

C3 BIOTECHNOLOGIES - CODE OF CONDUCT

Message from the Chief Executive Officer

C3 BioTechnologies (C3) is a leader in the innovative biotechnology, developing high value products through robust and sustainable bioengineering. Our reputation is formed by the decisions we make and the actions each of us take every day.

It is critical to have a clear and consistent standard of behaviour, both for work within the organisation, and with external stakeholders, including clients, government agencies, service providers and suppliers.

The Code of Conduct is our one global standard, fully endorsed by the Board of Directors and is essential reading for all C3 employees including those of our subsidiaries, joint ventures, contractors and suppliers. It is our behavioural guide – a single reference point to ensure we work safely, behave ethically, and abide by laws and regulations with every work decision, task and interaction.

The Code of Conduct sets out specific conduct principles (stated in each heading). The content of the Code of Conduct is not intended to cover all possible situations. It is a reference guide to minimum appropriate levels of behaviour at C3, and stricter rules may apply in certain situations.

The Code of Conduct is applicable to all of us, irrespective of where we work and the tasks we perform.

Approved by C3 BioTechnologies Board of Directors (27/04/2021)

Professor Nigel Scrutton



Mr Michael Smith



Who must comply with the Code of Conduct?

The Code of Conduct applies to:

- everyone who is an officer, director or employee (whether full time, part time or casual) of C3, or its subsidiaries and related companies
- C3 business partners including suppliers, contractors, subcontractors, consultants and all other third parties who may act as a representative or agent of C3.

Each of these individuals or entities is referred to as “you” or “your” in the Code of Conduct.

In the Code of Conduct “we”, “us” or “our” means each and all of the subsidiaries.

Reporting violations of the Code of Conduct

If you observe, or reasonably suspect, conduct that may be contrary to the Code of Conduct, unethical or illegal, you must report it immediately to the Chief Executive Officer.

Penalties for breach of the Code of Conduct

C3 takes breaches of the Code very seriously with consequences ranging from disciplinary action through to termination of employment.

C3 reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of law.

Any conduct of a business partner that does not comply with the Code of Conduct will jeopardise their business relationship with C3 and the possible consequences may include termination of their contract.

1. Maintaining a safe and healthy workplace

Our commitment

We are committed to providing a safe and healthy working environment for all employees and those under our care.

Your responsibility

The safety and health of everyone who works for C3 or with C3 prevails over all operational and financial decisions and actions. Our expectation is that everyone takes responsibility for their own safety and that of their co-workers. In demonstrating this responsibility, you must:

- comply with all safety policies, standards, processes, procedures and instructions
- report for work in a fit state and report all injuries, illness, pain or discomfort immediately to your supervisor / manager and actively participate in any return to work and injury management programs
- immediately stop work that is unsafe or potentially unsafe and promptly report any unsafe working conditions, incidents to your manager/supervisor
- contribute actively to hazard recognition and risk control processes

- familiarise yourself with emergency procedures in your immediate workplace and surrounds.

2. Embracing the environment and sustainability

Our commitment

C3 is committed to embedding sustainability in how it undertakes business activities to achieve positive social, environment and financial outcomes for our business and the communities we serve.

Your responsibility

You must:

- aim to conserve resources (particularly energy and water), reduce emissions and minimise the generation of waste
- support C3's commitment to continually embed sustainability in everything we do
- be familiar with and comply with all applicable environmental standards and regulations that relate to your work
- handle hazardous materials responsibly to avoid unplanned releases into the environment; and
- promptly report any incident that may have a hazardous effect on the environment in accordance with SHEQ or other relevant policies to your manager/supervisor.

3. Compliance with laws and regulations

Our commitment

C3 will comply with our policies and standards and all applicable laws and regulations wherever we operate.

Your responsibility

You must:

- comply with the content and spirit of laws and regulations relevant to your work
- seek advice where you are uncertain about what laws and regulations apply to you, or the interpretation of those laws and regulations
- co-operate with any internal or external investigation or prosecution arising from a breach of the Code of Conduct or any of our policies or standards.

4. Condemning bribery and corruption

Our commitment

C3 conducts business with integrity and transparency and strictly prohibit any form of bribery or corruption. C3 prohibits the payment of any form of bribe, kickback or facilitation payment.

Your responsibility

You must:

- ensure all transactions are accurately recorded in reasonable detail in our books and records
- never offer, give, promise, demand or receive any undue or improper advantage or reward either directly or indirectly

- never offer or give any gift, bribe, facilitation payment, inducement, favour, secret commission, hidden gratuity or payment to anyone in the expectation of any preferred treatment for us or anyone associated with us or our business
- never receive or attempt to obtain from any person with whom you deal with any bribe or inducement to act improperly or in breach of the Code of Conduct, either directly or indirectly
- immediately report any reasonable suspicion of improper financial or other conduct being contemplated, made or received to the Chief Executive Officer.

5. Exercising care with gifts, discounts and hospitality

Our commitment

Gifts and entertainment given and received with the intention of unduly influencing business decisions are a form of bribery and are prohibited.

Providing or accepting any benefit (including any payment, discount, gift, services or hospitality) that is not regarded as modest and occasional may cause a perception of undue influence, a conflict of interest, or even amount to bribery and corruption. If there is ever any doubt about the appropriateness of the proposed gift or hospitality it must be refused.

In some circumstances legitimate and reasonable gifts and hospitality given and received in the course of business, which are for a valid business purpose or relationship, are permitted by the Code of Conduct if they:

- are occasional and are of modest value
- comply with the law and our policies, standards and the Code of Conduct
- are not intended or appear to be a reward or encouragement for you to provide preferential treatment to the giver of the gift or hospitality.

Your responsibility

You must:

- exercise care when offering or accepting gifts and hospitality in order to protect yourself and us against allegations of improper behaviour, conflict of interest or bribery
- consider whether accepting a gift or hospitality from a third party might be seen to adversely affect the reputation of yourself or us or place you under an explicit or implied obligation towards that party, even if none is intended

6. Avoiding conflicts of interest

Our commitment

To avoid adversely affecting our reputation and our employees, C3 does not permit actual or perceived conflicts of interest.

Your responsibility

You must avoid conflicts that may compromise, or appear to compromise, the objective performance of your duties for C3.

You must:

- disclose any conflict of interest or potential (or perceived) conflict of interest that affects you

- avoid any dealings or relationships that may create a conflict with your obligations to C3
- not be involved in any decision making where you may not be able to make an objective decision
- not be directly involved in the potential employment or employment of a relative, close friend or associate.

Conflicts often include your conduct, but they may also include the conduct of a relative or any other person in a close personal relationship with you.

7. Working with reputable business partners

Our commitment

C3 takes great care in building strong relationships with reputable clients, joint venture partners, suppliers, contractors, subcontractors and consultants. C3 does not knowingly enter into relationships, or continue in relationships, with those who operate in violation of applicable laws and our Code of Conduct.

C3 expects our employees to be thorough in their assessment of potential and current business partners, particularly where the risks associated with location, nature, scale and complexity of the work they will undertake for us are high.

Your responsibility

You must:

- only engage with reputable clients, joint venture partners, suppliers, contractors, subcontractors and consultants and where such engagement is in accordance with the C3 Delegation of Authorities Matrix
- take special care when engaging agents, representatives or others acting on C3's behalf. There must be transparency and accurate reporting of all agency fees and the services provided.

8. Participating in responsible political dialogue

Working with Governments

Our commitment

C3 is committed to having open, constructive and ethical relationships with all levels of government including regulators and public authorities. This can be achieved through various means, including formal submissions and attendance at functions and forums. Any interactions with governments, regulators and public authorities must be in C3's best interest. In particular, any information provided to a government, regulator or public authority must be accurate and appropriate.

Your responsibility

You must ensure that all interactions with governments, regulators and public authorities are in C3's best interest, adhere to high standards of ethics and comply with the letter and the spirit of the law.

Political Contributions and Activities

Our commitment

C3 does not make direct contributions in cash or in-kind to any political party. However, C3 may engage in the democratic process by participating in events with political parties and disclose any financial contributions for this attendance.

Your responsibility

You must:

- never provide a gift, entertainment or any other thing of value in violation of the Code of Conduct and any other of C3's policies and standards
- ensure that C3's involvement in events or activities organised by a political party, politician or candidate for public office is for policy dialogue and business briefing purposes only and not for the purposes of political fundraising.

9. Complying with international trade controls

Our commitment

C3 will comply with all national and international laws, regulations and restrictions relating to the movement of materials and services around the world that are applicable to our business.

Your responsibility

You must:

- know and follow the sanctions and international trade control laws and regulations of all countries in which you operate or that apply to transactions relevant to your role
- ensure that accurate and complete information is provided to government authorities, when required, including import and export declarations
- never participate, or allow C3 to participate, in cross-border trade between a sanctioned country and the country that has imposed such sanctions
- never proceed with an export or other business transaction if there is any doubt about its legality or its compliance with the Code of Conduct.

10. Competing fairly and ethically

Our commitment

C3 is committed to the principles of free and fair competition and will always compete vigorously but fairly and comply with all applicable competition laws.

Competition laws are complex and differ between jurisdictions but are designed to promote fair and open competition. Price fixing, bid rigging, market sharing and other cartel conduct may amount to a criminal or civil offence for both C3 and our employees or business partners.

Your responsibility

You must maintain C3's independence and avoid anti-competitive conduct by:

- fully complying with both the spirit and the letter of all competition laws
- maintaining C3's independence and ensuring you never engage in pricing, marketing and selling of C3's services which may constitute anti-competitive conduct
- considering the appearance and implications of interacting with a competitor, whether in a business or personal setting
- maintaining ethical and honest communications.

11. Complying with insider trading laws

Our commitment

C3 is committed to upholding fair and ethical securities trading practices, complying with all laws.

Your responsibility

You must not use any information about C3, a competitor, joint venture, customer or supplier for financial or other personal benefit, or convey this information to others before it becomes publicly known or if it constitutes price sensitive information.

12. Using company assets and technology responsibly

Our commitment

C3's assets and technology are an important part of our business. They include our facilities, vehicles and equipment, materials and supplies, computers, mobile devices, telephone networks and cash. They also include intellectual property – our technology, confidential information, ideas and know-how, customer and supplier information and market data.

C3 is committed to ensuring that our assets and technology are treated appropriately with care, responsibility and respect at all times.

Your responsibility

You must:

- use C3's assets and technology wisely and carefully - consider whether expenditure you are required to authorise is appropriate
- not take advantage of C3's assets or technology for personal gain or others and only use C3's assets for business purposes unless you have appropriate authorisation
- not destroy or materially alter our assets or technology and take care to prevent their waste, loss, damage, misuse, theft or misappropriation
- understand that any intellectual property (including patent, registered design, trademark, copyright and confidential information) in any material you create during your employment with C3 becomes and remains C3's property.

13. Maintaining complete, accurate and timely business records

Our commitment

C3 will comply with all applicable rules, laws and regulations governing business reporting.

All information created and maintained as a result of C3's business activities must accurately reflect the underlying transactions and events. Those involved in the management of financial reporting have additional responsibility to ensure that adequate internal controls exist to achieve truthful, accurate, complete, consistent, timely and understandable financial and management reports.

Your responsibility

You are to ensure that all business records – including financial, human resources, payroll, timesheets, overtime, safety and environmental records and reports – accurately reflect the underlying facts and figures.

You must:

- create and maintain complete, accurate and timely business records
- not misstate or falsify underlying facts and figures or modify records to mislead others, or assist others in doing so
- report any significant operational or financial developments in a timely manner
- retain business records as required by applicable document retention laws
- co-operate with requests from internal and external auditors in relation to requests for business records.

14. Respecting privacy and personal information and proactively manage data and data security threats

Our commitment

C3 is committed to the fair and lawful treatment of personal information. C3 recognises the importance of protecting personal information and the right to privacy of its employees and business partners.

Your responsibility

You must:

- respect and maintain the privacy of fellow employees and business partners
- collect and use personal information only for the reasons that it was collected, and destroy that information when no longer required
- ensure personal information is kept confidential and not disclosed to anyone, unless authorised or legally mandated to do so.

15. Promoting workplace equality and diversity

Our commitment

C3 is committed to building a work environment based on principles of equality and diversity. C3 adheres to all laws relating to workplace equality and anti-discrimination in each country where we operate.

C3 recognises that the needs of employees vary considerably, as do those of its diverse businesses. Diversity together with respect and appreciation of all employees are integral to creating a collaborative workplace culture, competitive advantage in a global environment, and ultimately, sustainable business success.

Your responsibility

To reinforce our commitment to equality and diversity, you must:

- treat everyone equally regardless of gender, sexual preference, transgender status, marital or carer status, family status, employment status, disability, religion or ethical belief, colour, culture, national or racial origin, political preference, union membership, veteran status, pregnancy or age, or other individual attributes protected by law
- report any inappropriate practice in the workplace to the Chief Executive Officer.

16. Preventing bullying and harassment

Our commitment

C3 does not tolerate bullying or harassment of any kind and are committed to keeping the workplace free of intimidating or abusive conduct. Harassment encompasses a broad range of unwelcome behaviours that may intimidate, insult or humiliate others, and which may be based on gender, sexual preference, transgender status, marital or carer status, family status, employment status, disability, religion or ethical belief, colour, culture, national or racial origin, political preference, union membership, pregnancy or age, or other individual attributes.

Your responsibility

You must:

- not engage in any form of direct or indirect harassment towards other employees, clients, suppliers and other business partners
- while working in foreign countries, familiarise yourself with local culture, etiquette, protocol and communication techniques to ensure your conduct is culturally sensitive
- report any form of harassment in the workplace.

17. Respecting and upholding human rights in business

Our commitment

Human rights are fundamental rights, freedoms and standards of treatment to which people are entitled. C3 recognises that while sovereign states have the primary duty to protect and uphold human rights, where possible and within our sphere of influence, C3 will strive to respect human rights by seeking to avoid infringements arising from our business activities.

In particular, C3 is committed to the eradication of modern slavery or any form of exploitation of workers including discrimination against women. We comply with the International Labour Organisation (ILO) with respect to under-age workers. The minimum age for employment either directly by C3, or by a third party providing goods or services to C3, must not be below the age at which compulsory schooling ends and in no case may it be below the age of 15.

No employee is to be obliged to work by the direct or indirect use of force and/or intimidation. Only people who voluntarily make themselves available for work may be employed.

Your responsibility

You have a responsibility to comply with C3's modern slavery commitments in conducting business activities on behalf of C3. In particular, you must:

- not tolerate modern slavery or any form of exploitation of workers
- engage with and monitor business partners.

CONTACTS

If you feel a breach of the Code of Conduct has taken place, you have the responsibility and the right to report your concern.

You can speak to your manager or the Chief Executive Officer.