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ENVIGO

Global + Code of Conduct



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01 // Our global Code of Conduct



“This is our global Code of Conduct – it helps us all make the right choices, every day.”



A responsible company is one that pursues an ethical path for long-term success and growth, and that is why Envigo’s global Code of Conduct (the Code) is integral to our mission of being the best company to work with and the best company to work for. Envigo, as a leading global research and development support company, has a great responsibility as the critical work we do is used to determine human, animal and environmental safety.

This document provides you with the guidance and support needed to carry out your work with integrity. The processes, procedures and policies referenced throughout offer all of us, including those third parties we work with, a simple and practical guide to making the right choices and acting in the right way, every day.

It’s incredibly important to me and the company that you take the time to read and understand the global Code of Conduct – if you don’t you could put yourself, your colleagues and Envigo at risk. It’s your responsibility, as part of the Envigo team, to understand your role in working responsibly within our global organization.

If you are ever worried that the requirements of the Code are not being followed, or if you are being asked to do something you feel is wrong, then you should follow the procedures outlined in this document. In addition, all colleagues can send any questions or concerns directly to me at askadriananything@envigo.com or submit them through the Envigo Integrity Line (envigo.com/integrity). The future success of Envigo relies upon our customers, regulators and other stakeholders being able to trust our ability to deliver quality services and products from an ethical and caring organization.

Please familiarize yourself with the Code, ensure you and your colleagues apply it, and use good judgement. In return, I pledge to lead by example in applying the Code in all that we do, 24 hours a day, 365 days a year.

Thank you for helping us continue to grow as a responsible business by always doing the right thing.

Adrian Hardy
Chief Executive Officer



July 2018

A Code of Conduct – what is it?

This global Code of Conduct (the Code) has been adopted in order to:

- + promote a culture where each Envigo colleague makes choices, and behaves in a way, that reinforces that our customers, regulators, suppliers, communities, investors and fellow colleagues can trust us to always do the right thing
- + promote honest and ethical conduct
- + promote full, fair, accurate, timely and understandable disclosure of financial and business information
- + promote compliance with applicable governmental laws, rules and regulations
- + protect company assets, corporate opportunities and confidential information
- + promote fair dealing practices
- + deter wrongdoing
- + ensure accountability for adherence to our policies and procedures

At Envigo, doing the right thing is of utmost importance and the global Code of Conduct applies to everyone.

All colleagues are required to be familiar with the Code, comply with its provisions and speak up if they witness non-compliance. All colleagues should also familiarize themselves with the local employee policies, and procedures relevant to the facility they work at.

Our suppliers operate in different legal and cultural environments throughout the world and as such we expect them to comply with the laws, rules, regulations and policies of the countries and locations in which they operate in addition to Envigo's global Code of Conduct. It is our responsibility to ensure all suppliers and their facilities meet the standards, and promote the principles, outlined in our [Supplier Code of Conduct](#).

You should refer to the Code if you have any questions or need guidance in making the right decisions. No code can cover every eventuality, and daily business decisions may require the advice and support of others. Depending on the situation, first consider consulting with your line manager, local leadership team, a member of Human Resources or the Legal Team. If you feel uncomfortable discussing the issue internally, you can report your concern or question by phone or Internet to our independent, anonymous Envigo Integrity Line listed at the end of this document.

Our vision, mission and values

Vision | Working together to build a healthier and safer world

Mission | To be the best company to work with and the best company to work for

Values | Our values are the foundation upon which we can build our success

Doing our
best work,
together,
every day



Caring
about each
other, our
animals
and the
environment



Being
honest
and
respectful



Always
learning,
challenging
and
improving





02 // Looking after our people, our customers and our animals



Zero tolerance – doing the right thing through honest and ethical conduct



Envigo promotes high standards of integrity by conducting its affairs honestly and ethically.



Each colleague must act with integrity and observe ethical standards of business conduct in their dealings with each other, our customers, regulators, suppliers, partners, service providers, competitors, and anyone else with whom they have contact in the course of performing their job.

Similarly, our relationships with our suppliers are built on mutual trust and respect in keeping with our mission and values. Colleagues are required to make all purchasing decisions in the best interests of the company in accordance with **procurement policy** and the relevant grants of authority.





While this global Code of Conduct provides a number of principles to help you make the right decision when at work, there are specific areas where we take a clear and unambiguous stance.



This includes:

- + Condoning unsafe working practices
- + Discrimination on any grounds, including race, religion, disability, gender, age or sexual orientation
- + Bullying and harassment
- + Sexual harassment – this is behavior actually based or perceived to be based on a person's gender or of a sexual nature. Unwelcome sexual advances, requests or inappropriate verbal, written or physical conduct of a sexual nature will not be tolerated
- + Violence and aggression in the workplace, or that affects colleagues, customers, suppliers, as well as those we come into contact within the course of performing our duties

- + Working under the **influence of drugs or alcohol**
- + Bribery and corruption
- + Retaliation against anyone who raises or reports concerns

As an Envigo colleague, you have a responsibility to speak up when you see or hear anything that does not conform to the requirements of global Code of Conduct and the policies and procedures it supports.

Please make your concerns known to a colleague, your manager or a local member of the Human Resources Team. If you feel uncomfortable about doing this, please use our anonymous, independent Envigo Integrity Line.

Quality and customer experience at Envigo



Our approach to quality management is focused on product and service quality and the means to achieve it.



Quality is the result of the intent of all our people to consistently provide, either directly or indirectly, fit-for-purpose products and services to our customers through robust planning, processes, quality control, quality assurance and continuous improvement. Our approach to **quality management** is focused on product and service quality and the means to achieve it.



We recognize that the provision of quality products and services is vital to our growth, success and reputation. Our brand promise is to work closely and collaboratively with our customers, making sure we understand what they need and delivering quality products, scientific research and customer service that helps them secure the potential of their essential research and products.

Anti-bribery and corruption



Envigo is committed to ensuring the prevention of bribery in all parts of its business and to conducting all of its activities in an honest manner.



It is illegal to offer, promise, give, request, agree, receive or accept any bribe or improper inducement.

It is our responsibility to speak up and report any suspected corruption. We seek to proactively prevent bribery and corruption by having open conversations to assess vulnerabilities and by giving all Envigo colleagues [guidance on what constitutes bribery](#).

That means we strive to keep up to date with the latest resources, complete the necessary training and seek advice when we have a concern. As a US company, our business is globally governed by the Foreign Corrupt Practices Act, which may be a higher standing than local law.

Animal welfare



At Envigo, we are committed to globally implementing the highest standards of animal welfare.



Our **animal welfare policy** brings a harmonized approach to the ethical use of animals through:

- + actively fostering a culture of care at all levels towards the animals used and bred at Envigo
- + complying with all applicable national and local regulations with regard to the care and use of animals within our establishments
- + achieving the highest standards of animal welfare that are compatible with attaining the scientific objectives of the studies conducted and breeding performed
- + implementing the 3R principles of 'Reduction, Refinement and Replacement'
- + fostering and encouraging the application of these objectives with our customer community and to the scientific community at large

Any colleague who observes an animal procedure or treatment which is perceived as unnecessarily painful or stressful, or any other instance where animals are not receiving the proper standard of care, should immediately report this observation in as much detail as possible to their local animal welfare representative, supervisor, facility leader, Human Resources, the local IACUC representative (United States only), or the Envigo Integrity Line.

Diversity, discrimination and harassment



Building a talented and diverse workforce strengthens our company and competitive advantage.



We each play an important role in creating an open and inclusive workplace, where every individual is able to fully contribute to our success. Building a talented and diverse workforce strengthens our company and competitive advantage.

Envigo is an **equal opportunities** employer and does not discriminate on the basis of race, disability, age, religion or belief, gender reassignment, marriage or civil partnership status, sexual orientation, gender or any other basis.

To champion these important values, we must:

- + treat others fairly and with respect and dignity
- + avoid actions that could be considered bullying or harassment, including sexual harassment
- + zero tolerance on discriminating behavior
- + report any suspected discriminatory or harassment acts or practices
- + focus solely on a person's attitude, qualifications, abilities, experience, and performance if we are responsible for hiring, terminating employment, compensation, promotions, or discipline of a colleague

Anti-slavery and human trafficking

Modern slavery is a crime and a violation of fundamental human rights.

Modern slavery takes various forms, such as slavery, servitude, forced and compulsory labor and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain.

At Envigo, we are committed to acting ethically and with integrity. We implement and enforce the right processes and controls in an effort to ensure modern slavery is not taking place anywhere in our business or in our supply chain.

Conflicts of interest



Conflicts of interest between our business interests and personal interests must be avoided.



A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of Envigo as a whole. A conflict of interest can arise when a colleague (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for Envigo objectively and effectively. Conflicts of interest also arise when a colleague (or a member of his or her family) receives improper personal benefits as a result of his or her position in the company.

Loans by Envigo to, or guarantees by Envigo of obligations of, colleagues or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by Envigo to, or guarantees by Envigo of obligations of, any colleague are expressly prohibited.

Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest should be avoided unless specifically authorized as described below:

Colleagues who have questions about a potential conflict of interest, or who become aware of an actual or potential conflict, should discuss the matter with, and seek a determination and prior authorization or approval from, their supervisor or the Legal Team via LegalTeam@envigo.com. A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a conflict of interest exists without first providing the Legal

Team with a written description of the activity and seeking the Legal Team's written approval. If the supervisor is himself/herself involved in the potential or actual conflict, the matter should instead be discussed directly with the Legal Team.

Relationships with family members and close personal friends can influence our decisions. It is important to be careful about Envigo business decisions that involve close personal relationships.

To prevent personal conflicts of interest:

- + avoid supervising or taking part in the hiring, reward, or promoting of a family member
- + avoid holding a position with access to or influence over performance appraisals, salary information or other confidential information related to a family member
- + these situations should also be avoided in connection with another colleague or a prospective colleague with whom one has a close personal relationship outside Envigo
- + if any of these situations occur, a colleague must inform his/her manager of the relationship. The manager will assess the situation, consult with his/her management as needed, and may elect to transfer one of the colleagues to another available position where no conflict exists

Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee or the Legal Team.

Government contracting

A portion of our business is conducted with government agencies. While we act with the highest level of integrity and honesty with all customers, special rules apply when we do business with any government.

Envigo can incur substantial penalties and the company and individual colleagues can even be charged with a crime for violating government procurement laws. Among other requirements, we must ensure that all invoices Envigo submits to the government are completed accurately and comply with the applicable **procurement rules**. We must also be truthful and accurate in all representations and certifications made to government agencies.

In addition, these basic rules should be followed:

- + never ask for, or use, another company's bid or proposal information, non-public government source selection information, or other proprietary or confidential information
- + never offer or provide gifts, gratuities or entertainment to a government customer without prior written approval of the Legal Team (contact LegalTeam@envigo.com)
- + comply with all restrictions on gifts or "kickbacks" by those who seek to receive business from the government and government contractors
- + never offer or accept any compensation of any kind (such as money, fees, commissions, credit, gifts, or gratuities) for the purpose of obtaining a subcontract or rewarding favorable treatment in connection with a prime contractor
- + always be truthful, accurate and complete in all representations and certifications
- + ensure that all costs are properly and accurately charged and recorded, including charging for hours worked
- + immediately disclose to the Legal Team or the Envigo Integrity Line any suspected violation of law involving fraud, conflict of interest, bribery, inappropriate gifts or gratuities, or any misrepresentation or improper invoicing in connection with a government contract

Compliance with laws



All colleagues shall comply, both in letter and spirit, with all applicable laws.



All colleagues shall comply, both in letter and spirit, with all applicable laws, rules and regulations (including and not limited to those relating to tax, the environment and labor) in the localities, states and countries in which Envigo operates.

Although not all colleagues are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to recognize a potential problem and to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Legal Team via LegalTeam@envigo.com.

Public disclosures

Envigo's periodic reports and other documents filed with any lenders, investors or other public or third party disclosures, including all financial statements and other financial information, must comply with applicable requirements.

Colleagues who contribute in any way to the preparation or verification of Envigo's financial statements and other financial information must ensure that Envigo's books, records and accounts are accurately maintained. All colleagues must cooperate fully with Envigo's Finance Team, as well as Envigo's independent public accountants and counsel.

Any colleague involved in Envigo's disclosure process must:

- + be familiar, and comply, with Envigo's disclosure controls and procedures, and its internal control over financial reporting
- + take all necessary steps to ensure that all filings or public or third party disclosures and all other public communications about the financial and business conditions of Envigo provide full, fair, accurate, timely and understandable disclosure

Protection and proper use of company, customer, supplier and colleague assets and data

All colleagues should protect Envigo's customer, colleague and vendor information assets, including electronic data, and ensure their efficient and appropriate use.

All company assets should be used only for legitimate business purposes. Any suspected incident of fraud or theft should be reported for investigation immediately.

The obligation to protect company assets includes Envigo's, our customers' and suppliers' proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any non-public financial data or reports. Unauthorized use or distribution of any such information is prohibited and could also be illegal and result in civil or criminal penalties.

Colleagues are required to adhere to local clean-desk policies, secure their laptops, personal belongings and equipment appropriately, display their identification badge when in a facility, direct anyone without a badge to the reception or security desk (where applicable), and promptly report suspicious activity.

Protecting personal data is important to us and we are also obligated under legislation such as the EU's GDPR to do so. Similarly, we treat our customers and suppliers with honesty, integrity, and respect by safeguarding commercially confidential information.

Our business goal is to be successful in the marketplace and always be better than our competitors. We must act fairly and appropriately at all times when competing. We must comply with all applicable anti-trust and competition laws. We must not take any actions that are, or could be perceived as being, anti-competitive, including price fixing or exclusionary practices.

Healthy, safe and sustainable workplace

At Envigo, safeguarding the health and safety of our colleagues is paramount to our culture, integral to the success of our business and ensures compliance with the relevant health and safety legislation at all of our locations globally.

We have a **safeguarding policy**, and our aim is to create a safe, professional working environment in which all colleagues feel a sense of pride in working for the success of our organization. We are committed to consulting with colleagues on matters of health and safety and actively promoting an open and honest conversation, encouraging everyone to identify and report hazards so that together we can all contribute to creating and maintaining a safe working environment. We strive to provide a safe, healthy and productive work environment and recognize that positive health and safety management benefits our colleagues, their families, our customers and all our stakeholders.

Envigo is committed to providing clear expectations, and resources in terms of facilities, equipment, training, expertise and time. We also ensure all facilities, processes and systems of work are designed to take account of health and safety and that our colleagues are appropriately supervised to protect their wellbeing. Global health and safety related performance will be regularly monitored to ensure that company objectives are achieved. We recognize that to fulfill our objectives and responsibilities we must have a risk-informed and engaged workforce that accepts fully the health and safety responsibilities of their role within the business.

We all have health and safety responsibilities while at work. Some of these are specific legal duties, while others are company requirements aimed at helping us best manage our environmental health and safety (EHS) risks and achieve our objectives.

- + Take reasonable care of your own safety and that of others
- + Cooperate with the company on matters of health and safety
- + Use any work equipment as instructed and follow given procedures
- + Report promptly any health and safety issues in your workplace to your line manager, local facility manager or a member of the Human Resources team
- + Use the correct Personal Protective Equipment (PPE)
- + Participate in health surveillance programs when asked to
- + Report promptly any injuries, accidents or near misses
- + Report promptly any illness or adverse health condition which might be caused by work, or might affect you at work

Our **Environmental Policy** helps us reduce environmental impacts from our operations, products and services, manage environmental risks and pursue sustainability initiatives such as reducing waste and promoting recycling. Colleagues are required to adhere to these programs, as well as be familiar and comply with environmental laws and regulations that relate to our specific work responsibilities.



03 // Our integrity



External communications and social media



The way we communicate internally and with the outside world is crucial to building trust.



We must ensure all communications about our business interests are timely, accurate and reflect our values. We must also ensure communications comply with our communications policy, approval procedures, and all applicable laws.

As an individual you have the right to make personal comments on social media, making it clear that any opinion you express is your own and not the company's.

However, it's important to remember that only designated spokespeople can make comments on behalf of Envigo. When using social media, you must be careful that you don't inadvertently share proprietary or confidential information about Envigo, our customers or suppliers. Examples could be the early release of sales figures or knowledge of a company restructuring. Our policies around confidential information still apply on personal use of social media accounts.

Corporate and business opportunities



All colleagues owe a duty to Envigo to advance its interests when the opportunity arises.



Colleagues are prohibited from taking for themselves personally (or for the benefit of friends or family members) business opportunities that typically would be pursued by, or would be of interest to, Envigo, or that is properly within the scope of Envigo's activities. Business opportunities that are discovered through the use of company information or such person's position within Envigo, that are expressly presented or offered to such person directly and exclusively in his or her capacity within Envigo, or that compete with Envigo, are expressly prohibited.

Colleagues may not use Envigo assets, property, information or position for personal gain (including gain of friends or family members).

Political activities



Envigo is committed to citizenship and community involvement.



Colleagues are free to contribute their personal time and support to candidates, parties and civic organizations. However, a colleague's individual political involvement must be totally voluntary, on the colleague's own time and at their own expense.

Colleagues engaged in personal political activities should not purport to speak or act on behalf of Envigo. Colleagues are not allowed to directly, or indirectly, use or contribute company funds or assets to a political party, candidate or campaign unless the activity is lawful in the country involved and is approved by the Legal Team and a member of the Executive Committee. This includes use of Envigo facilities, office equipment, supplies, inventory and even a colleague's own work time.

Confidentiality



Colleagues should maintain the confidentiality of all information entrusted to them by Envigo or by its customers, suppliers or partners, except when disclosure is expressly authorized or is required by law.



Many employees have signed confidentiality agreements as a condition of employment and must abide by them. If you have any questions about this please speak to your line manager or contact the Legal Team LegalTeam@envigo.com

Fair dealing



Colleagues must deal fairly with Envigo's customers, suppliers, partners, service providers, competitors and anyone else with whom he or she has contact in the course of performing his or her job.



No colleague may take unfair advantage of any business colleague through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.



Reporting and enforcement



Actions prohibited by the Code must be reported to your supervisor, facility leader, local HR representative, the Legal Team or the Envigo Integrity Line.



Any person becoming aware of wrongdoing that may violate the Code, may also visit the Envigo Integrity Line website at envigo.com/integrity.

After receiving a **report of an alleged prohibited action**, the relevant supervisor or member of the Legal Team will promptly take appropriate actions necessary to investigate.

Envigo will ensure prompt and consistent action against violations of the Code.

If, after investigating a report of an alleged prohibited action by any person, the relevant supervisor determines that a violation of the Code has occurred, the supervisor should report such determination to the Legal Team, which, in partnership with senior leadership, will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

Zero tolerance for retaliation



Envigo prohibits retaliation against anyone who raises or reports concerns.



Envigo prohibits retaliation against anyone who raises or reports concerns and will take disciplinary action up to and including dismissal (in accordance with local labor laws) against any colleague who threatens or engages in retaliation or harassment of someone who has reported, or is considering reporting, a concern in good faith.

Similarly, we will report an agency worker who retaliates against anyone raising a report or concern to the worker's employment agency and terminate their assignment with Envigo.

Remember to do the right thing, and speak up if something isn't right

The global Code of Conduct is not a substitute for your good judgment, and it cannot cover every conceivable situation. You should ask yourself three simple questions if you have any doubts about what you should do:

- + How would this decision look to others within Envigo and externally?
- + Am I willing to be held accountable for this decision?
- + Is this consistent with the spirit of Envigo's global Code of Conduct?

Remember: Act if you see an issue. Ask if you're not sure.

Envigo Integrity Line – envigo.com/integrity



If you are ever worried that the requirements of this Global Code of Conduct are not being followed, or if you are being asked to do something you feel is wrong, then you should follow the procedures outlined in this document. Depending on the situation, first consider consulting with your line manager, local leadership team, a member of Human Resources or the Legal Team. If you feel uncomfortable discussing the issue internally, you can also choose to register your concerns anonymously online or by phone using the Envigo Integrity Line via envigo.com/integrity, which is hosted by an independent, third party provider.*



* In a limited number of countries local laws may only permit reports of a financial nature through the Envigo Integrity Line. In these countries, you may still raise any other concerns you may have with your supervisor or colleagues in Human Resources or Legal.

