



A. MENARINI
INDUSTRIE FARMACEUTICHE RIUNITE

ORGANIZATION, MANAGEMENT AND CONTROL MODEL
PURSUANT TO ITALIAN LEGISLATIVE DECREE No. 231/2001

of

A. Menarini Industrie Farmaceutiche Riunite S.r.l.

CODE OF ETHICS

Updated as per BoD resolution of 24 February 2026

This is an English courtesy translation of the Italian language version of A. Menarini Industrie Farmaceutiche Riunite's Management and Control Model. The Italian language version will prevail in the event of any discrepancies with, or omissions in, the English translation

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A. Menarini Industrie Farmaceutiche Riunite S.r.l. is the parent company of the Menarini Group. Visit the website: WWW.MENARINI.COM.



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1. Introduction

A. Menarini Industrie Farmaceutiche Riunite S.r.l. (“**Menarini IFR**” or the “**Company**”) is an Italian company with its registered office in Florence (FI), operating in the pharmaceutical business and dedicated to the marketing of OTC products and medications, as well as the Parent Company of the MENARINI Group (hereinafter also referred to as “**MENARINI**” or the “**Group**”).

MENARINI is an international industrial group active mainly in the pharmaceutical and diagnostic sectors, in which it operates with over 17,000 employees present in 140 countries worldwide. The Group’s activities are based on five strategic pillars: the excellence of its therapeutic solutions; ethics as a guiding principle; dedication to scientific innovation; a people-focused approach; and a commitment to environmental sustainability. MENARINI 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.

With some of its scholars and researchers ranking among the most cited in the world, MENARINI’s research concentrates on currently unresolved pathologies in the fields of oncology and anti-infectives, with a particular focus on rare diseases.

A further strength of the Menarini Group is its collaboration with international partners, with the goal of creating synergies that give rise to cutting-edge solutions, pharmaceutical products and services in the healthcare sector.

The significant level of responsibility and social relevance of the sectors in which it operates, together with the wide range of interests and socio-economic contexts with which the Company interacts, require constant, proactive efforts from everyone involved in the Company’s activities in any capacity to ensure that they are carried out in compliance with the law, in a framework of fair competition, honesty, integrity, fairness and trust, with the priority of safeguarding a patient’s right to healthcare and with respect for the legitimate interests of customers, employees, commercial and financial partners and the communities where MENARINI operates.

2. The Code of Ethics of Menarini IFR

The Code of Ethics adopted by Menarini IFR (hereinafter also simply the “**Decree**”) 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.

In fact, these values are not only moral in nature, but are also of fundamental importance to ensure the very business continuity of the Company in accordance with the provisions of Italian Legislative Decree 231/2001 (the “**Decree**”) in relation to the administrative liability of legal persons for crimes.

Compliance with the Code of Ethics is also instrumental in combating any illegal or improper conduct that could expose the Company to the risk of sanctions.

Respect for corporate ethics is also essential for the development of the company’s 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.

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

Moreover, observance of the Code of Ethics is an essential precondition for the efficient operation, reliability and reputation of Menarini IFR in the eyes of the State, public opinion, the medical profession and healthcare professionals in general.

2.1. Structure and changes of the Code of Ethics

This Code of Ethics is structured in a manner which ensures a coherent and organic overview of the principles, rules of conduct and mechanisms of enforcement which govern Menarini IFR’s actions.



After a general introduction, summarized above, the Code illustrates the internal and external sources of reference, as well as the intended recipients of its contents.

This is followed by sections dedicated to the general principles and rules of conduct which apply to all activities, and sections dedicated to relationships with various stakeholders (employees, collaborators, patients, partners, the market, institutions, customers, suppliers and consultants).

The conclusion, meanwhile, is dedicated to the incorporation of the Code into the Company's internal control system, to the methods for spreading and enforcing the Code, to the whistleblowing procedures and to the measures which will result from any breaches.

It should be noted that this Code of Ethics, which — as previously alluded to — is an integral part of the Model adopted by the Company, represents the revised and expanded version of the Code which has been in force since 2004 with periodic updates (most recently, in 2022).

In fact, the Code is subject to ongoing amendments, supplements and implementations. The Body responsible for making these amendments is the Board of Directors, by means of specific Board resolutions which may also be adopted on the basis of any suggestions and recommendations received from the Company's Supervisory Board (hereinafter, also the "SB").

2.2. The Group's self-regulatory instruments incorporated into the Code of Ethics

MENARINI has adopted a series of corporate self-regulatory instruments aimed at protecting business ethics and combating any unlawful conduct which may find expression in the business operations of the Menarini Group.

These tools — which are listed and briefly described below, but which should be referred to in full (available online, by clicking on <https://myportal.menarini.net/it>) — are an integral part of this Code and of the Model as a whole.

The values, principles and rules of conduct formalized in these documents must, therefore, be scrupulously respected by all Recipients. Failure to comply with their provisions constitutes a breach of the Model such as to expose the subjects held responsible for the non-compliant conduct to all the



resulting sanctions provided for in the Disciplinary System, in accordance with the principles contained therein.

a) Global Code of Conduct

The Global Code of Conduct, which sets out the values that underpin the work of Menarini IFR and of all companies in the MENARINI Group worldwide, is structured as a series of provisions designed to protect:

- integrity in the conduct of business;
- employees;
- care for patients;
- integrity in managing information and protecting corporate assets;
- responsibility towards the public and the community;
- a “speak up” culture aimed at encouraging the submission of Whistleblowing reports.

In particular, many of the provisions of the Global 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).

b) Global Code of Business Practice

The Global Code of Business Practice sets out the ethical standards and conduct requirements of the main activities carried out with regard to drugs, such as interactions with health care professionals, patients and consumers, or the activities of free sample delivery and donations.

c) Global Third Parties’ Code of Conduct

The Global Third Parties’ Code of Conduct compiles the values and principles to which Third Parties must adhere, aimed at protecting:

- ethics in the conduct of business;
- human rights and labor;
- quality;



- health and safety at work and the environment;
- the effectiveness of the system of ethical and disciplinary rules adopted by the Company, by providing anonymous reporting channels for breaches.

d) Global Policies

Menarini IFR, as parent company of an international industrial group, has also 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 areas and activities potentially at risk of the commission of predicate offences deemed relevant pursuant to the Decree, some of the Global Policies considered to be of particular interest are mentioned here. This list, which is not intended to be exhaustive, includes:

- *Global Anti-Bribery Policy;*
- *Global Policy on Ethical Relationships with Third Party Intermediaries;*
- *Global Trade Compliance Policy;*
- *Field Force Variable Salary Policy;*
- *Global Conflict of interest Policy;*
- *Global Corporate Compliance Training Policy;*
- *Global Policy on Confidentiality;*
- *Global Policy on AI Systems;*
- *Global Data protection Governance Model;*
- *Global Policy on Social Media;*



- *Global Data Protection Governance Model;*
- *Global Policy on Health, Safety, Environment and Energy;*
- *Global Whistleblowing 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.

2.3. External references with which the Code of Ethics complies

This Code of Ethics is inspired by and complies with the main standards of ethics, conduct and self-regulation prepared by the trade associations and bodies representing the sector, with particular reference to the principles and guidelines promoted by Farindustria (an association to which Menarini IFR also belongs).

Specifically, the Code has been drawn up in compliance with:

- the principles indicated in the 231 Guidelines of Confindustria (to which Farindustria — the association of reference for Menarini IFR, as mentioned above – belongs) for the preparation of the Organization, Management and Control Models pursuant to Italian Legislative Decree 231/2001, most recently updated in 2021;
- the Farindustria Code of Conduct, most recently updated in February 2025 (in particular, it codifies the ethical principles and behavioral norms that must inform relationships between pharmaceutical industries, as well as those between the industries and the scientific and healthcare world);
- the *“Document for the identification of Guidelines for the construction of organization, management and control models pursuant to Legislative Decree 231/01 in the pharmaceutical sector”*, published by Farindustria and most recently updated in September 2023;
- the *“Reference document for the certification of procedures relating to scientific information activities”*, also published by Farindustria and most recently updated in 2022;



- the Code of Conduct of EFPIA (the European Federation of Pharmaceutical Industries and Associations);
- the Code of Conduct of IFPMA (the International Federation of Pharmaceutical Manufacturers & Associations).

These external sources constitute a fundamental frame of reference to ensure that the principles and behaviors set out in the Code are consistent with best national and international practices, as well as with the criteria of fairness, transparency and responsibility which characterize the pharmaceutical industry.

Given the above, and considering the particularly significant and central position of the Farindustria Code of Conduct within the sector's self-regulatory system, the Company has deemed it appropriate not only to incorporate its principles in full, but also to **translate those rules into the context in which it operates, by preparing a special Appendix to this Code of Ethics.**

In fact, **this Appendix sets out the provisions, indications and recommendations contained within the Farindustria Code of Conduct**, adapted to reflect the organization and the specific nature of the activities it carries out.

Therefore, the Appendix is to be considered an integral and substantial part of this Code of Ethics, representing an extension to its scope of application and an essential element in putting into practice the principles of integrity, ethical behavior and transparency that guide the Company's activities in the pharmaceutical sector.

2.4. Recipients of the Code of Ethics

The Code of Ethics is binding upon:

- partners, directors, the Sole Statutory Auditor (hereinafter also referred to as the **"Corporate Bodies"**);
- members of the Supervisory Board;
- Revisor;



- employees, including top-level and other managers (hereinafter referred to as the “**Personnel**”);
- all those who, although they are not employees of the Company, work either directly or indirectly for it (e.g. agents, collaborators in any capacity, consultants, suppliers, business partners, companies to which certain activities are outsourced, the Company Doctor) - (hereinafter referred to as the “**Third-Party Recipients**” or, in singular form, the “**Third-Party Recipient**”, for the principles and rules applicable specifically to them);

(hereinafter referred to collectively as the “**Recipients**” or, in singular form, the “**Recipient**”).

All Recipients, within their own remit, must therefore observe the values, principles and rules of conduct contained within this Code.

Moreover, it is the responsibility of all Recipients, but particularly of the directors and managers, to promote the values, principles and rules of conduct contained within the Code, assuming responsibility both internally and externally and strengthening trust and cohesion within the Company.

Merely by way of example, the Company’s management is obliged to comply with the contents of the Code when proposing and carrying out 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.

Furthermore, in view of the sensitivity and importance of their role, the Corporate Bodies are specifically 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 the respective meetings and activities;
- ensure the sharing of the company mission and the exercise of a critical spirit, in order to guarantee a significant personal contribution in the awareness of the role played.

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.

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.

3. Cross-cutting principles and rules of conduct

This section sets out the ethical principles and rules of conduct which are cross-cutting in nature, applicable generally to all the Company's activities and relationships.

They constitute the foundation on which the entire organization's daily activities are built, and represent a constant point of reference to ensure fairness, transparency and responsibility in professional and institutional relationships.

Observance of these principles and rules is an essential precondition for protecting the Company's reputation and integrity, as well as for maintaining the trust of those with whom it interacts, such as customers, collaborators, suppliers, public and private bodies, and the community as a whole.

In addition, it is worth remembering that under no circumstances can the belief that an action is in the interests of Menarini IFR justify behavior contrary to the principles and rules of this Code of Ethics, which should be ascribed primary and absolute value.

a) Responsibility and Compliance with Legislation

Recipients undertake to respect:

- all the legislation which applies in Italy and in all countries with which the Company has dealings or in which it conducts activities;
- the provisions issued by trade associations, with particular reference to the Farmindustria Code of Conduct (in this regard, see the Appendix to this Code of Ethics).

Each Recipient is responsible for being familiar with and respecting the laws and regulations which apply to their roles, in order to promptly identify any risks of non-conformity and, where appropriate, to seek support from the competent corporate departments.

Under no circumstances may laws, ethical principles or rules of conduct be violated in order to pursue or achieve the interests of the Company. This prohibition applies both to activities carried out within Italy and to those connected with international relationships or operations, without distinction.



b) Propriety, professionalism, efficiency

In abiding with the regulations in force and procedures adopted by the Company, Recipients are required to perform their services with diligence, efficiency and propriety, acting entirely professionally and assuming the responsibilities deriving from the obligations they are entrusted with.

Pursuing profit for the Company must always come second to respect for the principle of propriety.

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

The Company pursues management efficiency with unwavering compliance with the highest quality standards, where necessary prioritizing quality over mere cost-effectiveness.

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 and transparent dialogue with the other companies of the Group, while respecting their autonomy.

c) Spirit Of Service

Within the context of their respective responsibilities and remits, Recipients must conduct themselves in such a way as to pursue the primary corporate objectives, which aim to provide a service of high social value and usefulness to the community. The latter must be able to benefit from the highest quality standards.

d) Transparency

The information disseminated inside and outside the Company must be characterized by truthfulness, accuracy, and completeness.



Every operation or transaction, in the broadest sense of the term, must be legitimate, authorized, consistent, appropriate, documented, recorded and verifiable for a period of no less than ten years.

More specifically, each operation or transaction must be adequately recorded and must allow the process of decision-making, authorization and implementation to be reconstructed.

Each operation must also be accompanied by suitable documentary support, in order to enable the performance, at any moment, of checks to verify the characteristics of and reasons for the operation, as well as the identification of the party who arranged, executed, recorded and verified the operation.

The Company also undertakes to guarantee the right to information and, consequently, the utmost transparency in relation to any relationships established with manufacturing companies and other subjects operating in the health sector — such as, but not limited to, relationships concerning transfers of value for commercial, promotional or product development purposes).

To this end, the Company undertakes to comply with the national regulatory provisions issued to guarantee the utmost transparency in relationships between companies and operators in the health sector, as well as to ensure more effective prevention of and action against corruption.

e) Impartiality

Menarini IFR condemns all forms of discrimination, direct or indirect, based on the sex, nationality, religion, personal and political opinions, age, health, or economic conditions of its stakeholders, including third parties.

f) 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.

g) Inclusion

The Company fosters a fair, welcoming and collaborative working environment in which every person is free to make their contribution, with respect for dignity, individual differences and equal opportunities.



Recipients are obliged, therefore, to conduct themselves in a manner consistent with the principles of inclusion, respect and appreciation for diversity, recognizing these values as an essential element in achieving the corporate objectives and creating social value.

h) Conflicts of Interest

The Recipients must avoid putting in place or facilitating transactions that could effectively or potentially create conflicts of interest with the Company, and also any activities that could interfere with their ability to impartially make decisions in the interests of the Company and in compliance with the rules of this Code.

In particular, the Company prohibits the appointment as its representatives of persons who have conflicts of interest, who have family relationships or are otherwise closely linked to a person capable of unlawfully influencing the decisions of any person belonging to the Public Administration or of politically exposed persons or their family members.

All Recipients 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. Such communications shall be precise and shall specify the nature, terms and origin of the advantage. Pending the decisions of the Company on this point, the persons concerned shall refrain from carrying out any operation on behalf of the Company.

Moreover, all situations in which a Recipient may gain an undue advantage or benefit from an opportunity of which they became aware as part of their working or professional activities must be avoided.

i) Rejection of corruption in Italy and abroad

Menarini IFR expressly prohibits all forms of corruption, favoritism, collusion and solicitation, including 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 to whom it is possible, in any way, to ascribe the functions exercised by the Public Administration and/or bodies that constitute a representative thereof due to direct or indirect control by public bodies.



In relationships with public servants and with “politically exposed persons” or with their family members and/or with “people closely linked” to them, as defined by Italian Legislative Decree 231/2007, Recipients must behave with the utmost respect for the applicable regulations and laws, as well as for this Code, and must aspire to the highest levels of propriety and integrity, avoiding giving even the impression of wanting to improperly influence decisions or of asking for special treatment.

Illicit payments are forbidden in relationships with institutions or public servants, including to their family members and persons closely linked 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 the performance of acts contrary to their official duties.

Moreover, all Recipients must categorically abstain from accepting, offering, promising or accepting promises of money, gifts, goods, services or favors, even indirectly (including in terms of employment opportunities, the revelation of confidential information, or through activities — including commercial activities — directly or indirectly ascribable to the employee), in the context of relationships with public officials, public servants, “politically exposed persons”, their family members and, in any case, with persons closely and notoriously linked to them, with the aim of influencing their decisions with a view to more favorable treatment or undue benefits or for any other purpose.

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

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.



Personnel are obliged to provide the utmost cooperation in the event of investigations, inspections or requests from the Public Authorities. The Company prohibits any behavior aimed at or likely to hinder investigations or assessments carried out by the competent Authorities, including any conduct aimed at inducing persons called upon to make a statement not to do so or to make a false statement.

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.

In any case, relationships with institutional representatives are maintained exclusively through the persons appointed for this purpose by means of specific mandates and powers of attorney.

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.

j) Rejection of corruption in relationships with private individuals

In forbidding any form of corruption, Menarini IFR believes that it is fundamental and essential for relations with private individuals (suppliers, competitors, customers, consultants, business partners, etc.) between Directors and employees and between employees of the company themselves to be based on the highest degree of loyalty, integrity, correctness and good faith.

In particular, in relations between private individuals and in relations between personnel, 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;
- promising, offering or granting, 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.

The above prohibitions concern advantages of any nature, whether they benefit the Company and/or the individual and/or third parties. It is also prohibited the mere agreement regardless of whether the act in breach of official duties is actually omitted or performed.

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.

k) Propriety in relationships with members of the P.A.

The Company's relationships with members of the Public Administration are built upon the principles of lawfulness, formality, transparency, traceability and ethical and professional propriety. All behaviors which could constitute corruption, undue pressure or conflicts of interest, even indirectly, are strictly prohibited. Employees, managers, collaborators and all parties acting on behalf of the Company are forbidden from offering, promising, requesting or accepting money, favors or advantages of any kind, including non-financial, in order to influence the decisions, deeds or activities of the Public Administration. All interactions with public representatives must be strictly linked to legitimate institutional or contractual purposes, carried out by expressly authorized parties and documented fully and truthfully, in compliance with the applicable regulations as well as with the provisions of this Code of Ethics and of the Organization, Management and Control Model adopted by the Company.

l) Propriety and fairness in relationships 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, the Company 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 strictly prohibited to give money or gifts or provide other forms of benefits for the specific purpose of altering the outcome of a call for tender in any way. Please see what is already defined in the general ethical principles.



m) Diligent tax compliance

The Company places the utmost importance on strict compliance with tax and fiscal regulations, recognizing that the correct management of its tax obligations constitutes an essential element of transparency, integrity and corporate responsibility.

In order to guarantee the transparency, propriety, completeness and timeliness of tax obligations (concerning the declaration, calculation and payment of taxes), Personnel are required to carry out adequate controls in compliance with corporate procedures, as well as to take part in 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 required in order to allow the Company to comply with all applicable accounting and tax regulations.

Personnel are also required to collaborate and cooperate with officials of Financial Administrations when the latter expressly request clarifications in relation to any of the Company's tax or accounting obligations. To this end, Personnel must file tax documents and the supporting accounting documentation in order to facilitate the Financial Administration in reconstructing their actions when necessary.

n) Anti-Money Laundering

Menarini IFR pursues the objective of maximum transparency in commercial transactions and prepares all appropriate instruments to combat the phenomena of money laundering, reception of stolen goods and related offences, such as self-laundering and fraudulent transfer of values.

Recipients must abstain from any conduct which could suggest or constitute, directly or indirectly, involvement in operations liable to entail or facilitate the laundering of unlawful or criminal proceeds, in the interests or to the benefit of the Company.

In particular, personnel must:

- put any duties assigned in relation to the provision of services in writing, indicating the content and economic conditions agreed upon;



- ensure that the regularity of payments to all counterparties is checked, via all the competent departments, as well as verifying that the party in whose name the order is made out is the same party who receives the related payments;
- carry out checks on the financial flows concerning dealings (intercompany transactions/payments) with companies in the Group;
- 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;
- establish the criteria for evaluating bids based on the commercial and professional reliability of suppliers and partners, as well as requesting and obtaining all necessary information;
- ensure maximum transparency when entering into agreements/joint ventures aimed at making investments;
- ensure maximum traceability of transactions involving goods, values or capital involving not only Company Personnel but also external professionals (*inter alia*, accountants, financial advisers).

o) Rejection 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 persons, whether natural or legal persons, 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.

To this end, the Company shall adopt all the appropriate measures to prevent any risk of itself or its Personnel becoming involved in relationships or activities, of any form or nature — even if merely in the form of assistance or collaboration — with parties belonging to or associated with criminal organizations.



p) Rejection of all forms of terrorism

Menarini IFR repudiates all forms of terrorism and undertakes to adopt all measures necessary in the performance of its activities to prevent any risk of the Company being involved in acts or activities related to terrorism.

To this end, the Company has committed itself to not establishing, maintaining or continuing any relationship — whether of a working or commercial nature — with legal or natural persons involved or even merely potentially involved in terrorism. Moreover, it also undertakes not to finance, support or facilitate activities or initiatives linked to terrorism or its promotion.

q) Workplace and worker safety

Menarini IFR is fully committed to ensuring health and safety in the workplace. The Company undertakes to identify and prevent risks related to the performance of its business activities, setting itself the goal of combating risks at their source and guaranteeing their elimination or, where this is not possible, their management.

To this end, and in step with its own development and technological progress, the Company adopts the most suitable measures to eliminate the risks associated with the performance of its business activities, guaranteeing healthy environments and choosing 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.

Recipients, 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 this 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 maneuvers 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 Model, working together with the figures responsible for health and safety objectives.

Third-Party Recipients are also specifically obliged to ensure:

- safe behavior during their activities, i.e., working in observance of company procedures, instructions received, and general health and safety rules and provisions of this Code;
- 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.

r) Environmental protection

Menarini IFR recognizes the vital importance of protecting and safeguarding the environment. Therefore, it undertakes not to pursue, directly or indirectly, any advantage which may arise from the violation of environmental regulations or from making financial savings to the detriment of proper environmental management.

The Company is strongly committed to addressing and managing environmental issues in a structured way, through medium-term policies and formalized programs. The objectives in this context are, on the one hand, the constant improvement of the company's behavior and assets with a view to full compliance with current legislation and, on the other, the coordinated development of an environmental management and reporting system that highlights both the performances already achieved and the progress to be made over time.

Therefore, Recipients must consider the protection of ecosystems, biodiversity and animal welfare as essential values in all their decisions and operating practices.

To this end, Recipients must comply in particular with the rules of the Consolidated Environmental Act (Italian Legislative Decree 152/2006).

s) Environmental, Social, Governance (ESG) factors

Menarini IFR considers the integration of environmental, social and governance factors (so-called “**Environmental, Social, Governance**” or “**ESG**”) to be a fundamental part of its company activities due to the impact they have on the territory and the community of reference.

In particular, embracing the spirit of the Group, the Company recognizes environmental and social sustainability as a strategic priority, setting itself the goal of ensuring the health and well-being of patients by promoting responsible behavior in relation to its stakeholders, the environment, partners and suppliers.

In light of the foregoing, Menarini IFR is committed to introducing elements of social and environmental sustainability into its strategies and corporate processes, and to implementing or testing sustainable initiatives and investments for the benefit of patients and customers, following internationally recognized standards.

t) Protection of the cultural heritage and landscape

Recipients shall refrain from engaging in activities that may constitute a violation of the rules put in place to protect the cultural heritage and landscape.

When impacting on a natural protected area or cultural or artistic heritage, our company activities are therefore conducted in full compliance with the reference standards, including those of a technical nature.

u) Labor Protection

Menarini IFR protects and promotes the dignity, freedom and value of labor.

The Company’s managerial, organizational and disciplinary powers must always be exercised while ensuring protection for the dignity, health, confidentiality and professionalism of workers.

Menarini IFR repudiates all forms of labor exploitation and condemns every form of recruitment or use of labor that takes advantage of workers’ conditions of need, or which compromises the fundamental rights of people in any way.



Personnel must be appointed exclusively on the basis of regular employment contracts, no form of irregular employment is tolerated. During the hiring process, candidates must receive all information related to the employment relationship in a clear and complete manner, in accordance with the applicable regulations.

Moreover, Menarini IFR shall inform workers about its use of automated decision-making or monitoring tools relevant to the different stages of the employment relationship, in accordance with the regulations on personal data protection and the protection of workers.

In the case of temporary workers hired through recruitment agencies, the Company shall ensure that these agencies provide workers compliant with the legislation on residence permits.

v) Integrity in commercial operations and in the Supply Chain

Menarini IFR condemns and repudiates all forms of unlawful activity in relation to the trade, import or export of goods and materials.

The Company undertakes to guarantee the full traceability, authenticity and conformity of its products and materials with customs and tax requirements, adopting control systems to prevent the smuggling, unauthorized trade or distribution of products which do not comply with national and international regulations.

Moreover, the Company does not maintain commercial or collaborative relationships, directly or indirectly, with parties subject to commercial restrictions, international sanctions, embargoes or other limitations imposed by the competent national or supranational authorities.

All Recipients are obliged to promptly report any conduct which could represent a violation of regulations in relation to customs, tax or foreign trade, thereby helping to protect the integrity of the Company and the health of the public.



w) Diligent and Efficient Use of Company Assets

Recipients are obliged to act with diligence, efficiency and a sense of responsibility to protect and safeguard company assets and resources, using them exclusively for purposes related to their roles within the Company and in the Company's interests.

Recipients are obliged to refrain from any improper, abusive or personal use of company resources, including IT tools, electronic devices, telecommunications networks and access credentials.

In addition, it is prohibited to permit third parties to make unauthorized use of company assets or infrastructures.

x) Correct Use of Computer Systems

Menarini IFR has set itself the objective of guaranteeing the proper and responsible use of computer and/or telecommunications services, in accordance with the applicable legislation (particularly in relation to computer crimes, cybersecurity, privacy and copyright), and in such a way as to 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.

To this end, the Company undertakes to adopt all appropriate measures to ensure that access to telecommunications and computer data occurs in full compliance with the applicable legislation and the privacy of the data subjects involved, as well as in such a way as to guarantee that the processing thereof is carried out by persons specifically authorized to do so, thereby preventing undue interference.

Specifically, 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;
- the loading of borrowed or unauthorized software onto company systems;
- making 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.

Moreover, sending threatening or insulting emails, or using language that does not comply with the Company's linguistic style, or language which is otherwise inappropriate, are prohibited.

y) Protecting the Security of Information and Data

The Company recognizes Information Security as an integral part of its ethical and social responsibilities, as well as an essential precondition for data protection, business continuity and the trust of its stakeholders.

In accordance with the provisions of Directive (EU) 2022/2555 ("**NIS2**") as implemented also in Italy, and with the provisions of Italian Law No. 90/2024 on the strengthening of national cybersecurity and on computer crimes, the Company has adopted an Organizational and Operational Governance Model for Information Security to regulate all areas of the organization and to guarantee the protection of all information managed by the Company, including that managed through the Information Technology (IT) and Operational Technology (OT) systems.

In particular, the Company identifies potential impacts on systems, data and critical infrastructure via a constant process of threat analysis and risk evaluation, ensuring the adoption of adequate preventive and corrective measures. The control measures include technical, organizational and procedural interventions aimed at mitigating risks, protecting the integrity, availability and confidentiality of information, and preserving the functionality of corporate processes under all circumstances.



Each Recipient is obliged to contribute actively to the protection of the information systems, conducting themselves with diligence and respect for the company policies concerning security.

In this regard, continuous training and risk awareness represent essential tools to consolidate a shared culture of digital security.

z) Proper use of Artificial Intelligence systems

Menarini IFR promotes the ethical, responsible and transparent use of artificial intelligence (“AI”) systems as part of its processes, ensuring that they are used solely for legitimate purposes consistent with corporate values and with respect for the fundamental rights of people.

To this end, Menarini IFR promotes the ongoing training of its personnel on the informed use of digital technologies and artificial intelligence, encouraging an approach based on responsibility, transparency and ethical innovation.

Recipients, therefore, must use AI systems in ways which do not compromise the security and integrity of company information, refraining from sharing or processing restricted data with tools which have not been authorized by the Company.

All Recipients are also required to prevent all forms of abuse, manipulation or algorithmic bias which can be harmful to human dignity and/or negatively influence decision-making processes.

The Company also undertakes to guarantee that AI systems are used with absolute respect for the legislation concerning copyright and intellectual property, ensuring that the content, data or work used to train or run the algorithms come from legitimate sources.

aa) Correct use of non-cash payment instruments

Recipients must use credit or payment cards in a correct and lawful manner, refraining from any form of improper or undue use.

This obligation extends to all other documents or devices enabling the withdrawal of cash, the purchase of goods or the procurement of services and, in any case, to all other non-cash means of payment.



All payment transactions, both in dealings with Public Administrations and with private parties, must be carried out using traceable methods.

bb) 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.

The Company also guarantees the proper use of corporate software, ensuring that all IT programs are used in compliance with their respective usage licenses and that no software is installed, duplicated or distributed without authorization or contractual coverage.

Recipients are obliged to respect the legitimate industrial and intellectual property rights of third parties, abstaining from the unauthorized or improper use of protected works, inventions or marks, in the awareness that breach of these rights may entail serious legal and reputational consequences for the Company.

In particular, the Company does not permit the use of intellectual property without the Italian Society of Authors and Publishers (S.I.A.E.) stamp or which bears an altered or counterfeit stamp, or the appropriation, reproduction or distribution of programs, databases, multimedia content and, in general, protected intellectual property.

Likewise, Menarini IFR prohibits all activities involving the manufacture, marketing or distribution of products bearing counterfeit trademarks or which are covered by patents or other exclusive third-party rights, without legitimate entitlement.

cc) Protection of the Company's reputation and responsible use of Social Media

The image and reputation of Menarini IFR represent an intangible asset which Recipients are obliged to protect through conduct consistent with the corporate values and which respects the applicable regulations.

Recipients must use social media with a sense of responsibility, bearing in mind that the content shared on the web can affect the Company's image and reputation.

It is important to refrain from spreading confidential information, data which are not public or content which may be offensive, discriminatory or otherwise harmful to the organization, to colleagues or to third parties.

dd) Confidentiality of Information

Recipients must keep all data, news and information they become aware of as a result of their respective roles strictly confidential, even after their employment has ended. More specifically, they must avoid disclosing this information or using it for their own speculative purposes or those of third parties.

Furthermore, Recipients 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.

Any information, data or document which Recipients may become aware of while performing their duties within the Company is the exclusive property of the Company. Merely by way of example, all ideas, formulas, techniques, inventions, programs and similar information constitute confidential information which is 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 enterprise's organization and production methods, and on using it in a manner which could be harmful to it, Personnel are specifically obliged to:

- collect and process only the data necessary and appropriate for the purposes directly related to their own role;
- operate with respect for the internal data management and protection procedures;
- store the data themselves in such a way as to prevent other unauthorized parties from learning of them, including through the use of secure IT tools (e.g. passwords);
- communicate the data themselves within the limitations of the procedures and/or with the required authorizations;
- check for the presence of any confidentiality constraints on information concerning Third-Party



Recipients and, if necessary, obtain their consent.

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

ee) Protection of privacy

Menarini IFR protects the privacy of Recipients and of all parties with which it has dealings, with complete respect for the applicable regulations concerning the protection of personal data.

To this end, Menarini IFR adopts the appropriate organizational, technical and procedural measures to guarantee the protection of personal data, in accordance with the principles of legality, fairness, transparency, and the minimization and limitation of storage.

Personnel are required to maintain transparent and collaborative relations with the Data Protection Authority, ensuring respect for the obligations regarding notification, communication and consultation, as well as for all other applicable regulatory provisions, and to guarantee observance of any instructions issued by the Authority itself and of any prohibitions or restrictions it may adopt.



4. Principles and rules of conduct in relations with employees and collaborators

a) Value of Human Resources

Human resources are the main factor underpinning corporate development.

The management of human resources is based on respecting each individual as a person and as a professional, with absolute respect for the applicable regulations.

Menarini IFR is aware that the high levels of skill, commitment and dedication among its collaborators are essential, decisive factors in the pursuit of the Company's objectives.

For this reason, the Company facilitates the professional growth and development of Personnel, encouraging their acquisition of new skills and expertise and protecting the moral, physical and psychological integrity of Personnel.

b) Responsibility in relation to corporate objectives and the ethical rewarding of merit

Menarini IFR's corporate objectives are focused on results which are achievable, specific, concrete, measurable and time-bound, in order to guarantee transparency and sustainability and to prevent inducements to illicit conduct or conduct which is contrary to the ethical principles of this Code.

Menarini IFR undertakes to recognize 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.

c) Value of Training

Menarini IFR recognizes the importance of training as a fundamental factor in increasing the skills of



personnel and the value of the business, guaranteeing the creation of opportunities for development and professional growth through coaching, training, and appropriate training tools.

d) Fairness in selecting personnel

Menarini IFR condemns all forms of intercession, patronage and favoritism.

The factors considered in the selection of Personnel are utmost technical professionalism, moral integrity, and ability to act in compliance with the ethical principles and rules of conduct promoted by this Code.

e) Respect for regulations on worker residence permits

Menarini IFR's activities are based on absolute respect for the law and on protecting the dignity of each person who works within or on behalf of the Company.

With that in mind, the Company considers respect for the regulations regarding immigration and the residence of foreign workers an essential precondition for the establishment and maintenance of any working or collaborative relationship.

In particular, Personnel are required to ensure:

- 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.

f) Protection of the Individual

Menarini IFR recognizes the need to protect personal freedom in all its forms and rejects every manifestation of violence, coercion or discrimination.

The Company promotes respect for the individual in the working environment and is committed to spreading an organizational culture based on mutual respect, listening and appreciation for diversity.



A. MENARINI
INDUSTRIE FARMACEUTICHE RIUNITE

A. MENARINI IFR
Code of Ethics

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Mod. 05/2023-1

5. Principles and rules of conduct in relations with patients

The business activities pursued by Menarini IFR 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 products which are the fruit of advanced scientific study;
- comply with national and international Good Manufacturing Practice (GMP) and Good Distribution Practice (GDP) principles. Specifically, GMP refers to a collection of standards which establish the technical and methodological criteria necessary to guarantee the quality of the product being manufactured, while GDP refers to the standards aimed at ensuring the quality of medicines along the distribution chain;
- introduce products to the market which are exclusively aimed at protecting the physical integrity and health of patients;
- pay particular attention to safety aspects when evaluating products;
- 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;
- promptly flag any circumstances which could compromise the safety or reliability of products.



6. Principles and rules of conduct in relations with the majority shareholder, the market and competitors

a) Protection in relations with the majority shareholder and the Market

Menarini IFR ensures a fair balance between the powers of management and the interests of the majority shareholder and all other stakeholders, guaranteeing the utmost transparency and the knowledge of the market about management decisions and corporate events.

The Company defines, implements and progressively updates an articulated and homogeneous system of rules of conduct aimed at governing the internal organizational structure and relations with shareholders and with third parties, in compliance with the most advanced national and international standards of corporate governance.

This approach aims to bolster the Company's reputation for reliability and transparency, encouraging the trust of the Market and of stakeholders.

Menarini IFR also undertakes to guarantee shareholders the opportunity for informed participation in the decisions that they are responsible for, by providing timely, complete and understandable information in full compliance with the applicable regulations.

b) Corporate information and “price-sensitive” information

Menarini IFR ensures the proper management of corporate information, with specific reference to inside (so-called “price-sensitive”) information, ensuring that it is processed by Personnel with the utmost confidentiality and in full accordance with the applicable regulations.

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, as well as from unduly disclosing such information and/or from recommending their use by third parties.



c) Ban on market manipulation

The Company promotes competition based on quality, research and ethics, recognizing that respect for the rules of the market is an essential condition for guaranteeing patients access to safe, effective and innovative treatments.

Recipients are prohibited from engaging in any conduct, including through the use of AI systems, which could constitute market manipulation. Specifically, they must not:

- spread false information or carry out simulated transactions or other forms of artifice, including through the use of AI, which are liable to provoke a significant alteration in the price of the financial instruments traded on regulated markets.
- carry out 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.

d) Protection of Share Capital and Creditors

Menarini IFR's conduct is geared towards safeguarding the integrity of its share capital, protecting the creditors and third parties who establish relationships with the Company and, in general, towards the transparency and propriety of the Company's economic and financial operations.

Therefore, within their respective remits, Recipients are obliged to:

- ensure full compliance with the legal standards and internal corporate procedures of reference;
- behave correctly, transparently and cooperatively in all activities aimed at preparing the financial statements and other corporate communications required by law and addressed to shareholders or to the public, in order to provide truthful and accurate information on the Company's economic, equity and financial position;
- 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 the 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 and financial data by management and persons subject to their direction and control is permitted. Therefore, all Recipients 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.

More specifically, every operation must be adequately documented and recorded in order to enable:

- 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.

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

e) Protection of relations with competitors

Menarini IFR recognizes the value of fair and transparent competition as an essential factor in the correct functioning of the market, and undertakes to operate with the utmost respect for antitrust legislation and the principles of professional propriety. In relations with competitors, it is strictly forbidden to enter into understandings, agreements or concerted practices with the intention or effect of limiting or altering competition. By way of example, these include price-fixing, market-sharing, the coordination of



commercial strategies or the exchange of sensitive information. The Company shall also abstain from behavior which is derogatory, misleading, or liable to gain an undue advantage to the detriment of its competitors. It shall protect the confidentiality of its own information and that of third parties, refraining from the use of data obtained unlawfully or in a manner not compliant with the principles of this Code of Ethics. All interactions with competitors must be characterized by transparency, legitimacy and autonomous decision-making, in compliance with the applicable laws, the rules of the market and the values of integrity and responsibility that guide the Company's actions.

f) Accounting and fiscal control and transparency

All acts relating to the management of Menarini IFR must be represented clearly, fully and truthfully in the accounts, in accordance with the legal standards and internal corporate procedures.

All operations performed are inspired by the following principles:

- legitimacy in terms of substance and form;
- maximum management propriety;
- completeness and transparency of information;
- clarity and truthfulness of accounting records.

Internal company procedures regulate the performance of every operation and economic transaction, including reimbursement of expenses to Personnel, 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.

Moreover, accounting documentation must be easily traceable and logically organized.

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, in any case, 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.

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.

g) 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.



7. Principles and rules of conduct in relations with Institutions, Authorities and Associations

a) Propriety, integrity and collaboration in relations with Public Institutions and Authorities

Menarini IFR pursues the goal of the utmost integrity, propriety and transparency in relations with Public Institutions, the competent Authorities (regulatory, judicial and administrative) and, more generally, with the Public Administration, in order to guarantee maximum clarity in institutional relations.

Without prejudice to what has already been indicated in the general ethical principles, Menarini IFR also undertakes to adopt all appropriate measures to provide the cooperation requested by such institutional bodies, in compliance with the applicable regulations, as well as to provide them with all the information requested, in a complete, correct, adequate and timely manner.

The Company, recognizing the value of the judicial and administrative function, prohibits any behavior aimed at or liable to interfere with the investigations or assessments carried out by the competent Authorities and, in particular, any behavior aimed at obstructing the search for the truth, including by inducing persons called upon by the Judicial Authority not to make a statement or to make a false statement.

The practices of negotiating and/or renegotiating drug prices based on untruthful data or indices are also prohibited.

b) Political and trade union organizations and the promotion of non-profit activities

Menarini IFR refrains from providing any form of direct or indirect support to political parties, movements, committees or political and trade union organizations, or to their representatives or candidates.



Moreover, the Company abstains from financing associations, events or congresses for the purposes of political propaganda.

On the other hand, Menarini IFR permits contributions and donations to bodies and organizations with social, moral, scientific and cultural purposes, provided that the initiatives in question comply with the principles of this Code and of the law, as well as having prior authorization and adequate documentation pursuant to the relevant corporate procedures.



8. Principles and rules of conduct in relations with customers, suppliers and consultants

a) 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.

Furthermore, the Company guarantees absolute equality in its treatment of customers in the provision of its services and marketing of its products.

b) Correctness 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 services offered and products marketed.

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.

c) 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.



d) Responsibilities with suppliers and consultants

The Company conducts its relationships with suppliers and consultants with the utmost propriety and transparency, in compliance with the applicable legislation and regulations, as well as with this Code and the internal procedures.

Moreover, such relationships must be guided not only by the competitiveness of their services, but also by the absence of incompatibilities and conflicts of interest, the provision of equal opportunities, propriety, impartiality, fairness, and the ability to guarantee complete respect for this Code.

With particular regard to tenders, procurement and supplies of goods or services in general, Personnel are obliged to:

- respect the internal procedures regarding the selection and management of relations with suppliers and consultants;
- refrain from denying any supplier that has the necessary prerequisites the opportunity of bidding to supply the Company;
- comply and ensure compliance with the contractual conditions;
- encourage the cooperation of suppliers in order to constantly meet the needs of the Company's customers in terms of quality, cost and delivery times;
- give preference to the use of products and services supplied by companies within the Group, provided the conditions are competitive, where possible and in accordance with the applicable legislation;
- maintain open, honest and constructive dialogue with suppliers and consultants;
- report any problems arising with suppliers and consultants to their immediate superiors.

e) Adequate selection and qualification of suppliers and consultants

In order to guarantee compliance with the ethical principles outlined above, the selection and qualification of suppliers and consultants must adhere to objective, transparent and verifiable criteria.



In accordance with the applicable laws and the procedures adopted, this process is based on documented assessments of professional respect for ethics, economic and financial reliability, competitiveness, the quality of the work provided and/or services offered, the availability of adequate resources, means and organizational structures, and the economic conditions applied.

During the selection process, no undue pressure or influence will be permitted or tolerated aimed at favoring one supplier or consultant over any others.



9. Internal control

It is Company policy to promote awareness of the existence and importance of internal controls at all levels of the organization, as well as to spread a corporate culture geared towards actually implementing them.

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

In fact, a constant commitment to promoting and strengthening internal controls is a crucial factor in Menarini IFR's integrity and sustainability strategy, as well as an essential precondition in preserving the trust of patients, institutions and the community.

Specifically, Personnel are required to know, respect and apply the corporate procedures which are part of the Company's internal control system and which regulate the processes for which they are responsible or in which they are involved.

Moreover, every level of the organization and every corporate department is responsible for contributing to the creation, maintenance and constant improvement of the internal control system, within their own remit.

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



10. Implementation and Monitoring Compliance with the Code of Ethics

10.1. Distribution of the Code of Ethics and Training

Menarini IFR undertakes to ensure the complete dissemination of this Code both within and outside the Company.

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

- the distribution of the Code to all members of the Corporate Bodies and to all Personnel;
- the help necessary to interpret and clarify the provisions contained in the Code;
- the preparation of adequate verification systems aimed at ensuring the actual observance of the Code.

In particular, the training initiatives on the principles of the Code of Ethics are promoted and monitored by the Supervisory Board, which is responsible for overseeing the actual implementation of the Model, in collaboration with Menarini IFR's Global Training Department.

These initiatives include a diverse range of content and methodologies, based on the roles and responsibilities of the participating resources. The training will be more intense and more in-depth for those qualified as "top-level persons" by the Decree and, in general, for those operating within processes characterized by a higher risk of the commission of crimes pursuant to the Model.

With particular reference to Third-Party Recipients and, in any case, to any other external stakeholders, the Company shall also:

- publicize the Code of Ethics through the company's information systems;
- inform these subjects about the commitments and obligations imposed by the Code of Ethics;
- require them to comply with the Code of Ethics;
- ensure they sign clauses and/or other statements and/or other attachments to the relevant



contracts, aimed on the one hand at formalizing the commitment to comply with the Model and Code of Ethics, and on the other, to regulate the contract-based penalties that will be applied subsequent to an infringement of this commitment. The Company shall also ensure the definition and continuous updating of such clauses.

Any doubts concerning the application of this Code must be promptly discussed with the Company's Supervisory Board.

10.2. Effective implementation of the Code of Ethics

In order to ensure the effective implementation of the Code, Company Management is specifically required to:

- behave with integrity, loyalty and a sense of responsibility towards the Company;
- provide an example to Personnel with their own behavior;
- be aware of and scrupulously comply with legislative, regulatory and ethical provisions issued in the pharmaceutical and health sector;
- ensure compliance with the laws concerning proper and transparent company management;
- ensure compliance of the Code among employees;
- work to ensure that Personnel are always mindful of the principles of the Code, and aware that compliance with the said principles forms an integral part of their work duties.

Moreover, all Recipients must, in all cases:

- refrain from behavior that is contrary to the roles stipulated in the Code;
- 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.

To this end, Recipients may ask the SB at any time for clarifications regarding the correct interpretation of the Code, with reference to the compliance of certain behaviors with the principles of the Code and of the Model.

10.3. Duties of the Supervisory Board

Under the terms of the Decree, the task of monitoring the operation of and compliance with Organization, Management and Control Models is entrusted to the Supervisory Board.

Therefore, oversight of the actual implementation of and respect for this Code — which, as already mentioned, is an integral part of Menarini IFR's Model — also rests with the SB. Among other things, the latter is responsible for:

- making available every possible instrument of knowledge and of support in order to facilitate the correct interpretation and application of the provisions contained in the Code;
- monitoring the need to update the Code, producing proposals for adapting and updating it;
- promoting and monitoring the Company's implementation of communication and training activities on the Code;
- providing its observations in relation to any ethical issues that may arise in connection with the company's decisions, as well as regarding any alleged violations of the Code that it becomes aware of;
- reporting any violations of the Code to the appropriate corporate bodies and verifying the effective implementation of any measures imposed.

Among other things, the SB supervises the compliance of the Whistleblowing System with the legal provisions pursuant to Italian Legislative Decree 24/2023 and its proper and effective functioning, aimed at receiving and managing the reports subject to **Whistleblowing** provisions.



In order to enable the SB to carry out the aforementioned supervisory activities, the Company has set up periodic and event-driven information flows to the Supervisory Board, which are regulated and fully described in the Statute of the SB, an integral part of the Menarini IFR Model.

Upon receipt of a report relevant under Italian Legislative Decree 24/2023, the SB is obliged, in particular, to take action such as to ensure that the persons concerned are not subject to retaliation, discrimination or other forms of 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.

10.4. Violations of the Code of Ethics and Relative Sanctions

Violations of the rules and principles contained within this Code of Ethics constitute a particularly serious matter, as they undermine the fundamental values on which the integrity, reputation and reliability of the Company are founded.

Such conduct, therefore, is punished with the utmost severity, in accordance with the provisions of the Company's Disciplinary System, which is referenced in full.

10.5. Reporting Possible Violations of the Code of Ethics

Should any Recipient become aware of a fact and/or circumstance liable to constitute a potential violation of the Model adopted by the Company — including the Code of Ethics — and/or possible offences pursuant to the Decree (hereinafter also referred to as “**231 Violation(s)**”), they are required to promptly notify the Board thereof, in compliance with the provisions of the Statute of the Supervisory Board, which is also an integral part of this Model.

In particular, 231 Violations may be forwarded, also anonymously, to:

- the email address of the Supervisory Board: odvmenarini@menarini.it;
- the postal address: Supervisory Body A. MENARINI Industrie Farmaceutiche Riunite, Via Sette Santi no. 3, 50123 FLORENCE (FI), Italy;



- the channel provided for by the Whistleblowing System adopted by the Company, which can be accessed here: (<https://secure.ethicspoint.eu/domain/media/en/gui/107409/>) and which is summarized in the General Part of the Menarini IFR Model, to which reference is made.

10.6. Policy of Non-Retaliation

The Company prohibits and shall punish, in accordance with the contents of the Disciplinary System, any retaliatory, discriminatory or penalizing behavior towards anyone who, in good faith, reports a violation of this Code, a violation of the Model and/or an offence relevant pursuant to the aforementioned decree, or who otherwise reports potentially illicit conduct through the Whistleblowing system implemented by the Company as updated, where the said report falls within the scope of application of Italian Legislative Decree 24/2023.

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

To this end, Legislative Decree 24/2023 provides the possibility for whistleblowers to inform the ANAC of any retaliation they believe they have suffered as a result of a Report made in accordance with the provisions of the aforementioned decree. The regulation also ensures the nullity of acts taken in violation of the prohibition of retaliation, which can also be enforced in court. Should it be discovered that retaliatory action has been taken against a Code Recipient who made a Whistleblowing Report, appropriate measures will be taken, even if it turns out that the report was originally unfounded. The Disciplinary System provides for appropriate penalties for those who make unfounded reports with malice or gross negligence.

Anyone who thinks they may be the subject of retaliation, or who is aware of retaliatory action taken against others, may make a report through the Corporate Channel.

In the latter case, the Corporate Channel Manager shall offer appropriate support to the whistleblower, among other things informing him/her of the option of addressing the report on the retaliation suffered to ANAC so that the right to the protections and guarantees provided for by the provisions of Legislative Decree 24/2023 may be effectively guaranteed.



A. MENARINI
INDUSTRIE FARMACEUTICHE RIUNITE

A. MENARINI IFR
Code of Ethics

A. MENARINI INDUSTRIE FARMACEUTICHE RIUNITE S.R.L. - SEDE: VIA SETTE SANTI, 3 - 50131 FIRENZE - TEL. +39 055 56801 - FAX +39 055 582771 - PEC: menarini@legalmail.it
CAPITALE SOCIALE €150.000.000,00 I.V. - C. F. / P. IVA E REG. IMPRESE 00395270481 - R.E.A. FIRENZE 7874

A. Menarini Industrie Farmaceutiche Riunite S.r.l. è l'azienda capogruppo del Gruppo Menarini. Visita il sito internet WWW.MENARINI.COM

Mod. 05/2023-1



CODE OF ETHICS

Appendix



A. MENARINI
INDUSTRIE FARMACEUTICHE RIUNITE

A. MENARINI IFR
Code of Ethics

A. MENARINI INDUSTRIE FARMACEUTICHE RIUNITE S.R.L. - SEDE: VIA SETTE SANTI, 3 - 50131 FIRENZE - TEL. +39 055 56801 - FAX +39 055 582771 - PEC: menarini@legalmail.it
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1. Introduction

This Appendix to the Code of Ethics of A. Menarini Industrie Farmaceutiche Riunite S.r.l. (“**Menarini IFR**” or the “**Company**”) has been prepared in order to translate the provisions, principles and rules of conduct contained in the Farindustria Code of Conduct, which is recognized as the central point of reference for the entire pharmaceutical sector and as a tool to guarantee the correct performance of industrial, promotional and scientific activities, into the context in which the company is active.

As such, the Appendix represents an integral part of the Model, being a structural element of the Code of Ethics — a tool which, as is known, aims to ensure that all the Company’s relationships and interactions with its internal and external stakeholders live up to the highest standards of ethics, transparency, legality and professional responsibility.

This Appendix should be understood as applying to the same Recipients as the Code of Ethics, who are bound to familiarize themselves with its contents and to abide strictly by the provisions therein.

The Appendix, therefore, has been designed as a self-regulatory instrument for the purpose of guiding the everyday conduct of all those who act in the name and on behalf of the Company, guaranteeing that corporate and professional choices are always in line with the values of propriety, independence and protecting the public health.

a) Direct Scientific Information

I. GENERAL PRINCIPLES

In general, and with specific reference to the need to prevent the commission of the crimes indicated in Italian Legislative Decree 231/2001 (the “**Decree**”) there is a prohibition on Menarini IFR employees within the area of direct scientific information, including top-level and other managers (hereinafter referred to as the “**Personnel**”) — for the specific profiles regarding the activities and organization of Menarini IFR — conducting themselves in ways or implementing initiatives which do not comply with the Farindustria Code of Conduct, with the Farindustria Guidelines on pharmaceutical sales activities, or with the applicable corporate procedures, or which are intended or potentially liable to influence the free decisions of healthcare

professionals. Such conduct and initiatives include giving incentives of any type or handing out educational, scientific or promotional material.

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 email, automatic calling systems and other digital communication methods for the distribution of promotional material with the exception of cases in which documented prior consent is obtained from the doctor to which the material is sent.

II. INFORMATION 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 verify that the information material regarding the products marketed by Menarini IFR, which is prepared by the Company for the purposes of scientific information activities with doctors, makes reference to the official documentation provided by the Authority upon registration of the products, or that subsequently approved by the latter in accordance with applicable legislation.

Where scientific information activities are carried out via IT, electronic or telephonic means, including through qualified third parties, the same legislative provisions defined by applicable law and the Farmindustria Code of Conduct regarding scientific information must be fully observed, to the extent that they apply to the Company.

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.

III. PROMOTIONAL MATERIAL

With regard to scientific information activities 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 (in line with the applicable national and regional legislation) and must be non-fungible and linked to the activity carried out by the doctor and pharmacist.

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.



IV. 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 favor 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.

With regard to donations, loans for use and acts of liberality relating to instruments strictly related to the medical profession, these can only be made in favor of university institutes, hospitals, nursing homes and Public Health Organizations operating in the area (UCCP, Case health / MGI / PTA or similar) in compliance with the administrative procedures of the Body and the regulatory framework that governs them.

Outside the scope of clinical trials, donations or loan for use relating to fungible instruments - with different or alternative methods of use with respect to the diagnostic or therapeutic purpose - such as smartphones, smartwatches, tablets are not permitted to the aforementioned structures. or similar, to be assigned to doctors for personal use outside the facilities or to be given to patients.

V. ADVERTISING OF MEDICINAL PRODUCTS

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

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

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.

VI. 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 Medical Representatives (“**Medical Reps** or **Med Reps**”) following a prior written request from the doctor carrying the date and the doctor’s stamp and 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. Medical 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.

b) Congress Events, Visits to Company Laboratories, Professional Development Courses and Investigator Meetings

I. GENERAL PRINCIPLES

Personnel must observe applicable legislation, as well as the provisions of the Farindustria Code of Conduct (exclusively within the areas relevant to the Company) and applicable corporate procedures relating to conferences, congresses and scientific meetings on subjects pertaining to the use of the medicinal products. These represent an opportunity for the industry and healthcare professionals to meet, and are attended by a range of participants.

As part of the sponsorship of CME congress events, it is specifically forbidden to identify and appoint the speakers and moderators directly or indirectly, as well as to interfere with the scientific contents of the said congress event, in accordance with the regulations applicable to these types of events.

Exclusively in cases where medical specialists employed by public bodies or affiliated private facilities are invited to CME congress events, the invitation — even if managed by the sponsoring company — must not be addressed to an individual and must be sent by the Company to the competent public body/affiliated private facility at least 60 days before the date on which the CME congress event begins. The invitation can be nominative only in cases where the indication of the healthcare worker is required by the public body / private facility under which the healthcare worker provides their activities and for which the body provides express



authorization. Moreover, the invitation must specify the costs incurred by the Company for hospitality and must attach the scientific program for the event. If no reply has been received from the public body/affiliated private facility with 30 days to go before the CME congress event is held, MENARINI IFR will be tacitly authorized to invite the healthcare professional it has identified, without prejudice to any more restrictive provisions adopted by the public body/affiliated private facility for which the healthcare professional works.

When inviting a doctor to a conference or a congress, Personnel must acquire — at the same time as the doctor's agreement to take part in the event — his or her express consent to the processing of personal data (name, specialization and declared compliance with applicable legislation regarding the obligation to notify any health associations to which he/she belongs of sponsored participation in congress events), and to the potential communication of these data to the Farmindustria Supervisory Committee for the sole purpose of enabling the monitoring of ethical conduct during the specific conference, congress or symposium in question.

The participation of the Company in conferences must be connected to its role in the sectors of research, development and scientific information activities 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 or meetings 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 Farindustria.

In the event that Menarini IFR organizes an event directly, it shall furnish this information along with the justified scientific, logistical, and organizational reasoning for the choice of location, in the context of a possible investigation.

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 venues which run counter to the principles of the Farindustria Code of Conduct due to the type of services they offer. By way of example, this is the case for: resorts, ships, castles outside of city centers, rural retreats, farm-tourism structures, golf clubs, museums, stadiums, aquariums, thermal-bath centers or accommodation that offers well-being or spa treatments as a core service.

Events held through electronic means, such as web meetings and e-meetings, may not provide any form of hospitality, and no constraints on the duration of the work apply.

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.

Events carried out in hybrid mode, i.e. which participants are expected to attend both in person and via the web, shall be governed by the following principles: *i)* Presence in person — please refer to the provisions set out in subparagraph V of para. b); *ii)* Participation via the web — please refer to the provisions set out in subparagraph VII of para. b) of this document.

This rule applies to both speakers and learners and is valid for all events (CME and otherwise).



II. CONGRESS 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 15 December to 31 March and from 15 June to 15 September 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.

III. 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. Such events shall be held in locations such as hospitals, universities, foundations of scientific and conference rooms that ensure scientific dignity.

Personnel must implement these principles and guarantee compliance.



IV. 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 Farindustria Code of Ethics for national events, described in detail in the following section.

Personnel must implement these principles and guarantee compliance.

V. INTERNATIONAL AND NATIONAL MEETINGS

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.

Hospitality must not extend beyond the period from twelve hours before the start of the Conference to twelve hours after the end of it, and must remain of secondary importance with regard to the technical and scientific purpose of the event.

Any hospitality costs borne by the Company may concern general practitioners, 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.

This provision is not applicable in the case of 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 days of the Congress, hospitality offered by Menarini IFR may also include meals and drinks up to a maximum of € 70 per Healthcare Professional per meal, for events taking place in Italy.

For events held abroad, reference shall be made to the economic threshold established by the Code of Conduct of the country hosting the event, where identified. In any other case, the limit remains fixed at €70 for events held abroad as well.

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

Personnel must implement these principles and guarantee compliance.

VI. 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. Gadgets may carry the name of the medicinal product and/or the active ingredient and/or the company name Menarini IFR.

VII. PROFESSIONAL DEVELOPMENT AND WEB TRAINING

Menarini IFR may sponsor medical scientific training and professional development initiatives provided using digital platforms such as web meetings, e-meetings or distance training (DT) and similar events.

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.

The initiatives in question may not provide any form of hospitality and are not subject to any limit of duration.

VIII. PROFESSIONAL DEVELOPMENT 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 professional development 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 structures) with a scope strictly tied to healthcare management directly related to drugs, on the condition that such initiative 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 such cases, the Company must not offer any hospitality except 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 such cases, the Company may pay for travel and hospitality expenses for participants with a maximum of one night's accommodation.

IX. SATELLITE SYMPOSIUMS

If the Company organizes satellite symposiums alongside congress events in Italy or abroad, Personnel must respect the provisions of applicable legislation and Codes of Conduct regarding Conferences and Congresses and, as applicable, legislation regarding 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.

X. VISITS TO COMPANY LABORATORIES

Healthcare Professionals may visit company laboratories on condition that appropriate time is dedicated to information-training within the framework of the visit, that the duration of the visit does not exceed the period of one day, that the hospitality offered is limited to a period of time not in excess of twelve hours prior to and



immediately successive to the conclusion of the initiative and that its character shall not be such as to compromise the technical purposes of the visit.

For such visits, the Company may only provide the healthcare professionals invited with air travel in economy class and accommodation at hotels with no more than four stars. Moreover, no hospitality of any kind can be offered, in any circumstance, to any accompanying persons. The organization of any type of social, cultural or tourist initiative, including gala dinners, is prohibited.

XI. INVESTIGATOR MEETINGS

Investigator Meetings – i.e. study meetings for pre-clinical, clinical or observational trials – organized by the Company, must have a number of participants which is in proportion with the number of Centers involved in the study, must be aimed at the formulation of a protocol for submission to the Local Ethical Committee or validated by a specific protocol already submitted to the same Local Ethical Committee and must be free from any promotional outcome.

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 be flown business class. This provision is not applicable in the case of Investigator Meetings regarding observational studies.

XII. INTERACTIONS WITH OTHER NON-PRESCRIBERS INVOLVED IN PATIENT CARE

The Company may provide training and information activities for non-prescribing parties involved in patient care, provided that these activities have no promotional purpose and the information processed is connected

to the role of these subjects in the patient management process, in clinical research and in the correct and safe administration of the treatment.

The use of the package insert, and of the materials made for the purpose of minimizing the risk of the use of medicines, is permitted so long as these are used in the format and, where applicable, in the manner authorized by the regulatory Authorities.

Any form of advertising as defined pursuant to Legislative Decree 219/2006.

Participation in events, courses and congresses is permitted, in compliance with the legal limits only for initiatives having issues not related to medicines pursuant to art. 124, paragraph 9, Legislative Decree 219/2006.

Any hospitality offered by companies to such non-prescribers may only relate to CME events in Italy, and must comply with the limits and principles set out in para. b) of this document in relation to conventions and congresses and — if they are public employees — must respect the regulations put in place by the Bodies to which they belong. Outside of the context of CME, all other benefits in favor of non-prescribers involved in patient care are subject to a limit of 150 euros per year, also in accordance with the provisions of Italian Presidential Decree 62/2013 art. 4.

XIII. INFORMATION TO THE PUBLIC

The Company may reactively provide the public with information on products through personnel not belonging to commercial or marketing areas, provided that such information is not commercial in nature, concerns the correct preparation and administration of the drug, supports citizens with information in response to specific questions about the product (e.g. the presence or absence of allergens which are not included on the package leaflet, the product's stability data), and is present in current, referenced sources such as, specifically, the package leaflet and other documents scrutinized by the Regulatory Authorities or the institutional websites of Regulatory or Governing Authorities.

Reactive communication activities must be adequately traced, documented and filed.

It is possible to insert information including the commercial name and the full and literal reproduction of the package leaflet in static digital format, including by means of a QR Code with prior authorization from AIFA, as well as the faithful reproduction of the medicine/device packaging on the company's publicly accessible websites, provided that such information has not been subject to selection or reworking and is contained in a



specific part of the website, exclusively accessible through an active search action by the user who wants to obtain it.

In any case, it is forbidden to provide therapeutic consultations or treatment recommendations, referring the patient/caregiver to the attending doctor.

All direct or indirect conduct for promotional purposes is prohibited, remaining forbidden under the Farindustria Code of Conduct.

XIV. INFORMATION OTHER THAN DRUG PROMOTION

Any interaction which does not fall within the scope of drug promotion must be carried out in compliance with the law and applicable regulations, guaranteeing the prohibition on carrying out any form of advertising of the drug, as defined pursuant to Italian Legislative Decree 219/2006.

Further detailed requirements applicable to specific non-promotional interactions are provided below.

Access and institutional affairs

During the life cycle of the medicine, it is possible to carry out institutional activities, access or further non-promotional interactions with institutions and health professionals with the aim of ensuring the accessibility of medicines to treatment.

The use of materials with pharmaco-economic contents or related to the value of the product is allowed, understood in its meaning of economic advantage and savings for the health system, as well as in terms of health policies, pathology and patient journeys provided that these are differentiated by form and content from those used for promotional activities and do not contain promotional elements.

Account management

It is possible to carry out activities aimed at ensuring the application of commercial policies through interactions with public or private counterparties involved in medicine procurement processes.

The use of price lists as materials is allowed as long as they do not contain promotional elements.

Scientific exchange

Through the medical affairs staff, it is possible to carry out activities aimed at mutual sharing of data and non-promotional information on issues related to the healthcare context and its dynamics towards healthcare professionals.



In particular, the proactive sharing of data and insights connected to clinical practice as well as factual and non-promotional information relating to the company pipeline or connected to the access activities of new products such as, by way of simplification, the information contained in institutional sites or registers is allowed. managed by public bodies / institutions, indexed independent publications or non-promotional congressional acts relating to national or international events.

Other types of information relating to company products may be provided to healthcare professionals only on a reactive basis and upon specific unsolicited request.

c) Relations with professionals in the healthcare sector, healthcare organizations and third parties

Compliance with ethical standards and respect for applicable laws are recognized as being essential for medical technology departments to develop and sustain collaborative relationships with professionals in the healthcare sector.

Menarini IFR is committed to implementing ethical business practices and maintaining socially responsible conduct in relation to interactions with professionals in the healthcare sector. Furthermore, it undertakes to respect the obligation of professionals in the healthcare sector to make independent decisions with respect to clinical-diagnostic practice.

The Company may, directly or through a third party, organize initiatives:

- regarding scientific-clinical updates connected to the product, to clinical procedures or to its business;
- providing updates and higher- or advanced-level training on technical, regulatory, healthcare management-organizational and/or socio-political issues related to the medical devices marketed;
- for the protection of people's physical and mental health and well-being, as well as promoting a culture of prevention.

I. SCIENTIFIC CONSULTANCY

In the context of scientific collaboration between Menarini IFR and the scientific community, Personnel must respect applicable legislation, the provisions of the Farindustria Code of Conduct (to the extent relevant) and the applicable corporate procedures.

Collaboration may also be launched through scientific consultations, 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;
- definition of remuneration for the services offered according to beneficial economic criteria and reflecting the market value of the services. 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.

II. SCHOLARSHIPS

In cases in which collaboration between the Company and the scientific community is also initiated through scholarships, the said scholarships shall concern a project of major scientific interest with specific and measurable goals. They must be subject to the prior conclusion of a specific agreement with the facility where the beneficiary is active, in which all applicable conditions shall be indicated. They must also be one-off in



nature, not habitual, and cannot be repeated with the same Operating Unit/Department within the following three years.

This time limit does not apply, therefore, in the case of different Operating Units / Departments, even if they belong to the same Hospital Structure. The decision-making aspect for granting scholarships must be reserved for the company's top management.

By June 30th of each year, the Company is obliged to publish the list of scholarships awarded for each individual Center in the previous calendar year on its website, together with the economic value of each individual loan.

III. 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:

- 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;
- before the request for services and the definition of contracts with future consultants, a legitimate need for the services has been clearly identified;
- 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;
- the number of healthcare professionals involved is not greater than the number reasonably necessary to meet the needs identified;



- services provided by consultants are documented and appropriate use is made of the relative documentation;
- 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.

IV. 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.

V. CLINICAL TRIALS AND PRODUCT-RELATED STUDIES

Any scientific research or clinical trials promoted, either by the Company or by any entities to which Menarini IFR may provide external support, must always be guided by genuine scientific interest, aimed at the development of clinical procedures or the clinical evaluation of products.

Personnel must verify that a written contract has been formed with the Bodies involved in the Study; that the Study Protocol has been approved by the Medical Department; that the remuneration is set based on the criteria of cost-effectiveness and the market value of the work carried out; and that the PSRs are not involved in the economic and financial aspects.

It is also good practice for the Company to separate the evaluation and decision-making process relating to research projects (e.g. evaluation of interest and opportunity to carry out or support clinical research, selection of research sites, the rotation principle where applicable, etc.) from the promotional and sales processes and dynamics within the corporate organization, and from the commercial organization in general, even if the Body adopts a different approach.

Any fees paid to the body that carries out the research on behalf of Menarini IFR must be determined on the basis of the fair market value principle.

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

The involvement of PSRs in observational studies may exclusively concern logistical issues, with the exclusion of any aspect of an economic-financial nature.

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 the use of the equipment on a temporary basis strictly for the purposes of the trial or training initiative and its return at the end of the trial or initiative.

In the event that the experimentation or study consists of several phases or the Company should conduct, at the same institution, several studies, in close sequence with each other (in which between the end of one study and the beginning of the next no more than 6 months elapsed), the Entity may send a formal request to the company to retain the asset, identifying the duration of the further (or further phase of) experimentation or study and the purposes of using the well, provided that it is stated that the center cannot use the instrument for other purposes during the interval between one trial and the next. The Company will be able to accept this request with a formal response. The maximum duration of the concession to use the asset must not, however, exceed the overall duration of the trial or study. Also, the suitability of use of the asset must be guaranteed for the entire duration of the concession of use of the same. At the end of the study, the return of the property must be expressly documented and made available by the Company upon the 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.

Personnel must respect these provisions and ensure their application.

VI. 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 the same. 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.

VII. RELATIONS WITH PATIENT ASSOCIATIONS AND EXPERT PATIENTS

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;
- any sponsorship of Patient Associations will be transparent and will not have promotional aims;
- the Company will never insert any clause aimed at ensuring that they are the only party sponsoring a specific Patient Association;
- any travel and hospitality will respect the same methods and limits defined in this regard for conferences and congresses;
- a list of any Patient Associations supported will be added on the Company website.

Contracts may be stipulated between the Company and Patient Associations aimed at providing the companies with specific services, for the sole purpose of supporting public health or research. These activities must not have promotional purposes.

The involvement of representatives of Patient Associations — and, subject to the application of a specific segregated approval process, that of “expert patients” — is also allowed, as consultants for services such as



participation on advisory boards. The reasons underlying the activation of consultancy assignments with expert patients must be well defined, documentable and non-promotional, and must serve the purpose of collecting or disseminating information and insights aimed at understanding the needs of patients and their point of view. The activation of these tasks is delegated to non-commercial functions.

Patients are considered “expert patients” who, in addition to having direct knowledge of the disease, have specific skills and experience in aspects related to medicine research and development, regulatory activities or advocacy activities understood as the ability to promote and support the causes and needs of a plurality of patients; these skills must be effective and documentable and may be accompanied by certifications or certificates issued following participation in courses and training programs carried out by qualified and independent third parties.

When assigning tasks to expert patients, the possession of the integrity requirements and the absence of conflicts of interest must also be verified; this verification can also be carried out by means of a specific self-declaration.

In the event of assignment of assignments to individual members of Patient Associations and “expert patients”, companies will be able to support or reimburse, where documented, any travel and hospitality costs necessary for carrying out the assignment in compliance with the provisions applied to travel and hospitality provided for in par. b) of this document.

In the event of assignment of assignments to “expert patients”, a suitable form of remuneration may also be provided, as long as it is reasonable, appropriate and strictly proportionate to the nature and duration of the assignment.

For the management of the services, an agreement or a preventive contract must be signed which specifies the nature, the methods of carrying out the assignment and, where applicable, the criteria for the payment of the services themselves. The need for such services must be clearly identified and documented in the contract.

The contract with expert patients must also include the obligation for the consultant to declare the relationship in place with the pharmaceutical company on all occasions in which he writes or speaks in public on the subject of the consultation.

Each year, the Company must publicize the list of Patient Associations with which service contracts have been stipulated.



Finally, for expert patients, the Company will have to make public in an aggregate form the total amount of transfers of value made as well as, subject to the acquisition of specific consent, the list of individual names involved.

Personnel must respect these provisions and ensure their application.

VIII. PATIENT SUPPORT PROGRAM

Patient Support Program (PSP) is defined as an initiative that has as its purpose the provision, by the pharmaceutical company, of additional services and not substitutes to those of the institution or the NHS for the direct benefit of the patient being treated with a specific medicine already authorized for placing on the market.

The Company will be able to finance a provider to organize a PSP. In this case, the provider may send its specialized, qualified and previously trained personnel to the patient's home or to public or private health facilities, provided that the relationship between the company and the supplier falls within the form of a service contract, therefore without any form attributable to the administration of labor or posting. The Company is, in any case, responsible for the services provided by the external provider in charge.

The program and the material used must not, in any case, be a promotional tool, but only functional to the communication of information necessary for the appropriate use of the medicine.

The duration of the services offered by the PSP must be previously defined and congruous with respect to the identified need and the relative desired benefit for the patient.

The corporate function that has the decision-making responsibility of the PSP must not be commercial and operates under the supervision of the company's compliance function.

The PSP must guarantee the management of pharmacovigilance, the management of privacy, the responsibility for the management of materials, the responsibility for compliance.

The Company must remain extraneous to the processing of personal data of patients involved in the PSP. The Company will only be able to view aggregated data for statistical purposes on the use of the service.



d) Transparency of transfers of value, healthcare professionals, healthcare organizations, patient associations and expert patients

I. OBLIGATION OF TRANSPARENCY

Every year, the Company must document and disclose, by means of a special form, any transfers of value, whether in cash or in kind, made directly or indirectly to healthcare professionals and 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 healthcare professional 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 Farindustria Code of Conduct, meals and beverages, or drug samples.

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

The Recipients undertake henceforth to comply with the obligations regarding transfers of value set forth in Law 62/2022 on *“Provisions on the transparency of relations between manufacturing companies, health care providers and health care organizations”* (so-called Sunshine Act).¹

II. DISCLOSURE OF DATA ON AN INDIVIDUAL AND AGGREGATE 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:

¹ In particular, Article 5 of the Sunshine Act provides for the establishment of the *“Transparent Healthcare”* public register listing all agreements and disbursements in money, goods, services or other benefits made by manufacturing companies in favour of a health sector entity or a healthcare organization with certain characteristics.



- 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 healthcare professionals where the type of service is stated.

To this end, the Company shall do the utmost possible to obtain consensus from the healthcare professionals.

Should the healthcare professional not provide consent to the processing of personal data, the Company shall arrange for the data to be published on an aggregate 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 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 healthcare professional, indirectly and through a healthcare facility or third party, this fact should be disclosed individually when possible, and only once.