

ETHICS & BUSINESS CONDUCT CHARTER



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FOREWORD

by Julien Samson
CEO of Cerba HealthCare

For many years now, Cerba HealthCare has been developing in a constantly changing environment from a social, economic, environmental and health perspective.

Our Group is facing new challenges and new responsibilities with regard to all stakeholders, both internal and external.

In this context, Cerba HealthCare has drafted this Ethics & Business Conduct Charter, which must serve as a reference for each of us in terms of our individual and collective behaviour and actions.

Today the Group is reaffirming the importance it attaches to the fight against breaches of probity within our organization and its commitment to promoting ethics in our professional activities by formalising principles that are already widely known and followed within its network and by making them part of a broader initiative.

In addition to complying with laws and regulations, this Charter, firmly rooted in our values, recalls the principles of our professional practice, which must in all circumstances guide our behaviour.

It forms the foundation of the trust that our organisation inspires in patients, healthcare professionals, institutions and more generally in all of our partners.

It is also one of the reasons why we are each so proud to belong to the Group.

It is our responsibility to understand and abide by these ethical principles, to stand up for them and to promote them.

Cerba HealthCare expects all staff to contribute positively to the Group's ethical approach, for which they are the day-to-day ambassadors.

APPLICATION & DISSEMINATION OF THIS CHARTER

OBJECTIVE

The purpose of this Charter is to summarise the general principles and philosophy guiding all of our activities. These principles are set out in more detail in the various Internal Policies to which this Charter refers.

WHO DRAFTS AND UPDATES THIS CHARTER?

The Legal and Compliance Department coordinates the implementation and annual update of the Charter on delegation from the management team of the Group.

The content comes from the Legal and Compliance Department and from the Human Resources, Internal Audit and CSR departments.

The CSR Department ensures consistency between the Group's CSR policy and the Charter, which contributes to the integration of CSR principles into the operational pursuit of activities on a day-to-day basis.

WHO DOES THIS POLICY APPLY TO?

This Charter applies to each member of the management team as well as to all staff members of Cerba HealthCare Group.

It is the responsibility of each member of staff, regardless of their duties and responsibilities and regardless of the country in which they work, to conduct their activities in accordance with the general principles set out in this Charter and the Policies to which they refer.

You should therefore read and familiarise yourself with this Charter and the attached Policies so that they can guide you in your day-to-day work.

In the event that you are faced with situations not covered by these documents, you may request at any time the advice of:

- your line manager,
- any other manager,
- the Human Resources Department,
- the Legal and Compliance Department,
- the Internal Audit Department.

The Group has also put in place a whistleblowing procedure. This tool is managed independently (EthicsPoint - Navex) and guarantees you the utmost confidentiality.



For more information, please refer to:

- **The Whistleblowing Policy**

PROMOTION OF THE CHARTER

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This Charter is to be disseminated as widely as possible. It can be accessed via the Group's websites. It can be obtained from your Human Resources Department.

It is also given to each new hire upon arrival in the Group as well as to third-party contractors of the Group.

In the Group entities that have adopted internal rules, this Charter is annexed to these internal rules and, as the case may be, is adopted in accordance with the applicable regulation, which may suppose consulting with the competent bodies or authorities.

DISCIPLINARY SYSTEM

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Any action or behaviour by an employee of the Cerba Healthcare Group that does not comply with the principles laid down in this Charter or in the internal Policies attached to it may be punished in accordance with the disciplinary procedures applicable in the legal entity concerned.

OUR VALUES

EXCELLENCE

We act with the utmost rigor to improve the quality of our services and develop the men and the women of the company to bring out the best of each one in the service of all.

COMMITMENT

We are committed to patients, healthcare professionals, our business and institutional partners to deliver accurate and useful results for improving everyone's health.

BOLDNESS

We promote entrepreneurial spirit and the taking of initiatives to dare and explore new ways to advance diagnosis.

RESPECT

We consider each individual with kindness and cultivate respect in our relationships with our teams, partners, healthcare professionals and patients for whom we work every day.

ANTI-CORRUPTION

We undertake to fight against acts of corruption and influence peddling and to respect and ensure others respect national and international laws and regulations regarding this matter.

We thus apply a **“zero tolerance”** policy with regard to acts of corruption or influence peddling (including the acceptance or offering of bribes) committed by our staff and all of our partners.

WHAT IS AN ACT OF CORRUPTION?

Corruption is defined as offering, receiving, promising or granting - directly or indirectly - an undue benefit (e.g. a bribe) to/from a third party in return for said third party, or the member of staff concerned, performing, delaying or refraining from carrying out an act that directly or indirectly falls within the scope of his/her duties.

The concept of “benefit” is widely understood and can take the most diverse forms: cash, gifts, invitations, donations, favours, etc.

Any commercial decision by our Group’s staff, customers, suppliers, sub-contractors, etc. must be made exclusively on the basis of professional criteria and not in return for undue benefits.

WHAT IS INFLUENCE PEDDLING?

Influence peddling refers to the fact that a person receives or solicits donations in order to abuse his or her influence, real or supposed, over a third party so that the latter makes a favorable decision.

It involves three actors: the person who provides the benefits, the person who uses the influence he/she has because of his/her position and the target person who holds the decision-making power (a public authority, an administration, a magistrate, an expert, etc.).



GIFTS AND OTHER TOKENS OF HOSPITALITY

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In general, this type of benefit is prohibited in the Group.

However, depending on local regulations and the amount, this type of benefit may be tolerated where it reflects a token of hospitality or courtesy. Under no circumstances should it give the appearance of influencing your decision or that of a third party.

RELATIONS WITH CIVIL SERVANTS OR OTHER PUBLIC OFFICIALS

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Relations with civil servants or other public officials require special precautions. You must never propose or offer any benefit to a civil servant or public official for the purpose of obtaining or influencing a decision.

FACILITATION PAYMENTS

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In some countries, even where prohibited by local regulations, it is common practice to pay civil servants small sums in order to obtain or accelerate the provision of common services that we would be legally entitled to obtain regardless, such as issuing a visa or customs clearance of a product. These payments are called facilitation payments.

Facilitation payments are generally considered as acts of corruption in most jurisdictions. They are therefore prohibited within our Group.

KICKBACKS

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Kickbacks are returns or repayments of sums already paid in exchange for professional favours, benefits or the promise of the awarding of a contract.

These practices are also prohibited in our Group.

The general principles set out above apply to all our staff, regardless of their position or level in the Group, including corporate officers, directors, managers, senior executives, as well as all staff members (self-employed, employees, apprentices, trainees...). They also apply to our partners, suppliers, consultants, subcontractors, and, more generally, any third party with whom our Group works.



WHAT YOU NEED TO REMEMBER:

Do not offer or accept any bribe or undue benefit in any form.

Always act in accordance with our Anti-Corruption Policy.

Remember that gifts and tokens of hospitality may be intended to encourage decision-making or to encourage the granting of some form of benefit. Read our Gifts, Entertainment and Invitation Policy and strictly adhere to its principles.

Before working with a third party, including a person acting on behalf of Cerba HealthCare Group, ensure that they are aware of this Charter, that they accept the general principles and undertake to comply with them.

Be particularly vigilant when interacting with a civil servant or public official.

Do not make any facilitation payments.

Acts of corruption can give rise to very heavy sanctions for both the company and the person involved.

**For more information, please refer to:**

- **Our Anti-Corruption Policy**
- **Our Gifts, Entertainment and Invitations Policy.**



Do you suspect a violation of the above principles? Please talk to your line manager, any other manager, the Human Resources Department, the Legal and Compliance Department or the Internal Audit Department. You can also visit the EthicsPoint Platform (<http://cerbahealthcare.ethicspoint.com/>).

MONEY LAUNDERING

WHAT IS MONEY LAUNDERING?

Money laundering is a financial crime punishable notably by a fine and a prison sentence.

Money laundering consists of hiding the origin of funds from illegal activities such as drug trafficking or terrorism, by using such funds in lawful commercial transactions.

This type of transaction often involves the use of cash or other bearer instruments such as mandates to pay for goods or services.

We need to be particularly vigilant to know the individuals and companies we work with before we enter into any business relationship and avoid the Group being used as a money laundering instrument.

The information we possess about our customers and suppliers should therefore be as comprehensive as possible and regularly updated. It should be systematically updated following any significant change in the situation of our customers or suppliers.

WHAT YOU NEED TO REMEMBER:

Do not accept cash payments from unaffiliated third parties in the context of commercial transactions unless you have obtained the prior approval of your Finance Department.

Ensure that information concerning third parties is regularly updated.

Inform your Finance Department immediately if you detect suspicious activity or if a third party makes a suspicious payment request.

Be sure to comply with local currency transaction reporting requirements.

IN A NUTSHELL



Do you suspect a violation of the above principles? Please talk to your line manager, any other manager, the Human Resources Department, the Legal and Compliance Department or the Internal Audit Department. You can also visit the EthicsPoint Platform (<http://cerbahealthcare.ethicspoint.com/>).

CONFLICTS OF INTEREST

WHAT IS A CONFLICT OF INTEREST?

There is a conflict of interest when our personal interests interfere or give the impression of interfering with those of the Cerba HealthCare Group.

Conflicts of interest arise, in particular, when:

- A member of staff's duties or responsibilities offer an opportunity for personal gain unconnected to the normal rewards of their job
- or
- A member of staff prioritises their personal interests, where their duties and responsibilities towards the company ought to prevail.

A conflict of interest, or even the mere appearance of a conflict of interest, may jeopardise the quality and legality of any decision or action taken on behalf of the Group.

A conflict of interest situation may result in a financial risk to the Group and harm its reputation and integrity.

As a result, no member of staff should, because of his/her position, seek personal gain that runs contrary to the interests of Group, whether directly or indirectly, for themselves or for the benefit of others. We should therefore avoid any situation in which our private, financial or professional interests could be in conflict with those of Group and, when such a situation exists, scrupulously comply the «good practices» prescribed by our Conflicts of Interest Policy to identify and deal with situations of conflict of interest.

Bear in mind that a conflict of interest may also concern a family member.

WHAT YOU NEED TO REMEMBER:

You must prevent your own interests from interfering with those of the Cerba HealthCare Group.

You must not under any circumstances disclose or use for personal ends any confidential information concerning the Group or its business partners.

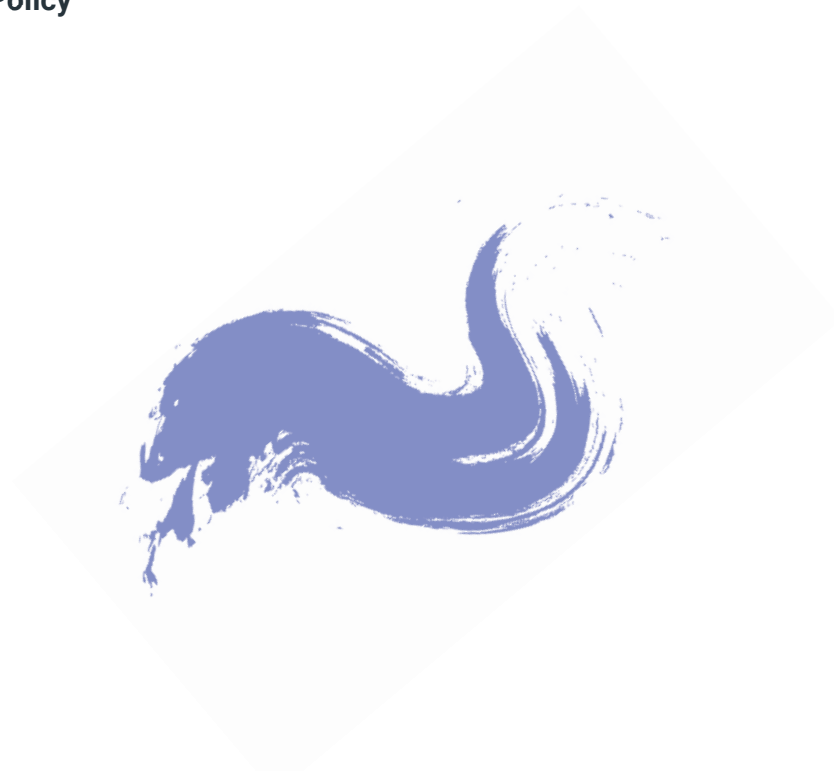
Read our Conflicts of Interest Policy and comply with it in all circumstances.

Where the situation requires, please consult with the Legal and Compliance Department and make declarations of conflicts of interest on our online platform (Disclosure - Navex).



For more information, please refer to:

- **Our Conflicts of Interest Policy**



Do you suspect a violation of the above principles? Please talk to your line manager, any other manager, the Human Resources Department, the Legal and Compliance Department or the Internal Audit Department. You can also visit the EthicsPoint Platform (<http://cerbahealthcare.ethicspoint.com/>).

PRINCIPLE OF NEUTRALITY AND SECULARITY OF THE GROUP

As a member of civil society, our Group observes strict neutrality in political, religious and philosophical matters.

The Group cannot therefore be relied on to express personal opinions or beliefs in these areas.

As such, our policy is not to make any financial contribution to political candidates, elected representatives or political parties.

The Group also respects the individual commitment of its staff who, as citizens, are involved in political and public activities. However, such commitments must not affect the Group's activities or image, nor compromise its neutrality.

WHAT YOU NEED TO REMEMBER:

The wearing of conspicuous political, philosophical or religious symbols is prohibited, unless such a prohibition is not authorized by the local regulation or limited to specific circumstances. Conspicuous refers to any symbol or clothing which is immediately recognisable as a sign that the wearer belongs to a political, philosophical or religious movement.

These provisions do not prevent freedom of association, within the confines and boundaries outlined by the law.

You may not make donations on behalf of the Group, whether in cash or in kind, to political parties or candidates for political functions, as this may be seen as an attempt to obtain an undue advantage.

Charitable support and donations are acceptable under certain conditions. However, you must ensure that such contributions are not used as a means of concealing acts of corruption or illegal acquisition of interests, and they must comply with local regulations.

IN A NUTSHELL

COMPETITION RULES

Our Group aims to develop its business in the various markets in which it operates through fair and honest competition founded on ethical and legal business practices that strictly adhere to the laws governing competition.

Competition law aims to preserve free competition and innovation by prohibiting certain practices such as market sharing and price fixing between competitors.

These are complex rules that may vary from country to country. However, some of the main principles are common to all jurisdictions.

We are therefore committed to complying with the competition rules that apply in the countries in which we operate.

PROHIBITION OF HORIZONTAL AGREEMENTS

Agreements and/or behaviour coordinated with competitors having the purpose or effect of reducing or limiting competition is strictly prohibited.

For example, it is prohibited to:

- Fix prices or financial conditions with a competitor;
- Agree with a competitor on an allocation of customers, territories or markets, etc.

This prohibition applies to formal agreements and informal agreements such as tacit agreements.

For all these reasons, we must be particularly vigilant when we interact with our competitors, in particular - but not only - in the case of participation in meetings of professional associations.

On such occasions, no “sensitive” information (that is, no information on current or future prices, margins, costs, etc.) should be exchanged with a competitor.



PROHIBITION OF VERTICAL AGREEMENTS

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Relations with our customers or suppliers are also strictly regulated. Our practices must not limit the freedom of our suppliers or customers to set their prices or have the purpose or effect of interfering in their relations with their other partners.

INCREASED VIGILANCE IN THE EVENT OF A DOMINANT POSITION

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Although it is not prohibited to hold a dominant position in a market, it is strictly prohibited to abuse one's dominant position.

For example, such an abuse may consist in:

- Directly or indirectly imposing unfair purchase or sale prices or other unfair commercial conditions.
- Treating two business partners in equivalent positions differently, placing one of the two partners at a competitive disadvantage.
- Making the conclusion of a contract subject to acceptance by the partner of additional obligations which, by their nature or according to normal business practices, are unconnected to the subject matter of such contracts.

A dominant position in the market must be assessed on a case-by-case basis.

WHAT YOU NEED TO REMEMBER:

Do not consult with our competitors on prices, on the markets, or on any allocation of customers.

Do not exchange sensitive information with our competitors.

If you witness exchanges that you feel are problematic or receive sensitive information from a competitor, inform the Legal and Compliance Department immediately.

Be particularly vigilant when we hold a dominant position in a market.

Any agreement including territorial restrictions or exclusivity clauses, particularly over long periods of time, must be submitted beforehand to the Legal and Compliance Department for an opinion.

In case of doubt, we invite you, in all cases, to contact the Legal and Compliance Department.



Do you suspect a violation of the above principles? Please talk to your line manager, any other manager, the Human Resources Department, the Legal and Compliance Department or the Internal Audit Department. You can also visit the EthicsPoint Platform (<http://cerbahealthcare.ethicspoint.com/>).

RELATIONSHIPS WITH SUPPLIERS

We have chosen to rely on harmonised rules and processes in our relationships with our suppliers.

These rules are set out in the Group's Purchasing Charter, produced by the Purchasing Department.

This Charter is to be implemented and respected not only by suppliers and their subcontractors but also by the Group's purchasing personnel and entire workforce.

This Charter governs in particular:

- The benchmark purchasing process;
- Invitation-to-tender management methods;
- The ethical rules that apply to relations with our suppliers.



This Charter encourages us to seek optimal economic performance, service quality and supply security with respect to our suppliers, as well as compliance with ethical business rules.

Our expectations of our suppliers are based on three priority areas:

ENVIRONMENT, HEALTH AND SAFETY

Our suppliers must undertake to respect all environmental, health and safety laws and regulations in force. They must retain and update all necessary approvals required in these areas.

They also undertake to adapt their production and innovation processes in order to develop products whose environmental impact is as low as possible during their life cycle. They must respond to the Group's CSR assessment requests and promote the CSR policy among their own suppliers and subcontractors.

Our suppliers must also work to create a safe working environment for their employees, which encourages accident prevention and limits employees' exposure to health risks.

Suppliers must comply with the security processes and checks in place in order to prevent dangerous incidents and undertake to implement necessary measures in the event of a major incident.

LABOUR AND HUMAN RIGHTS

We expect our suppliers and service providers to respect the basic rights of the men and women who work for them, their suppliers and their subcontractors. Our suppliers must commit to scrupulously apply the applicable local regulations in terms of labor law and social security law and justify having made all the mandatory social declarations concerning their personnel. Their commitments must also extend to verifying that their own suppliers comply with their social obligations and must also agree not to directly or indirectly employ children or prisoners on terms that would prove illegal under the applicable regulations.

ETHICS AND COMPLIANCE

Our suppliers must agree to comply with all anti-corruption regulations. They must follow fair business practices in compliance with antitrust and fair competition laws.

Our suppliers shall not therefore offer Cerba HealthCare Group's staff any benefit (free goods or services) seeking to facilitate their business with the Group. They undertake to treat Cerba HealthCare fairly in relation to its competitors.

They must also respect applicable laws and contractual requirements regarding the storage, transmission, protection, disclosure and use of confidential information. This information may include, among other things, personal data regarding an individual, confidential data regarding Cerba HealthCare and intellectual property rights (patents, brands and copyright).

The Group's Purchasing Charter is available for consultation on its website or upon request from the Purchasing Department.

WHAT YOU NEED TO REMEMBER:

Be sure to select suppliers according to the listing procedures contained in the Purchasing Charter.

Be sure to integrate into your selection process criteria based on suppliers' respect for the environment.

Be sure to select your suppliers rigorously by referring to the Third Party Approval Procedure.

IN A NUTSHELL



For more information, please refer to:

- **Our Purchasing Charter**
- **Our Third Party Approval Procedure**

PROTECTION OF PERSONAL DATA

Our Group is required to process personal data in the course of its business. Some of these personal data are “sensitive” data as they concern health data in particular.

Our Group is committed to strict compliance with the regulations applicable to the processing of personal data. All our staff in charge of processing personal data must comply with these regulations.

We would also remind you that some of our activities are subject to professional secrecy (medical secrecy).

WHAT IS PERSONAL DATA?

Personal data means any information relating to an identified or identifiable natural person. Note that when an individual is identified or identifiable, all data relating to that individual are considered personal data.

Personal data may be:

- Identification data: patient number, telephone number, email address, photograph, gender, date and place of birth, etc.
- Professional data: position, training, job title, professional experience, date of entry into the company, etc.
- Financial data: income, bonuses, pensions, etc.
- Geographical data: postal address, geo-tracking data, etc.
- Health data: prescriptions, results and reports of analyses, biological, clinical and therapeutic information, history, ongoing treatments, illnesses, etc.
- Data relating to lifestyle: diet, alcohol consumption, etc.
- Sensitive data: social security number, racial or ethnic origin, political opinions, religious or philosophical beliefs or trade union membership, genetic data, biometric data for the purpose of uniquely identifying a natural person, data concerning health or data concerning sex life or sexual orientation.

WHAT YOU NEED TO REMEMBER:

If, in the course of your duties, you are required to process personal data, ensure that the processing you carry out strictly complies with the applicable regulations. To this end, contact your entity's Data Protection Officer (DPO).

You must treat personal data with the utmost confidentiality. You must also respect professional secrecy (medical secrecy) in all circumstances when it applies to your activities.

The processing of personal data must fulfil a specific, explicit and legitimate purpose.

The data collected must be strictly necessary to achieve the intended purpose.

The personal data processed must be accurate and if necessary kept up to date.

The processing must be carried out with full transparency vis-à-vis the data subject, who must be kept informed of the reason for the collection of their data, be able to understand the processing that will be carried out on their data and retain control of their data.

Under no circumstances may personal data be stored indefinitely.

All measures to ensure the confidentiality, integrity and availability of the data must be put in place.



Do you have any questions or doubts about the rules applicable to data protection? Please contact the Data Protection Officer (DPO) of your entity or the Group, or the Legal and Compliance Department.

IMAGE OF CERBA HEALTHCARE

We attach great importance to protecting the image of our Group and its reputation and expect those who work for the Group and who represent it to conduct themselves in an ethical and professional manner.

SPECIAL CASE OF SOCIAL AND PROFESSIONAL NETWORKS

These networks make it possible to promote the image of an enterprise, strengthen its brand(s) and initiate new contacts and communications.

However, communication on these networks can also be distorted or damage Cerba HealthCare's reputation, especially if the dissemination of messages is beyond its control.

We must therefore take care to avoid any confusion between our personal opinions and statements made in the name of the company.

WHAT YOU NEED TO REMEMBER:

You are the primary ambassadors of Cerba HealthCare Group.

You must reflect the Group's values and commitments in its professional environment.

You must not cause any confusion between your personal opinions and those of the Group.

As such, no Group medium (email, letterhead, Intranet, etc.) must be used to relay any personal opinions of any kind.

No official, internal or external communication, whether oral or written, may be issued on behalf of Cerba HealthCare unless duly authorised by Group Management and after validation of the substance and form by Group Management.

IN A NUTSHELL

..... HUMAN CAPITAL

The staff of Cerba HealthCare Group are the company's greatest source of wealth.

We are therefore committed to providing a healthy working environment for everyone and we condemn any discriminatory practices or harassment. We respect the fundamental social principles set forth in the United Nations Universal Declaration of Human Rights and the core conventions of the International Labour Organization.

For example, Cerba HealthCare implements a human resources policy based on the fair and respectful treatment of people, their dignity, their rights and their individual freedoms by promoting their involvement in the enterprise.

The Group therefore encourages all forms of individual and collective dialogue.

DIVERSITY AND RESPECT FOR OTHERS

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Our staff are required to abide by laws and regulations that prohibit any discrimination based on age, race, gender, ethnic origin, nationality, religion, health, disability, marital status, sexual orientation, political opinions, membership of a trade union or other factors.

HARASSMENT

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Our Group does not tolerate any form of sexual, physical or psychological harassment, coercion or persecution.

Furthermore, the internal rules of the companies which belong to our Group address this and remind staff that these actions are criminal offences. If a member of staff is a witness to or victim of any form of abuse of this type, he/she must report it to the Human Resources Division. He/she may also visit the EthicsPoint Platform (<http://cerbahealthcare.ethicspoint.com/>) to report such facts.

No actions can be taken against a member of staff who reports such facts in good faith.

HEALTH, SAFETY AND SECURITY

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Cerba HealthCare Group is committed to providing a safe and healthy working environment at all its sites with the same degree of rigour no matter where they are located.



Do you suspect a violation of the above principles? Please talk to your line manager, any other manager, the Human Resources Department, the Legal and Compliance Department or the Internal Audit Department. You can also visit the EthicsPoint Platform (<http://cerbahealthcare.ethicspoint.com/>).

USE OF THE COMPANY'S RESOURCES

The use of resources (Internet, land lines, mobile phones and email) is reserved for professional purposes. Limited personal use can, however, be tolerated and is governed by internal rules of each entity of the Group.

Furthermore, the Group's information systems – secure access to them and their use – are the subject of a specific usage agreement that is signed by each member of staff upon being hired.

If needed and in strict compliance with applicable laws, regulations and national directives, the companies of Cerba HealthCare Group might control individuals' use of network services, notably visits to specific websites and email communications not expressly identified as personal.

This access control to the network and tools of Cerba HealthCare Group and their use by the staff might be extended to the persons who use their personal computers to access this network remotely.

WHAT YOU NEED TO REMEMBER:

The assets and resources of Cerba HealthCare Group, notably its IT, telephone, fax and network resources, should never be used to access or disclose:

- threatening or harassing messages or chain letters,
- sexually explicit content,
- defamatory or slanderous content,
- any information that violates national regulations or Cerba HealthCare Group policy, or other content that could reasonably be construed as inappropriate.

Staff who violate this policy might be subject to disciplinary measures ranging up to dismissal for serious misconduct, depending on the laws in force in the country in question.

IN A NUTSHELL



Would you like to know if a particular use of the Group's IT resources is permitted? Contact your line manager or IT department.

ENVIRONMENTAL PROTECTION

Cerba HealthCare's activities generate environmental impacts, particularly related to the production of waste and carbon emissions associated with the logistics and energy required for the operation of the sites.

The Group naturally strives to reduce these impacts, in partnership with its suppliers and subcontractors, through projects concerning the optimisation of logistics, the purchase of consumables, the eco-design of packaging, a waste sorting process and even the search for less carbon-intensive energy sources.

Finally, in line with the Paris Climate Agreement, the Group is working on the definition of a carbon trajectory compatible with the objective of remaining below a 2°C rise in global temperature, according to the Science Based Target methodology.



APPENDIXES

- **Anti-Corruption Policy**
- **Conflicts of Interest Policy**
- **Gifts, Entertainment & Invitations Policy**
- **Third Party Approval Procedure**
- **Whistleblowing Policy**



Contacts

General Management

Julien Samson

julien.samson@cerbahealthcare.com

Communications Department

Priscilla Simonnet

priscilla.simonnet@cerbahealthcare.com

Human Resources Department

François Roger

francois.roger@cerbahealthcare.com

Legal and Compliance Department

Sophie Andribet

sophie.andribet@cerbahealthcare.com

CSR Department

Valeria Maio

valeria.maio@cerbahealthcare.com

