

GLOBAL CODE OF CONDUCT



Released by	Management Board: ☒ CEO ☒ CFO
Governed by	Corporate Legal and Compliance
Applicable for	All Employees ¹ of DencoHappel Holding GmbH, DencoHappel GmbH and all Group companies
Effective from	16 December 2015

¹ The term "Employees" within the meaning of this Global Code of Conduct includes all layers of management functions such as presidents, vice-presidents, directors, officers, executives and managers and any other employees.

Preamble

As an internationally active group of companies, DencoHappel Holding GmbH and its affiliated group companies (hereinafter jointly referred to as "DENCOHAPPEL") have to respect diverse social, political and legal rules in Germany and abroad. Even seemingly negligible infringements of law by Employees² may substantially impair the reputation of the enterprise and cause considerable – including financial – damage. Additionally, infringements of law can result in serious personal impacts also for the involved employees and organizational bodies.

This Global Code of Conduct describes the values, principles and modes of action which guide the entrepreneurial conduct of DENCOHAPPEL. The Global Code of Conduct reflects the goal to safeguard compliance with applicable law and regulations (including the internal policies and guidelines) throughout DENCOHAPPEL and to create a work environment which distinguishes itself by integrity, respect and fair and responsible conduct. It is applicable worldwide to all Employees of DENCOHAPPEL.

1. Compliance with Applicable Law and Regulations

Compliance with all applicable law and regulations (including the internal policies and guidelines) is the indispensable basis of all actions within DENCOHAPPEL. This Global Code of Conduct cannot deal with all legal provisions which the Management Board Members and Employees of DENCOHAPPEL have to observe worldwide. It only establishes a few essential principles for responsible action of DENCOHAPPEL and its Employees.

The Global Code of Conduct is complemented by specific internal policies and guidelines as well as training initiatives for certain fields of law such as the anti-corruption and anti-trust laws, for example.

All Employees of DENCOHAPPEL are under the obligation to be informed about the legal provisions and internal policies applicable to their sphere of responsibility in the company and, in cases of doubt, to obtain legal advice from the competent authority within DENCOHAPPEL.

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2. Fair Competition

It is in line with the business policy and ethics of DENCOHAPPEL to support and ensure fair competition. In its competitive industrial environment, DENCOHAPPEL relies on performance, customer orientation and quality of its products and services. It respects all applicable domestic, supranational and foreign cartel and anti-trust laws as well as the law against unfair competition and also expects its competitors to act accordingly. Agreements with competitors concerning prices or terms and conditions shall be avoided as well as agreements with competitors for the purpose of market allocation. Nor may arrangements that are not allowed under anti-trust law be replaced with modes of behavior agreed with competitors or coordination of interests within trade associations.

Unfair competitive practices are rejected by DENCOHAPPEL. Where its companies hold a market dominating position, this situation must not be misused in the relationship with customers and competitors.

All individuals assigned to the management of a business or a business unit/division shall be obliged to select carefully those employees who are to be entrusted with competition-relevant duties, inform them continuously about the prohibition of restraint of competition, monitor compliance with such prohibition through suitable measures and draw their attention to the serious legal consequences of infringements of the anti-trust laws for both the company and the acting individuals. Each Employee must be aware that any infringements and violations of the rules of competition are by no means in the interests of DENCOHAPPEL and must therefore be avoided without exception.

The **DENCOHAPPEL Antitrust Policy** sets out more details on this topic.

3. Anti-Corruption

DENCOHAPPEL bans corruption in its business activities worldwide and has established for this purpose, strict standardized rules of conduct in its Anti-Corruption Policy. This relates to dealing with public officials as well as with employees, all board members, directors and officers of other companies. In connection with the worldwide business activities of DENCOHAPPEL it is not allowed to promise or grant employees, board members, directors and officers of other companies and public officials any personal advantages or benefits as consideration for preferred treatment.

The Employees of DENCOHAPPEL are not bribable or corruptible and will not draw any benefit from their activity – apart from the remuneration they are paid by the company. Hence they may accept any personal favours or advantages only if there is no impression that they are expected to return the favour. They will themselves refrain from granting any such favours or advantages to competitors, consultants, customers, suppliers, service providers and other business partners of DENCOHAPPEL.

The **DENCOHAPPEL Anti-Corruption Policy** sets out more details on this topic.

4. Conflicts of Interests Rules

It is part of the official duties of all Employees of DENCOHAPPEL to avoid conflicts of interests between their private, personal interests (direct or indirect or through related parties) and the interests of DENCOHAPPEL. The interests of DENCOHAPPEL shall always have priority.

The avoidance of conflicts of interests also requires that the Employees of DENCOHAPPEL shall prevent even the impression of preferred treatment in business transactions with competitors, consultants, customers, suppliers, service providers and other business partners of DENCOHAPPEL based on personal closeness to some of the persons mentioned.

Examples of conflicts of interests are, among others, the private exploitation of business opportunities, property or Employees of the company. Conflicts of interests may also occur

- when becoming active as an employee, director, consultant or investor in relation to competitors, consultants, customers, suppliers, service providers and other business partners of DENCOHAPPEL (e.g. buyers or sellers of company shareholdings or their consultants);
- in the case of private business relations with competitors, consultants, customers, suppliers, service providers and other business partners of DENCOHAPPEL.

In cases of doubt it is essential to consult the superior and/or disclose the potential conflict of interest and obtain the comment of the responsible Compliance Officer.

5. International Trade

For DENCOHAPPEL the legal provisions governing international business transactions relating to its products and services shall be mandatory. That is why all DENCOHAPPEL Group companies abide by all export and import prohibitions and approval requirements imposed by public authorities which are applicable under national and/or international law.

The **DENCOHAPPEL Export Control Policy** sets out more details on this topic.

6. Fair Working Conditions

The commercial success of DENCOHAPPEL depends to a high degree on its Employees. The company therefore acknowledges the principles of social responsibility. It is accordingly in the interest of the company that fair working conditions prevail at DENCOHAPPEL worldwide.

The requirement to create fair working conditions excludes all forms of discrimination of employees by virtue of their gender, sexual orientation, origin, color of skin or other personal features. DENCOHAPPEL has made it a rule that special attention is to be attributed to the equality of opportunities of minorities in the company.

DENCOHAPPEL considers it its duty to be a social employer everywhere in the world and to treat its employees with respect and in a social way. This implies compliance with all occupational health and safety provisions in order to warrant labour safety at the working place. DENCOHAPPEL also expects its Employees to interact with their peers respectfully. Personal offenses or sexual harassment will not be tolerated.

7. Loyal and Transparent Reporting

For DENCOHAPPEL true and transparent reporting both within and outside the Group is indispensable. All Employees at DENCOHAPPEL are therefore obliged to be conscientious and loyal and to provide timely reporting within the Group. Employees of DENCOHAPPEL with reporting obligations towards third parties (e.g. auditors, investors, public authorities and the press) shall follow the same principles. This is essential for the credibility of DENCOHAPPEL on the capital market and in other business and social relations.

Certain reporting obligations and restrictions regarding the conduct of business outside the ordinary course of business exist with respect to publicly traded securities issued by Galapagos Holding S.A. and Galapagos S.A. In addition, the ultimate parent company of DENCOHAPPEL is obliged to certify to its shareholder compliance with certain major finance agreements together with each provision of financial statements (annual and quarterly). Therefore, any such material non-public information must be reported in accordance with the Ad-hoc Reporting Guide which summarises the relevant obligations and restrictions.

Details of such reporting obligations are set out in the **Ad-hoc Reporting Guide**.

8. Product Safety and Environment Protection

DENCOHAPPEL constantly strives to develop innovative and high-quality products and processes for its customers. In so doing, it attributes high priority to product safety. To the same extent DENCOHAPPEL attaches great importance to environmental protection in developing and manufacturing its products. This refers to both the consumption of energy and the protection of our natural environment. These principles are also mandatory for the Employees at their respective working places.

The **DENCOHAPPEL QM/HSE Policy** sets out more details on this topic.

9. Duty to Observe Secrecy

The knowledge and information acquired at DENCOHAPPEL are an essential element for its commercial success. DENCOHAPPEL invests substantial human and financial resources in the development of innovative products and services. The protection of the innovations so developed secures to DENCOHAPPEL its success in competition; hence they are an asset requiring special protection.

All Employees of DENCOHAPPEL are obliged to prevent such knowledge and information, in as much as they represent company or business secrets, from becoming known outside DENCOHAPPEL, for example through the unauthorised circulation of sensitive data in discussions with third parties or in expert journals. Moreover, employees having access to such knowledge and information should verify whether obtaining intellectual property rights protection is suitable for such knowledge and/or information.

Trade or company secrets of business partners of DENCOHAPPEL shall also be protected from unauthorised disclosure.

10. Data Protection

Respecting the personality of our employees includes the protection of their personal data. DENCOHAPPEL therefore sees to compliance with the respectively valid data protection regulations and also asks its employees to observe such regulations.

The **DENCOHAPPEL Data Privacy Policy** sets out more details on this topic.

11. Internal Organization for Compliance with the Global Code of Conduct

The executive managers of DENCOHAPPEL are expected to inform all Employees of DENCOHAPPEL worldwide about this Global Code of Conduct (including its relevant accompanying internal policies) in a suitable form. Moreover, by means of careful and ongoing monitoring, each executive manager shall safeguard compliance with the Global Code of Conduct and its implementation in the company practice.

All Employees of DENCOHAPPEL must know that infringements of the Global Code of Conduct will by no means be tolerated and may lead to consequences under service or labour law depending on the severity of the infringement.

DENCOHAPPEL has appointed a Chief Compliance Officer for supervising compliance with the principles laid down in this Global Code of Conduct. In each company of the DENCOHAPPEL Group a Company Compliance Manager has been appointed. All Employees may submit suggestions and complaints, especially report infringements of the Global Code of Conduct, to their respective Company Compliance Manager or to the Chief Compliance Officer without having to fear sanctions or disadvantages.

The details about the Compliance Organisation are laid down in the **DENCOHAPPEL Compliance Organisation Policy**.

This Global Code of Conduct shall become effective on 16 December 2015 and replaces the previous version dated January 1, 2011.