



DWK Life Sciences

CODE OF CONDUCT

Effective February 1, 2019



**DURAN
WHEATON
KIMBLE**

Excellence in your hands

February 1, 2019

Dear Colleagues and Business Partners,

DWK Life Sciences is committed to the highest levels of ethics in everything that we do. Together with our Values – Passion, Precision, Creativity and Trust – our Code of Conduct serves as a guiding principle for the business conduct of our individual employees and for all of us collectively. By adherence to this Code of Conduct, DWK Life Sciences can preserve its reputation as a world-class supplier to the life sciences industries.

This Code of Conduct applies to all of DWK Life Sciences and its global subsidiaries. We expect all employees, and anyone acting on our behalf, to observe this Code of Conduct in addition to those laws and regulations that apply to our business activities wherever we operate. DWK Life Sciences is committed to appropriate business practices, fair competition, avoiding conflicts of interest, protecting the human dignity of our employees and contractors, and protecting the environment and communities in which we operate. Violation or circumvention of these principles is never in DWK Life Sciences' best interest and can result in considerable harm to DWK Life Sciences.

Thank you very much for your support.

**The Board of Directors
DWK Life Sciences**

1 Basic Conduct

1.1 Proper Conduct

It is a basic principle of DWK Life Sciences to follow all applicable laws and regulations and the expectations of this Code of Conduct. Additional guidelines or policies may apply in specific regions or legal entities consistent with the intentions and expectations of this Code of Conduct. Violations of the law must be avoided without exceptions. In case of inappropriate or illegal conduct, the transgressing manager or employee may expect disciplinary actions in addition to any legal sanctions if obligations have been violated.

1.2 Respect, Honesty and Integrity

The personal dignity and personal rights of people must be respected.

Vis-à-vis employees, suppliers, customers and business partners, we make our decisions exclusively on the basis of factual and objective considerations. We will not consider any inappropriate motives, such as discrimination, retaliation or unfair business practices.

1.3 Responsibility for DWK Life Sciences' Reputation

The reputation of DWK Life Sciences is essentially shaped by the behavior, the actions and the conduct of each individual employee. Illegal or inappropriate conduct by even one employee can do substantial damage to the company. All employees are therefore obligated to respect, maintain and promote the reputation of DWK Life Sciences.

1.4 Leadership, Responsibility and Supervision

Managers are responsible for the work areas, company assets and employees entrusted to them. Managers must make clear to their teams that compliance with applicable laws and regulations, the DWK Life Sciences Code of Conduct and any additional company guidelines or policies has utmost priority under all circumstances and at all times, while at the same time giving employees responsibilities of their own and freedom of action. However, the responsibility of the managers does not relieve employees of their own responsibilities for appropriate conduct.

Managers must be accessible for questions as well as professional and personal concerns of their co-workers. Managers must earn the respect of their staff by their exemplary personal behavior, performance, openness and social competence. They must always emphasize the importance of ethically irreproachable conduct, promote it through personal leadership and suitable actions, and set clear, ambitious and realistic goals.

2 Interaction with Employees

2.1 Treaties and Recommendations of International Organizations

Apart from the laws and regulations of individual countries there are a number of important treaties and recommendations of international organizations which constitute important guidelines for the conduct of employees of companies doing business at the international level.

DWK Life Sciences supports these recommendations and expects from its employees worldwide a conduct which accords in particular with the 1948 Universal Declaration of the Human Rights (UN) and the 1950 European Convention for the Protection of Human Rights and Fundamental Freedoms.¹

DWK Life Sciences is committed to honoring the declaration of principles of the International Labor Organization (ILO) concerning multinational enterprises and social policy of 1977² as well as ILO's 1998 declaration on fundamental principles and rights at work: elimination of child labor, abolishment of forced labor, anti-discrimination policies, freedom of association and the right to collective bargaining.³

1) For the text of these provisions, please see <http://www.un.org/en/universal-declaration-human-rights> and <https://www.echr.coe.int/Pages/home.aspx?p=basictexts&c>

2) For the text of this declaration, please see <https://www.ilo.org/empent/areas/mne-declaration/lang--en/index.htm>

3) For the text of this declaration, please see <https://www.ilo.org/declaration/lang--en/index.htm>

2.2 Employee Representation

In those countries in which worker representatives are democratically elected by co-workers, company management will work openly and constructively with these representatives in compliance within the legal framework applicable in each particular country.

2.3 Employee Development

DWK Life Sciences' success is based to a significant extent on the know-how and the commitment of its employees. DWK Life Sciences is therefore committed to invest in the development and qualifications of its employees and to promote talent within the limits of DWK Life Sciences' economic resources and requirements.

2.4 Anti-Discrimination Policy

DWK Life Sciences does not condone and will not tolerate any harassment, discrimination, mistreatment or retaliation on the basis of race, skin color, nationality, descent, gender, faith or religion, sexual identity or orientation, age or physical disability.

Only an employee's ability, performance and conduct are relevant for, among other things, recruitment and promotion.

All employees are entitled to fair, polite and respectful treatment by managers and colleagues. All employees are obligated to respect their co-workers. Harassment and discrimination are absolutely prohibited, including specifically any harassment or discrimination on the basis of race, color, religion, sex (including pregnancy, gender identity, and sexual orientation), national origin, age, disability, or genetic information, or any harassment involving the conditioning of employment decisions on the performance of or refusal to engage in sexual acts. It is also a violation of this Code of Conduct to discriminate against a person because the person complained about discrimination, filed a charge of discrimination, or participated in an employment discrimination investigation or lawsuit.

3 Dealing with Business Partners and Third Parties

3.1 Competition and Antitrust Laws

Every employee is obligated to observe the rules of fair competition. In particular it is not permissible to make anticompetitive agreements with competitors, to set obligatory prices, coordinate offers, limit or set production quotas or to divide up customers or markets.

It is also prohibited as a matter of principle to exchange sensitive market information with competitors to facilitate insight into current or future competitive capabilities.

3.2 Corruption

DWK Life Sciences rejects and will not tolerate corruption. For this reason DWK Life Sciences demands that its employees refrain from any type of corrupt practices – regardless of the country in which they are active.

No employee may offer, promise, grant or approve inappropriate advantages in connection with any business activity. Nor shall any employee use his or her official position or influence within DWK Life Sciences to demand, accept, guarantee or accept guarantees of personal advantages. This applies in relation to public officials as well as with regard to institutions, employees and representatives of other companies or business partners, including customers and suppliers.

Invitations, gifts and other favors that exceed a symbolic value and are beyond a reasonable limit must be declined politely but firmly. In this regard, please be aware that more specific local guidelines or policies may apply.

Subcontracts, orders or consultancy agreements may not be used as a means to grant undue favors to public officials, employees or business partners or their relatives and/or business associates. The compensation paid to those performing services for and on behalf of DWK Life Sciences must be fair, proportionate to the service provided and is to be paid exclusively for legitimate services.

Any transaction involving money or in-kind benefits to government employees or to candidates for office, or to organizations engaged in lobbying any governmental agencies or employees should be reviewed and approved by an appropriate company officer. The same applies for company contributions to political candidates, or payments made to any governmental entities.

3.3 Business Relationships with Customers and Suppliers

DWK Life Sciences expects from its customers and suppliers that they share the principles of this Code of Conduct, which DWK Life Sciences has set in regard to corporate responsibility and to observe all applicable laws and regulations.

4 Conflicts of Interest

4.1 Avoiding Conflicts of Interest

Employees may not pursue any personal business activities or interests, which conflict with the legitimate interests of DWK Life Sciences.

A conflict of interest can result when employees encounter situations, in which their personal or economic interests conflict with the interests of DWK Life Sciences. This is particularly the case when employees maintain private relationships with business partners of DWK Life Sciences or their employees or personally participate in a company maintaining a business relationship to DWK Life Sciences.

Every employee is obligated to reveal such current or potential conflicts of interest to his superior without solicitation and to the full extent.

4.2 Prohibition of Competition

It is prohibited for an employee to work for or manage any company in competition with DWK Life Sciences or to pursue any activities competing with DWK Life Sciences.

4.3 Other Occupations

Other occupations that are remunerated must be cleared beforehand with the manager of the employee involved and the competent authority at DWK Life Sciences and require a prior written approval.

Exceptions are publications, lectures and other occasional as well as all voluntary activities. However, no confidential information of DWK Life Sciences or its business partners may be used or published in the process.

5 Handling of DWK Life Sciences' Property and Information

5.1 Official and Private Use of DWK Life Sciences' Property

DWK Life Sciences maintains a variety of appliances, equipment and other working materials in its offices and operating facilities. Every employee is obligated to treat this company property with care and in the intended manner.

DWK Life Sciences property may not be used for private purposes or removed from the company premises without express approval or when private use is prohibited by applicable rules and regulations or operational practice.

5.2 Information Protection

Protecting internal DWK Life Sciences information and trade secrets is of extremely great importance. Just as important is the security of confidential information of third parties obtained by DWK Life Sciences within the scope of business relationships with customers, suppliers and other business partners. Utmost secrecy is thus required for such information.

This obligation to secrecy also applies even after termination of the employment relationship. This refers particularly to revelation of trade secrets, regardless of when this is accomplished and whether or not DWK Life Sciences, its employees or its customers might suffer damage.

6 Safety, Health and Environment

The safety of people and the protection of the environment are part of the company's clearly defined goals and policies. Compliance with the Company's EHS Policy is expected at all times.

6.1 Safety and Health

The safety and health of its employees at the workplace has the highest priority for DWK Life Sciences. This includes the maintenance and constant improvement of standards in the areas of operational safety, labor and health protection. Every field of work and its surroundings at DWK Life Sciences must satisfy these safety standards.

Every employee bears joint responsibility at DWK Life Sciences for creating and supporting safe working conditions. Employees are therefore obligated to pay continuous attention to on-the-job safety.

Every manager is responsible for the safety and protection of his employees according to applicable laws and regulations and is obligated to familiarize, regularly train and supervise them accordingly.

6.2 Environment

The protection of the environment and the natural resources are high-priority goals for DWK Life Sciences.

All employees must contribute to these goals through their behavior. Based on the commitment of all employees and the respective leadership role of company management, DWK Life Sciences wants to act in an environmentally friendly way and will work constantly on improving the ecological balance. Environmentally friendly design, technical safety and protection of health are goals that are to be pursued during product development and other company operations.

6.3 Averting External Danger

As a globally operating company DWK Life Sciences and its employees are exposed to a multitude of external dangers (in terms of damage to assets and property and business secrets) resulting from criminal action, terrorism, sabotage and espionage as well as natural catastrophes. All employees are requested to contribute to safeguarding against such hazards within the limits of their own personal safety.

7 Export Control and Customs

DWK Life Sciences complies with all export and import control and customs regulations that apply in all countries where it does business.

All employees who are involved in the import or export of merchandise, services or technologies (including technical data) must comply with all applicable laws and regulations with regard to economic sanctions or export and import controls, as well as with all guidelines and processes having to do with their business activity.

8 Privacy

Personal data may only be collected, processed or used by DWK Life Sciences to the extent it is necessary for specific, clear and legal purposes. In addition, personal data is stored in a secure manner and transferred only under observance of the required precautionary measures. A high standard must be ensured for the data quality and the technical protection against unauthorized access. Use of personal data must be transparent for the affected person, and the latter's right to obtain information and, if necessary, to object and demand blockage or deletion as may be allowed by applicable law must be respected.

9 Support and Concerns

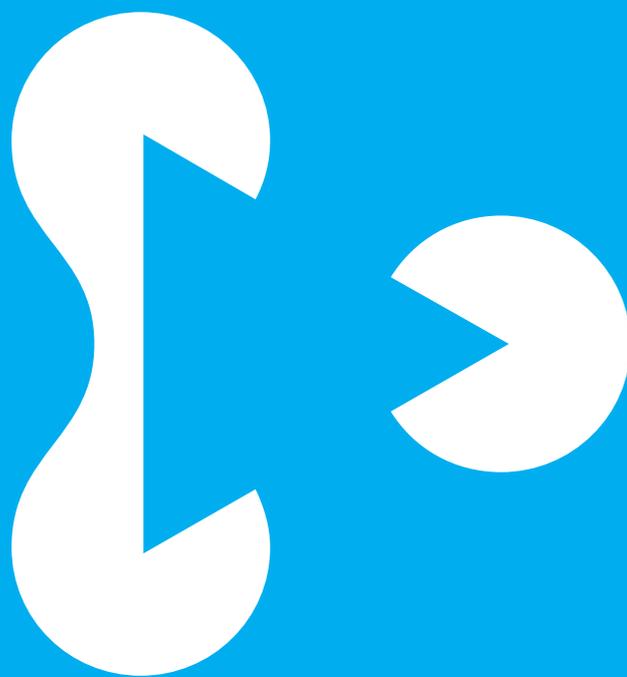
If any employee of DWK Life Sciences has occasion for complaints or doubts whether his or a third party's conduct is in compliance with applicable laws and regulations or this DWK Life Sciences Code of Conduct, his or her manager, the Human Resources Department and the company's officers are available to respond to questions or to provide guidance on appropriate conduct.

10 Scope and Implementation

The Code of Conduct applies without restriction for DWK Life Sciences and all of its subsidiaries and affiliates, including but not limited to DWK Life Sciences GmbH, DWK Life Sciences LLC, Scherf Präzision Europa GmbH, Scilabware Ltd. and Duran d.d.. With respect to shareholdings in which the company owns less than 100% of an entity, it is the goal of DWK Life Sciences to encourage the adoption of this Code of Conduct or other similar standards of conduct with similar provisions.

Already existing DWK Life Sciences rules and regulations continue to apply without limitation in addition to the Code of Conduct. In the event of any conflict, this Code of Conduct will prevail.

The heads of the legal entities within DWK Life Sciences are responsible for implementing and executing this Code of Conduct. All DWK Life Sciences officers and managers worldwide are obligated and responsible to actively support comprehensive communication regarding, and adherence to, this Code of Conduct. Responsibility for specific actions associated with this Code of Conduct may be delegated by company officers to specific persons within geographic regions or having responsibilities within specific business units.



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