

CODE OF CONDUCT

FOR BUSINESS PARTNERS



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INTRODUCTION

CellMark¹ recognizes its inherent responsibilities in the communities where we are present and towards all of its business partners. The purpose of this Code of Conduct is to ensure that CellMark meets its responsibilities while also protecting the business of its business partners in the various jurisdictions we are present.

In an effort to protect our mutual business this Code of Conduct for Business Partners (the “Code”)² sets out the business principles that CellMark expects all its Business Partners to follow (or equivalent principles) during their business relationship with the Group.

The term “Business Partner” means any person or entity (including its directors, officers and employees, or anyone acting on behalf of the Business Partner) that has a business relation-

ship with CellMark, including but not limited to suppliers of goods or services to the Group and representatives who conduct business on CellMark’s behalf.

The requirements set out in this Code apply in relation to the Business Partner’s business with CellMark. If the principles in this Code differ from local law or customs in a particular country, the higher standard should prevail, unless this results in illegal activity.

CellMark supports and works actively to comply with international guidelines regarding environment, human rights, and business ethics, including:

- The UN Global Compact Initiative
- Internationally proclaimed human rights standards and conventions (in particular the International Bill of Human Rights, the United Nations Guiding Principles on Business and Human Rights, the eight core conventions of the International Labour Organization, and Article 32 of the United Nations Convention on the Rights of the Child)
- The OECD Convention on combating bribery of Foreign Public Officials in International Business Transactions
- The OECD Guidelines for Multinational Enterprises.

¹ “CellMark” or the “Group” means CellMark AB and its subsidiaries, i.e. all persons and entities directly or indirectly controlled by CellMark AB, where control may be by management authority, equity interest or otherwise.

² The latest version of this Code of Conduct for Business Partners is published and available on CellMark’s website. This Code was adopted by CellMark’s Management Team on 2023-01-30. It shall not be construed as an employment contract and does not give anyone any right to continued employment by CellMark.



GENERAL REQUIREMENTS

THE BUSINESS PARTNER IS REQUIRED TO:



ACT IN COMPLIANCE

Always conduct its operations and transactions in compliance with applicable laws and regulations and with the requirements set out in this Code, and shall not enter into any business practice that would be a breach thereof.



INFORM ITS EMPLOYEES

Ensure that all its relevant employees and business partners (i.e., those involved in their business with CellMark) are aware of and comply with applicable laws and regulations and the principles set out in this Code (or equivalent principles); in particular all relevant employees and business partners should be aware of CellMark’s grievance channels.



SELECT SUPPLIERS WITH DILIGENCE

Select the suppliers it retains for its business with CellMark with appropriate diligence in the fields of business ethics, human rights, and environment.

BUSINESS ETHICS

ANTI-CORRUPTION AND -BRIBERY

The Business Partner shall never engage in, or tolerate, any act or omission that could possibly be construed as a form of bribery or corruption under applicable legislation. Similarly, the Business Partner shall never allow any third party to engage in any such act or omission.

THE BUSINESS PARTNER:

- Must not offer or ask for or receive any form of improper benefit (gift, favour or hospitality)³ with the intention to unduly influence a decision (i.e., obtain or retain business or other advantage) in relation to their business with CellMark, whether it involves government officials or private individuals.
- Shall refrain from providing gifts, favours or hospitality to CellMark directors, officers and employees.
- Must ensure that its reports, records and invoices related to its business with CellMark are accurate and complete, and that they contain no false or misleading information.

CONFLICT OF INTERESTS

Any situation that may involve a conflict of interest, or the appearance of a conflict of interest, between CellMark and its Business Partners must be avoided: the interest of CellMark and/or the Business Partner on the one hand and the personal interests of their respective decision-makers (or those of a relative, a friend or a close relation) on the other hand must be kept separate.

TRADE SANCTIONS AND IMPORT CONTROL

THE BUSINESS PARTNER:

- Shall comply with applicable international sanction programmes issued by the European Union and the United Nations and other applicable export control laws.
- Shall not, during its business relationship with CellMark, (a) be designated as a Listed Person⁴ or (b) engage in any conduct that could reasonably be expected to cause them to be designated as a Listed Person.

PERSONAL DATA

When processing Personal Data⁵ in relation to its business with CellMark, the Business Partner shall protect such data from improper disclosure, theft or misuse at all times and must immediately report to CellMark any incident involving CellMark-related Personal Data.

FAIR COMPETITION

The Business Partner shall not enter into discussions or agreements which could be construed as anti-competitive under applicable legislation. The Business Partner shall not share CellMark's sensitive information with a competitor of CellMark and vice versa or use CellMark's sensitive information for their own competitive advantage.

³ Social amenities must be customary and appropriate business courtesies and must be reasonable in value and frequency. The notion of improper benefit includes monetary gifts, monetary loans, pleasure trips or vacations, luxury goods, concealed commissions, or kickbacks.

⁴ "Listed Person" means (i) any individual, company, entity or organization designated for trade sanctions or export control restrictions on a list published by the EU, US, UN or other relevant country or authority, or otherwise subject to such trade sanctions or export control restrictions, and (ii) companies, entities or organisations that are owned 50 percent or greater by any combination of Listed Persons, or controlled by a Listed Person.

⁵ "Personal Data" is defined as any information that can lead to identify, directly or indirectly, an individual.



HUMAN RIGHTS AND WORKING CONDITIONS

FORCED LABOR AND CHILD LABOR

THE BUSINESS PARTNER SHALL NEVER:

- Use or benefit from forced labour, regardless of its form; this prohibition includes debt bondage, trafficking, and other forms of modern slavery.
- Employ children below the age of 15 or any higher minimum age for employment according to applicable laws; exceptions can only be made if their employment is in accordance with the International Labour Organization's convention on child labor (No. 138). Under no circumstances shall a person below the age of 18 be employed for any form of hazardous work.

EMPLOYMENT CONDITIONS

The Business Partner must ensure that the working conditions of its employees comply with all applicable legal requirements and agreements. In particular, the Business Partner's employees must:

- Benefit from a healthy, safe and secure working environment that meets at least applicable standards and the Business Partner maintains all required health and safety permits at all times; regular health & safety risk assessment should be carried out and relevant mitigation implemented.
- Be paid in a reasonable and timely manner; wages and benefits shall meet or exceed the legal minimum standards, collective bargaining agreements or appropriate prevailing industry standards, whichever is higher.
- Be treated fairly and equally; they must not be harassed, discriminated against or retaliated based on characteristics protected by applicable law (e.g., gender, ethnicity, religion, age, disability, sexual orientation, nationality, political opinion, union affiliation, social background).

The Business Partner must also comply with applicable legislation and agreements regarding working hours (including but not limited to overtime and overtime compensation) and rest rules (including but not limited to breaks and/or annual leave).

FREEDOM OF ASSOCIATION

The Business Partner must respect the rights of its employees to lawfully form, join or exclude themselves from associations and unions, and to be represented in collective bargaining agreements and otherwise, where permissible by local laws.

MINORITY RIGHTS

The Business Partner undertakes to respect local religious and cultural customs and the rights and integrity of local communities and indigenous people.



ENVIRONMENT

TRANSPARENCY

The Business Partner agrees to be transparent and provide CellMark and/or any relevant stakeholder with relevant environmental data (including regarding their own supply chain), when requested.

CERTIFICATION

The Business Partner undertakes to obtain and maintain all environmental certifications, permits and licenses that are relevant to their business with CellMark.

RESPONSIBLE SOURCING

All legislations involving due diligence requirements for the sourcing of products are (and shall always be) strictly followed by the Business Partner. This includes due diligence to ensure that the products sourced in relation to their business with CellMark do not contribute to human rights abuses, unethical business conduct (e.g., corruption), environmental damage or funding for conflicts (e.g, conflict minerals).

LIMITING ENVIRONMENTAL IMPACT

The Business Partner will seek to perform activities that aim at reducing its environmental impact, which includes for example the reduction of:



THE USE OF ENERGY,
WATER AND FOSSIL FUELS



THE EMISSIONS
TO AIR AND WATER



WASTE
OF ALL TYPES

COOPERATION, REPORTING AND AUDIT

THE BUSINESS PARTNER:

- Must ensure that all their relevant employees and subcontractors (i.e., those involved in its business with CellMark) are aware of and comply with applicable laws and with the principles herein (or equivalent principles).
- Undertakes to immediately inform CellMark in case of suspected non-compliance with applicable criminal laws and regulations, or with the requirements under this Code, via the following contact details:



EMAIL
compliance@cellmark.com



PHONE
+46 70-673 66 14



POSTMAIL
CellMark AB
Attn: Vice President ESG & Compliance
P O Box 11927
SE-404 39 Gothenburg, Sweden



WHISTLEBLOWING CHANNEL
cellmark.com/whistleblower

- Upon CellMark’s request, shall swiftly provide relevant information to monitor the Business Partner’s compliance with this Code.
- Agrees that CellMark (either directly or through an independent third party appointed for that purpose) may verify and assess their compliance with the undertakings above by conducting an audit at any time, subject to prior written notice (unless such notice may interfere with the audit).
- Shall cooperate fully and truthfully with any investigation or audit.
- Acknowledges that in case of breach of applicable legislation or in case of non-compliance with the requirements under this Code, it shall swiftly implement corrective actions; if a breach is not swiftly rectified or cannot be rectified, CellMark may take all necessary actions against the Business Partner, up to immediate termination of the business relationship.



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