

ESPERITE N.V. - CODE OF CONDUCT

1. **Introduction**

- 1.1 Esperite N.V.¹ ("Esperite", or "we") is an active player in life-science development in 39 countries worldwide, and has grown into one of the world leaders in family stem cell storage, with over 260,000 samples saved. We set and guarantee the highest quality standards in stem cell transport, preparation and storage, and aim to make an important contribution to fight (life-threatening) diseases. We are officially accredited by the Dutch Ministry of Health as Licensed Tissue Establishment for collection, analysis, processing, preservation, storage, packaging and distribution of stem cells from the umbilical cord, of cord tissue and of fat tissue.
- 1.2 Esperite endeavors to carry out its business on the basis of excellence, commitment, integrity, honesty and fair play. In doing so, we take into account the interests of everyone affected by our activities. We consider our good reputation in this respect of enormous importance. An ethical approach, scientific professionalism and customer-focused care are the core elements of our daily activities.
- 1.3 We believe it is fundamental to our continued success and future development to maintain the highest standards of ethical and social responsibility. These standards are expressed in a set of general principles as contained in this code of conduct ("Code"). This Code is designed to help all employees, directors and officers of Esperite behave in accordance with our objectives. This Code is not intended to be a comprehensive and/or prescriptive rule book that covers all situations which may arise, but is intended to operate as an informative guide that determines the spirit in which we approach our daily activities.
- 1.4 Esperite encourages its non-controlled affiliates (such as consultants, advisors, distributors, agents, sales representatives and other contracted parties) to comply with this Code as well.

2. **Observing laws and regulations**

- 2.1 We carry out our activities with due respect for the legitimate interests of our employees, customers and anyone else we interact with. As a minimum, we require everybody within Esperite to obey and respect the letter and spirit of applicable laws and regulations.
- 2.2 Esperite endeavors to ensure that all its facilities meet or exceed the strictest scientific, industrial and legal standards.
- 2.3 Esperite applies high quality in accounting, reviewing, complying, reporting, auditing and disclosing financial or other information.

3. **People**

- 3.1 Esperite strives to foster a safe, healthy and pleasant working environment where its people treat each other with trust and respect and everybody feels responsible for the results and reputation of Esperite. We believe in the strength of diversity, and require our

¹ Until 3 July 2014 the Company was named Cryo-Save Group N.V.

people to consider anyone's individual merit and standing over and above anyone's personal characteristics (such as gender, age or race), cultural or ethnic identity at all times.

- 3.2 Esperite promotes the exchange of different opinions in a dialogue based on mutual respect. We require everybody within Esperite at all times to provide complete, truthful and non-misleading information in (written and verbal) communication, both internal and external. We will ensure good communication and sufficient consultation with our employees.
- 3.3 Esperite provides equal opportunity for everybody in recruiting, educating, promoting and compensating based on objective, non-discriminatory criteria and with due regard to the skills and capacities required. Esperite demonstrates zero tolerance to any form of discrimination or harassment. Esperite strives to increase the knowledge, skills and capacities of its people, and therefore invests in their development.
- 3.4 Everybody within Esperite commits at all times to act with integrity and to behave ethically and responsibly vis-à-vis people both within and outside Esperite.
- 3.5 Esperite requires its people to use and protect company resources (including information) responsibly and professionally, and for the legitimate business purposes of Esperite only. Esperite does not allow its people to pursue personal gain based on resources obtained or obtainable within Esperite or to use such resources to their own advantage.
- 3.6 Esperite requires its people not to disclose or communicate to third parties any information related to Esperite, its employees, customers or otherwise that is (reasonably considered to be) confidential.
- 3.7 Everybody within Esperite commits not to undertake any activity, have any (financial) interests in or do anything which (directly or indirectly) conflicts with the activities or interests of Esperite. This includes, but is not limited to, persuading people to terminate their relationship (in whatever form or shape) with Esperite or to change the terms and conditions of such relationship contrary to the interests of Esperite.

4. **Planet**

- 4.1 Esperite is dedicated to carrying out its business in a manner that is as environmentally friendly and sustainable as possible.
- 4.2 Esperite strives to continuously improve its own environmental performance by reducing harmful emissions to air, soil and water.
- 4.3 Esperite cares for the community in which it operates, both local and global, especially with regard to labor conditions, health, safety and the environment.

5. **Commitments of Esperite**

- 5.1 Esperite is aware that stem cell storage and research are subject to public attention and debate around the globe. Through dialogue and education, Esperite encourages public discussion of the ethical, legal, and social implications of stem cell storage and research. In relation hereto, Esperite commits to:

- (A) distribute trustworthy and up-to-date information concerning stem cell preservation, and the role stem cell transfusion may play in the treatment of (life-threatening) diseases and/or the production of regenerative medicine;
- (B) promote acceptance and awareness under the general public and healthcare professionals of the significance and possibilities of storing stem cells of both children and adults;
- (C) respect the codes of ethics of healthcare professionals who (directly or indirectly) make use of stem cells, whether in research, development or patient care;
- (D) ensure that all its research is conducted with due observance of all laws, regulations, relevant guidelines, ethical practices and standards of safety and dignity;
- (E) ensure that the informed consent is obtained of all individuals participating in research programs or undergoing medical treatment;
- (F) support the protection of the confidentiality of medical and/or genetic information, and to oppose the disclosure of such information without informed consent of the individuals involved; and
- (G) ensure that devices used in storing and/or researching stem cells meet or exceed the highest standards of safety, effectiveness and quality.

6. **Whistle Blowing Policy**

- 6.1 Esperite expects its people to report, if necessary anonymously, any violations of this Code or any other genuine concerns about possible improprieties in the conduct of its business, in matters of a general, financial, operational or other nature, at the earliest opportunity and in an appropriate way.
- 6.2 Reporting can be done to direct superiors or by following the grievance procedure in the Whistle Blowing Policy, which can be accessed via [http://
http://esperite.com/u/corporate_governance.html](http://esperite.com/u/corporate_governance.html).