

**uBiome**  
**CODE OF CONDUCT AND BUSINESS ETHICS**

**Effective Date: May 2019**

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## CODE OF CONDUCT AND BUSINESS ETHICS

### I. PURPOSE AND SCOPE OF THE CODE

#### A. Statement of our Commitment and Purpose of the Code — Why do we have a code of conduct?

uBiome and its subsidiaries (“uBiome” or the “Company”) is committed to conducting business ethically, honestly, in compliance with applicable laws, rules, and regulations, and consistent with our core values. Pursuant to those core values, we treat our fellow employees, customers, business partners (vendors, suppliers, consultants) and community members with respect, fairness, honesty, trust and integrity. As uBiome employees, we are all expected to adhere to the highest ethical standards of conduct, perform our work with excellence, comply with all uBiome policies and procedures and comply with the spirit and letter of all applicable laws and regulations. The purpose of this Code of Conduct and Business Ethics (the “Code”) is to provide a common set of ethical principles and standards to guide our actions as we conduct our business and to serve as a resource for all of us.

This Code applies to all employees of uBiome company-wide in all locations, both domestic and international, as well as to all members of the Company’s Board of Directors, officers, independent contractors and consultants, and interns (for purposes of this Code only, “covered persons”). This Code sets forth what is expected of us, regardless of role, culture, education or background. Note, however, that this Code cannot address every ethical issue or circumstance that may arise. Accordingly, in complying with the letter and spirit of this Code, it is the responsibility of each individual to apply common sense, together with high personal standards of ethics, honesty and accountability, in making business decisions where this Code has no specific guideline.

Improper activities, or even the appearance of impropriety, could result in serious adverse consequences to the Company and the persons involved in such activities. For this reason, an employee’s adherence to this policy is a significant indicator of the individual’s judgment and competence, and for employees, will be taken into consideration when evaluating future assignments and promotions. Disregard for the principles set forth in this Code will result in disciplinary action, up to and potentially including termination.

#### B. Additional Responsibilities of Managers — Set the tone at the top

In addition to following the guidance provided in this Code, those who lead others have special responsibilities. Through their words and actions, uBiome officers, members of

the Board of Directors, managers and supervisors (collectively, “Leaders”) must demonstrate ethical behavior by example. Leaders should emphasize the importance of acting legally and ethically, and must make it clear that business results are never more important than ethical business conduct. Leaders are responsible for creating an open and supportive environment where employees feel comfortable asking questions and raising concerns. Leaders must also provide their direct reports with the appropriate knowledge, training, resources, and support to adhere to uBiome’s ethical standards and legal requirements. To this end, Leaders must evaluate and prioritize their direct reports’ compliance with the Code and support employees who in good faith come forward to raise questions or report concerns about legal or ethical compliance or other possible violations of this Code.

**C. Policies and Procedures — What else applies?**

The Code is the primary reference guide regarding business practices and compliance requirements, but it is not the only resource that provides guidance. We have adopted specific policies and procedures to implement certain provisions addressed in this Code and further guide business conduct, such as the uBiome Employee Handbook. All of our policies are available internally on our intranet at <https://sites.google.com/ubiome.com/home/policies>.

**D. Asking Questions**

This Code addresses a wide range of ethical and business principles and practices. It cannot address every issue or circumstance where ethical standards or good business conduct may be challenged or questioned; it provides the basic principles and guidance needed in order for you to conduct yourself accordingly. We encourage your questions. If you are confronted with an issue not addressed in the Code, never hesitate to ask questions or seek advice from your manager/supervisor, the People Team or the Legal Team. And, you may always contact the Ethics Hotline to report issues of concern at 1.833.236.2150 or internally on our intranet at [www.InTouchWebsite.com/uBiome](http://www.InTouchWebsite.com/uBiome).

**E. Ethics Hotline and Confidential Reporting**

We have established an Ethics Hotline that can be called toll-free at any time (24 hours a day, 7 days a week) from anywhere in the world where we do business. The number is 1.833.236.2150. Reports to the Ethics Hotline may be made anonymously although providing your name and contact number will enable the Company to contact you during the course of the investigation if needed. uBiome will protect your identity to the extent possible (consistent with its obligation to conduct a thorough investigation), and will respond to any perceived or actual act of retaliation experienced by anyone who reports an issue in good faith. You may also report concerns online at [www.InTouchWebsite.com/uBiome](http://www.InTouchWebsite.com/uBiome) or contact the General Counsel or the People Team directly.

**F. No Retaliation**

uBiome prohibits retaliation against (and it may be unlawful for) employees who, in good faith, submit a complaint or participate in the investigation of any complaints. If you believe that you or others are the subject of retaliation for reporting or participating in an investigation, or for engaging in any other protected activity, you must report the matter to the People Team or the Legal Team. We will not tolerate retaliation and we take claims of retaliation extremely seriously.

**II. STANDARDS FOR ETHICAL AND BUSINESS CONDUCT**

**A. Integrity in uBiome Relationships**

**1. Marketing UBIOME Products and Services**

As uBiome employees and covered persons, we may only make accurate and truthful statements when discussing our products or services in business-related conversations, advertising or other public communications. Please consult with the Legal Team if you have any questions concerning laws or regulations that might apply when marketing or discussing our products or services.

**2. Quality of Products and Services**

In order to ensure that uBiome maintains and builds good will with our customers, we must always be sure that our products and services meet our contractual obligations and our customers' expectations.

**3. Payments to Contractors**

Payments to contractors must be made pursuant to the written terms of their contracts. If you have any questions about paying or entering into a contract, please consult the Contracting policy available online, or inquire with the Legal Team.

**4. Relationships with Business Providers**

You must use care and good judgment in selecting and maintaining relationships with uBiome's business providers. In the selection of business providers, you must act fairly and consistently with uBiome's values. You are also responsible for informing business providers of their requirement to comply with applicable uBiome policies and this Code. Before entering into an agreement with a business provider, you must ensure that the agreement is in writing and, when appropriate, you must consult with the applicable uBiome Leader for approval as detailed in

Signature Authority Policy which can be found internally on the intranet at [under construction].

**5. Retaining and Dealing Fairly with Our Business Partners**

Before doing business with any person or entity, we must conduct all appropriate due diligence to ensure that the prospective business partner is competent, qualified, follows the law, and is willing to comply with applicable uBiome policies.

As we expect our business partners to deal legally, ethically and fairly with us, uBiome is committed to dealing legally, ethically and fairly with our business partners. When engaging, doing business with, or managing our relationships with our business partners, we must follow all applicable uBiome policies and the law, and must honor our contractual obligations. Procurement decisions must be made legally, ethically and fairly, and must be based on sound business reasons such as price, quality, schedule, and suitability. Similarly, we may not discriminate in our dealing with current or prospective customers and suppliers.

**B. Compliance with Applicable Laws, Rules and Regulations**

We are all expected – and required – to comply with the laws, rules and regulations of the countries, states and cities in which uBiome operates. Based on the many locations of uBiome’s business operations, it is possible that the Code or any other established policy may conflict with a specific law and/or regulation of a particular location. If such a circumstance arises, you must comply with the applicable jurisdiction’s law. If an established historic practice or local business custom conflicts with the Code, you must comply with the Code.

uBiome’s objective is to excel as a responsible and reputable supplier to our customers. In attaining this objective, no employee shall, on behalf of uBiome or while a uBiome covered person or employee, engage in any conduct that violates any law or is otherwise inconsistent with the highest levels of honesty and integrity. Complex laws and regulations govern the environment in which we do business. This Code outlines key aspects of those laws and regulations as well as relevant uBiome policy. However, it may not address every circumstance or detail, so if you have questions concerning laws, rules and regulations that relate to uBiome’s business or the Code, please consult with the Legal Team.

We are committed to protecting the environment, so we are all expected to share in uBiome’s efforts to reduce any potential negative impact of our operations on the environment. In addition to complying with applicable laws, uBiome is committed to establishing and complying with “best-practice” standards for long-term sustainability,

energy conservation, use of natural resources, safe management and minimization of waste, control of hazardous materials, and responsible selection of materials. This includes our commitment to follow the laws of other countries with respect to manufacture, distribution, and disposal of our products.

Some laws of particular relevance to our business include, but are not limited to:

**1. Bribery, Payments to Foreign Officials and the FCPA**

uBiome prohibits bribery or kickbacks of any kind and to anyone in the conduct of its business. The U.S. Foreign Corrupt Practices Act (the “FCPA”) governs the types of payments or gifts that can (and cannot) be made to foreign officials for business purposes. The FCPA prohibits improper payments to foreign officials in order to obtain or retain business in a foreign country. It is important to note that under the FCPA, the employees of certain uBiome customers and potential customers may be considered to be foreign officials for purposes of the FCPA as a consequence of the government investments in those entities. uBiome is committed to complying with laws and regulations globally regarding anti-bribery laws. Please consult with the Legal Team when working with customers in foreign countries. While the FCPA allows certain type of business-related payments, such as “facilitating payments,” the rules and interpretations concerning such payments are not intuitive. Moreover, the application of the FCPA to specific circumstances can be complex. If you are unsure of whether the FCPA applies, prior to making any payment or gift to any foreign official, you should consult with the Legal Team.

**2. Money Laundering and the USA PATRIOT Act**

Money laundering is a criminal activity in which the proceeds of a crime are hidden or converted in some way to make them appear legitimate. uBiome is committed to complying with laws and regulations globally regarding money laundering and terrorist financing, including relevant provisions of the USA PATRIOT Act in the United States and similar legislations in other countries.

**3. Currency Laws**

uBiome conducts business in a number of foreign jurisdictions. It is our responsibility to ensure that all transactions comply with foreign exchange rules, as well as local currency laws and exchange rules.

**4. Economic Sanctions**

The Treasury Department’s Office of Foreign Assets Control (“OFAC”) administers United States economic sanctions against foreign countries, entities and

individuals to counter external threats to the United States national security, foreign policy or economy. uBiome and all of its employees must comply with the OFAC-administered sanctions programs. Violations of United States economic sanctions may result in the imposition of civil or criminal penalties on individuals and, in certain cases, the entity they represent or for which they act. Any employee who violates United States economics sanctions (or causes the Company to violate such sanctions) is subject to disciplinary action, potentially including termination of employment, in addition to any civil and/or criminal penalties imposed by the United States government.

**5. Export Control Laws**

The Company complies, and all of its employees are required to comply with United States export control laws and regulations, including the Export Administration Act (“EAA”) and Export Administration Regulations (“EAR”); embargo and trade sanctions laws and regulations; Anti-Boycott laws and regulations and Executive Orders pertaining to U.S. export control laws and regulations.

uBiome must comply scrupulously with the conditions, limitations, provisos, requirements and terms of all licenses and other United States government authorizations in connection with any export, import, re-export, transfer, sale, marketing activity or proposal by the Company.

Failure to comply with United States export control laws and regulations, or any licenses or other United States government authorizations, can result in severe penalties for the Company and the individuals involved. Any employee who violates export control requirements may be subject to disciplinary action, potentially including termination of employment, and may be subject to civil and/or criminal penalties imposed by the United States government.

**6. Competition, Fair Dealing and Intellectual Property Rights of Third Parties**

uBiome is committed to excelling in its industry and seeks to achieve that goal fairly and honestly. uBiome is committed to complying with applicable antitrust and competition laws. Although we recognize the importance of competition, we may not adopt unethical, unfair, or illegal business practices. We respect the rights of, and conduct business fairly with, customers, suppliers, contractors, and competitors. We should not unfairly take advantage of anyone by way of manipulations, misrepresentation of material facts, concealment, abuse of privileged information, misuse of copyrighted information or other intellectual property rights or any other illegal trade practice. Stealing proprietary

information of any form, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited. If you are unsure whether specific activities constitute unfair business practices, please consult with the Legal Team.

**a. Gathering Information About Competitors**

While being aware of and gathering available information about competitors is often an important part of successful business operations, in doing so, we must avoid the appearance of impropriety and must not engage in illegal, deceptive or unfair means. For example, we may not steal proprietary information, observe it under false pretenses, possess trade secret information that was obtained without the owner's consent or induce such disclosures by past or present employees of other companies.

**b. Statements About Competitors**

We are expected to promote uBiome, its services, and its products ethically and fairly, and we may not make unfair, misleading or inaccurate representations about our competitors, their services or their products or comment on their character or financial condition.

**c. Standards Organizations and Other Organizations Involving Competitors**

We may participate in standards organizations and industry associations, provided there is no discussion of prices, sales terms, market-divisions or similar topics.

**7. Cooperation with Internal and External Investigations**

Occasionally, uBiome will conduct or participate in an internal or external investigation. When this occurs, we are all required to cooperate fully with these investigations if requested to do so. Our responsibility to cooperate with these investigations remains even after the end of our employment with uBiome.

Please also keep in mind that, in accordance with applicable law, uBiome has the discretion to search without notice work areas, computers and personal belongings, and that you are required to cooperate with any requested search. If you have any questions or concerns, please review the Computers, E-Mail and Internet Policy in the Employee Handbook and/or contact the Legal Team.

**8. Acting or Speaking on Behalf of UBIOME**

Our authority to act on behalf of uBiome is limited by various laws, regulations, and internal policies. We may not sign documents or otherwise represent or exercise authority on behalf of uBiome unless specifically authorized to do so. Consequently, you should be aware of situations in which you might be perceived as representing or speaking on behalf of uBiome, especially in public communications (blogs, etc.). You should not make any statements on behalf of uBiome unless it is a part of your job or unless you are specifically authorized to do so. Any public speaking engagement or publications relating to uBiome must be pre-approved by the Communications Team.

**9. Relationships with Affiliates**

All transactions between and among uBiome’s affiliates must comply with applicable laws, regulations and uBiome policy.

**III. CONFIDENTIAL AND PROPRIETARY INFORMATION**

**A. Confidential Information and Invention Assignment Agreement**

You are bound by and must adhere to the terms of your Confidential Information and Inventions Assignment Agreement. Pursuant to your Confidential Information and Invention Assignment Agreement, during your employment with the Company and at all times thereafter, you shall maintain in strict confidence any and all confidential information (as the term is defined in your Confidential Information and Inventions Assignment Agreement) obtained by you and shall not disclose all or any part of the confidential information to any other person or entity not affiliated with the Company, or to any person within the company not privy to such information, and you shall not use the confidential information for any purpose unrelated to your employment, except as authorized by the CEO.

**B. Employee, Patient, Customer and Supplier Information**

In addition to protecting uBiome’s information, we must also protect our patient’s, customers’ and suppliers’ confidential information. Accordingly, we may not use, access or disclose customer or supplier information unless we are specifically authorized to do so or we are required to do so in order to comply with the law. All employees are required to comply with the Health Insurance Portability and Accountability Act (“HIPAA”), the privacy, security, breach notification and enforcement rules at 45 C.F.R. Parts 160 and 164 and our HIPAA policy available internally on our intranet at <https://sites.google.com/ubiome.com/home/policy?authuser=0>.

**C. Data Privacy Legislation**

Many countries have strict data privacy and protection laws for data relating to employees and customers, such as the GDPR. We must comply with these laws, which restrict the processing, retention or transfer, among other things, of “personal data”. If you have any questions regarding these laws, please consult with the Legal Team.

**D. Confidential Prior Employer or Competitor Information**

We may not solicit confidential information from anyone currently or formerly employed by competitors, nor accept the confidential information of others without the written consent of the rightful owners of such information. Likewise, uBiome respects the confidentiality requirements of prior employers. Employees must not disclose to uBiome or induce uBiome to use any confidential or proprietary information or material belonging to any previous employer or anyone else.

**IV. PROTECTING UBIOME’S ASSETS AND REPUTATION**

**A. uBiome Assets**

As uBiome employees, we are required to protect, properly maintain and safeguard from theft, waste, carelessness or misuse, all uBiome assets. These assets include financial assets, physical assets such as equipment and supplies, customer relationships, and intellectual property, such as information about products, services, customers, systems, computer programs and software, and people.

All property created or obtained by uBiome belongs to uBiome and may only be used for the conduct of uBiome business (except where incidental use is permitted, such as when making limited personal phone calls). No individual may use uBiome’s assets for personal gain, and all employees are required to return all uBiome assets at the conclusion of the employment relationship.

**B. Intellectual Property**

We are all responsible for establishing, maintaining, and protecting uBiome’s rights in its intellectual property. In this regard, we are required to cooperate fully with uBiome’s efforts to patent, register, or otherwise protect its ownership interests in its intellectual property. Generally, “intellectual property” includes any information, discovery, development, concept, idea, process, know how, improvements, inventions, trade secrets and/or original works of authorship, or work related to uBiome’s business, written or otherwise, whether or not it can be patented, copyrighted, or otherwise legally protectable, that is developed alone or with others during

employment with uBiome. Additionally, it is uBiome's policy to respect the intellectual property rights of others. Please consult with the Legal Team if you have any questions.

**C. Misuse of Company Benefits**

We provide a variety of benefits to our employees. You must use uBiome benefits for the purpose they were provided.

**D. Internal Controls**

uBiome has a detailed financial control structure and related procedures designed in accordance with accounting regulations which require companies to implement and evaluate internal controls for purposes of financial statement reporting integrity. Assessing the quality of these internal controls involves a continuous process of evaluating their design and operation and taking necessary corrective action to improve them as required. Through discussions with managers and review of uBiome's documented practices and procedures, each employee must understand his or her role with regard to uBiome's overall control structure and related procedures. An employee should report as soon as possible to his or her manager or other appropriate person in accordance with Section VII of this Code any potential concerns he or she may have with respect to either his or her own role or performance or otherwise relating to uBiome's control structure and related procedures. Early identification of problems is critical to the strength of the Company's controls, as well as maintaining compliance with the law.

**E. Record Keeping**

We are committed to maintaining and providing truthful information that fully satisfies applicable legal requirements. Various laws and accounting standards govern our record keeping and information disclosures. We all must create accurate records that reflect the true nature of the transactions and the activities that they record. Our records must be full, fair, timely, accurate and understandable. You must resolve discrepancies in any records and make appropriate corrections. If you are unsure about the proper record keeping requirements for a financial transaction, please consult with the Corporate Controller for guidance. Employee records such as for time, work and absence must also be accurately and completely recorded.

To ensure only relevant and accurate documentation is retained, if you are directly involved in the preparation and review of financial records, you should follow the records retention policy.

**F. Legal Hold/Document Preservation Policy**

Any and all records that may reasonably be used in or relevant to an actual, pending or reasonably anticipated legal proceeding, or internal or external investigation (“Legal Proceeding”) must be carefully preserved and maintained for the duration of the Legal Proceeding or the time period set forth in any “Litigation Hold” or “Preservation Notice” distributed in connection with any Legal Proceeding, in addition to any retention period set forth in the records retention policy. You must consult with the Legal Team before disposing of any records relating to a Legal Proceeding.

**G. Fraudulent Behaviors and Activities**

uBiome employees may not engage in, or attempt to encourage or influence others to engage in, illegal or fraudulent behaviors or activities. Such activities include those specifically prohibited in this Code, as well as any other dishonest act, whether performed intentionally or unintentionally. In addition, we are required to report to the Legal Team known or suspected incidents of fraudulent or illegal activities. Please consult with the Legal Team if you have any questions about what constitutes a fraudulent or illegal activity.

**V. CONFLICTS OF INTEREST**

We all have a responsibility to avoid situations or circumstances where a conflict of interest might occur or appear to occur. Generally, conflicts of interest are situations, arrangements or circumstances where one’s private interests interfere (or appear to interfere) in any way with uBiome’s interests. For example, an actual or potential conflict of interest occurs when an employee is in a position to influence a decision or have business dealings on behalf of uBiome that might result in a personal gain for the employee, for the employee’s relatives or colleagues, or for someone else with whom the employee has a personal or professional relationship. We are required to disclose potential conflicts so that uBiome may assess and prevent conflicts of interest from arising and protect everyone involved. If you have questions regarding potential conflicts of interest, or if there is any possibility that you may be engaged in a behavior or enterprise that creates, or gives the appearance of, a conflict of interest, please contact the People Team and/or the Legal Team immediately.

## **A. Personal Relationships**

### **1. Conducting Business**

We should avoid conducting uBiome business with family members or with family-controlled businesses. If this is unavoidable, we may not give the related party preferential treatment. And as noted above, since we are required to disclose potential conflicts, we should inform uBiome whenever there is a possibility that we may conduct business with a family member or a family-controlled business. In accordance with applicable law, uBiome will take steps to reduce the actual or potential conflict of interest that may result, including removing the employee with the personal connection from the business negotiation and relationship.

### **2. Hiring, Supervision and Evaluation**

Unless prohibited by law, an employee or anyone else subject to this Code may not hire, supervise, or participate in the evaluation process of any individual at uBiome with whom such person shares a personal or familial relationship. We understand that employees may establish dating relationships with co-workers. Consistent with the Consensual Romantic or Sexual Relationships policy in the Employee Handbook, employees are expected to exercise good judgment in pursuing romantic relationships in the workplace and recognize that relationships between co-workers can, depending upon the work roles and respective positions of the dating co-workers, create an actual or apparent conflict of interest and may lead to possible claims of sexual harassment. Consequently, such relationships must be disclosed to the People Team and uBiome may attempt to reassign one of the individuals or take other employment-related actions to address the situation.

## **B. Outside Employment, Directorships, Business Interests and Political Activities**

### **1. Outside Employment**

We may pursue outside interests as long as we can satisfactorily perform our uBiome job duties, and the outside interests do not interfere with uBiome scheduling demands or conflict with uBiome's business. Employees are prohibited from engaging in any behavior or enterprise that conflicts with the Company's interest. Actual or potential conflicts of interest may arise in a variety of contexts. Additionally, we may not solicit or conduct any outside business while at the uBiome workplace or during scheduled uBiome working hours. We may not be simultaneously employed by a supplier, customer, or competitor of uBiome. As we are committed to advancing uBiome's interests whenever possible, we may

not participate in any activity that enhances or supports a competitor's position in the market.

The Company requires any employee who holds a financial interest in an outside concern that does business with, or is a competitor of, the Company to disclose the financial interest to the CFO. Rendering of directive, managerial or consulting services to any outside concern that does business with or is a competitor of the Company without prior knowledge and written consent of the CEO is also prohibited.

Each employee shall report to the CFO the details on any of the financial interests described above that are held or acquired, directly or indirectly, by himself or herself or any family member, to the extent known by the employee.

If you believe an outside employment may result in a conflict of interest, you must obtain prior written approval from the People Team. If you choose to pursue outside employment, you must also disclose its nature and/or scope to your supervisor or manager.

**2. Outside Directorships**

You may not serve as an officer or director of any firm without prior approval by the CEO.

**3. Outside Business Interests**

Because certain outside business interest or our investments in the business interests of customers, suppliers, and competitors have the potential to compromise our responsibilities to uBiome, they must follow uBiome policies regarding ethical business practices, confidentiality and conflicts of interest. If you have any questions or concerns about such outside business interests, please consult with the Legal Team before engaging in such matters or making such investments.

**4. Political Activities**

We must keep our personal political contributions and interests separate from our work activities with uBiome. Under no circumstances may we pressure our colleagues to make political contributions or participate in, or support, a political campaign. If you wish to volunteer for a political campaign, you may do so, but on your own time and not in connection with your employment with uBiome.

In addition, you have the right to participate in the political process and make personal contributions to a political campaign from your personal funds. You must comply with applicable lobbying and campaign finance laws. However, unless required by law, you may not refer in any way to your employment with uBiome when making political contributions or otherwise participating in the political process.

**5. Charitable Activities in uBiome's Name**

It is an important value of uBiome to improve the quality of life in the local communities where our facilities are located. uBiome encourages us all as private citizens to engage in community service and contribute to community programs. If you would like to participate in or conduct such charitable activities in uBiome's name, you must first obtain approval from the CEO.

**C. Gifts**

**1. Payments or Gifts from Others**

We should avoid any implication that preferential treatment will be granted or received in our dealings on behalf of uBiome. Occasionally, outsiders such as suppliers or contractors may make payments or give gifts to us. Under no circumstance should we accept payments. Although we may never solicit gifts or anything of value from individuals or corporations that might do business with uBiome, we may accept gifts that are fair and free of improprieties, provided the gift does not exceed USD 50.00 in value. As a general rule, all gifts received should always be appropriate under the circumstances and should never be of a kind that could create an appearance of impropriety.

**a. Returning Gifts**

If a gift exceeds the monetary value provided in this Code, or if it in any other way is inappropriate or violates uBiome policy, you should return the gift with an explanation that uBiome policy does not permit you to accept it. If the gift is perishable and its return is not practical, you may either donate it anonymously to charity or share it with your colleagues (provided that the shared portion of the gift does not exceed the USD 50.00 limit). If you have any questions regarding the return of a gift, including situations where the return of a gift is impossible, please consult with the Legal Team.

**2. Providing Gifts, Meals or Entertainment**

The purpose of providing gifts, meals and entertainment is to promote goodwill in our working relationships. Business-related gifts not prohibited by law (such as

the FCPA) should be reasonable and customary in the context of the relationship with the recipient of the gift, appropriate for the occasion, and in accordance with uBiome policies. If you have any questions about providing gifts, meals or entertainment, please consult with your manager or the Legal Team.

#### **D. Corporate Opportunities**

As a general rule, we may not take for ourselves personally opportunities that are discovered through our use of uBiome property, information, or our position.

### **VI. IMPROPER INFLUENCE ON CONDUCT OF AUDITORS**

You should not directly or indirectly take any action to mislead uBiome's independent auditors for the purpose of rendering uBiome's financial statements misleading. All disclosures made to our auditors and in our financial reports must be full, fair, accurate, and understandable.

### **VII. REPORTING CODE VIOLATIONS**

#### **A. Duty to Report Code Violations**

Please contact the appropriate management, People Team or Legal Team members regarding any behavior that you believe may be illegal or in violation of the Code or any other uBiome policy. Report any such concerns promptly so that uBiome can take immediate and corrective actions. As discussed in more detail below, uBiome maintains a strong policy against any type of retaliatory action taken against employees who report violations.

#### **B. Guidance on Reporting Code Violations**

When reporting Code violations, please keep the following guidance in mind:

1. We all share the responsibility of ensuring that the Code is observed and enforced. As such, we are required to report known or suspected violations of the Code to the appropriate level of management or the Ethics Hotline at 1.833.236.2150 or online at [www.InTouchWebsite.com/uBiome](http://www.InTouchWebsite.com/uBiome). For this purpose, the appropriate member of management may include your immediate manager/supervisor; one of the business partners on the People Team; or the Legal Team.
2. When reporting a suspected Code violation, do not contact the suspected violator directly to obtain additional information, determine facts or seek restitution. Reports should be as thorough as possible and must be truthful.

3. When reporting a Code violation, the member of management receiving the report will want to obtain as much information about the incident as possible.

### **C. Confidentiality in the Reporting Process**

Any reported allegations of Code violations, including allegations of harassment, discrimination and retaliation will be reviewed, and if it is determined that further inquiry is appropriate, investigated promptly, thoroughly and impartially. Complaints and information disclosed during the course of an investigation of such complaints will remain confidential, except as necessary to conduct the investigation, take any remedial action, and in accordance with applicable law.

## **VIII. COMPLIANCE WITH THE CODE AND AT-WILL EMPLOYMENT**

We are all expected to read and comply with the Code in its entirety, and in conjunction with the Employee Handbook and other uBiome policies and procedures. After hire and on an annual basis, you will be asked to sign and date an acknowledgement affirming that you have read, understand, and agree to follow the Code, that you have not or are not violating any of its provisions, and that you are not aware of any unreported violations. Adherence to this Code is a significant indicator of an individual's judgment and competence and will be taken into consideration when evaluating future assignments and promotions. Insensitivity to, or disregard for, the principles set forth in this Code will be grounds for appropriate disciplinary action, potentially including dismissal. Although the Company may elect to impose formal discipline for Code violations that is less severe than termination, such as warnings or suspensions, no formal system of warnings or progressive discipline is required, subject to applicable law.

The Code is not intended to, and does not constitute a contract of continued employment, a promise of employment for a specified duration, or a guarantee of benefits or working conditions between any employee and uBiome, nor (for U.S. employees) does it alter your "at-will" employment status as described in the Employee Handbook.

As the standards for "best-practices" in business conduct and ethics may depend on the context and may change over time, uBiome reserves the right to interpret, amend, modify, cancel or change any or all provisions of the Code at any time in its sole discretion.

## CODE OF CONDUCT ACKNOWLEDGMENT

Please carefully read this Code of Conduct Acknowledgment because it contains important information.

By your signature below, you certify that:

- You have received a copy of the Code of Conduct and have read and understand its contents.
- You understand that you are required to comply with the Code of Conduct and you agree to do so. You further understand that you may be subject to discipline or potentially termination (employees) or other consequences (e.g., for directors, removal from the Board) for failing to comply with the Code of Conduct.
- You certify that you have not violated, and are not in violation of, any of the provisions of the Code of Conduct, and that you are not aware of any unreported violations of the Code of Conduct.
- You understand and acknowledge that uBiome may amend, modify, cancel or change any or all provisions of the Code of Conduct in its sole discretion and at any time and without prior notice.
- For U.S. employees: You understand and agree that your employment with the Company is at-will, which means that your employment is not for a definite period and may be terminated by you or by uBiome at any time, for any reason, and with or without cause or notice. You understand and agree that this at-will policy may only be changed as described in the Employee Handbook.

If you have any questions about any of the above statements, please ask the People Team or the Legal Team.

I HAVE READ AND UNDERSTOOD THE ABOVE STATEMENTS.

Employee's (or covered person's) Printed Name:

\_\_\_\_\_

Employee's (or covered person's) Signature:

\_\_\_\_\_

Date: \_\_\_\_\_

Please return this form to the People Team as soon as possible. It will be placed in your personnel file.