

AGFA PURCHASING

POLICY ON ETHICAL BEHAVIOUR

This policy is specifically developed for the employees of AGFA Purchasing globally and sets forth some important principles of ethical business doing applicable to employees of AGFA Purchasing.

Obviously, ethical business doing does not limit itself to compliance with the text of this policy. Like the AGFA Code of Conduct, this policy is a summary only of the most important principles of ethical business doing and is thus not exhaustive. Moreover, this policy does not substitute, or otherwise replace the AGFA Code of Conduct in any respect. Please, refer to the intranet for the AGFA Code of Conduct.

Whenever you have questions, doubts or concerns about whether something is appropriate, you should check either with your immediate superior, the AGFA Group Compliance Office, or Legal.

1. Interactions with Suppliers

Employees of AGFA Purchasing must apply the highest standards of integrity and honesty in their interactions with suppliers.

2. Prohibition of Bribery & Corruption

Employees of AGFA Purchasing should never offer, pay or accept bribes or anything else of value to or from suppliers as an inducement to make, or as a reward for making, or to secure, improper advantages, nor ask or permit third parties to do so on their behalf.

Question: A supplier representative suggested that you would be given a "financial incentive", or that a "donation" will be made to one of your favorite charities if AGFA would award a contract to his employer, the supplier. What should you do?

Answer: Do not agree to the request as it is most likely a request for a bribe. You should end the conversation and immediately report the matter.

It is however acceptable to provide or receive modest and customary meals and gifts from suppliers as long, as they comply with any local laws and applicable codes. Nevertheless, employees of AGFA Purchasing should make sure that any such gifts, activities and conduct are of a nature that would not be open to misinterpretation if publicly disclosed.

Example: You can accept gifts that are unsolicited and of nominal value of no more than 75 Euros, such as small promotional items bearing the name of the supplier. You cannot, however, accept cash or cash equivalents, kickbacks, lavish gifts, meals or gratuities, or frequent gifts and meals from the same donor, or anything that might make it appear that your independent judgment for AGFA would be compromised as a result.

3. Employment Principles

Employees of AGFA Purchasing should encourage diversity and creative potential, recruit and promote on the basis of merit and support the continuous development of people's skills and abilities, and behave towards others with integrity, honesty, courtesy, consideration, respect and dignity.

Furthermore, employees of AGFA Purchasing should contribute to maintaining a working environment in which any form of harassment is unacceptable and are to report inappropriate conduct.

4. Safety, Health & Environment

Employees of AGFA Purchasing must act in accordance with applicable regulations on safety and health, and purchase only in accordance with the safety and health specifications set forth or approved by AGFA. Moreover, employees of AGFA Purchasing must understand how purchasing of goods and services may affect the environment and, subsequently, set forth environmental specifications reducing the impact on the environment.

In particular, employees of AGFA Purchasing should seek to reduce the environmental impact of their own purchasing activities.

Example: The environmental impact of purchasing activities can be reduced by avoiding unnecessary business trips, and by purchasing goods and services, preferably from suppliers participating in energy-saving and waste reduction programs.

5. Public Policy

Employees of AGFA Purchasing engaging in dialogue with governments and other public bodies must ensure that all communications are based on facts and evidence and are not misleading or open to misinterpretation.

All interactions with government officials and other third parties must also be in strict accordance with the rules on the prohibition of bribery and corruption.

Moreover, employees of AGFA Purchasing are not allowed to engage in public policy on behalf of AGFA, unless they are authorized to do so.

Employees of AGFA Purchasing must adhere to the limits of their authority to act on behalf of AGFA and must not take any action to exceed or circumvent those limits. Only employees who are authorized to do so may sign documents on behalf of AGFA or in any other way represent or exercise authority on its behalf. All purchases must be properly reviewed and approved prior to engagement of any supplier.

6. Protecting Confidential Information

Employees of AGFA Purchasing are to protect the confidentiality of any non-public, proprietary information relative to AGFA or any of its suppliers furnished or submitted in or at the occasion of interactions with suppliers.

Example: The following are typical examples of "confidential information": business plans or strategies, customer lists, commodity and product volumes, current projects, employee information, financial results and projections, future or unreleased products (prototypes), product roadmaps and development plans, undisclosed product specifications, inventions or trade secrets.

In particular, employees of AGFA Purchasing must keep confidential information of suppliers strictly confidential and shall not disseminate or otherwise disclose the same directly or indirectly to any other suppliers, except to those employees and advisors of AGFA, who have a reasonable need for access to such confidential information in furtherance of any ongoing purchasing activities, or who are under the obligation to hold such information strictly confidential through appropriate agreements.

Employees of AGFA Purchasing are required to carefully examine whether it is necessary or appropriate to enter into a non-disclosure agreement before engaging in interactions with suppliers.

The obligation not to disclose confidential, proprietary information extends outside the traditional workplace to include social networking, including social media like FACEBOOK or TWITTER, as well as any other types of electronic media such as, conferences, symposiums, consulting opportunities, industry events and even naming the particular projects AGFA is working on, or has exposure to in a social environment.

7. Avoiding Conflicts of Interest

In addition to the rules on the prohibition of bribery and corruption, employees of AGFA Purchasing must not accept entertainment or hospitality from suppliers that may compromise their independence or judgment. This includes hospitality or entertainment with a value that exceeds locally established limits, that is not customary, or that is otherwise likely to be seen as inappropriate.

Moreover, employees of AGFA Purchasing are required to seek formal approval from their management before accepting any invitations of suppliers for hospitality or entertainment activities.

Question: Sometimes, we are offered entertainment by suppliers. Are we allowed to accept such entertainment?

Answer: You may accept entertainment that is reasonable and appropriate in the context of the business, for example, attending, or accompanying a supplier representative to, cultural or sporting events sponsored by a supplier, would be acceptable in many cases. Entertainment that is however lavish or frequent, or which is offered just before an important purchase decision is about to be made, may appear to influence our independent judgment on behalf of AGFA. Before deciding whether to accept entertainment that may appear inappropriate, you should discuss it with and obtain approval from your management.

The same applies for providing entertainment. If you have a question about providing entertainment, or whether the type of entertainment being provided is appropriate, you must discuss it with your management in advance.

Whilst employees of AGFA Purchasing are free to make personal financial investments and to maintain social relationships with people they meet through business activities, such business relationships must not create any interests that may conflict, or have the potential to conflict, with those of AGFA.

In particular, employees of AGFA Purchasing should avoid situations where their loyalty may become divided, or in which their personal or family interests may conflict with those of AGFA.

Question: If my spouse has a financial interest in a supplier that AGFA uses or is considering using, what should I do?

Answer: As this may present a conflict of interest, you should promptly disclose the nature of your spouse's relationship with this supplier.

Employees of AGFA Purchasing may not work for, or receive payment for services from any customers, competitors, regulators, or suppliers of AGFA without prior written approval from their management. Any outside activity must be strictly separated from their AGFA employment and should not harm job performance at AGFA.

Moreover, employees of AGFA Purchasing must not use their position at AGFA for personal benefit, or to benefit a family member, friend or associate, nor should suppliers be paid more than a contractually agreed, market-based price or fee for goods or services provided to AGFA.

Question: I took a second job working as an independent contractor for a company that sells various products. Before taking the job, I disclosed the opportunity, my job responsibilities and obtained approval from AGFA Human Resources. I recently learned that this company will start manufacturing products which may be sold to AGFA, or to its competitors. Do I need to disclose this to AGFA Human Resources as well?

Answer: Yes. Even though you did the right thing initially by obtaining approval for the outside employment, the circumstances have changed and present a potential conflict of interest between your personal interests and those of AGFA. You should consult AGFA Human Resources.

8. Protecting AGFA Property & Resources

Employees of AGFA Purchasing must ensure that the property, resources and information systems of AGFA are protected and kept secure from unauthorized use, damage, disclosure, diversion or removal, whether through accident, improper act or breach of trust, and that these are only used for the proper advancement of the business of AGFA and not for personal gain, nor for any fraudulent purposes.

Example: Property and resources include physical assets, intangible assets and confidential information. Physical assets are items such as materials, supplies, equipment and cash, while intangible assets include intellectual property, information assets, brand value and employee time and talents.

Moreover, employees of AGFA Purchasing should exercise due care when spending money of AGFA and making financial commitments on behalf of AGFA, and make sure as well that the electronic systems, communications network and computing resources of AGFA are protected.

9. Insider Trading

Employees of AGFA Purchasing are prohibited from insider trading for their own or others' personal benefit and must comply with external regulations and internal supporting policies on insider trading and the sale or purchase of securities, including restrictions on trading during close periods.

Question: A financial analyst asked me about the upcoming financial results of AGFA. He had a lot of information, but I know from an internal meeting that the analyst has underestimated the financial quarter that we will report. Can I share this information with the analyst or confirm what he already seems to know?

Answer: Absolutely not. Financial forecasts and non-public financial results are confidential and proprietary information that should not be disclosed or shared with anyone outside AGFA.

Moreover, employees of AGFA Purchasing should not act upon material, non-public information that a reasonable investor would consider important, such as a possible acquisition, strategic purchase contracts or financial results information, and ensure as well that nondisclosure agreements are in place with third parties with whom they share confidential information.

10. Competition & Anti-Trust Laws

Employees of AGFA Purchasing must only seek competitive advantage through lawful means.

Question: A business contact gave me an internal pricing list from his current employer, who happens to be a potential supplier of AGFA. Since I didn't ask for the information, can I use it for benefit of AGFA?

Answer: No. AGFA is only competing fairly and with integrity. You should not accept supplier confidential information and should either immediately inform your direct superior, the AGFA Group Compliance Office, or the Legal Department, so that the matter can be resolved, and the candidate can be removed from consideration.

In particular, employees of AGFA Purchasing should not act in ways that stifle the free market, nor exchange information or enter into agreements or understandings with suppliers in a way that improperly influences research and development activity, manufacturing, marketing, sales, distribution or employee compensation practices.

Moreover, employees of AGFA Purchasing must avoid exchanging non-public or other sensitive information with suppliers, **if it** is not necessary for legitimate business purposes, or if **it** could give the appearance of an inappropriate agreement or understanding.
