

CODE OF ETHICS
ITALFARMACO SPA

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I. Definitions

DECREE: Italian Legislative Decree no. 231 of 8 June 2001 - “*Disciplina della responsabilità amministrativa delle persone giuridiche, delle società e delle associazioni anche prive di personalità giuridica, a norma dell'articolo 11 della legge 29 settembre 2000, n. 300*” (Regulations governing the administrative liability of legal persons, companies and associations, both incorporated and unincorporated, in compliance with Article 11 of Italian Law no. 300 of 29 September 2000), as amended;

CODE: the applicable version of this Code of Ethics and any annexes;

MODEL: Organisation, management and control model pursuant to Italian Legislative Decree no. 231 of 8 June 2001;

RECIPIENTS: individuals to which the provisions of the CODE apply;

CORPORATE REPRESENTATIVES: the Chairperson and members of the Board of Directors, Board of Auditors, General Managers, members of any other corporate bodies of the COMPANY that may be established in accordance with Article 2380 of the Italian Civil Code or special laws, any other individual in a senior position pursuant to the DECREE (namely, any individual who holds a representative, administrative or management position in the COMPANY or in any of its units or divisions, vested with financial and operational autonomy);

EMPLOYEES: individuals who have a salaried employment relationship with the COMPANY of any degree or nature, encompassing temporary workers - including those with entry-level employment or apprenticeship contracts or part-time workers - as well as workers on secondment or temporary agency workers (staff leasing);

COLLABORATORS: individuals whose relationship with the COMPANY falls under one of the following descriptions: (i) contract work; (ii) employment agency relations and other relations of the provision of coordinated and ongoing work, mainly personal, not salaried; (iii) occasional collaboration (e.g. consultancies), as well as the individuals under the management or supervision of a CORPORATE REPRESENTATIVE;

SUPPLIERS: individuals that supply the COMPANY with goods and services;

COMPLIANCE COMMITTEE: established by the COMPANY pursuant to Article 6 of the DECREE;

BOD: Board of Directors;

PA: Public Administration.

CHANNEL MANAGER: the body responsible for handling whistleblowing reports as provided for in the 'whistleblowing procedure' adopted by the COMPANY.

II. ITALFARMACO S.P.A. and its corporate mission

ITALFARMACO S.P.A. (also ITALFARMACO) is one of the leading Italian companies in the pharmaceutical field which operates, also through direct subsidiaries and/or associates, in the chemical and pharmaceutical sector in Italy and abroad.

The COMPANY was established in 1938 and is headquartered in Milan; its shares are held by private shareholders.

Its pharmaceutical products, always with a high therapeutic content, mainly belong to the cardiovascular, immuno-oncological, gynaecological and respiratory areas.

The COMPANY has modern, sophisticated industrial plants where it manufactures medicinal products for itself and for other pharmaceutical companies.

Within the framework of enterprise and fair competition, the COMPANY'S mission is to help improve the quality of life and the average life expectancy by manufacturing pharmaceutical products and providing pharmaceutical services relating to conditions that have the greatest impact on human health, such as those in the areas of immuno-oncology, haemato-oncology and rare diseases. Accordingly, it is strongly committed to the research and development of new drugs.

At the same time, in pursuing its mission, ITALFARMACO S.P.A. also aims to promote the economic, technological and cultural advancement of the countries in which it operates.

III. Purpose and scope of the CODE OF ETHICS

ITALFARMACO S.P.A., in order to define all the values on whose basis it intends to orientate its activity to achieve the entrepreneurial objectives and in compliance with Italian Legislative Decree 231/2001, establishes, with this CODE, the general principles of conduct that orientate the professional commitment of EMPLOYEES and COLLABORATORS.

By adopting this CODE, the COMPANY intends to confirm and consolidate the values and ethical responsibilities which should lead CORPORATE REPRESENTATIVES, EMPLOYEES, COLLABORATORS, and in general all those who operate in the name and on behalf of ITALFARMACO S.P.A. (RECIPIENTS), in Italy and abroad, to the correct corporate conduct towards all in-house, external and institutional contacts. Through the reference to the MODEL OF ORGANIZATION and the CODE OF ETHICS contained in the contract clauses, the COMPANY intends to inform its relationships with third counterparts on the provisions of both the MODEL and CODE: in so doing, ITALFARMACO suppliers and contract partners are required to comply with such provisions.

The CODE is part of the Model of Organization, Management and Control established in Article 6 of Legislative Decree 231/2001, approved by the Board of Directors of ITALFARMACO S.P.A. on 28 May 2010, and subsequently amended, of which it represents an attachment.

The CODE is based on the *Code of Ethics* of FARMINDUSTRIA – ASSOCIAZIONE NAZIONALE DELL'INDUSTRIA FARMACEUTICA – with which ITALFARMACO S.P.A. complies, as well as on the FARMINDUSTRIA *Guidelines* for the certification of the procedures related to the scientific information activity.

The COMPANY ascribes the maximum importance to compliance with the CODE, also as a condition to safeguard and promote its reputation.

The CODE applies to all RECIPIENTS: any breach made in the performance of the Company activities constitutes a disciplinary offence.

The CODE should be applied with reference to all the activities of ITALFARMACO and represents a constant reference for all the procedures, policies, Guidelines and contract relationships of the COMPANY. The indications of the CODE prevail, wherever contrasting, over the instructions provided by the hierarchic organization and the in-house procedures.

In no case the determination of the RECIPIENTS to pursue the COMPANY'S interest may legitimate the failure to comply with the provisions of the CODE or any behavior not in line with its regulations.

It is duty of all the RECIPIENTS to be familiar with the contents of the CODE, to understand its meaning and ask for clarifications (Paragraph 3).

The EMPLOYEES are required to comply with the CODE according to Article 2104 of the Italian Civil Code.

The RECIPIENTS are required to comply with the CODE both in their in-house relationships and with third parties (so-called external relationships). Third parties must be informed of the obligations established by the CODE, which they are required to comply with. Accordingly, ITALFARMACO makes the provisions of this CODE legally binding with appropriate deeds and juridical negotiations (for example contract clauses).

In particular:

a) the CORPORATE REPRESENTATIVES, within the range of their functions, conform their conduct to the provisions of the CODE, both inside the COMPANY and towards third parties coming in contact with the COMPANY itself;

b) the persons in charge of the functions and offices of the COMPANY demand the compliance with the CODE from both EMPLOYEES AND COLLABORATORS and control their behavior in order to prevent the occurrence of violations. More precisely, each of them is required:

- to inform one's EMPLOYEES and COLLABORATORS as clearly, precisely and thoroughly as possible as regards their obligations, including the compliance with the CODE;
- to inform them as clearly as possible that any violation of the CODE is reprobated and could be a failure to comply with the contract or a disciplinary offence;
- to report immediately to the COMPLIANCE COMMITTEE any violations of the CODE, directly ascertained or apprised by other persons;
- to implement or promote, within the range of the functions assigned to them, the adoption of actions to be taken in order to avoid any violations of the CODE and their reiteration;
- to prevent any retaliations against any RECIPIENTS who reported to the COMPLIANCE COMMITTEE or a person in charge any alleged violations coming to his/her knowledge;
- to carry out an accurate selection of their EMPLOYEES and COLLABORATOR on the basis of their personal attitudes and their willingness to comply with this CODE.

IV. Structure of the CODE OF ETHICS

The CODE consists of five sections:

- the first section contains the general principles governing the management of the COMPANY;
- the second section lists the principles of conduct towards the RECIPIENTS of the CODE and the categories of in-house, external and institutional contacts, including Staff, Customers, Suppliers, Consultants, Agents, Public Administration, Judicial Authority and Public Oversight Authorities, Health Operators, Competitors and Category Associations, Political Parties, Trade Unions and Environmental Associations;
- the third section sets out how the CODE is implemented, including its dissemination and communication and the instruments available to report any conduct not in line with it;
- the fourth section is devoted to informing the RECIPIENTS of the sanctions in cases of non-compliance with the contents of the CODE;
- the last section covers the Companies controlled by ITALFARMACO.

1. General principles of Conduct in corporate management

1.1 Compliance with the law, and with ethical principles and values

The COMPANY has as its overriding principle, compliance with laws, regulations, self-discipline rules, as well as with ethical values and principles applicable in all the Countries in which it operates. Therefore, it shall neither start nor continue any relationships with those not intending to adopt and comply with such principles.

1.2 Transparency and accuracy of information and book-keeping entries, tax returns and customs obligations

The activities and processes within the COMPANY must always be transparent and retraceable.

In order to achieve this goal, ITALFARMACO commits itself to assure that any activities, operations, and corporate transactions are correctly authorized, verifiable, legitimate, consistent and suitable in order to guarantee its accurate and complete registration, with the maximum accounting and fiscal transparency and truthfulness towards both associates and oversight and control authorities.

All the operations should be documented and the documents should be kept in their original version (or in an authenticated true copy), in order to enable to trace back all the individual actions performed during the various steps, the authors and, wherever available, the reasons why they were taken. The documentation should also enable to find the individuals who participated in the preparation of the operation, in its decision or implementation and in its control, as well as in the modes and criteria adopted in the assessments.

All the individuals participating in the development of data contained in the balance sheets, corporate reports and all the social communications established by the law and in the declarations, should comply with the principles referred to in this section and accurately check the correctness of information, to be able to provide a reliable and faithful picture of the situation of the Company.

Accounting audits and tax returns and declarations must be based on precise, exhaustive and verifiable information, also with regard to the nature of the operations to which they make reference.

The book-keeping entries should be kept by qualified individuals, in compliance with laws and technical principles, in accordance with the accounting procedures manual.

Appropriate and suitable modes of storage of the accounting documentation should be used, in order to assure the authenticity and truthfulness of each document.

The management and accounting activities are performed by means of computer-based instruments and procedures aimed at assuring their efficiency, completeness and correspondence with the accounting principles, as well as promoting the necessary controls and verifications of legitimacy, consistency and suitability of the process of decision, authorization and performance of the actions and operations.

The auditing Company should have free access to all data, documents and information needed to perform its activity.

All the RECIPIENTS are bound to report immediately both the presence of errors or omissions in the accounting detection process and behaviors not in line with the indications of this article.

The RECIPIENTS should also assure the maximum truthfulness, transparency and completeness of the information, both verbal and documental produced in the performance of the activities, according to the part within their competence and responsibility.

Lastly, they undertake to comply with customs regulations and controls concerning imports and exports. Relevant documentation is kept at the competent functions.

1.3 Conflict of interest and principle of transparency

The RECIPIENTS should always act in order to avoid any situations where the individuals involved in the transactions are, or may seem, to be in conflict of interests. Such situations include, in a general way, all the cases in which the pursuit of one's own interest is in contrast with the interests and the objective of the COMPANY. In addition, situations through which a RECIPIENT could gain advantages or undue profits from known opportunities in the performance of their activities should also be avoided.

However, in case the COMPANY should be operating in a situation of conflict of interest, it acts not only in compliance with the provisions regulating the relevant situation, but also with the principle of transparency, intended as a precautionary statement of the conflict and subsequent communication of the essential terms of the operation, as well as the reasons for the decision made. Being the specific hetero- and self-regulatory provisions accepted, the situations of conflict of interest should always be manifested and properly managed, in order to avoid any prejudice for customers, counterparts or the COMPANY.

Whenever the situation of conflict of interest could jeopardize the interest of either the customers or the COMPANY, the abstention of the RECIPIENT holder of the extrasocial interest from the activity is in any case compulsory.

1.4 Impartiality and principle of non-discrimination

In the relationships with its in-house, external and institutional contacts, the COMPANY avoids any discriminations on the basis of age, gender, sexuality, health status, race, nationality, political opinions and religious beliefs of its interlocutors.

1.5 Respect for the person

The RECIPIENTS are bound to respect the dignity of people and their private lives, in both in-house and external relationships. No harassment or offences of any kind whatsoever are allowed.

All the RECIPIENTS should personally contribute to the building and maintenance of a context of mutual respect, showing attention towards their fellow-workers and their sensitivity, in an atmosphere of collaboration and help.

1.6 Environmental protection

The environment is a primary asset which the COMPANY commits itself to safeguard. Therefore, ITALFARMACO develops its business in the utmost compliance with the current environmental regulations, also taking into account the development of scientific research and best experiences in that field, so as to search for the compatibility between economic initiative and environmental needs. The COMPANY promotes behaviors and activities aimed at reducing the impact on the environment and is actively engaged in the constant adjustment of its manufacturing sites to the best reference practices.

1.7 Respect for Privacy

The COMPANY commits itself to handle, according to the applicable privacy laws, all personal data and confidential information gathered and managed within its activity. Accordingly, the RECIPIENTS are bound to act in accordance with the corporate data safety policy established by the COMPANY in order to assure that management is in compliance with the regulations concerning privacy.

1.8 Outgoing information and confidentiality

The information and communications to be disclosed outside the Company should be truthful, accurate, complete, clear, transparent and understandable, in order to enable the RECIPIENTS to take mindful decisions.

The COMPANY protects, in compliance with the legal regulations, the confidential character of the information in its possession, respecting the confidentiality of the persons and the confidentiality obligations established by the CODE.

The information may be disclosed only by the specifically delegated corporate functions.

The RECIPIENTS are not allowed to use confidential information for purposes not strictly related to the performance of their professional activity.

1.9 (cont.) COMPANY know-how. Processing of information and obligation of confidentiality

The scientific, manufacturing and business know-how of the COMPANY makes its resource and fundamental asset. Confidentiality is an unavoidable requirement for the protection of the industrial and intellectual properties of the COMPANY. Its violation could cause irreparable damage.

Therefore, each employee or collaborator is bound to keep the maximum confidentiality and not to disclose to unauthorized persons, and in any case outside, the information which constitute the know-how of the COMPANY, including, but not limited to, all that concerning: research projects; patent applications; techniques and technologies; lawsuits and legal actions; manufacturing; strategies; negotiations; brands; contracts; launches, promotions and business actions, if not in the cases and obligations strictly and specifically established by the law.

1.10 (cont.) Confidential information

Confidential information refers to all data and knowledge not accessible to the public, regardless of the mode of processing or registration, concerning: organization of the COMPANY, corporate assets, business and financial operations planned or started by ITALFARMACO, judicial and management procedures, relationships with the customers and with institutional counterparts.

Confidential information of which the COMPANY becomes aware during the course of its different activities, cannot be used, disclosed to third parties or widespread, unless it is done within the limits of the needs required by a proper working activity and, in any case, only for institutional purposes.

In view of the confidentiality of the information of which the COMPANY becomes aware and the consequences of their disclosure, the communication of news not yet made public, concerning the activity of ITALFARMACO and the drawing and circulation of prospects, reports and communications on the market are a task exclusively reserved to the specifically authorized functions.

Persons who, either according to the in-house regulations or accidentally, become aware of confidential information, are bound to comply with the confidentiality rules established by the COMPANY and by in-house Regulations.

The RECIPIENTS should always comply with the provisions mentioned by laws, regulations, self-discipline rules aimed at the acquisition, communication and management of privileged information; they should also comply with prescriptions established by the competent social bodies concerning the circulation and diffusion of information.

1.11 Compliance with real market conditions, free trade, fair competition and industrial property. Compliance with copyright laws

The COMPANY commits itself to comply with the legitimate performance of other persons' industry or trade, as well as to operate in accordance with the principles of a fair competition, without changing its goal to maximize profits in compliance with the law.

Therefore, the COMPANY commits itself to carry out any types of controls in order to prevent the sale or circulation of industrial products with trade names, brands or counterfeited or altered marks or the sale and circulation of industrial products with mendacious signs, such as the manufacturing or marketing of goods produced by violating patents or usurping titles of industrial property.

As regards the non-patented confidential know-how received from third parties according to secrecy agreements or other type of agreements, the COMPANY assures that the communication is performed within its premises only on the basis of the "*need to know*" principle, by qualified persons who are actually involved in the assessment and use of such know-how.

The COMPANY also commits itself to comply with the current laws on copyright; guarantees that the diffusion of publications, either scientific or of any other nature, as well as of reprints or copies of them, is authorized by the specific corporate function only after the Legal Function has checked compliance with the laws in force.

1.12 Gifts and gratuities

It is prohibited to promise or give to third parties, or to accept the promise to receive, both directly and indirectly, even in simulated forms, any gifts, benefits or other utilities, unless they comply with the laws and the FARMINDUSTRIA Code of Ethics. Their nature and value should neither be nor seem to be aimed at obtaining preferential treatments and, in any case, they should not be compromising for the image of the COMPANY.

The above-mentioned prohibition allows exceptions in case of inexpensive and customary goods or services, on condition that they are not requested by the RECIPIENT and are not of such nature as to give the impression that they are unduly intended for the personal benefit of those who receive them or for other parties.

The RECIPIENTS who, despite themselves, should receive any goods, services or any other utilities in any modes other than those mentioned above, should immediately inform the COMPLIANCE COMMITTEE.

1.13 Charitable disbursements and donations

The activities of donation of money and equipment should be managed in compliance with corporate procedures and regulations in force.

The initiatives of donations of equipment strictly concerning the medical profession and the deeds of liberality may be performed only in favor of University Institutes, Hospitals, ONLUS, Associations and Foundations in agreement with the management procedures of the COMPANY. The participation

in proposals of donations is also not allowed in case this should result in a possible conflict of interests for the RECIPIENTS or if related to a business interest of the COMPANY.

1.14 Research

Along with the development of new drugs, the research structure of ITALFARMACO is also aimed at developing new knowledge and modes of use of already marketed drugs. The objective of the research activity of ITALFARMACO is, within the setting of a logic of enterprise and fair competition, to find increasingly effective and safe drugs, not only in order to improve the patient's health, but also to assure a better quality and longer life expectancy.

1.15 Clinical trials

In every step, both before and after the issue of the marketing authorization of medicinal products, only clinical trials authorized in accordance with the relevant applicable regulations are allowed. Clinical trials of all types, including post-marketing studies, should be conducted for scientific purposes.

The performance of non-interventional (observational) clinical trials is subject to the compliance with the provisions in force and should always be managed by a specific convention between the COMPANY and the bodies involved.

1.16 Corporate Governance

The COMPANY adopts a corporate governance system complying with the law and the applicable legislation for the sector.

1.17 In-house control

The COMPANY should arrange a system of in-house control, entrusted to appropriate functions, provided with a suitable structure, complying with the prescriptions of the law, the oversight regulations and the self-regulatory provisions.

The tasks of these structures are those established by the Law, the CODE, and by other hetero- and self-regulatory provisions.

Each RECIPIENT, within the range of their functions and responsibilities, should actively contribute to the correct functioning of the in-house control system.

1.18 Relations with the Board of Auditors, independent auditors and other bodies

In the relations with the Board of Auditors and independent auditors, each structure or function of the COMPANY, as well as each RECIPIENT follows the indications provided by the CODE, in accordance with the institutional roles.

The COMPANY gives, at any level, its maximum collaboration to both the Board of Auditors and the certifying individuals, providing truthful and correct information concerning activities, assets and corporate operations, as well as in terms of any other reasonable request received from them.

The requests for compliance and documentation should always be promptly dealt with, taking full responsibility for truthfulness, completeness and accuracy of the information provided. All data and documents requested are punctually and thoroughly made available. The information transmitted should be accurate, complete, faithful and truthful, avoiding, and if necessary reporting, in the proper form and modes, any situations of conflict of interests.

The COMPANY refrains from entrusting different tasks to the independent auditor in charge of the compulsory auditing of the accounts.

1.19 Corporate assets

The use of corporate assets should be made in accordance with laws, CODE, in-house regulations and depending on the need of functionality and efficiency.

Each employee and collaborator is bound to use corporate assets by operating diligently, behaving responsibly and with willingness to protect them. Corporate assets should be used properly and in accordance with the corporate interest, thus preventing any third parties from using them improperly. Any exceptions are allowed only if specifically authorized.

Audiovisual, electronic, reprographic or photographic recordings or copies of corporate documents are allowed only if needed and in cases strictly related to the performance of a task or function assigned, within the limits allowed by law, CODE and other in-house regulations.

1.20 IT systems, security of access and information

The use of computerized systems and data banks of the COMPANY is made in compliance with the regulations in force and according to the principles of correctness and honesty.

The COMPANY adopts appropriate protection systems in order to assure the safety of the accesses to data and programs installed in the computers.

Each RECIPIENT is responsible for the proper use of the resources assigned and is also in charge of the access codes to the IT systems. Illegal accesses to the systems protected by security measures are forbidden and gaining or diffusing access codes and damaging information, data and programs is also prohibited.

2. Principles of Conduct in the relationships with in-house, external and institutional contacts

2.1 Staff

The staff (including all the EMPLOYEES and COLLABORATORS, as well as CORPORATE REPRESENTATIVES in either of those categories), represent the strategic assets of the COMPANY. It views such resources as essential to create a competitive advantage, as well as to achieve its entrepreneurial objectives and develop the organisation.

Therefore, ITALFARMACO S.P.A. is committed to select and maintain a particularly qualified Staff. The value of the staff is increased by a special attention to motivational aspects and specific training needs, taking into account individual potentials and promoting the conditions for a gratifying and non-conflicting workplace.

The primary objective of the COMPANY is to maintain a workplace in line with the provisions of the CODE so as to guarantee the respect for the individual, in compliance with the national laws and the international principles of protection of the human rights. All the RECIPIENTS are bound to cooperate to achieve such an objective.

The COMPANY acknowledges the importance of corporate in-house communication, as an instrument for sharing institutional information and a motivational vehicle towards the Staff.

The principles described below assure the respect for the individual, in accordance with the national laws and the international principles for the protection of human rights. Therefore, all the EMPLOYEES and COLLABORATORS of the COMPANY should strictly comply with the principles listed below. Any violations will be firmly punished.

2.1.1 Staff recruitment and management

The recruitment, compensation, training and progression of the careers of the Staff should be based on predetermined and objective criteria, inspired by correctness, impartiality and merit.

The persons are recruited on the basis of their experience, attitude and expertise.

The recruitment of the Staff is based exclusively on the matching between expected and requested profiles. Merit is the essential requirement for professional growth and career advancements, which are based on correctness and equal opportunities, without discriminations of sex, race, age, sexual orientation, religious beliefs and any other factors not relevant in terms of professional attitude.

Hirings are performed by regular working contract, in compliance with all the legal and collective contract regulations, promoting the settling of the employee in the working environment. In particular, the competent Functions of the Company have to check that the subject with whom it is intended to start a working relationship is in possession of all the requirements prescribed by the law for the stay and performance of the working activity requested in the Italian territory.

The COMPANY promotes the professional and personal growth of the EMPLOYEES and therefore it involves them in sharing the objectives and taking responsibilities according to their roles. All the EMPLOYEES have the right to perform tasks in keeping with those for which they were hired or those assigned for their merits and professional growth.

The decisions concerning the recruitment of the STAFF and those regarding the working relationship should be explained and documented by the competent function.

It being understood that imperative rules, as well as provisions and trade union agreements should be complied with, the remuneration system, at any level, both in money and in benefits, should be based on pre-established, recognizable criteria, in the implementation of the principle according to which a remunerations should be given only on the basis of objective assessments concerning school training, specific professionalism, experience acquired, demonstrated merit and achievement of the objectives assigned.

The criteria established by the Company in order to access variable compensations should be the topic of regular evaluations and validations performed by different corporate structures in order to assure the necessary decisional in-house counterweights. They must also be pre-established in a clear and objective way and communicated to the involved persons (Senior Managers, Junior Managers, Middle Managers, Medical Visitors, Area Managers, etc.).

2.1.2 Rewards and incentives system

The rewards system is oriented towards the acknowledgement of abilities and merits according to specific, fair and measurable criteria. The main factors defining meritocracy are the following: achievement of purposes that can be reached and are objectively determined, respect for corporate values and rules, professionalism, responsabilization, team work abilities. The achievement of business objectives fully complying with applicable in-house regulations, laws and provisions represents an essential element for a positive assessment of the performances of the STAFF, which should be made from a quantitative point of view, that is the results obtained, and from a qualitative point of view, that is according to conduct. This includes conduct that is consistent with the COMPANY'S mission and aimed at highlighting the strong points characterizing its presence in the market.

In assessing the performance of the Pharmaceutical Representatives, the quality of the scientific information, subject to training and check by the Scientific Management of the COMPANY, should be taken into account.

The mere proposal of remuneration increases, career advancements or other advantages, as a compensation for activities non-complying with laws, the CODE and in-house provisions is forbidden, even though only in terms of competence.

2.1.3 Harassment

The COMPANY views as unacceptable any form of violence, harassment or untoward behavior violating the dignity of the person. Therefore, any form of harassment either sexual or concerning personal, cultural and religious differences, is not allowed.

2.1.4 Workplace

All employees and collaborators should give their personal contribution to the building and maintenance of an atmosphere of mutual respect, showing attention towards their fellow-workers and to their sensitivity, in a setting of collaboration and help.

2.1.5 Health and safety

The protection of health and safety of the persons is one of the primary objectives of the COMPANY. The corporate activities are carried out in full compliance with the regulations in force in terms of protection of health and safety in the workplace. The COMPANY commits itself to assure safe and healthy working conditions, aimed at protecting the physical and moral integrity of the persons operating at their manufacturing sites and offices.

In particular, ITALFARMACO undertakes to: *(i)* eliminate the risks of its production processes and, where this is not possible, reduce them as much as possible in relation to the existing know-how; *(ii)* take all the measures deemed appropriate to ensure the constant improvement of safety standards; *(iii)* provide workers with appropriate instructions, aimed at the best protection of their health and safety, in order to spread and consolidate the culture of safety in the workplace.

Each EMPLOYEE and COLLABORATOR should not expose the others to risks and hazards which could result in health and physical impairment. Each worker should act in such a way as to assure an effective management of the safety on the workplace. All of them are involved and therefore requested to give their active contribution to a constant improvement of the safety conditions.

2.2. Customers

2.2.1 Customer relations

Customers are the main asset of the COMPANY.

The relationships with Customers or potential Customers (that is Local Health Units, Hospitals, Pharmacies, Wholesalers, Purchasers and Dealers), should always be based on the maximum transparency and correctness, and always managed in compliance with the applicable laws and corporate procedures. The COMPANY provides clear and truthful information on every product in order to enable the customer to make a mindful and rational choice. The style of communication adopted is based on courtesy, efficiency and collaboration towards each person dealing with the COMPANY.

In their relationships with the Customers, the RECIPIENTS are bound:

- to operate in absolute compliance with the applicable regulations;
- to base their activity on correctness and transparency, abstaining from any disparaging evaluation of activities and products of the competition;
- to enable the customer to make mindful choices through an appropriate and accurate information;
- to respect the negotiating autonomy of the customers, abstaining from inducing them to make choices that may be not sensible and self-standing;
- to strictly comply with the in-house procedures for the management of the relationships with the customer;
- to promptly report to the COMPLIANCE COMMITTEE any behavior of a customer not in accordance with the principles of the CODE.

2.2.2 Quality of products and services

The COMPANY commits itself to assure the achievement and maintenance of high-quality standards of the products and services offered, with the purpose of assuring the total satisfaction and protection of its Customers and to assure adequate control mechanisms, so that the product delivered to the customer is not different in terms of nature, origin, source, quality or quantity from that declared or agreed upon.

2.3 SUPPLIERS, BUSINESS PARTNERS, CONSULTANTS and AGENTS

The assessment and selection of the SUPPLIERS, and the purchase of goods and services are performed only and exclusively by specifically authorized central Corporate Functions. The centralization of the purchase process enables to obtain a full traceability of the process itself and also allows to find the corporate individuals who determined and authorized the operations.

The SUPPLIERS are selected exclusively by following the criteria of competition, quality, inexpensiveness, price and regular turnover. The COMPANY selects the contractors without discriminations.

Individuals working for the COMPANY or acting on its behalf are not allowed to have relationships with any SUPPLIER in case they should have any interest, even not proprietary or indirect, in the activity of such a supplier.

The relationships with the SUPPLIER are based on correctness and good faith and should also be documented and led in such a way as to allow to be rebuilt.

The COMPANY binds its SUPPLIERS by contract to comply with the laws as well as to be aware of and comply with the principles of the CODE.

The COMPANY reserves the faculty of adopting any appropriate measures (including contract resolution) in case the SUPPLIERS, in the performance of their activity in the name or on behalf of ITALFARMACO, should violate the laws or the CODE.

Whoever has relationships with the SUPPLIER should always report to the person in charge of the function any significant professional misconducts or non-compliances with the CODE.

The conditions under which the supply is performed should be those agreed upon by contract.

On starting any business relationships with new partners and in the management of the existing ones, it is necessary, in view of the information available, to avoid any relationships with individuals involved in illegal activities, especially if related to recycling, organized crime and terrorism, and, in any case, with persons lacking the necessary prerequisites of seriousness and business reliability.

The COMPANY establishes relationships only with reliable and reputable business partners and contract counterparts, with a knowledge of corporate ethics comparable to that of the COMPANY. Such relations are based on the following principles, arranged into specific procedures:

- the COMPANY and RECIPIENTS abstain themselves from stipulating agreements not in compliance with the law, simulated and secret;
- the relationships with business partners and contract counterparts are maintained in accordance with the CODE;
- the relationships in question are maintained by professionally qualified and competent subjects, selected by means of in-house regulations of the COMPANY;
- the RECIPIENTS report to the COMMITTEE any behavior of business partners and contract counterparts appearing to be in contrast with the CODE.

The COMPANY commits itself to assign tasks and mandates to business partners and COLLABORATORS using criteria in keeping with the principles of competence, inexpensiveness, transparency and correctness, in compliance with the applicable in-house procedures.

More specifically, the compensations and payments made in case of professional assignments should be adequately documented and proportional to the activity performed, also in view of the market conditions.

2.4 Public Administration

In the relationships with the P.A. and, in general, with Italian, supranational or foreign public bodies, the COMPANY scrupulously complies with the provisions of the CODE.

The above-mentioned relationships are maintained only by the competent CORPORATE REPRESENTATIVES or EMPLOYEES according to the in-house regulations of the COMPANY, that is

specifically authorized, with the assignment of adequate powers. However, a person responsible for the procedure will be selected to coordinate the assignees and to assure the compliance with the CODE. All the activities and negotiations performed by the EMPLOYEES and COLLABORATORS of the COMPANY are based on honesty and transparency. Conduct should reflect commitment and professionalism in every situation, in order to assure and protect the image and reputation of the COMPANY.

The EMPLOYEES and COLLABORATORS who, during the performance of their functions, interact and deal with the Italian or foreign P.A., are bound to take a clear, correct and transparent attitude, and should never impair the autonomy of the representatives of the latter or their impartiality of judgment.

More specifically:

- whoever has interests, even if neither proprietary nor indirect, in any way related or referable to the bodies of the P.A. or with persons belonging to the P.A., cannot maintain the above-mentioned relationships in the name and on behalf of the COMPANY;
- it is not allowed to promise or give, at any title, even indirectly or under simulated forms, money or other utilities to persons belonging to the bodies of the P.A. or to persons linked to them by family, personal or business relationships;
- whoever becomes aware of requests for money or other utilities from persons belonging to the above-mentioned bodies should immediately inform the person in charge of the procedure, the person in charge of the function as well as the COMPLIANCE COMMITTEE;
- in the specific case of a tender with the P.A., operations will be performed in compliance with the law and fair business practice guidelines;
- it is not allowed, in the production of social documents, to give false descriptions of the facts, which could potentially induce to make mistakes or alter the ability of the P.A. to analyze and make decisions;
- it is also forbidden to use contributions, endowments and funding, from the State or other public bodies or the European Community for other purposes than those for which they were granted;
- any conduct aimed at obtaining contributions, funding, favorable credits or other grants, from the State or other public bodies or the European Community by means of false declarations or altered or forged documents, that is by omitting information, using artifices or deceit, including computer or data transmission systems, aimed at inducing the allocating body to make mistakes, is prohibited.

2.5 (*cont.*) Judicial Authorities and Public Oversight Authorities

In compliance with the indications provided in the above paragraph, the relationships between the COMPANY and National, Supranational and foreign Oversight Authorities are based on the principles of legality, transparency and fair collaboration.

The COMPANY – aided by specifically delegated functions – operates in accordance with the law as regards communications and information flows towards the competent Authorities, thus assuring the completeness, truthfulness and integrity of the news, the objectiveness of the evaluations and also assuring a timely forwarding.

In case of controls or audits by the competent Public Authorities, the RECIPIENTS are bound to show an attitude of willingness and collaboration with the audit and control Authorities and should also provide the information requested in a clear and truthful way.

No RECIPIENT should neither try to convince the others not to provide information or to give false and deceitful information to the competent authorities nor to start any business activities, assign professional tasks, give or promise gifts, money or other advantages to the staff performing the checks and audits, that is the competent judicial authorities.

Whoever has interests, even if neither proprietary nor indirect, in any way referable to the P.A., that is the bodies mentioned in the first subsection or with persons belonging to it, is not allowed to maintain the above-mentioned relationships in the name and on behalf of the COMPANY.

2.6 Healthcare Professionals

The relationships with all the healthcare professionals (that is medical professionals, pharmacists, health managers, nursing, technical and administrative staff of public and private health facilities) should always be managed in full compliance with the applicable laws and the behavioral regulations established by the *Code of Ethics of FARMINDUSTRIA*.

2.6.1 Direct scientific information

The contents of the information should always be documented or documentable. No exaggerated information, universal and hyperbolic declarations and comparisons which cannot be demonstrated and lacking a clear objective basis are allowed.

The Medical Visitors should present to the healthcare professional in their specific function.

The information material prepared by the organization used to inform the physicians, should refer to the official documentations provided by AIFA at the time of the marketing approval or subsequently approved according to the regulations.

The training of the Medical Visitors is performed with substantial and strict criteria and in an exhaustive and detailed way exclusively by the Scientific Management of the COMPANY.

2.6.2 Promotional material

With reference to the activity of information and presentation of medicinal products to physicians and pharmacists, it is forbidden to grant, offer or promise rewards, money or in nature.

The promotional material concerning medicinal products and their use should be of negligible value, not fungible and, in any case, referable to the activity performed by the physician or pharmacist. In addition, on such material the sponsoring Company or sponsored product should be clearly mentioned. All the promotional material to be given to physicians and pharmacists is always bought by the Company at a central level.

It is also forbidden to offer financial incentives aimed at compensating health operators for the time not devoted to their normal professional activity due to the participation in congressional activities.

The information material for scientific or working consultation, not specifically concerning the medicinal product, can be given free of charge only to public health facilities except for the material with negligible value, that is below 25 euro. Such material should be bought by the COMPANY at a central level.

2.6.3 Scientific congresses, conventions and conferences

The participation of the COMPANY in congresses, meetings and conferences as defined in Article 124 of the Decree of Law 219/06 and subsequent changes, takes place in compliance with the regulations in force, the *Code of Ethics* of FARMINDUSTRIA and the applicable in-house procedures. It should also be based on ethical, inexpensive and scientific criteria. In no instance the organization of scientific initiatives involving touristic purposes will be allowed.

2.6.4 Tours of corporate laboratories

Visits of healthcare professionals to corporate laboratories are allowed only under the following conditions: that they include an appropriate training-information session; that any tour takes no longer than the time necessary to take it; that the hospitality offered is limited to the period between the twelve hours prior to the beginning and the twelve hours following the conclusion of the tour and the characteristics of any tour do not prevail over the technical purposes of the tour.

2.6.5 Advertising in newspapers and magazines

As regards the question of advertising on newspapers and magazines, it is necessary to guarantee the clear distinction between information and advertisement, always enabling the reader to recognize the promotional message immediately and in any form.

The corporate and product advertising promotion of the COMPANY complies with the basic ethical values, always maintains the truthfulness of its contents and rejects the use of vulgar or offensive messages.

The COMPANY edits publications of general interest and the maintenance of institutional web sites that are complete, effective and in line with the market expectancy.

2.6.6 Scholarships and scientific consultations

Within the range of the activities of scientific collaboration, the regulations in force, the provisions of the *Code of Ethics* of FARMINDUSTRIA and the corporate procedures in force should be always met. The collaboration could also be started by scholarships and scientific counseling, provided that the suitability, appropriateness and documentability of the initiative are assured.

The decision-making aspect of such initiatives should be reserved to the top management of the Company.

2.7 Relations with competitors and trade associations

2.7.1 Fair competition

In the performance of its activity, the COMPANY commits itself, within the setting of a logic of enterprise and fair competition, not to defame the image of competitors and their products and to abstain from any behavior violating the principle of fair competition.

2.7.2 Trade associations

Wherever the COMPANY decides to join any trade associations, it commits itself to participate in the associative activities in full compliance with the rules shared and established by the association.

2.8 Relations with trade unions, political, social and cultural organizations

The COMPANY builds its relationship with Trade Unions with sense of responsibility and in constructive terms, promoting an atmosphere of mutual trust and dialogue, in the constant search for profitable industrial relationships.

In its relationships with political parties, political associations and trade unions representative of collective or category interests and their representatives, the COMPANY complies scrupulously with the CODE and takes into account the respective roles as far as the social behavior is concerned.

The relationships in question are managed exclusively by CORPORATE REPRESENTATIVES or competent EMPLOYEES according to the in-house regulations of the COMPANY or specifically authorized, with the assignment of appropriate powers. Wherever requested by the circumstances, in agreement with the in-house regulations of the COMPANY, a person in charge of the procedure is appointed. He/she is responsible, among the other tasks, of the coordination of the appointed individuals as well as for the CODE compliance control.

Individuals with interests, even though neither proprietary nor indirect, at any title related or referable to the individuals mentioned in the second paragraph are not allowed to have any of the above-mentioned relationships in the name or on behalf of the COMPANY.

It is always absolutely forbidden to promise or give, at any title whatsoever, even indirectly or under simulated forms, money or other utilities to persons included in the categories of individuals mentioned in the second paragraph or to persons related to them by virtue of family, personal or business relationships.

Whoever becomes aware of requests for money or any other utilities from persons included in the categories mentioned in the second paragraph, is bound to inform immediately the person in charge of the procedure and of the function, as well as the COMPLIANCE COMMITTEE.

The COMPANY does not support any demonstrations or initiatives with clear political purposes, nor does it support political parties and trade unions and their representatives either financially or in any other ways.

ITALFARMACO promotes or participates in initiatives concerning the above-mentioned purposes only to reach institutional, cultural or social solidarity objectives, also by offering contributions in money or other services. In that case, a person in charge of the procedure is always appointed and the participation in the initiative should always be properly justified, even in terms of suitability of the financial commitment and quality of the initiative and its participants. In particular, the COMPANY can support, with the means available, institutions and initiatives having a religious, cultural, artistic, scientific, health, care, environmental, sports character and more generally of social benefit.

The relationships with trade-union organizations are based, in a setting of logic of enterprise, on the principles of correctness and respect for the counterpart and are limited to the delegated Corporate Functions.

3. Implementation and control

3.1 Disclosure, training and implementation

The COMPANY informs all the RECIPIENTS on the provisions and applications of the CODE, recommending its compliance.

All the EMPLOYEES will be made aware of the provisions included in this CODE, by hand-delivering it, of which they will release a written receipt.

The competent functions can request similar formal acceptance of the provisions of the CODE from the COLLABORATORS.

The CODE, is also available on the corporate website (www.italfarmaco.com) and a copy of it can be requested at the Office of the Compliance Committee (OdV) by e-mail at:

odv.italfarmaco@italfarmacogroup.com. Among the activities of training and professional updating and in the performance of the disciplinary authority, the COMPANY, also by appointing specific in-house functions, will manage:

- the promotion, by continuous and effective actions, of CODE knowledge and compliance by the RECIPIENTS, at any organizational level;
- the creation of periodical communication plans aimed at promoting the knowledge of principles and ethical regulations contained in the CODE, by means of suitable instruments depending on the situation. The training and communication plans will be updated and widened in time in order to assure the constant diffusion of the CODE and the relevant principles;
- the interpretation and clarification of the provisions;
- the control, by suitable facilities and presides, of the compliance with the CODE;
- the arrangement of an appropriate system of sanctions;
- the adoption of measures related to the removal of the consequences of non-compliance;
- the constant updating on the basis of regulatory developments and industry best practice. In case of violation, a specific control of both the CODE and the in-house regulations will be carried out and, if appropriate, the necessary changes will be effected.

3.2 Roles and responsibilities

The responsibility for supervising and controlling the application of the CODE is assigned, in general terms, to the Board of Directors.

The responsibilities of supervision and control over risk-crime issues relevant to Legislative Decree 231/01 for the purposes of the effective implementation of the Organisation, Management and Control Model adopted by the Company is specifically assigned to the COMPLIANCE COMMITTEE.

In carrying out these activities, Board of Directors and COMPLIANCE COMMITTEE will receive the support of all the relevant corporate functions of the PARENT COMPANY and may have free access to all documentation deemed useful.

3.3 Reports

In the event of conduct, acts or omissions consisting in unlawful conduct relevant under Legislative Decree 24/2023, any RECIPIENT may make a report in accordance with the provisions of the "Whistleblowing Procedure" adopted by the COMPANY.

An internal report is defined as the written or oral communication of information on violations, acquired in the work context, submitted through a channel activated by the COMPANY that guarantees the confidentiality of the reporter and the person involved (natural or legal person mentioned in the report as the person to whom the violation is attributed or implicated in the report), the content of the report and the relevant documentation.

Information on violations covers information, including reasonable suspicions, concerning violations committed or which, on the basis of concrete evidence, could be committed in the organisation, as well as elements concerning conduct aimed at concealing such violations.

In compliance with the provisions of Legislative Decree 24/2023, the Company provides clear information on the channel, methods and prerequisites for making internal reports by means of the "Whistleblowing Procedure" (Annex 3 to the Model), which regulates the process of acquiring and managing reports. The internal whistleblowing procedure is displayed and made visible in the workplace and published on the Company's website/intranet.

The CHANNEL MANAGER, defined and regulated by the 'Whistleblowing Procedure', acquires and handles reports in accordance with the procedure.

The COMPANY, in compliance with the provisions of Legislative Decree 24/2023, complies with the protective measures provided for by law, including the prohibition to engage in retaliatory acts, even by way of attempt or threat.

All processing of personal data is carried out in accordance with Regulation (EU) 2016/679, Legislative Decree No 196 of 30 June 2003 and Legislative Decree No 51 of 18 May 2018.

In addition to internal reporting, it is possible to communicate information about violations through an external reporting channel activated by ANAC in accordance with art. 7 et seq. of Legislative Decree No. 24/2023 and only to the use of the conditions provided for by law. The procedures for the

submission and management of external reports are governed by the Guidelines adopted by ANAC on 12 July 2023 and can be activated through the ANAC channels mentioned in the "Whistleblowing Procedure".

Reports and related documentation are kept for as long as necessary to process the report and in any case no longer than five years from the date of the communication of the final outcome of the reporting procedure.

4. Sanctions

The RECIPIENTS violating the CODE or the MODEL receive a proportional, effective and dissuasive sanction.

The violation committed is equalized to the attempted one. The sanctions should be pre-established according to the single deeds.

The compliance with the CODE makes integral part of the conditions regulating the working, mandate and business relationships with the COMPANY. Any violations committed by MANAGERS and other EMPLOYEES results in disciplinary actions and contract remedies, proportional to the seriousness or the recurrence of the violation, the degree of guilt, the existence of malice. The sanctions are adopted in compliance with the provisions of the law and the applicable collective contracts. They include the possible immediate resolution of the relationship, save the recovery of the damages caused to the COMPANY.

In particular, the sanctions applied to the EMPLOYEES are performed in compliance with the legal regulations and the provisions contained in the trade union agreements and contracts.

For RECIPIENTS that are not EMPLOYEES, the sanction should be established in advance in the contract or in the resolution of the social bodies on which the relationship is based. In particular, the Board of Administrators takes the necessary actions towards any of their members committing violations of the CODE, save the recovery of the damages caused to the COMPANY.

5. Relations with subsidiaries

The COMPANY sends the CODE to all its controlled and affiliated companies and to those with which it has contract relationships.

The controlled companies should adopt a Code of their own containing the principles of the present CODE, of whose adoption the COMPANY should be promptly informed.

In case any of the controlled companies should deem it necessary to adopt different or further regulations, due to the peculiar characteristics of their activity, this should be promptly communicated, with the relevant reasons, to the COMPANY, the BOARD OF DIRECTORS and the COMPLIANCE COMMITTEE.

The relations with the companies mentioned should be based on the principles contained in the present CODE.

