

CODE OF ETHICS

A. MENARINI INDUSTRIE FARMACEUTICHE RIUNITE S.r.l.

Updated on 20/12/2022



A. MENARINI
INDUSTRIE FARMACEUTICHE RIUNITE

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I. Introduction

A. Menarini Industrie Farmaceutiche Riunite S.r.l. (hereinafter also “**MENARINI IFR**” or “**Company**”) is an Italian company which markets pharmaceuticals and over-the-counter products, as well as being the Parent Company of the Menarini Group (hereinafter also “**MENARINI**”).

MENARINI is an international industrial group operating mainly in the pharmaceutical and diagnostic sectors and which, due to its size, structure, and the particular importance of the sectors in which it operates, holds a position of social importance for the wider community.

Currently with over three billion euro consolidated turnover and over 17,000 employees, the Menarini Group and its products are present in more than 100 countries worldwide, with five of its researchers among the most renowned in the world. Menarini research concentrates on currently unresolved pathologies in the fields of oncology, cardiovascular disease and pain/inflammation/asthma, with a particular focus on rare diseases. The Menarini Group is, in fact, at the forefront in promoting public health through strict adherence to the principles of good clinical practice and the responsible sharing of the results of its clinical trials, also in accordance with the Principles for Responsible Clinical Trial Data Sharing expressed by the European and U.S. drug industry associations, EFPIA and PhRMA.

Furthermore, one of the strengths of the Menarini Group is the collaboration with international partners: the objective is to create synergies that lead to solutions, pharmaceutical products, and services at the forefront of the health sector.

The wide range of interests and socio-economic contexts in which the Company is involved, together with Group’s organizational approaches, requires the efforts of everyone involved to guarantee that the Company’s business is carried out in compliance with the law and is characterized by fair competition, honesty, integrity, correctness and trust, in the primary safeguarding of a patient’s right to healthcare and with respect for the legitimate interests of clients, employees, commercial partners and society in general in areas where the Company operates.

The Code of Ethics adopted by MENARINI IFR gathers, defines, and explains all the values, general principles and rules of conduct that must govern the company’s activities, which the Company itself recognizes as having a positive ethical value and with which all those who operate within the Group’s business context must comply, according to the principles of integrity, loyalty, and fairness. The Company intends to base its conduct on integrity, a value that is not only of moral value, but is also of fundamental

importance in order to guarantee the continuity of the Company's action in compliance with the provisions of Italian Legislative Decree 231/01.

Respect for company ethics is essential for the development of the company organization and the relationships between Personnel and those who collaborate with the Company in various ways, as well as between Personnel and the general public. It contributes, therefore, to the effectiveness of the policies and control systems set up by the Company and influences and directs any behavior that may escape the control systems.

The achievement of this goal, of course, requires absolute respect for the laws, regulations, and ethics in force in Italy and in the countries where the Company operates in order to safeguard and protect the legitimate interests of all stakeholders: customers, partners, citizens, employees, healthcare professionals, suppliers, business partners, etc.

The observance of this Code of Ethics is therefore of fundamental importance for the efficient operation, reliability and reputation of MENARINI IFR towards the State, the public opinion, the medical profession and health operators in general. Compliance with the Code of Ethics is instrumental in combating any illegal or improper conduct that could expose the Company to the risk of sanctions.

It constitutes, therefore, a primary duty for all those who work in the Company or who work to achieve the Company's objectives, without distinction or exception, to observe and encourage compliance with the values, principles, and rules of conduct of this Code, within the scope of their functions and responsibilities.

This Code of Ethics represents the revised and expanded version of the Code of Ethics in force since 2004 and updated several times (most recently, in 2018). It constitutes an integral part of the Model adopted by the Company.

This Code of Ethics has been drawn up in accordance with the principles indicated in the Confindustria Guidelines (in which Farindustria - MENARINI IFR's reference association - participates), issued in March 2002, partially amended, and updated several times, most recently in March 2014.

It should also be noted that, in March 2009, Farindustria issued the "*Document for the identification of Guidelines for the construction of organization, management and control models pursuant to Legislative Decree no. 231/01 in the pharmaceutical sector*", as well as the "*Reference document for the certification*

of procedures relating to scientific information activities”, (the latest edition published by Farmindustria in 2015), to which this Code of Ethics also complies.

The Code of Ethics of FARMINDUSTRIA, an association of which MENARINI IFR is also a member, is of fundamental importance in the context of the indications coming from the Trade Associations.

In particular, it codifies the ethical principles and the behavioral norms that must inform the relationships between the pharmaceutical industries, as well as between the latter and the scientific and healthcare world.

By virtue of this, this Code of Ethics has been conceived in full compliance with the principles indicated in the Code of Ethics of Farmindustria in the latest version approved on July 3, 2019.

Finally, this Code also conforms to the principles outlined in the EFPIA (European Federation of Pharmaceutical Industries and Associations) Code of Conduct and the IFPMA (World Pharmaceutical Industries Association) Code of Conduct.

I.1 The Menarini Group’s Global Code of Conduct and the Group’s other self-regulatory instruments incorporated in this Code of Ethics.

This Code of Ethics incorporates all the instruments of corporate self-regulation aimed at protecting business ethics and combating any unlawful conduct which may find expression in the business operations of the Menarini Group.

These instruments, listed below and briefly described, are available for consultation also online at the following link: <https://sites.google.com/menarini.com/business-ethics-and-compliance/home>.

a) Menarini’s Global Code of Conduct

The Code of Ethics fully incorporates the values, principles and rules of conduct set out in the Code of Conduct (“Menarini Global Code of Conduct”), a document which sets out the values that inspire the work of MENARINI IFR and of all MENARINI Group companies worldwide.

The Group’s Code of Conduct must guide the conduct of all the Directors, Managers, Employees and Third-Party Recipients in Italy and abroad; the document — which can be consulted in full — is divided into a series of provisions designed to protect:

- integrity in the conduct of business;

- employees;
- patients;
- integrity in managing information and protecting corporate assets;
- responsibility towards the public and the community.

In particular, many of the provisions of the Code of Conduct are designed to counter corruption in all its forms and meanings and fully meet the requirements of compliance with the most important international legislation on the subject (UK Bribery Act - FCPA).

It should be noted that the principles summarized above are fully implemented in some of the rules of conduct formalized in section VIII below.

b) Global Policies

MENARINI IFR, as parent company of an international industrial group, has adopted a system of Global Policies.

The Global Policies incorporate the values, principles and rules of conduct that inspire the Company and the Group, as set out in the Menarini Global Code of Conduct and in this Code of Ethics and define the guidelines to be followed in the pursuit and performance of business activities.

In view of the importance and relevance of the topics dealt with in relation to the areas and activities potentially at risk of committing offences pursuant to Italian Legislative Decree 231/01, some of the Global Policies considered to be of particular interest are mentioned here, namely:

- Global Anti Bribery Policy;
- Global Third Party Due Diligence Policy;
- Corporate Compliance Training Policy;
- Global Whistleblowing Policy;
- Conflict of interest Policy.

Compliance with the Global Policies is mandatory for all employees of all MENARINI Group companies and for third parties with whom the companies contract in Italy and abroad.

c) Menarini Global Anticorruption Compliance Program ("GACP")

MENARINI IFR has also implemented a specific Global Anticorruption Compliance Program ("GACP"), common to all Group companies and again compliant with the most important national and international laws on anti-corruption (in addition to Italian Legislative Decree 231/2001, the UK Bribery Act and the FCPA).

The GACP establishes a series of internal rules regarding various activities which could be subject to corruption.

These internal rules outline the main elements which must characterize the Anticorruption Compliance Programmes of the Group companies, guaranteeing that they act with integrity, in line with the provisions of the GACP. These rules are expressly referred to in the values, principles, and rules of conduct of this Code of Ethics.

d) Corporate Ethics & Integrity Policies

Furthermore, MENARINI has adopted Corporate Ethics & Integrity Policies which set out the ethical standards and conduct requirements for the main activities carried out regarding ethical drugs. These Policies regard the following activities:

- Pharmaceutical Sales;
- Events;
- Hospitality;
- Samples;
- Gifts;
- Pharmaceutical Sales Rep Variable Pay;
- Disease Awareness Campaigns;
- Patient Support Programs;

- Fee for Service Arrangements;
- Market Research;
- Patient Access / Market Access;
- Patients Organizations;
- Grants & Donations;
- Responsible Communication.

The observance of such Policies is mandatory for all Menarini Group Company employees and the third parties with which the Companies form contracts in Italy and Abroad.

The values, principles and rules of conduct formalized in the **Menarini Global Code of Conduct**, in the **Global Policies**, in the **GACP** and in the **Corporate Ethics & Integrity Policies** are an integral part of this Code of Ethics and, overall, of the Model. Moreover, in view of the international scope of the Company's activities, all Recipients must comply with these regulatory provisions scrupulously.

Failure to comply with these provisions constitutes, therefore, a violation of the Model such as to expose the subjects held responsible for the non-compliant conduct to all the sanctions provided for in the Disciplinary System, in compliance with the principles provided for therein.

I.2 Recipients of the Code of Ethics

Given that the main purpose of the Code of Ethics is to guide and direct the Company's activities in compliance with ethical principles, it is binding in respect of shareholders, all Directors, Statutory Auditors, the Independent Auditors, and all its employees, including executives and non-executives (hereinafter referred to as the "**Personnel**", "**Recipients**", or individually, "**Recipient**"), as well as being binding on those who, while not employees of the Company, operate directly or indirectly on its behalf, e.g. agents, collaborators in whatever capacity, consultants, suppliers, business partners, companies to which activities are outsourced, Company Doctor (hereinafter referred to as **Third-Party Recipients**).

Members of the Supervisory Board are also bound by the Code of Ethics within the context of performing their institutional roles.

All Recipients are obliged to comply with and, insofar as they are responsible, ensure the compliance with the principles contained in the Code of Ethics, which is binding and applicable also to the activities carried out by the Company abroad.

The company's management is obliged to comply with the Code of Ethics when proposing and implementing projects, actions and investments aimed at increasing the long-term economic value of the business, including the well-being of its employees, customers, suppliers, and the Community.

It is the responsibility of everyone, but first and foremost the directors and managers, to promote the values, principles and rules of conduct contained in the Code, taking responsibility internally and externally and strengthening trust and cohesion within the Company. Every employee of the Company must undertake to comply with the laws and regulations applicable in all the countries where the Company operates. Employees must be aware of the laws and conduct required to comply with them. Every employee is obliged to actively contribute to implementing the Code of Ethics. Under no circumstances can the claim of acting in the Company's interest justify adopting behavior that is contrary to the conduct set out in this document or in the procedures governing the corporate activities. The Code of Ethics should also inspire the activities conducted by the Company abroad, while duly respecting the differences that exist on a regulatory, social, and economic level.

Compliance with the rules of the Code shall be considered an integral part of the contractual obligations of the Company's employees pursuant to and for the purposes of the provisions of Articles 2104 *et seq.* of the Italian Civil Code. Violation of the rules of this Code, considered particularly serious, will also damage the relationship of trust established with the Company and may lead to disciplinary action and compensation for damages, without prejudice to employee compliance with the procedures set out in Article 7 of the Workers' Statute, in the collective labour agreements and any company regulations adopted.

I.3 Structure and changes of the Code of Ethics

The body of the Code of Ethics is divided as follows:

- a) the introductory part just summarized, within which the Recipients are also indicated;
- b) the general ethical principles, i.e. the values to which MENARINI IFR gives prominence in its business activities and which must be respected by all Recipients;
- c) the principles and rules of conduct dictated with regard to each category of Recipient;

- d) the obligations of transparency in transfers of value between the Company, healthcare professionals and healthcare organizations;
- e) the methods of implementation and control of compliance with the Code of Ethics by the Supervisory Body.

The Code of Ethics is subject to ongoing amendments, supplements and implementations. The Board of Directors is the body responsible for making these amendments, which are introduced on the basis of specific BoD resolutions, which are also adopted on the basis of potential suggestions and recommendations from the SB.

II. General Ethical Principles

The reference ethical principles for all Recipients are defined below.

It is worth remembering that under no circumstances can the conviction of acting in the interest of MENARINI IFR justify adopting behavior that is contrary to the principles in this Code of Ethics, which should be ascribed primary and absolute value.

II.1 Responsibility and Compliance with Legislation

MENARINI IFR undertakes to comply with legislation, regulations and in general with the rules applicable in Italy and in all the countries it has links with.

It undertakes further to comply with the rules and principles of ethics and professional conduct set by sector associations and more specifically, those defined in the Farmindustria Code of Conduct, duly adopted with this Code of Ethics.

The Directors, Statutory Auditors, Independent Auditors and Personnel of MENARINI IFR are obliged to comply with the laws applicable in Italy and in other countries with which the Company has operational ties.

Under no circumstances may laws or professional standards be violated in order to pursue or achieve the interests of the Company. This applies to activities carried out within Italian territory and to any activities which may be associated with dealings with international operators.

II.2 Propriety, Professionalism, Efficiency

MENARINI IFR's Directors, Statutory Auditors, Auditors and Personnel, in compliance with the regulations in force and the procedures established by the Company, must carry out their services with diligence, correctness and efficiency, making the most of their professionalism and assuming the responsibilities related to the duties incumbent upon them.

The pursuit of corporate profits is secondary to the principle of propriety. No Recipient shall accept or instigate on their own behalf or for others or, consequent to other pressure, any recommendations or indications that could jeopardize the company or procure undue advantage for themselves, the Company or third parties. All Recipients must reject and shall not make undue promises and/or offers of money or other benefits, unless for commercial purposes, of modest value and not associated with demands of any kind. Should Recipients receive an offer or a request for benefits from a third party, except for commercial gifts with a modest value, they must not accept the offer or abide by the request and immediately report the matter to the SB or send an appropriate report to the Company through the communication channels set up by the latter (indicated in section XI.4) for the appropriate initiatives.

Professionalism, dedication, loyalty, a spirit of collaboration and mutual respect are required of each Recipient of this Code. The efficiency of the management that MENARINI IFR pursues is achieved through the professional and organizational contribution that each of the human resources involved ensures in compliance with the principles of professionalism, transparency, fairness, and honesty.

Management efficiency is also pursued with continued compliance with the highest quality standards and, where necessary, may be pursued to the detriment of financial gain.

MENARINI IFR under a different profile, also commits itself to:

- safeguarding and protecting the company's resources and assets, as well as managing its own assets and capital, adopting all the precautions necessary to ensure full compliance with current laws and regulations;
- ensuring an ongoing dialogue with the other companies of the Group while respecting their autonomy.

II.3 Spirit of Service

Directors, Statutory Auditors, Independent Auditors and Personnel as well as Third-Party Recipients must base their conduct within the limits of their relative roles and responsibilities on the pursuit of the main corporate objectives aimed at providing a service with high social value and utility for society, which should be able to rely on and benefit from the highest quality standards.

II.4 Transparency

The information disseminated inside and outside the Company must be characterized by truthfulness, accuracy, and completeness. The constant observance of these rules of conduct enables the implementation of the principle of transparency.

Every operation and/or transaction, in the broadest sense of the term, must be legitimate, authorized, consistent, appropriate, documented, recorded and verifiable over a period of ten years. More specifically, each operation and/or transaction must be adequately recorded and must allow for verification of the decision-making, authorization and implementation process. Each operation must also be accompanied by adequate documentary support in order to be able to proceed at any time with the execution of controls that attest to the characteristics of and reasons for the operation, as well as to identify the author of the authorization, execution, registration and verification of the operation.

II.5 Impartiality

MENARINI IFR condemns any form of discrimination based on sex, nationality, religion, personal and political opinions, age, health, economic conditions of its stakeholders, including third parties.

Any company or non-company resource who believes he/she has suffered discrimination has the possibility to communicate the circumstance to the competent bodies, which will proceed to verify the actual violation of the Code of Ethics, in accordance with the guarantees provided by the Model, on the subject of reporting.

II.6 Integrity

MENARINI IFR condemns and does not permit any act of violence or threat, even if only psychological, as such and when aimed at obtaining conduct contrary to the laws in force, including the ethical principles codified in this Code.

II.7 Conflicts of Interest

MENARINI IFR's Directors, Auditors, External Auditor, Personnel and Third-Party Recipients must avoid situations of real or potential conflict of interest, meaning those situations in which the pursuit of their own interest or that of a family member or relative is in conflict with the interests of the Company.

All Recipients of the Code of Ethics are required to report any situation of conflict of interest, even potential, to the competent bodies, in accordance with the provisions set out in the Model on reporting. In any case, situations through which an Employee, Director or other Recipient may gain an undue advantage or profit on the basis of situations of opportunity of which he/she has become aware during the performance of his/her activity must be avoided.

The Company prohibits the appointment as its representatives of persons who are in conflict of interest or have family relationships or are closely linked in order to be able to unlawfully influence the decisions of any person belonging to the Public Administration or of politically exposed persons or their family members.

II.8 Repudiation of Bribery in Italy and Abroad

MENARINI IFR pursues the objective of maximum integrity and correctness in its relations with public officials, persons in charge of public services and, more in general, with public institutions, in Italy and abroad.

In relations with public officials and, in any case, in relations with "politically exposed persons" or their family members and/or "persons closely connected" to them, as defined by Italian Legislative Decree 231/2007, all Recipients must behave in a manner inspired by the utmost propriety and integrity, avoiding even just giving the impression of wanting to improperly influence decisions or request favourable treatment.

Illicit payments are prohibited in relations with Institutions or Public Officials, including their family members and persons closely connected to them. All Recipients must refrain from acknowledging or promising any form of benefit to public officials or persons in charge of a public service in order to remunerate the exercise of their public function and/or to use them for purposes unrelated to those of public importance or to remunerate the performance of acts contrary to their official duties.

All Recipients must categorically refrain from receiving or accepting the promise of any form of benefit as remuneration for any intermediation activities towards persons who may be qualified as public officials or persons in charge of a public service. All Recipients must refrain from exploiting or bragging about personal relationships with persons who may be classified as public officials or persons in charge of a public service in order to obtain any form of undue advantage.

The Company expressly prohibits corrupt practices, favouritism, collusion, direct and/or indirect solicitations, also through promises of personal advantages, vis-à-vis any person who holds the position of public official or person in charge of a public service or who in any way can be traced back to the functions exercised by the Public Administration and/or bodies that are an expression of it due to direct or indirect control by Public Bodies.

Acts of courtesy, such as gifts, are allowed only when they are of modest value and such as not to compromise the integrity or reputation of either party and such as not to be interpreted by an impartial observer as aimed at acquiring advantages in an improper manner.

These rules also apply to relations with those who, within other countries or international organizations, perform functions or activities corresponding to those of public officials or public service officers.

Relations with institutional representatives are maintained exclusively through the persons appointed for this purpose, also due to the role played.

The Company may use consultants, attorneys or third parties as its representatives in dealings with the Public Administration only if they are duly authorized in advance for that purpose and, in any case, limited to the performance of specific operations.

MENARINI IFR prohibits all forms of corruption and believes that it is a fundamental and indispensable value that relationships with private individuals (suppliers, competitors, customers, consultants, business partners, etc.), between Directors and employees and between the company's own employees are based on the utmost loyalty, integrity, fairness, and good faith.

II.9 Anti-Money Laundering

MENARINI IFR and all employees must not be implicated or involved in operations that may involve the laundering of criminal or illicit proceeds in the interest or to the advantage of the Company.

MENARINI IFR pursues the objective of maximum transparency in commercial transactions and provides all appropriate tools to counter the phenomena of money laundering and receiving stolen goods.

Furthermore, the Company guarantees the respect of the principles of propriety, transparency and good faith in relationships with all contractual counterparts, even if they are part of the same Group.

II.10 Repudiation of Criminal Organizations

MENARINI IFR repudiates any form of criminal organization (in particular Mafia-type associations), whether national or transnational and, to this end, undertakes not to establish any working, collaborative or commercial relationship with individuals or legal entities directly or indirectly involved in criminal organizations or in any way linked by ties of kinship and/or affinity with members of known criminal organizations, just as it does not finance or in any way facilitate any activity referable to such organizations.

The Company shall adopt the necessary measures to prevent any risk of involvement – either its own or that of its employees – in relationships and activities undertaken for whatever reason and by any means, even if merely in the form of assistance and help, with such organizations.

II.11 Repudiation of Any Form of Terrorism

MENARINI IFR repudiates any form of terrorism and undertakes to adopt - in the performance of its activities - all measures necessary to prevent the danger of the Company being involved in acts of terrorism.

To this end, the Company has set itself the objective of not establishing any relationship — either of a working or commercial nature — with persons involved in terrorism, whether natural or legal persons, and it also undertakes not to finance or facilitate any of their activities.

II.12 Workplace and Worker Safety

MENARINI IFR is fully committed to ensuring health and safety in the workplace. The Company undertakes to adopt the identification and prevention of risks related to the performance of its business activities, aiming at hindering the risks at the source and guaranteeing their removal or, where this is not possible, their management.

To this end, MENARINI IFR undertakes to adopt all organizational, technical and procedural measure required to guarantee the health and safety of workers. The Company will never seek advantages related to economic savings in terms of health and safety in the workplace.

II.13 Protection of the Environment

MENARINI IFR recognizes that the protection of the environment is of fundamental importance, so that it will never look for advantages possibly related to the violation of environmental regulations or to economic savings in environmental policy.

II.14 Good Clinical Practice

MENARINI IFR is committed to complying with national and international principles that protect good clinical practice, in observance of the provisions and standards relating to the design, conduct, registration and communication of the results of clinical trials involving human beings.

Respect for Good Clinical Practice principles requires that the protection of the rights of the subjects involved in the trial be considered pre-eminent over any scientific or economic interest promoted by the Company.

II.15 Good Laboratory Practice

MENARINI IFR is committed to complying with national and international principles that protect Good Laboratory Practice, which defines the principles by which laboratory studies are planned, conducted, controlled, recorded, and reported in order to obtain high-quality experimental data used to evaluate the effects on humans, animals and the environment of all chemical products (e.g., cosmetics, products for industry, medicines, etc.).

II.16 Correct use of computer systems

MENARINI IFR has set itself the objective of correctly utilizing computer and/or telecommunication services, in accordance with applicable legislation and in such a way that will guarantee the integrity and authenticity of the data processed, protecting the interests of the Company and of third parties, with specific reference to the Authorities and Public Institutions.

In this regard, the Company undertakes to adopt all the appropriate measures to ensure that access to telecommunication and computer data occurs in full compliance with applicable regulations and the

privacy of the data subjects who may be involved, so as to guarantee the confidentiality of the information and to ensure that the processing thereof is carried out by persons specifically authorized to do so, thereby preventing undue interference.

II.17 Protection of Industrial and Intellectual Property Rights

MENARINI IFR operates in full compliance with applicable legislation on the protection of trademarks, patents, and other distinctive elements, including copyright legislation.

In particular, the Company does not permit the use of intellectual property that does not include the Italian Society of Authors and Publishers (S.I.A.E.) stamp or which bears an altered or counterfeit stamp.

Furthermore, the Company prohibits the reproduction of programs and the contents of databases, as well as the appropriation and distribution – in any form – of intellectual material with registered copyrights, including by revealing the relative content before it becomes public.

MENARINI IFR does not allow for any reason or purpose, the use of products with counterfeit trademarks or other elements, nor the manufacturing, marketing or any other activity relating to products already patented by third parties and in respect of which it has no rights.

II.18 Confidentiality of Information

Directors, Employees and collaborators of MENARINI IFR must consider all information regarding company business, which they come into contact with during their relative tasks, as confidential and as exclusive knowledge of the company until publicly disclosed.

II.19 Data Protection and Relationship with the Authority for Personal Data Protection

MENARINI IFR protects the privacy of Directors, Statutory Auditors and Personnel, as well as Third-Party Recipients, in accordance with applicable regulations, in order to prevent the disclosure or dissemination of personal data without the consent of the data subject.

The acquisition, processing and storage of information and personal data of employees and other parties that the Company has is carried out in compliance with specific procedures aimed at guaranteeing that

unauthorized persons and/or entities do not gain knowledge thereof. These procedures are systematically updated in compliance with applicable legislation.

The Company maintains a relationship with the Guarantor for the Protection of Personal Data with the utmost propriety, pledging to obtain the necessary authorizations for the processing of sensitive data, as well as to comply with (any):

- rules regarding the methods of data processing;
- data processing restrictions;
- requests for information or the production of documents, any requests for access or verification with respect to any proceedings pending with the Authority.

III. Ethical Principles in Relations with Employees and Collaborators

III.1 Value of Human Resources

Human resources are the main factor underpinning corporate development. The management of human resources is based on respecting individuals and their professionalism within the general framework of current legislation.

MENARINI IFR is aware that the high degree of professionalism of its employees and their dedication to the Company are essential and crucial aspects in the pursuit of the Company's objectives.

For this reason, the Company fosters professional growth and development aimed at increasing the knowledge base and skills held in accordance with applicable regulations on individual rights, with special regard to the moral and physical integrity of employees.

III.2 Value of Training and Fairness in Selecting Personnel

MENARINI IFR recognizes the importance of training as a fundamental factor in increasing the skills of employees and the value of the business, guaranteeing the creation of opportunities for development and professional growth through coaching, training, and appropriate training tools.

The Company undertakes to ensure that in its own corporate organization the annual objectives set are such as not to induce unlawful behavior and are instead focused on a possible result, specific, concrete, measurable and related to the time expected for its achievement.

Recognition of salary increases or other incentive tools and access to higher roles or positions are linked, in addition to the rules established by law or by the collective labor agreement, to the individual merits of employees, including, in particular, the ability to achieve company objectives with behavior and organizational skills based on the Company's ethical principles, as set out in this Code.

MENARINI IFR condemns any form of intercession and patronage. Personnel are selected on the basis of matching up the profiles of candidates and their skills with the highest technical qualifications and utmost attention to respecting the ethical principles required by the Company.

Specifically, personnel are hired through regular employment contracts, following a strict selection process based on the curriculum vitae of each candidate. As regards employees, particular attention is paid to their competence, their human qualities, their moral integrity and their ability to comply with the principles codified in this Code. In relation to the Pharmaceutical Sales Representatives (hereinafter PSRs) particular attention is paid to their technical and scientific education/qualifications, their human qualities, their moral integrity and their ability to comply with the principles codified in this Code.

III.3 Protection of Individuals

MENARINI IFR recognizes the need to protect personal freedom in all its forms and rejects any manifestation of violence, especially if aimed at limiting personal freedom. The Company undertakes to promote respect for this fundamental principle in its own activities and among its employees, collaborators, suppliers, and partners.

III.4 Respect for Laws on Validity of Employee Residence Permits

MENARINI IFR always considers the protection of employees above any economic advantage. The company specifically undertakes to verify that third-country workers are in possession of a valid residence permit at the time of hiring and throughout their employment and, in the case of permit expiry, that they have renewed it.

In the case of temporary workers being used through recruitment agencies, it is nevertheless verified that these individuals are in possession of a valid residence permit.

III.5 Diligent and Efficient Use of Company Assets

Every employee of MENARINI IFR is required to act with the diligence and efficiency necessary to safeguard and value company resources, guaranteeing they are used in the Company's best interests. It is the responsibility of employees and collaborators not only to protect these assets but also to impede fraudulent or improper use, for their own advantage or that of third parties or Group companies.

III.6 Safeguarding the Corporate Image and Reputation

The image and reputation of MENARINI IFR represents an asset that employees and collaborators must safeguard through their behavior in all situations, taking into consideration the evolution of the social context, of technology and of new tools available.

IV. Ethical Principles in Relations with Patients

The business activities that MENARINI IFR is involved in, as well as its own corporate purpose mean that the Company assumes a specific responsibility towards patients, including on an ethical level.

To best implement and respect its ethical commitment towards patients, MENARINI IFR commits and applies maximum effort in the research sector, also aimed at the development of medical, scientific, and therapeutic solutions which satisfy patients' needs as completely as possible.

In particular, MENARINI IFR undertakes to:

- guarantee patients the marketing of highly specialized drugs which are the fruit of advanced scientific study;
- introduce drugs to the market which are exclusively aimed at protecting the physical integrity and health of patients;
- pay particular attention to safety aspects during drug evaluation;
- request that Personnel, within the scope of their skills, and experts carry out studies aimed at safeguarding the care requirements of patients, with respect for their freedom and dignity.

V. Ethical Principles in Relations with Shareholders, the Market and Competitors

V.1 Protection in relations with shareholders and the market

Menarini IFR ensures a fair balance between the powers of management and the interests of shareholders and other stakeholders, as well as transparency and the knowledge of the market about management decisions and corporate events in general.

As part of the initiatives aimed at maximizing value for shareholders and guaranteeing the transparency of management operations, MENARINI IFR defines, implements, and progressively adapts an articulated and homogeneous system of rules of conduct regarding both its internal organizational structure and relations with shareholders and third parties, in compliance with the most advanced standards of corporate governance in the national and international context. This is with the awareness that the ability of the company to establish efficient and effective operating rules is an essential tool for strengthening its reputation in terms of reliability and transparency and the trust of its stakeholders.

MENARINI IFR believes it is necessary for shareholders to be able to participate in the decisions for which they are responsible and to make informed choices. The Company, therefore, undertakes to ensure the maximum transparency and timeliness of the information communicated to the shareholders and to the Market in compliance with the regulations applicable to unlisted companies.

MENARINI IFR also undertakes to take into due consideration the legitimate indications expressed by the shareholders in the appropriate venues.

V.2. Corporate Information and Price Sensitive Information

MENARINI IFR ensures the correct management of corporate information, with specific reference to “price sensitive” information. In this regard, all Company employees are required, within the scope of their assigned duties, to correctly manage any price sensitive information, undertaking to treat it with the utmost confidentiality.

All Recipients must also categorically refrain from seeking economic benefit for themselves or for third parties by exploiting privileged information of which they are aware for reasons relating to the work they perform in the interests of or on behalf of the Company.

V.3 Ban on market manipulation

It is expressly forbidden for any Recipients to spread false information or carry out simulated transactions or other forms of artifice which are liable to provoke a significant alteration in the price of the financial instruments.

Additionally, the company expressly forbids any transactions capable of giving false signals as to the real value of the financial instrument, to induce other market participants into reactions capable, as a whole, of producing further price fluctuations.

In particular, any behavior capable of constituting actions that may manipulate the market in the two ways it may manifest is prohibited, namely:

- *Information Manipulation*: this conduct concerns spreading false or misleading news. By spreading, we mean any kind of communication transmitted by any means, as long as it is addressed to an indeterminate number of people or at least to a considerable circle of people;
- *Operational manipulation*: the behavior in question consists of carrying out simulated transactions (i.e., the representation of apparent transactions, devoid of any real economic significance behind them) or of other artifices concretely suitable to significantly alter the price of financial instruments.

V.4 Protection of Share Capital and Creditors

One of the central aspects that ethically characterize MENARINI IFR's conduct is the observance of principles of conduct aimed at guaranteeing the integrity of the share capital, the protection of creditors and third parties who establish relationships with the Company, and, in general, the transparency and propriety of the Company's activities from an economic and financial point of view.

MENARINI IFR, therefore, intends to guarantee the dissemination and observance of rules of conduct aimed at safeguarding the aforementioned values, also in order to prevent the commission of the corporate offences contemplated by Legislative Decree 231/01.

With specific reference to the drawing up of the financial statements, MENARINI IFR considers the truthfulness, propriety and transparency of the accounts, financial statements, reports and other corporate communications required by law and addressed to shareholders or the public, an essential principle in the conducting of business and a guarantee of fair competition. This requires that the validity,

accuracy, completeness of the basic information for the entries in the accounts be thoroughly investigated.

V.5 Accounting and Fiscal Control and Transparency

All acts relating to the management of MENARINI IFR must be correctly and truthfully represented in the accounts.

All operations performed are inspired by the following principles:

- maximum management propriety;
- completeness and transparency of information;
- legitimacy in terms of substance and form;
- clarity and truthfulness of accounting records in accordance with current regulations and internal procedures.

Accounting documentation must correspond to the above principles and must be easily traceable, as well as ordered according to logical criteria. In any case, the company payments to be made must be exclusively commensurate with the service and the methods indicated in the contract and cannot be made to a party other than the contractual counterparty.

Fiscal documentation must adhere to and be based on the accounting records. It must correspond to the above-mentioned principles and must be easily traceable, organized and filed according to logical criteria for the entire duration provided for by the regulations in force.

The use of company funds for illegal or improper purposes is strictly prohibited. No one should be paid anything that is not based on a properly authorized business transaction or any illegal form of remuneration.

The Company requires that the inclusion of all items, such as receivables, inventories, investments, and charges, in the financial statements be carried out in compliance with all applicable rules on preparing and evaluating financial statements. The Company thus prevents the creation of false, incomplete or misleading entries and ensures that no secret or unrecorded funds are set up or deposited in personal accounts or invoices issued for non-existent transactions.

The documents certifying the accounting entries must allow for the rapid reconstruction of the accounting operation itself and the identification of any errors.

Internal company procedures regulate the performance of every operation and economic transaction, including reimbursement of expenses to employees and/or external collaborators in various capacities, and/or professionals, from which it must be possible to detect, in relation to the financial resources to be used or employed, their legitimacy, authorization, consistency, accuracy, correct recording and verifiability.

The Company may grant contributions or sponsorships to private individuals and public non-profit organizations, especially if aimed at social or cultural objectives, in compliance with accounting and tax regulations, with procedures of absolute transparency, with specific reference to the criteria adopted and the congruity of the relative commitments.

Any form of offer or acceptance of money or other benefits aimed at altering the company's accounting and tax documents is indiscriminately prohibited.

It is against company policy and the law to carry out simulated transactions or transactions through third parties, or transactions without valid economic reasons, or transactions carried out for avoidance, abusive or evasive purposes.

The Company undertakes to supervise operations aimed at disposing of assets belonging to the Group in order to ensure that any conduct aimed at evading the payment of taxes is prevented when there is a tax liability.

V.6 Protection of Transparency in Financial and Commercial Transactions

MENARINI IFR undertakes to ensure that all its financial relationships, including those with international operators, are conducted in full compliance with the laws and regulations in force. The Company undertakes to take all the necessary precautions to verify the reliability of such operators, as well as the legitimate origin of the capital and means used by them in their relations with the Company. Nevertheless, the Company bases its corporate management on the utmost transparency, including in all commercial transactions.

V.7 Protection of Relations with Competitors

The free market imposes a situation of competition with the other operators present in the market that must be constantly guided by the principles of propriety, loyal competition and transparency towards the operators present in the market. In accordance with national and EU Antitrust legislation, as well as the Guidelines and Directives issued by the Italian Antitrust Authority ("Garante della Concorrenza e del

Mercato”), the Company does not behave in such a way or sign agreements which could adversely influence the competition regime between various operators in the relevant market or prejudice users or consumers in general, basing their conduct on fair trade by preventing and condemning any form or kind of improper practice.

All employees involved in pricing, licensing, purchasing, sales, and participation in supply tenders or dealing in some way with competitors, wholesalers, pharmacies, or associations are directly involved in activities that are susceptible to initiating processes in violation of Antitrust laws if done in a way that is not compliant with the provisions of the aforementioned legislation.

It goes against Company policy and the law to enter into agreements, understandings, exchanges of information, discussions or communications with any competitor referring to prices, pricing policies, discounts, promotions, conditions of sale, markets, or production costs with the purpose of restricting or distorting free competition.

In order to prevent these phenomena at the outset, Personnel are obliged to respect the strictest confidentiality regarding the sensitive data referred to above. The Company is equipped with a specific Corporate Antitrust and Privacy Compliance Department, focused specifically on safeguarding market propriety and preventing any potential deviations from this. Similarly, any form of direct or indirect agreement is prohibited that is implemented or put in place with competitors in order to change or interfere with the course of public supply tenders, public procurement processes or other proceedings inherent to the procurement of goods or services by public administrations.

Furthermore, MENARINI IFR undertakes not to unduly damage the image of competitor companies and their products.

VI. Ethical Principles in Relations with Public Institutions and Regulatory Authorities

VI.1 The Authorities and Public Institutions

MENARINI IFR pursues the goal of the highest levels of integrity and correctness in relations with Public Institutions and the Authorities (Regulatory, Judicial, Administrative) and, more generally, with the Public Administration in order to guarantee maximum clarity in institutional relations.

With reference to the prohibition of any form of illicit remuneration for the benefit of representatives of the Public Administration, we expressly refer to what has already been stated in the general ethical principles.

MENARINI IFR also undertakes to adopt, in compliance with the laws in force, all appropriate measures to provide the cooperation requested by Public Institutions, the competent Authorities (Regulatory, Judicial, Administrative) and, more generally, by the Public Administration, as well as to provide them with all the information requested, in a complete, correct, adequate and timely manner.

The Company recognizes the value of the judicial and administrative function. To this end, it prohibits any behavior aimed at or capable of interfering with the investigations or assessments carried out by the competent Authorities and, in particular, any behavior aimed at obstructing the search for the truth, also by inducing persons called upon by the judicial authority not to make a statement or to make a false statement.

The practice of negotiating and/or renegotiating drug prices based on untruthful data or indices is strictly prohibited. The use of untruthful data or results in order to obtain Marketing Authorization for a drug is prohibited. Furthermore, it is also prohibited to send communications or authorization requests based on falsified data or results to the competent Authorities.

VI.2 Political and Trade Union Organizations and the Promotion of Non-profit Activities

MENARINI IFR refrains from financing political parties, movements, committees and political and trade union organizations, or their representatives or candidates. It does not finance associations, nor does it sponsor events or congresses whose purpose is political propaganda.

MENARINI IFR recognizes contributions and donations in favour of subjects with social, moral, scientific, and cultural purposes.

VII. Ethical Principles in Relations with Customers, Suppliers and Consultants

VII.1 Customer Impartiality

In the performance of its services, MENARINI IFR guarantees fair treatment of customers (e.g. Pharmacists, healthcare professionals, wholesalers, healthcare bodies and institutions, Subcontracted

Organizations). In line with the principles of impartiality and equal opportunities, the Company undertakes not to discriminate arbitrarily between clients and to provide products and services of high quality which meet the reasonable expectations of clients and protect health and safety.

MENARINI IFR works to offer services of the highest level in all its business areas, adapting to different local factors and legislation issued by Regulatory Bodies.

VII.2 Propriety of Information and Communication with Customers

MENARINI IFR undertakes to provide full and comprehensive information to customers regarding the characteristics, functions, costs, and risks of its services.

Specifically, communications, contracts, documents, and any other information issued must be:

- clear and simple, using clear language;
- complete and accurate, without omission of any element which is relevant to decision making;
- in full compliance with data-protection provisions.

VII.3 Quality and Safety of Services Performed

Quality is considered a fundamental, indispensable value for the success of the Company.

The Company's activities must therefore be aimed at guaranteeing service continuity and regularity, uniformity in the treatment of all users, improvement in the efficiency of services performed and the highest quality of raw materials used.

MENARINI IFR has the goal of introducing at all levels of the organization any innovation that is "useful and possible": technological, organizational, management and process based.

VII.4 Propriety in Relations with Contracting Authorities

The activities that MENARINI IFR is involved in, as well as its own corporate purpose mean that the Company assumes a specific responsibility towards public-sector clients, including on an ethical level.

To most effectively implement and respect its ethical commitment regarding public-sector clients, MENARINI IFR undertakes and effectively guarantees to:

- employ the highest levels of propriety in participation in public tenders;
- avoid any behavior which may compromise the correct performance of tender procedures.

It is completely prohibited to pass on money, gifts, or other forms of benefits. Please see what is already defined in the general ethical principles.

VII.5 Responsibilities with Suppliers and Consultants

MENARINI IFR sets up relationships with suppliers with the goal not only of a competitive service, but also of ensuring equal opportunities, correctness, impartiality, and fairness.

The Company sets up relationships with consultants with the goal of quality of service, absence of incompatibility, absence of conflicts of interest, and respect for the law, this Code of Ethics and that of Confindustria.

MENARINI IFR undertakes to build relationships with suppliers and consultants that are cooperative and based on communication aimed at sharing knowledge and information.

VII.6 Criteria for Selection and Qualification of Suppliers and Consultants

The criteria for selection of suppliers and consultants are also based on an evaluation of quality levels, their technical and professional suitability and their reliability and respect for ethics.

During the selection process, no undue pressure will be accepted aimed at favoring one supplier or consultant over another or such as to undermine the credibility and trust that the market places in the Company regarding transparency and rigorous application of the law and corporate procedures.

VIII. Rules of Conduct

VIII.1 Rules of conduct for the members of the Corporate Bodies

The Corporate Bodies of MENARINI IFR, aware of their responsibilities, as well as in compliance with all legal provisions, abstractly applicable to the company's activities, with the regulations in force and with the Articles of Association, are required to comply with the provisions of this Code of Ethics, informing their activities aimed at the growth of the Company and the pursuit of profit with the values of honesty, integrity, loyalty, fairness, respect for people and rules, as well as cooperation with the other top management of the Structure.

The Board of Directors shall conduct the Company's business in pursuit of the primary objectives of protecting the health of patients, treating their diseases as effectively and safely as possible — also by providing highly specialized services — respecting their dignity, as well as their freedom of self-

determination and consent in undergoing any therapeutic prophylaxis, by offering state-of-the-art drugs of guaranteed reliability and top quality; these objectives, to which the pursuit of corporate profit must be subordinate, are implemented with the help of technically trained personnel who are constantly striving to respect ethical values, as set out in this Code.

In any case, it is the precise task of all the Corporate Bodies to promote the image and prestige of MENARINI IFR, in full respect and having as reference points the above-mentioned objectives.

The members of the Corporate Bodies and, in particular, the Directors, in view of the sensitivity and importance of their role, are required to:

- behave autonomously, independently and fairly towards public institutions in general, Regulatory and Control Authorities, private parties, economic associations, political parties, as well as any other national and international operator;
- behave with integrity, loyalty and a sense of responsibility towards the Company;
- ensure assiduous and informed participation in its meetings and activities;
- ensure the sharing of the corporate mission and the exercise of critical thinking so as to provide a significant personal contribution in the context of the role assigned;
- assess situations of conflict of interest - personal, as well as of family members and relatives - or of incompatibility of functions, assignments or positions outside and inside the Company, refraining from performing actions in situations of conflict of interest within the scope of one's activity;
- make confidential use of the information they become aware of for official reasons, avoiding taking advantage of their position to obtain personal benefits, whether direct or indirect. All external communication activities must comply with the law and conduct practices and must be suitable for safeguarding sensitive and trade secret information;
- comply, within the limits of their responsibilities, with the rules of conduct dictated for MENARINI IFR Personnel as set out in the following section.

It is expressly prohibited for Directors, directly or via intermediaries, to offer, promise or give money or other benefits to employees of the Company inducing them to breach the obligations of their role (e.g. falsification of company accounts).

Furthermore, it is prohibited, directly or via an intermediary, to solicit or receive money or other benefits for the performance or omission of an act in breach of their loyalty obligations.

VIII.1.a) Protection of Share Capital and Creditors

The Corporate Bodies of MENARINI IFR are required to:

- maintain a correct, transparent and collaborative conduct, in compliance with the law and internal company procedures, in all activities aimed at drawing up the financial statements and other corporate communications required by law and addressed to shareholders or the public, in order to provide true and correct information on the Company's economic, equity and financial situation;
- strictly observe the rules laid down by law to protect the integrity and effectiveness of the share capital (e.g.: mergers, demergers, acquisitions of companies, distribution of profits and reserves, etc.) and always act in compliance with internal company procedures, which are based on such rules, in order not to damage the guarantees of creditors and third parties in general;
- conduct any liquidation operations of the Company with regard to the overriding interest of the Company's creditors; it is therefore forbidden to divert the Company's assets from their allocation to creditors, distributing them to shareholders before paying the creditors entitled to them or setting aside the sums necessary to satisfy them.

Furthermore, MENARINI IFR ensures the regular operation of its corporate bodies, guaranteeing and facilitating all forms of control over the management of the company as provided for by the law, as well as the free and correct formation of the will of the shareholders' meeting; the strict observance of the internal procedures prepared for this purpose by the Company and/or, in any case, the adoption of behavior consistent with this principle is therefore required.

More specifically, with reference to the formation of the financial statements, MENARINI IFR considers the truthfulness, propriety and transparency of the accounts, financial statements, reports and other corporate communications required by law and addressed to shareholders or the public an essential principle in the conduct of business and a guarantee of fair competition. This requires that the validity, accuracy, completeness of the basic information for the entries in the accounts be thoroughly investigated.

Consequently, no concealment of information or partial or misleading representation of economic, equity or financial data by management and persons subject to their direction and control is permitted.

Adequate supporting documentation of the activities carried out is, however, kept for each operation for:

- the easy recording of accounts;
- the identification of the different levels of responsibility;
- the accurate reconstruction of the operation, also to reduce the probability of misinterpretation.

Any negligence, omission, or falsification of which the corporate bodies become aware must be promptly reported to the SB.

VIII.2 Rules of Conduct for Personnel

Personnel must adapt their behavior in internal and external relations to applicable legislation, the Farindustria Code of Conduct, and the principles expressed in this Code of Ethics, as well as the rules of conduct indicated below, under the terms of the Model and applicable corporate procedures.

Specifically, Company Management is required to:

- behave with integrity, loyalty and a sense of responsibility towards the Company;
- provide an example to their employees with their own behavior;
- be aware of and scrupulously comply with legislative, regulatory and other provisions issued in the pharmaceutical and health sector;
- comply with the legislation referring to correct and transparent company management;
- ensure compliance with the Code of Ethics among employees;
- work in such a way that employees are always mindful of the principles in the Code of Ethics and aware that their compliance forms an integral part of rendering their services.

It is expressly prohibited that the Management, directly or via an intermediary, offers, promises, or gives money or any other benefit to those below them in the organizational hierarchy to induce them to carry out or omit an act in breach of the obligations of their role and in violation of the loyalty obligations of the Company.

Management may legitimately express positions contrary to those of the Corporate Bodies, provided that this is exclusively motivated by the need to improve the quality of the services provided. Information

received for Company-related purposes is deemed confidential, and any use of this unrelated to the fulfilment of corporate responsibilities is prohibited.

The Medical Marketing Department is also responsible for the following:

- preparation of directives regarding employees aimed at achieving its sector goals, with ongoing attention to prioritizing scientific aspects over promotional ones, and with particular reference to correct disclosure of scientific and medical knowledge regarding the Company's drugs;
- ongoing communication regarding applicable health law and directives, protocols and other provisions issued by FARMINDUSTRIA EFPIA and IFPMA;
- ongoing verification regarding the training of medical personnel that work for the Company;
- ongoing verification of compliance with the requirements of safeguarding patient health;
- avoidance of any form of influence, interference or conditioning in the context of the planning and/or definition of content for the issue of CME (Continuing Medical Education) training in the health sector which may be sponsored by the Company;
- avoidance of any form of influence, interference or conditioning in the definition of content for technical scientific publications which may be used by the Company in the context of pharmaceutical sales activities;
- verification that publication of medicinal products marketed by the Company complies with legislative, regulatory and code of conduct provisions in this regard.

With specific reference to compliance and the effective implementation of the Code of Ethics, all Personnel are required to:

- abstain from behavior that is contrary to the roles stipulated in the Code of Ethics;
- avoid putting in place, initiating or participating in behavior that would constitute a crime as per the Decree;
- provide assistance to the Supervisory Board during audits and the monitoring it conducts, supplying the data and information requested;
- provide the reports to the SB as required in this Code of Ethics;
- report any malfunctions or violations of the Code of Ethics to the SB, in compliance with the provisions under this Code.

Each Company employee is in any case responsible for acquiring knowledge of the laws and regulations that relate to his or her tasks, so as to recognize potential risks and in this case to ask for support from the competent Company departments.

Personnel may at any time ask the Supervisory Board for clarification, either in writing or verbally, on the correct interpretation of the Code of Ethics or other protocols on the legitimacy of concrete behavior or conduct, and more generally on the compliance of certain behavior with the Code of Ethics.

Personnel are obliged to comply with the principles and rules of conduct set out below.

VIII.2.a) Conflicts of Interest

The Personnel shall avoid carrying out or facilitating operations in conflict of interest - actual or potential - with the Company, as well as any activity that may interfere with the ability to impartially take decisions in the interest of the Company, in compliance with the provisions of this Code.

Personnel is obliged to inform the competent Bodies, in compliance with the provisions set out in the Model, of the presence of any interest, even if potential, of their own or of third parties, in an operation in which they are involved. Such communications must be precise and specify the nature, terms and origin of the advantage. Pending a decision of the Company on this point, the persons concerned shall refrain from carrying out any operation.

VIII.2.b) Relations with Public Authorities in the Fight Against Corruption

All relations with persons qualified as public officials, politically exposed persons, their family members and persons closely and known to be connected to them, persons in charge of public services, as well as any person belonging to the Public Administration, shall be conducted in full compliance with the laws and regulations in force, as well as with this Code of Ethics, in order to ensure the absolute legitimacy of the Company's operations.

Relations with Public Institutions are reserved exclusively to the functions and responsibilities assigned to them by virtue of specific proxies or powers or powers of attorney.

MENARINI IFR prohibits the Personnel from accepting, offering or promising, even indirectly, money, gifts, goods, services or favors (including in terms of employment opportunities or through activities - including commercial activities - directly or indirectly traceable to the employee) in relation to relations with public officials, public service officers, "politically exposed persons", their family members and in

any case with persons closely and notoriously connected to them, aimed at influencing their decisions, with a view to more favorable treatment or undue benefits or for any other purpose.

Any conduct aimed in any way at promising or giving to a public official or a person in charge of a public service, politically exposed persons, their family members and persons closely or known to be connected to them money or other benefits in an attempt to induce them to perform an act of their office to obtain an advantage for themselves or for the Company is prohibited.

In particular, the following behavior is expressly prohibited:

- directly or indirectly pay, offer, or promise payments and material benefits of any size to public officials or persons in charge of public services, politically exposed persons, their family members or persons closely or known to be connected to them in order to compensate them for the exercise of their public functions and/or remunerate them for the omission of an act of their office or for acting contrary to their institutional duties;
- collect and then fulfil requests for money, favors, benefits from individuals or legal entities that intend to enter into a business relationship with the Company, as well as from any person belonging to the Public Administration, politically exposed persons, their family members or persons closely or known to be connected to them.

Any requests or offers of money, gifts (except for those of a modest value, intended as being customary and interpreted as such by an impartial observer), any kind of favor made or received by Personnel must be promptly brought to the attention of their immediate superior and the Supervisory Board.

Gifts and courtesies to public officials or public officers are allowed only when of modest value and such that they do not in any way compromise the integrity and independence of the parties and cannot be interpreted as a tool to gain an unfair advantage.

In relations with the Public Administration and/or bodies directly or indirectly controlled by the Public Administration, employees or departments that, by virtue of the duties they perform or the powers assigned to them, make requests, manage and/or administer grants, subsidies, loans, reimbursements from the State or other Public Bodies are obliged to exercise their powers solely for the purposes for which they were granted, make use of other departments required in terms of company procedures, and maintain accurate records of each transaction in order to ensure maximum transparency and clarity in agreements and related movements of money.

In any case, during negotiations or in dealings of any other type with public administration, Personnel must abstain from directly or indirectly engaging in actions aimed at:

- offering employment and/or business opportunities to P.A. employees or their family members or kin which would provide benefits for themselves or others;
- soliciting or obtaining confidential information that could compromise the integrity or reputation of both parties.

Personnel are obliged to provide the necessary cooperation in cases of investigations, inspections or demands from Public Authorities.

Without prejudice to all the obligations in terms of applicable regulations, Personnel shall abstain, during business negotiations, requests or trade relations with Institutions, public officials, politically exposed persons, their family members and persons closely connected and known to be connected with them, from undertaking any of the following actions:

- considering or proposing employment or business opportunities that could personally benefit employees of institutions or public officials;
- offering or otherwise providing, accepting or encouraging gifts, favours or business practices or conduct that is not characterized by the fullest transparency, propriety and loyalty and that does not comply with applicable regulations;
- soliciting or obtaining confidential information that could compromise the integrity or the reputation of the parties or that violates procedures open to public scrutiny that apply when entering into relations with the Public Administration.

VIII.2.c) *Relations with Private Individuals in the Fight Against Corruption*

It is prohibited for Personnel to solicit, accept promise of or receive, directly or via an intermediary, money or other undue benefits of any type from private individuals (e.g. suppliers, customers, agencies, commercial partners, and consultants, but also Directors, or other Company employees, such as superiors, etc.) to perform or omit an action of their office, in violation of their professional obligations or those of general loyalty. This is an absolute rule, and it regards advantages of any nature, whether they benefit the Company and/or the individual and/or third parties. The mere agreement is also prohibited, regardless of whether the act in breach of role is actually omitted or performed.

Similarly, it is prohibited for Personnel, directly or via an intermediary, to offer, promise or give money or any other undue benefit, whether economic or of any other nature, to private individuals (e.g. suppliers, customers, agents, commercial partners and consultants, but also other Company employees such as those lower in the organizational hierarchy, etc.) to induce them to carry out or omit an action in breach of their role. This is an absolute rule, and it regards advantages of any nature, whether they benefit the Company and/or the individual and/or third parties.

In particular, in relations between private individuals and in relations between employees, it is forbidden to:

- solicit or receive, directly or through an intermediary, an undue advantage of any kind, or accept the promise of such an advantage, for oneself or for a third party, in the performance of management or work functions of any kind on behalf of the Company, in order to perform or omit an act in violation of the obligations inherent to one's role or of loyalty obligations in general;
- promise, offer or grant, directly or through an intermediary, an undue advantage of any kind to persons performing managerial or work functions of any kind within the Company or on behalf of a private sector entity so that they perform or omit an act in breach of their duties.

It is acceptable to donate/accept gifts of a modest value, provided they comply with corporate procedures and when it is not done with the intention of influencing the recipient.

VIII.2.d) *Relations with Suppliers and Consultants*

In their relations with suppliers and consultants, Personnel must behave with the highest level of propriety and transparency in compliance with applicable legislation and regulations, the Model and this Code of Ethics, as well as internal procedures, with specific reference to those regarding procurement and selection of suppliers.

In particular, with regard to tenders, procurement and supplies of goods or services in general, Personnel must:

- respect the internal procedures regarding the selection and management of relations with suppliers and consultants;
- not preclude any supplier that has the necessary prerequisites from the possibility of bidding to supply the Company, adopting objective evaluation criteria during the selection based on clearly stated and transparent procedures;

- secure supplier cooperation in constantly ensuring that the Company's customer needs are met in terms of quality, cost and delivery times;
- as far as possible and in accordance with applicable legislation, use products and services supplied by companies in the Group at competitive rates;
- comply and ensure compliance with the contractual conditions;
- maintain open dialogue with suppliers and consultants;
- report any problems arising with suppliers and consultants to their immediate superiors.

Recipients and, in general, anyone procuring goods and/or services on behalf of the Company, including external consultants, must act in accordance with the principles of propriety, affordability, quality and legality, operating with the appropriate due diligence.

In order to guarantee compliance with these ethical principles, the criteria for selecting suppliers and consultants are objective and transparent. In accordance with applicable legislation and procedures adopted, this selection is based on objective evaluations regarding professional respect for ethics, economic and financial reliability, competitiveness, the quality of the services provided and/or services offered, and the economic conditions applied.

The supplier will also be selected on the basis of their ability to guarantee compliance with this Code of Ethics, the implementation of appropriate corporate quality systems, and the availability of suitable organizational means and structures.

Personnel must guarantee compliance with corporate procedures regarding selection of consultants and suppliers, governance of relationships with consultants through specific written contracts, purchase of supplies via purchase orders and the general traceability and documentation of such corporate processes.

VIII.2.e) Relations with Customers

Personnel must base their relations with customers (e.g., pharmacists, health operators, wholesalers, health bodies and institutions) and suppliers on the utmost propriety and transparency in compliance with the laws and regulations in force, as well as with this Code of Ethics.

Specifically, in relations with customers, employees must:

- respect the internal procedures regarding the management of relations with customers;

- provide accurate and comprehensive information on products and services to allow customers to make informed decisions;
- be truthful in advertising and other forms of communication.

VIII.2.f) *Managing confidential and/or inside information and protecting financial markets*

The Company guarantees that the Recipients of the Code of Ethics shall handle any data and information concerning the company's assets or activities which they may come to know of through their roles with the utmost confidentiality.

In particular, it is expressly forbidden to spread, communicate, or exploit for personal benefit or for the benefit of third parties inside information, i.e. specific information of a certain content, which is not available to the public, concerning financial instruments or the issuers of financial instruments and which, if it were made public, would be liable to significantly impact their price.

All Recipients involved are obliged to follow internal and external rules on the subject, undertaking to safeguard documents containing confidential or inside information with the greatest care. To this end, the Recipients must ensure proper physical and cyber protection for their work equipment.

In addition:

- those who come into possession of inside information regarding (i) Menarini IFR, (ii) the Companies of the Menarini Group, (iii) any financial instruments issued by one or more Companies of the Menarini Group, (iii) the companies outside the Group with which Menarini IFR has relationships, and (iv) any financial instruments issued by these companies must abide by the regulations on countering market abuse and on managing inside information, in strict compliance also with the contents of the corporate procedures;
- confidential and inside information may be handled by the competent Company functions (i) exclusively for purposes strictly linked to the corporate processes involved, (ii) with a guarantee of due diligence in safeguarding the confidentiality thereof, and (iii) with assurances of adequate cyber protection;
- it is forbidden to use any secret, confidential or inside information received from customers or other parties with which the Company has entered into any type of relationship regarding the issuers of financial instruments traded on regulated markets and/or the financial instruments themselves in order to (i) carry out personal

transactions or transactions on behalf of third parties, including by making use of the collaboration of third parties, or (ii) have third parties carry out transactions based on such information;

- Menarini takes action to ensure that transactions which could affect regulated markets are managed with propriety and transparency, prohibiting the circulation of false or biased information and/or the commission of simulated transactions or other devices concretely capable of provoking a significant alteration in the price of the financial instruments.

VIII.2.g) Direct Pharmaceutical Sales

(a) General Principles

Personnel must comply with applicable legislation and, specifically, the provisions of Italian Legislative Decree no. 219/2006, the FARMINDUSTRIA Code of Conduct and Guidelines relative to scientific information activities, and the applicable corporate procedures, with particular attention to scientific information and promotional initiatives regarding MENARINI IFR products.

The Company is responsible for the promotional information and activities carried out regarding its products and those for which it holds sale rights, also where this is prepared and/or carried out by third parties (consultants, agents, agencies, etc.).

Personnel must verify that information is always documented and documentable and that there are no exaggerated statements, generalizations, or hyperbolic assertions, or comparisons which cannot be proven or lack a clear objective basis.

It is prohibited for Personnel to use fax, email, automatic calling systems and other digital communication methods to distribute promotional material approved by AIFA [Italian Medicines Agency] except (i) when the documented consent of the doctor receiving the material has been obtained in advance and (ii) in the event of an emergency which requires the restriction/exclusion of physical interpersonal contact.

(b) Direct Verbal Communication with the Doctor

The Pharmaceutical Sales Reps (hereinafter PSRs) must present themselves to healthcare professionals indicating their role.

PSRs may not be healthcare professionals or health sector workers and may not be involved in the use of the drug, even on an unpaid basis, or be involved in any other ongoing activity that represents a situation of employment.

The Company undertakes to enable, as it effectively has enabled, PSRs to provide healthcare professionals with information on the properties and characteristics of a drug to ensure the correct treatment application.

The Company undertakes to enable, as it effectively has enabled, PSRs to collect information regarding its drugs in order to provide the fullest possible knowledge of the products marketed by the company.

The Company pays special attention drug safety and undertakes to enable, as it effectively has enabled, the PSRs to always provide doctors with detailed information in cases where using the drug is not recommended or contraindicated.

During their activities, the pharmaceutical Reps must verify and act to ensure the availability of MENARINI IFR products in pharmacies and any other points of distribution.

(c) Informational Material

MENARINI IFR ensures the autonomy, independence and high standing of specialist publications used in the context of its scientific and pharmaceutical information activities.

To this end, Personnel are expressly prohibited from any form of conditioning, interpolation or manipulation that may, also only theoretically, compromise the scientific independence and objectivity of the content of specialist publications used as informational material.

Personnel are expressly required to carry out checks on compliance to verify that the information material regarding drugs marketed by MENARINI IFR, prepared and used by the Company in the context of scientific information activities with doctors, makes reference to the official documentation provided by AIFA upon registration of the products, or that subsequently approved by the latter Authority in compliance with applicable legislation.

Where pharmaceutical sales are carried out via IT, electronic or telephonic means, also via qualified third parties, the same legislative provisions defined by applicable law and the Farmindustria Code of Conduct regarding scientific information must be fully observed.

Furthermore, Personnel must ensure that:

- regardless of ministerial authorization, no all-encompassing statements such as “drug of choice”, “completely harmless” and “similar” are used and no categorical assertions are made that a product is completely free of side effects and toxicity risks;
- no possible side effects or toxicity risks associated with the medicines marketed are omitted;

- scientific citations accurately reflect the original meaning intended by the Author;
- texts, tables and other illustrations taken from medical publications or scientific works are reproduced accurately and in full, with precise indication of the source;
- citations which, removed from their context, may be considered partial or contradictory in relation to the intention of their author are not used.

Whenever MENARINI IFR pays or otherwise secures or plans the use of informational material in publications, it is expressly prohibited for Personnel to present this material as editorially independent. Material regarding medicines and their use, for promotional purposes or otherwise, sponsored by the company, must clearly indicate the fact that it has been sponsored by the company.

(d) Promotional Material

With regard to pharmaceutical sales and presenting medicines to doctors or pharmacists, it is prohibited to give, offer or promise gifts, monetary benefits or other advantages.

Promotional material sponsored by MENARINI IFR regarding drugs and/or their use must have a negligible value, must not be interchangeable and must be linked to the activity carried out by the doctor and pharmacist. The name of the Company and/or the sponsored product must also appear clearly on this material.

It is prohibited for Personnel to offer economic incentives aimed at compensating the time that healthcare professionals have taken away from their normal professional activities to attend conference events.

Promotional material aimed at doctors and pharmacists is acquired directly from the Company centrally, as defined by specific corporate procedures.

(e) Professional Development and Scientific Collaboration

It is permitted to provide free informational material regarding scientific consultation or work that is not specifically pertinent to the medicine in cases of initiatives of high scientific value aimed at qualifying therapeutic performance. Distribution of such material may occur only in favour of public health facilities, with the exception of material of a negligible perceived value, i.e. less than €25.00, which may therefore be distributed directly to the doctor. Such material is nevertheless acquired directly from the Company centrally, as defined by specific corporate procedures.

Donations, loans for use and charitable initiatives referring to instruments strictly pertinent to the medical profession may only be made in favour of universities, hospitals and nursing homes, in accordance with the Organization's administrative procedures.

Outside the scope of clinical trials, it is not permitted to make donations or loans for use to the aforementioned structures of fungible devices — which may be used for purposes other than or alternative to their diagnostic or therapeutic use — such as smartphones, tablets or similar, for doctors' personal use outside of their facilities or to be given to patients.

(f) Advertising Medicinal Products

MENARINI IFR demands respect for legislation and regulations regarding advertising of medicinal products.

It is categorically prohibited for Personnel to carry out any type of advertising or solicitation of advertising, aimed at the public, directly or indirectly, regarding pharmaceutical products subject to mandatory medical prescription.

Regarding the advertising of OTC drugs to the public, Personnel must guarantee that the name of the medicinal product and the active ingredient are included, as well as the necessary indications for correct use and an invitation to read the package leaflet.

Furthermore, advertising medicinal products to the public must be clear and transparent.

MENARINI IFR upholds the rule of transparency for advertising in newspapers and magazines. Personnel must guarantee the separation of information and advertising, ensuring that the reader immediately recognizes the promotional message, whatever its form, whether in text or tabular form.

(g) Free Samples

Free samples of a medicinal product for human use may be issued only to doctors authorized to prescribe it and must be delivered exclusively via Pharmaceutical Sales Reps following prior written request from the doctor carrying the date, stamp, and the doctor's signature.

PSRs may deliver 2 samples to each doctor per visit for each dosage or pharmaceutical form of a medicinal product, exclusively within 18 months following the date of initial marketing authorization of the product and up to a maximum of 8 total samples for each form or dosage. Pharmaceutical Sales Representatives can also supply no more than 4 samples per visit, up to a maximum of 10 samples per year of products chosen from among those in company's product list that have been on the market for more than 18 months.

The other provisions of Art. 125 of Italian Legislative Decree no. 219/2006 are still applicable.

VIII.2.h) Conferences, Visits to Company Laboratories, Professional Development Courses and Investigator Meetings

(a) General Principles

Personnel must comply with applicable legislation, as well as the provisions of the Farmindustria Code of Conduct and applicable corporate procedures relating to medical conferences, congresses and meetings on subjects pertaining to the use of drugs, professional development courses, visits to laboratories, and investigator meetings that represent an opportunity for industry and healthcare professionals to meet and are attended by multiple participants.

When inviting a doctor to a conference or a congress, Personnel must acquire, in addition to agreement to take part in the congress, the doctor's express consent to the processing of their personal data (name, specialization and compliance with applicable legislation regarding the obligation to notify relative health facilities of sponsored participation in the congress events) and eventual communication of this data to the Farmindustria Supervisory Committee for the sole purpose of monitoring conduct in relation to the specific conference, congress or laboratory visit in question. Consent to publish transfers of value must also be requested.

This provision applies only to visits to the company's plants, non-CME congressional events, professional development courses and CME congressional events limited to cases of direct recruitment of doctors by the Company. MENARINI IFR will have to produce such documentation to the Control Committee of FARMINDUSTRIA upon request of the latter, under penalty of the automatic formulation to the Jury of FARMINDUSTRIA of a specific proposal of sanction against the Company.

The participation of the Company in conferences must be connected to its role in the sectors of research, development and pharmaceutical sales and must be based on ethical, scientific, and economic criteria.

Conferences and congresses abroad which are organized directly by the Company with predominately Italian doctors as participants are not allowed.

Reimbursement of air travel tickets may only be made for economy class, and reimbursement for accommodation may only be made for hotels with a maximum 4-star rating.

The Company may not invite the same healthcare professional to medical congresses, conferences, meetings, or company laboratory visits more than twice a year, except in the case of speakers or moderators or local CME initiatives organized in a hospital setting that do not involve any form of hospitality other than coffee breaks.

This limit of two event invitations per year does not apply to training events regarding certain diseases, in the case of substantiated and official statements by the World Health Organization of potential health crises above a grade IV alert. In this case, exception to the limit can only refer to initiatives:

- exclusively aimed at updating doctors regarding the disease;
- organized by public organizations;
- held on the premises of the foregoing public organizations;
- that have acquired CME credits;
- that do not provide any kind of hospitality;
- for which prior notification has been sent to Farmindustria.

When MENARINI IFR organizes an event directly, it must communicate the location of the event to the FARMINDUSTRIA Supervisory Committee, furnishing this information in the context of a possible investigation along with scientific, logistical, and organizational reasoning for the choice of location.

Under no circumstances may scientific initiatives which also serve purposes of tourism be organized.

It is prohibited to organize or sponsor congress events that take place or involve hosting participants at the following facilities: resorts, ships, castles outside of city centers, rural retreats, farm tourism structures, golf clubs, hot springs or accommodations that offer well-being or spa treatments as a core service.

Personnel must implement these principles and guarantee compliance.

Doctors' invitations to conferences and congresses are subject to their specialization being specifically linked to the topic of the conference event.

The primary objective of participation in or organization of conferences and congresses at international, national and regional levels must be aimed at developing scientific collaboration with the medical community.

(b) Conference Venues

Events organized directly or indirectly by the Company must be held at locations and places where the choice is based on logistical, scientific, and organizational reasons, with the exclusion of those aimed at food service. Events must be characterized by a relevant scientific program. The territorial scope of origin of participants must be international, national interregional, regional, or local. It is prohibited for the Company to organize events at locations aimed exclusively at tourism during the following periods:

- from 1 June to 30 September for coastal areas;
- from 1 December to 31 March and from 1 July to 31 August for mountain areas.

Italian locations which are on the coast but are regional or provincial capitals and those which are home to important universities and hospitals are exempt from this restriction. This, provided that the conference and the hospitality of the participants are concentrated in the urban setting of the capital, with the exclusion, however, of facilities that are close to the sea equipped and accessible for bathing. Personnel must implement these principles and guarantee compliance.

(c) Regional Events and Local Scientific Meetings

Regional events and local scientific meetings are characterized by local participation with a provincial or single region scope. The events must have acquired CME credits, and no hospitality may be offered in these cases, except for coffee breaks.

For events with more than six training hours, a light lunch may be offered in the interval between the morning and afternoon sessions within the facility in which the congress event is being held. These events must be held in venues such as hospitals, universities, scientific foundations, or conference halls which guarantee the scientific tone and standing of the event.

Personnel must implement these principles and guarantee compliance.

(d) Interregional Events

Interregional events must be characterized by a balanced participation of doctors from at least three different regions and must not include more than one overnight stay. These initiatives follow the same provisions defined by the Farmindustria Code of Ethics for national events, described in detail in the following section.

Personnel must implement these principles and guarantee compliance.

(e) National and International Events

MENARINI IFR undertakes to ensure that at non-CME conferences, in Italy and abroad, organized by scientific societies or public and private bodies and institutions, and at conferences in Italy, organized directly by the Company, there is the presence at each event of at least 10% of doctors under 40 years of age. In any case, MENARINI IFR guarantees the annual participation of 10% of physicians under 40 years of age.

The hospitality offered by MENARINI IFR with reference to the congress events cannot present such characteristics as to prevail over the technical-scientific aims of the event.

Moreover, the hospitality offered cannot exceed the period of between 12 hours before the beginning of the conference and 12 hours after its conclusion.

Any hospitality costs borne by the Company may concern general practitioners, hospital pharmacists, community pharmacists and, where applicable, nurses, only in relation to CME events held in Italy.

Within the framework of conferences in Italy and abroad, it is forbidden to organize or sponsor social, cultural or tourist initiatives and gala dinners. On the other hand, social dinners organized by the conference for the collegiality of participants and included in the registration fee for the conference itself are allowed.

Hospitality for accompanying persons at any level and in any form is also excluded.

Non-CME conferences organized at national level may not provide for fewer than six hours of effective work per day.

The above provision does not apply to events organized directly by national or international scientific societies.

The hospitality offered by MENARINI IFR at congress events is limited to travel, accommodation and payment of the registration fee for the congress.

During the conference days, the hospitality offered by the pharmaceutical companies may also include meals and beverages up to a maximum of €60 per operator per meal for events held in Italy.

For events held abroad, reference shall be made to the economic threshold established by the Code of Ethics of the country hosting the event, where identified. In any other case, the limit remains fixed at €60 for events held abroad as well.

Respect for the principle of sobriety shall, however, be guaranteed, and the meal shall be offered preferably in the same hotel where the guests are staying or in adjacent structures.

Personnel must implement these principles and guarantee compliance.

(f) Promotional material for use during congress events

During conferences, promotional items of a negligible value may be distributed if they are pertinent to the doctor's or pharmacist's profession, with the exception of items that graphically refer to the drug packaging. Promotional items may carry the name of the medicinal product and/or the active ingredient and/or the company name.

(g) Sponsoring Ongoing Training in the Health Industry

Health professional training shall take place through programs aimed at improving knowledge and skills, also on the basis of scientific and technological progress.

Training is provided based on the principle of transparency and is exclusively aimed at improving the knowledge and skills of the professionals involved, also on the basis of scientific and technological progress. The content of training initiatives and educational goals must always be independent of commercial interests.

Without prejudice to scrupulous compliance with legislation and sector regulations (e.g. State and Regions Agreement of 02/02/17), MENARINI IFR may sponsor training events in the health industry, providing that the sponsorship is always subject to a specific contract. It is absolutely prohibited for Personnel to make conditions for, influence and/or be involved in planning and/or defining the content for training events sponsored by the Company, as well as to identify and appoint, directly or indirectly, lecturers and moderators of such training events, in accordance with the regulations applicable to such types of events.

MENARINI IFR has implemented a system of internal procedures aimed at verifying the economic appropriateness of sponsorship expenses incurred in support of CME events; the process of authorizing sponsorship is also referred to the company's scientific manager.

Under no circumstances may the company name MENARINI IFR or the names of medicinal products marketed by the Company be indicated in presentation of the training materials. The MENARINI IFR logo may be indicated, according to the methods defined by the *National Manual of Accreditation for Provision of CME Events*, exclusively:

- A. before the start and after the end of the event;
- B. on the final page of take-away information, leaflets and the event program.

During the event, indication of the active ingredients of drugs or the generic names of products of healthcare interest is permitted. No commercial name of a Company medicinal product may be used, even if unrelated to the topic in question.

MENARINI IFR Personnel may not issue any payment, reimbursement, or support, directly, indirectly or via an intermediary, to doctors or moderators during the event. These provisions are exclusively the responsibility of the Provider.

Company representatives may be involved in the distribution of promotional and take-away material for the event.

A maximum of two Company representatives may have access to the training room, provided they do not influence training activities.

Invitations to CME events by Personnel of specialist doctors employed by public bodies or by private contracted facilities must be sent to the competent public body/private contracted facility at least 60 days before the start date of the CME conference event.

Personnel are forbidden from preparing invitations containing the names of these doctors, unless the names are requested by the public body/private facility with which the doctor works and for which the body provides express authorization.

The invitation must specify the hospitality costs incurred by MENARINI IFR (e.g.: registration fee, travel, accommodation) and attach the scientific program of the CME event.

If the public body/private facility under contract fails to reply within 30 days prior to the organization of the CME conference, Personnel will be tacitly authorized to invite the identified healthcare professional, without prejudice to any more restrictive provisions adopted by the public body/private facility under contract to which the healthcare professional works (by way of example only, provisions requiring express authorization from the public body/private facility under contract).

(h) Continuing Education and Training Via the Web

Medical/scientific training and continuing education performed via electronic means such as web meetings, e-meetings and similar events or distance learning, cannot provide any form of hospitality and are not subject to any restriction in terms of the duration of the work.

For these initiatives, it is absolutely forbidden to make conditions for, influence and/or interfere, in any way whatsoever, in the planning and/or definition of the contents of the training events.

(i) Continuing Education Courses

The rules defined for congresses, conferences and scientific meetings are also valid for medical scientific continuing education courses organized at any territorial level.

It is prohibited to organize or sponsor participation of healthcare professionals in continuing education courses which do not have a medical scientific nature, such as language courses, IT courses, tax-related courses, and so forth.

However, it is permitted to sponsor professional development initiatives directly to healthcare professionals (i.e. the various figures in the medical profession: pharmacists, healthcare directors, technical and administrative personnel of public and private healthcare facilities) with a scope strictly tied to healthcare management directly related to drugs, on the condition that such initiatives take place in Italy, are organized by qualified parties, are held in hospitals or universities or other venues which guarantee a scientific tone and standing, and are concluded within a single day with at least 6 hours of activities. In these cases, companies will not be charged for hospitality except for a light lunch.

Sponsorship of initiatives lasting more than one day is also permitted only in the case of national-level events organized by companies qualified in the subject matter. In this case, pharmaceutical companies may also sustain the costs of travel and hospitality for the participants, with a maximum of one overnight stay.

(j) Satellite Symposiums

If companies organize satellite symposia to coincide with conferences in Italy or abroad, they must comply with the current regulations and ethics provisions on conferences and congresses and, where applicable, the regulations on continuing medical education. These initiatives will be implemented either during the main event or in half a day before the start or following the end of it. If it starts in the afternoon, the satellite symposium will be held in the morning of the same day or in the afternoon of the last day in the event that the main event ends at mid-day.

(k) Visits to Company Laboratories

MENARINI IFR organizes visits to company laboratories for doctors. The following rules of conduct must be respected in organizing these visits:

- the visit must include adequate training/education space;
- the visit must not exceed the time strictly necessary;

- hospitality offered is limited to the period of time defined by the Farindustria Code of Conduct (in particular, limited to the 12 hours before and 12 hours after the initiative);
- the visit may not be characterized by elements which undermine its primary technical purpose;
- reimbursement of travel expenses may only be made for air travel tickets in economy class and accommodation in hotels with a maximum 4-star rating;
- hospitality is not permitted for companions of any position or type.

The organization of laboratory visits of a tourism nature is not permitted under any circumstances.

(l) Investigator Meetings

Investigator meetings — i.e., study meetings for investigators, concerning preclinical, clinical or observational studies — organized by the Company must have a number of participants proportionate to the number of Centers involved in the study, must be aimed at formulating a protocol to be filed with the Local Ethics Committee or proven by the existence of a specific protocol filed with the Local Ethics Committee, and may not have any promotional effect.

The duration of the initiative must comply with the work plan and may not feature any tourism or entertainment aspects or hospitality expenses for companions of any type.

The location must be selected according to the same criteria identified for conferences and congresses, and the same limits also apply regarding hospitality.

The organization or sponsorship of initiatives that take place abroad concerning studies involving mostly Italian centers or where mainly Italian doctors participate is not allowed. In the case that an intercontinental flight longer than 6 hours is required to reach the location of the Investigator Meeting, it is possible for participants to fly business class. This provision is not applicable in the case of Investigator Meetings regarding observational studies.

(o) Professional Relations Initiatives

Professional relations initiatives with healthcare professionals (e.g., business lunches and dinners) may take place on the condition that the following are present:

- as a guide, no more than 6 healthcare professionals;
- company directors, possibly accompanied by an area manager or similar figure, with the absolute exclusion of operational territorial roles.

Such initiatives must also be based on the principles of sobriety and shall not be of a repetitive nature.

VIII.2.i) Industry Relations with the Scientific and Healthcare Communities and Patient Associations

(a) Scientific Consultancy

In the context of scientific collaboration between the Company and the scientific community, Personnel must comply with applicable legislation, the provisions of the Farmindustria Code of Conduct and applicable corporate procedures.

Collaboration may also be launched through scientific consultancy, provided it is guaranteed that the initiative is appropriate, sufficient and documented.

The decision-making aspect of these initiatives is reserved for the company's executive management and has a collective nature in line with corporate procedures in this regard.

Specifically, Personnel must ensure that these forms of collaboration comply with the following criteria:

- there must be a written contract between the doctor and MENARINI IFR that specifies the nature of the service provided. The need for the service in question must be clearly identified;
- the contract must include a provision for the consultant's obligation to declare that the relationship with the pharmaceutical company exists any time they write or speak publicly on the subject of the collaboration;
- documentation regarding services offered by consultants must be stored for at least 3 years;
- fee paid for the services offered must be calculated according to criteria of cost effectiveness and adherence to the market value of the services themselves. The appropriateness, adequacy and documentability of the initiative must also be guaranteed.

In all cases involving travel or any form of hospitality, the provisions of the previous sections regarding conferences and congresses apply.

(b) Scholarships

Collaboration between MENARINI IFR and the scientific community can also be initiated through scholarships.

In such cases, Personnel must ensure that scholarships:

- regard a project of significant scientific interest with specific, measurable objectives;
- are subject to the prior establishment of a specific Agreement with the facility where the beneficiary carries out their work, which defines all of the applicable conditions;
- are singular in nature, not recurring and not repeated with the same hospital or operating unit/department within a three-year period (this time limit does not apply, therefore, in the case of different operating units/departments, even if they belong to the same hospital).

The decision-making aspect for granting scholarships must be reserved for the company's top management.

Furthermore, the Company must publicly disclose the list of scholarships issued for each center in the previous calendar year, as well as the economic value of financing, on its website for at least three months, corresponding to the first quarter of each year.

(c) Advisory Boards

Advisory Boards are composed of doctors and/or healthcare professionals that, acting as consultants, provide opinions and support to the Company for the development of knowledge regarding its products and/or the diseases associated with them, regarding clinical trials in progress and those planned and with reference to other research areas and other medical scientific topics, through peer-to-peer discussion.

Advisory Boards may also provide the Company with opinions regarding completed trials, the use of products for the approved indications, promotional material and the clinical routes for the approved indication.

Relations with professionals involved in Advisory Boards must be governed by a specific consultancy contract.

Specifically, MENARINI IFR Personnel must check that:

- a) before services begin, the nature of the services being supplied must be defined in writing, as well as the basis of payment for the services, without prejudice to the provisions of letter f;
- b) before the request for services and the definition of contracts with future consultants, a legitimate need for the services has been clearly identified;
- c) the criteria for selecting consultants are directly connected to the needs identified, and the subjects responsible for selecting consultants have the necessary skills to evaluate whether the specific healthcare professional meets these criteria;
- d) the number of healthcare professionals involved is not greater than the number reasonably necessary to meet the needs identified;
- e) services provided by consultants are documented and appropriate use is made of the relative documentation;
- f) remuneration for the services is reasonable and in line with the market value of the services provided.

It is expressly prohibited to use consultancy contracts to justify otherwise undue remuneration to healthcare professionals.

In any case, involvement of a healthcare professional for the purposes of providing the relative service must never be aimed at inducing them to recommend, prescribe, purchase, supply, sell or administer a specific drug.

(d) Relations with Scientific Societies

Collaboration with scientific societies and medical associations is based on sharing scientific knowledge and improving professional know how and carried out with organizations of proven reliability and national standing, with a clearly defined mission.

(e) Clinical Trials and Drug-related Studies

During the phase after the release of the marketing authorization for a medicinal product, only clinical trials authorized under the terms of applicable regulations on the subject are permitted.

It must be guaranteed that clinical trials, post-marketing monitoring studies and those carried out after release on the market are carried out exclusively for scientific purposes.

The performance of “Investigations Related to Drugs” – otherwise defined as “Non-Interventional Clinical Trials”, “Observational Studies” or “Epidemiological Studies” – is subject to observance of the provisions of the Circular of the Italian Ministry of Health no. 6 of 02 September 2002 “*Activities of Ethics Committees established under the terms of Ministerial Decree 18/03/1998*” and the AIFA determination of 20/03/2008 adopting the Guidelines for the classification and performance of observational studies on drugs and all other legislative and regulatory provisions, whether national, EU or international, as applicable.

The Company undertakes:

- to stipulate a written contract with the bodies involved in the study which provides detailed specification of the characteristics of the study and the nature of the services offered;
- to have the study protocol approved by the company’s Medical Department, which will also provide for monitoring the performance of the study through clinical monitors;
- to define the remuneration agreed for the study based on beneficial economic criteria and the market value of the work carried out;
- not to involve the PSRs in the study for the economic and financial aspects; any involvement on their part shall be subject, from a logistical point of view, to monitoring by the Medical Department and their appropriate prior training.

The study may not contain any elements of inducement or recommendations to purchase or prescribe a specific medicine.

In the case that, for the purposes of a trial or training initiative organized directly or indirectly by the Company, the use of equipment is necessary exclusively for the purposes of the trial or initiative, distribution to doctors of this equipment must be carried out via the Body or Bodies involved in the trial (ASL [the local health authority], university, hospital or IRCCS [treatment and research institute]) and relative use must be governed by a specific Agreement between the Company and these Bodies.

In any case, it is necessary to guarantee both the usage of the instrumentation on a temporary basis strictly for the purposes of the trial or training initiative and the return of the same at the end of the trial or initiative. and finally, prohibition of their reuse in investigations immediately subsequent carried out by the Company with the same Bodies.

The withdrawal must be expressly documented and made available by the Company upon request of the Supervisory Committee as part of investigation proceedings. Also in the context of these studies, the use of computer equipment (hardware or software) is not permitted unless such equipment is absolutely essential to conduct the study and there is functional incompatibility between the equipment and what is in use by the bodies where the study in question is carried out, or there is a risk of mixing up the data needed to conduct the study — or obtained during the study — with what is already in the equipment in use by these Bodies. This computer equipment shall be available for use only for the purposes of the specific trial to which it is assigned.

(f) Websites

The Company's public website shall meet the requirements of the law and applicable regulations and guarantee indication of the source of information presented, the addressees of the information and the objective of the website. The Company guarantees that any promotional information regarding drugs for which public advertising is not permitted will be added to sections of the site reserved exclusively for doctors and pharmacists and accessible only to them. Furthermore, the Company guarantees that any promotional messages regarding drugs advertised to the public will be featured on the site in compliance with applicable legislation.

(g) Relations with Patient Associations

Direct or indirect financial support to Patient Associations shall be provided in compliance with the following criteria:

- prior signing of an agreement aimed at regulating the amount of the funding and the purpose for which it is disbursed in accordance with corporate procedures;
- prior authorization by the Association for the public use by the Company of the logo or material belonging to the Association;
- transparency and absence of promotional purposes;
- restriction that the Company may not include clauses aimed at making it the sole sponsor of a certain Patient Association;
- for travel and hospitality, compliance with the same procedures and limits provided for conventions and congresses;
- addition to the Company's website, for a period of at least three months coinciding with the first quarter of each year, of the list of Patient Associations supported in the previous year, as well as the purposes underlying such support and the economic value of the funds granted to each Association.

For the sole purpose of supporting public health or research, contracts may be entered into between the Company and Patient Associations to provide specific services. It is also permitted to engage representatives of Patient Associations as experts or consultants for services such as participation in advisory boards and speakers. To this end, a prior agreement or contract must be signed specifying the nature of the services provided and the criteria for their payment. The need for such services must be clearly identified and documented in the contract. The remuneration paid must be reasonable and may not exceed the normal market value of the service provided. Lastly, each year, pharmaceutical companies must publish the list of Patient Associations for which service contracts have been established.

VIII.2.j) Participation in Tenders

When participating in a tender, Personnel must:

- act in accordance with the principles of propriety, transparency and good faith;
- during the stage of reviewing the tender notice, assess whether the services required are appropriate and feasible;
- provide all data, information, and details required during the selection of participants and officials to adjudicate the tender;
- should it be a public tender, interact with the appointed public officials in a clear and correct manner, avoiding any behavior that could compromise the free determination of the relevant officials.

Should the tender be awarded, in relations with the principal, Personnel must:

- ensure that negotiations and trade relations are conducted in a clear and correct manner;
- ensure the diligent performance of the contractual obligations.

VIII.2.k) *Obligation to for Continuing Education*

In carrying out their activities in the interest of MENARINI IFR, all employees are required to always maintain a high degree of professionalism.

In addition, all employees are required to be up to date with the latest developments in their field of expertise.

VIII.2.l) *Confidentiality*

Personnel must always exercise absolute confidentiality with respect to data, details, and information in their possession, even after having terminated their employment. More specifically, they must avoid disclosing this information or using it for their own speculative purposes or those of third parties.

Furthermore, Personnel must exercise absolute confidentiality regarding information and data pertinent to strategic roles, functions and sensitive processes, especially when this refers to functions and processes that are exposed to any form of outside solicitation.

Personnel must exercise absolute confidentiality in respect of information on the processes for the procurement of goods and services.

Any information, data or document which an employee may become aware of during their work is the exclusive property of the Company, including but not limited to any idea, formula, technique, invention, program, business plan, marketing and sales plans, and similar information that represents confidential information and the exclusive property of MENARINI IFR. It is therefore prohibited to reveal similar information externally without specific authorization and to use it for one's own personal advantage. Without prejudice to the prohibition on disclosing information pertinent to the corporate organization and production methods or to use it to cause harm, every employee must specifically:

- acquire and process only the data needed and appropriate for the purposes directly related to their own role;
- acquire and process the data only as part of specific procedures;

- store data in such a way that access is denied to unauthorized persons;
- disclose data as part of predetermined procedures and/or based on explicit authorization from their superiors;
- ensure that there are no absolute or relevant restrictions to the possible disclosure of information referring to third parties associated with the Company by any type of relationship and, if necessary, obtain their consent.

Information of a confidential nature may only be disclosed to the SB or the judicial authorities.

VIII.2.m) Diligence in Using the Company's Assets

Personnel must protect and safeguard the Company's valuables and assets entrusted to them and help protect the Company's assets in general, avoiding situations that could negatively impact the integrity and safety of these assets.

In any case, Personnel must avoid using Company resources, goods, or materials for their personal advantage or for other improper purposes.

VIII.2.n) Respect for Laws on Illegal Immigration

Personnel must comply with the following principles:

- verification that workers from countries outside the EU possess a valid residence permit at the time of their employment and throughout their employment and, in the case of expiry of the permit, that they have renewed it;
- in cases of temporary workers being used through appropriate agencies, verification that workers hold valid residence permits and specific requirement upon the agencies to sign a declaration of compliance with the Model.

VIII.2.o) Protection of Share Capital and Creditors

The Personnel are obliged to:

- maintain a correct, transparent and collaborative conduct, in compliance with the law and internal company procedures, in all activities aimed at drawing up the financial statements and other corporate communications required by law and addressed to shareholders or the public, in order to provide true and correct information on the Company's economic, equity and financial situation;

- strictly observe the rules laid down by law to protect the integrity and effectiveness of the share capital (e.g.: mergers, demergers, acquisitions of companies, distribution of profits and reserves, etc.) and always act in compliance with internal company procedures, which are based on such rules, in order not to damage the guarantees of creditors and third parties in general;
- conduct any liquidation operations of the Company with regard to the overriding interest of the Company's creditors; it is therefore forbidden to divert the Company's assets from their allocation to creditors, distributing them to shareholders before paying the creditors entitled to them or setting aside the sums necessary to satisfy them.

More specifically, with reference to the formation of the financial statements, MENARINI IFR considers the truthfulness, propriety and transparency of the accounts, financial statements, reports and other corporate communications required by law and addressed to shareholders or the public an essential principle in the conduct of business and a guarantee of fair competition. This requires that the validity, accuracy, completeness of the basic information for the entries in the accounts be thoroughly investigated.

Consequently, no concealment of information or partial or misleading representation of economic, equity or financial data by management and persons subject to their direction and control is permitted. Therefore, all internal and external collaborators involved in producing, processing, and accounting for such information are responsible for the transparency of the Company's accounts and financial statements. Every operation of economic, financial, or property tax relevance must be adequately recorded, and for each recording there must be adequate documentary support in order to be able to perform controls at any time certifying the characteristics and reasons for the operation and making it possible to identify who authorized, performed, recorded, and verified the operation.

Adequate supporting documentation of the activities carried out is, however, kept for each operation for:

- the easy recording of accounts;
- the identification of the different levels of responsibility;
- the accurate reconstruction of the operation, also to reduce the probability of misinterpretation.

The Company requires from its Personnel a great deal of dedication so that management information and the operations carried out in the course of their activities are correctly and promptly represented in the accounts and correctly reflected in the tax returns.

Each record must reflect exactly what is shown in the supporting documentation.

It is forbidden for managers and employees in charge of drafting corporate accounting documents to solicit, accept the promise of or receive from anyone, for themselves or for others, money or other undue benefits to perform or omit an act in violation of the obligations inherent to their office or their duties of loyalty.

Any oversight, omission or falsification that employees may become aware of must be promptly reported to the Supervisory Board.

VIII.2.p) Diligence for Tax Purposes

With the aim of guaranteeing the transparency, propriety, completeness and timeliness of tax fulfilments (concerning declaration obligations, calculation and payment of taxes), Personnel are required to carry out adequate controls in compliance with the provisions of corporate procedures, as well as carry out training activities concerning such purposes.

The ongoing cooperation and collaboration of Personnel belonging to the different functions involved for the purposes of tax and accounting fulfilments (as well as in relation to the relevant payments) is expressly required in order to allow the Company to comply with all applicable accounting and tax regulations.

Personnel are required to cooperate with financial administration officials when they expressly request clarifications on any of the Company's tax or accounting fulfilments. In this sense, Personnel must file the tax and accounting documentation in order to facilitate, when necessary, the financial administration in the subsequent reconstruction of their actions.

VIII.2.q) Fighting Money Laundering, Self-Laundering and Receiving Stolen Goods

Personnel are obliged to adopt the appropriate measures and precautions to ensure transparency and propriety in commercial transactions and to prevent money laundering (including in the form of self-laundering) and the receipt of stolen goods.

Specifically, the Company makes it mandatory for Personnel to:

- stipulate the duties assigned to any service provider and/or private individual that sees to the economic/financial interests of the Company in writing, specifying the content and conditions of the terms agreed on, with reference to the supply of services;
- ensure, for all the competent Departments, control of the regularity of the payments to all the counterparts as well as to verify the correspondence between the subject to whom the order is addressed and the subject who collects the relevant amounts;
- check on the financial flows referring to accounts with companies in the Group (payments/intercompany transactions);
- comply with the minimum standards and requirements set for the purposes of selecting parties providing goods and/or services which the Company intends to acquire;
- set the evaluation criteria for bids based on the commercial and professional reliability of the suppliers and partners and request and obtain all necessary information;
- ensure maximum transparency in the case of entering into agreements/joint ventures aimed at making investments.

VIII.2.r) Use of IT Systems

As part of their professional activities, Personnel are obliged to use IT equipment and services in full compliance with applicable legislation (in particular, regarding computer crimes, cybersecurity, privacy and copyrights) and internal procedures.

The Company prohibits:

- unauthorized access to IT systems protected by security measures;
- distribution, damage, deletion or alteration of information, data or software belonging to others, to the State or to any other Public Body;
- production of false computer documents, whether private or public, effective for probative purposes;
- installation of equipment aimed at intercepting, preventing or interrupting communications relating to an IT system or to multiple interconnected systems;
- stealing, reproducing, or unauthorized distribution or provision of codes, passwords or other means of accessing an IT system protected by security measures.

Personnel are prohibited from uploading borrowed or unauthorized software onto corporate systems. It is also prohibited to make unauthorized copies of licensed programs for personal, corporate or third-party use.

Computers and computer equipment made available by the Company may only be used for business purposes. Consequently, the Company reserves the right to verify that computer content and the proper use of computer equipment comply with company procedures.

It is also prohibited for personnel to send threatening and insulting email messages and to use language that does not comply with the Company's linguistic style or otherwise inappropriate language.

VIII.2.s) Protection of Industrial and Intellectual Property Rights

Personnel must respect the legitimate industrial property rights and intellectual rights of third parties and avoid unauthorized use of these rights, aware that breach of these rights may have serious negative consequences for the Company.

Specifically, in carrying out their activities, Personnel must avoid any conduct which may constitute a breach of industrial property rights, alteration or counterfeiting of distinctive marks of industrial products, or patents, designs or industrial models, whether national or international, as well as avoiding the importation, marketing or use or any other type of circulation of industrial products with counterfeited or altered distinctive marks or created in breach of industrial property rights.

All Personnel must avoid unlawful and/or improper use, in their own interests, those of the company or those of third parties, of intellectual property (or parts thereof) protected under the terms of applicable legislation regarding violation of copyrights.

VIII.2.t) Data Protection and Relations with the Personal Data Protection Authority

Every employee must:

- only access and process data required and directly related to their role;
- store such data so as to avoid third parties having access to it;
- communicate and disclose data as part of predetermined procedures, following prior authorization from the appointed official;
- ensure that there are no confidentiality restrictions as part of any type of relationship with a third party;

- guarantee compliance with any provisions issued by the Authority for Personal Data Protection or any bans or restrictions adopted by it.

VIII.2.u) Protection of Health and Safety in the Workplace

MENARINI IFR considers the definition of a correct company policy for the health and safety of workers as a primary value, with the long-term objective of zero accidents at work.

The Company has voluntary certifications. In particular, MENARINI IFR complies with the UNI EN ISO 45001 standard.

The Company, in step with its own development and technological progress, adopts the most suitable measures to eliminate the risks associated with performing its business activities, guaranteeing healthy environments and choosing machinery, procedures and materials aimed at mitigating any risks that they may entail for the health and safety of workers. The Company undertakes to carefully assess any residual risks in order to mitigate any consequences as far as possible.

The Employer, Occupational Health and Safety Manager, Company Doctor, Directors, Officers, and Workers must comply with the provisions of Italian Legislative Decree 81/08.

Independently, in accordance with the provisions under the law or as recommended by any another source, the employer adopts all the measures needed to ensure and improve conditions in the working environment, especially with regard to hygiene and safety controls, as well as the procedures in place to continue to improve the corporate environment.

In compliance with the provisions of Italian Legislative Decree 81/08 as amended, the Employer guarantees:

- compliance with the technical and structural standards of the law related to plants, equipment and workplaces;
- ongoing monitoring and periodic maintenance of its systems and equipment, wherever they are located and operational, to guarantee the highest levels of quality of its services;
- ongoing communication of information and training regarding the correct use of systems, equipment and machinery;
- risk assessment and definition of consequent health and safety measures;
- ongoing monitoring and adoption of suitable measures to protect against risk deriving from biological and chemical agents, manual handling of loads, and explosive atmospheres (this list is solely for illustrative purposes);

- organization of activities, namely in cases of emergency, first aid, contract management, periodic safety meetings, consultations with workers' safety representatives;
- health monitoring;
- worker education and training;
- supervision with reference to compliance with procedures and operating instructions;
- periodic checks and audits regarding the application and effectiveness of the procedures adopted;
- acquisition of the documentation and certifications required by law;
- continuous improvement of requisites that have led to achieving voluntary certification.

The Occupational Health and Safety Manager (hereinafter also referred to as OHSM) is appointed by the Employer.

In carrying out their duties and within the scope of relations with the Workers' Safety Officer, the OHSM must be considered as the Employer's qualified consultant.

The Company Doctor must:

- work together with the Employer and the OHSM for risk assessment aimed at planning health monitoring activities;
- plan and implement health monitoring for workers;
- establish, update and store a health file for every worker;
- periodically visit workplaces.

Workers, for their part, must observe the following rules:

- adopt safe conduct during work, i.e. working in compliance with company regulations, procedures, operating Instructions, and general health and safety rules and the provisions of the Code of Ethics;
- avoid behavior which is dangerous for the individual or for others;
- follow orders issued by superiors or by the Employer;
- perform tasks and operational activities assigned;
- take care of their own health and safety and that of anyone at the workplace that their actions or omission thereof will have repercussions on, in accordance with training, instructions and according to the means provided by the Employer;

- together with the Employer, Managers and Supervisors, contribute to fulfilling the obligations set to protect health and safety in the workplace;
- abide by the directives and instructions given by the Employer, Managers and Supervisors for the purposes of collective and individual protection;
- correctly use work equipment, hazardous substances and preparations, means of transport, and safety devices;
- immediately report to the Employer, Manager or Supervisor any inadequacy in tools and systems, as well as any potential danger that they become aware of, taking direct action in urgent situations, within the scope of their ability and the possibilities, to eliminate or mitigate situations of serious and imminent danger;
- they must not remove or change safety devices, signs or controls without authorization;
- make appropriate use of the personal protection devices made available to them;
- take care of the personal protection equipment made available to them, without making any modifications on their own initiative and reporting any defects or problems to the Employer or the Manager or Supervisor;
- they may not carry out operations or manoeuvres at their own discretion that do not fall within their responsibility or that could compromise their safety or the safety of other workers;
- participate in the training and continuing education programs organized by the Employer;
- undergo the health checks required by applicable legislation or ordered by the Company Doctor;
- provide maximum cooperation in the activities of the Prevention and Protection Service;
- cooperate, behaving responsibly and in line with company rules, in the case of an alarm or emergency;
- develop full awareness regarding the implementation of the Organizational and Management Model adopted, working together with the figures responsible for health and safety objectives.

Contractors and service providers, suppliers, collaborators, etc. must also guarantee compliance with the following rules:

- safe behavior during their activities, i.e., working in observance of company procedures, instructions received, and general health and safety rules and provisions of the Code of Ethics;
- compliance with company signage;
- compliance with the contractual conditions governing the relationship between the parties;

- in the case of project or works contracts or service contracts, compliance with the health and safety provisions applicable in the scope of the cooperation and coordination activities between the parties and the corporate procedures aimed at their implementation.

VIII.2.v) Protection of the Environment

The Company is strongly committed to addressing and managing the issues and problems related to environmental protection in a structured way, with medium-term policies and formalized programs. In this field, the objectives are, on one hand, the ongoing improvement of the company's behavior and assets with a view to increasing compliance with current legislation and, on the other, the coordinated construction of a management system and an environmental report that highlights the current excellent performance and the further progress that will be achieved over time.

The Employer and Personnel must comply with the requirements of the Consolidated Text 152/06.

VIII.3 Rules of Conduct for Third-Party Recipients

This Code of Ethics applies not only to Corporate Bodies and Personnel, but also to Third-Party Recipients, which are understood as subjects outside the Company who work directly or indirectly for the Company (e.g. agents, collaborators of any kind, consultants, suppliers, business partners), or the Auditor.

Third-Party Recipients, like all other subjects, are required to comply with the provisions of the Code of Ethics and, in particular, with the ethical principles of reference and the rules of conduct laid down for Personnel, based on their own responsibilities.

IX. Transparency in Transferring Value Among Pharmaceutical Industries, Healthcare Professionals and Healthcare Organizations

IX.1 Obligation of Transparency

Every year, the Company must document and disclose, by means of a specific model and in full compliance with the provisions of the relevant corporate procedures, the transfers of value, in money and in kind, made for promotional purposes or in relation to the development and marketing of drugs for human use subject to medical prescription which have been made directly or indirectly to Health Operators and Health Organizations.

Transfers carried out directly by the Company to the benefit of the recipient and transfers carried out indirectly on behalf of MENARINI IFR through a third party must be documented and published.

The information must be published on the company website, and the Company is required to retain appropriate documentation for at least three years showing that the health operator provided their consent to the data being published.

The publication requirement does not apply to transfers of value related to OTC medicines, promotional material as per subsection 2.13 of the Farmindustria Code of Conduct, meals and beverages, or drug samples.

Refer to the Farmindustria Code of Conduct for details about the methods of publishing data related to transfers of value and the relative time frames.

IX.2 Publication of Data on an Individual and Aggregated Basis

On an individual basis, with respect to each recipient, the Company shall make public the amount relating to transfers of value carried out during the previous year, referring to:

- a. expenses for participation at conferences and congresses referring to registration fees, travel and accommodation (excluding meals and drinks);
- b. expenses for consultancy and professional activities not otherwise covered in letter a resulting from a specific contract between the company and individual health operators where the type of service is stated.

In this regard, the Company shall do its utmost to secure the consent of health operators to publish the data.

Should the health operator not consent to the processing of personal data, the Company shall arrange for the data to be published on an aggregated basis according to the methods defined by the Farmindustria Code of Conduct.

The Company shall make public the amounts for transfers of value made to each healthcare organization during in the previous year, with reference to:

- a. donations and grants (including rights of use) in cash and benefits in kind;
- b. direct or indirect contribution to conference events carried out through healthcare facilities or third parties, including sponsoring doctors for conferences and congresses by paying their registration fees and travel and accommodation expenses;

- c. economic transactions related to consultancy and professional activities resulting from a written contract between the company and an institute/organization or association that provides any type of service not covered in a or b.

If a transfer of value is carried out with reference to an individual health operator, indirectly and through a healthcare facility or third party, this fact should be disclosed individually when possible, and only once.

IX.3 Research and Development Expenses

The annual expenses that pharmaceutical companies incur for activities shall be disclosed in aggregated form, including expenses related to planning and implementing:

- a. non-clinical trials, as defined by the Good Laboratory Practice;
- b. clinical trials, as defined by Directive 2001/20/EC;
- c. prospective observational studies, as per point 4.4 of the Farindustria Code of Conduct, which entail individual doctors or groups of doctors collecting data regarding patients.

Expenses related to investigator meetings, advisory boards and hospitality must also be publicly disclosed on an aggregated basis when such expenses are associated with the activities described in the aforementioned letters a, b and c, along with a note summarizing the methods used to prepare the data with reference to VAT information, currency or other tax considerations associated with the transfer of value in individual or aggregated form.

X. Internal control

It is the Company's policy to spread, at all levels, not only a culture characterized by the existence and importance of controls, but also to convey a mentality oriented towards exercising these controls.

With its internal control system, MENARINI IFR intends to pursue the general objectives of effectiveness and efficiency of its operations, of safeguarding the company's assets and resources, of compliance with laws, applicable regulations and internal procedures, and of reliability of accounting and financial data.

Therefore, each level of the organization and each corporate function has a specific responsibility to implement, maintain and monitor the proper functioning and effectiveness of the internal control

system. The Corporate Internal Audit Department, in monitoring internal controls, will have full and unrestricted access to company data and documentation and will report exclusively to the Board of Directors.

XI. Implementation and Monitoring Compliance with the Code of Ethics

XI.1 Circulation and Training on the Code of Ethics

The Company undertakes to ensure maximum and timely circulation of this Code of Ethics inside and outside the Company.

With particular reference to the Corporate Bodies and the Staff, it guarantees:

- the distribution of the Code of Ethics to all members of the Corporate Bodies and to all Personnel;
- the display of the Code of Ethics in a place at the company's headquarters that is accessible to everyone to allow for the verification of any notice of violation of the Code, as well as the assessment of facts and the application of appropriate penalties in cases of violation;
- help in interpreting and clarifying the provisions contained in the Code;
- the devising of systems for verifying effective compliance with the Code of Ethics.

The Supervisory Board pursuant to Legislative Decree 231/01 (hereinafter "**SB**"), which is responsible for monitoring the effective implementation of the Model, in collaboration with the Corporate Training Department, promotes and monitors training initiatives on the principles of the Code of Ethics, structured and differentiated according to the role and responsibilities assigned to the resources concerned. The training will be more intense and characterized by a higher degree of detail for top management, as per the decree, as well as for personnel working in risk areas according to the Model.

With particular reference to Third-Party Recipients and any other representative, the Company shall also:

- inform these subjects about the commitments and obligations imposed by the Code of Ethics by providing them with a copy of the Code;
- publicize the Code of Ethics through the company's information systems;
- require them to comply with the Code of Ethics;

- have them sign clauses and/or declarations contained in and/or attached to the relative contracts aimed, on one hand, at formalizing the commitment to comply with Italian Legislative Decree 231/2001, the Model and the Code of Ethics and, on the other hand, at regulating the contractual penalties that will be applied following the violation of this commitment. The Company shall ensure the definition and continuous improvement of these clauses.

Any application doubts concerning this Code of Ethics will be promptly discussed with the SB.

XI.2 Duties of the Supervisory Board

As already mentioned in the previous section, control over the implementation of and compliance with the Code of Ethics is entrusted to the Supervisory Board, which is responsible *inter alia* for:

- monitoring compliance with the Code of Ethics, with a view to reducing the risk of the offences specified in the Decree being committed;
- formulating its comments regarding problems of an ethical nature that may arise in the scope of business decisions, as well as on alleged violations of the Code of Ethics that it may become aware of;
- making available every possible tool of knowledge and clarification concerning the correct interpretation and implementation of the provisions contained in the Code of Ethics;
- monitoring the updating of the Code of Ethics, making proposals for its adaptation and updating;
- promoting and monitoring the Company's implementation of communication and training activities on the Code of Ethics;
- reporting any violations of the Code of Ethics to the proper corporate bodies, verifying the effective application of any measures imposed.

XI.3 Violations of the Code of Ethics and Relative Penalties

Compliance with the provisions in the Code of Ethics is deemed an essential part of the duties incumbent upon the Company's Corporate Bodies and Personnel. It also constitutes an essential part of the contractual obligations undertaken by Third-Party Recipients.

Violations of the Code of Ethics will result in penalties being applied as stipulated in the Disciplinary System (which should be referred to) and/or with regard to Third-Party Recipients, according to the clauses in the relevant contracts.

With reference to Key Persons, different types of penalties are required, ranging from a written warning, to a warning, to the reduction of emoluments up to the revocation of the office.

Different types of penalties may be applied to Employees, ranging, in increasing order of seriousness, from verbal warning, written warning, fine and suspension within the limits provided for by collective bargaining and dismissal, in accordance with the applicable collective labor agreement, as better explained in the Disciplinary System, to which reference should be made.

With specific regard to Third-Party Recipients, specific contractual penalties of varying intensity are provided for on the basis of a specific clause included in the agreement or in the letter of appointment.

XI.4 Reporting Possible Violations of the Code of Ethics

Should a person required to comply with this Code of Ethics become aware of a fact or circumstances that could represent the risk of a violation, they are obliged to immediately report this to the Supervisory Board.

To this end, the Company has already set up appropriate dedicated communication channels, specifically, a special certified e-mail box (odvmenarini@legalmail.it), together with an ordinary email address (odvmenarini@menarini.it), to which any reports concerning non-compliance with the provisions of this Code may be sent. Reports may also be sent in writing, also anonymously, to the address: Supervisory Body A. MENARINI Industrie Farmaceutiche Riunite, Via Sette Santi no. 3, 50123 FLORENCE (FI), Italy.

In this situation, the Supervisory Board plays a central role. As the ultimate recipient of the above-mentioned flows and reports, it ascertains their validity using the tools and powers at its disposal during the in-depth analysis or investigation that follows the report.

Moreover, it is required to act in such a way as to ensure that the persons concerned are not subject to retaliation, discrimination or, penalization. To this end, the Body ensures the confidentiality of the person making the report, operating in such a way as to guarantee full respect for the personal data of the person making the report.

XI.5 Policy of Non-Retaliation

The Company strictly prohibits any retaliatory, discriminatory, or penalizing behavior towards anyone who, in good faith, reports a violation of this Code, a violation of the Organizational, Management and Control Model pursuant to Italian Legislative Decree 231/2001 and/or an offence pursuant to the aforementioned Decree, or reports potentially unlawful conduct through the whistleblowing system implemented by the Company.

The submission of a report may under no circumstances constitute grounds for threats, harassment, discrimination, demotion, denial of benefits, suspension, or termination of employment.

Should it be discovered that retaliatory action has been taken against a Code Recipient who made a report, appropriate measures will be taken, even if it turns out that the report was originally wrong.

The Disciplinary System provides for appropriate penalties for those who make unfounded reports with malice or gross negligence.

Anyone who thinks he/she may be subject to retaliation, or is aware of retaliatory behavior adopted against others, must immediately contact the Company's Supervisory Board at the appropriate certified e-mail address (odvmenarini@legalmail.it), or at the ordinary e-mail address odvmenarini@menarini.it, or by mail to the Supervisory Board at A. MENARINI Industrie Farmaceutiche Riunite, Via Sette Santi no. 3, 50123 FLORENCE (FI), Italy.