

Ceva Group Business Ethics & Principles For Business Partners

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By: Ethics and Compliance Department	1	December 21 st , 2017	January 1 st , 2018





Overview

Ceva Santé Animale, S. A. and its direct and indirect majority-owned or controlled affiliates and subsidiaries ("Ceva Group"), is committed to conducting its business in an honest and ethical manner, and expects the same of all third parties acting on behalf of Ceva Group including but not limited to agents, distributors, consultants, service providers (collectively, "Business Partners").

Ceva Group works to comply with all applicable legal requirements, and its Business Partners must do likewise. To help Business Partners understand Ceva Group's commitment to integrity and the standards of business conduct, Ceva Group has prepared this Ceva Group Business Ethics & Principles For Business Partners (hereinafter the "Business Partners Principles") that summarizes the values set out in Ceva Group's Code of Ethics and Business Conduct.

Ceva Group Business Partners are expected to both comply with their contractual and/or business obligations to Ceva Group and to adhere to standards of ethics and business conduct consistent with these Business Partners Principles.

These standards cannot address every conceivable situation. The fact that an issue is not specifically addressed herein does not relieve Business Partners of their obligation to maintain the highest ethical standards under any and all circumstances.

Agreement to these requirements by a Business Partner does not constitute a commitment to any level of business with Ceva Group.

1. Comply with Anti-Corruption and Anti-Money Laundering Laws

Business Partners must comply with all applicable anti-corruption and anti-money laundering laws, rules and regulations. Ceva Group takes necessary steps in order to conduct business with reputable business partners involved in legitimate business activities, with funds derived from legitimate sources.

2. Do not Offer, Promise, Give, Authorize giving, Request or Accept Inappropriate Gifts or Commissions

No one acting on Ceva Group's behalf may give or accept bribes, either directly or indirectly (e.g., through third parties or other intermediaries). In particular, no one acting on Ceva Group's behalf may offer, promise, give, authorize giving, request, agree to receive, or accept any advantage or anything of value to or from outside parties, either personally or for any other person or entity, in order to:

- (i) improperly influence a desired action;
- (ii) induce an act in violation of a lawful duty;
- (iii) cause the person to refrain from acting in violation of a lawful duty;
- (iv) secure any improper advantage; or
- (v) improperly influence the decision of a government or government official.

Special care must be taken when dealing with government officials, as most countries have laws that restrict gifts, hospitality or other expenditures that benefit government officials. The term "government officials" should be read broadly and includes not only individuals acting on behalf of governments (such as elected officials, customs officials, tax officials, etc.), but also:



- (i) individuals acting on behalf of government-owned enterprises (such as veterinarians and staff of publicly owned or operated clinics and universities, etc.),
- (ii) political parties and candidates for public office, and
- (iii) individuals acting on behalf of public international organizations (such as the World Bank or OECD, etc.).

3. Maintain Financial Integrity in Books and Records

Business Partners must maintain complete and accurate books and records of accounts relating to work performed for Ceva Group.

4. Comply with Applicable Trade Embargo Laws and Sanctions

Business Partners must comply with all applicable trade embargo laws and sanctions, which generally prohibit companies located in a particular country from doing business in another specific country or company / individual. Business Partners must not conduct Ceva Group business with sanctioned countries or entities.

5. Compete fairly

Business Partners must not seek a competitive advantage for Ceva Group through fraud, concealment, misrepresentation of material facts, or illegal means and must respect antitrust and other laws governing competition.

6. Provide Safe and Healthy Environment

Business Partners are expected to provide a safe and healthy environment for all their employees and, as a minimum, comply with all applicable health and safety laws, regulations, and standards.

7. Comply with Applicable Environmental Laws

Ceva Group complies with the letter and spirit of environmental laws and regulations, and respects the environment in each country where it operates. We expect our Business Partners to comply with all relevant environmental laws and regulations as well as all requirements for environmental licenses and permits.

VIOLATIONS OF PRINCIPLES FOR BUSINESS PARTNERS

Failure to comply with this Business Partners Code and/or with applicable laws and regulations may result in termination as a Ceva Group Business Partner.

If you are aware of a violation or potential violation of any of these principles, please notify Ceva Group's Ethics and Compliance Department at the following email address: reportingcompliance@ceva.com.