

# **ORGANIZATION, MANAGEMENT AND CONTROL MODEL**

**pursuant to ITALIAN LEGISLATIVE DECREE NO. 231/2001**

**OF**

**A. MENARINI FARMACEUTICA INTERNAZIONALE S.R.L.**

**(AMFI)**

## **CODE OF ETHICS**

**Updated 28 MARCH 2023**



*This is an English courtesy translation of the Italian language version of AMFI'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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## I. INTRODUCTION

A. MENARINI FARMACEUTICA INTERNAZIONALE S.R.L., (hereinafter “**AMFI**” or the “**Company**” or “**Business**”) is a Company reporting to the Menarini Group (the “**Group**” or “**Menarini Group**”), an industrial group operating at international level mainly in the pharmaceutical and diagnostic sectors. In particular, AMFI is involved in the sale of medicinal products, medical-surgical devices, cosmetic and hygiene-sanitary products in general, dietary and food, livestock and veterinary products, as well as products that are similar to the aforementioned or components of these, and finally the technology and know-how inherent to the products referred to above.

Currently with a turnover of over three billion Euro and over 17,000 employees, the Menarini Group and its products is present in more than 100 countries worldwide, with five of its researchers ranked among the most cited researchers in the world.

The Menarini Group is the leading Italian pharmaceutical company in the world, a guarantee of internationally recognised quality. The results achieved are proof of the effective strategy focusing on Research, Innovation and Internationalisation, combined with the ability to identify and meet the needs of both doctors and patients.

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

The attention paid to people’s health and well-being that has always formed the basis for the Menarini Group’s mission, has also always guided AMFI’s entrepreneurial activities.

Given the specific nature of the international market in which it operates, AMFI keeps a close eye on the expectations of the community and its customers when conducting its business, with the objective of always guaranteeing the highest quality standards. Furthermore, it has always paid close attention to the ethical aspects of the business and in the scientific training of its employees.

The Code of Ethics encompasses all the principles and rules of conduct that those operating within the Group must comply with. Shareholders, directors, statutory auditors, independent auditors, managers, employees and outsourcers (consultants, agents, service providers) both for the parent company and other companies, must abide by these when carrying out the duties and functions assigned to them.

It is therefore worthwhile reminding everyone that works in the Company or that operates to achieve the Company's goals, without distinction or exception, of the importance of complying and ensuring compliance with these principles in the scope of their functions and responsibilities.

In the knowledge that a pharmaceutical company is assessed not only on the basis of the quality of the medicines it sells, but also on its ability to comply with absolute ethical standards defined by legislation and regulations, through the adoption of its own Code of Ethics, AMFI has the goal of:

- defining and explaining the values and principles underlying its activities and its relations with corporate bodies, Personnel and in general whoever works with the Company or has a relationship with it, e.g. contractors, patients, suppliers, institutions and third parties in general;
- formalising its commitment to conduct itself with integrity, loyalty and propriety;
- specifying to its collaborators the standards of behaviour, the values and responsibilities that need to be carefully complied with in fulfilling their duties.

In particular, the Company bases its conduct on integrity, a value that is not only of moral value, but is also of fundamental importance in order to guarantee the continuity of the Company's action in compliance with the provisions of Italian Legislative Decree 231/2001 (hereinafter the “**Decree**”).

Achieving this objective requires total compliance with applicable Italian legislation, international laws and the laws of the countries where the Company operates, and requires further that its actions adhere to the principles of fair competition, propriety and good faith, respecting the legitimate interests of all stakeholders: customers, the sole shareholder, citizens, employees, healthcare professionals, suppliers, business partners, etc.

To this end, AMFI specifically:

- transparently puts into effect and complies with models of conduct based on autonomy, moral integrity and professional rigour, developing actions consistent with these;
- complies with regulations applicable at EU, national and regional level;
- respects the legitimate interests of patients, suppliers, Personnel and third parties;
- conforms to the principles contained in this Code of Ethics.

Respecting the corporate Code of Ethics is fundamental in developing the organisation of the business and relations between the Personnel and those working with the Company in various capacities, as well as between Personnel and the public in general.

Respecting the corporate Code of Ethics also contributes to rendering the policies and control systems put in place by the Company more effective, and thus influences and guides conduct that may possibly elude control systems.

Finally, respecting the corporate Code of Ethics represents a guarantee of conduct, ensuring formal compliance with the law, but also compliance with the principles of propriety, fairness and transparency towards employees and the Company's various stakeholders.

Observing this Code of Ethics is therefore of fundamental importance for the proper functioning,

reliability and reputation of the Company, and also to avoid any involvement by the Company in possible conduct put in place by its corporate bodies, managers or employees that could have criminal implications.

Under no circumstances can the conviction of acting in the Company's interest justify adopting behaviour that is contrary to these principles, or the procedures governing corporate activities. The prescriptions contained in the Code of Ethics aim to safeguard the prestige and credibility of AMFI with regard to the government, public opinion, the medical community and healthcare professionals in general.

The Company guarantees that this Code of Ethics will be widely disseminated and made known both inside and outside of the Company. Furthermore, with specific reference to the corporate activities governed under EU pharmaceutical sector regulations, AMFI adapts its actions and organisation to the principles and rules of conduct outlined in the European Federation of Pharmaceutical Industries and Associations (EFPIA) and World Pharmaceutical Industries Association (IFPMA) Codes of Conduct.

This Code of Ethics is an official document, approved by the Company's Board of Directors and represents an updated version of the Code of Ethics already applicable within the Company.

### ***1.1 The Menarini Group's Global Code of Conduct and the Group's self-regulatory instruments incorporated in this Code of Ethics***

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

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

#### ***a) Menarini's Global Code of Conduct***

Like all the companies of the Menarini Group, the actions and corporate organisation of AMFI are also subject to the Group's Code of Conduct ("**Menarini Global Code of Conduct**"), a document which sets out the values that inspire the work of A. Menarini IFR (Menarini IFR) and of all MENARINI Group companies worldwide.

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

- integrity in conducting business;



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

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

These provisions are fully incorporated in specific rules of conduct formalised under paragraph III below.

In conclusion, the values, principles and rules of conduct stipulated in the **Menarini's Global Code of Conduct** supplement the content of this Code of Ethics, and especially in the light of the international scope of the Company's activities, must be scrupulously respected by all Recipients of the Model and this Code of Ethics.

#### ***b) Global Policies***

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

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

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

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

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

**c) Menarini Global Anti-corruption Compliance Program ("GACP")**

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

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

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

**d) Corporate Ethics & Integrity Policies**

Furthermore, the Company has adopted Corporate Ethics & Integrity Policies with which it illustrates ethical standards and conduct requirements of the main activities carried out regarding ethical drugs. These Policies regard the following activities:

- Pharmaceutical Sales;
- Events;
- Hospitality;
- Samples;
- Gifts;
- Pharmaceutical Sales Rep Variable Pay;
- Disease Awareness Campaigns;
- Patient Support Programs;
- Fee for Service Arrangements;
- Market Research;
- Patient Access / Market Access;
- Patient Organisations;
- Donations;
- Responsible Communication.

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

### ***e) Global Third Parties' Code of Conduct***

The Global Third Party Code of Conduct (hereinafter also referred to as the "**GTP Code**") contains the values and principles that inspire the Menarini Group's operations worldwide and which Third Parties must adhere to and respect.

The GTP Code — which is available to read in full — is divided into a series of provisions designed to protect:

- integrity in conducting business;
- labour;
- quality;
- health and safety at work and the environment.

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

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

### ***1.2 The AMFI model and purposes of the Code of Ethics***

The Code of Ethics adopted by AMFI forms an integral part of the Model adopted by the Company, containing, inter alia, the general principles and rules of conduct in which it recognises positive ethical value and that all Code recipients must comply with.

### ***1.3 Recipients of the Code of Ethics***

Given that the main purpose of the Code of Ethics is to guide and direct the Company's activities in compliance with ethical principles, it is binding in respect of shareholders, all Directors, Statutory Auditors, the Independent Auditor, and all its employees, including executives and non-executives (hereinafter referred to as the Personnel), as well as being binding on those who, while not employees of the Company, operate directly or indirectly on its behalf, e.g. agents, collaborators in whatever

capacity, consultants, suppliers, business partners (hereinafter referred to as **Third-Party Recipients**).

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

All Recipients are obliged to observe, and according to their competencies, ensure observance of the principles in the Code of Ethics.

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

It is everyone's responsibility, but especially that of directors and managers, to promote the values and principles of the Code of Ethics by assuming responsibility internally and externally and by consolidating trust, cohesion and team spirit, without prejudice to the operational autonomy of individual companies. Every employee of the Company must undertake to comply with the laws and regulations applicable in all the countries where the Company operates. Employees must be aware of the laws and conduct required to comply with them. Every employee is obliged to actively contribute to implementing the Code of Ethics.

Under no circumstances can the claim of acting in the Company's interest justify adopting behaviour that is contrary to the conduct set out in this document.

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.

Furthermore and most importantly, compliance with the provisions of the Code must be considered an integral part of the contractual obligations of Company employees pursuant to and to all effects of articles 2104 et seq. of the Italian Civil Code.

Violations of the provisions in this Code, considered especially serious, harms the relationship of trust with the Company and could result in disciplinary action and compensation for damages, without prejudice to employees' compliance with the procedures under Art. 7 of the Workers' Statute, collective labour agreements and any company regulations.

#### ***1.4 Structure of the Code of Ethics***

The Code of Ethics essentially comprises three parts:

- the first part sets out the reference ethical principles, in other words, the values that AMFI gives prominence to in its business activities and which must be respected by all Code Recipients;
- the second part sets out the rules and principles of conduct in respect of all parties, including Third-Party Recipients, who are obliged to comply with this Code of Ethics;

- the third part regulates the ways in which the SB guarantees the implementation and verification of compliance with the Code of Ethics.

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

## **II. GENERAL ETHICAL PRINCIPLES**

The reference ethical principles for all Recipients are defined below. It is worth remembering that under no circumstances can the conviction of acting in the Company's interest justify adopting behaviour that is contrary to the principles in this Code, which should be ascribed primary and absolute value.

### ***II.1 Responsibility and compliance with legislation***

AMFI undertakes to comply with law, regulations and, in general, with the rules applicable in Italy and in all the countries where the Company operates.

It undertakes further to comply with the rules and principles of ethics and professional conduct set by sector associations.

The directors, statutory auditors, independent auditor and Personnel of AMFI are obliged to comply with the laws applicable both in Italy and in other countries where the Company operates. In abiding with the regulations and procedures set by the Company, they must perform their services with diligence, efficiency and propriety, acting entirely professionally and assuming the responsibilities deriving from the obligations they are entrusted with.

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

### ***II.2 Propriety***

All actions and transactions carried out and conduct put in place by any Code Recipient in performing their duty or tasks are based on legitimacy on a formal and substantial level, according to applicable regulations and internal procedures, as well as on propriety, loyalty and mutual respect.

Recipients are obliged to diligently comply with applicable legislation, the Code of Ethics and internal regulations. Under no circumstances can the pursuit of the Company's interests justify dishonest conduct that does not comply with applicable regulations and this Code.

The pursuit of corporate profits is secondary to the principle of propriety. No Recipient shall accept or instigate on their own behalf or for others, or consequent to other pressure, any recommendations or indications that could prejudice the company or procure undue advantage for themselves, the Company or third parties; all Recipients must reject and shall not make undue promises and/or offers of money or other benefits, unless for commercial purposes, of modest value and not associated with demands of any kind.

Should Recipients receive an offer or a request for benefits from a third party, except for commercial gifts with a modest value, they must not accept the offer, nor abide by the request, and immediately report the matter to the SB so that necessary action can be taken.

The directors, statutory auditors, independent auditor and Personnel of AMFI must nevertheless act correctly to avoid any situations of conflicts of interest, intended as the situations where the pursuit of self-interest is in conflict with the interests of the Company.

In any case, situations through which an Employee, Director or other Recipient may gain an undue advantage or profit on the basis of opportunities of which they have become aware while performing their duties must be avoided.

Specifically, given the delicate and central nature of the position held by directors and managers, they are required to:

- conduct themselves on the basis of autonomy and independence with respect to public institutions, private individuals, business associations and political parties, providing the correct information for the definition of the Company's legal format and administrative activities;
- conduct themselves based on integrity, loyalty and a sense of responsibility towards the Company;
- participate diligently and on an informed basis in the Company's activities;
- be aware of the role they cover;
- guarantee that they shall pursue the objective of treating patients while respecting their freedom and dignity.

### ***II.3 Impartiality***

AMFI condemns and distances itself from any form of discrimination based on gender, nationality, religion, personal and political opinions, age, health or the economic conditions of its stakeholders, including its suppliers.

Whoever believes they have suffered discrimination should report the event to the SB, which shall investigate the effective violation of the Code of Ethics.

#### ***II.4 Honesty***

The Directors, Statutory Auditors, Independent Auditor and Personnel of AMFI as well as Third-Party Recipients, must be fully aware of the ethical and professional significance of their actions and cannot pursue personal or corporate gain in violation of applicable laws and the rules under the Code of Ethics.

When drafting contract agreements with customers, the clauses must be formulated in such a manner that they are completely clear and understandable. The equal status of the parties must also be ensured.

#### ***II.5 Integrity***

AMFI condemns and does not permit any violent or threatening action, including only on a psychological level, for the purpose of securing behaviour that is contrary to applicable regulations, including the ethical principles contained in this Code of Ethics.

#### ***II.6 Conflict of Interest***

The Directors, AMFI Personnel and any Third-Party Recipients must avoid situations of real or potential conflict of interest, meaning situations in which the pursuit of their own interests or those of a family member or relative is in conflict with the interests of the Company.

All Recipients of the Code of Ethics are required to report any conflict of interest, even potential, to the competent bodies, in accordance with the provisions set out in the Model on reporting and the global policy on Conflict of interest.

In any case, situations through which an Employee, Director or other Recipient may gain an undue advantage or profit on the basis of opportunities of which they have become aware while performing their duties must be avoided.

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

or their family members.

## ***II.7 Transparency***

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

In accordance with the principle of transparency, every operation and/or transaction, intended in the broadest sense of the term, must be legitimate, authorised, consistent, reasonable, documented, recorded and verifiable over a period of ten years. More specifically, each operation and/or transaction must be adequately recorded and must allow for verification of the decision-making, authorization and implementation process.

Each operation must also be accompanied by adequate documentary support in order to be able to proceed at any time with the execution of controls that attest to the characteristics of and reasons for the operation, as well as to identify the author of the authorization, execution, registration and verification of the operation.

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

In order to ensure compliance with these ethical principles, the criteria for the selection of suppliers are objective, transparent and, more importantly, set out in a specific procedure. In accordance with applicable legislation and procedures adopted, this selection is based on objective evaluations regarding competitiveness, the quality of the services provided and/or services offered and the economic conditions applied.

It remains understood however that the supplier shall also be selected based on their ability to guarantee:

- compliance with this Code of Ethics;
- the implementation of adequate corporate quality systems;
- the availability of appropriate resources and organisational structures;
- compliance with labour regulations.

Specific procedures are in place to ensure that the entire selection and acquisition process is documented, with a view to providing maximum transparency of the process of evaluating and



selecting the supplier.

Lastly, AMFI, in compliance with Art. 5 of the Code of Ethics of Farmindustria and as a Company belonging to the Menarini Group, guarantees the right to be informed of any relationships that may occur in the future with manufacturing companies and subjects operating in the health sector (including but not limited to any relations concerning the transfer of value for the purposes of commercialization, promotion and product development).

In this way, AMFI undertakes to comply with the national regulatory provisions issued to meet the need to ensure greater transparency in relations between companies and private individuals operating in the health sector, as well as more effective prevention and action against corruption.

Now therefore, to the extent that the provisions hereunder are effectively applicable, on an annual basis, AMFI is obliged with respect to its corporate business, to document and disclose any transfers of value made directly or indirectly with Healthcare Professionals and Healthcare Organisations.

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

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

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

Should the Professional not provide consent to the processing of personal data, the Company shall arrange for the data to be published on an aggregate basis.

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

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

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

The information must be published and the Company is obliged to retain appropriate documentation for at least three years, showing that the Healthcare Professional provided their consent to the data being published.

The obligation of publication does not apply to transfers of value related to OTC medicines, promotional material, meals and beverages and drug samples.

### ***II.8 Responsibility to patients***

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

In particular, AMFI undertakes to market drugs which are exclusively aimed at protecting the physical integrity and health of patients.

### ***II.9 Efficiency***

Professionalism, dedication, loyalty, a spirit of collaboration and mutual respect are required of each Recipient of this Code. The management efficiency that AMFI pursues is achieved thanks to the professional and organisational contribution made by each of the human resources in compliance with the principles of professionalism, transparency, propriety and honesty.

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

The Company, under a different profile, also commits to:

- safeguard and watch over company resources and assets, as well as manage its assets and capital by taking all the necessary precautions to ensure full compliance with applicable legislation and regulations;
- ensuring an ongoing dialogue with the other companies of the Group while respecting their autonomy.

### ***II.10 Fair Competition***

The free market system dictates a situation of competition with other pharmaceutical companies which must, nonetheless, be constantly inspired by the principles of propriety, fair competition and transparency with respect to market operators.

In accordance with national and EU Antitrust legislation, as well as the Guidelines and Directives issued by the Italian Antitrust Authority (“Garante della Concorrenza e del Mercato”), the Company does not behave in such a way or sign agreements which could adversely influence the competition regime between various operators in the relevant market or prejudice users or consumers in general, basing their conduct on fair trade by preventing and condemning any form or kind of improper practice.

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

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

In order to prevent these phenomena at the outset, personnel are obliged to respect the strictest confidentiality regarding the sensitive data referred to above.

The Company makes use of the services of a specific *Corporate Antitrust Department* set up within the Parent Company.

Similarly, any form of direct or indirect agreement is prohibited that is implemented or put in place with competitors in order to change or interfere with the course of public supply tenders, public procurement processes or other proceedings inherent to the procurement of goods or services by public administrations.

AMFI undertakes further not to unduly damage the image of competing companies and their products.

#### ***II.11 Data Protection and Relations with the Data Protection Authority***

AMFI undertakes to process the personal data of Directors, Personnel, Third-Party Recipients, as well as other data subjects whose data the Company has at its disposal, in compliance with the regulations in force, in order to guarantee the right to protection of the personal data of data subjects.

To this end, MP undertakes to adopt all the organisational, technical, and procedural measures to guarantee the protection of personal data of data subjects.

The acquisition and processing, and storage of the personal data of employees and other persons whose data is available to the Company are carried out in compliance with specific procedures aimed at instructing Personnel on the correct processing of data and regulating compliance activities according to regulatory requirements. These procedures are systematically updated in compliance with applicable legislation.

The Company maintains its relations with the Data Protection Authority with the utmost propriety, undertaking to carry out the communications, consultations and notifications as required by current legislation, for example and where applicable data breach notifications (pursuant to Art. 33 GDPR), prior consultations relating to Impact Assessments (pursuant to Art. 36 GDPR), communications of the contact details of the Data Protection Officer (pursuant to Art. 37 GDPR), as well as to comply with (any):

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

### ***II.12 Spirit of service***

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

### ***II.13 Value of human resources***

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

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

For this reason, the Company fosters professional growth and development aimed at increasing the knowledge base and skills held in accordance with applicable regulations on individual rights, with

special regard to the moral and physical integrity of employees.

AMFI condemns any form of intercession and patronage.

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

Specifically, Personnel are hired using a strict selection process based on the *curriculum vitae* of each candidate.

All Personnel are appointed on the basis of standard employment contracts.

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

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

#### ***II.14 Fighting any form of corruption in relations with public institutions, in Italy and abroad***

AMFI pursues the objective of the highest degree of integrity and propriety in its relations with public officials, public service officers and with public administration in general, in Italy and abroad.

In relations with Public Officials and all other relations with politically exposed persons or with their family members or with the people closely related to them, as defined by Italian Legislative Decree 231/2007, Directors and Managers must behave with the utmost propriety and integrity, avoiding even just giving the impression of wanting to improperly influence decisions or request favourable treatment.

Illicit payments are prohibited in relations with Institutions or Public Officials, including their family members and persons closely connected to them. All Recipients must refrain from making payments of any amount in order to obtain improper benefits when representing the Company with respect to public administration.

The Company specifically prohibits practices of corruption, favouritism, collusion, direct and/or indirect undue pressure, including by promising personal gains, in respect of anyone belonging to the Public Administration.

In particular, the following behaviour is specifically prohibited:

- to directly or indirectly make or offer payments and material benefits of any extent to public officials or persons in charge of public services, to politically exposed persons, to their family members and to persons closely linked and known to be linked with them, in order to influence or remunerate actions in the course of their duties and/or the omission of actions in the course of their duties;
- to offer presents or other gifts that could constitute forms of payment to public administration officials or employees and to politically exposed persons, to their family members and to persons closely linked and known to be linked with them;
- collect and then fulfil requests for money, favours, benefits from individuals or legal entities that intend to enter into a business relationship with the Company, as well as from any person belonging to the Public Administration, politically exposed persons, their family members or persons closely or known to be connected to them.

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

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

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

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

The practice of negotiating and/or renegotiating drug prices based on untruthful data or indices is strictly prohibited. Price bargaining is based on the scientific nature of results obtained through the

marketing of drugs, it must be done jointly, and be conducted on the basis of the inter-disciplinary aspects of the different competencies.

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

Nonetheless, AMFI shall not be represented in its relations with public institutions, public officials, politically exposed persons, their family members and persons linked to them, by directors or managers that could create a conflict of interests.

In this regard, the Company forbids corporate representatives being appointed that have a conflict of interest or that have family relationships or are known to have close links to the extent that they could improperly influence the decisions of any persons belonging to public administration or persons who are politically exposed.

The Company may use consultants, agents or third parties as their representatives in relations with public administration only if they have been authorised beforehand to carry out single operations.

#### ***II.15 Relations with the community and environmental protection***

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

#### ***II.16 Relations with associations, trade union organisations and political parties***

AMFI refrains from financing political parties, movements, committees and political and trade union organisations or their representatives or candidates.

It does not finance associations, nor does it sponsor events or congresses whose purpose is political propaganda.

The Company makes contributions and donations to entities that have a social, moral, scientific and cultural mission.

#### ***II.17 Relations with international operators***

AMFI undertakes to ensure that all relations with operators at international level, including those of a commercial nature, are conducted in full compliance with applicable legislation and regulations.

### ***II.18 Repudiation of all forms of terrorism***

AMFI rejects all forms of terrorism and, in conducting its business, undertakes to adopt all the necessary measures aimed at preventing the risk of the Company becoming involved in terrorism, and contributes to affirming the principles of democracy and peace among populations.

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

### ***II.19 Protection of the individual***

AMFI recognises the need to protect personal freedom in all its forms and rejects any manifestation of violence, especially if aimed at limiting personal freedom. The Company undertakes to promote the sharing of these same principles among its employees, collaborators, suppliers and partners.

### ***II.20 Protection of health and safety in the workplace***

AMFI commits itself fully to guaranteeing health and safety in the workplace.

To this end, the Company shall adopt appropriate measures to avoid the risks associated with conducting its business activities, and should this not be possible, the Company undertakes to adequately assess existing risks, setting itself the goal of countering them at source and ensuring their removal, or where this is not possible, managing them.

AMFI has an obligation to identify and take all the appropriate measures to guarantee the protection of employee health and safety, including the prevention of occupational risks and providing information and training, as well as providing the necessary organisation and equipment.

In this context, AMFI is committed to adopting suitable safety measures to protect the Company's employees who perform their work abroad in various roles and undertakes to ensure their compliance with the regulations of the destination countries.

### ***II.21 Repudiation of criminal organisations***

AMFI rejects any form of criminal organisation (most especially Mafia-type organisations), of a national or transnational nature, and in this regard undertakes not to establish any working, collaborative or commercial relationship with parties (be they natural or legal persons) directly or indirectly involved in criminal organisations or linked in any way by family and/or kinship ties with members of known criminal organisations, as well as not financing or otherwise facilitating any activity



attributable to these organisations.

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

#### ***II.22 Protection of industrial and intellectual property rights***

AMFI operates in full compliance with applicable legislation on the protection of trademarks, patents and other distinctive insignia, including copyright laws.

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

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

AMFI does not allow for any reason or purpose, the use of products with counterfeit trademarks or insignia or the manufacturing, marketing or any other activity relating to products already patented by third parties and in respect of which it has no rights.

#### ***II.23 Cooperation with the Authorities in the event of investigations***

Recognising the value of fully cooperating with the Judicial and Administrative Authorities, AMFI pursues the objective of operating with the highest degree of integrity and propriety in its relations with the competent Authorities.

To this respect, the Company prohibits any conduct aimed at or capable of interfering with the investigations or findings of the Competent Authorities, and in particular, any conduct intended to hamper identification of the truth, including inducing people summoned by the Judicial Authorities not to make statements or to make false statements.

The Company undertakes to take all appropriate measures to provide the cooperation required by the Authorities, in accordance with applicable legislation.

#### ***II.24 Correct use of computer systems***

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

In this regard, AMFI undertakes to adopt all the appropriate measures to ensure that access to telecommunication and computer data occurs in full compliance with applicable regulations and the privacy of the data subjects who may be involved, so as to guarantee the confidentiality of the information and to ensure that the processing thereof is carried out by persons specifically authorised to do so, thereby preventing undue interferences.

Specifically, the Company forbids:

- unlawfully access to computer or telecommunications systems protected by security measures;
- destroying, damaging, deleting or altering the information, data or computer programmes that belong to others, the Government or other Public Entities;
- producing apocryphal computer documents, whether private or public, effective for probative purposes;
- installing equipment aimed at intercepting, preventing or interrupting communications relating to a computer or telecommunications system or to multiple interconnected systems;
- stealing, reproducing, improperly distributing or delivering codes, keywords or other means of accessing a computer or telecommunications system protected by security measures.

#### ***II.25 Use of non-cash payment instruments***

Personnel and individuals carrying out activities in the interest of AMFI must use credit or payment cards in a lawful manner, refraining from any misuse of such instruments. This obligation extends to any other similar document enabling the withdrawal of cash or the purchase of goods or the provision of services or any other non-cash means of payment.

In addition, all payment transactions, with regard to public administrations as well as private individuals, must be carried out using traceable methods.

#### ***II.26 Relations with private individuals and rejection of corruption***

In forbidding any form of bribery, AMFI believes that it is fundamental and essential for relations with private individuals (suppliers, competitors, customers, consultants, business partners, etc.) to be based on the utmost loyalty, integrity, propriety and good faith.

In particular, in relations with private individuals, it is forbidden:

- either directly or through an intermediary, to promise, offer or provide an undue advantage of any kind to parties carrying out management or work functions of any type on behalf of an entity in the private sector, so that the party carries out or omits an action in violation of their duty;
- either directly or through an intermediary, solicit or receive for oneself or for others, an undue advantage of any kind, or accept the promise of said advantage, in carrying out management or work functions of any type on behalf of the Company, so as to perform or omit an action, in violation of their duty.

## ***II. 27 Protection of Share Capital and Creditors***

One of the core aspects defining the ethical conduct of the Company is respect for the principles of conduct designed to ensure the integrity of share capital, protect creditors and third parties that have established relationships with the Company, and, in general, the transparency and propriety of the Company's activities from an economic and financial perspective. AMFI, therefore, intends to guarantee the dissemination and compliance with rules of conduct aimed at safeguarding the aforementioned values, also in order to prevent the commission of the corporate crimes referenced in Italian Legislative Decree 231/01.

## ***II.28 Monitoring and transparency of accounts***

Recipients undertake to ensure that the deeds relating to the Company's management are represented in a correct and truthful manner in AMFI accounts. All operations performed are inspired by the following principles:

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

Accounting documentation must correspond to the above principles and must be easily traceable, as well as ordered according to logical criteria. In any case, corporate accounts payable must only be made commensurate with the service and the manner specified in the contract and cannot be made in respect of anyone other than the party specified in the contract. Fiscal documentation must adhere

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

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

Likewise, any form of misuse, falsification or alteration of credit or payment cards, similar documents enabling the withdrawal of cash or the purchase of goods or the provision of services, or any other non-cash payment instrument is prohibited.

The Company demands that all items, such as receivables, inventories, investments and expenses are included in the financial statements, based on unconditional compliance with all applicable regulations on the preparation and assessment of 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.

Documents certifying the recording of accounts must make it possible to quickly reconstruct the operation and identify any errors.

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

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

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

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

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

is a tax liability.

### ***II.29 Protection of Transparency in Financial and Commercial Transactions***

AMFI 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.

### ***II.30 Anti-Money Laundering***

AMFI and all employees must not be implicated or involved in transactions that may result in the laundering of criminal or unlawful earnings in the interests of or for the benefit of the Company.

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

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

### ***II.31 Internal Control***

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

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

Therefore, each level of the organisation and each corporate function has a specific responsibility to implement, maintain and monitor the proper functioning and effectiveness of the internal control system. Menarini IFR's Corporate Internal Audit & Compliance Department will have full and unrestricted access to company data and documentation for monitoring internal controls and will report exclusively to the Board of Directors.

### III. RULES OF CONDUCT

#### *III.1 Rules of conduct for members of Corporate Bodies*

Based on an awareness of their responsibility and in compliance with laws, applicable regulations and the Articles of Association, the Corporate Bodies of AMFI are obliged to comply with the provisions under this Code of Ethics, basing their actions aimed at pursuing profit and growth in the Company on the values of honesty, integrity, loyalty, propriety, respect for others and the rules, and cooperation with other management departments within the structure.

The commitment of the entire Board of Directors is the responsible management of the Company in the pursuit of the objectives of patient care, respect for their dignity and providing them with high quality drugs, with the pursuit of company profit secondary to these.

Members of Corporate Bodies are required to:

- conduct themselves based on autonomy, independence and propriety in their relations with public institutions, private individuals, business associations, political parties, as well as any other national or international operator;
- behave with integrity, loyalty and a sense of responsibility towards the Company;
- participate diligently and on an informed basis in meetings and in the activities of Corporate Bodies;
- ensure the sharing of the corporate mission and the exercise of critical thinking so as to provide a significant personal contribution in the context of the role assigned;
- assess situations where there is a conflict of interest or incompatibility regarding functions, duties or positions both inside and outside the Company, abstaining from acting in situations of conflicts of interest within the scope of one's activity;
- make confidential use of the information they become aware of for official reasons, avoiding taking advantage of their position to obtain personal benefits, whether direct or indirect. All external communication activities must comply with the law and conduct practices and must be suitable for safeguarding sensitive and trade secret information;
- within the limits of their competence and responsibilities, comply with the rules of conduct stipulated for Personnel, and referred to in the paragraph below.

Corporate bodies have a specific responsibility to promote the image and prestige of the Company. This responsibility must be fulfilled with the main point of reference being respect and protection of the needs of patients being treated, the provision of highly specialised services and the marketing of scientifically advanced drugs. These objectives are implemented with the support of highly skilled

personnel constantly striving to respect the ethical values set out in this Code of Ethics.

### ***III. 2 Rules of Conduct for Personnel***

In both internal and external relations, the conduct of Personnel must be based on respecting applicable regulations at national, international and EU level, the principles and rules of conduct in the EFPIA Codes, which find tangible application in corporate activities.

In any case, Personnel must respect the principles contained in this Code of Ethics, as well as the rules of conduct set out below, adhere to the Model and applicable corporate procedures, even where these controls may imply complying with more stringent rules than those prescribed at local level by legislation, regulations, rules and practices.

Specifically, in consideration of the international nature of the Company's operations, area managers and those in charge of scientific offices are required to:

- assess the rules and principles in this Code of Ethics from the perspective of regulations, legislation and local practices, identifying possible areas that may require examination;
- transfer the instructions in this document at local level, defining and issuing the operating rules that personnel must abide by in executing the indicated processes; in a format that is most appropriate and customary for the country (SOP, service notes, etc.);
- ensure that personnel (each according to their role) have understood the regulation and are able to put it into practice.

Furthermore, corporate management is required to:

- conduct themselves based on integrity, loyalty and a sense of responsibility towards the Company;
- provide an example to their employees with their own behaviour;
- comply with the legislation issued in the pharmaceutical and health sectors;
- comply with the legislation referring to correct and transparent company management;
- ensure compliance of the Code among employees;
- work in such a way that employees are always mindful of the principles in the Code of Ethics and that their compliance forms an integral part of rendering their services.

Management may legitimately express positions contrary to those of the Corporate Bodies, provided that this is exclusively motivated by the need to improve the quality of the services provided. Information received for Company-related purposes is deemed confidential, and any use of this unrelated to the fulfilment of corporate responsibilities is prohibited.

With specific reference to compliance and the effective implementation of the Model, Personnel as a whole, are required to:

- refrain from behaviour that is contrary to the roles stipulated in the Code of Ethics;
- avoid putting in place, initiating or participating in behaviour 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 prescribed in this Code of Ethics;
- report any malfunctions or violations of the Model and/or Code of Ethics to the SB, in compliance with the provisions under this Code of Ethics and the Model.

It is reiterated that:

- all actions and operations, and in general conduct adopted by the employees of the Company in the course of their work must be based on the highest degree of transparency, propriety and legitimacy;
- all activities in the Company must be carried out with care and professional rigour;
- every employee must provide the skills and expertise appropriate to the responsibilities they have been assigned and must act to protect the prestige and good name of the Company;
- relations between employees at all levels must be based on the criteria and principles of propriety, collaboration, loyalty and mutual respect.

All employees of the Company are ultimately responsible for becoming informed of the legislation and regulations relevant to their duties, in order to recognise the potential risks and if necessary request support from the SB.

Personnel may at any time ask for clarification from the SB, either in writing or verbally, regarding the proper interpretation of the Code of Ethics or the protocols related to the Model, on the legality of specific behaviour or conduct, and more generally, as to whether specific conduct complies with the Model or the Code of Ethics.

On this premise, Personnel are obliged to respect the principles and rules of conduct set out below.

### ***III.2.a) Conflict of Interest***

Personnel 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.

Personnel shall be obliged to inform their immediate superior of any interests they may have in



transactions in which they are involved, either for their own account or third parties'. This notification must be accurate and specify the nature, terms and provenance of the benefit. Personnel shall refrain from carrying out any transaction pending the Company's decision on the matter.

### ***III.2.b) Relations with the Public Authorities***

All relationships with parties qualifying as public officials, politically exposed persons, their family members, persons closely linked and known to have links to them, or public service officers must be conducted in full compliance with applicable laws and regulations, as well as with the Model and this Code of Ethics, in order to ensure total legitimacy of the Company's actions.

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

The Company prohibits Personnel from accepting, offering or promising, even indirectly, money, gifts, goods, services or favours (including in terms of employment opportunities) in relation to relations with Public Officials, Persons in charge of a Public Service, politically exposed persons, their family members and persons closely related or known to be connected to them aimed at influencing their decisions with a view to more favourable treatment or undue benefits or for any other purpose.

Any behaviour that is in any way directed towards promising or giving money or other benefits to Public Officials and Public Service Officers, to politically exposed persons, to their family members and to persons closely and known to be linked with them, to induce them to carry out a deed in the course of their duties to obtain an advantage for themselves or for the Company is forbidden.

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

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

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

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

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

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

Personnel are obliged to provide the necessary cooperation during investigations, inspections or upon request of a Public Authority.

### ***III.2.c) Relations with Customs Agencies***

In its relations with the Customs Authorities, MP is committed to scrupulous compliance with the Consolidated Law on Customs, Italian Presidential Decree 43/1973, the European Union Customs Code, EU Regulation No. 952/2013, and all other relevant national and international sources in force, adopting all control and supervisory measures suitable for the prevention of any possible conduct aimed at smuggling.

To this end, the Company prohibits, among others, the following conduct:

- removing goods from the customs control system established for the assessment and collection of border duties by not declaring them to customs or by concealing them or falsifying transport and/or commercial documents;
- misusing foreign goods imported free of duty and with a reduction of border duties by using them in a manner other than that for which the relief or reduction was granted;
- bringing foreign goods into the country as substitutes for national or nationalised goods shipped in cabotage or in circulation;
- evading the payment of border duties through the artificial manipulation of goods or through the use of fraudulent means;
- omitting or delaying the filing of the customs declaration or improperly handling customs formalities by providing untrue information about the quantity, quality or value of goods.

### ***III.2.d) Relations with customers and suppliers***

In their relations with customers (e.g. pharmacists, healthcare professionals, wholesalers, healthcare

agencies and institutions) and suppliers, Personnel must behave with the highest level of propriety and transparency in compliance with applicable legislation and regulations, the Model and this Code of Ethics, as well as internal procedures, with specific reference to those regarding relations with customers and on procurements and selection of suppliers.

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

- respect the internal procedures regarding the selection and management of relations with suppliers;
- not preclude any supplier that has the necessary prerequisites from the possibility of bidding to supply the Company, adopting objective evaluation criteria during the selection based on clearly stated and transparent procedures;
- secure supplier cooperation in constantly ensuring that the Company's customer needs are met in terms of quality, cost and delivery times;
- as far as possible and in accordance with applicable legislation, use products and services supplied by companies in the Group at competitive rates;
- comply and ensure compliance with the contractual conditions;
- maintain open dialogue with suppliers;
- report any problems arising with suppliers to their immediate superiors.

In respect of relations with customers, employees must:

- respect the internal procedures regarding the management of relations with customers;
- provide accurate and comprehensive information on products and services to allow customers to make informed decisions;
- be truthful in advertising and other forms of communication.

### ***III.2.e) Direct pharmaceutical sales and free drug samples***

The principles of integrity, honesty, transparency and good faith should underpin conduct on the issue of scientific information.

In general and with specific reference to preventing the crimes contemplated in the Decree being committed, AMFI Personnel may not conduct themselves or implement initiatives that do not comply with applicable local regulations and current corporate procedures, or that are directed, or that could albeit potentially, influence the free determination of healthcare operators.

Information content must always be documented and documentable. Exaggerated statements and generalised and hyperbolic assertions, as well as comparisons that cannot be proven and are devoid

of a clear objective basis are not permitted.

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

The Company pays special attention to aspects regarding the safety of drugs, and undertakes to enable, as it effectively has enabled, the resources responsible for scientific information to always provide doctors with detailed information in the event of the use of the drug not being recommended or contraindicated.

Free samples of a drug for human use may only be given to authorised doctors, in accordance with local regulations.

### ***III.2.f) Scientific congresses, conferences and meetings***

The principles related to scientific conferences, congresses, courses, meetings and sponsorship have as their prime objective to ensure the absolute legitimacy of the Company's actions, and the highest degree of transparency in its relations with operators in the scientific and healthcare sectors.

In this context, the primary objective of participating or organising conferences or congresses at international, national and regional level, as well as involvement in visits to corporate plants, must ultimately be for the purpose of developing scientific cooperation with the medical profession and must be based on criteria of ethics, scientific merit and affordability.

Personnel must observe local regulations and applicable corporate procedures relating to scientific conferences, congresses and meetings on subjects pertaining to the use of drugs. These represent an opportunity for the industry and healthcare professionals to meet, and should be attended by multiple participants.

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

No scientific initiatives for tourism purposes may be organised.

Events organised directly or indirectly by the Company must be held at locations and places where the choice is based on logistical, scientific, and organisational reasons, with the exclusion of those aimed at food service. Events must be characterised by a relevant scientific programme.

### ***III.2.g) Managing visits to Healthcare Professionals***

When visiting Healthcare Professionals, the Personnel responsible must always:

- Present and illustrate the characteristics of the company's pharmaceuticals;

- Update the doctor regarding any changes in the technical specifications of company pharmaceuticals and any new acquisitions in terms of the listed products;
- Provide the doctor with all the necessary support in order to detect any adverse events, in accordance with the applicable pharmacovigilance rules.

### ***III.2.h) Managing scientific information materials***

Personnel responsible for managing scientific information materials is obliged to only use material that has been planned, verified and approved by the Company's central medical-marketing structure.

### ***III.2.i) Management of promotional material***

Within the context of managing promotional material with healthcare professionals, it is forbidden to offer or promise gifts, monetary or other benefits.

It follows then that promotional material sponsored by AMFI must have a negligible value, not be interchangeable and must be linked to the activity carried out by the Healthcare Professional.

Under no circumstances can an item that was not approved and supplied by the Company's central structure be handed out to a doctor, such as gadgets or support material to scientific information.

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

### ***III.2.j) Participation in tenders***

When participating in a tender process, it is necessary to:

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

Should the tender be awarded, in relations with the principal, it is necessary to:

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

### ***III.2.k) Obligation to keep updated***

When conducting their work on behalf of AMFI, all employees are obliged to do so with the highest degree of professionalism.

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

### ***III.2.l) Confidentiality***

Personnel must treat all data, details, and information they have as strictly confidential, even after their employment has been terminated. More specifically, they must avoid disclosing this information or using it for their own speculative purposes or those of third parties.

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

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

Any information, data or document which employees may become aware of during their work is the exclusive property of the Company; for example, but not limited to, any idea, formula, technique, invention, programme, business plan, marketing and sales plans and similar information that represents confidential information and the exclusive property of AMFI.

It is therefore prohibited to reveal similar information externally without specific authorisation and to use it for one's own personal advantage. Without prejudice to the prohibition on disclosing information pertinent to the corporate organisation and production methods or to use it to cause harm, every employee must specifically:

- acquire and process only the data needed and appropriate for the purposes directly related to their own role;
- acquire and process the data only as part of specific procedures;
- store data in such a way that access is denied to unauthorised persons;
- disclose data as part of predetermined procedures and/or based on explicit authorisation

from their superiors;

- ensure that there are no absolute or relevant restrictions to the possible disclosure of information referring to third parties associated with the Company by any type of relationship and, if necessary, obtain their consent.

Information of a confidential nature may only be disclosed to the SB or the Judicial Authorities.

### ***III.2.m) Diligence in using the Company's assets***

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

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

### ***III.2.n) Protection of Share Capital and Creditors***

Corporate Bodies, Management, Employees and Outsourcers are obliged to:

- maintain correct, transparent and collaborative conduct, in compliance with the provisions of the law and of internal corporate procedures, in all activities aimed at preparing the financial statements and the other corporate communications required by legislation and directed to shareholders or the public, in order to provide truthful and correct information on the Company's economic and financial situation and equity;
- strictly observe the rules laid down by law to protect the integrity and effectiveness of the share capital (e.g.: mergers, demergers, acquisitions of companies, distribution of profits and reserves, etc.) and always act in compliance with internal company procedures, which are based on such rules, in order not to damage the guarantees of creditors and third parties in general;
- undertake any liquidation operations for the Company having regard for the pre-eminent interests of corporate creditors; it is consequently prohibited to divert corporate assets from their allocation to creditors, and distribute them firstly among shareholders before paying qualified creditors, or to allocate the amounts needed to meet them.

Furthermore, AMFI ensures the regular operation of its corporate bodies, guaranteeing and facilitating all forms of control over the management of the company as provided for by the law, as well as the free and correct formation of the will of the shareholders' meeting. The strict observance of the internal procedures prepared for this purpose by the Company and/or, in any case, the adoption of

behaviour consistent with this principle is therefore required.

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

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

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

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

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

Each record must reflect exactly what is shown in the supporting documentation. It is forbidden for managers and employees in charge of drafting corporate accounting documents to solicit, accept the promise of or receive from anyone, for themselves or for others, money or other undue benefits to perform or omit an act in violation of the obligations inherent to their office or their duties of loyalty. Any oversight, omission or falsification that employees may become aware of must be promptly reported to the Supervisory Board.

### ***III.2.o) Diligence for tax purposes***



With the aim of guaranteeing the transparency, propriety, completeness and timeliness of tax obligations (concerning reporting, calculating and paying taxes), Personnel are required to carry out adequate controls in compliance with corporate procedures, as well as carry out training activities concerning such purposes. The ongoing cooperation and collaboration of Personnel belonging to the different functions involved for the purposes of tax and accounting fulfilments (as well as in relation to the relevant payments) is expressly required in order to allow the Company to comply with all applicable accounting and tax regulations.

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

### ***III.2.p) Corporate information and “price-sensitive” information***

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

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

### ***III.2.q) Ban on market manipulation***

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

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

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

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

### **III.2.r) Health, safety and the environment**

Looking into the future, of primary concern for AMFI are the policies relating to the safety of its workers and the protection of the environment. The long-term goal is to reduce operational incidents, accidents in the workplace and the impact on the environment to zero.

Alongside its own development and the progress in technology, the Company adopts the most appropriate measures to eliminate the risks associated with conducting its business, by ensuring healthy premises and selecting machinery, procedures and materials that can mitigate the risks that could result in risks for workers' health and safety. In any case, the Company undertakes to carefully assess the residual risks so as to mitigate the possible consequences as far as possible.

The Menarini Group also promotes a culture of accident prevention, and raising risk awareness among workers with the introduction of special information and training programmes.

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

In this context, it should be noted that the Company implements measures to protect workers from **Security** risks, i.e. the risks external to their activities that workers run in the course of performing their various services abroad. Examples include but are not limited to travel risk (associated with travel by car/aeroplane/train/ship, etc.), the risk of extreme weather conditions (catastrophic natural phenomena), socio-political risk (terrorism, crime, etc.), health and hygiene risk (endemic diseases, etc.), risk arising from tensions due to cultural/religious factors.

These measures are supplemented by the work of the HSE Service, which finds, analyses and shares the relevant information with the other corporate functions involved in managing the transfer and protection of worker health and safety (the Company Doctor and the Coordinating Doctor, for the health part,) and company assets.

The company RAD indicates the organisational measures in place to protect personnel travelling abroad (e.g. training, traveller's kit, information from the occupational health service).

The activities carried out by these individuals are supported by the provision of specific services by the company International SOS, with which the Menarini Group has entered into a partnership agreement to provide assistance services to manage Security risks.

The Company is also committed to always encouraging Management and Personnel to substantially comply with the broad legislative framework introduced by Italian Laws 626/1994 and 494/1996, which were incorporated and reformulated under Italian Legislative Decree 81/2008.

Third parties coming into contact with the Company must cooperate to best of their ability and competencies in order to promote behaviour aimed at ensuring the health and safety of workers.

In compliance with the provisions of Italian Legislative Decree 81/2008 and subsequent amendments, the Company constantly monitors its plant and equipment wherever these may be located and operating, in addition to the prescriptions in terms of legislation and imminent risks to ensure safety and quality for its services. An Occupational Health and Safety Manager against risks (hereinafter the "OHSM") is appointed, working in conjunction with the Employer to identify the risks connected with the work and providing the necessary technical information to eliminate risks or where this may not be possible, to reduce them to a minimum. Personnel and Collaborators of the Company guarantee the broadest possible cooperation with the Company or with anyone conducting inspections and checks on behalf of the National Institute of Social Insurance (INPS), the National Institute for Insurance Against Industrial Accidents (INAIL), the Ministry of Health, the Ministry of Labour and of any another competent Public Administration.

Members of the Company are obliged to immediately inform the employer, manager or their superior of any anomalies or irregularities discovered in relation to safety and hygiene in the workplace.

In carrying out their duties and within the scope of relations with the Workers' Representative for Health, Safety and the Environment ("WRHSE"), the OHSM must be considered as the Employer's qualified consultant.

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

In the scope of their duties, all the Company's Personnel are part of the process to prevent risks, safeguard the environment and promote health and safety with regard to themselves, their colleagues

and third parties.

### ***III.2.s) Fighting money laundering, self-laundering and the handling of stolen goods***

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

Specifically, the Company makes it mandatory:

- to stipulate in writing the duties assigned to any service providers and/or private individuals that see to the economic/financial interests of the Company, specifying the content and conditions of the terms agreed on;
- for the competent departments to ensure that payments are made regularly with respect to all counterparties, and to check that the party on the order form corresponds with the party receiving the relevant payment;
- check on the financial flows referring to accounts with companies in the Group (payments/intercompany transactions);
- to diligently comply with the minimum standards and requirements set for the purposes of selecting parties providing goods and/or services, which the Company intends acquiring;
- set the evaluation criteria for bids based on the suppliers and partners' commercial and professional reliability and to request and obtain all necessary information;
- ensure maximum transparency when entering into agreements/joint ventures aimed at making investments.

### ***III.2.t) Use of IT systems***

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

Personnel are prohibited from uploading borrowed or unauthorised software onto corporate systems. It is also prohibited to make unauthorised 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 corporate procedures.

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

### ***III.2.u) Corruption between private individuals***

Personnel are forbidden from exercising any form of instigation, promise, bribe and offer for money or for any other kind of direct or indirect benefit to private individuals (suppliers, customers, agencies, business partners, consultants etc.) aimed at them executing (or omitting) a deed in the course of their duties, in violation of their professional obligations and loyalty so as to receive an advantage of any kind for the company and/or for themselves and/or third parties, regardless of whether the deed is then carried out or not.

Similarly, it is forbidden to accept money or other benefits, both economic and of any other nature, for the Company and/or for themselves and/or third parties, when this conduct is intended to influence a deed being carried out during the course of their duties.

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

### ***III.3 Rules of conduct for Third-Party Recipients***

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

Third-Party Recipients, similarly to any other parties, must respect the provisions in the Model and the Code of Ethics, with particular reference to the ethical standards and rules of conduct stipulated for Personnel, within their sphere of competence.

In this regard, appropriate clauses need to be included in letters of appointment and/or commercial arrangements, depending on whether the third-party acts in their own name and/or on behalf of AMFI (attorneys, agents, collaborators, etc.) or whether the third party does not act in their own name and/or on behalf of the Company (e.g. suppliers of goods and/or services), as detailed in the Disciplinary System.

For contractual relationships that already exist at the time this Code of Ethics becomes effective, AMFI shall ensure that the Third-Party Recipient signs a specific supplementary agreement referring to the

aforementioned content.

### ***III.4 Obligation to report to the Supervisory Board***

Members of corporate bodies, Personnel and Third-Party Recipients are obliged to promptly inform the Supervisory Board of any violations, even if they are only potential violations, with respect to legislation or regulations, the Model, this Code of Ethics, internal procedures, which they may become aware of while carrying out their duties and functions.

In any case, information flows and reports, as described in detail in the document "**Statute of the Supervisory Board**", to which reference should be made, must be sent to the Supervisory Board.

## **IV. IMPLEMENTING THE CODE OF ETHICS AND MONITORING COMPLIANCE**

### ***IV.1. Distribution of the Code of Ethics and Training***

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

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

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

The Supervisory Board, pursuant to Legislative Decree 231/01 (hereinafter "**SB**"), which is responsible for monitoring the effective implementation of the Model, in collaboration with Menarini IFR's *Corporate Training Department*, promotes and monitors training initiatives on the principles of the Code of Ethics, structured and differentiated according to the role and responsibilities assigned to the resources concerned. The training will be more intense and characterised by a higher degree of detail for persons qualified as "key persons" by the decree, as well as for those operating in the so-called "risk" areas pursuant to the Model.

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

- inform these subjects about the commitments and obligations imposed by the Code of Ethics by providing them with a copy of the Code;

- publicize the Code of Ethics through the company's information systems;
- require them to comply with the Code of Ethics;
- have clauses and/or declarations contained in or attached to contracts with third-party intermediaries acting in the name and on behalf of AMFI, aimed, on one hand, at formalising the commitment to comply with Legislative Decree No. 231/2001, the Model and the Code of Ethics and, on the other hand, at regulating the contractual sanctions that will be applied as a result of the breach of this commitment. The Company shall ensure the definition and continuous improvement of these clauses.

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

#### ***IV.2. Duties of the Supervisory Board***

The SB is responsible for ensuring the implementation and compliance of the Model and Code of Ethics; reference is made to the Model for the relevant identification and appointment.

Without prejudice to the provisions in the document entitled “Statute of the SB” (that forms an integral part of the Model), listed below are examples of some of the Supervisory Board's duties, with specific reference to this Protocol. The Board is responsible inter alia for:

- monitoring compliance with the Model and Code of Ethics, from the perspective of reducing the risk of the crimes contemplated by the Decree being committed;
- formulating its observations regarding problems of an ethical nature that may arise in the scope of business decisions, as well as on any alleged violations of the Code of Ethics that it may become aware of;
- making available any possible instrument to provide instructions and clarification on the correct interpretation and implementation of the provisions in the Model or in the Code of Ethics;
- monitoring the updating of the Code of Ethics, making proposals for the adaptation and updating thereof;
- promoting and monitoring the Company's implementation of communication and training activities on the Model and in particular on the Code of Ethics;
- reporting any violations of the Model or the Code of Ethics to the proper Corporate Bodies, verifying the effective application of any measures imposed.

#### ***IV.3. Violations of the Code of Ethics and Relative Sanctions***

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

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

Different types of sanctions are envisaged for executive managers, which range from a written warning, to the curtailment of salaries, and ultimately to their dismissal.

Different kinds of sanctions apply to Managers and Employees, which range in seriousness from a verbal reprimand, to written warnings, the suspension from work or suspended salary for no more than three days and, ultimately, dismissal in compliance with the applicable collective labour agreement, as detailed in the Disciplinary System to which reference should be made.

With regard to Third-Party Recipients, special contract-based sanctions are applicable according to the seriousness of the violation and based on specific clauses included in the agreement or in the letter of appointment, as detailed in the Disciplinary System, which should be referred to.

#### ***IV.4. Reporting Possible Violations of the Code of Ethics***

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

The Company has introduced dedicated communication channels to facilitate the reporting process to the SB.

Specifically, a specific email address has been set up ([odvamfi@menarini.it](mailto:odvamfi@menarini.it)) where reports can be sent pertaining to non-compliance with the provisions of this Code, which shall also be used to receive reports made anonymously, and that do not allow for the sender's identity to be traced.

In addition, reports can be made in writing, by the relevant report, once again anonymously if necessary, to the AMFI Supervisory Board, Via Sette Santi 1, Florence (FI) Italy 50131.

In any case, the SB shall act to ensure that the person submitting the report shall not be subjected to



retaliation or discrimination or be penalised, guaranteeing appropriate confidentiality in their regard.

#### ***IV.5. Policy of Non-Retaliation***

The Company strictly prohibits any retaliatory, discriminatory or penalising behaviour in respect of someone who reported a violation of the Model, problem of compliance or improper conduct in good faith.

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

Should it be discovered that retaliatory action has been taken against a Code Recipient who made a report, appropriate measures will be taken, even if it turns out that the report was originally wrong. Likewise, should an untruthful report be made deliberately, the Company will respond with adequate measures.

Anyone who thinks he/she may be subject to retaliation or is aware of retaliatory action taken against others must immediately contact the Company's Supervisory Board by email ([odvamfi@menarini.it](mailto:odvamfi@menarini.it)) or post addressed to the AMFI Supervisory Board, Via Dei Sette Santi, 1- Florence (FI) Italy 50131.

The SB shall act to ensure that the person submitting the report shall not be subjected to retaliation or discrimination or be penalised, guaranteeing appropriate confidentiality in their regard.