

# Code of Conduct for Business Partners

## OUR UNDERSTANDING OF SUSTAINABILITY IN SUPPLIER MANAGEMENT

Starlab with all its affiliated companies (hereinafter referred to as Starlab or we) understands sustainability, responsibility and integrity as essential components of its business processes. As a manufacturer of high-quality products in the field of life sciences, we procure raw materials, goods and services from suppliers worldwide and use a number of reliable business partners<sup>1</sup> throughout the entire supply chain “upstream” (from the source) and downstream” (to the end customer) in order to ensure the sustainable success of our company and our customers with innovative product solutions and services. The basis for this is responsible corporate governance with integrity and a focus on long-term value creation. For this reason, we involve our employees and our business partners, especially our direct and indirect suppliers, in our sustainability strategy.

In addition to process-related, economic and technical criteria, our activities in the supply chain also take into account social and ecological aspects such as human rights, environmental protection, climate, safety, transparency, corruption prevention, data protection and legality.

Starlab expects its employees as well as its Business Partners, in particular its direct and indirect suppliers, to comply with the applicable national laws, the principles of the United Nations Global Compact, and this Starlab Code of Conduct for Business Partners (hereinafter also referred to as the Code of Conduct) in their activities. In addition, we expect our Business Partners to implement and continuously improve appropriate processes that ensure compliance with the Code of Conduct in their company. We expect our Business Partners to do this transparently, whereby the protection of data and business secrets is of course taken into account accordingly.

Furthermore, Starlab expects its Business Partners to make every effort to ensure that their affiliates<sup>2</sup> and their Business Partners also acknowledge and comply with the Code of Conduct.

Starlab and its Business Partners are aware that compliance with the Code of Conduct is the basis for successful cooperation.

## EXPECTATIONS AND MEASURES

Starlab is a fair and responsible market player and expects its Business Partners to also act in sustainable, responsible manner and with integrity, in particular:

### Supply chain due diligence

#### Expectations

Starlab expects its Business Partners to comply with human rights and environmental due diligence obligations and to address them appropriately within the Business Partner’s supply chain. The subject of the human rights and environmental due diligence obligations are the risks as described in the Supply Chain Due Diligence Act (“SCDDA”)<sup>3</sup> and in the Catalogue of Questions for Reporting under the German SCDDA<sup>4</sup> of the Federal Office of Economic Affairs and Export Control (Bundesamt für Wirtschaft und Ausfuhrkontrolle, “BAFA”)<sup>5</sup>:

- M1 [Prohibition of child labour]
- M2 [Prohibition of forced labour and all forms of slavery]
- M3 [Disregard for occupational safety and health and work-related health hazards]
- M4 [Disregard for freedom of association – freedom of association and the right to collective bargaining.]
- M5 [Prohibition of unequal treatment in employment]
- M6 [Prohibition of withholding a fair wage]
- M7 [Destruction of the natural basis of life through environmental pollution]
- M8 [Unlawful violations of land rights]
- M9 [Prohibition of the commissioning or use private or public security forces which can lead to adverse effects due to lack of instruction or control]
- M10 [The prohibition of any act or omission in breach of duty which goes beyond the foregoing omission and which is directly capable of impairing in a particularly serious manner a protected legal position (arising from the human rights conventions within the meaning of section 2 (1)) and the unlawfulness of which is obvious upon reasonable consideration of all the circumstances.]
- U1 [Prohibited production, use and/or disposal of mercury (Minamata Convention)]
- U2 [Prohibition of the production and/or use of substances within the scope of the Stockholm Convention (POP) and non-environmentally sound management of POP-containing waste]
- U3 [Prohibited import/export of hazardous waste as defined by the Basel Convention]

## Measures

### **Risk management, risk analysis, prevention, elimination, minimization, compensation, information, cooperation**

Starlab expects its Business Partners to establish and implement appropriate risk management processes and risk analyses in order to identify risks or violations in relation to M1-10 and U1-3 and to take appropriate measures to prevent, and minimize and, if necessary, compensate for these risks or violations, in particular if the Business Partner has caused or contributed to these risks or violations through economic activity.

In addition, Starlab expects its Business Partner, upon our express request, to inform us according to the need-to-know principle about the serious risks and violations it has identified and the measures it has taken and whether, when and to what extent these measures were effective.

We expect our Business Partners to cooperate with us and support us to the best of their ability at their own expense in all measures required by the SCDDA in relation to M1–M10 and U1–U3 (as above), in particular by participating in our training and further education and conducting their own training and further education, participating in our inspections and conducting their own inspections, participating in and conducting own and joint initiatives and cooperating in and implementing corrective action plans with us.

Starlab expects its Business Partners to establish appropriate complaints procedures in accordance with the SCDDA to enable individuals to raise human rights and environmental risks and violations of human rights and environmental obligations arising from the Business Partner’s economic activities or in its supply chain. Starlab expects its Business Partners to take all reported concerns seriously and ensure that they are dealt with in a fair manner using an understandable and transparent process that ensures timely feedback to stakeholders. Starlab expects that investigations are made, and remedial action is taken and recorded as required. In addition, Starlab expects its Business Partner to maintain confidentiality about the identity of the whistleblower and prohibit any kind of retaliation and avoid linguistic and technical barriers.

Starlab expects its Business Partners to continuously document the fulfilment of the aforementioned measures, in particular the due diligence obligations under the SCDDA.

## **ENVIRONMENTAL PROTECTION**

Starlab expects its Business Partners to comply with applicable national environmental laws, regulations and standards. Furthermore, Business Partners are expected to establish and apply an appropriate environmental management system (e.g., ISO 14001), in order to minimize environmental impacts and hazards and improve environmental protection in daily business operations. We expect environmental awareness to be promoted among the Business Partner’s employ-



ees, especially with regard to the ecological footprint. Starlab expects its Business Partners to take especially the following measures:

- **Greenhouse gas emissions:** Starlab expects the Business Partner to minimize or reduce the production of greenhouse gas emissions, in order to reduce the negative impact on the environment and climate. Starlab expects the Business Partner to monitor the greenhouse gas emissions of their facilities and at the same time actively identify possible efficiency improvements in their own production processes as well as along the supply chain. The Business Partner is expected to establish greenhouse gas management plans and demonstrate progress in reducing emissions wherever possible.
- **Energy:** Starlab expects the Business Partner to minimize its energy consumption and implement energy saving strategies, including a transition to renewable energy sources.
- **Waste:** Starlab expects the Business Partner to minimize the production of waste and the consumption of natural resources and take measures to progress towards a circular economy by reducing, reusing and recycling materials.
- **Water:** Starlab expects the Business Partner to support water conservation by reducing water consumption and ensuring that the quality of groundwater is maintained and improved as much as possible. Starlab expects the Business Partners also to control the waste water generated by its activities.
- **Biodiversity:** Starlab expects the Business Partner to conserve, protect and promote biodiversity and soil quality on its farms and throughout its supply chain.
- **Deforestation:** Starlab expects the Business Partners to not engage in deforestation and avoid harvesting timber in primary and secondary forests with high ecological value, including high carbon forests and peatlands.

## **Dodd-Frank Act / Conflict Minerals**

At Starlab, we expect our Business Partners to be able to declare that to the best of their knowledge they have no reason to assume that the products delivered to us contain conflict minerals from the DR Congo or other countries mentioned in the Dodd-Frank Act. If a Business Partner cannot be able to do so, the Business Partner is obliged to inform Starlab about this in writing without undue delay. Upon request of Starlab in such a situation, the Business Partner will provide Starlab with a completed questionnaire available for downloading from the following link:

<http://www.responsiblemineralsinitiative.org/conflict-minerals-reporting-template/>.

Starlab also expects its Business Partner to comply with all applicable regulations and laws regarding the sourcing of minerals and materials from conflict regions and high-risk areas, in particular with regard to the responsibility for conflict-free sourcing of “conflict minerals”, in order to effectively ensure that the Business Partner’s use and sale of conflict minerals does not directly or indirectly facilitate the trade of

conflict minerals by armed groups and security forces. “Conflict minerals” means minerals and metals as listed in Annex I of EU Regulation 2017/821<sup>6</sup> (in particular tin, tantalum, tungsten and gold - 3TG).

We especially expect our Business Partner to comply with the requirements of the EU Regulation 2017/821 and its delegated acts as well as implementing acts, and to follow the OECD Guidelines<sup>7</sup> on Duty of Care for Responsible Supply Chains of Minerals from Conflict Affected Areas and High Risk Areas.

### Timber Trading Ordinance

Starlab expects its Business Partners to comply with all applicable regulations and laws regarding the procurement of timber, in particular EU Regulation 995/2010<sup>8</sup> and EU Regulation 2173/2005<sup>9</sup> as well as implementing acts.

## EXPECTATIONS FOR CONDUCT AND INTEGRITY IN THE BUSINESS ENVIRONMENT

### Prohibition of corruption and bribery

Starlab expects its Business Partners to have zero-tolerance for corruption and to ensure compliance with all United Nations (UN) and Organisation for Economic Co-operation and Development (OECD) conventions against corruption, and with all applicable anti-corruption laws. Starlab especially expects its Business Partners to ensure that their employees, subcontractors and agents do not offer, promise or grant any advantages to any Starlab employees or related parties with the aim of obtaining a contract or other preferential treatment in business dealings.

Starlab expects its Business Partners to only use advisors or intermediaries in accordance with applicable laws. In particular, Starlab expects its Business Partners to ensure that the remuneration paid to advisors or intermediaries is only paid for advisory and intermediary services actually rendered and that the amount of remuneration is commensurate with the service rendered.

### Invitations and gifts

Starlab expects its Business Partners not to misuse invitations and gifts as influence. Invitations and gifts to Starlab employees or related parties are only granted if the occasion and the extent are appropriate, i.e. they are of low financial value or can be regarded as an expression of locally generally accepted business practice.

Business Partners will also not demand any benefits from Starlab employees.

### Protection of confidential information and intellectual property, data privacy

Starlab expects its Business Partners to protect confidential information and to use it only in an appropriate manner and to ensure that the privacy of all employees and Business Partners and their personal data as

well as compliance with the legal provisions on data protection are safeguarded.

In addition, intellectual property rights are expected to be respected and protected.

### Avoidance of conflicts of interest

In our Business Partners’ dealings with us, we expect our Business Partners to make decisions based on objective criteria only. Any factors that might influence our Business Partner’ decisions due to private, business or other conflicts of interest are avoided. Conflicts of interest with private interests or other economic or other activities, including by relatives and other closely related persons or organizations, must be avoided.

### Free competition

Starlab expects its Business Partners to behave fairly in competition and to observe the applicable competition and antitrust laws. Business Partners do not participate in agreements with third parties that violate antitrust laws, nor do they abuse a potentially existing dominant market position or exchange competitively sensitive information. Starlab expects its Business Partners not to engage in unlawful agreements on prices or other conditions, sales territories or customers, as well as abuse of market power and boycotts (e.g., not supplying a customer) that contradict Starlabs principles.

### Money laundering

Starlab expects its Business Partners to comply with the relevant legal obligations to prevent money laundering and the financing of terrorism and not to participate in money laundering activities. The Business Partners undertake to maintain business relations only with those Business Partners of whose integrity they are convinced.

### Business partner relations

Starlab expects its Business Partners to communicate all standards and/or obligations from this Code of Conduct to their subcontractors and Business Partners and to take the standards and obligations into account in the selection process. Business Partners will urge their subcontractors and Business Partners to comply with the contents of this Code of Conduct in the performance of their contractual obligations.

## SUBJECT TO CHANGE

Starlab reserves the right to amend the contents of this Code of Conduct, in particular to adapt them to new legal developments, insofar as this is reasonable for the Business Partner. Starlab will notify its Business Partners of the amendments by e-mail six weeks before they take effect.

## REPORTS OF POSSIBLE MISCONDUCT

Starlab expects its Business Partner to pass on to its employees, in an appropriate manner, the information received from Starlab regarding accessibility, responsibility and the implementation of a complaints procedure.

Starlab also expects its Business Partners themselves to establish an appropriate complaints procedure in line with EU whistleblower protection<sup>10</sup> or corresponding national regulations and the SCDDA and to ensure that all employees have access to these reporting channels.

## COMPLIANCE WITH THE CODE OF CONDUCT FOR BUSINESS PARTNERS

Starlab reserves the right to review Business Partners' compliance with the principles and requirements of the Starlab Code of Conduct for Business Partners.

Any violation of the principles and requirements set out in this Starlab Code of Conduct for Business Partners will be regarded as a serious violation by the Business Partner of the contractual relationship. In the event of suspected non-compliance with the described principles and requirements of the Starlab Code of Conduct for Business Partners (e.g., negative media reports), Starlab reserves the right to demand from the Business Partner that all relevant information be disclosed. Furthermore, Starlab has the right to extraordinarily terminate individual or all contractual relationships with Business Partners who demonstrably do not comply with the Starlab Code of Conduct for Business Partners or who do not seek to or implement improvement measures after they have been given a reasonable period of time to do so by Starlab.

### References

In addition to those already mentioned, the following references were used in the preparation of the Code of Conduct for Business Partners:

1. United Nations Global Compact  
[www.unglobalcompact.org](http://www.unglobalcompact.org)
2. Universal Declaration of Human Rights  
[www.un.org/en/rights](http://www.un.org/en/rights)
3. International Labour Standards (ILO)  
<http://www.ilo.org/global/standards/lang--en/index.htm>  
International Organization for Standardization (ISO)  
[www.iso.org](http://www.iso.org)
4. International Organization for Standardization (ISO)  
[www.iso.org](http://www.iso.org)

<sup>1</sup> "Business Partner" means all third parties including, but not limited to, suppliers, vendors, service providers, dealers, contract partners, sales representatives, brokers, advisors and their staff, agents and representatives.

<sup>2</sup> According to § 15 of the German Stock Corporation Act or corresponding national regulations.

<sup>3</sup> Supply Chain Due Diligence Act (SCDDA); [https://www.csr-in-deutschland.de/Shared-Docs/Downloads/EN/act-corporate-duediligence-obligations-supply-chains.pdf?\\_\\_blob=publicationFile&v=3](https://www.csr-in-deutschland.de/Shared-Docs/Downloads/EN/act-corporate-duediligence-obligations-supply-chains.pdf?__blob=publicationFile&v=3)

<sup>4</sup> Fragenkatalog zur Berichterstattung gemäß § 10 Abs. 2 LKSG

<sup>5</sup> [https://www.bafa.de/DE/Lieferketten/Berichtspflicht/berichtspflicht\\_node.html](https://www.bafa.de/DE/Lieferketten/Berichtspflicht/berichtspflicht_node.html)

<sup>6</sup> REGULATION (EU) 2017/821 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 17 May 2017 laying down supply chain due diligence obligations for Union importers of tin, tantalum and tungsten, their ores, and gold originating from conflict-affected and high-risk areas; <https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:32017R0821&from=EN>

<sup>7</sup> <https://mneguidelines.oecd.org/mneguidelines/>

<sup>8</sup> REGULATION (EU) No 995/2010 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 20 October 2010 laying down the obligations of operators who place timber and timber products on the market; <https://eur-lex.europa.eu/LexUriServ/LexUriServ.do?uri=OJ:L:2010:295:0023:0034:EN:PDF>

<sup>9</sup> COUNCIL REGULATION (EC) No 2173/2005 of 20 December 2005 on the establishment of a FLEGT licensing scheme for imports of timber into the European Community; <https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:32005R2173&from=EN>

<sup>10</sup> DIRECTIVE (EU) 2019/1937 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 23 October 2019 on the protection of persons reporting infringements of Union law; <https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:32019L1937&from=de>



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