

CLARIO.

Code of Ethics

Introduction

We are committed to the highest standards of professional and ethical conduct.

This Code of Ethics and Business Conduct (this “**Code**”) applies to all Clario Executive Officers, full-time, part-time, temporary/intermittent and contract employees (collective, “**Employee or Employees**”) of Clario and its subsidiaries.

We require the highest standards of professional and ethical conduct. Our reputation for honesty and integrity among our customers, Employees, vendors, and stockholders is key to the success of our business. Clario is committed to advancing a culture of honesty, integrity, privacy, and security.

Our behaviors support our priorities including forming the basis of our culture and are defined as: collaboration, accountability, pro-activeness, and adaptation. These four behaviors outline the basic principles and policies of which all Employees are expected to comply. Please read this Code carefully.

Your cooperation is necessary to the continued success of our business and the cultivation and maintenance of our reputation as a good corporate citizen. Any questions or concerns regarding anything contained in or referenced by this Code should be directed to Clario’s Vice President, Human Resources (“**VP-HR**”) or your local office designee who is responsible for administering the Code.

You may have an employment agreement with Clario, or have otherwise signed a confidentiality or other agreement with Clario (collectively, the “Agreements”). You have been provided an employee handbook, policies and standard operating procedures from Clario (collectively, the “Documents”). This Code does not replace the Agreements or Documents, and the Agreements and Documents remain in full force and effect. If anything contained in the Agreements or Documents conflict with this Code, this Code shall govern.

Conflicts of interest and related party transactions

It is Clario policy to prohibit actual, apparent or potential conflicts of interest unless such conflicts are specifically disclosed and approved as provided below.

It is essential that all Employees avoid any situation or interest that might interfere with their judgment concerning their responsibilities to Clario.

A conflict of interest exists when the private interest of an Employee interferes in any way with the interests of Clario. A conflict situation can arise when an Employee or a member¹ of an Employee’s

¹ Immediate family member includes such Employee’s spouse, parents, children, siblings, mother-in-law, father in-law, sons-and daughters-in-law, brothers- and sisters-in-law, domestic partner and anyone who shares such Employee’s home.

immediate family is in a position through which he or she may derive a personal benefit from a transaction involving Clario or in which an employee's judgment may be influenced because of a financial or other relationship with a client or supplier.

A conflict of interest may arise, for example, when an Employee:

- has a financial interest that could affect his or her personal judgment;
- gains personal enrichment through access to confidential information; or
- misuses his or her position at Clario in a way that results in personal gain.

A conflict of interest may arise when an Employee has a personal interest, direct or indirect, in any supplier or customer of Clario. An indirect interest would arise, for example, if an Employee's immediate family member has an interest in a supplier or customer of Clario.

A conflict of interest is simply a situation in which an Employee is or may be under conflicting pressures: the pressure to do what is best for Clario on the one hand, and the pressure to do what is best for himself or herself or an immediate family member, on the other hand.

In order to evaluate whether an Employee is or may be subject to such conflicting pressures, this Code requires that the Employee disclose to the department Vice President any situation (including any related party situation, as described below) that may give rise to an apparent or actual conflict of interest. The existence of a conflict of interest is not always clear.

If an Employee thinks that he or she may have a conflict of interest, or is aware of a potential conflict of interest others may have, the potential conflict must be disclosed to the department Vice President. Executive Officers should disclose any apparent or actual conflict of interest situation involving themselves to the Board of Directors. A determination will be made regarding whether the interest that creates the conflict should be divested or any other action should be taken.

Unless approval has been obtained (as described above), an Employee or any of his or her immediate family members may not acquire or hold a material interest (whether as a shareholder, partner, member or other owner) in a business which is a Clario supplier or client or with which Clario otherwise does business or which engages in any business in which Clario is engaged. An investment that represents less than a two percent (2%) ownership interest and that is less than five percent (5%) of the Employee's net worth would not, by itself, be considered a material interest. In addition, unless approval has been obtained, no Employee may work for, or serve as a consultant to or a member of a board of directors of, any competitor of Clario. Approval under any of these circumstances may require the affected Employee to agree not to take any action on Clario's behalf with respect to any such business.

A conflict of interest also may arise when an Employee, acting in his or her capacity representing Clario, is on one side of a transaction and a related party is on the other side of the transaction. Related parties essentially are those parties who do not deal with one another at arm's length.

Related parties include the following:

- an organization of which the Employee is an officer or partner;
- an organization of which the Employee is the beneficial owner of ten percent (10%) or more;
- any trust in which the Employee has a substantial interest, or serves as trustee or in a similar fiduciary capacity; and
- any immediate family member of an Employee who may significantly influence or be influenced by a business transaction with an organization of which he or she is an officer, member of the board of directors or partner.

This section addresses only those situations in which the involvement of a related party implicates a conflict of interest. A transaction in which an Employee is recommending, negotiating or contracting on behalf of Clario with a person or entity that is a related party to him or her would constitute a conflict of interest. However, a situation in which the Employee who has the related party relationship is not directly or indirectly involved in recommending, negotiating or contracting with his or her related party would not necessarily constitute a conflict of interest.

Without limiting the generality of the foregoing, the Audit Committee of the Board of Directors (the “**Audit Committee**”) must approve any transaction or series of transactions in which (a) Clario is to be a party, (b) the amount involved exceeds \$100,000 and (c) any of the following has a direct or indirect material interest:

- any member of the board of directors or executive officer;
- any person owning 5% of Clario’s stock; or
- any member of the immediate family of any of the foregoing.

However, no person will be deemed to have an indirect material interest in a transaction based on a position or relationship with a party that engages in a transaction with Clario if the interest arises solely from the person’s position as (a) a member of the board of directors of the other party, (b) the direct or indirect owner of less than ten percent of the equity of the other party or (c) a limited partner of the other party if Clario’s Executive Officers and Board of Directors and members of their immediate family do not collectively own ten percent or more of the other party’s equity and the person is not a general partner of the other party.

If any Employee believes a related party transaction exists or might occur, full disclosure must be made to the department Vice President, or, if a Clario Executive Officer, to the Board of Directors. As with ownership, employment, consulting or director relationships, the affected Employee may be required to remove himself or herself from the consideration, recommendation or negotiation of any such transaction.

Compliance with laws

It is Clario’s policy to comply with the laws in each city, state and country in which Clario conducts business, including, but not limited to, employment, labor and the workplace, environmental, antitrust and securities laws and the United States Foreign Corrupt Practices Act.

Obeying the law, both in letter and in spirit, is the foundation on which Clario’s ethical standards are built. It is the responsibility of each Employee to respect and obey the laws and regulations of the locations in which you are engaging in company activities. If you are in doubt as to whether an activity is unlawful it is your responsibility to consult with your supervisor.

Data privacy and confidentiality

Clario’s data privacy and security governance program (“**Program**”) is built around a company culture that appreciates an individual’s right to privacy. It is Clario’s policy to protect individual consumer, medical, financial and other sensitive personal information, in addition to other proprietary information (“**Data**”) it may collect from (or maintains on behalf of) its Employees, clients, or suppliers, to the extent required by applicable privacy and data protection laws, regulations, and treaties. Clario’s Program has implemented global standards in the following ways:

- Clario communicates the cultural importance, and awareness, of meeting statutory and regulatory requirements;
- Clario established data privacy and security policies, including, but not limited to, POL-COR-0012 Privacy and Integrity Policy, POL-COR-0001 Clario General Data Protection Regulation (GDPR) Policy, POL-COR-0021, California Consumer Privacy Act (CCPA) Policy, POLCOR-0005 Clario Health Insurance Portability and Accountability Act Policy, and POL-COR-0007 Security Policy;
- Clario established robust data privacy and security training, and educational programs, that promote its privacy and security principles;
- Clario established privacy and security objectives;
- Clario performs on-going monitoring, and review, of the Program; and
- Clario makes available Program resources.

Employees must maintain Data confidentiality entrusted to them by Clario, its clients, and suppliers; except when disclosure is authorized by the VP-HR, the Data Privacy Officer (“DPO”), or is required by law or regulation. Employees should contact the VP-HR or DPO if any uncertainty exists as to whether certain Data is, in fact, confidential information. If an Employee believes Data is required to be disclosed, outside of Clario, approval must be obtained from the VP-HR or the DPO before any Data disclosure may be made. Any unauthorized or unprotected Data use, or disclosure, may subject an Employee to civil or criminal liability, including termination of employment, and may be prosecuted, fully, by Clario. Employees sign an agreement, or relative clause in an agreement, with Clario that requires Employees to preserve Data privacy and security consistent with this Code. This obligation continues after employment ends.

Employees must report any breach of confidentiality, privacy, or security immediately, and no later than that same business day to the DPO in accordance with Clario’s Unauthorized Disclosure/Data Breach Management SOP-COR-0004.

Additionally, should an individual wish to report any confidentiality, privacy, or security concern anonymously (where permitted by law), they may use Clario’s Reporting Website and Reporting Hotline set forth in the section of this Code entitled CLARIO REPORTING WEBSITE AND REPORTING HOTLINE.

Employees may contact the DPO or privacy team if you have questions on any of the Program standards in connection with what you do at Clario.

Discrimination and harassment

Clario is committed to a policy of equal treatment for all Employees and prospective employees. Sexual and other workplace harassment in any form will not be tolerated. Any Employee who feels that he or she has been subjected to sexual or other workplace harassment should report the incident immediately. Clario's policy is to hire, promote, compensate, discipline and make all other personnel decisions based on ability, experience, skills, education and future potential and without regard to race, color, religion, national origin, age, gender, sexual orientation, marital status, disability and status as a disabled veteran or Vietnam-era veteran.

Clario is committed to providing a work environment free of sexual or any form of harassment, discrimination or retaliation. All Employees are expected and required to accomplish their work in a businesslike manner with concern for the well-being of their coworkers. Any harassment of Employees or retaliation against Employees complaining of harassment is prohibited, regardless of the working relationship at hand. Similarly, harassment of Employees by customers, clients, vendors or referral sources will not be tolerated. Clario will neither engage in nor tolerate sexual or any other form of unlawful harassment.

Harassment or unlawful discrimination of a sexual (including sexual orientation and gender identity), racial, ethnic, disability, protected veteran status, age or religious nature, or on the basis of any other factor prohibited by applicable law, is specifically forbidden. Any Employee who violates this policy will be subject to disciplinary action up to and including termination. If the prohibited behavior is engaged by a vendor, client or other third party, appropriate proportional remedial action will be taken.

Sexual harassment includes, but is not limited to, unwelcome sexual advances, requests for sexual favors and lewd, vulgar or obscene remarks, jokes, posters or cartoons, and any unwelcome touching or other verbal or physical conduct of a sexual nature.

Clario expressly prohibits any form of unlawful harassment based on a characteristic protected by law, including but not limited to sexual harassment. Unlawful interference with the ability of Clario Employees to perform their expected job duties will not be tolerated. Specifically, with regard to sexual harassment, Clario prohibits unwelcome

- sexual advances or requests for sexual favors; and
- all other verbal, physical, or visual conduct of a sexual nature, particularly where:
 - submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment or engagement,
 - submission to or rejection of such conduct by an individual is used as a basis for decisions concerning that individual's employment or engagement, or
 - it creates a hostile or offensive work environment.

Other forms of unlawful harassment or discrimination are also strictly prohibited. Such unlawful harassment or discrimination may include but is not limited to racial epithets, slurs, derogatory remarks, use of stereotypes, slander, ridicule, persistent name calling or abusive or offensive remarks, jokes, posters or cartoons based on race, religion, color, national origin, sex, age, disability, genetic information, military status, or any other characteristic protected by applicable local, state, or federal laws.

Prohibited harassment may occur in or outside of the workplace and can occur through electronic or other means of communication, including but not limited to social media. Described behaviors are prohibited anytime and in any place in which they affect the ability of an Employee to perform their job.

Any Employee who feels that he or she is subject to or has witnessed discrimination or harassment by any supervisor, management official, Employee, customer, client, or vendor should bring the matter to the immediate attention of his or her supervisor. An Employee who is uncomfortable for any reason with this process, or who is not satisfied that doing so will resolve or had resolved the matter, should report to the next level of management or the local or corporate Human Resources Department.

Anyone found to be engaging in any type of unlawful discrimination or harassment will be subject to appropriate proportionate disciplinary action, up to and including termination.

In addition, Clario expressly prohibits any form of retaliation against an individual for filing a good faith complaint under this policy or for assisting with a complaint investigation. Clario will not retaliate against an individual for opposing or complaining of employment discrimination, testifying, or participating in any way in an employment discrimination investigation, proceeding, or litigation.

Workplace safety

It is Clario's policy to protect Employees and associates from unfair or unethical working conditions, including bonded, forced or child labor, or any unsafe working conditions.

Clario condemns the use of forced labor and exploitative child labor and expects our suppliers to respect this principle as well.

We conduct our operations with the highest regard for the safety and health of Employees and the protection of the general public. Each of us is responsible for complying with safety rules and regulations and for taking the necessary precautions responsible for complying with safety rules and regulations and for taking the necessary precautions to protect our colleagues and ourselves. We must report all accidents and work-related injuries and take action to correct unsafe practices or conditions, with a goal of continuously improving our performance.

All Employees, customers, vendors and business associates are to be treated with courtesy and respect at all times. Employees are expected to refrain from conduct that may be dangerous to others. Conduct that threatens, intimidates, or coerces another Employee, customer, vendor or business associate will not be tolerated. Clario resources may not be used to threaten, stalk or harass anyone at the workplace or outside the workplace.

Indirect or direct threats of violence, incidents of actual violence and suspicious individuals or activities should be reported as soon as possible to a supervisor, Vice President, VP-HR, or any member of Clario's Executive Management Team. Employees are prohibited from horseplay or any other behavior that mimics or may lead to violence. Other examples of prohibited conduct include but are not limited to: pushing, shoving, kicking, poking, tripping, assault, or threat of assault, damage to a person's work area or property. Verbal or nonverbal threats, including gestures that portray harm, are also prohibited.

When reporting a threat or incident of violence, the Employee should be as specific and detailed as possible. Employees should not place themselves in peril and are encouraged to use their best judgment in handling potentially dangerous incidents. If there is an immediate threat, contact emergency services and do not try to intervene. For the safety of all, Employees should also inform their local Human Resource department of any protective or restraining order that they have obtained that lists the workplace as a protected area.

Clario will promptly and thoroughly investigate all reports of threats of violence or incidents of actual violence and of suspicious individuals or activities. Clario will not retaliate against Employees making good-faith reports of violence, threats or suspicious individuals or activities.

In order to maintain workplace safety and the integrity of its investigation, Clario will take the appropriate action regarding Employees suspected of workplace violence or threats of violence.

Anyone found to be responsible for threats of or actual violence or other conduct that is in violation of these guidelines will be subject to prompt disciplinary action, up to and including termination of employment. Clario encourages Employees to bring their disputes to the attention of their supervisors or the VP-HR before the situation escalates. Clario will not discipline Employees for raising such concerns.

Possession of firearms or weapons in the workplace or while working is prohibited.

Antitrust

It is Clario policy to comply with all applicable trade and antitrust laws. Clario Employees must avoid any action that would be a violation of trade and antitrust laws. No code could provide an exhaustive list of acceptable and unacceptable conduct under the antitrust laws. If any conduct or statement could be viewed as anti-competitive, an Employee must consult Clario's Chief Financial Officer ("CFO").

It is against Clario policy to have any discussion or communication with any representative of a competitor concerning past, present or future prices, pricing policies, bids, discounts, promotions, terms or conditions of sale, royalties, choice of customers, territorial markets or production quotas.

This applies to any material or product Clario sells or buys. It includes all information of this type about Clario's products or about Clario's competitors' products. It follows, therefore, that there must never be any type of agreement with a competitor concerning these subjects. This includes not only formal written or oral agreements, but "gentlemen's agreements," tacit understandings, and informal so-called "off the record" conversations as well.

Clario's prices for products and services must be determined independently in light of Clario's costs, market conditions and competitive prices. While competitive prices should be considered in determining Clario's prices, they should be obtained only from sources other than competitors, such as published lists and customers. It is a violation of Clario policy to send or receive any price list to or from a competitor.

In those limited circumstances where a competitor is also a Clario customer or a supplier, it is permissible to discuss or agree upon prices charged to or by Clario solely in transactions between Clario and that competitor in its capacity as a customer or supplier.

Any understanding or agreement with a competitor, whether formal or informal, express or implied, to refrain from doing business with a third party is against Clario policy. This does not prevent the use of independent judgment based on usual credit sources. Clario's CFO should be consulted before Clario refuses to sell to any customer or prospective customer (whether or not Clario has done business with the party in the past), other than for valid credit reasons.

To enable Clario's CFO to review Clario's pricing structure and to avoid violations of the Robinson-Patman Act and similar laws, all new price lists and new promotional plans should be made available to, or discussed with, Clario's CFO. Any deviation from current price list or from promotional plans should be brought to the attention of the CFO.

Payments to government personnel; political contributions

It is Clario policy to comply with the U.S. Foreign Corrupt Practices Act (“FCPA”) and similar anti-bribery laws in the U.S., the United Kingdom’s Bribery Act, the European Union’s Fight Against Fraud and Corruption Act and similar laws in every jurisdiction in which Clario operates.

The FCPA prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates to obtain or retain business. No illegal payments may be made to government officials of any country.

In addition, the United States government has a number of laws and regulations regarding business gratuities which may be accepted by government personnel. The promise, offer or delivery to an official or employee of the federal government of a gift, favor or other gratuity in violation of any of these rules would not only violate Clario’s policy as set forth in this Code but would also be a criminal offense. State, local and foreign governments may have similar rules. The VP-HR or CFO can provide guidance in this area if you have any questions regarding the propriety of any payment to any government official.

It is against Clario policy:

- for Clario business units to make any political contributions or expenditures;
- to encourage Employees to make political contributions or expenditures;
- to reimburse an Employee for any political contributions or expenditures; or
- to make payments to trade associations or their political action committees where payments will be used for political purposes.

Contributions and expenditures are not limited to cash contributions to candidates or committees. They also include such things as purchase of tickets to political dinners; advertisements on behalf of candidates; donations of Clario property, services or personnel that benefit candidates or committees; and media expenditures intended to affect individual decisions.

Clinical misconduct

Clinical misconduct will not be tolerated.

It is the policy of Clario to neither tolerate nor ignore any justified suspicions that may indicate scientific misconduct, suspected fraud, serious breach and deliberate and/or persistent noncompliance during the conduct of clinical trials or associated support activities.

Scientific misconduct includes acts or behaviors which may cause Clario, a clinical trial sponsor, or regulatory agency to be concerned over the validity and acceptability of the trial conduct or the data generated. Scientific misconduct can include fraud which is defined as deliberate reporting of clinical data or information which is known to be false. It also includes deliberate and/or persistent non-compliance with good quality practice, laws, regulations, and guidelines. Fraud does not include unintentional mistakes made through simple error or carelessness. By the Food and Drug Administration’s (FDA’s) definition, fraud may include acts of omission or commission.

Clario has a Clinical Misconduct/Fraud Policy which outlines specific requirements for Employees and which has been made available to all Employees.

Responding to government and other inquiries

It is Clario policy to cooperate with all appropriate requests concerning Clario's operations from federal, state and municipal government agencies in each country in which Clario conducts business.

In order to ensure that Clario's responses to inquiries and requests by any government agency are timely, complete and accurate, and that other appropriate steps are taken by Clario to meet fully its legal obligations, it is Clario's policy to involve its VP-HR, DPO, and CFO, as appropriate promptly in responding to any government inquiry or request. Accordingly, before any responsive action is taken, Employees must immediately forward any such requests, including requests for interviews or access for government officials to Clario facilities and documents, to VP-HR or CFO as appropriate.

All inquiries or documents received from any attorney or legal representative not affiliated with Clario must be immediately forwarded to VP-HR, CFO and DPO, as appropriate.

Environmental

Our responsibility to protect the environment is among our top priorities. We comply with the intent and spirit of all environmental laws and regulations, respecting the environment in which we operate.

We are committed to minimizing the negative environmental impact of our operations and promoting the sustainable use of natural resources. Together we can help improve our environment and make a difference in our communities.

BUSINESS CONDUCT AND PRACTICES

Accurate books and reporting and accounting complaints

It is Clario policy to comply with all applicable laws that require its books and records to reflect accurately the true nature of the transactions represented. No false, artificial or misleading entries shall be made in Clario's books or records by anyone or at anyone's direction for any reason. No unrecorded fund or asset or other improper accounts in Clario's name shall be established or maintained for any reason. There shall be no intentional omission of liabilities from Clario's books and records for any reason.

No transaction or payment shall be made on Clario's behalf with the intention or understanding that the transaction or payment is other than as described in the documentation evidencing the transaction or supporting the payment.

All reporting of information (including, but not limited to, expense reports, accounts payable, invoices, inventory summaries, client billing data, payroll data, purchase orders, etc.) must be accurate, honest and timely, should be a fair representation of the facts and must conform both to applicable legal requirements and Clario's system of internal controls.

No false or misleading information may be given to Clario's Finance Department or its independent auditors.

Clario policy also prohibits any Employee from directly or indirectly falsifying or causing others to falsify any company or client documentation. Employees are prohibited from opening or maintaining any undisclosed or unrecorded corporate account, fund or asset or any account with a misleading purpose.

Business records and communications often become public. Employees should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of individuals and companies that could be misunderstood. This applies equally to email, social networking, internal memoranda and formal records and reports.

Information, questions, complaints, or concerns about Clario's accounting, internal accounting controls, or auditing matters may be submitted to the Audit Committee by mail, email or by utilizing our Reporting Website or Reporting Hotline that also permits reporting anonymously (where permitted by law). See the section of this Code entitled CLARIO REPORTING WEBSITE AND REPORTING HOTLINE for more information on these services and the section of this Code entitled WHERE TO CALL WITH QUESTIONS OR CONCERNS for more information on how to make these reports.

Fair dealing

It is Clario policy to compete fairly and honestly. No Employee should engage in manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.

Whether or not expressly prohibited by law, improperly obtaining proprietary information, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present officers, directors or employees of other companies is prohibited. Each Employee should endeavor to respect the rights of and deal fairly with Clario's customers, suppliers and competitors and their employees. No Employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair dealing practice.

Statements by or on behalf of Clario, including those made in advertising, promotional materials, bids, proposals and sales presentations should be truthful and have a reasonable basis in fact and should not be misleading or purposefully made easily susceptible of misinterpretation.

Interactions with healthcare professionals and organizations must be intended to comply with our service offerings to our customers. We must only engage the services of healthcare professionals and organizations when they are legitimately needed, and we must not pay more than an appropriate market rate for the services rendered.

The purpose of business entertainment and gifts in a commercial setting is to invite goodwill and sound working relationships, not to gain unfair advantage. No gift or entertainment should ever be offered, given, provided or accepted by any Employee, or any member of his or her immediate family, unless it: (1) is not in cash; (2) is consistent with customary business practice; (3) is not excessive in value; (4) cannot be construed as a bribe or payoff, and (5) does not violate any laws or regulations.

If you have any questions regarding whether a certain gift or entertainment is appropriate, you must inform your immediate supervisor. Any gift or entertainment that exceeds \$500 or the local equivalent must be brought to the attention of the VP-HR or CFO. If you are uncertain whether a gift is appropriate or exceeds permissible limits you should discuss with your supervisor.

All gifts and entertainment provided by an Employee must be accurately described on the Employee's expense report.

This Code relating to gifts applies to all employees of clients and the fact that the gift is motivated for reasons independent of the individual's employment status does not result in an exemption from this Code.

Protection and use of Clario assets

Employees must respect Clario property. Use of Clario assets, including computers and related information technology assets, must comply with established Clario policies.

All Employees should endeavor to protect Clario's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Clario's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Clario equipment should not be used for non-company business, though incidental personal use may be permitted. Please refer to additional company internal policies or your supervisor if you require further clarification.

The obligation of Employees to protect Clario's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, designs, databases, records, salary information and any unpublished financial data or reports. Unauthorized use or distribution of this information is a violation of this Code.

Corporate opportunities

Corporate opportunities belong to Clario and may not be exploited by Employees.

Executive Officers are prohibited from taking for themselves personally (directly or through other entities) opportunities that are discovered through the use of corporate property, information or position without the consent of the Audit Committee. Other Employees are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the consent of department Vice President. No Employee may use corporate property, information or position for improper personal gain. Employees owe a duty to Clario to advance Clario's legitimate interests when the opportunity to do so arises.

Media and investor relations

In order to ensure professional and consistent handling, Employees should refer all requests from the media or requests from an industry analyst or market researcher or consultant to Clario's Chief Executive Officer ("CEO") or CFO.

An Employee who is contacted by an individual who identifies himself or herself as a member of the media or an industry analyst, or a market researcher or consultant must politely explain that it is inappropriate for him or her to comment and refer the individual to Clario's CEO or CFO.

WAIVER

In certain limited situations, Clario may waive application of this Code to Employees. With respect to Clario's Executive Officers, any such waiver requires the express approval of the Board of Directors and will be promptly disclosed as required by law or applicable stock exchange

regulations. With regard to Clario Employees, other than Executive Officers, waivers require the approval of the VP-HR and/or CFO as appropriate. The Works Council will be notified of such waivers if they occur with respect to Employees at Clario's facilities in Germany.

INVESTIGATIONS AND CORRECTIVE ACTION

Upon receipt of a complaint under this Code, including any Program violations, Clario will promptly investigate the complaint and will involve agencies and resources outside Clario, if and when, such outside involvement appears advisable or necessary. Clario will exercise discretion regarding the confidentiality of the report and investigation to the extent consistent with the need for a thorough investigation and response.

Any Program violations, including any suspected Data misuse or disclosures must be reported in accordance with the requirements under the Data Privacy and Confidentiality section above.

Clario's Quality Management Department and IT Security team, are responsible for overseeing any formal investigation required. Review of the findings will determine whether a Program violation, or Data breach occurred, in addition to whether notification is required to the impacted parties involved. Not all Data privacy, or security, incidents are a breach. It is critical Employees follow the reporting procedures, identified herein, to ensure a breach assessment can be performed.

The Quality Management Department will document the actions taken or the reasons why no further action is required. Data misuse or disclosure found to be committed by Employees are considered grounds for disciplinary action, including employment termination, as well as legal prosecution.

The Board of Directors or the Audit Committee shall conduct, or designate appropriate persons (within or outside of Clario) to conduct, any investigation concerning alleged violations of this Code by any Executive Officer of Clario, including the CEO and the CFO. VP-HR or other appropriate personnel designated by the Board of Directors or the Audit Committee will conduct, or designate appropriate persons to conduct, any investigation concerning alleged violations by other Employees. Executive Officers, and Employees are expected to cooperate in internal investigations of alleged misconduct.

At the conclusion of any such investigation involving any Clario Executive Officer, the person leading the investigation will report to the Audit Committee or the full Board of Directors the results of the investigation and any remedial measures such investigator recommends. At the conclusion of any such investigation involving other Employees, such investigator shall make such a report to VP-HR, CEO, or CFO, as appropriate.

Clario will take all actions deemed appropriate by Board of Directors, Audit Committee, CEO, CFO, or VP-HR, as applicable, as a result of any such investigation. If it is determined that an Employee has violated this Code, such action may include disciplinary action, up to and including termination of employment. If it is determined that a contractor or other person who is not an Employee has violated this Code, Clario will take appropriate corrective action, which could include severing Clario's relationship with such non-employee.

Any and all complaints and related information received under this Code, including any Program violations, will be retained for seven years from the date of the complaint, or such other period of time as may be required by law.

EMPLOYEE PROTECTIONS

Federal and state laws prohibit retaliatory action by companies against their employees who take certain lawful actions when they suspect wrongdoing on the part of their employer. In furtherance of Clario's obligations under federal law, as well as to preserve the integrity of this Code, neither Clario nor any of its Executive Officers, Employees, contractors, subcontractors or agents may discharge, demote, suspend, threaten, harass or in any other manner punish, discriminate, or otherwise retaliate against an Employee because of any lawful act done by the Employee to:

- a. provide information, cause information to be provided to, or otherwise assist in an investigation by a federal regulatory or law enforcement agency, any member of Congress or committee of Congress, or any person with supervisory authority over the Employee (or such other person working for Clario who has the authority to investigate, discover, or terminate misconduct), where such information or investigation relates to any conduct that the Employee reasonably believes constitutes a violation of federal mail fraud, wire fraud, bank fraud, or securities fraud laws, any SEC rule or regulation, or any other federal law relating to fraud against stockholders;
- b. file, cause to be filed, testify, participate in, or otherwise assist in a proceeding relating to alleged violations of any of the federal fraud or securities laws described in (a) above; or
- c. report, or cause to be reported, any complaint under this Code.

Clario is committed to maintaining an environment in which people feel free to report all suspected incidents of inaccurate financial reporting or fraud. No retaliatory action will be taken against any person who in good faith reports any conduct which he or she reasonably believes may violate this Code. In addition, no retaliatory action will be taken against any individual who in good faith assists or participates in an investigation, proceeding or hearing relating to a complaint about Clario's auditing or financial disclosures, or who files, causes to be filed, testifies or otherwise assists in such a proceeding. However, a person who files a report or provides evidence which he or she knows to be false or without a reasonable belief in the truth and accuracy of such information **WILL NOT BE PROTECTED** by the above policy statement and may be subject to disciplinary action, including termination of employment or other association with Clario.

CLARIO REPORTING WEBSITE AND REPORTING HOTLINE

Clario has engaged a third-party vendor to establish a method for Employees to report complaints anonymously through a website ert.ethicspoint.com (“**Reporting Website**”) or by phone (“**Reporting Hotline**”). Phone numbers to report by the Reporting Hotline are listed below in the section of this Code entitled WHERE TO CALL WITH QUESTIONS OR CONCERNS. Information, questions, complaints, or concerns about Anti-Bribery, Auditing and Accounting, Banking Details, Financial Issues, Privacy and Security Concerns, and other matters may be submitted by utilizing our Reporting Website and Reporting Hotline.

For all reporting, confidentiality is a priority, and all reports will be treated confidentially to the fullest extent possible. The Reporting Website and Reporting Hotline are managed by an independent service company (“EthicsPoint”). Submissions of information, questions, complaints, or concerns using these forums will not be traced and submissions may be made anonymously. To ensure the anonymous submission via mail, please do not send information, including a return address, that identifies the sender.

Within 24 hours of reporting your submission through the Reporting Hotline or Reporting Website, a notification will be sent to the Audit Committee for information, questions, complaints or concerns related to Clario’s accounting, internal accounting controls, or auditing matters. For information, questions, complaints or concerns relating to other areas, a notification will be sent to the appropriate member of Clario’s Executive Management Team and the Works Council if the complaint involves the German office, or other Clario designee, so long as the individual is not named in the report.

All submissions will be maintained in a confidential file by either EthicsPoint or Clario, depending on the method and age of the submission. Clario’s confidential file will be maintained by the Audit Committee Chairman, or his or her designees. Access to the confidential files will be restricted to the individuals notified of the submission and those individuals designated to investigate such submissions, as may be determined by those notified of the submission. All submissions will be maintained for a minimum of seven years following receipt of such submissions.

The individuals notified of the submission will promptly review it and determine the appropriate means of addressing the submission. They may choose to handle the task themselves or with the other individual(s) notified or delegate that task to the appropriate member of Clario’s Executive Management Team or other Clario designee, so long as the task is not delegated to a person that is named in the report. The individuals notified may take such other action as they deem necessary or appropriate to address the submission, including obtaining outside counsel or other advisors to assist in addressing the submission.

For submissions that are not anonymous, you may be contacted to confirm information or to obtain additional information. For anonymous submissions that are submitted through the Reporting Hotline or the Reporting Website, you will be provided a “Report Key” at the time of your submission. You may be requested to answer questions or provide additional information related to your submission in an anonymous format. You can obtain these requests by calling the Reporting Hotline or entering the Reporting Website and following the instructions to follow-up on your report, which will include the use of your Report Key.

Receipt of all submissions that are not anonymous will be acknowledged by Clario either orally or in writing, unless the person making the submission requests otherwise. Clario will maintain records, including but not limited to, all submissions, responses, follow-ups, and dialogs, including the applicable dates and persons involved. Such records will be maintained in confidential files.

Retaliation against any person who in good faith makes a submission about any accounting or auditing matter, including illegal or unethical conduct, will not be tolerated and will be a cause for discipline, including possible loss of employment, for the person who retaliates or is involved in such retaliation. A person may report retaliation by the same means described in these procedures for reporting information, questions, complaints, or as indicated throughout this Code. However, a person who files a report or provides evidence which he or she knows to be false or without a reasonable belief in the truth and accuracy of such information WILL NOT BE PROTECTED by the above policy statement and may be subject to disciplinary action, including termination of employment or other association.

WHERE TO CALL WITH QUESTIONS OR CONCERNS

If you believe you or another Employee may have violated this Code or an applicable law, rule or regulation, it is your responsibility to immediately report the violation to your department Vice President, the CFO, the VP-HR or the DPO at the street address, phone number or email address listed below. If you are a supervisor and you have received information from an Employee concerning activity that he or she believes may violate this Code or that you believe may violate this Code, you should contact one of the individuals listed above. You may also direct any questions you have about this Code to these individuals. If you believe an Executive Officer of Clario has violated this Code, you should report such violation to the Audit Committee at the street address or email address listed below.

Employees may submit reports via mail, courier or similar delivery service, phone, email or in person. Employees may submit complaints or concerns confidentially and anonymously. If an Employee wishes to make a report anonymously, the Employee should type the report, including the date but not the Employee's name, and deliver it via mail, courier or other delivery service in an envelope marked CONFIDENTIAL. Alternatively, the Employee may submit an anonymous report by email; to do so, the Employee should be sure to send the report from an email address that does not identify the sender. Lastly, the Employee may submit an anonymous report using Clario's Reporting Website or Reporting Hotline. If an Employee submits a report that is not anonymous, the Employee may be contacted to confirm information or to obtain further information.

Contact information is as follows:

- Vice President, Human Resources – Clario, VP, Human Resources, 500 Rutherford Avenue, Boston, MA 02129 – (617) 973-1600 – HR@clario.com
- Data Privacy Officer - Clario, 500 Rutherford Avenue, Boston, MA 02129 – (617) 973-1600 – privacy@clario.com
- Chief Financial Officer – Clario, Chief Financial Officer, 1818 Market Street, Philadelphia, PA 19103 – (215) 972-0420 – CFO@clario.com
- Chief Executive Officer – Clario, Chief Executive Officer, 500 Rutherford Avenue, Boston, MA 02129 – (617) 973-1600 – CEO@clario.com
- Audit Committee – Clario, Audit Committee of the Board of Directors, 1818 Market Street, Philadelphia, PA 19103 – auditcommittee@clario.com
- Works Council – Clario, Works Council, Sieboldstraße 3, 97230 Estenfeld, Germany - betriebsrat@clario.com
- By accessing the Reporting Website at ert.ethicspoint.com and following the instructions therein to file a report or otherwise following the instructions to file a report by the Reporting Hotline by dialing the hotline at the following numbers:

- US – 1-(855) 815-2391
- Belgium – 0-800-100-10 (*)
- Germany – 0-800-225-5288 (*)
- India – 000-117 (*)
- Japan (NTT) – 0034-811-001 (*)
- Japan (KDDI) – 00-539-111 (*)
- Japan (Softbank Telecom) – 00-663-5111 (*)
- Switzerland – 0-800-890011 (*)
- UK (British Telecom) – 0-800-89-0011 (*)

(*) At the English prompt dial **(855) 815-2391**. The International access numbers provided above are subject to change from time to time as initiated by the applicable country. You can contact your country's phone service provider to obtain an updated access number or you can access our hotline website at ert.ethicspoint.com, which will be updated accordingly as these changes occur.

As amended through October 2021