

**GENERAL PRINCIPLES OF CONDUCT  
OF THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL  
PURSUANT TO ITALIAN LEGISLATIVE DECREE 231/2001  
OF  
FABBRICA ITALIANA RITROVATI MEDICINALI ED AFFINI S.p.A.  
(F.I.R.M.A.)**



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## 1. General Principles of Conduct

The representatives of the Departments, Functions and services involved in the areas at risk are required, within the scope of their activities, to comply with the rules of conduct listed below, according to the principles provided for by the Model and, in particular, by the Code of Ethics of FIRMA. It is strictly prohibited:

- to adopt any conduct that may constitute criminal offences as provided for by the Decree (see Annex to the Special Section “Description of predicate offences”);
- to adopt any conducts that, despite not constituting criminal offences as above, may abstractly be susceptible of doing so;
- to carry out or facilitate any operations in conflict of interest – either actual or potential – with the Company, as well as any activities that may interfere with the ability to make fair decisions in the best interest of the Company and in full compliance with the rules of the Code of Ethics; → to carry out or facilitate any operations or activities not in compliance with the rules of the Code of Ethics;
- to carry out any activities that are in conflict with the procedures and control principles provided for therein for the purpose of preventing the crimes of counterfeiting distinctive signs of intellectual property or industrial products.

Furthermore:

- all the activities and operations carried out on behalf of FIRMA must be based on the maximum compliance with the laws in force, as well as on the principles of correctness, transparency, good faith and traceability of the documentation;
- the utmost consistency must be ensured between the actual behaviours and the behaviours required by the internal procedures, paying particular attention to what concerns the performance of sensitive activities;
- the persons responsible for control and supervision tasks with regard to the fulfilments related to the performance of the aforementioned sensitive activities must pay special attention to the implementation of such fulfilments and immediately report any irregularity to the Supervisory Body and otherwise all information provided in the General Section of the Company Model. In addition to the aforementioned rules of conduct, the following are further principles of conduct to be complied with in order to mitigate the risk of committing the predicate offences specified from time to time.

## Offences against the Public Administration (Articles 24 and 25 of Legislative Decree 231/2001)

It is strictly prohibited:

- to give, offer or promise money to Public Officials or Public Service Officers, including healthcare professionals (e.g., pharmacists, doctors, etc.);
- to distribute, offer or promise any gifts and presents unless they are low-value items, in breach V. 2 issued on 29/11/2019 4 of the provisions of the Code of Ethics and the company practices;
- to grant, offer or promise other benefits, of whatever nature, in favour of Public Officials or Public Service Officers, including healthcare professionals;
- to perform any services in favour of Partners and / or consultants and / or suppliers that are not adequately justified in the context of the relationship established with them;
- to pay any fees in favour of external collaborators which are not duly justified in relation to the type of task to be performed and the current local practices;
- to submit untruthful or incomplete declarations and / or documents and / or data and / or information to any national, EU or foreign public bodies, let alone in order to obtain public funds, contributions or subsidized loans;
- to allocate any sums received from national or EU public bodies by way of disbursements, contributions or loans, for purposes other than those for which they were originally intended.

Furthermore, in order to ensure compliance with the general principles indicated in the introduction:

- in areas at risk, the relationships with individuals qualifying as Public Officials or Public Service Officers must be managed in a unified way, by appointing one or more internal persons responsible for each action or plurality of operations carried out;
- within the framework of the collaborative activities with the scientific community, the congruity, adequacy and accountability of the initiatives must be guaranteed, which must be inspired by scientific dissemination and the improvement of professional knowledge, as well as carried out in collaboration with entities of proven reliability and national standing;
- the association agreements with the Partners must be defined in writing, specifying all the terms and conditions thereof - in particular with regard to the economic conditions agreed upon for joint participation in the tender procedure;
- the tasks assigned to external collaborators must also be drawn up in writing, by specifying the agreed remuneration, as well as be signed in accordance with the proxy assignments received;
- no type of payment can be made in kind;

- any declarations made to national or community public bodies for the purpose of obtaining disbursements, contributions or loans must contain only absolutely truthful information and, if the same are obtained, a specific report must be issued.

#### Cybercrime (Article 24 bis of Legislative Decree 231/2001)

All company resources and, in particular, those who hold relevant positions in the use and administration of IT systems, must act according to the following principles of conduct:

- **Confidentiality:** data must be protected from improper access and used by authorized persons only. Confidential information must be protected both in the transmission phase and in the storage / retention phase, so that the information is accessible only to those who are authorized to know it;
- **Integrity:** company data must actually be the data originally entered into the IT system and can only be modified in a legitimate way. It must be ensured that the information is treated in such a way that it cannot be tampered with or modified by unauthorized persons;
- **Availability:** company data must be available according to the needs of continuity of the processes and in compliance with the data retention policy.

In particular, it is prohibited:

- to alter any public or private IT documents having evidential effectiveness;
- to illegally access the IT or telematic systems of public or private entities;
- to illegally access your own IT or telematic system in order to alter and / or delete data and / or information;
- to illegally hold and use codes, keywords or any other means suitable for access to an IT or telematic system of public or private competing entities in order to acquire confidential information;
- to illegally hold and use codes, keywords or any other means suitable for access to your own IT or telematic system in order to acquire confidential information;
- to carry out equipment and / or software procurement and / or production and / or dissemination activities for the purpose of damaging the IT or telematic systems of public or private entities, the information, data or software contained therein, or to promote total or partial interruption or alteration of their functioning;
- to cause fraudulent interception, impediment or interruption of communications;
- to cause modification and / or cancellation of data, information or software of private or public entities or otherwise of public utility;

- to carry out any activities damaging the information, data and computer or telematic software of third parties;
- to destroy, damage, render public utility IT or telematic systems useless.

Therefore, the aforesaid individuals must:

- use information, applications and equipment exclusively for business-related reasons;
- avoid introducing into and / or keeping in the Company (in paper form, IT form and through the use of company tools), for any reason whatsoever, any confidential documentation and / or IT materials or any materials owned by third parties, unless these have been acquired with their express consent and for strictly business-related reasons;
- avoid transferring and / or transmitting outside the Company files, documents or any other confidential documentation owned by the Company or by any other companies of the Group, except for purposes strictly related to the performance of their tasks;
- avoid using software and / or hardware tools designed to intercept, falsify, alter or suppress the contents of communications and / or IT documents;
- use the Internet connection for the purposes and time strictly necessary to carry out the work activities;
- comply with the procedures and rules envisaged, informing without delay the competent functions of any anomalous uses and / or operations of the IT resources;
- use only products officially acquired by the Company on the Company's equipment;
- avoid making unauthorized copies of data and software;
- avoid using the IT tools available outside the prescribed authorizations;
- comply with any other specific rule regarding access to systems and the protection of the Company's data and applications;
- strictly comply with the provisions of corporate safety policies for the protection and control of IT systems.

**Organized crime, handling of stolen goods and money laundering offences and transnational crimes  
(Articles 24 ter and 25 octies of Legislative Decree 231/2001; Article 10 of Law 146/2006)**

To ensure compliance with the general principles specified in the introduction:

- with reference to the commercial / professional reliability of suppliers and partners, all the necessary information must be requested, also using the tools made available by external consultants for this purpose;

- the tasks assigned to any service companies and / or natural persons dealing with the economic / financial interests of the Company must also be drawn up in writing, specifying their contents and the agreed economic conditions;
- the competent functions must ensure that the correctness of the payments to all counterparties (including the companies of the same group) is duly monitored; in particular, it must be precisely verified that the order's holder coincides with the person who collects the related amounts;
- monitoring must be both formal and substantial (verification of the registered office of the counterparty company, verification of the credit institutions used, verification of the use of trust companies) and must be guaranteed with reference to the Company's financial flows and payments to third parties and the Group companies;
- the minimum requirements set for the selection of the persons offering the goods and / or services that the Company intends to acquire must be strictly complied with;
- the assessment criteria for the offers must be fixed;
- in the event of any agreements / joint ventures aimed at making investments, the utmost transparency must be guaranteed;
- full collaboration with the Judicial Authority must be guaranteed, including by refusing to influence any persons called to make declarations or to induce them to exercise their right to refuse to answer.

#### **Crimes against industry and business (Articles 25 bis and 25 bis1 of Legislative Decree 231/2001)**

To ensure compliance with the general principles specified in the introduction, the Company:

- has provided rules on the use of materials protected by industrial property rights;
- ensures control, also with the help of consultants, and compliance with the promotional / advertising materials presented outside the Company.

#### **Corporate crimes (Article 25 ter of Legislative Decree 231/2001)**

In light of the control principles outlined above, all operations carried out within the framework of "sensitive" activities must be properly accounted for.

In carrying out these operations, compliance with the principles of conduct listed below must be ensured. Therefore, it is necessary to:

- ensure compliance with the rules of conduct provided for in the Company's Code of Ethics, with particular regard to the need to guarantee that every operation and transaction will be correctly recorded, authorized, verifiable, legitimate, consistent and congruous;

- behave correctly and transparently, in compliance with the laws and regulations in force, while carrying out all the activities aimed at preparing the financial statements and other corporate communications, in order to provide associates and third parties with truthful and correct information on the Company's economic, equity and financial situation;
- behave correctly and transparently, in compliance with the laws and regulations in force, in the acquisition, processing and illustration of the data and information necessary to allow a wellfounded opinion to be formed about the Company's economic, equity and financial situation;
- ensure compliance with the principles of integrity, fairness and transparency, so as to allow recipients to form a well-founded and informed opinion about the Company's economic, equity and financial situation and on the evolution of its business, as well as on the related financial products;
- comply with the provisions of the law protecting the integrity and effectiveness of the share capital and act in compliance with the internal company procedures based on these rules, in order not to infringe the guarantees of creditors and any third parties in this regard;
- avoid carrying out any operation or taking any initiative if there is a conflict of interest, or if there is an interest, also on behalf of third parties, in conflict with the Company's interest;
- ensure the proper functioning of the Company and the corporate governance bodies, guaranteeing and facilitating all forms of internal control on corporate management as provided for by law, as well as encouraging the Shareholders' Meeting to freely express its will;
- avoid carrying out simulated or otherwise fraudulent operations, as well as disseminating false and / or incorrect and / or misleading information, susceptible of altering the prices of financial instruments; - manage the relationships with the Public Authorities - including the Supervisory Authority - with the utmost correctness and transparency;
- deal with all the communications required by the law and regulations towards the Public Supervisory Authorities promptly, correctly and in good faith, without hindering the exercise of the supervisory functions carried out by them;
- behave correctly and truthfully with the press and media;
- base the Company's activities and relations with the other Group companies on the utmost fairness, integrity and transparency, so as to ensure compliance with the laws and regulations in force.

#### Copyright infringement offences (Article 25 novies of Legislative Decree 231/2001)

All Model's recipients are strictly prohibited from:

- adopting any conduct that, despite not constituting criminal offences as above, may abstractly be susceptible of doing so;



- duplicating, importing, distributing, selling, renting out, disseminating / disclosing to the public, holding for commercial purposes or in any case for profit, without being entitled to it, any computer programs, protected databases or any property protected by copyright and related rights, including works with literary, musical, multimedia, cinematographic, artistic contents;
- disseminating original works or any parts thereof via mobile data networks without being entitled to do so;
- implementing file sharing practices, by exchanging and / or sharing any type of file through peer-to-peer platforms.

Furthermore, to ensure compliance with the general principles specified in the introduction, the Company requires:

- compliance with the rules on the use of copyrighted material;
- the formalization of research contracts and specific clauses for copyright management;
- ban on the installation and the unauthorized use of file sharing systems.

#### **Inducement not to make statements or to make false statements to the judicial authority (Article 25 decies of Legislative Decree 231/2001)**

It is strictly prohibited:

- to coerce, in any form and in any way, the will to answer to the judicial authority for persons called to make statements or induce them to exercise their right to refuse to answer;
- to induce, in any way, any parties called to make statements before the judicial authority to make false statements;
- to give, offer or promise money, gifts, presents or any other benefits to any persons called to make statements before the judicial authority;
- to adopt any conducts that, despite not constituting criminal offences as above, may abstractly be susceptible of doing so;
- to perform or facilitate any operations or activities that do not comply with the rules of the Code of Ethics.

Furthermore, to ensure compliance with the general principles specified in the introduction:

- in the relationships with the judicial authority, it must be ensured that suspects or accused persons in criminal proceedings, especially in cases where the Company may be directly or indirectly involved, will be able to freely make their representations about the facts where they decide to answer the questions.

### Employment of illegally staying third-country nationals (art. 25 duodecies of Legislative Decree 231/2001)

Model's recipients are required:

- to always give priority to the protection of workers over any economic consideration;
- in the event that temporary work is resorted to through specific agencies, to make sure that these make use of workers in compliance with the residence permit regulations and expressly request the commitment to comply with the Model;
- to provide for specific contractual clauses ensuring that any third-party collaborators of the Company (suppliers, consultants, etc.) make use of workers in compliance with the residence permit regulations and expressly request the commitment to comply with the Model;
- to ensure compliance with the measures provided for by the corporate procedures aimed at preventing the use of irregular work and protecting workers;
- not to resort to child labour in any way or collaborate with individuals who make use thereof;
- to provide an adequate system of proxies and powers of attorney regarding the hiring of workers;
- to implement a system for monitoring residence permit issues (deadlines, renewals, etc.).

### Corruption between private individuals (Article 25 ter of Legislative Decree 231/2001)

In the relationships between private individuals and between employees, it is prohibited:

- to solicit or receive, either directly or through an intermediary, any unfair advantage or accept the promise of such advantage, for themselves or for a third party, in the execution of any managerial or working tasks on behalf of the Company, in order to perform or fail to perform any act in breach of the obligations inherent in their assignments or resulting from loyalty obligations in general;
- to promise, offer or grant, either directly or through an intermediary, any unfair advantage to persons who carry out any managerial or working functions within the Company or on behalf of a private sector entity, so that they perform or fail to perform any act in breach of an obligation.

Furthermore, to ensure compliance with the general principles specified in the introduction:

1. gifts, presents and expenses must be duly documented to allow for audits by the Supervisory Body;
2. any recruitment of personnel as well as the management thereof must take place in compliance with the corporate rules, ensuring:
  - a. a process for the planning of the resources to be hired taking into account the Company's requirements;
  - b. the identification of the minimum requirements necessary to fill the role and the related level of remuneration in compliance with the provisions of the Collective National Labour Agreement (where applicable) and in accordance with the reference salary scales;

- c. the definition of a personnel selection process governing: (i) the search for a plurality of candidates according to the complexity of the role to be filled; (ii) the management of conflicts of interest between the selector and the selectee; (iii) the verification, through different screening steps, of the consistency of the candidates with the defined profile;
  - d. pre-employment checks aimed at preventing prejudicial situations that may expose the Company to the risk of committing predicate offenses;
  - e. authorization for recruitment by suitable corporate levels;
  - f. systems ensuring the traceability of the attendance records and the correctness of the wages paid.
3. Any agreements between the Company and the representatives of agencies, suppliers, consultants and customers must be defined in writing in all their terms and conditions, and comply with what is specified below:
- a. any agreements with third parties (agencies, consultants, distributors, etc.) must contain a special clause governing the consequences of their violation of the rules referred to in the Model;
  - b. the agencies or any representatives, suppliers and distributors thereof and, in general, any third parties must be selected with transparent methods and according to predefined qualitative and quantitative criteria;
  - c. agreements must be approved according to appropriate authorization levels;
  - d. in the agreement management, moreover, checks must be carried out on the consistency of the order with respect to the parameters set out in the agreements, as well as on the completeness and accuracy of the invoices and their compliance with the legal requirements, as provided for by the corporate procedures;
  - e. within the framework of the relationships with companies, foundations, associations and any other private entities, the types of relationships and the related management methods as well as the methods for collecting, checking and approving the documentation to be sent to the relevant representatives must be identified;
  - f. the procedures for the control of financial flows and the traceability of payments must be complied with.

## 2. Health and Safety at work

Ever since its establishment, the Company has adopted and implemented a specific health and safety policy focused on ethics.

In particular, the Company has always paid attention to the continuous improvement of safety - that is, the prevention of accidents, incidents and dangerous behaviours, as well as hygiene and occupational medicine and plant safety, operation and maintenance.

In order to effectively implement this at all levels, the Company undertakes to:

- consider the protection of the workers' health and safety as a corporate goal to be achieved and consistently improved, in compliance with the technical-structural law regulations relating to plants, equipment, workplaces, chemical, physical and biological agents, etc.;
- analyse and evaluate the risks of accidents in relation to the legislative provisions, ensure the safety of workers and the surrounding environment and take measures to limit their possible consequences;
- act in compliance with all national laws and local regulations in force, by taking all the necessary preventive measures in the Company's activities and updating them according to the technical progress and the experience gained;
- verify that the plants, machinery and equipment as well as the workplace are designed in such a way as to protect the workers' health;
- assign duties and responsibilities in the field of safety at work, by creating a suitable organizational structure, such as emergencies, first aid, contract management, periodic safety meetings, consultations of the workers' health and safety representatives;
- involve the whole corporate structure, according to its duties and competences, in the achievement of the assigned safety goals;
- ensure preventive, periodic and extraordinary health surveillance activities, as well as the information, training and coaching of workers;
- ensure the availability of the required personal protection and prevention equipment / devices and verify their use;
- take appropriate measures to ensure that any third parties operating within the premises of the Company will adopt behaviours, practices and procedures consistent with the principles of this Policy;
- operate or check the operation of plants and equipment in order to ensure their compatibility with the protection of workers' safety;
- involve the Company's employees in the concrete definition of the objectives and in the implementation of the modification and improvement plan, providing them with all the tools and knowledge to operate according to the safety provisions and procedures;
- ensure suitable supervisory activities as to compliance with the workers' safety procedures and work instructions;

- periodically review the contents of the Risk Assessment Document in order to verify its adequacy, effectiveness and applicability.

### 3. Environmental Protection

In carrying out their activity on behalf of FIRMA, the recipients of the Model are required to comply with the rules of conduct specified below, in compliance with the principles provided for by the Model and, in particular, by the Code of Ethics.

Notably, all Model's recipients are strictly prohibited from:

- adopting, promoting, favouring or giving rise to any conducts that – either individually or collectively – may constitute, directly or indirectly, criminal offences under Article 25 undecies of the Decree;
- adopting any conducts that, despite not constituting criminal offences as above, may abstractly be susceptible of doing so.

Model's recipients must also:

- always give priority to the protection of the environment over any economic consideration;
- contribute – as far as this falls within their terms of reference – to the fulfillment of the obligations set forth to protect the environment;
- always evaluate the effects of their conduct in relation to the risk of damage to the environment: any action that may have an environmental impact must aim at minimizing the actual or potential damage to the environment;
- in accordance with their training and experience, as well as with the instructions and means provided or prepared by the employer, refrain from adopting any imprudent behaviour that could harm the environment;
- refrain from carrying out operations or manoeuvres that do not fall within their duties or otherwise that are likely to cause damage to the environment;
- comply with the measures provided for by the company procedures aimed at preventing the production and reducing the harmfulness of waste;
- ensure the protection of soil and subsoil, the preservation of the territory and the protection of surface, sea and underground waters;
- take all the necessary precautions to minimize air pollution and otherwise to keep emissions below the limits set forth by the law;
- carry out the temporary storage and subsequent disposal of waste under safe conditions and in compliance with the current regulations;

- comply with the procedures aimed at preventing environmental emergencies and limiting their effects, should they occur;
- attend specific environmental training courses.

On any operations carried out by the above individuals that are potentially assessed to be at risk of committing crimes, the Supervisory Body shall have the right to perform the checks deemed most appropriate.