

CODE OF CONDUCT

INO

SHEDDING LIGHT

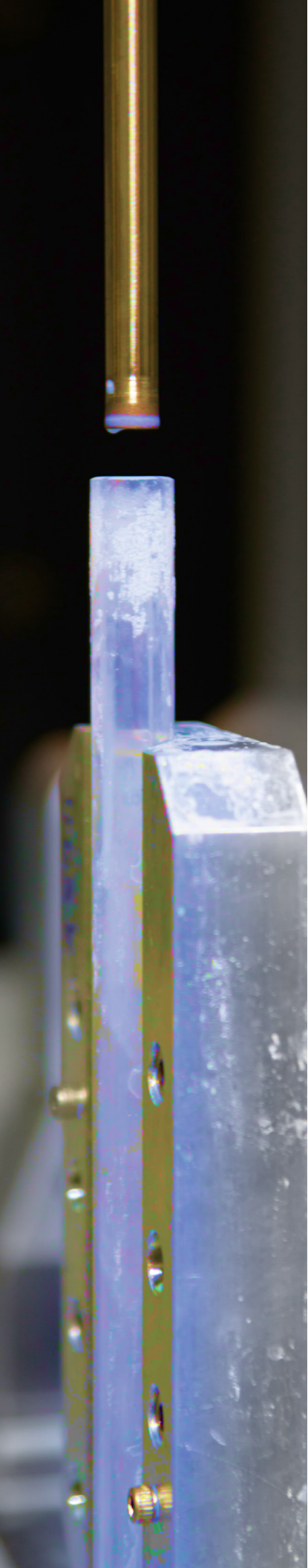


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MESSAGE FROM THE EXECUTIVE



In operation since 1988, INO contributes to science and technology in the most profitable way possible for the economy and accomplishes its mission by implementing recognized principles of sound governance.

Like society, the business and R&D contexts have evolved greatly. Thus, the notions of sustainable commitment, social and environmental benefits, respect for human rights and fair trade have been gradually integrated into the governance processes of organizations. A pioneer of major global trends, INO is proud to offer technological solutions that are sustainable and beneficial in terms of wealth creation and local benefits, but which are also respectful of planetary limits and social acceptability.

Being called upon to collaborate with a wide variety of clients, partners, members and government representatives, the organization is proud to have adopted a code to guide the conduct of its staff and directors. This also demonstrates its desire to encourage the members of its team—but also its suppliers, partners and third parties—to adhere to its values and best practices in carrying out their activities.



The code of conduct is therefore inspired by the fundamental values of INO, “listen”, “understand” and “commit”. By rigorously applying such principles, it is possible to offer the companies we support and our partners—regardless of their background—a defined, structured, transparent and valuable innovation path.

The Vice-President, Corporate Affairs will oversee its application. Rest assured that any request related to the Code of Conduct will be treated confidentially.

Thank you for reading the Code and “keeping it alive” on a daily basis, thus bringing about even more innovations that will enable businesses across the country to be more productive and competitive.

A handwritten signature in black ink, reading "Alain Chandonnet".

Alain Chandonnet, Ph.D.
Chief Executive Officer

A handwritten signature in black ink, reading "Philippe Boivin".

Philippe Boivin, LL.B.
VP—Corporate Affairs

OUR VISION

Establish ourselves, through light, as a world-class reference in translational innovation.

OUR MISSION

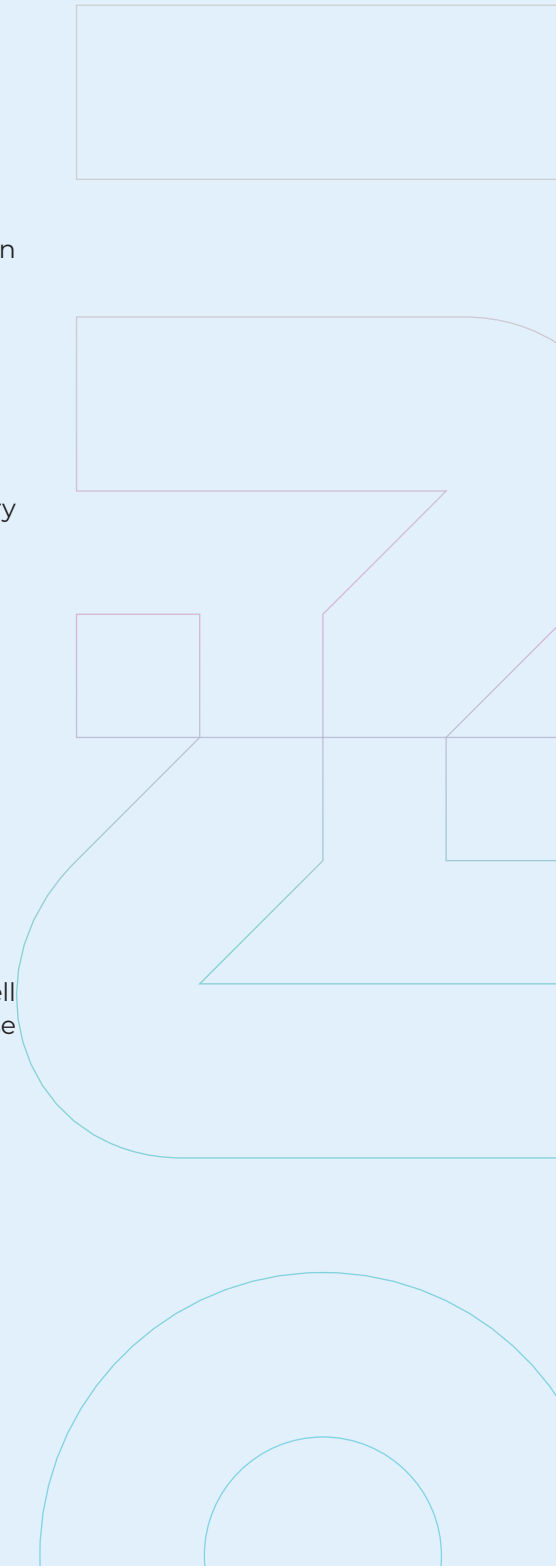
Bring to life innovations that enable the industry from all over the country to be more productive and competitive.

OUR VALUES

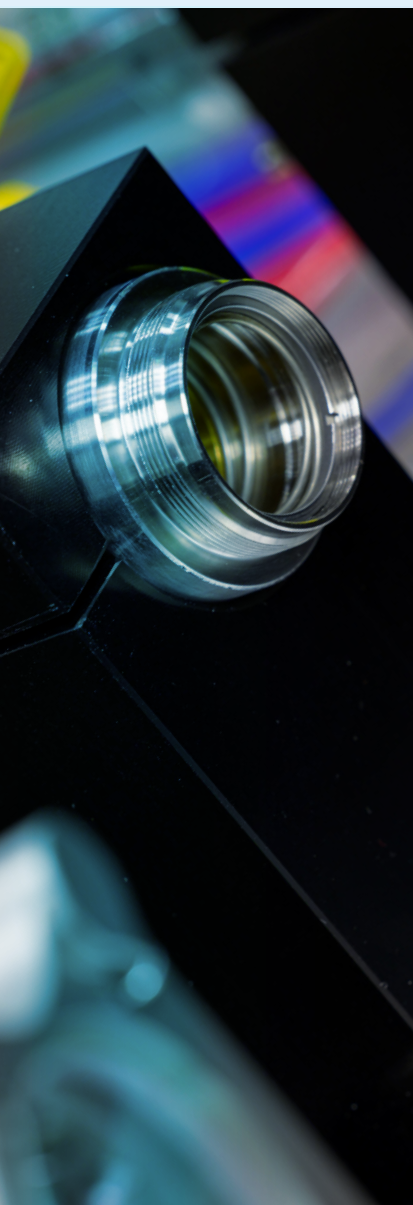
Listen, understand, and commit.

OUR PROMISE

Shedding light is our promise that your innovation journey will be well defined, structured, transparent, and a source of real value. Because nothing about innovation should be left to chance.



PILLARS, OBJECTIVES AND SCOPE



This Code of Conduct (the “**Code**”) is based on INO’s vision, mission, values and promise. It applies to staff and board members. Consultants who work on behalf of the organization on its premises or who have access to its computer network must also familiarize themselves with the Code and apply it with the necessary adjustments.

The Code is a living document that aims to achieve the highest standards of conduct. Respecting it helps foster a positive and rewarding experience for all parties involved in carrying out INO’s activities. In addition, complying with the Code is essential to maintaining everyone’s trust.

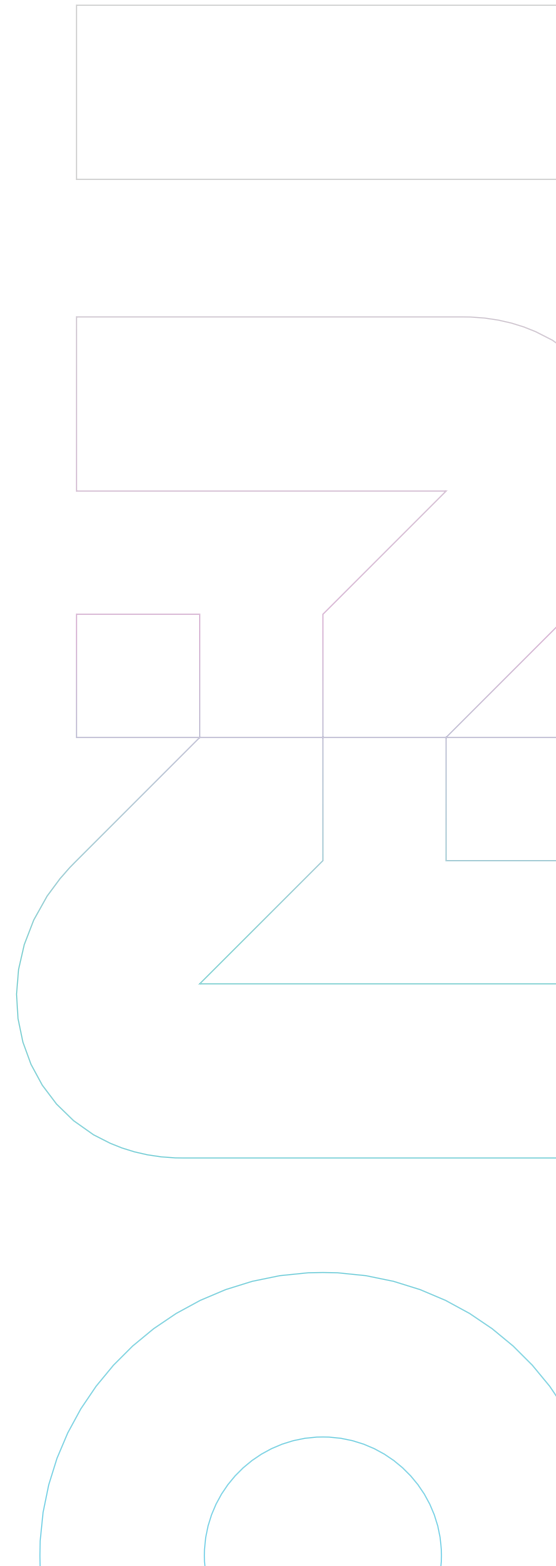
Everyone is responsible for familiarizing themselves with the Code and complying with it at all times. People working within INO are encouraged to discuss its application with their manager and agree to take all the training offered to them.

— **COMPLYING WITH THE CODE
IS ESSENTIAL TO MAINTAINING
EVERYONE’S TRUST.**

Furthermore, it is the responsibility of managers, directors and management to be familiar with the Code, to promote it and to ensure that it is understood and complied with. Since INO operates in an ever-changing ecosystem, managers and directors must also collaborate with the Corporate Affairs and Human Experience and Culture Vice-Presidents to ensure that the Code meets the standards expected of a world leader in high technology.

The Code is not intended to replace the applicable laws and regulations or to prescribe an exhaustive list of the behaviors expected of anyone working within INO.

For the purposes of this document, the expression “person working within INO” or any similar expression includes the staff, directors and consultants mentioned above.



OPERATING RULES

The Code was developed in consultation with management and then approved by INO's Board of Directors. Any significant change must be approved by the latter.

DECLARATION

A copy of the Code is given to each new person working within INO or its Board of Directors. That person must complete the Declaration of commencement of service (Schedule A) to attest that they have read it, and that they adhere to the text and the spirit of the Code as well as to the modifications that could be made to it. Each person must also declare any real or apparent conflict of interest.

Persons already working within INO when the Code becomes effective must confirm, through the electronic means that will be provided, that they have read it and adhere to the text and the spirit of the Code as well as to the modifications that could be made to it.

REPORTING A VIOLATION OF THE CODE OR AN ILLEGAL ACTIVITY

INO encourages anyone to report any violation of the Code to the Vice-President, Corporate Affairs at service.juridique@ino.ca.

INO acknowledges, however, that, for various reasons, it is not always possible to disclose information through the usual channels. Consequently, persons who have concerns about a violation of the Code may report it by mail, email or telephone to the Chair of the Governance and Human Resources Committee:

Ms. Véronique Proulx
8326, avenue Casgrain
Montréal (Québec) H2P 2K8
Email: veronique.proulx@meq.ca
Phone: 514-222-8204

Except for cases of self-denunciation, no reprisals can be exercised against a person disclosing a violation of the Code in good faith.

GENERAL INQUIRIES

Anyone with questions about the application or scope of the Code may contact the Vice-President, Corporate Affairs at service.juridique@ino.ca.

COMPLIANCE WITH LAWS AND REGULATIONS

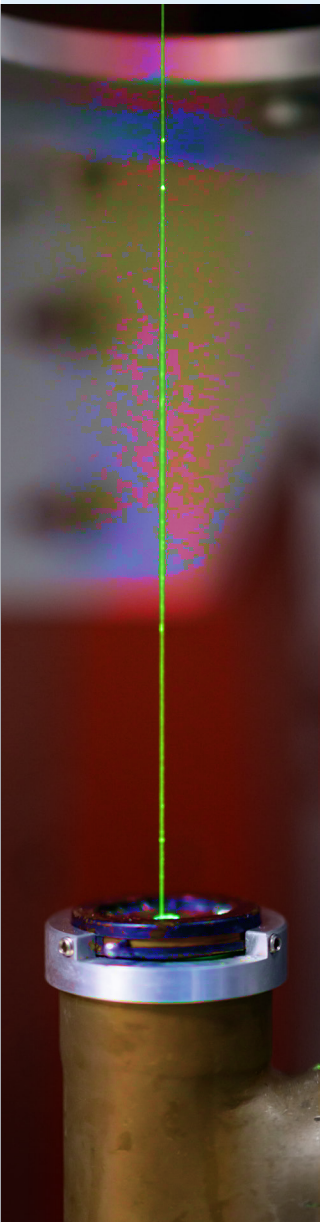
As a responsible corporate citizen, INO complies with the laws and regulations of Quebec, Canada and the countries where it does business.

All people working within the organization are encouraged to perform their work in compliance with applicable laws and regulations. In addition, any professional who is a member of a professional association must comply with the code of ethics of such association. Individuals working on research projects must also conduct their activities in accordance with applicable research policies, codes and standards.

For any question concerning laws, regulations or a document of a legal nature that appears in conflict with a provision of the Code, please contact the Vice-President, Corporate Affairs at service.juridique@ino.ca.

GOVERNMENT SANCTIONS AND EXPORT AND IMPORT CONTROLS

Activities relating to the sale, marketing, distribution or transport of materials, and the provision of services internationally must be carried out in accordance with applicable laws and in compliance with international trade restrictions. This includes laws and regulations relating to the import and export of goods, prevention of bribery of foreign public officials and sanctions issued by a government against a country, an organization or any individual. Anyone with questions can contact the Vice-President, Corporate Affairs at service.juridique@ino.ca.



ETHICS AND INTEGRITY

INO is committed to conducting its business ethically and with integrity. Thus, the organization has put in place measures to avoid conflicts of interest¹ corruption, or the acceptance of additional compensation or gifts for the benefit of staff members, directors or their immediate families.

AVOID CONFLICTS OF INTEREST

Staff members must declare any situation that could give rise to a real or apparent conflict of interest, and follow any instructions given to them to manage the potential conflict of interest.

It is often easier to avoid conflicts of interest if they are disclosed in advance. Thus, any direct or indirect interest in a company that could conflict with INO's activities must be declared in writing to the Vice-President, Corporate Affairs at service.juridique@ino.ca within thirty (30) calendar days following the commencement of service of an employee or following the acquisition of such interest. However, the following does not need to be declared:

- the holding of public securities when the interest held represents less than 2% of the voting rights attached to the securities issued by the company concerned;
- the holding of interests through a mutual fund in which the person participates neither directly nor indirectly in the management.

ADDITIONAL COMPENSATION OR GIFT

All agree not to accept any additional compensation or gift for services rendered in the context of their employment or the provision of their service unless:

- they come from INO in accordance with compensation policies or recognition programs, or any other compensation agreement; or
- they are of modest value and customary according to generally accepted commercial practices or they represent hospitality.

Any gift worth more than \$200 must be declared immediately to the Vice-President, Corporate Affairs at service.juridique@ino.ca. The latter will decide if the gift can be accepted. If the recipient of the gift is the Vice-President, Corporate Affairs, the analysis will be carried out by the Chief Executive Officer.

The declaration must specify the nature of the gift, the estimated value, the name of the donor, the nature of the ties maintained with the donor, as well as the current or anticipated business circumstances.

¹A "conflict of interest" namely means any situation where the direct or indirect interest of a person is such that it risks compromising the objective performance of their duties because their judgment may be influenced and their independence affected by the existence of such interest.

CORRUPTION

INO adheres to and complies with all laws and regulations regarding the prevention of fraud and corruption, in particular the *Corruption of Foreign Public Officials Act*. To meet its obligations, INO verifies and qualifies its partners and suppliers, and imposes contractual obligations on them. In this context, everyone must work with the procurement team when purchasing goods or services from external suppliers and with legal affairs when setting up agreements with partners or third parties.

Except customary gifts of modest value generally accepted, practices such as the payment of money, inappropriate invitations or the offering of items of value with the aim of influencing the behaviour of an official working for a government or a person working for a private company to obtain a business advantage, regardless of geography or local customs, is strictly prohibited. No person working within INO may pay or receive illicit payments, in particular bribes, in the context of their business relations.

Fraud and corruption are crimes punishable by serious sanctions, including imprisonment. Considering the seriousness of these crimes and the harmful consequences on the image of the organization, INO could in no way condone such actions.

RESEARCH INVOLVING HUMAN SUBJECTS

INO acknowledges that it is possible that its staff or any other authorized resource may carry out tests on human subjects as part of a research and development project. Thus, any person conducting such a project undertakes to read and comply with the *Directive on Ethics for Research Involving Human Subjects*. This Directive aims to ensure that this type of project is subject to the approval of an ethics committee and respects moral, legal and ethical imperatives to ensure respect for the life, dignity and integrity of the person.

CODE OF ETHICS FOR SENIOR MANAGEMENT AND MEMBERS OF THE BOARD OF DIRECTORS

All members of senior management and members of the Board of Directors must also comply with the *Code of Ethics for Directors and Officers*.

BUSINESS RELATIONS

CLIENT RELATIONS

INO's mission is to implement innovations that allow its clients to be more productive and competitive. The organization expects staff members to adhere to its vision, mission, promise and values and to develop quality business relations.

SUPPLIERS AND SUBCONTRACTORS

INO selects its suppliers and subcontractors following a due diligence process. INO expects them, their staff, their own suppliers, subcontractors and partners to also comply with applicable laws and behave according to the principles and values set out in this Code, particularly with regard to a healthy work environment, absence of corruption, respect for intellectual property and confidentiality, and protection of personal information.

People working within INO must remain vigilant in their dealings with suppliers and subcontractors to ensure that they comply with applicable laws, INO's obligations and the expectations described in this Code. In this context, everyone must work with the procurement team when purchasing goods or services from external suppliers and with the legal affairs team when setting up agreements with partners or third parties.



CONFIDENTIALITY AND INFORMATION SECURITY

INO attaches great importance to the confidentiality and security of the information it holds. Measures are put in place on an ongoing basis to ensure the protection of confidential information, trade secrets and personal information. This information is only accessible on a need-to-know basis, in accordance with applicable laws and confidentiality agreements binding the organization.

Confidential information may belong to INO or to third parties. This may include personal information, client records, reports, client and supplier lists, notes, sketches, drawings, plans, software, inventions, improvements, adjustments or other (the “**Confidential Information**”). Anyone working within INO undertakes to protect and use Confidential Information in accordance with their confidentiality commitment and according to the applicable directives and instructions, in particular the *INO Industrial Security Directive*. In addition, the use of Confidential Information must be carried out only within the framework of INO's current activities and in accordance with the directives and the applicable laws.

IT SECURITY

INO implements technological IT security measures to protect its IT systems and the information it holds. Anyone working within INO agrees to take the computer security training offered to them and to comply with the *Directive on IT Security*, in particular by reporting any computer security breach to securitenumérique@ino.ca.

PERSONAL INFORMATION

Any person working within INO undertakes to become familiar with the protection of personal information through the various training courses offered and to comply with the *Directive on the Protection of Personal Information*. In addition, any project involving the collection, use, storage or communication of personal information to third parties must be reported to the Privacy Officer at service.juridique@ino.ca, as must any action likely to violate the said Directive.

INTELLECTUAL PROPERTY

Intellectual property is an important asset for INO. The organization aims to protect the intellectual property developed in the context of its activities daily. Processes and the *Directive on Intellectual Property* have been put in place to encourage people working within INO to identify and declare any new invention.

In addition, INO respects the intellectual property rights of others. The organization never knowingly infringes the intellectual property rights of third parties. It is not permitted to download unlicensed software onto company computers, nor to duplicate, publish or distribute copyrighted material.

Any person working within INO who is aware that intellectual property is being used inappropriately is invited to report it without delay to the Vice-President, Corporate Affairs at service.juridique@ino.ca.

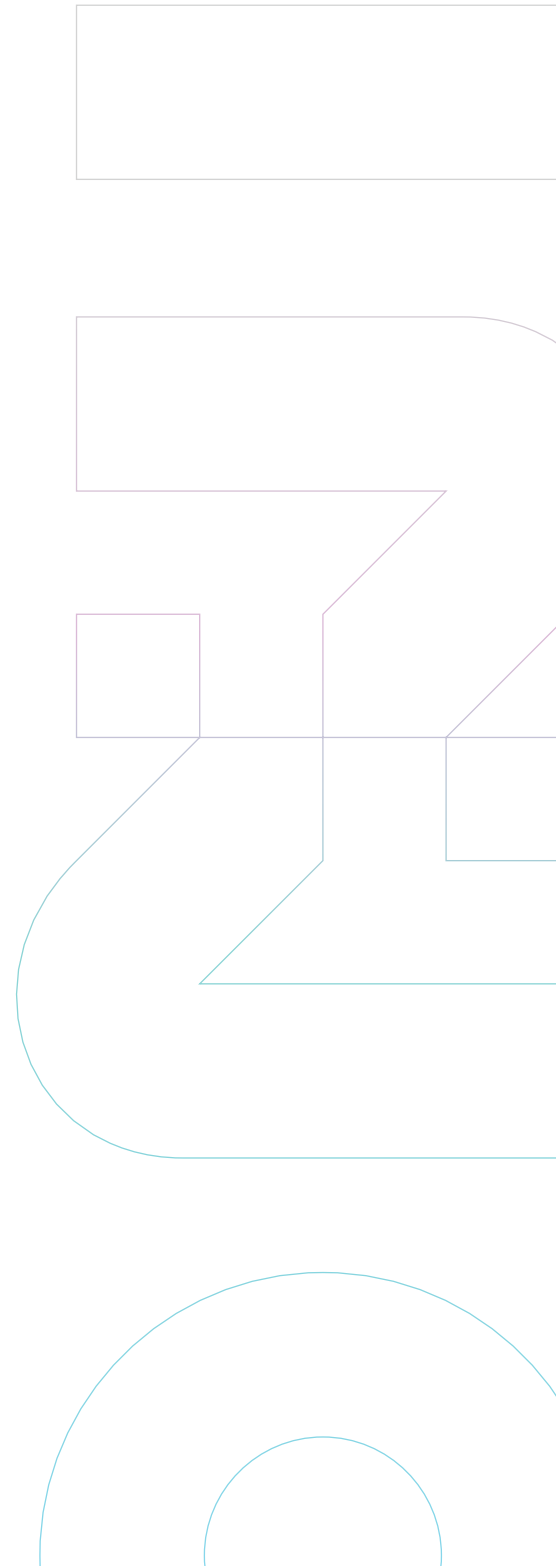
WORK ENVIRONMENT

INO is committed to treating all people working within its organization fairly, objectively and without discrimination. In addition, INO is committed to taking measures to provide these people with a healthy, respectful, safe and inclusive work environment.

People working within INO must comply with their obligations under the various applicable standard documents, including the *Directive on Harassment at Work*, the *Directive on Substance Use in the Workplace*, the *Directive on Laser Safety*, the *Directive on Chemical Safety* or any other policies, guidelines or work instructions in place.

Moreover, INO considers its staff to be the main asset for the success of its mission and wishes to offer a work environment conducive to personal and professional growth.

These principles apply not only in the workplace, but also anywhere people perform work for INO and interact with colleagues, consultants, members, incubatees, clients, suppliers, partners, funding agencies or any other stakeholder.



EXTERNAL COMMUNICATIONS

MEDIA REQUESTS

INO has set up a communications department to take care of relations with the media. If necessary, the person in charge of communications will request the intervention of the CEO or another designated person to grant an interview.

Anyone working within INO who receives a request from the media must immediately forward it to the person in charge of communications.

SOCIAL MEDIA ACTIVITIES

INO encourages its staff to act as ambassadors, namely by relaying messages published by the organization. INO expects its staff to act with loyalty and exercise reserve when expressing opinions on social media. Comments, photos, videos, posts and comments published on social media can have an impact on INO, its staff, consultants, members, incubatees, clients, suppliers, partners, funding agencies and any other stakeholders.

Anyone working within INO must act with caution when posting on social media so as not to harm anyone or reveal confidential information, trade secrets or personal information. Everyone speaks in their own name and is not authorized to speak on behalf of INO.

If in doubt, consult the person in charge of communications before posting something on social media.

COMMUNICATIONS

To ensure that operations run smoothly, it is essential that communications with staff, consultants, members, incubatees, clients, suppliers, partners, funding agencies and any other stakeholders are carried out in an accurate, complete and timely manner. It is up to each person working within INO to provide satisfactory, prompt and courteous service.

RELATIONS WITH REPRESENTATIVES OF PUBLIC BODIES

It is not permitted to contact or maintain relations with representatives of public bodies to influence them to amend a law, regulation, policy or to obtain a permit, certificate, subsidy or contract. Lobbying activities are regulated. Consequently, these must be approved by the Vice-President, Corporate Affairs.



ENVIRONMENT, SOCIETY AND GOVERNANCE (ESG)



By implementing this Code, INO wishes to promote its ambition to act as a socially responsible organization and have a positive impact on society and the environment.

INO wishes to further integrate the assessment, management and control of environmental issues into its operations and the projects for which INO is a stakeholder, and to minimize negative impacts on the environment through concrete measures.

Whether through its community involvement or through its essential role in the innovation ecosystem in Quebec, Canada and internationally, INO generates concrete benefits and added value for Quebec and Canadian businesses, and society in general.

**INO GENERATES CONCRETE
BENEFITS AND ADDED VALUE
FOR QUEBEC AND CANADIAN
COMPANIES, AND SOCIETY IN
GENERAL**



SCHEDULE

SCHEDULE A- DECLARATION OF COMMENCEMENT OF SERVICE

First and Last name: _____

Personal Information:

I hereby declare that I have read the document entitled *Mes renseignements personnels chez INO* and authorize INO to collect, use and disclose all required personal information for purposes related to my employment in compliance with the *Directive on the Personal Information*.

Background Check:

I consent to INO checking my criminal record and conducting verification on my professional and credit history. I acknowledge that this verification is relevant due to the responsibilities inherent to my position.

Compliance with the Code:

I hereby declare that I have received a copy of INO's Code of Conduct (the "Code"). I confirm that I have read the Code and understand its content. I agree to abide by it as well as any amendment that may be made to it. I also agree to abide by all INO directives, including the *Directive on Workplace Harassment*, the *Directive on Workplace Substance Use*, the *Directive on Laser Safety*, the *Directive on Chemical Safety*, the *Directive on Industrial Security*, the *Directive on the Protection of Personal Information* and the *Directive on IT Security*. I agree to follow, within the set deadlines, the training required by INO, in particular training pertaining to information security and occupational health and safety.

As mentioned in the Code and to comply with it, I agree to periodically make all the declarations required and to provide all the information requested. I understand that any violation of the Code may result in sanctions.

Conflict of Interest:

I agree to disclose below any other job, business, interest or activity, current or future, that conflicts or could conflict with the interests of INO.

Name: _____

Signature: _____

Date: _____





2740 EINSTEIN STREET
QUÉBEC QC G1P 4S4
CANADA

1-866-657-7406

INFO@INO.CA

INO