

Axol Bioscience Ltd

CODE OF CONDUCT POLICY

1.

DOING THE RIGHT THING

Axol Bioscience Ltd expects the highest ethical standards from employees and other personnel in carrying out its business.

THE PURPOSE OF THIS CODE

This policy describes the principles by which Axol Bioscience expects to conduct its business and provides employees with guidance on the standards expected when conducting business on behalf of Axol Bioscience.

It is essential that everyone in Axol Bioscience maintains its reputation for integrity. Everyone should act honestly, fairly and with transparency and should be loyal to Axol Bioscience in the conduct of their work. They should not act in a manner which could discredit themselves or Axol Bioscience or put themselves in a position which may result in a conflict of interest.

Axol Bioscience respects the rule of law and requires all employees to conduct its business in a way that ensures compliance with the rules that apply to Axol Bioscience and all our businesses.

Axol Bioscience recognises that observing a local custom or practice may have a different effect to that envisaged by this Code. Your Manager or HR's advice should be sought in such cases to resolve the dilemma where individuals do not feel able to resolve it themselves.

SUPPORTING POLICIES

A number of the principles in this Code are supported by more detailed policies to guide employees. For example, the Gifts and Hospitality principle is supported by the Anti-bribery and Corruption Policy.

All employees are required to comply with Axol Bioscience Policies.

SCOPE

This Code applies to all Axol Bioscience employees, temporary personnel, agents and contractors.

We expect our suppliers to adhere to this Code or adopt similar ethical standards.

BREACH OF THIS CODE

Any breach of this Code may be considered to be a disciplinary matter and could result in disciplinary action up to and including dismissal. It is therefore of critical importance that you read and understand this Code.

KEY PRINCIPLES

COMPLIANCE WITH THE LAW

Axol Bioscience's businesses, employees and others to whom this Code applies must observe both law and regulations.

BRIBERY AND CORRUPTION

Axol Bioscience does not permit the bribery of any person involved in Axol Bioscience business or any customer, supplier or business partner of Axol Bioscience.

FRAUD

Axol Bioscience does not tolerate fraud.

GIFTS AND HOSPITALITY

No Axol Bioscience employee or family member should accept or solicit or give (directly or indirectly) any improper gift or hospitality.

CONFIDENTIAL INFORMATION

Axol Bioscience's trade secrets and other sensitive commercial information must be kept confidential.

CONFLICTS OF INTEREST

Axol Bioscience's employees and other personnel must avoid situations where personal interests could conflict, or appear to conflict, with Axol Bioscience's interests.

CUSTOMERS AND SUPPLIERS

Axol Bioscience treats its customers and suppliers fairly. We expect the same standards of them as we expect from our employees.

COMPETITORS

Axol Bioscience's businesses and employees must comply with all competition and anti-trust rules in the countries in which they operate.

SHAREHOLDERS AND OTHER STAKEHOLDERS

Axol Bioscience is committed to high standards of corporate governance, transparency and responsibility.

HEALTH AND SAFETY

Axol Bioscience will provide a safe and healthy working environment and does not compromise the health or safety of any individual.

ENVIRONMENT

Axol Bioscience will run efficient operations that minimise waste and reduce any negative effect of its business activities on the environment. We will promote sustainable development.

EMPLOYEES

Axol Bioscience values its employees and their diversity. We will develop our people and reward them fairly.

GUIDANCE

Many business decisions may involve ethical dilemmas. This Code cannot address every possible situation. It is very important that employees recognise when they are in a difficult ethical situation and that they seek assistance as appropriate.

The principles in this Code are intended to help guide you in the normal course of your work but they are no substitute for common sense and proper internal consultation.

If you find yourself in a situation where you are unsure of the right course of action to take, you may find it helpful to ask yourself the following questions:

- Is it legal?
- Is it ethical?
- Is it consistent with Axol Bioscience policies and this Code of Conduct?
- Can I explain it to my family and friends?
- Would I feel comfortable if it appeared in a newspaper?

HOW TO ASK A QUESTION OR RAISE A CONCERN

If you still find that you do not know the right course of action to take, if you suspect someone else of acting contrary to this Code, or if you do not understand anything contained in this Code, please speak with one of the following:

- Your manager in the first instance
- Head of HR

Never hesitate to ask questions, raise concerns, or seek the guidance you need. Axol Bioscience will not tolerate any retaliation or discrimination against anyone who has reported a concern in good faith.

COMPLIANCE WITH THE LAW

Axol Bioscience's businesses, employees and others to whom this Code applies must observe both the law and regulations.

GUIDANCE

The laws and regulations that apply to Axol Bioscience's business are numerous and often complex. If you have any doubt whether your conduct – or the conduct of a colleague or your business unit – complies with the law, guidance should be sought from your manager or the Head of HR.

You should immediately bring to your manager's attention any request that you think may be illegal or in violation of this Code. It is Axol Bioscience's policy that employees who raise such concerns in good faith shall not suffer from any form of retaliation

THEFT, FRAUD AND BRIBERY

Axol Bioscience does not permit the bribery of any person involved in the Company's business or

any customer, supplier or business partner of Axol Bioscience.

GUIDANCE

You must not, directly or indirectly, authorise, offer, promise, pay or give a:

- **Bribe**
A bribe is a reward, advantage or benefit made in order to influence and/or secure an improper advantage. The amount of the bribe offered or paid is irrelevant and it need not actually be paid
- **Kickback**
A kickback (e.g. the payment or receipt of a payment in return for securing a contract) is a form of bribe
- **Facilitating payment**
A facilitating payment is a relatively small payment or gift to an official or government employee made to expedite routine services or administrative actions to which the company would already be entitled. Such payments should not be made in any circumstances
- **Excessive hospitality**
In some circumstances, excessive hospitality can be seen as either giving or receiving a bribe. Such hospitality can include gifts, entertainment, invitations to events (for example sporting events) or other social activities.

FRAUD

Axol Bioscience does not tolerate fraud.

GUIDANCE

All staff have a responsibility to be alert to the signs of fraud and to report suspected fraud. Axol Bioscience defines fraud as any intentional act committed to secure an unfair or unlawful gain. This includes:

- Fraudulent financial reporting (such as manipulation of vendor rebates, false sales, delaying or avoiding expenses)
- Misappropriation of assets (examples include fraudulent expense claims, burglary and property damage, misuse of customer accounts or customer data)
- Theft
- Bribery or corruption
- Concealing a conflict of interest

Axol Bioscience is committed to the prevention, detection and proper investigation of fraud. Axol Bioscience will respond to all incidents of fraud, seeking to recover loss, taking action against those who perpetrate fraud and reporting incidents to the authorities as appropriate. This may lead to prosecution or to disciplinary sanctions up to and including dismissal.

Axol Bioscience will implement a fraud risk management framework that is appropriate for the size and complexity of the fraud risks that are faced.

We expect our business partners to uphold similar principles for fraud risk management.

GIFTS AND HOSPITALITY

No Axol Bioscience employee or family member should accept or solicit or give (directly or indirectly) any improper gift or hospitality.

GUIDANCE

Accepting hospitality from, or providing entertainment to, third parties is acceptable if it is reasonably related to a clear business purpose and is modest

It is recognised that the giving and receiving of business gifts is an integral part of the way in which some businesses operate. You should be mindful that the donation or receipt of gifts, hospitality or favours may give rise to embarrassing situations and may be seen as improper inducement to give some concession in return to the donor. The following principles should be observed:

- The giving or receiving of gifts or hospitality should remain appropriate to the business and should be modest. It is almost always inappropriate at the initial stages of a relationship
- Employees must obtain the consent of their manager before giving or accepting gifts or hospitality in accordance with the rules set out in the Theft, Fraud and Bribery Policy
- Gifts, favours or hospitality should never be solicited
- Gifts of money should never be offered or accepted

When being offered a gift or entertainment, a good test as to whether it is acceptable is whether or not you would be able to, or would feel obliged to, reciprocate.

For the purposes of this Code, hospitality and gifts can include travel, accommodation, social or sporting events or other benefits received or given in the context of providing or receiving gifts and hospitality.

A register of gifts and hospitality should be kept by Axol Bioscience.

CONFIDENTIAL INFORMATION

Axol Bioscience's trade secrets and other sensitive commercial information must be kept confidential.

GUIDANCE

COMMERCIAL INFORMATION

Confidential information should not be used for personal gain. You should treat email with the same confidentiality as other forms of communication

Dissemination and disclosure of commercial information must be dealt with in accordance with and in compliance with competition and anti-trust laws. The obligation of confidentiality extends to periods after you cease to work for Axol Bioscience and includes the disclosure of information to others.

PRICE SENSITIVE INFORMATION

Information will be price sensitive if it is of a precise nature that is not generally available, relates directly to Axol Bioscience and its release into the public domain would be sufficiently significant to affect Axol Bioscience's share price.

Information which is 'price sensitive' or 'inside' information may only be released following approval from the Chief Executive Officer and the Board of Directors.

The use of price sensitive information for personal gain or to avoid a loss is unlawful.

SOCIAL MEDIA

It is possible you may use social media for work purposes (e.g. LinkedIn) or for personal use outside of work (e.g. social networking sites such as Facebook and YouTube or discussion forums). Any social media use should be respectful to Axol Bioscience and to its employees, customers, practices and associated companies. Usage should be relevant, protective of the Axol Bioscience's reputation and should follow legislation.

When using social media you must not disclose confidential information (including price sensitive information). You should also be mindful of protecting yourself and your own privacy.

DATA PROTECTION

You must only collect and retain personal data for legitimate commercial purposes. You must respect the privacy of personal data relating to employees, customers and suppliers
Axol Bioscience must ensure that its data and information systems comply with data protection laws. Employees can obtain further information on Data Protection by reading the Data Protection Policy.

CONFLICTS OF INTEREST

Axol Bioscience employees and other personnel must avoid situations where personal interests could conflict, or appear to conflict, with Axol Bioscience's interests.

GUIDANCE

Conflicts of interest arise where a person's position or responsibilities within their role present an opportunity for personal gain above the normal rewards of employment. They can also arise where personal interests are inconsistent with those of their employer or create conflicting loyalties in respect of transactions between their employer and a third party.

You must not be involved with an activity for personal gain which is in conflict with Axol Bioscience's business interests. Any of your personal interests or the interests of a member of your immediate family in relation to Axol Bioscience's business must be disclosed to your manager immediately.

You must not work simultaneously for any of Axol Bioscience's competitors, customers or suppliers. If you are unsure as to whether a conflict of interest exists, please seek advice from your manager or the Head of HR. All such transactions are considered to be Related Party Transactions and should be disclosed in accordance with Axol Bioscience policies.

Accepting gifts, hospitality or entertainment may in some circumstances lead to an impairment of a person's judgement or independence, or be open to misinterpretation.

CUSTOMERS AND SUPPLIERS

Axol Bioscience treats its customers and suppliers fairly. We expect the same standards of them as we expect from our employees.

GUIDANCE

Axol Bioscience's reputation and the loyalty of our customers depends upon the quality and value of our products and the service we deliver. The integrity of our dealings with customers and suppliers is therefore critical to the long-term success of Axol Bioscience.

We will pay our suppliers, contractors and agents in accordance with agreed terms.

We expect our suppliers, contractors and agents to adhere to this Code or adopt similar ethical standards.

COMPETITORS

All of Axol Bioscience's businesses and employees must comply with all competition and anti-trust rules in the countries in which they operate.

GUIDANCE

Axol Bioscience welcomes and encourages free and open competition in the marketplace. Axol Bioscience businesses will compete vigorously but fairly and legally. Each business unit should have a formal process of educating its management on the competition and anti-trust laws of the UK and the US with regular reviews to ensure that management teams keep their knowledge up to date. This is supported by training where appropriate.

SHAREHOLDERS AND OTHER STAKEHOLDERS

Axol Bioscience is committed to high standards of corporate governance, transparency and responsibility.

GUIDANCE

Axol Bioscience engages actively and constructively with all who are interested in the success of its business. We have regular and open dialogue with our customers, suppliers, employees, shareholders and stakeholders.

POLITICAL DONATIONS

Axol Bioscience will not contribute to party political organisations.

HEALTH AND SAFETY

Axol Bioscience will provide a safe and healthy working environment and does not compromise the health or safety of any individual.

GUIDANCE

Axol Bioscience's aim is to create an accident-free workplace and we are committed to continual improvement in health and safety performance throughout our operations.

Axol Bioscience has high standards of care for the safety of our people, products and operations and for the environment in which our people work. Axol Bioscience will provide the necessary training and resources to allow for the safe performance of day-to-day activities.

Every Axol Bioscience employee has a legal duty to look after their own health, safety and welfare and that of those around them. Effective safety management requires the active involvement of every employee.

ENVIRONMENT

Axol Bioscience Ltd will run efficient operations that minimise waste and reduce any negative effect of its business activities on the environment. We will promote sustainable development.

GUIDANCE

Axol Bioscience will:

- Prevent, or otherwise minimise, any harmful effects of its operations on the natural environment
- Continually look for ways to reduce the environmental impact of our operations and products
- Provide information and advice to our customers regarding sustainable and renewable products and supply such products where appropriate
- Encourage all employees to conduct their work with regard to the highest environmental practices and minimise the waste of natural resources.

Status of this procedure

This procedure does not give contractual rights to individual employees. Axol Bioscience Ltd reserves the right to review, revise, amend or replace the content of this policy and/or introduce new policies from time to time, subject to good practice principles of consultation where applicable, with employees to reflect the changing needs of the organisation and to take account of changes in legislation.