

CODE OF BUSINESS ETHICS AND CONDUCT – BIOANALYTICA S.A.

1. Introduction

1.1. About the Code

The Code of Business Ethics and Conduct (hereinafter referred to as "**the Code**") was adopted by BioAnalytica S.A. (hereinafter referred to as "**BioAnalytica**" or "**the Company**") following the Board of Directors' decision on 21/07/2023 (Decision No. 205/21.07.2023).

The purpose of this Code is to promote a common corporate culture within the company that encourages behaviors based on best practices in business ethics and conduct, applicable laws, and the Ten (10) universally accepted principles of the United Nations Global Compact (UNGC) in the areas of human rights, labor conditions, environmental responsibility, and anti-corruption.

The Code outlines the fundamental principles, rules, and values that shape the framework of our activities and define our daily behavior and business practices. Specifically, it describes:

- The expected behavior of employees at all levels within the company.
- The way we conduct business with customers, suppliers, and partners.

The purpose of this Code is to guide decision-making in situations where dilemmas may arise regarding the appropriate way to behave and address issues related to the principles and rules of business ethics.

Additionally, the Code reflects the Company's commitment to complying with the requirements of the ISO 37001:2016 standard on the fight against bribery. The Penal Code broadly defines acts of corruption as offenses, including bribery for commercial purposes and bribery of public officials. For this reason, the Company is committed to adhering to these standards.

It is the responsibility of all employees to familiarize themselves with and adopt the Code. "Employee" includes anyone employed full-time or part-time by BioAnalytica, all members of the Board of Directors, and any individuals collaborating with the Company. Compliance with the Code is also required from third-party collaborators.

While the Code provides a wide range of guidelines for proper business conduct, it cannot cover every possible scenario or predict every situation that employees may encounter.

The Code will be presented to each employee upon their hiring and is considered an integral part of the contractual terms of cooperation with the Company's employees, Board members, third parties, and other individuals acting on its behalf.

For any questions regarding this Code, employees should consult their Director/Supervisor or the Human Resources Officer.

This Code was carefully prepared by the Quality Department in collaboration with the Company's Human Resources Officer. Any changes or deviations from the Code must be approved by the Board of Directors.

1.2. Scope of Application

Adherence to the values, principles, and rules of this Business Ethics and Conduct Code is a collective responsibility of the entire executive team of the Company, ensuring that all employees, subcontractors, suppliers, and partners share its core values.

All employees across all Business Units of the Company must behave based on our principles and values and safeguard them.

2. Our Culture

2.1. Our Values

Honesty – Integrity

In all our business and professional relationships, we prioritize honesty and integrity over personal gain. We safeguard the Company's interests, promote transparency, and maintain open communication about the services we offer, relying on our expertise and years of experience.

Confidentiality

We are committed to the proper use and protection of information related to the Company, customers, partners, suppliers, and employees. We will not disclose any information unless we have the legal or professional right to do so.

Equality

We respect diversity and promote equal opportunities within the workplace.

Objectivity

We strive to act objectively, free from prejudice, conflicts of interest, or external influences on our professional judgment.

We value flexibility, innovation, and an entrepreneurial spirit, and we embrace diverse opinions, using them constructively and professionally.

Fair Business Practices

We compete fairly, respect our competitors, and uphold ethical business practices.

Creativity

We encourage creativity and innovation in all activities, fostering the development of new solutions and ideas that add value and improve the quality of our services.

Responsibility

We act responsibly, guided by our shared values, and fully understand the impact of our decisions and actions.

Respect for Society and the Environment

We recognize our environmental responsibilities and strive to minimize the impact of our activities on the environment. We also respect society, avoid actions that could harm it, and support the communities in which we operate.

2.2. Our Responsibilities

We recognize that towards:

Our Shareholders, we have the responsibility to protect their investment,

Our Customers, we have the responsibility to provide high-quality services,

Our Employees, we have the responsibility to respect their rights, compensate them fairly with competitive terms, and encourage them to participate in the design and control of their work,

Our Suppliers and Partners, we have the responsibility to seek mutually beneficial relationships,

Society, we have the responsibility to conduct business in accordance with the law, respect our role as members of the social community, promote sustainable development, and comply with health, safety, and environmental protection standards.

In addition, the Directors and Supervisors of the Company should:

- Demonstrate ethical behavior and adhere to the principles of business ethics,
- Foster an environment of honesty and transparency, where employees feel comfortable raising concerns and reporting potential compliance issues,
- Address tensions and employee reports regarding violations promptly, and provide timely responses when guidance is sought,
- Ensure ongoing education and training for employees on ethical matters,
- Be open to and respond to employees' questions regarding the principles of the Code, as well as the Company's Values, Policies, and Procedures.

2.3. Compliance with Legislation

Our primary concern in all our business decisions and actions is compliance with the applicable national legislation of the country in which we operate, European legislation, and international legislation governing many aspects of our business activity.

Specifically, compliance pertains to the following laws and regulations:

- Laws on Safety, Quality, and Efficiency
- Laws on Advertising and Promotion
- Data Protection Laws
- Anti-corruption Laws

- Environmental Health and Safety Laws
- Competition Laws
- Anti-bribery Laws

Our concern is also to comply with the SEIV Code of Professional Ethics (2017) and the SEIV Code of Conduct (2014) (SEIV, Association of Medical and Biotechnological Product Companies).

Respecting and complying with the law is an obligation for all of us while performing our duties. Ignorance of the law is not acceptable, and we are specifically required to stay informed about matters related to the execution of our work.

3. Our Relationships with Third Parties

3.1. Shareholders

Through the appropriate governing bodies, we ensure the provision of all necessary information and support regarding the lawful exercise of shareholder rights. We guarantee effective and timely communication and information-sharing with all stakeholders on financial matters. Transparency and integrity in our dealings with shareholders are safeguarded through established control mechanisms and procedures.

3.2. Partners and Suppliers

The Company's relationships with external partners, suppliers, and subcontractors—whether private or public—across all areas of its operations must comply with the law and uphold the principles of justice, transparency, trust, honesty, and integrity. Additionally, all partners, suppliers, and subcontractors are expected to share our values and adhere to all relevant laws.

Therefore, we must:

- Implement appropriate procedures and controls when selecting partners, suppliers, and subcontractors to assess their integrity, quality, suitability, and reliability. We must ensure they possess the expertise, capability, and necessary licenses to perform assigned tasks competently and professionally.
- Ensure that all agreements with partners, suppliers, and subcontractors are documented in writing, clearly outlining the goods and services provided, as well as the payments made. These agreements must align with market competition principles, applicable legislation, and standards of transparency and impartiality.

3.3. Customers

Honesty & Integrity

In all our relationships with customers, we adhere to the highest standards of ethical and professional behavior:

- We act with the highest levels of professional integrity, honesty, and consistency in all business and professional relationships.

- We prioritize customer needs and satisfaction.
- We strive for the continuous improvement of the quality of our services.
- We demonstrate willingness and courtesy in our communications with customers.

Mutual Respect

We build relationships with customers based on mutual respect:

- We aim for meaningful and open communication, offering assistance where needed.
- We strive for optimal collaboration and high-quality service delivery, leveraging our expertise and extensive experience.

4. Our Relations with Colleagues and Employees

4.1. General Principles

Respect towards colleagues

We must:

- Promote respect, integrity, and honesty among ourselves,
- Encourage and value diversity, differing opinions, and experiences, fostering sincere, two-way communication with a spirit of adaptability, tolerance, and compromise,
- Build relationships based on understanding and trust, demonstrating mutual respect while honoring the organizational hierarchy,
- Support constructive criticism aimed at personal growth and improving performance.

Health and Safety

Compliance with health and safety regulations in the workplace is essential to protect human life.

We closely monitor related risks and implement all necessary preventive measures to prevent accidents and occupational diseases. Our workplace is supported by a Pharmacy, an Occupational Doctor, and a Safety Technician, in addition to providing private health insurance coverage for all employees.

Forced and Child Labor

Child labor is defined as the employment of any individual under the minimum age allowed by national law.

We do not use any form of forced or child labor.

4.2. Equal Opportunities Policy

We cultivate a corporate environment characterized by the principle of equality and respect for individual rights, as well as respect for diversity – based on gender, age, sex, nationality, physical abilities, culture, religion, family status, experience, and opinions.

We treat all existing employees and those seeking employment in the company in an equal and fair manner, ensuring equal opportunities for development and advancement. No form of discrimination or harassment in the workplace is tolerated, and as such, we must comply with applicable legislation providing equal employment opportunities, including those related to discrimination, harassment, and problematic treatment.

4.3. Evaluation

We provide equal opportunities for development based on performance, abilities, and skills of each employee.

We evaluate the performance of our employees to provide them with appropriate guidance and help develop their professional skills.

The processes for selecting, hiring, and training employees are based on criteria related to:

- Qualifications and effectiveness
- Experience and knowledge
- Interest and creativity
- Other criteria related to the specific work domain.

4.4. Harassment in the Workplace

Harassment is defined as any behavior that can be offensive, aggressive, violates or disrupts sensitivity and dignity, or isolates the employee.

Any form of harassment is explicitly prohibited, and behaviors that constitute harassment, which offend the personality and individual integrity of the victim or create an environment of bullying, hostility, or humiliation for the victim (e.g., physical, sexual, psychological, verbal, or any other form of harassment), are not accepted.

4.5. Disclosure of Information and Corporate Image

The image of the company is directly linked to the behavior each of us demonstrates. Therefore, we must act in the best interest of the company and consistently express our values in our daily professional behavior. As such, we do not disclose information, either orally or in writing, on behalf of the company unless we have received prior authorization for this. Furthermore, we do not express opinions on matters that fall outside our area of responsibility. We do not use printed or electronic media bearing the company's logo to disclose personal opinions or activities.

Unauthorized disclosure of information may damage the company's reputation, credibility, and image.

We do not provide any corporate information or news that is not publicly available.

If cooperation with judicial authorities is requested, we cooperate fully, always in consultation with the company's legal advisor.

Social Media

Regarding the use of social media, we must adhere to the following principles:

We must be particularly careful when expressing opinions and personal beliefs and avoid creating any impression that these represent the company's views or are directly or indirectly linked to it.

- We understand that the way we present ourselves reflects not only our image but also the company's.
- We are not permitted to disclose or publish information, especially confidential or trade secrets, concerning the company, which we know due to our employment. Additionally, we do not engage in unauthorized discussions regarding the company's business activities or internal processes.
- We are not allowed to publish offensive content or inappropriate comments about the company and our colleagues.
- If any incidents come to our attention, we report them to the Human Resources Manager.

Public Speeches and Signed Publications

We inform and seek approval from the Management:

- Before participating as speakers in any presentation where we will represent the company, to obtain helpful material and guidance, if necessary.
- Before publishing any signed message or press release, to confirm that the text does not conflict with the company's strategic direction and that its reputation is not jeopardized.

Before approval, we must notify the Management of what is to be discussed.

We avoid expressing opinions or responding to questions that do not fall within our area of expertise.

Crisis Management

To reduce the negative impact of a potential crisis, measures should be taken to ensure:

- Consistent communication messages to all stakeholders,
- Taking appropriate measures to minimize or prevent unauthorized employees from communicating with the media,
- Timely and clear responses to requests from stakeholders, if necessary.

5. Compliance Issues

5.1. Conflict of Interest

Definition

A conflict of interest arises when an employee is in a position where they must choose between serving their own interests (financial or otherwise) or those of a person (individual

or legal entity) with whom they have a direct or indirect supervisory relationship, in a way that competes with the interests of the Company.

In our interactions with clients, suppliers, subcontractors, and competitors, we are obligated to act in the best interest of the Company and to recognize and avoid behaviors that could lead to a conflict of interest.

General Principles

We avoid any conflict of interest, including situations that may give the appearance of one, as this could compromise the Company's reputation. We ensure that our personal and external activities do not conflict with, or appear to conflict with, the Company's interests.

We must inform our direct supervisor or the Human Resources Manager about:

- Any existing conflict of interest situations,
- Any relationships or significant financial interests we hold with individuals or companies the Company collaborates with that could create a conflict of interest,
- Any other situations that may lead to a conflict of interest.

Additionally, we must disclose any instance where a relative of ours is employed by, provides services to, or holds a significant financial interest in a competitor, supplier, client, or any other business with which the Company has substantial dealings.

Employees in administrative roles must inform the Human Resources Manager in all cases where their business or professional activities, agreements, or collaborations could create a conflict between their personal interests and those of the Company.

Special attention must be given by members of the Board of Directors, who may participate—either personally or on behalf of third parties—in companies pursuing similar objectives to the Company, subject to applicable legal provisions.

5.2. Bribery & Corruption

Definition

Bribery consists of the demand, receipt, offer, promise, or provision of money or another undue benefit by or to an employee of the Company or a public official, in order to secure a commercial or personal advantage.

The term "benefit" may include entertainment and gifts. Bribery is considered a betrayal of corporate trust, and the damage caused is typically greater than the material value of the bribe itself.

Bribery is classified into active and passive bribery:

- Active Bribery: The demand or acceptance by an employee of an unjustified advantage, in order to act or refrain from acting on matters related to their duties.
- Passive Bribery: The promise, offer, or provision to an employee of an unjustified advantage, in order to act or refrain from acting on matters related to their duties.

It is strictly forbidden to offer, promise, or provide any financial or other benefit to a public official or public authority and/or third party, or to request or receive such benefit, in order to secure and maintain a commercial transaction, obtain a commercial advantage, or receive preferential treatment. This prohibition also applies to all individuals acting on our behalf.

The commission of the crime of bribery in the performance of our duties may lead to civil and criminal liability in accordance with applicable law, as well as the termination of our employment relationship with the Company.

Corruption refers to the abuse of entrusted power for personal gain and also includes extortion, fraud, undue influence, money laundering, and conflicts of interest.

Facilitation Payments

We do not make any facilitation payments, even if this may lead to commercial delays. These payments may include offering/providing small sums of money to low-ranking government officials to take on new projects, secure, or expedite routine acts.

Relations with Government Authorities and Public Officials

"Public or government officials" include employees of any state, state-controlled entities, or organizations owned by the state, as well as individuals acting on behalf of a public international organization. The term also applies to anyone elected to political office, running for office, serving as a member or employee of a political party, or acting in an official capacity for a political party.

Bribery of public or government officials is strictly prohibited. It is forbidden to offer, promise, approve, provide, or receive any form of payment or value—including illegal commissions, bribes, or similar payments—as well as personal facilitation to or from a public or government official. Legal consequences for such misconduct can be severe for both the individual and the Company.

Personal relationships with representatives or employees of public administration must not be used to obtain benefits, exert influence, or intervene in ways that could directly or indirectly affect outcomes.

It is also prohibited to offer goods or other benefits to public administration representatives, executives, or employees—whether directly or through third parties.

During any business negotiation, the objective must never be to unlawfully influence the decisions of public officials or public administration employees.

Political Activities

We operate in a socially responsible manner within the framework of the law, striving to achieve our business goals. We respect the active participation of our colleagues in political processes and their involvement in public interest matters.

However, we must conduct any activity related to our active involvement in politics outside of our work and make it clear that our political actions reflect personal beliefs and are not associated with the Company. The Company does not take positions in favor or against any political party, organization, or their representatives.

Donations to Parties

We do not provide financial support to political parties, organizations or their representatives.

Donations and Sponsorships to Organizations

As part of our commitment to society and Corporate Social Responsibility, the **Company** may support local charitable organizations or provide sponsorships, for example, to sports, cultural, or educational events or activities.

Donations and sponsorships can be questionable if others perceive them as aiming to obtain some undue advantage. Therefore, any donation or sponsorship must be transparent and properly documented.

As a Company, we only make donations and sponsorships to recognized organizations and after conducting relevant research and evaluation, without expecting to gain any business advantage in return.

5.3. Fraud

Definition

Fraud is an act or omission by a person who, in order to obtain an illegal benefit for themselves or a third party, harms someone else's property by convincing them to act, omit, or tolerate by knowingly presenting false facts as true or unlawfully concealing or omitting true facts.

Fraud may be committed by two or more individuals and can involve either employees or external collaborators (clients, suppliers, subcontractors, etc.). The person committing fraud may seek direct benefits or indirect ones, such as power, influence, promotion, or rewards at the expense of the Company, its profits, other employees, shareholders, suppliers, and even its clients.

No form of fraud is tolerated, nor are acts or omissions that could expose the Company to the risk of fraud.

Any instances of potential fraud or situations that could expose the Company to the risk of fraud must be reported to the Human Resources Manager.

6. Use of Information and Data

6.1. Confidentiality and Data Protection

We maintain the confidentiality of all confidential information regarding the business activities of the Company. Confidential information includes all non-public financial,

technical, or business data, such as administrative processes and procedures, organizational matters, know-how, business and financial plans, cost, bidding information, employee, customer, and supplier details. Additionally, we must also maintain the confidentiality of all personal data of employees and the information and data entrusted to us by third parties.

The use or publication of such information is prohibited unless there is prior approval or a legal obligation. Confidential information is disclosed only if required by law or approved for business reasons, and always after final approval from Management.

When using information systems, we must exercise particular care regarding confidentiality, in terms of data protection and security, and unauthorized access or manipulation using any technical means is prohibited.

6.2. Company Assets

The management of the Company's assets and resources is done responsibly. Company assets include both tangible (facilities, mechanical and other equipment, computer hardware and software, furniture, etc.) and intangible assets (trade secrets, patents, trademarks, intellectual property, information, etc.), as well as third-party assets. Additionally, client, subcontractor, or supplier lists, information related to contracts, technical or commercial practices, technical proposals in tenders, or studies, and all other information to which we have access in the performance of our duties, constitute Company assets. Our obligation to protect these intangible assets remains even after we leave the Company.

We do not appropriate the Company's assets for personal gain or use, nor do we provide them to third parties outside the Company.

Telecommunications systems and internal networks are Company assets and should only be used for the performance of our work. The use of these systems for illegal purposes, such as sending messages with racist, sexual, or harassing content, is prohibited. We must securely store access codes and refrain from any unauthorized reproduction of the software used by the Company or its illegal use.

We must take special care to avoid losses, damages, unnecessary costs, or misuse of the Company's assets.

6.3. Financial Information

We are committed to the accuracy of financial reports and to the correct and accurate disclosure of the Company's financial data.

All of the Company's financial transactions are recorded and published in accordance with generally accepted accounting standards and principles. The accounting records present the nature of the transactions correctly, supported by proper documentation and in a non-misleading way. We present truthful, transparent, relevant, comprehensive, objective, and accurate information in a timely manner.

7. Fair Competition

We are committed to ensuring that all our activities are conducted within the framework of fair and legitimate competition and in strict compliance with all applicable laws in the country in which we operate. Unfair competition practices must be avoided.

Unfair competition exposes the Company to significant financial penalties and damages its reputation.

We must refrain from any behavior that could be perceived as unfair competition under relevant legislation. A proven violation of the law may result in civil and criminal liability according to applicable law, as well as the termination of our employment relationship with the Company.

In case of doubt about the legality of any communication, contract, commercial practice, or activity, we consult with the Company's Legal Counsel.

8. Environmental Policy

The Company continuously strives to minimize the negative environmental impact of its services. Accordingly, it implements practices aimed at the continuous improvement of its environmental performance.

9. Reporting Code Violations

If we detect violations of this Code, internal regulations, or provisions, we must report them, either anonymously or by name. We must also report any incidents that may evolve into a threat to human life, safety, the environment, or the Company's assets. We encourage the submission of named reports as they are easier to investigate.

We are obliged to report serious violations, omissions, or illegal acts that we observe regarding employees or external collaborators of the Company to our Supervisor and the Human Resources Manager.

A basic and non-negotiable principle is the protection of the anonymity and confidentiality of the individuals submitting such reports and their protection from retaliation.

We take all necessary measures to maintain the confidentiality of the individual's identity and the information they submit, revealing them only when required by law or when disclosure is unavoidable for conducting an effective investigation and taking appropriate action.

Examples of incidents that can be reported include:

- Theft, Embezzlement
- Fraud, Threat, Blackmail
- Forgery, Altered Documents
- Corruption, Bribery
- Abuse of assets, Abuse of power

- Misleading presentation of data
- Violation of confidentiality, Violation of Company policies
- Violation of the legislative framework governing the Company
- Unethical behavior, Insult
- Defamation, etc.

10.10. Validity of the Code

This Code is binding on all of us, regardless of our employment date. If we engage with suppliers and clients in the performance of our duties, we must inform them of the Code and indicate their compliance with its rules, if necessary.

This Code becomes effective immediately after its approval by the Company's Board of Directors on 18/10/2024 and its communication to the employees and subcontractors.

Version 3.0 / 18.10.2024