

Illumina Channel Partner Code of Conduct



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Principles of the Code

- We commit to absolute integrity in everything we do.
- We recognize, value and exemplify ethical leadership at all levels of our organization.
- We follow the [Illumina Code of Conduct](#), applicable Illumina policies and regulations governing our business.
- We act in an honest, fair, and trustworthy manner in all relationships.
- We reward our employees fairly and according to performance only.
- We do not use forced or compulsory labor in any part of our business.
- We encourage creativity, teamwork and open debate as everyone works to their fullest potential to drive innovation.
- We identify conflicts of interest and take action to mitigate them.
- We all play a role in ensuring Illumina's products and services are safe and of the highest quality.
- We seek help and speak up whenever we are in doubt.

Why Have a Channel Partner Code of Conduct

Illumina is committed to conducting its business in compliance with all applicable laws and regulations, and with the highest ethical standards. The Channel Partner Code of Conduct (the "Code") outlines the ethical and legal commitments we must uphold. It also provides general guidance about common issues. The Code, however, does not seek to cover every question or issue that may arise. Channel Partners should consult with local management and external counsel to understand local requirements that may be different than the Code. See the *Reporting Issues and Seeking Guidance* section for information on where to seek help when you need it. When there is a conflict between local requirements, laws, trade codes and Illumina Policy you should always follow whatever is more restrictive.

Illumina is a member of the Advanced Medical Technology Association and MedTech Europe. Channel Partners are required to adhere to the applicable provisions of the [AdvaMed Code of Ethics](#) and the [MedTech Europe Code of Ethical Business Practice](#). For questions about these industry codes, contact Illumina's , and see *Reporting Issues and Seeking Guidance* for more information.

Following the Code

For the purposes of this Code, a Channel Partner is defined as a third party that contracts with Illumina to market and sell Illumina's products, services, or technologies, through indirect channels, including but not limited to: value added distributors, dealers, distributors, resellers, systems integrators, aggregators and sales agents (the "**Channel Partner(s)**").

The Code applies to every Illumina Channel Partner, including (a) each Channel Partner's affiliates and subsidiaries, and (b) each Channel Partner's and each Channel Partner's affiliates and subsidiaries employees, officers, directors, agents and other third parties acting on Channel Partner's behalf and/or its subsidiary and/or its affiliates behalf.

Following the Code means following all applicable Illumina policies and governing law. All the policies referenced in this Code are available on the Illumina Content Engine (“ICE”), unless otherwise indicated. Illumina expects all Channel Partners and third parties we work with to meet the ethical standards set forth in this Code regardless of training and certification requirements.

Illumina is a rapidly expanding company that is subject to an ever-changing set of laws and regulations. As a result, it is not possible to discuss all the rules that govern our work together. By following the Code, we will remain in compliance with the laws and regulations that apply to our work. Like Illumina, Channel Partners will continually strive to uphold the highest ethical standards.

What Illumina Expects From Channel Partner Executive Leadership

Illumina expects all Channel Partner executive leadership to build trust, lead by example and act as role models. In addition, Channel Partner executive leadership must support ethics and compliance by:

- Reinforcing the Code and ensuring it is consistently applied;
- Communicating relevant policies to employees and other third parties;
- Helping employees and third parties understand what constitutes improper conduct when interacting with customers;
- Maintaining an open-door environment;
- Actively encouraging all employees to raise any questions or concerns to Illumina and/or Channel Partner management;
- Responding to reports of misconduct quickly, appropriately and without retaliation; and
- Promptly escalating reports of improper behavior when warranted.

How executive leadership responds to ethics and compliance issues is one of the most important factors contributing to the success of an ethics and compliance program. For more information about this program, refer to the *Compliance Department* section of this Code.

Reporting Issues and Seeking Guidance

Channel Partners have a responsibility to support Illumina’s ethical culture. If you think you have witnessed misconduct of any kind, you are required to inform Illumina. Channel Partners are also expected to seek guidance when the right course of action is not clear or when there is a question about how to handle a situation. Channel Partners should voice any concerns they have about something that does not seem quite right – even if the issue does not involve the Channel Partner directly.

Proactively addressing potential misconduct helps Illumina and our Channel Partners maintain our reputation as honest and accountable business partners. A Channel Partner’s executive team should have an open-door policy that encourages employees to discuss all concerns and speak up about potential misconduct.

Channel Partner employees may also reach out to the following Illumina contacts to discuss potential issues:

- [Illumina's Compliance Department](#)
- An attorney in Illumina's Legal Department
- Illumina's Compliance and Fraud Prevention Hotline, which may be accessed on Illumina's webpage [here](#).

The Compliance and Fraud Prevention Hotline is a third-party hosted service that is available 24 hours a day, seven days a week, available in multiple languages. You may report anonymously where permitted by local law; however, disclosing your identity allows Illumina to conduct a more expeditious and thorough investigation relating to your concerns.

All Reports Are Treated As Important

Illumina and its Channel Partners value the reports we receive because speaking up helps maintain an ethical culture. Each report is taken seriously and kept confidential to the extent allowed by local law and adequate resolution of the issue. Please contact Illumina's with any questions.

No Retaliation

Regardless of whether an investigation of a report reveals that a legal or ethical violation has occurred, Channel Partners will not retaliate against anyone who makes a good faith report. The reason for this is simple: Anyone who makes a report in good faith is acting in the best interest of the Channel Partner and Illumina.

There are many forms of retaliation, such as termination of employment, reduction in pay or compensation or other negative changes to one's conditions of employment as a result of good faith reporting. No matter what form retaliation takes, Illumina and the Channel Partner's stance is always the same: we will not tolerate it. We will take disciplinary and/or remedial action against anyone who retaliates in response to a good faith report.

The Compliance Department

Illumina's Compliance Department manages Illumina's Channel Partner Compliance Program. The Compliance Department is responsible for (a) providing compliance training to our Channel Partners, (b) helping spot wrongdoing, (c) investigating any reports of misconduct, and (d) remediating conduct to help Channel Partners and Illumina uphold an ethical culture. The Compliance Department Channel Partner point of contact for compliance matters is available at channel-channel-compliance@illumina.com.

Confidential Information

Confidential information includes (1) all non-public information that may be of use to competitors, (2) harmful or potentially adverse information about Illumina or our partners, and (3) harmful or potentially adverse information about our customers or other business partners.

Those of us with access to confidential information must exercise caution when handling it. We should access and use confidential information only for authorized purposes. Never share confidential information with anyone who does not have proper authorization. Disclosing confidential information may harm you and our business. Moreover, disclosure of such information could even violate the law.

Confidential information includes any Illumina intellectual property, such as manufacturing and fabrication procedures, research, patents, trademarks and copyrights. Illumina and Channel Partner each retain all rights to intellectual property derived from confidential information or other materials made, originated or developed by each of Illumina's and Channel Partner's employees. Other common examples of confidential information include: financial data, pricing information, marketing strategies, information about partnerships, employee information, customer data, acquisition and merger information and patent applications.

Most disclosures of confidential information happen accidentally. If you are unsure whether certain information is considered confidential, treat it as confidential until you know otherwise. If you think you may have mistakenly disclosed confidential information, please utilize the contacts in the *Reporting Issues* and *Seeking Guidance* sections of the Code.

Gifts, Entertainment and Appropriate Business Meals for HCPs and Government Officials

GIVING GIFTS AND ENTERTAINMENT TO HCPs IS STRICTLY PROHIBITED.

We must follow special rules when interacting with Healthcare Professionals ("HCPs") and Government Officials. See Illumina's Integrity Code For [Interactions with Healthcare Professionals and Government Officials Policy](#) and Illumina's [Anti-Bribery and Anti-Corruption Policy](#) for more information. If you have specific questions about whether any gifts or entertainment is appropriate in a given circumstance, contact [Illumina's Compliance Department](#).

Gifts and Entertainment for Non-HCPs and Non-Government Officials

In certain business situations, it is common to give and receive gifts. A gift is anything of value, such as a bottle of wine, gift basket or promotional item. If someone offers a meal or entertainment and won't be in attendance, it is considered a gift. When exchanging gifts, you need to exercise caution and good judgment. Any gift you offer or accept must be unsolicited, reasonable, infrequent, in good taste, customary for the business environment and permitted by Illumina policies and local law.

Entertainment, such as meals and cultural or sporting events that you attend with a supplier, customer or business partner, may be a good tool for building strong business connections. Any entertainment you offer or accept should be appropriate, modest, infrequent and unsolicited. You should use these opportunities to discuss business matters and build goodwill. Entertainment must never be offered or accepted to obtain or retain business. See Illumina's [Providing and Receiving Business](#)

[Courtesies Policy](#) for additional information and contact [Illumina's Compliance Department](#) with any questions.

Accurate Records

One way we demonstrate our integrity is by maintaining honest, accurate, objective and complete records. Doing so allows us to make sound business decisions and truthfully reflect on our financial health. It also helps us provide accurate reports to governments and others as needed.

Our commitment to maintaining accurate records does not only apply to financial documents. Records are all physical or electronic documents a Channel Partner creates as part of its work. We must ensure that all information that may become part of a record is forthright and accurate. This includes sales, costs, expenses and hours worked. A Channel Partner may never misrepresent, falsify or alter data or hide any records.

Those who work with Channel Partner's financial records have a responsibility when it comes to accurate record keeping. They must produce honest, accurate, complete and timely disclosures that comply with all applicable laws and regulations. They must ensure that these records accurately reflect the truth of the underlying transaction or event, and the records must follow generally accepted accounting standards.

To be sure we are creating accurate records and honoring our commitment to integrity, Channel Partners should follow these guidelines:

- Sign, approve or transmit a record only if you believe it is truthful and accurate, and you are authorized to do so;
- Provide timely and candid forecasts and assessments, without omitting or misrepresenting relevant material information; and
- Remember that memos, email, voice mail, social network postings and instant messages may be considered business records, so avoid exaggeration, derogatory language and other expressions that could be taken out of context.

Upholding Senior Financial Officers' Responsibilities

When it comes to ensuring that Channel Partner records are accurate, the Channel Partner's senior financial officers have a special responsibility to promote integrity within the organization. To be clear, these additional obligations extend to the Channel Partner's: (1) chief executive officer, (2) chief financial officer and (3) principal accounting officer(s), controller(s) or anyone performing a similar function.

These employees are expected to ensure that any necessary public disclosures are full, fair, accurate, timely and understandable. In addition, they must report any transaction that could be expected to create a conflict of interest. Finally, they must comply with all applicable laws, rules and regulations, promptly reporting any violations.

If you believe that a violation of financial disclosure laws may have occurred in the context of any transaction involving Illumina products, contact [Illumina's Compliance Department](#), and review the *Reporting Issues and Seeking Guidance* section of the Code.

Audits and Investigations

In the course of a Channel Partner's work with Illumina, a Channel Partner may be asked to provide information related to an audit or investigation. In these situations, the Channel Partner must cooperate fully and provide truthful, complete and accurate information. Channel Partners may never mislead any auditor or investigator, and never destroy, falsify, conceal or alter records related to any potential or pending audit or investigation.

To help ensure that Channel Partners respond appropriately, promptly notify [Illumina's Compliance Department](#) if a government agency or third-party contacts you requesting an interview or access to a Channel Partner location, data or records in connection with any regulatory agency's audit or investigation relating to Illumina business activities. We want to ensure that we provide all appropriate information, and that Illumina and the Channel Partner's rights are protected.

Anti-Corruption

Anti-corruption laws are complex and continually evolving. If you have any questions about whether your actions will violate these laws, seek advice before acting.

Illumina's [Anti-Bribery and Anti-Corruption Policy](#) applies to all Channel Partner conduct. The policy contains detailed and specific standards. For advice on whether your actions violate Illumina policy or any anti-corruption laws, please contact [Illumina's Compliance Department](#).

See the *Reporting Issues and Seeking Guidance* section of the Code for additional contact information.

Appropriate Interactions with HCPs

Illumina is committed to fostering ethical relationships with HCPs that advance medical science, improve healthcare, help develop innovative medical products and support medical research and education.

All Channel Partner interactions with HCPs should reflect the highest degree of integrity. To that end, each Channel Partner must know and comply with all applicable laws, regulations, industry codes of practice and Illumina policies that govern these interactions. Channel Partners may never offer or provide an improper inducement to an HCP. Remember, an HCP not only includes physicians and other clinical personnel who provide healthcare, but also includes any person or third-party intermediaries of any healthcare organization, whether clinical or non-clinical, in a position to purchase, lease, recommend, use or arrange for the purchase or lease of Illumina products or services. Review Illumina's Integrity Code for [Interactions with Healthcare Professionals and Government Officials Policy](#) for additional guidance.

Charitable Activities

Illumina has policies and procedures that prohibit political or charitable giving intended to improperly influence customers and prospects. If you are unsure about whether a political or charitable donation would constitute a donation for an improper purpose, please contact [Illumina's Compliance Department](#) for guidance.

Safe, High-Quality Products and Services

Illumina is committed to ensuring that every product and service is of the highest quality. Channel Partners share the responsibility with Illumina to follow Illumina's quality standards when we carry out our work. If you notice an issue with product or service quality, you must report it to [Illumina Technical Support](#). Channel Partners are also expected to assist with any related investigations into these issues.

Fair Sales, Marketing and Advertising

Channel Partners may never engage in unfair or deceptive practices such as: (1) false or misleading advertising, or any other form of misrepresentation made in connection with sales, (2) untrue or misleading claims, testimonials or comparison claims and (3) unfair, false or misleading comments about competitors' products and services.

Customer-facing events relating to Illumina products or services are subject to certain restrictions. The location and/or venue must be accessible, situated closely to the place of residence of most attendees and held near a city recognized for its scientific or business center. Social and leisure activities such as sight-seeing trips, sporting events and theatre excursions are prohibited. Reimbursement for reasonable travel, meals and accommodations is permissible in certain circumstances. See the following Illumina policies for additional information: (1) [Anti-Bribery and Anti-Corruption Policy](#); (2) Integrity Code for [Interactions with Healthcare Professionals and Government Officials Policy](#); and (3) [Providing and Receiving Business Courtesies Policy](#). Contact [Illumina's Compliance Department](#) for additional guidance.

When Illumina is supporting Channel Partner events that involve interactions with Healthcare Professionals or Government Officials, either through funding or actively participating in the execution or planning of the event, the entire activity must comply with Illumina's Code of Conduct, *Anti-Bribery and Anti-Corruption Policy (CP 500.05)*, *Engagement of Healthcare Professionals and Government Officials Policy (CP 500.17)*. ; and Integrity Code for [Interactions with Healthcare Professionals and Government Officials Policy](#).

Government Contracts

A Channel Partner's business may involve interacting with government entities and fulfilling government contracts. While laws vary among jurisdictions, always follow these standards when a government is a potential customer: (1) do not misstate, mischaracterize or omit any material information when

communicating with any government, (2) ensure that all records provided to government entities are accurate, complete and timely and (3) carefully follow all laws, regulations and rules regarding giving or offering gifts and entertainment to government officials. See the applicable [Illumina policies](#) for additional guidance.

If you are unsure whether an interaction with a government entity is appropriate, or if you need further guidance about how to carry out government contracts, please contact [Illumina's Compliance Department](#).

Human Rights

Illumina is committed to respecting human rights and to treating every stakeholder with respect. We expect Illumina Channel Partners to do the same.

Illumina's approach to human rights is based on internationally recognized standards. We respect and aim to advance the fundamental principles contained in the International Bill of Rights (i.e., United Nations Universal Declaration of Human Rights, International Covenant on Civil and Political Rights, and International Covenant on Economic, Social, and Cultural Rights), the International Labor Organization's Declaration on Fundamental Principles and Rights at Work, and the United Nations Guiding Principles on Business and Human Rights. As a member of the United Nations Global Compact, we have committed to integrating these principles into our strategy, our culture, our operations, and our relationships with business partners.

Illumina's key human rights commitments can be found in the [Illumina Human Rights Policy](#).

Illumina Channel Partners are expected to respect international human rights and labor standards throughout their operations (including the operations of any sub-contractors) in accordance with these fundamental principles and international recognized standards.

Labor Relations

Channel Partners are committed to proactively contributing to continued education, fair treatment and safe working conditions for their employees. Moreover, Channel Partners do not employ underage individuals, employ forced labor or use corporal punishment to discipline employees, regardless of whether such practices are permitted by local law.

Global Trade Compliance

Illumina is committed to full compliance with global trade laws by adhering to the highest standards of trade compliance. Channel Partners share the responsibility to comply with international trade laws, including customs laws and regulations on embargoes, sanctions, and export controls. Channel Partners will comply with all applicable import and export controls, sanctions, and other trade compliance laws of the United States and countries where transactions occur. Channel Partners will not export, re-export,

or transfer any company's goods to destinations, end-users, or end-uses prohibited by applicable international trade laws or sanctions without an appropriate permit, license, or other authorization.

Channel Partners are committed to conducting proactive due diligence on customers and business partners to meet the obligations outlined above. Channel Partners' commitment to compliance with global trade laws is essential to maintaining both parties' reputation and ensuring the continued success of the company and its partners worldwide.

Waivers

From time to time a situation may arise when a Channel Partner may need to obtain a waiver for a provision of the Code. In these limited situations, Illumina's Compliance Department will determine whether a waiver will be granted. Any waiver must be in writing from an authorized Illumina representative.