

POLICY ANTICORRUPTION & ANTISUBORDINATION

1. Introduction

The Directorate General of Bionexx has determined that, following its corporate policy and the various objectives in CRS matters, the Company should edit its own policy regarding compliance with the anti-corruption legislation applicable to the Company, its sites and production zone.

The Company maintains a zero-tolerance approach to corruption. Even the appearance of corruption can tarnish the reputation of the Company and affect its capacity to do business, as well as the reputation of its employees. The Company is therefore committed to conducting ethical matters, even if it means not acquiring new affairs, not using the services of certain commercial agents or partners or suffering from delays in the operation of existing affairs.

2. Objective of politics

This policy aims to guide the ensemble of collaborators and executives of the Bionexx Company in their day-to-day activities, by providing them with the necessary practical knowledge, and by explaining how to act in compliance with anti-corruption rules. A presentation of the most important rules. This means that business affairs are maintained in a dignified and moral manner, reflecting the highest levels of integrity and compliance with all relevant laws and regulations.

3. Application of Politics

This Policy applies to all administrators, directors, employees, consultants, subcontractors and agents of the Company and reflects the standards that the Company applies to its business associates, partners, agents and consultants adhering to acting on behalf of the Company. All consultants, subcontractors and agents will receive a copy of this Policy or a link to the electronic consultant and all agreements with consultants, subcontractors and agents will include a stipulation stipulating that the consultant, the subcontractor or the agent must respect this Policy in all times.

Any infringement of the present policy will train the application of disciplinary measures that may lead to a breach of contract of employment, subcontractor, consultant or commercial. The infraction to the present policy can also be condemned for a criminal offense in many jurisdictions, including important criminal penalties and a penalty of imprisonment and in accordance with the law n ° 2016-021 on the fight against corruption. The Company considers the risk of corruption to be extremely

serious, especially in view of the fact that a condemnation of the Company or of an employee for an act of corruption would undermine the reputation of the Company.

4. Communication of Politics

A copy of this Policy has been or will be made available to all administrators, directors, employees, consultants, subcontractors and agents of the Company, as well as its verifiers and advisors. In addition, a copy of the Policy will be displayed in each office of the company's sites or production areas.

An updated version of this policy may also be obtained at any time by the Department of Human Resources.

5. Management responsibilities

The management of the Society will develop, implement, monitor and maintain an internal control system aimed at facilitating compliance with this Policy, while also encouraging a culture of integrity and maintaining high standards of ethics within the Company.

6. Prevention of illicit payments

All administrators, directors, employees, consultants, subcontractors and agents adhere to the Company's commitment to conduct its business in an honest and ethical manner reflecting the higher levels of integrity and compliance with all relevant laws and regulations in force and in particular Law n ° 2016-021 on the fight against corruption.

This Policy prohibits giving, accepting or requesting a pot of wine or what can be considered as a pot of wine and this is true for all that you do on your behalf directly or indirectly by the business of a third party or what is done by a third party in relation to the Company

This Policy applies to private commercial activities and to the activities of civil servants.

Consequently, the Company and its administrators, directors, employees, consultants, subcontractors and agents shall not do so in any case:

6.1 Pots-of-wine / government and civil servants

- (a) Directly or indirectly offer, promise or give a financial advantage or another, to a civil servant (or to another person at the request of the latter, or with his assent or his approval) with the intention of influencing the civil servant to obtain or maintain a business opportunity or an advantage in the conduct of business. A situation of influence relative to a civil servant can include the fact that the influencer has to do

something within the framework of his public functions or that he would have done in all cases.

- (b) accept, or comply with, any financial benefit claim or other type of benefit made by a civil servant;

however, an administrator, a manager, an employee, a consultant, a subcontractor, an agent or an intermediary of the Company will not violate the provisions of Article 6.1 (a) or 6.1 (b) of the Policy, if the financial advantage or other type of advantage is expressly authorized or required by the written laws applicable to the civil servant and the financial advantage or other type of advantage has been approved by the Company in accordance with the procedure preceded by section 9 below;

An "official" includes:

- any director, employee or representative acting for or on behalf of an authority governmental, or any other person acting as an official for or on behalf of a governmental authority;
- any employee of an entity belonging to the State or controlled by the State;
- a legislative, administrative or judicial officer, whether elected or named;
- a conductor or an individual who holds a position in a political party;
- a candidate for a political position; or
- a person who exercises some form of public service for or on behalf of a country.

In practice, this may include civil servants, inspectors, members of a political party, employees of a State University, judges, customs and civil servants of immigration, ambassadors and staff of embassies and agents of the public force. This list is not exhaustive. If you have any questions or inquiries, please contact the Human Resources Directorate or a member of the Executive Committee.

The only circumstances in which the Company provides that payments may be required by law in favor of a civil servant are set out in section 6.7 below.

6.2 Pots-of-wine in the private sector

Offer, supply, authorize, demand or receive a "pot-of-wine" or any item that may be perceived as a pot-of-wine, either directly or indirectly by taking a third or exercising its functions of inappropriate manner in forecasting or as a consequence of the reception of a

pot-of-wine. This is valid for all employees and managers of the company and in all company processes (finances, purchase, human resources, techniques, sales, etc ...)

A "wine pot" is a financial advantage or other that is offered, provided, authorized, demanded or received as an incentive or compensation for the inappropriate execution of functions where a person is in charge or the reception of the pot -which is the same itself.

6.3 Returns and faulty commissions

Lease as a part of a contract payment to a tiers (including employees of another contractor) or use other techniques, such as sub-treatments, purchase orders or agreements with consultants or commissions to reduce payments to tiers (including civil servants, employees of another contracting party, their proxies or business partners);

6.4 Facilitation payments

Offer, make, pay or receive all facilitation payments to one or two tiers, including, but not limited to, civil servants;

The "facilitation payment" means any payment made to encourage the beneficiary or a third party to replenish their current obligations or role, or to accelerate a routine task that it is obliged to do. These may be payments for carrying out routine tasks, including (a) the issuance of a permit, license or any other document intended to authorize a person to carry out business; (b) the processing of official documents, such as visas and work permits; (c) the provision of services normally offered to the public, such as the collection and delivery of courier, telecommunications and water and electricity supply services; (d) the supply of services normally supplied on demand, such as the charge and the discharge of cargoes, the protection of goods or perishable products against the deterioration or establishment of the inspection program linked to the execution of a contract or in transit of merchandise.

6.5 Political contributions

Agree on contributions or provide all financial assistance, directly or indirectly, to political parties or candidates on behalf of the Company.

6.6 Charities and social benefits

Agreeing on charitable donations or contributions to the communities on behalf of the Company without delay obtaining the internal approval in order to grant a grant in accordance with the procedures prescribed by the Company. Given the nature of the affairs of the Company, these may

from time to time be invited by the governments or bodies of State mandated to do so, or even be compelled by law to contribute financially or in kind, or in partnership with state agencies to the development of communities and local services for these communities, and to the infrastructure close to its assets, such as roads, schools, medical clinics and working-class housing. Within the framework of the Company's commitment to corporate responsibility and sustainable development, as general concern, the Company would like to provide such assistance in appropriate circumstances and in an appropriate manner.

However, as part of a program for which there is already an approval by the Company or which is required by applicable law, such requests must be carefully examined in order to ensure that they are legitimate. All requests must be structured in order to ensure that the benefits acceded to the beneficiaries are met.

6.7 Hiring

(a) Hiring or accept the nomination of a civil servant or members of his family. However, if the Company (following its procedures in force) considers it necessary, such a person may be hired or nominated to a position provided that:

- i.* a prior verification demonstrating that the services provided must be provided by the person not in conflict with his official functions in the government and the law of the country allows to receive a remuneration in excess of that amount of official functions;
- ii.* the reputation, the antecedents and the past return of the employee have made the object of verifications and have been documented in order to ensure that the employee is qualified for the tasks taken and that the reputation is to be integrated ;
- iii.* the services that must be provided by the person are such that the person's needs are not in conflict with section 6.1 (wine pots / government and officials) of this Politics;

6.8 Gifts and entertainment

Donate, offer or receive incentives, including gifts and entertainment, at a level that may be perceived as creating an engagement or an obligation on the part of the recipient where it may influence a decision on his part. In order to comply with this Policy, costs or expenses related to such a gift, meal or entertainment must be reasonable. It must be directly related to a promotional activity of legitimate business or the execution of an existing contract, it must be allowed in

accordance with local laws and must comply with all points of the commercial practices of the Company. In analyzing the reasonable nature of expenditure, administrators, managers, employees, consultants, subcontractors and agents of the Company should consider the frequency with which these expenditures are encouraged. Frequently modest costs can encourage, an additional time, become colossal and potentially constitute illicit payments. Even when gifts, refreshments or pastimes can be found in accordance with normal business and social expenses, this does not mean that they are authorized by law.

7 . Extortion

The Company and its administrators, directors, employees, consultants, subcontractors, agents or intermediaries must reject any direct or indirect request from a tiers (including, but not limited to, a public agent) for a pot-of-wine (including a facilitation payment), even if they reject such a request, the Company is subsequently threatened with unfavorable commercial transactions.

The Company recognizes, however, that, in some cases, the security of a person may be threatened if it does not respond to these requests. If you find yourself in this situation, you should never put yourself in danger, but should quickly signal the request to the General Management Company, to Human Resources, or to a member of the Management Committee.

As for any other violation of the Present Politic, the offer or the realization of any facilitation payment and / or the non-respect of the declaration obligations in virtu of the Present Politic constitute a subject of a disciplinary nature subject to the disciplinary process of the Company. However, the Company does not have to take disciplinary action against any person who makes a payment in such circumstances if he or she believes that he or she or the members of his or her family would be in danger if he or she does not 'had not done.

8 . Accounting; Books and account files

The Company maintains a system of internal controls for the accounting and preservation of books and accounting files which, with sufficient details, reflect the exact manner and correct the transactions and transfers of assets. Consequently:

Inaccurate, fraudulent or incomplete entries in the Company's books, files accounts and other business documents are strictly prohibited. No transaction should ever be concluded if it necessitates or involves the manufacture of inaccurate or factual accounting files, in whole or in part.

No fund or account unreported or unregistered can be established, no matter the reason.

The bypass or the event, or the bypass or event attempts, the Company's internal accounting controls are strictly prohibited.

No payment on behalf of the Company can be approved or made without any supporting adequate documentation or be made with the intention or understanding that a portion or the totality of the payment should be used for another but other than those described by the supporting documents of the payment.

These conditions apply to all transactions regardless of their financial importance.

9 . Respect of the law

All administrators, directors, employees, subcontractors, consultants and agents, in the exercise of their functions, shall comply with the laws, rules and regulations of the jurisdiction in which they exercise their commercial functions for the benefit of the Company. And in all jurisdictions where the Company maintains its commercial activities, and in particular in what concerns the laws, regulations and rules on corruption. When an uncertainty or ambiguity is presented, an adequate legal opinion should be obtained. A fundamental principle of this Policy is that discretionary decisions regarding the content of the present does not need to be taken "on the ground", but rather, should be referred by following the Procedures of the Company, to the General Directorate of the company that will make such decisions on behalf of council, if necessary, to an advocate-council from the External.

10 . Certificate of conformity

All Administrators and Directors of the Company, as well as all employees, consultants and subcontractors designated by the Board of Directors of the Company, shall annually provide a certificate of compliance with this Policy using the Joint Ethics and professional conduct of the Company.

11 . Reporting violations

Any director or employee who is aware of any actions that may constitute a violation of this Policy should notify his / her immediate supervisor. However, if a manager or employee is not ready to discuss the situation with his immediate supervisor, or if the supervisor does not manage the situation correctly, he should signal the situation to a manager of the Company or file a complaint in anonymous manner using all possible means of listing below (courier sent directly to the company offices, by post box, box of complaints ...). Managers and employees who report problems in good faith will not be subject to reprisals or disciplinary measures.

The offices of each site:

Email address: aq1@bionexx.com and hrakotobe@bionexx.com

Bionexx PO Box: BIONEXX BP 1497 Fianarantsoa 301

12. Consequences of non-Compliance with Politics

The non-respect of this Policy may train serious consequences, which could include internal disciplinary measures and a possible cessation of employment or any consultation contract. The violation of this Policy may also constitute a violation of certain laws, in particular the law n ° 2016-021 on the fight against corruption. If there is an administrator, a director, an employee, a consultant, a subcontractor, an agent or an intermediary you can commit such a violation, while the Company reserves the right to refer these transactions to Appropriate authorities, who may possibly face criminal prosecution or civil liability training penal sanctions, amendments or imprisonment.

13. Review of Politics

The Board of Directors of the Company will review and evaluate this Policy on an annual basis to determine whether the Policy is intended to ensure compliance with the legislation of the Company, its administrators, directors, employees, consultants, subcontractors and agents.

14. Question

In case of question as to whether this Policy should be followed up in a particular case, please communicate with a member of the Board, the human resources are internal or to the internal auditors / controllers.

More recent approval: 19/10/2021

Approved by: Mr François PETIT



General Director