – without prior formal agreement – for an existing or potential competitor and excluding any situation of unfair competition. Expenses incurred by an employee and for which he or she requests reimbursement must have actually been incurred and be directly related to the project or activity carried out on behalf of the company.

Each employee must also ensure compliance with the protection of Vibiosphen’s intellectual property.

2.4 Shareholders and administrators

All operational and financial transactions must respect the principles of segregation of duties and traceability. To do this, they are immediately recorded in the company's information systems and translated into general accounting.

There can be no “off the books” transactions, no receipt or disbursement of cash that is not reported in a cash book.

Vibiosphen shareholders are entitled to reliable and exhaustive information.

2.5 Mass Media

The media constitute an important link between Vibiosphen and its various stakeholders. As such, it is important for Vibiosphen to provide them with relevant information at the appropriate time.

This information must comply with the ethical rules contained in this document and can only be delivered in strict compliance with internal rules relating to communication. Only management is authorized to speak on behalf of Vibiosphen.

3. Preservation of the environment

Vibiosphen is committed to a voluntary approach to environmental protection and notably defends this principle within the framework of its activities.

In support of this approach, the company:

- identifies new environmental risks and takes the required measures to prevent them or limit their effects,
- conducts a continuous improvement and training program for its employees so that the reduction of the environmental impact of its activities and products is taken into account.

Vibiosphen ensures compliance with national, European and international environmental regulations and deploys appropriate management systems and performance measurement tools. Finally, the company communicates information concerning the effects of its activity on the environment.

4. Citizen commitment

Vibiosphen ensures compliance with national and international regulations applicable in the States where it operates.

Vibiosphen respects strict political and religious neutrality. The company therefore refrains from making its financial contribution for the benefit of candidates, elected officials or political parties. Any Vibiosphen employees can nevertheless participate in political life in a personal capacity, outside of working places and times, but they cannot use the Vibiosphen's image to support their commitment.

Vibiosphen participates in the financing of an association falling within the framework of the values, priorities defined by the company and the legislation in force.

5. Protection of Vibiosphen tangible and intangible assets

The patrimony of Vibiosphen constitutes a major element of its sustainability and development. Each member of staff must take care of the company's assets, tangible and intangible, the loss, theft or illicit use of which would cause Vibiosphen harm.

Any incident, damage or malfunction of equipment belonging to the company must be reported according to the procedures in force.

Particular attention must be paid to the confidential information held by Vibiosphen concerning in particular the company's products, processes, patents, know-how, employees, strategic and financial information. This information cannot be disclosed to third parties without the prior formal consent of Vibiosphen.

6. Implementation of ethics within Vibiosphen

6.1 Dissemination and application of the code of ethics

Vibiosphen distributes this code of ethics to each employee. It provides training to employees wishing to expand their knowledge in this area. A practical guide to ethical behavior has been specifically put in place to facilitate employee access to training and to raise awareness among as many people as possible of good ethical practices.

The rules of this code of ethics must be known and applied by all employees regardless of their status.

This code of ethics may also be communicated outside the company and in particular to its customers, suppliers, subcontractors and shareholders, according to the rules defined by the Ethics and Corporate Social Responsibility Committee.

6.2 Ethical organization of Vibiosphen

To support the implementation of the code of ethics, Vibiosphen is setting up an Ethics and Corporate Social Responsibility Committee (CERSE).

Relying on the entire management of Vibiosphen, the CERSE is responsible for the deployment of the code of ethics and verifies its application. In this context, it:

- defines and updates the ethics and CSR framework and ensures that it is necessary for the company and that it exists. The CERSE verifies the proper application of these standards (codes, instructions and policies) by internal and external stakeholders, in France and internationally.
- carries out investigations and, where applicable, recommends the resulting actions and/or sanctions, in the event of a deviation in the implementation of the framework.
- provides support to the Crisis Management unit in matters relating to ethics and CSR.
- ensures the promotion and continuous improvement of ethics and CSR, in liaison with the entities concerned.

6.3 Procedure to follow to raise a report

Anyone who wishes a report chooses the channel that suits them, among the following:

- The managerial line;
- The Ethics and CSR Committee (CERSE), via one of its members;
- The person who receives a report is not necessarily qualified to handle it. In this case, it transmits the file to a qualified third party.

The Vibiosphen alert line

1. Any employee who issues a report must act in good faith, that is to say without malice or expectation of personal compensation and have reasonable elements allowing them to assume the veracity of their comments.
2. Use of the alert line in good faith cannot expose its author to any sanction even if the facts do not prove to be materially established after processing and investigation. Conversely, misuse of the alert line may expose its author to disciplinary sanctions and/or legal proceedings.
3. When the report is issued via the alert line, the subject is instructed directly by the president of the CERSE or by two of its members. The CERSE guarantees the independence of its decisions with regard to all levels of the company.
4. If necessary, an investigation is carried out. Based on facts, it must make it possible to determine the reality and materiality of the reported facts. Depending on its conclusions, a disciplinary procedure which may include dismissal or legal proceedings may be initiated.

7. Appendices

List of Vibiosphen charters and guides :

- Customer relations charter
- Relations charter with suppliers and subcontractors
- Charter for the use of information systems
- Managerial charter
- Charter of Human Rights
- Practical guide to ethical behavior

8. bibliographic references

Vibiosphen's management is carried out in compliance with the texts, standards and benchmarks applicable to the areas of CSR and in particular:

- Grenelle 1 law of August 3, 2009
- Grenelle 2 law of July 13, 2010
- Law relating to the energy transition for green growth (LTECV) of August 18, 2015
- Law relating to transparency, the fight against corruption and the modernization of economic life (Sapin II) of December 9, 2016
- Law relating to the duty of vigilance of parent companies and ordering companies of March 27, 2017
- European Parliament resolution on “Corporate social responsibility: a new partnership” of March 13, 2017
- Communication from the European Commission of October 25, 2011 on “the responsibility of businesses for the effects they have on society”
- The 2004 OECD Principles of Corporate Governance
- The OECD Guidelines for Multinational Enterprises of May 25, 2011
- The eight fundamental conventions of the International Labor Organization (ILO)
- Universal Declaration of Human Rights (UN) of December 10, 1948
- The Global Compact (UN) - 2000