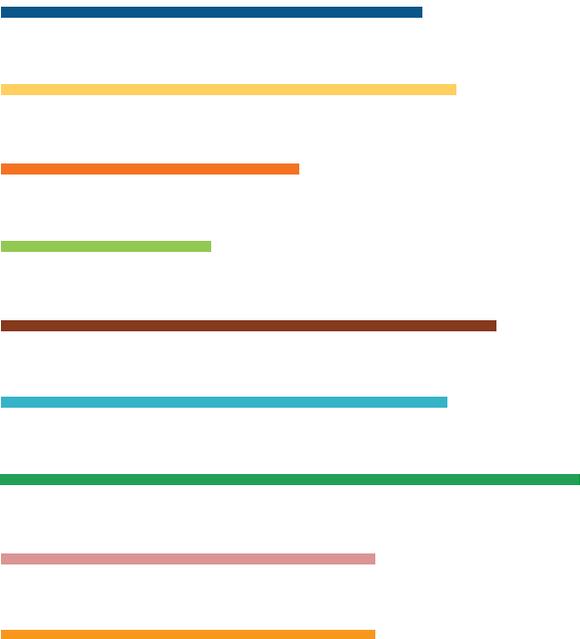


CODE OF CONDUCT

ROQUETTE GROUP





“The greatest priority is to maintain confidence in our company through the exemplary conduct of every one of us, in our business and daily operational activities.”

Jean-Marc GILSON

Dear colleagues,

At Roquette, we have always been committed to offering the best products and services, which is why today we are recognized as one of the world leaders in our sector. For over 80 years now, our culture of integrity and ethical behavior has maintained this reputation, which is the driving force behind our growth.

The success of our business relies on the confidence of our customers, partners and shareholders – a confidence that is difficult to earn but easy to lose. In the past few years, how many powerful, famous companies damaged their reputation due to actions that failed to respect any ethical rules?

Times are changing, and we must accompany this change and move forward while always looking ahead.

This Code of Conduct further develops the principles set forth in the Ethics Charter. As a founding pillar of our value system, it is given to each of the company's employees and made available to our partners. It must serve us as a guide and source of inspiration to adopt the appropriate conduct in all circumstances.

I expect each of you to respect and promote the principles in this Code of Conduct, in order to maintain our reputation as a company of integrity.

I am convinced that, with your support, our company will continue to grow, with dignity and in an ethical manner, thus ensuring the preservation of a work environment of which we can all be proud.

Thank you for joining me in this commitment!

Jean-Marc GILSON
Chief Executive Officer

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Preface

Why this Code of Conduct?

This Code of Conduct completes our Ethics & Responsibility Charter. It lists the operational practices that the employees and partners of ROQUETTE must follow in their professional activities and relations.

In line with our values, this Code of Conduct defines the behavior to adopt, the attitudes

to promote and those to proscribe.

It is not designed as a substitute to the different regulations, standards, directives, procedures and other rules in application in the different entities of the company.

To whom does this Code of Conduct apply?

The Code of Conduct applies to all employees and partners of the ROQUETTE Group. For the purpose of this document, the term “partner” refers to any person working with or representing ROQUETTE, including the subcontractors acting on our sites,

the agents, the distributors and other contractors.

These partners expose the company to the same liabilities and risks as a company employee.

How is this Code of Conduct implemented?

The principles of the Code of Conduct are supported by the General Management. The management is responsible for relaying these principles to the company’s employees and partners and ensuring they are applied correctly.

Everyone in the company must be familiar with this Code of Conduct.

We all have the responsibility to respect the operational principles and recommendations described in this Code of Conduct, and we must behave with integrity and in an ethical manner under all circumstances.

However, the present document cannot foresee every single situation we may face in the exercise of our professional activities. In the event of cases not specifically addressed here, please refer to the relevant contact to find out what conduct to adopt.

If you have any doubt, at any time, about the conduct to adopt, you must ask yourself the following questions:

- ◆ Does this comply with the law?
- ◆ Does this comply with the Code of Conduct and company regulations?
- ◆ Does this reflect well on you and the company?
- ◆ Would you tell a friend or your partner about this?
- ◆ Would you be happy for this to be published in the newspapers?

If the answer to any of these questions is “no”, you must not take the decision on your own. In this case, it is preferable to talk about it to the relevant contact (see contact information on page 22).

Preface

What should you do in case of a failure to respect the Code of Conduct?

What should you do if you witness improper conduct?

If you witness behavior that goes against the principles of the Code of Conduct or that you deem inappropriate, on the part of a colleague or partner, your duty is to report it to your manager, the Legal Dept., Human Resources or the Compliance and Anti-Fraud Committee (alert@roquette.com).

ROQUETTE will not tolerate any form of retaliation against an employee who has, in good faith, reported a breach of the Code of Conduct.

What happens if the Code of Conduct is not respected?

Failure to respect the Code of Conduct can have an adverse effect on the company.

The consequences can be very serious, both for the company and for the people involved (fine, damaged image, etc.).

Depending on the nature of the breach, disciplinary measures may be imposed, pursuant to company rules and regulations.

How can you access the Code of Conduct?

All employees and any person or company representing the company are made aware of the Code of Conduct.

It is issued to all new hires in paper format, and is also available and downloadable on:

- ➔ the ROQUETTE Intranet site,
- ➔ the corporate website (www.roquette.com),
- ➔ the Sales extranet site for suppliers.

Key points to remember:

- ☑ You should get to know the Code of Conduct.
- ☑ You should apply it daily in all your professional activities.
- ☑ If in doubt, you should question yourself and refer to the relevant contact (see page 22).

Compliance with laws and regulations



Compliance with laws and regulations in force at our sites and in our professional activities is compulsory.

In cases where local legislation is stricter than the Code of Conduct, the former will prevail.

We consider that:

- ➔ Every one of you, in each entity of the Group, is expected to comply with the laws and regulations of the country in which he/she works.
- ➔ You must implement as quickly as possible all new local and applicable regulations.
- ➔ Each of you must be aware that any breach of laws and regulations may be liable to civil and/or criminal sanctions, both for the person involved and for the company.

Your responsibilities:

- ➔ Under all circumstances, you must comply with all laws and regulations applicable in the country and all rules in force at each of the company's sites.
- ➔ As part of your professional activities, you must report any behavior suspected to go against the laws and regulations.

Key points to remember:

- ☑ Any failure to respect the laws and regulations can lead to criminal and/or civil sanctions both against the company and the employees involved.
- ☑ You must report any suspected breach.
- ☑ No breach will be tolerated.
- ☑ If in doubt, you should refer to the relevant contact (see page 22).

Working conditions



Health and Safety

Protecting the health and safety of every person present on its sites is one of ROQUETTE's priorities. The ultimate objective is zero accidents. The approach we have adopted seeks to prevent the risk of work-related incidents, accidents and illnesses. Prevention requires raising awareness, training people and taking necessary measures.

We must all play a part and contribute to achieving this fundamental objective. As a result, we must be aware of the risks inherent to our work environment and comply with hygiene and safety rules.

We consider that:

- All work-related accidents and illnesses may be avoided.
- Everyone in the company must comply with the rules and working safely is a condition for employment.
- Everyone must make the commitment, individually and collectively, to improve safety throughout the company.
- Safety is first and foremost about setting an example.
- All employees, external companies and visitors are responsible for their own safety and that of others.
- We are vigilant to identify all accident risks, to raise awareness about them and to prevent them.
- Safety training is essential at all levels of the company.
- All proven/potential accidents or incidents are systematically reported then analyzed against best practices and all necessary actions are taken to stop them from reoccurring/happening.
- We are proud of our commitment in terms of safety. We promote open and transparent communication about our expectations, our concerns, our objectives and our safety performance.

Your responsibilities:

- You must ensure the safety of your own work environment is respected.
- You must comply with the safety rules that have been adopted for the entire Group and across all sites.
- You must participate in the safety training sessions.
- You must get involved whenever a person places themselves in a situation of risk.
- You must report any safety-related risks you witness (see page 22).
- You must be proud of your commitment in terms of safety and promote it.

Key points to remember:

- ☑ You are an actor committed to the improvement of safety across the company, whatever your job may be.
- ☑ You must respect the procedures applicable in your work environment.
- ☑ You should keep in mind your safety and that of others every day.
- ☑ You must report any situation which presents a risk.
- ☑ If in doubt, you should refer to the relevant contact (see page 22).

Working conditions



Human Rights and Labor laws

ROQUETTE prohibits all forms of discrimination and harassment at all its entities. It is committed to providing a work environment based on the respect of fundamental human values. The Universal Declaration of Human Rights and the principles of the International Labor Organization (ILO) are the foundations for the values defended by the company.

We consider that:

- ➔ Forced labor is prohibited.
- ➔ Child labor is prohibited for children under the minimum age requirement.
- ➔ All local labor law regulations must be complied with.
- ➔ All employees and partners must be treated equally, with respect and dignity.
- ➔ Cultural differences are an asset for the company and must be respected.
- ➔ All forms of harassment and intimidation are prohibited.
- ➔ All forms of discrimination are prohibited.
- ➔ Remuneration must be at least equal to the legal minimum wage.
- ➔ In a conflict situation, every employee has the right to a fair defense.

Your responsibility:

- ➔ You must respect and support your colleagues.

Key points to remember:

- ☑ You should be familiar and comply with applicable working conditions.
- ☑ You should remain polite under all circumstances.
- ☑ You should demonstrate objectivity in every situation.
- ☑ You should adopt an appropriate and unambiguous professional attitude.
- ☑ If in doubt, you should refer to the relevant contact (see page 22).

Working conditions



Protecting private life

ROQUETTE complies with the laws governing the protection of the private lives of its employees and its partners.

We consider that:

- ➔ The freedom of thought of each individual must be respected.
- ➔ The individual's right to free association (trade unions, political affiliations, etc.) must be respected.
- ➔ The regulations relating to the use of personal information must be complied with by all parties.
- ➔ The company does not communicate personal data to third-parties, unless required to do so by applicable law or regulations.

Your responsibilities:

- ➔ You should not involve the company in your personal associative or political activities.
- ➔ You should respect the confidentiality of private information relating to your colleagues and your partners.

Key points to remember:

- ☑ All data of a private nature should be treated in compliance with applicable laws.
- ☑ You have the right to be informed of, to change and to delete your personal data pursuant to applicable laws in each country.
- ☑ If in doubt, you should refer to the relevant contact (see page 22).

Preservation of the environment



The respect of the environment and the preservation of natural resources are priorities for ROQUETTE's operations. It is up to all of us, in our respective roles, to support this environmental policy by respecting applicable regulations and corporate procedures in terms of environmental protection.

We consider that:

- Minimizing our impact on the environment is important for the sustainability of our company.
- Effective environmental practices help reduce our operating costs (water, energy, CO₂ emissions, etc.).
- Trying to protect the environment is a responsibility for the company and its employees.
- Acting as a responsible business also helps create a positive corporate image.

Our responsibilities:

- We comply with regulations and monitor their evolutions.
- Where possible, we choose technologies that preserve the environment.
- We control environmental parameters and limit our wastage.
- We reduce wastage and generate value from by-products created by our activities.
- We prevent major risks.
- We mobilize the entire workforce through permanent actions to raise their awareness and train them.
- We publish each year an economic, social and environmental report.

Key points to remember:

- ☑ You can make useful suggestions whatever your job and responsibilities.
- ☑ You should participate in protecting the environment in your daily activities (saving paper, car-pooling, etc.)
- ☑ You should contribute to promoting a good corporate image thanks to your exemplary and responsible behavior.
- ☑ If in doubt, you should refer to the relevant contact (see page 22).

Conflicts of interest and the fight against corruption



A conflict of interest can result from any situation in which your activities or your direct or indirect personal interests could contradict the interests of ROQUETTE. Conflicts of interest must be avoided at all times.

Corruption consists in giving or receiving something valuable (money, gifts, services, etc.), directly or through an intermediary, for the purpose of obtaining an advantage or influencing a decision.

Failure to comply with corruption laws can lead to criminal prosecution both against the company and the people involved. Sanctions can be financial and criminal, and can even include imprisonment.

Relations with a competitor, a customer, a supplier or a collaborator

We consider that there is a risk of conflict of interest or risk of corruption when:

- An employee has a direct or indirect personal interest in a competitor, a partner or a supplier of the company.
- There is a subordinate relationship between an employee and a friend or a relative.
- An employee competes directly or indirectly with the company in terms of services or products.
- An employee feels obligated to a third-party.

Your responsibilities:

- You should demonstrate integrity under all circumstances.
- You should inform your manager of any situation in which there is a risk of conflict of interest.
- You should discourage any behavior that may influence the judgment or the choice of decision-makers (internally or externally).

Key points to remember:

- ☑ You should never take a decision on your own if you have identified a risk of conflict of interest.
- ☑ When you identify a risk of conflict of interest or when in doubt, you should refer to the relevant contact (see page 22).

Conflicts of interest and the fight against corruption



Gifts and hospitality

Business meals or certain presents of low value can be intended to strengthen professional relations with suppliers, customers or partners. These are only acceptable if they are not too frequent, and prestigious invitations should be declined.

We consider that:

- Accepting or offering a gift can potentially sway the beneficiary in his/her decision or give the impression of making a decision under influence.
 - It is possible to give or receive a gift or an invitation as long as this gift is reasonable and modest (example: publicity or promotional items) and does not aim to influence decisions.
 - Habits and customs regarding gifts can differ from one country to the next. There is therefore no fixed limit on what is deemed “reasonable”. As a result, we must refer to corporate instructions and regulations relayed by our managers and/or the Legal Dept.
 - In all cases, the nature or the value of a gift or an invitation must comply with the country's ethical practices, laws and regulations.
 - Gifts in the form of money (cash, checks, bank transfers, etc.) are totally prohibited.
- in relation to local habits and customs. If there is any doubt about the symbolic value of a gift, you will only be able to accept it if you receive approval from the Purchasing Dept. or if it complies with the local “gifts” policy (if one exists),
- ◆ from a person with whom the company is in or is likely to enter into a business relationship. Particularly in a negotiation phase, no present should ever be accepted or given.
- For example, if you are offered a gift, a meal or entertainment that may exceed the above-mentioned limits, you must politely decline and explain Company rules.

Your responsibilities:

- You must commit to never accepting or offering gifts that could be considered as bribery.
- You must commit to never offering or accepting gifts, and to never granting or receiving advantages or special privileges:
 - ◆ that would be disproportionate compared to the ethical standards and rules of courtesy

Key points to remember:

- ☑ You should be vigilant and rely on your common sense when offered a gift.
- ☑ You should never give or receive a present when in a negotiation phase.
- ☑ You should comply with applicable laws, internal regulations and your site's instructions in relation to gifts.
- ☑ If in doubt, you should refer to the relevant contact (see page 22).

Conflicts of interest and the fight against corruption



Relations with public authorities

Our aim is to manage our activities in harmony with local communities.

We provide no funding or services to any political parties, to holders of or candidates for public office.

Entities of the ROQUETTE Group are encouraged to fight corruption in all its forms, in particular extortion and bribery.

We consider that:

- Everyone is free to contribute to political life as long as this activity remains a personal and private matter practiced during their spare time, and as long as this contribution is not likely to lead to situations creating a conflict of interest.
- Personal opinions and contributions must under no circumstances engage the company, directly or indirectly.

Your responsibilities:

- You can participate in debates related to your activity in the public domain, while respecting principles of confidentiality.
- You commit to complying with applicable laws and regulations.

Key points to remember:

- ☑ Any political contributions you make must remain a personal and private matter.
- ☑ You should accept no gift from a public official.
- ☑ You should offer no gift to a public official.
- ☑ If in doubt, you should refer to the relevant contact (see page 22).

Business Practices



Fair competition

Companies such as ours are subject to precise rules on competition.

Failure to comply with these rules can lead to severe legal, criminal and financial sanctions. In some countries, these sanctions can be as high as 10% of the Group's turnover.

We consider that:

- ➔ We engage in legitimate competitive business practices based strictly on the merits of our products and services.
- ➔ Illicit arrangements on price fixing and market share are prohibited (extract from the antitrust law).
- ➔ We are committed not to discussing or exchanging sensitive business information (e.g. our prices, margins, sales conditions, purchasing, sales, distribution and marketing strategies), especially with our competitors.
- ➔ Any failure to comply with applicable local legislation can lead to legal action, both against the company and the persons involved.

Your responsibilities:

- ➔ You should comply with the regulations governing business and competition practices in all the countries in which we operate.
- ➔ Each time you have interactions with a competitor, you must keep a written record of it, either through the minutes of the meeting or an email, with the email and minutes promptly sent to the Legal Department, stating where and when the meeting took place, whom you met and what you discussed.

Key points to remember:

- ☑ You should know and respect the business practices in the area of activity in which you work.
- ☑ If you fail to comply with applicable laws, you expose your company and yourself to criminal sanctions.
- ☑ You should not enter into any arrangement with a competitor.
- ☑ If in doubt, you should refer to the relevant contact (see page 22).

Business Practices



International sales and trade

Selling imported or exported products, materials or technologies is subject to specific regulations. ROQUETTE complies with any rules applicable to international trade.

We consider that:

- ➔ We are responsible for the integrity of the products with which we provide our customers.
- ➔ Failure to comply with business rules can seriously harm the reputation of the company.
- ➔ Honest trade practices guarantee sustainable collaboration with our trading partners.
- ➔ A boycott or embargo can ban the sale of products or services to a country's entity.

Your responsibilities:

- ➔ You should comply with all applicable Customs regulations.
- ➔ You should treat your partners with respect and fairness.
- ➔ You should implement preventive measures in order to preserve the quality and integrity of our products.
- ➔ In case of a boycott or embargo, you commit to requesting the necessary authorizations and licenses for the relevant countries.

Key points to remember:

- ☑ You should respect your trading partners.
- ☑ You should always seek to engage the company in sustainable business relations.
- ☑ You should ensure applicable Customs regulations are respected.
- ☑ If in doubt, you should refer to the relevant contact (see page 22).

Business Practices



Relations with suppliers and partners

We seek to maintain healthy relations with our suppliers and our partners, based on mutual respect and trust.

We consider that:

- ➔ Our suppliers must be treated with fairness.
- ➔ All suppliers must be greeted with courtesy, even if their products or services do not necessarily meet our requirements.
- ➔ Our suppliers also play a part in the quality and innovation of the products and services that our customers expect from us.

Your responsibilities:

- ➔ You should select your partners on criteria which are in line with your own values.
- ➔ You should ensure your suppliers and partners understand the need to respect rules of good conduct through ROQUETTE's "Code of Conduct for Suppliers."

Key points to remember:

- ☑ A supplier or a partner also engages the reputation of the company.
- ☑ You should treat all suppliers and partners with respect and fairness.
- ☑ If in doubt, you should refer to the relevant contact (see page 22).

Protection of the company's assets



Confidentiality

Some confidential information is essential to the success and sustainability of the company. This information must be strictly reserved to the persons, entities or partners who need it to act at our request.

We consider that:

- It is prohibited to share confidential information with any person other than its intended recipient, unless prior authorization has been obtained from the owner of that information or if there is a legal obligation to do so.
- Information provided to us by suppliers, customers and partners must not be disclosed.
- All necessary steps must be taken to prevent the inappropriate use or inadvertent disclosing of confidential information. This means acting with discretion in public places, storing all confidential information in a safe location and taking all necessary precautions when sending, copying or destroying documents or data.
- The respect of confidentiality and the protection of some information are governed by legal obligations.
- Confidential information includes, without limitation:
 - ◆ Financial and economic information related to the company or its partners,
 - ◆ The company's strategy (projects, acquisitions, marketing and sales forecasts, purchasing strategy, etc.),
 - ◆ Production capacities,
 - ◆ Manufacturing secrets and know-how,
 - ◆ Information related to research,
 - ◆ Information related to customers, suppliers and partners,
 - ◆ Unpublished patents,
 - ◆ Specific software,
 - ◆ Personal information regarding employees.

Your responsibilities:

- You must protect information from improper disclosure or alteration, even after you leave the company.
- You must respect any confidentiality agreements between the company and its partners.

Key points to remember:

- ☑ You must never disclose confidential information to unauthorized parties.
- ☑ You should remain vigilant and exercise discretion when talking in public places.
- ☑ You should ensure you never leave documents lying around in your office or in the printers.
- ☑ If in doubt, you should refer to the relevant contact (see page 22).

Protection of the company's assets



Protecting assets

ROQUETTE's assets should be used for professional purposes only. You must exercise care in protecting these assets against loss, damage, illicit use or theft.

Your rights and duties regarding the use of Information and Communication Technologies (ICT) are defined in charters or procedures specific to each entity of the Group and applied locally.

We consider that:

- The company's essential assets are:
 - Its employees,
 - Its material and intangible assets,
 - Its financial assets,
 - Its sensitive information (know-how, etc.),
 - Its ability to produce,
 - Its image.
- The company's essential assets constitute its "value".
- The "support" assets (Information System, tools, infrastructure, etc.) are reserved for professional use only.

Your responsibilities:

- Each of you is responsible, in the context of his/her function, for the proper use and protection of the company's material and intangible assets.
- You should be committed never to misusing ICT in a way that may harm the system, the IT network and the interests of the company and the customers or personal interests.
- You should use the ICT tools, including the electronic messaging system and the Internet, for professional purposes only.
- You should never disclose your passwords.

Key points to remember:

- ☑ The assets constitute the value of the company and represent a guarantee for your employment.
- ☑ The alteration, loss or theft of the company's assets can have dramatic consequences on its sustainability, as well as on its staff.
- ☑ If in doubt, you should refer to the relevant contact (see page 22).

Financial integrity



Fraud

We must ensure all applicable regulations are strictly complied with in each country in which we operate.

We consider that:

- ➔ Internal and external frauds risk damaging the activities of the company and its image.
- ➔ Fraud and any dishonest, illegal or reprehensible action or behavior are strictly prohibited; they can engage the civil or criminal responsibility of the employee.

Your responsibilities:

- ➔ You are required to report any potential, direct or indirect fraudulent action or behavior against the company.
- ➔ You must respect procedures under all circumstances.
- ➔ You should take all necessary control measures when you identify risks of fraud.
- ➔ You should take into account the recommendations from the annual audits of our accounting auditors.

Key points to remember:

- ☑ Fraud engages not only the responsibility of the company but also that of the person committing the fraud. Fraud is liable to criminal and civil sanctions.
- ☑ You must report any potential fraudulent action or behavior that you may witness as part of your professional activities.
- ☑ If in doubt, you should refer to the relevant contact (see page 22).

Financial integrity



Accuracy of financial reports

It is essential that our financial reports perfectly reflect the reality of the company's activities.

We consider that:

- ➔ Communication with our shareholders and representatives from the financial community must be transparent, regular and accurate.
- ➔ The accounting postings, the accounts and the financial statements of the company and its various subsidiaries must accurately reflect the operations carried out.
- ➔ The accounting postings must be in compliance with applicable legal requirements, generally accepted accounting principles and the internal control measures of the company.
- ➔ The controls as well as the internal and external audits guarantee the accuracy of our accounts.
- ➔ The accuracy of our financial reports is a sign of confidence for all our stakeholders.

Your responsibilities:

- ➔ You should comply with any applicable regulations relevant to the accounting posting and publications of accounts.
- ➔ You should commit to establishing and publishing true, accurate accounts.

Key points to remember:

- ☑ In the context of your function, you must be committed, under all circumstances, to tracking all actions related to financial movements in a transparent way.
- ☑ You must be aware that the accuracy of the company's accounts is essential to its proper management and to the trust of all our partners.
- ☑ If in doubt, you should refer to the relevant contact (see page 22).

Conclusion



This Code of Conduct is a common ground for all entities of the company, and it reflects the image of ROQUETTE worldwide.

It does not claim to answer all the questions that you may come to ask yourself. It is designed as a guide to help you deal with most of the situations that may give rise to ethical questions.

It assists you, in addition to your own common sense, in performing your missions in a completely upstanding manner, throughout the world.

Key points to remember:

If you have the slightest doubt about how to behave in any situation, you should ask yourself the following questions:

- ◆ Does this comply with the law?
- ◆ Does this comply with the Code of Conduct and company regulations?
- ◆ Does this reflect well on you and the company?
- ◆ Would you tell a friend or your partner about this?
- ◆ Would you be happy for this to be published in the newspapers?

If the answer to any of these questions is “NO”, you should refer to the relevant contact (see page 22).

Conclusion



Whom should you contact?

If you have any doubts or questions or if you wish to report anything, you should refer to the relevant contact to find out what behavior you should adopt:

- ➔ Line-manager
- ➔ Human Resources Representative
- ➔ Legal Department: legal@roquette.com
- ➔ Compliance & Anti-Fraud Committee: alert@roquette.com

Questions to the **Compliance & Anti-Fraud Committee** can be sent:

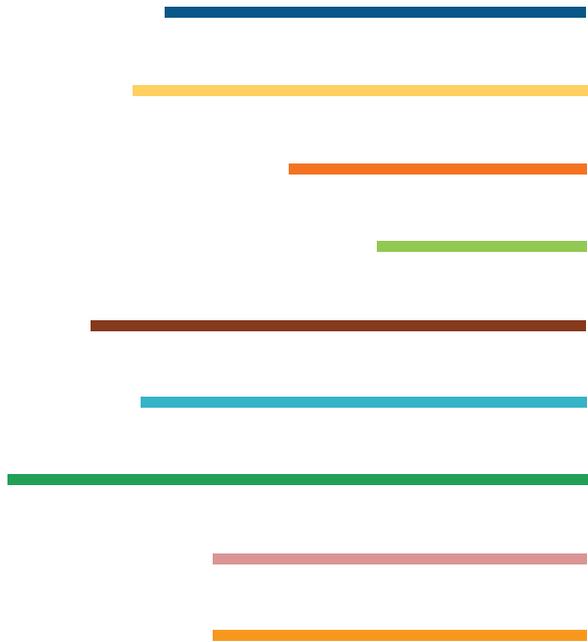
- ➔ by e-mail to:
alert@roquette.com
- ➔ by post to:
ROQUETTE Compliance and Anti-Fraud Committee
25 allée Vauban
CS 80213
59564 LA MADELEINE CEDEX
FRANCE
- ➔ in some cases, by directly contacting a member of the **Compliance & Anti-Fraud Committee**



Reference documents

- Ethics & Responsibility Charter (Group document)
- Internal Policies (local document)
- ROQUETTE's commitment to Health and Safety (Group document)
- The Safety General Principles and the Golden Rules (Group document)
- NICT Charter (New Information and Communication Technologies) (local document)
- Code of Conduct for Suppliers (Group document)
- External Companies Charter
- Q-Docs





ROQUETTE

Offering the best of nature™