

# CODE OF ETHICS

---



# CONTENTS

---

<b>INTRODUCTION.....</b>	<b>3</b>
<b>PURPOSE OF SEPTODONT’S CODE OF ETHICS.....</b>	<b>4</b>
<b>SEPTODONT’S ZERO-TOLERANCE POLICY.....</b>	<b>5</b>
<b>1. CORPORATE SOCIAL RESPONSIBILITY AND COMPLIANCE WITH LAWS AND REGULATIONS .....</b>	<b>6</b>
<b>2. AVOIDING ANY CONFLICT OF INTERESTS.....</b>	<b>7</b>
<b>3. TRANSPARENT ACTIVITIES AND RELATIONSHIPS WITH HEALTHCARE PROFESSIONALS.....</b>	<b>9</b>
<b>4. FIGHTING AGAINST DISCRIMINATION AND HARASSMENT.....</b>	<b>10</b>
<b>5. COMPETITION AND FAIR DEALING.....</b>	<b>11</b>
<b>6. ANTI-CORRUPTION COMMITMENT.....</b>	<b>12</b>
- Definitions of the offences of corruption and influence peddling.....	12
- Expected behaviors of all employees, directors and officers of the Group .....	14
<b>7. RECORD-KEEPING REPORTING AND FINANCIAL INTEGRITY.....</b>	<b>17</b>
<b>8. CONFIDENTIALITY, PROPER USE OF GROUP ASSETS AND DATA PRIVACY.....</b>	<b>18</b>
<b>9. REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR.....</b>	<b>19</b>
<b>10. DISCIPLINARY MEASURES AND SANCTIONS.....</b>	<b>20</b>
<b>11. COMPLIANCE PROCEDURES.....</b>	<b>21</b>
<b>12. ETHICAL PRACTICES ASSESSMENT.....</b>	<b>23</b>



# INTRODUCTION

---

As a leader in the dental industry and as a pharmaceutical company, behaving with integrity is a priority for Septodont.

The Group Septodont is committed to the highest standards of ethical conduct and compliance. We believe that having good business practices is key to preserving the trust of dental practitioners, patients, suppliers, contract manufacturing clients, distributors, other third parties and all we are in contact with.

Ethics and transparency are Septodont's core values because we design, manufacture and distribute products for medical purposes. These core values are the soul of our company. Our employees are fully empowered and trained to put the interest of patients at the heart of our actions.

Ethics means not only complying with all applicable laws and regulations, but also to do what is right. Septodont does not tolerate corruption, and will not accept doing business if it implies any form of corruption. Every Septodont employee must act with integrity and fairness. Transparency means clear and open communication on all our activities. Every Septodont employee has to follow company policies and carefully apply all standard operating procedures.

This Code of Ethics describes the way our core values of ethics and transparency are implemented on a day-to-day basis. It is critical that we all act in compliance with those rules and principles.

Septodont expects its professional partners to thoroughly comply not only with applicable legal and regulatory requirements, but also with all ethical rules and good practices, including human rights, hygiene and safety and respect for the environment.

Septodont is actively counting on every one's participation and engagement to promote the Code of Ethics and its core values.

**Olivier Schiller**  
Chief Executive Officer



# PURPOSE OF SEPTODONT'S CODE OF ETHICS

---

This Code of Ethics (the “**Code**”) covers a wide range of business practices and procedures. It sets out key principles and behaviors to lead all employees, directors and officers of Septodont Holding and its affiliates (the “**Group**”).

**All employees, directors and officers of the Group must know and apply the Code of Ethics and conduct themselves accordingly.**

This Code of Ethics has been prepared within the context of Septodont Compliance plan followed by the Steering Committee. It shall replace all former versions of codes of ethics, codes of conduct or standards or conduct. In particular, it will supersede and replace Septodont's Code of Business Conduct and Ethics dated 29 June 2018.

The Code is not intended to provide a detailed and exhaustive list of the set of rules that governs the activities of the Group. It contains core principles that shall guide all decisions at all levels of the organization.

The Code of Ethics must also be shared with the Group's business partners, including distributors, intermediaries, agents, subcontractors, contract manufacturing clients, joint-venture partners and suppliers. The Group expects them to adhere to principles equivalent to those contained in this Code including strict adherence to ethics and all the protective requirements of human rights and environment.



# SEPTODONT'S ZERO-TOLERANCE POLICY

---

Each Septodont entity and affiliate is responsible for ensuring that the rules set out in this Code are effectively applied in the course of their activities.

The Group considers unethical behaviors to be unacceptable. All Group employees, directors and officers are expected to behave irreproachably in terms of ethics, and the Group applies a zero-tolerance policy regarding conducts contrary to this Code.

In fact, any violation of the rules set out in this Code of Ethics is a serious matter which may affect the reputation of Septodont as it can have important legal (both criminal and civil) and financial consequences.

**The Group is committed to creating an environment that encourages all employees, officers and directors to raise ethical concerns early:**

- If you have any doubts about a particular situation, you can rely on the guidelines described in article 11 of the Code of Ethics;
- if you have any questions about the implementation of this Code or concerns about situations that may be unethical, please feel free to raise them either to your management line or to the Group Legal or Ethics & Social Responsibility Department.

**Those who violate the standards in the Code of Ethics will be subject to disciplinary action, up to and including termination of employment in accordance with Septodont's internal regulation.**

As part of its relationships with its professional partners, Septodont ensures that they act ethically. In case of failure, Septodont will be able to reassess its relationship with the partner and, if necessary, question it.

## ARTICLE 1

# CORPORATE SOCIAL RESPONSIBILITY AND COMPLIANCE WITH LAWS AND REGULATIONS

**Corporate social responsibility is an integral part of how we do business at Septodont. The Group is particularly respectful of the laws and regulation governing human rights, labor and environment. Septodont expects all its business providers to share the same commitment and uphold all human rights and respect environment.**

The group's social responsibility is based in particular on the well-being of its employees, respect for the environment, ethics and philanthropy. Septodont seeks to integrate the United Nations Sustainable Development Goals into its actions and expects its partners that they pay attention to them.

Employees, directors and officers must follow applicable laws, rules and regulations at all times. Septodont expects that all employees will comply with the Code of Ethics and its principles and rules, except where different requirements are mandated by local laws. If a law or regulation conflicts with a policy in the Code of Ethics, you must comply with the more stringent standard.

**Employees with questions about the applicability or interpretation of any law, rule or regulation, should contact the Group Legal or Ethics & Social Responsibility Department.**

## ARTICLE 2

# AVOIDING ANY CONFLICT OF INTERESTS

---

In performing their job duties, employees, directors or officers are expected to use their judgment to act, at all times and in all ways, in the best interests of the Group.

**A "conflict of interest" is any situation where an employee, director or officer has a private (financial or business) or personal interest, directly or indirectly, that interferes or appears to interfere with the objective and effective performance of his/her duties within the Group, to its detriment or its benefit**

A conflict of interest can occur on all levels of governance and in all areas of human relationships.

For example, an employee, director or officer faces a conflict of interest when working simultaneously for a competitor, customer or supplier. To avoid this risk, you are not allowed to work for a competitor as a consultant or board member.

Conflicts of interest may also arise when an employee, director, officer:

- receives improper personal benefits for himself or members of his/her family, as a result of his or her position in the Group;
- has close personal relationships influencing the decisions in a bidding process in which he/she is participating;
- has a close relative who is an owner or investor in a privately-owned business partner of the Group;
- considers hiring a close relative or partner as an employee or retain the latter as a contractor.

## ARTICLE 2: AVOIDING ANY CONFLICT OF INTERESTS



The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf and refrain from taking advantage of any situation, either directly or through a third party, for our own gain or that of others.

**Any employee, director or officer who becomes aware of a conflict or potential conflict should bring it to the attention of a manager or other appropriate personnel without delay, or consult the procedures described in article 11 of this Code of Ethics. As conflicts of interest may not always be clear-cut, so if you have a question, you should consult the Group Legal or Ethics & Social Responsibility Department.**

# TRANSPARENT ACTIVITIES AND RELATIONSHIPS WITH HEALTHCARE PROFESSIONALS

In our activity, the Group communicates or interacts with and uses the services of healthcare professionals or assimilated (companies or individuals) around the world with the aim of obtaining their expertise and advices, which are needed to improve our medical knowledge and develop new medical products, as well as for promoting the right use of our products or for carrying out clinical or research studies.

We carefully select the partners and suppliers we work with, taking into consideration environmental, social and ethical principles. We manage our business in compliance with the regulatory environment of the countries in which we operate.

**The Group promotes transparent relations with healthcare professionals. Under various applicable laws and requirements, the Group must disclose engagements, payments and other transfers of value to healthcare professionals.**

These services provided by healthcare professionals must always be with an aim to progress in our activity in the interests of the patients and paid at market price.

Septodont is dedicated to transforming ideas into innovative registered products. To do so, we are committed to conducting pre-clinical or clinical trials fully compliant with laws and applicable GLP/GCP regulations, in a responsible, transparent and humane manner. Ensuring the safety of those who take part in our clinical trials and ensuring the data quality and validity of said studies is a top priority.

## ARTICLE 4

# FIGHTING AGAINST DISCRIMINATION AND HARASSMENT

---

Our employees are on the front line in the spreading of our culture in the whole company. Because they are the first ambassadors of Septodont, we are committed to raising awareness among them so they can achieve the highest ethical standards. This is why, Septodont undertakes to train its employees to ensure their good knowledge of the Code of Ethics.

As a socially responsible employer, Septodont also makes the well-being and safety of its employees a priority. We carry out safety programs and continuously strive to improve them in order to offer a healthy working environment to all employees. Septodont conducts all operations with the highest regard for the safety of all employees.

As an equal opportunity employer, Septodont encourages diversity and inclusion in the workplace and wants every employee to feel valued and respected. Our employment decisions are made without regard to color, age, race, religion, sexual orientation, gender, or disability.

**Septodont is committed to fostering a work environment in which all individuals are treated with dignity and respect. The diversity of the Group's employees is a huge asset. The Group will not tolerate any illegal discrimination or harassment of any kind.**

Septodont expects its professional partners to pay the same attention to compliance with the rules governing the labor, safety and health of their employees.

# COMPETITION AND FAIR DEALING

---

The Group seeks to outperform our competition fairly and honestly.

Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.

**Each employee, director and officer should endeavor to respect the rights of and deal fairly with the Group's customers, suppliers, competitors and employees.**

No employee, director or officer should take unfair advantage of anyone through manipulation, hiding, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

# ARTICLE 6

## ANTI-CORRUPTION COMMITMENT

---

All acts of corruption or influence peddling, in any form, are strictly forbidden within Septodont.

The Group is fully committed to complying with all national and international anti-corruption laws wherever it conducts business, including without limitation the OECD Anti-corruption Convention, the US Foreign Corrupt Practices Act (FCPA), the Canadian Corruption of Foreign Public Officials Act (CFPOA), the U.K. Corruption Act, the French Criminal Code and the French law on transparency, anti-corruption, and economic modernization.

### **1. Definitions of the offences of corruption and influence peddling**

“Corruption” is defined as an act whereby a person holding a specific public or private sector function, solicits or accepts, or offers or gives a gift, offer or promise to carry out, obstruct or abstain from carrying out an act pertaining directly or indirectly to his/her function.

In practice, it consists of a dishonest behavior which involves at least two parties: one who will, directly or through an intermediary, offer or provide an undue benefit and one who will fraudulently use his/her powers to favor the other. Most of the time, it involves a third-party intermediary.

Corruption can be either “public”, when it involves a “Public Official” (e.g. elected representatives, magistrates, officials or any person who holds a function at a government, a government department, a public authority, a state-owned or controlled company, a political organization, a public entity), or “private” when it only involves people who are not related to public functions.

## ARTICLE 6: ANTI-CORRUPTION COMMITMENT

- **So-called “active corruption”** is offering or giving, directly or through a third party, an undue benefit to a person or yielding to a person’s solicitations (to provide him with an undue benefit), in order that they carry out an act related to their professional duties;
- **So-called “passive corruption”** is soliciting or accepting, directly or through a third party, an undue benefit in order to accomplish or refrain from accomplishing an action related to one’s professional duties or an action facilitated by the carrying out of such professional duties.

“Influence peddling” is defined as the direct or indirect request or acceptance without right and at any time of offers, promises, donations, gifts or advantages for oneself or others, when done by a person holding public authority or discharging a public service mission, or by a person holding a public electoral mandate: to carry out or abstain from carrying out an act relating to his office, duty, or mandate, or facilitated by his office, duty or mandate; or to abuse his real or alleged influence with a view to obtaining from any public body or administration any distinction, employment, contract or any other favorable decision.

- **So-called “active influence peddling”** consists in offering, directly or through a third party, an undue benefit to a person or yielding to a person’s solicitations (to provide him with an undue benefit), in order that the latter misuses his/her influence to obtain, to the advantage of the person providing this benefit, a favorable decision from a public authority or administration;
- **So-called “passive influence peddling”** consists in soliciting or accepting, directly or through a third party, any benefit from a person to misuse your influence in order to obtain, to the advantage of the person providing this benefit, a favorable decision from a public authority or administration.

An “undue benefit” can take various forms and cover anything of value even in non-monetary form, in particular:

- A sum of money, in cash or on any other support (e.g. gift card, discount, reimbursements);
- Services rendered;
- Hospitalities and gifts (wine bottles, meals, tickets to a sport event, etc.);
- An internship or a job position;
- A confidential business information;
- A contract or a mandate.

## ARTICLE 6: ANTI-CORRUPTION COMMITMENT

### 2. Expected behaviors of all employees, directors and officers of the Group

Employees, directors and officers of Septodont must never offer undue benefit that may qualify as corruption or influence peddling.

The risk of corruption is particularly heightened when employees, directors or officers have to interact with “Public Officials”. In this context, seeking to obtain/accelerated the obtaining of a service, a public authorization, a permit or any other favorable decision may increase the risk of corruption or related offences.

Risks of corruption also arise from the use of third parties. When using a service provider such as, for example, a subcontractor, a supplier or a distributor, reasonable diligence must be exercised in order to ensure that his/her remuneration is due in exchange of a real need and is proportionate to the services provided.

For example, the use of a third party and related payments must not conceal kickbacks paid to a decision-maker in order to obtain or retain business.

- **Facilitation payments**

Facilitation payments typically refer to small payments or gifts made to officials by private parties (individuals, businesses) to obtain a service to which the requestor is legally entitled, for instance to speed up administrative processes, obtain a visa, permit, license or service such as installing a telephone line, clearing customs duties or other basic services.

**If a representative of a local government agency requests a non-official payment to accelerate the delivery of an authorization, such payment must always be refused as it can constitute an act of corruption. When facing this situation, explain to the requestor that the Septodont’s rules of ethics do not allow you to grant the request and that such action could constitute an offence (which is the case in the great majority of countries).**

## ARTICLE 6: ANTI-CORRUPTION COMMITMENT

- Gifts, hospitality and events

The purpose of business entertainment and hospitality in a commercial setting is not to gain unfair advantage with customers. Hospitality and entertainment expenses must never be engaged for influencing a decision. No gift or entertainment should ever be offered, given, provided or accepted by any Group employee, family member of an employee or agent unless it: (i) is not a cash gift, (ii) is coherent with customary business practices, (iii) cannot be construed as a bribe or payoff and (iv) it does not violate any laws or regulations. No business entertainment or gifts should ever be granted without complying strictly with all applicable internal policies and procedures of the Group.

The granting and the receiving of gifts and invitations must, in any case, comply with other applicable regulations and internal procedures such as DMOS.

**Employees, directors or officers who are conducting business with the government officials of any country must contact the Group Quality, Regulatory & Medical Department and the Group Legal or Ethics & Social Responsibility Department for guidance on the law governing payments and hospitality to governmental officials.**

**In the event of any doubt about compliance of a contemplated gift, hospitality or business entertainment expense, please address your request to the Group Quality, Regulatory & Medical Department and the Group Legal or Ethics & Social Responsibility Department.**

- Charitable donations, sponsorship activities

Any contribution, whether defined as corporate philanthropy or sponsorship, may turn into a risk factor for the entity concerned and the Group.

Special vigilance must be exercised when providing financial or material support to a non-profit organization or to sponsored activity. In particular, such contributions shall never be made with the intention of obtaining an economic interest in return.

## ARTICLE 6: ANTI-CORRUPTION COMMITMENT

If a decision-making person in a tendering process asks you to donate a certain amount of money to a charitable organization he/she is presiding in order to secure the contract, you must not cede to this solicitation.

In any case, if you have any questions or concerns, please ask your management line or the Group Legal or Ethics & Social Responsibility Department.



## ARTICLE 7

# RECORD-KEEPING REPORTING AND FINANCIAL INTEGRITY

---

The Group's books, records, accounts and financial statements must be maintained in appropriate detail, must properly reflect the Group's transactions and must conform both to applicable law and to the Group's system of internal controls.

Such books and records include all data, certifications and other written materials provided for financial reporting and disclosure purposes.



## ARTICLE 8

# CONFIDENTIALITY, PROPER USE OF GROUP ASSETS AND DATA PRIVACY

---

Employees, directors and officers must maintain the confidentiality of confidential information entrusted to them by the Group or its customers, except when disclosure is authorized by the Group Legal or Ethics & Social Responsibility Department or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Group or its customers, if disclosed. It also includes information that customers and suppliers have entrusted to us. The obligation to preserve confidential information continues even after employment ends.

**All employees, directors and officers should endeavor to protect the Group's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Group's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation to the management. Any Group equipment should not be used for non-Group business.**

The obligation of employees, directors and officers to protect the Group's assets includes its proprietary information. Proprietary information includes intellectual property such as patents, patent designs, trademarks, copyrights and trade secrets, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Group policy.

The Group undertakes to comply with all laws and regulations relating to data privacy and protection. The Group commits to develop and implement appropriate technical and security measures to protect personal data. Any person has the right to obtain the rectification of inaccurate personal data concerning him or her.

## ARTICLE 9

# REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR

---

The Group is committed to creating an environment that encourages all employees, officers and directors to raise ethical concerns early.

Employees should openly speak with anyone in their management chain or the Group Legal or Ethics & Social Responsibility Department when they have a question about the application or the implementation of the Code of Ethics or when in doubt about how to properly act in a particular situation.

If an employee, director or officer has a personal knowledge that a legal/regulatory provision or any of the rules contained in this Code has not been complied with or is about to be breached, he/she must promptly report the matter to their management chain or the Group Legal or Ethics & Social Responsibility Department.

Alerts can also be raised to [ethics@septodont.com](mailto:ethics@septodont.com) in compliance with the relevant procedure. The Group will investigate all suspicions of potential or alleged misconducts and employees, directors and officers must cooperate to those internal investigations.

In any case, the Group does not allow retaliation against an employee for having reported facts in accordance with the alert procedure.

Third parties are also invited to report in good faith any suspicion of violation of this Code of Ethics.

# DISCIPLINARY MEASURES AND SANCTIONS

---

Any action performed in breach of this Code may result in disciplinary sanctions. Such actions would constitute misconduct justifying disciplinary sanctions, without prejudice to any prosecution that may be initiated by Septodont or the Group.

Moreover, any action performed in breach of applicable laws and regulations may give rise to disciplinary sanctions, and criminal penalties for the employee concerned and the company.

The appropriate sanctions and proceedings will be those laid down by law applicable to the employee concerned, and will comply with applicable legal procedures, in particular concerning the rights and guarantees applicable to the employee concerned. In particular, such sanctions could include, in compliance with applicable laws, dismissal for misconduct and claims for damages, even if the violation of the rules is detected by the Group itself.

# ARTICLE 11

## COMPLIANCE PROCEDURES

---

We must all work to ensure prompt and consistent action against violations of the Code of Ethics. However, in some circumstances it is difficult to know if a violation has arisen. Since we cannot predict every situation that will arise, it is important that we have a way to approach a new question or issue.

These are the steps to keep in mind:

- **Make sure you have all the facts.** In order to reach the good solutions, we must be as fully advised as possible.
- **Ask yourself: What specifically am I being inquired to do? Does it seem improper or unethical?** This will enable you to concentrate on the precise question you are faced with, and the options you have. Use your common sense; if something seems improper or unethical, it probably is.
- **Explicate your role and responsibility.** In most circumstances, there is shared responsibility. Are your colleagues advised? It may help to get others concerned and talk about the issue.
- **Talk about the issue with your manager.** This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the matter, and will appreciate being brought in-to the decision-making process. Remember that it is your manager's duty to help solve issues.
- **Seek help from Group resources.** In some case where it may not be appropriate to discuss an issue with your manager, or where you do not feel smooth approaching your manager with your question, discuss it locally with your Human Resources manager.

## ARTICLE 11: COMPLIANCE PROCEDURES

- **Promptly report.** Septodont employees are expected to promptly report any suspected violations of the Code of Ethics. Individuals are encouraged to report a violation even if they have participated in the violation that is being reported. While self-reporting will not shield someone from potential consequences, positive consideration will be given to an individual who comes forward to report his or her own compliance violation.
- **You may report ethical violations in trust and without scare of reprisal.** As indicated above and in the relevant procedure, if the situation requires that your identity be kept secret, your anonymity will be protected. The Group does not permit retaliation of any kind against employees, directors or officers for good faith reports of ethical violations or suspected violations.
- **Always ask before, act after:** If you are doubtful of what to do in any situation, seek advice before you act.

# ETHICAL PRACTICES ASSESSMENT

---

Septodont has an “open-door” policy and employees can freely approach the Group Legal or Ethics & Social Responsibility department with questions, concerns or suggestions they may have about the Code of Ethics and the situations it covers.

In the same way, Septodont gives special attention to its professional partners in order to better conduct its actions for the benefit of patients and the general interests of the community.

Septodont commits to organize regular assessments to verify adherence to the rules and principles set forth in the Code of Ethics. We expect our periodic assessments of our operations to result in the identification of new and emerging risk areas and/or recommendations that will be subsequently addressed through enhancement of our Code of Ethics and our good practices.