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## CODE OF CONDUCT

### DEFINITIONS

**Public Agent:** any individual, civil servant or not, even if temporarily or without remuneration, by election, appointment, hiring or any other form of investiture or bond, mandate, position, employment or public service in or for any of the Powers of the Union, the States, the Federal District, of the Municipalities; any natural person working for service provider contracted or contracted for the execution of typical activity of Public Administration; or any party leader political party, its employees or other persons acting for or on behalf of a political party or candidate for public office in federal instances, state or municipal and in the executive, legislative or judicial branches.

**Top Management:** group of people representing the highest level of the hierarchy from Biodine.

**Employees:** any employees, managers, partners, administrators, directors, interns, apprentices.

**Channel partners:** distributors, as well as any individual or legal entity with whom Biodina, directly or indirectly, maintains a relationship contractual or institutional, for commercial purposes.

**Service providers:** is the individual or legal entity that performs some type of a job for Biodina in exchange for financial remuneration. two

## **MESSAGE FROM TOP MANAGEMENT**

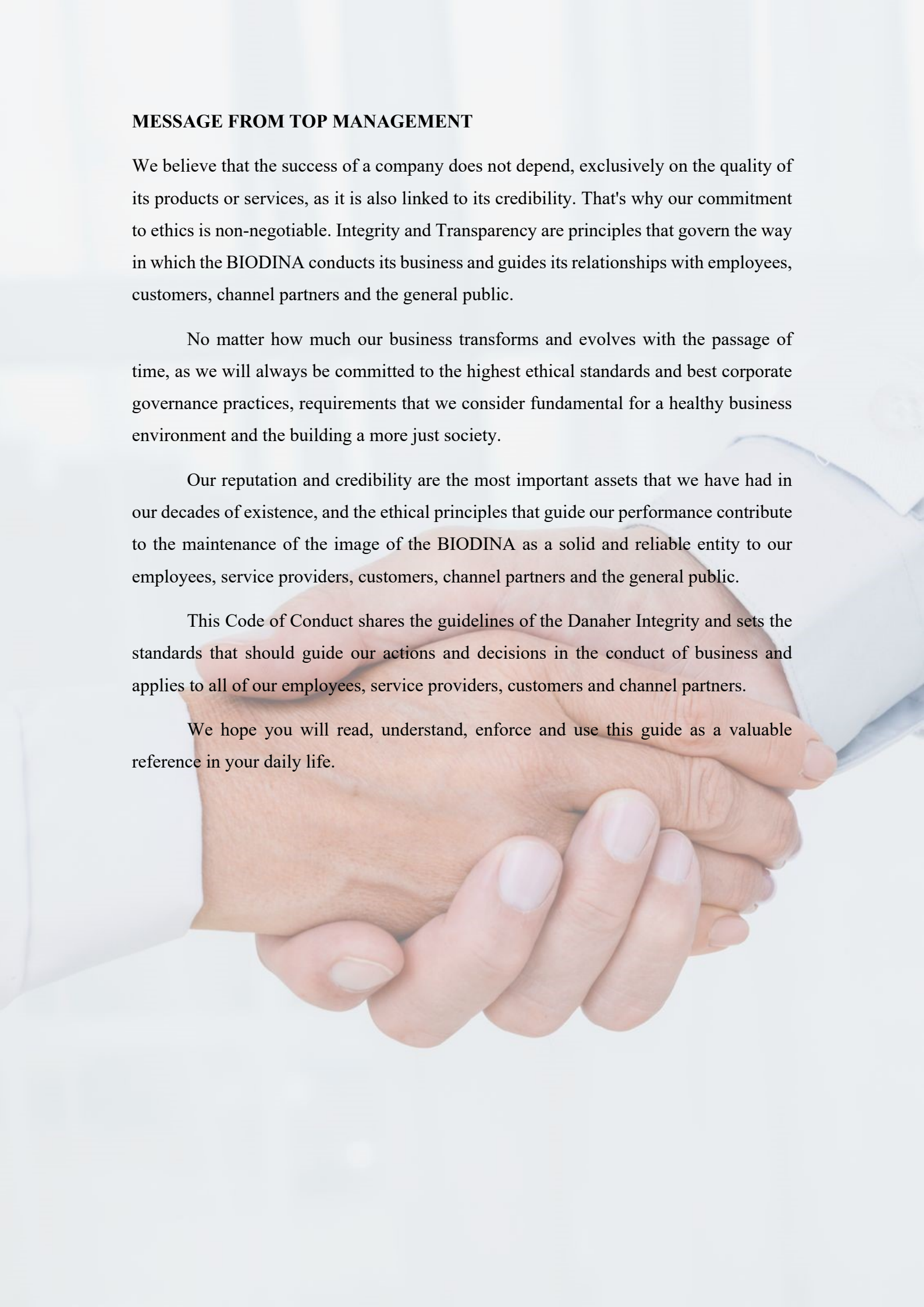
We believe that the success of a company does not depend, exclusively on the quality of its products or services, as it is also linked to its credibility. That's why our commitment to ethics is non-negotiable. Integrity and Transparency are principles that govern the way in which the BIODINA conducts its business and guides its relationships with employees, customers, channel partners and the general public.

No matter how much our business transforms and evolves with the passage of time, as we will always be committed to the highest ethical standards and best corporate governance practices, requirements that we consider fundamental for a healthy business environment and the building a more just society.

Our reputation and credibility are the most important assets that we have had in our decades of existence, and the ethical principles that guide our performance contribute to the maintenance of the image of the BIODINA as a solid and reliable entity to our employees, service providers, customers, channel partners and the general public.

This Code of Conduct shares the guidelines of the Danaher Integrity and sets the standards that should guide our actions and decisions in the conduct of business and applies to all of our employees, service providers, customers and channel partners.

We hope you will read, understand, enforce and use this guide as a valuable reference in your daily life.



## **1. OUR STORY**

BIODINA is consolidated in the market, based in the state of Rio de Janeiro and nationwide, operating in the health market in commercial representation of medical and hospital products for several decades.

Its differentials are (i) a team of highly qualified professionals qualified, (ii) a very well structured and ready distribution matrix to meet the demands of all customers in the healthcare segment, (iii) the exclusivity in the commercial representation of the best global brands of medical-hospital products and (iv) the representation of high-quality products quality, complete precision and accuracy.

## **2. MISSION, VISION, PRINCIPLES**

BIODINA's mission is to contribute to the improvement in health through the commercial representation of the best global brands of hospital products with the best technology in the market where it operates, also offering training and continuing education to professionals.

Its vision is to be a national reference for excellence in customer service. Our customers, providing employees, service providers and channel partners professional development, in a pleasant environment, and transparent communication.

Its principles are Excellence and Quality in customer service. customers, as well as Integrity, Transparency and Respect in relationships with employees, service providers, customers, channel partners and the general public.

## **3. COMMITMENT TO ETHICS**

BIODINA understands that for the good conduct of its business it is essential to comply with all laws, regulations and regulations applicable to its activities.

That is why it is committed to the implementation of an ethical culture and transparent, highly effective and hopes that the attitudes of everyone with it relate, are guided by transparency, ethics, mutual respect, comply with the principles adopted by it

and have strict compliance with legislation, mainly with the Brazilian Anti-Corruption Law – Law No. 12,846/2013.

We comply and require our channel partners to comply with applicable international trade laws, including those that regulate import rules that prohibit money laundering, as well as laws and regulations governing distribution, marketing and contracting of public administration, guaranteeing safe, reliable and quality.

This Code of Conduct gathers guidelines that reflect your commitment to ethics and is applicable to all those who relate to the BIODINA.

#### **4. RELATIONS WITH CHANNEL PARTNERS**

In the accreditation of channel partners, BIODINA takes into consideration of technical, professional and ethical criteria, as well as the compliance with legal requirements. BIODINA expects and acts positively so that its partners in channel:

- Comply with their Code of Conduct and Internal Policies, as well as the Anti-Corruption Law, the Bidding Law and other laws in force in the parents;
- That its relationships with third parties be guided in accordance with ethical principles such as transparency, integrity and honesty;
- Preserve good market practice in negotiations;
- Never offer an undue advantage to a public agent to try to close a contract with the Public Administration;
- Never try to obtain information to give unfair competitive advantage to BIODINA's portfolio products in a public contract;
- Always be truthful and accurate in all oral communications and by written with public officials;
- Keep all their financial and accounting records reliable;
- Know applicable public procurement and procurement laws and strictly comply with the terms of public contracts that celebrates

## **5. COMPETITIVE PRACTICES**

BIODINA defends free and fair competition combined with a competitive market based on product quality through commercial practices ethical and legal.

Employees and channel partners must ensure fair competition and not to engage in activities or businesses that are harmful to the consumer, the public administration or society.

Anti-competitive measures by employees, service providers and channel partners will not be tolerated, resulting in the termination of contracts or application of fines. Obtaining competitive information should occur only by lawful means. Will not be admitted:

- That channel partners enter into agreements with a competitor in order to frustrate or defraud, by means of an arrangement, the bidding process;
- That employees, service providers and channel partners enter into agreements with competitors not to negotiate with other companies.

## **6. WORK ENVIRONMENT RELATIONS**

Ethics and respect for the law must always guide the relations of employees, service providers and channel partners of BIODINA between itself, with customers, channel partners and the general public.

BIODINA values the well-being of its employees, service providers services, channel partners and whoever visits our facilities, keeping a safe, healthy work environment so that they can perform its activities, health and safety being a commitment of all.

Under no circumstances do we accept:

- Hiring child labor and work for children under 18, except upon special contracting through the Young Apprentice Program;
- Exploitation of slave and/or forced labor;
- Conducts of humiliation, coercion or threats that constitute harassment sexual, moral or of any nature, creating situations of disrespect, intimidation or threat in the relationship between employees and channel partners, regardless of level hierarchical;

- Ingestion of alcoholic beverages on site and/or during working hours job;
- Use and possession of drugs and permanence in the work environment in altered state by the use of these substances;
- Acts of vandalism, fire or other criminal activities.

The construction and strengthening of BIODINA's image is also by the posture and behavior of their employees, service providers and channel partners with the general public.

When using social media, employees, service providers and channel partners must always adhere to the highest ethical standards, never linking BIODINA's name to opinions and personal posts that oppose its values and principles and that may compromise its image and reputation.

BIODINA respects the plurality of opinions and the individual right to your employees, service providers and channel partners if engage in political activities.

However, disclosure of political activities in the environment is prohibited. of work, as well as the use of company resources or linking your name to these activities and/or to serve personal or political partisan interests.

We care for the construction of an environment without discrimination, respecting diversity and inclusion in the formation of our teams, as well as as in the orientation of our activities.

## **7. USE OF COMPANY RESOURCES**

BIODINA expects its employees, service providers and channel partners use their resources consciously, avoiding waste and properly evaluating the costs of services and products acquired, for the exclusive benefit of the activities performed in its Name.

Employees, service providers and business partners are prohibited from channel use BIODINA's goods, equipment or facilities for private.

Employees, service providers and channel partners have the obligation to protect the company's assets and use them only for predicted and expected. It is expressly prohibited to use the resources of BIODINA to buy gifts, pay expenses or make donations to the 3rd.

All expenses (fees, air or ground travel, accommodation, meals, events and congresses etc.) must be documented appropriately, and approved by the legal representative.

Employees or service providers are not allowed to use own or company resources, for approval of payments of facilitation and funds to expedite licenses, permits, authorizations or any other procedure within the administrative process.

## **8. FINANCIAL RECORDS**

BIODINA believes that maintaining the integrity of its records financial resources is fundamental for the ethical conduct of its business and encourages your employees and channel partners to record accurately, transparent and understandable.

Employees, service providers and business partners are prohibited from channel coerce, manipulate, deceive or in any way influence the independent auditors (or encourage others to take such actions), so that they change their analysis of the company's financial and accounting records.

All BIODINA financial information (statements financial statements and tax files) must be accurate and correct and must be in compliance with legal requirements and accounting principles applicable, noting that employees and channel partners must keep secrecy under them.

Even if the employee or service provider does not perform a function financial or accounting, has an obligation to provide financial information integrity and must never provide false records (or encourage others to do so) to feed the accounting records. Daily transactions are recorded on our statements financial and accounting documents and must be accurate and complete.

Employees, service providers and business partners are prohibited from channel omitting (or encouraging others to omit) important information and necessary to maintain the integrity and compliance of records financial and accounting.

It is expressly prohibited to use the financial records and BIODINA's accounting records for the practice of illegal and corrupt activities, such as money laundering, improper payment to public officials etc.



## 9. CONFLICT OF INTEREST

Conflict of interests is characterized by obtaining an undue advantage, individually or in a group, directly or indirectly, compromising the interests of BIODINA. Some situations that may characterize conflicts of interest:

- maintain any financial, business or affective relationship with channel partners, customers or competitors that could compromise the interests of BIODINA;
- obtain financial advantage, directly or indirectly, from institutions with which BIODINA maintains commercial relations;
- accept, directly or indirectly, money, an object of value or advantage of any person or entity that has or is interested in create business relationships with BIODINA;
- take advantage of your position, position or personal relationship to obtaining personal favors or benefits;
- use the facilities, equipment or any other resources of BIODINA, for your personal benefit or that of third parties;
- use privileged information obtained as a result of their position for personal benefit;
- hire or influence the hiring of channel partners that have in their corporate composition, or participate at a decision-making level in the hiring of people with whom they have relationships with competitors;
- carry out parallel activities, outside the working day, that interfere with the skills and conditions for carrying out work at BIODINA, or that harm its image.

The existence of an actual or potential conflict of interest is not necessarily a violation of our Code. However, if you do not inform Biodina about the situation that may represent a conflict of interest, you could be committing a violation.

You must be able to recognize situations where you may be in a conflict of interest and refuse to interfere, influence or make the decision.

If there is any question or communication regarding conflicts of interest, please contact the office responsible for Biodina's legal department, in order to ensure that the matter is analyzed.

Conflicts of interest can, in some cases, be easily remedied or controlled, provided they are promptly communicated.

## **10. RELATIONSHIP WITH THE PUBLIC ADMINISTRATION**

Employees, channel partners and service providers, when necessary, contact with the public administration, should be guided by the highest standards of honesty, professionalism and transparency, respecting the applicable legislation and the ethical principles of this code.

BIODINA disapproves of any actions that characterize corruption, bribes or undue advantages. Courtesies of any kind must not be accepted or offered aimed at facilitating negotiation or any other type of favoritism, whether gifts, gratuities, favors, discounts on transactions of personal, business or leisure trips, invitations to attend events, etc.

We emphasize that in the relationship with the public administration it is prohibited to our employees, service providers and channel partners offer or receive courtesies to/from public officials or office holder's politicians and their parties.

We encourage that such practice, if characterized, be reported on the Channel BIODINA's Complaints Office ([canaldedenuncia@biodina.com.br](mailto:canaldedenuncia@biodina.com.br)) for the investigations, sanctions and punishments, with the exception of the right to contradictory.

## **11. GIFTS, GIFTS, TRAVEL AND HOSPITALITIES**

Any situation that could discredit the image of BIODINA must be avoided as a result of receiving or offering gifts, travel and invitations to entertainment events from partners of channel, customers, competitors and public agents.

It is understood by gifts, objects without commercial value, with characteristic promotional gifts, or gifts that do not exceed the amount of R\$ 200.00 (two hundred reais).

Thus, it is stipulated:

- the legal representative, employee or service provider must not accept or offer, directly or indirectly, money (gratuities), gifts of a personal nature or any other form of favor that may affect decisions, facilitate business or benefit third parties;
- if the gift or gift is outside the conditions established in this Code, must be returned and forwarded to the Area manager who has received;

- all employees, service providers and channel partners must report to the immediate manager or report on the complaint channel of the BIODINA (canaldedenuncia@biodina.com.br) any situation that escapes to the standards set forth herein;
- may not accept or offer gifts to competitors, in of any nature, including cash values, whether for the purpose of guarantee personal or third-party favors, as well as retribution for care or services provided;
- it is not allowed to offer any gifts, gifts or other benefits, including entertainment, to public officials;
- any request for payment made to an employee or provider BIODINA service by a public agent, provided that it is not the payment of legitimate taxes or fees, must be reported immediately to the legal office.

If you suspect or witness any act of offering or receiving an undue advantage, report it to the Whistleblower Channel (canaldedenuncia@biodina.com.br) so that the fact is duly investigated.

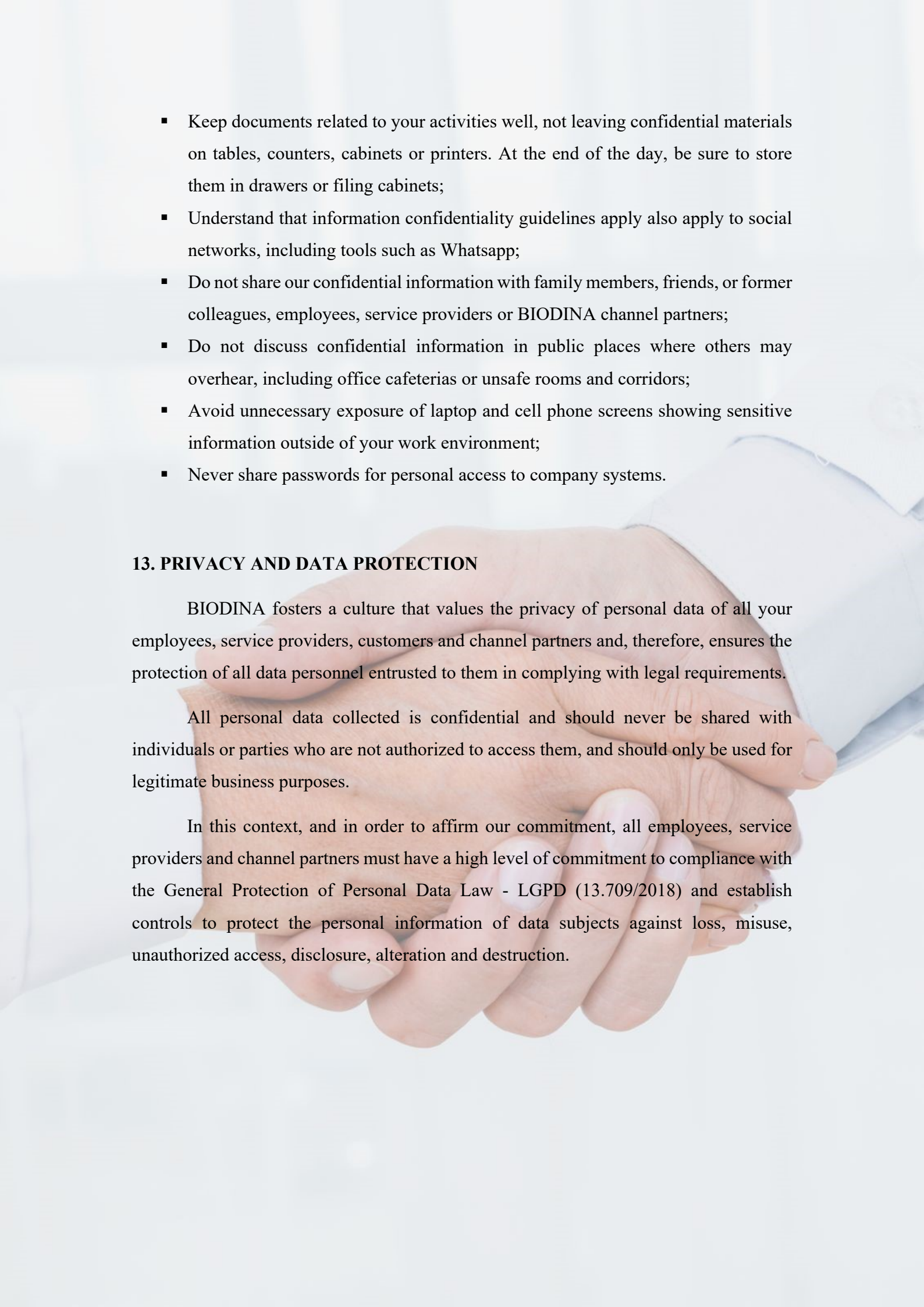
## **12. CONFIDENTIALITY AND SECURITY OF INFORMATION**

Strict confidentiality must be maintained on any information relating to the business, as these will be considered confidential or strategic, its disclosure to third parties or use to obtain gains is prohibited undue personnel.

Confidential information is technical data and information about products and services, tactical objectives and strategies of business and marketing, budgets, short- and long-term planning term, statistical, financial and accounting data, as well as any other information or data that is linked or related to the interest BIODINA business.

In order to protect confidential information:

- Never remove information or internal materials from BIODINA without prior authorization from your superior, stored physically or electronically, in addition to information relating to our operations, even if you participated in their development;

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- Keep documents related to your activities well, not leaving confidential materials on tables, counters, cabinets or printers. At the end of the day, be sure to store them in drawers or filing cabinets;
  - Understand that information confidentiality guidelines apply also apply to social networks, including tools such as Whatsapp;
  - Do not share our confidential information with family members, friends, or former colleagues, employees, service providers or BIODINA channel partners;
  - Do not discuss confidential information in public places where others may overhear, including office cafeterias or unsafe rooms and corridors;
  - Avoid unnecessary exposure of laptop and cell phone screens showing sensitive information outside of your work environment;
  - Never share passwords for personal access to company systems.

### **13. PRIVACY AND DATA PROTECTION**

BIODINA fosters a culture that values the privacy of personal data of all your employees, service providers, customers and channel partners and, therefore, ensures the protection of all data personnel entrusted to them in complying with legal requirements.

All personal data collected is confidential and should never be shared with individuals or parties who are not authorized to access them, and should only be used for legitimate business purposes.

In this context, and in order to affirm our commitment, all employees, service providers and channel partners must have a high level of commitment to compliance with the General Protection of Personal Data Law - LGPD (13.709/2018) and establish controls to protect the personal information of data subjects against loss, misuse, unauthorized access, disclosure, alteration and destruction.

## **14. ENVIRONMENT AND SUSTAINABILITY**

Biodina is committed to complying with laws and licensing requirements applicable environmental practices, providing sustainable practices to ensure the environment protection.

Employees, service providers and channel partners who working directly with regulated products have the responsibility to ensure the use, storage, transport and disposal, in accordance with the law, in a safe and responsible manner. All the staff, service providers and channel partners must commit to ensuring for the reduction of waste in the use of natural resources.

## **15. COMPLAINT CHANNEL**

BIODINA encourages its employees, service providers and channel partners and the audience you relate to to report suspicious actions of violating the rules contained in this Code of Conduct or any other norm, whenever in good faith. Some examples of what should be reported:

- Irregular acts: deliberate provision of incorrect information, incomplete or ambiguous, breach of employment contract, breach of of this Code of Conduct, internal policies and procedures, company guidelines and current legislation;
- Fraudulent acts: deliberate act of misappropriation, falsification, removal of company data, money and/or merchandise in a manner illegal;
- Acts of corruption: using illegitimate, illegal and contrary means internal rules and who violate the law to obtain undue advantages for yourself or for another;
- Acts of unfair competition: using illegitimate, illegal and contrary to internal rules that violate the law, the isonomy of companies' competitors or abuse of economic position.

BIODINA is committed to protecting the rights of employees, service providers and channel partners who, in good faith, report violations of the Code of Conduct, suspected irregular acts, fraudulent or corruption, guaranteeing anonymity, if so desired by the informant, not tolerating retaliation or reprisals.

File complaints in bad faith, in order to harm a third party, to obtain advantages is not subject to confidentiality and non-retaliation protection and constitutes violations of this Code of Conduct subject to appropriate action.

All complaints will be received by a service provider through the e-mail [canaldedenuncia@biodina.com.br](mailto:canaldedenuncia@biodina.com.br) which will guarantee confidentiality, absolute secrecy and appropriate treatment to every situation.

## **16. VIOLATION OF THE CODE OF CONDUCT AND MEASURES DISCIPLINARY**

The Ethical Principles established in this instrument must be practiced by everyone. Violations of the Code of Conduct and Internal Policies of BIODINA will be subject to disciplinary measures. They are conducts of violation to the Code, subject to disciplinary measures:

- Disregard the rules established in this document and fail to comply with current legislation;
- Manipulating information to conceal violation of applicable laws, ethics and the rules established in this Code of Conduct;
- Use the BIODINA Whistleblower Channel in bad faith, reporting non-existent occurrences with the aim of harming third parties;
- Persecute, retaliate against those who have reported in good faith, behaviors that are out of line with the Code of Conduct and Policies internal.

Failure to comply with the Code, falsification of records or any other unethical behavior may lead to disciplinary action, including the termination of the employee or termination of the legal relationship with service providers, suspension of the channel partner agreement and judicial measures.

The deviation treatments themselves will indicate the actions to be sockets. Within the legal limits, BIODINA will keep the identity of persons submitting complaints or complaints.

## **17. FINAL CONSIDERATIONS**

This Code of Conduct will be reviewed annually or at any time whenever the need arises. All employees, service providers services and channel partners, partners and directors, become aware and adhere to this Code of Conduct on the date of its internal disclosure.

Any doubts about the interpretation and/or omissions of this Code of Conduct must be submitted to Biodina's legal office in order to analysis and decision. It is established that the new employee or service provider of BIODINA, on the date of your entry, must receive physical copy or electronics of this Code.

