

**ORGANIZATION, MANAGEMENT AND CONTROL MODEL
PURSUANT TO LEGISLATIVE DECREE NO. 231/2001**

of

**CODIFI S.r.l. - Consorzio stabile per la distribuzione
(CODIFI)**



CODE OF ETHICS

Updated on 13 June 2024

This is an English courtesy translation of the Italian language version of CODIFI'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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Introduction

CODIFI S.R.L. Consorzio Stabile per la Distribuzione (hereinafter also referred to as “**Company**” or, simply, “**CODIFI**”) is a consortium gathering several companies of the Menarini Group (“**Group**”, “**Menarini Group**” or “**Menarini**”), an international industrial group operating mainly in the pharmaceutical and diagnostic sectors.

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 Menarini Group’s strong points is its collaboration with international partners: the goal is to create synergies that give rise to cutting-edge solutions, pharmaceutical products, and services in the healthcare 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 CODIFI’s entrepreneurial activities.

In particular, CODIFI markets and sells to public and private customers pharmaceutical products, i.e. obtained through molecular biology, para-pharmaceuticals, electromedical devices, diagnostics (and related equipment), cosmetics, surgical instruments, active ingredients and chemical products in general belonging to and/or produced by Menarini Group companies.

The Company is also responsible for the organization and management of all physical and logistical distribution activities of the products being marketed, as well as their handling and the management of agency and warehouse contracts of the Group companies. Lastly, it provides its member companies, and those associated with them, with services relating to the invoicing and management of the car fleet owned by each company.

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

This Code of Ethics updated by the Company gathers, defines, and explains all the values, general principles and rules of conduct that must govern the company's activities, which the Company itself

recognizes as having a positive ethical value and with which all those who operate within the business context must comply, according to the principles of integrity, loyalty, and fairness. CODIFI intends in fact to base its conduct on integrity as a value of fundamental importance to ensure the continuity of the Company's action, in accordance with the provisions of Legislative Decree 231/01.

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

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

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

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

This Code of Ethics represents the revised and expanded version of the Code of Ethics in force since 2013 and updated several times (most recently, in 2017). This constitutes an integral part of the Organization, Management and Control Model (hereinafter also referred to as the "**Model**"), adopted by the Company pursuant to Legislative Decree 231/01.

Moreover, this Code of Ethics has been drawn up in accordance with the principles indicated in the Confindustria Guidelines, issued in March 2002, partially amended, and updated several times, most recently in June 2021.

It should also be noted that, in March 2009, Farindustria issued the "*Document for the identification of Guidelines for the construction of organization, management and control models pursuant to Legislative Decree 231/01 in the pharmaceutical sector*" (latest edition in 2023), as well as the "*Reference document*

for the certification of procedures relating to scientific information activities" (latest edition in 2022), to which this Code of Ethics also complies.

Of fundamental importance, within the framework of the indications coming from the trade associations, is the Farmindustria Code of Conduct, to whose principles CODIFI is inspired.

In particular, it codifies the ethical principles and rules of conduct that must inform the relationships between pharmaceutical sector entities, as well as between these entities and the scientific and healthcare world.

By virtue of this, this Code of Ethics has been conceived in full compliance with the principles indicated in the Code of Conduct of Farmindustria in the latest version of 8 November 2023.

The Code of Conduct of that trade association has, therefore, inspired the drafting of this document.

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

By virtue of this, this Code of Ethics has been conceived in full compliance with the principles indicated in the Code of Conduct of Farmindustria in the latest version dated 8 November 2023.

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

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

This Code of Ethics incorporates all the self-regulatory instruments ("**Global Compliance instruments**") aimed at protecting business ethics and combating any unlawful conduct that may find expression in Menarini Group's business operations, synergically guaranteeing an adequate and functional 231 internal control system to manage the risks of crimes occurring.

In fact, these tools enable CODIFI - as well as all Group entities - to manage and monitor the transfer and containment, also outside national borders, of the risk that any crimes may occur in the context of its typical institutional activity.

The Global Compliance tools, listed and briefly described below, are available on the company intranet for online consultation at the following link: <https://myportal.menarini.net/it>.

a) Menarini Global Code of Conduct

The Code of Ethics fully incorporates the values, principles and rules of conduct set forth in the Group Code of Conduct ("Menarini Global Code of Conduct", hereinafter "**Code of Conduct**") and which inspire the work of CODIFI and of all the entities of Menarini Group worldwide, such as, by way of example:

- responsibility and compliance with laws and regulations;
- management commitment and responsibility;
- integrity in the markets in which it operates and in the business conduct preserved, *inter alia*, through the repudiation of any form of corruption;
- integrity in the working environment and, more generally, any form of employee protection;
- responsibility towards patients;
- the correct management and safeguarding of corporate data, information and assets;
- responsibility towards the public and the community;
- protection of the right to report violations of the Code of Conduct and protection against any form of retaliation against the whistleblower.

It should be noted that the principles summarised in the Code of Conduct are fully implemented in some of the rules of conduct formalised in Section V below.

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

Like all the Group's entities, CODIFI also complies with the Global Anti-Corruption Compliance Program ("**GACP**") implemented by MENARINI in compliance with national and international anti-corruption regulations, which summarises a series of internal rules to be adopted in the context of activities at risk of corrupt conduct.

The anti-corruption compliance programmes of Group companies must be inspired by these rules and guarantee integrity in conduct, and are therefore expressly referred to in the values, principles and rules of conduct of this Code of Ethics.

c) Code of Business Practice

CODIFI also acts in accordance with the Code of Business Practice, which sets out ethical standards and behavioural requirements relevant to the Company's main activities, such as - but not limited to - principles on hospitality, interactions with Public Officials and Healthcare Professionals, and donations.

d) Menarini Global Third Parties' Code of Conduct

The Menarini Group has also adopted the Global Third Parties' Code of Conduct (hereinafter also referred to as the "**GTP Code**"), which contains the values and principles to which Third Parties must adhere, aimed at protecting:

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

e) Menarini Global Policies

CODIFI also subjects its action and organization to compliance with the Global Policies adopted by the Menarini Group, which define the guidelines to be followed in exercising and carrying out its activities in compliance with the values, principles and rules of conduct set out in the Code of Conduct and in this Code of Ethics.

Some of the Global Policies considered to be of particular interest are mentioned below, namely:

- Conflict of interest Policy
- Global Policy on Ethical Relationships with Third-Party Intermediaries;
- Global Anti Bribery Policy;
- Global Third Party Due Diligence Policy;
- Global Trade Compliance Policy;
- Corporate Compliance Training Policy;
- Global Whistleblowing Policy.

The values, principles and rules of conduct formalised in the **Global Code of Conduct**, the **GACP**, the Code of Business Practice, the **Global Third Parties' Code of Conduct** and in the **Global Policies** form an integral part of this Code of Ethics and of the Model as a whole.

Compliance with these Global Compliance instruments is mandatory for all employees of Group companies and for third parties with whom they contract in Italy and abroad; therefore, non-compliance constitutes a violation of the Model and is sanctioned in accordance with the provisions of the Disciplinary System.

2. Recipients of the Code of Ethics

The Code of Ethics guides and encourages CODIFI's activities to respect the ethical principles that define the value base common to all the persons belonging to the Menarini Group, who interact or establish a legal-economic relationship with it. This document, approved by the Company's Board of Directors, is binding for shareholders, all Directors, the Auditing Body, the Independent Auditor, all employees, including executives and non-executives (hereinafter referred to as "**Personnel**" or "**Recipients**", or, in the singular, "**Recipient**"), as well as for all those who, while not employees of the Company, operate directly or indirectly on its behalf, such as, by way of non-limiting example, agents, collaborators in whatever capacity, consultants, suppliers, business partners, companies to which certain activities are outsourced, Company Doctors (hereinafter referred to as "**Third-Party Recipients**").

Members of the Supervisory Board (hereinafter also "**SB**") are also bound by the Code of Ethics within the context of performing their institutional roles.

All Recipients are obliged to comply with and, insofar as they are responsible, contribute to ensure the compliance with the principles contained in the Code of Ethics, which is binding and applicable to Recipients also in relation to the activities carried out by the Company abroad. With reference to the latter, the Code should also inspire the activities conducted by the Company abroad, while duly respecting the differences that exist on a regulatory, social and economic level.

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 operates in.

It is the responsibility of everyone, but first and foremost the directors and managers, to promote the values, principles and rules of conduct contained in the Code, taking responsibility internally and

externally and strengthening trust and cohesion within the Company. Every employee of the Company must undertake to comply with the laws and regulations applicable in all the countries where the Company operates. Employees must also be aware of the laws and the conduct required to comply with them, and are also required 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 or in the procedures governing the corporate activities.

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

3. Structure and changes of the Code of Ethics

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

- a) the introductory part just summarized, within which the Recipients are also indicated;
- b) the general ethical principles, i.e. the values to which CODIFI gives prominence in its business activities and which must be respected by all Recipients;
- c) the principles and rules of conduct dictated with regard to each category of Recipient;
- d) the obligations of transparency in transfers of value between the Company, healthcare professionals and healthcare organizations;
- e) the methods of implementation and control of compliance with the Code of Ethics by the Supervisory Body (hereinafter also “**SB**”).

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

SECTION I: General Ethical Principles

The reference ethical principles for all Recipients are defined below.

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

a) Responsibility and Compliance with Legislation

CODIFI undertakes to comply with legislation, regulations and, in general, with the rules applicable in Italy and in all the countries where it has ties.

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

The Directors, Auditing Body, Independent Auditor, CODIFI Personnel and Third-Party Recipients are obliged to comply with the laws applicable in Italy and in other countries with which the Company has operational ties.

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

b) Propriety, professionalism, efficiency

In compliance with the regulations in force and the procedures established by the Company, CODIFI Directors, Auditing Body, Independent Auditor and Personnel must carry out their services with diligence, propriety and efficiency, making the most of their professional skills and assuming the responsibilities related to the duties incumbent upon them.

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

communication channels set up by the latter (see Sect. V, par. 4 below) for the appropriate initiatives.

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

The efficiency of the management is also pursued in the constant respect of the highest quality standards, pursued, if necessary, even to the detriment of the same management economy.

CODIFI, under a different profile, also commits to:

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

c) Spirit Of Service

Directors, Auditing Body, Independent Auditor 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.

d) Transparency

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

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

The Company then undertakes to guarantee the right to be informed and, consequently, the utmost

transparency in relation to 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 purposes of commercialization, product promotion and development).

In this way, CODIFI 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.

e) Impartiality

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

Any resource inside or outside the Company who believes he/she has suffered discrimination, has the opportunity to communicate the circumstance to the competent bodies, which will proceed to verify the actual violation of the Code of Ethics, in accordance with the guarantees provided by the Model, on the subject of reporting Model violations or in any case pertaining to the responsibility of the entity Legislative Decree 231/01, or associated with the Internal Reporting Channel pursuant to Legislative Decree 24/23 (see Sect. V, par. 4 below).

f) Integrity

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

g) Conflicts of Interest

CODIFI Directors, Auditing Body, Independent Auditor, Personnel and 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 situation of conflict of interest, even potential, to the competent bodies, in accordance with the provisions set out in the Model on reporting (see Sect. V, par. 4 below).

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

h) Repudiation of corruption in Italy and abroad

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

In relations with public officials and, in any case, in relations with “politically exposed persons” or their family members and/or “persons closely connected” to them, as defined by Legislative Decree 231/07, all Recipients must behave in a manner inspired by the utmost propriety and integrity, avoiding even just giving the impression of wanting to improperly influence decisions or request favourable treatment.

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

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

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

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

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

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

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

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

i) Anti-Money Laundering

CODIFI 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.

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

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.

j) Rejection of Criminal Organizations

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

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

k) Rejection of All Forms of Terrorism

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

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

l) Workplace and worker safety

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

To this end, CODIFI undertakes to adopt all the organizational, technical, and procedural measures to guarantee the protection of the safety and health of the workers. The Company, therefore, will never seek advantages related to economic savings in terms of health and safety in the workplace.

m) Environmental protection

CODIFI 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.

n) Environmental, Social, Governance (ESG) factors

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

In particular, embracing the spirit of the Group, the Company views environmental and social sustainability as a major priority, combining the goal of ensuring the health and well-being of patients with the need to take responsible action towards its stakeholders and the environment, as well as towards its partners and suppliers.

In this context, CODIFI is committed to introducing elements of social and environmental sustainability into its strategies, and to implementing or testing sustainable initiatives and investments for the benefit of patients and customers, following internationally recognised standards.

o) Protection of the cultural heritage and landscape

CODIFI refrains from carrying out activities that may constitute a violation of the rules protecting our heritage having cultural or landscape relevance and/or interest.

When impacting on a natural protected area or cultural or artistic heritage, our company activities are

therefore conducted in full compliance with the reference standards, including those of a technical nature.

p) Labour Protection

CODIFI protects and promotes the dignity and freedom of work. The managerial, organizational and disciplinary power of the Company must always be exercised while ensuring the protection of the dignity, health, confidentiality and professionalism of workers.

CODIFI repudiates all forms of labour exploitation and condemns all forms of recruitment or use of labour that speculate on the state of need of workers.

Personnel must be appointed exclusively on the basis of regular employment contracts, no form of irregular employment is tolerated. candidates must be made aware of all the characteristics pertaining to the employment relationship and, in accordance with the law¹, of all the information that the employer is obliged to provide, in a clear and specific manner to the employee.

In addition, CODIFI informs employees about the use of automated decision-making or monitoring tools relevant to the different stages of the employment relationship, and must comply with the minimum requirements for employment relationships with regard to the probationary period and performance exclusivity.

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

q) Correct Use of Computer Systems

CODIFI 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, the Company undertakes to adopt all the appropriate measures to ensure that access to telecommunication and computer data occurs in full compliance with applicable regulations and the privacy of the data subjects who may be involved, 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 interference.

¹ Lastly, reference is made to the provisions of Legislative Decree 104/2022 ("Transparency Decree"), which implements the changes introduced by EU Directive 2019/1152 on transparent and predictable working conditions in the European Union.

r) Correct use of non-cash payment instruments

Personnel and individuals carrying out activities in the interest of CODIFI 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.

s) Protection of Industrial and Intellectual Property Rights

CODIFI 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.

CODIFI does not allow, for any reason or purpose, the use of products with counterfeit trademarks or other elements 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.

t) Confidentiality of Information

Directors, employees and collaborators of CODIFI must consider all information regarding company business which they come into contact with during their relative tasks as confidential and as exclusive knowledge of the company until made public.

u) Data Protection and Relationship with the Authority for Personal Data Protection

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

To this end, CODIFI undertakes to adopt all the organizational, technical, and procedural measures to guarantee the protection of personal data of data subjects. The acquisition, processing and storage of information and personal data of employees and other parties that the Company has is carried out in compliance with the principle of data minimisation and of specific procedures aimed at guaranteeing

that unauthorised persons and/or entities do not gain knowledge thereof. 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:

- rules regarding the methods of data processing;
- data processing restrictions;
- requests for information or production of documents, access or verification, as part of any proceedings before that authority.

1. Ethical Principles in Relations with Employees and Collaborators

a) *Value of Human Resources*

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

CODIFI 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.

b) *Value of Training and Fairness in Selecting Personnel*

CODIFI recognises the importance of training as a fundamental factor in growing the skills of employees and the value of the business, guaranteeing the creation of opportunities for development and professional growth through coaching, training, and appropriate training tools.

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

CODIFI undertakes to recognise 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 organizational skills based on the Company's ethical principles, as set out in this Code.

CODIFI condemns any form of intercession and patronage.

Personnel are selected on the basis of matching up the profiles of candidates and their skills with the highest technical qualifications and utmost attention to respecting the ethical principles required by the Company. Specifically, personnel are hired through regular employment contracts, following a strict selection process based on the curriculum vitae of each candidate. As regards employees, particular attention is paid to their competence, their human qualities, their moral integrity and their ability to comply with the principles codified in this Code.

c) *Protection of the Individual*

CODIFI 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 respect for this fundamental principle in its own activities and among its employees, collaborators, suppliers, and partners.

d) *Respect for Laws on Validity of Employee Residence Permits*

CODIFI always considers the protection of employees above any economic advantage.

The Company specifically undertakes to verify that third-country workers are in possession of a valid residence permit at the time of hiring and throughout their employment and, in the case of permit expiry, that they have renewed it.

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

e) *Diligent and Efficient Use of Company Assets*

Every employee of CODIFI is required to act with the diligence and efficiency necessary to safeguard and value company resources, guaranteeing they are used in the Company's best interests.

It is the responsibility of employees and collaborators not only to protect these assets but also to impede fraudulent or improper use for their own advantage or that of third parties or Group companies.

f) *Safeguarding of Corporate Image and Reputation*

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

2. Ethical Principles in Relations with the majority shareholder and the Market

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

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

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

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

b) Corporate information and “price-sensitive” information

CODIFI 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.

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 Company's financial instruments or those of the Group's other companies. All Recipients must also categorically refrain from seeking economic benefit for themselves or for third parties by exploiting privileged information of which they are aware for reasons relating to the work they perform, as well as from unduly disclosing such information and/or from recommending their use by third parties.

c) *Ban on market manipulation*

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.

d) *Protection of Share Capital and Creditors*

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

CODIFI, 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 Legislative Decree 231/01.

With specific reference to the drawing up of the financial statements, CODIFI considers the truthfulness, correctness and transparency of the accounts, financial statements, reports and other corporate communications required by law and addressed to the Sole Shareholder or to the public to be essential principles in conducting 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.

e) Accounting and fiscal control and transparency

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

All operations performed are inspired by the following principles:

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

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

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

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

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

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

Internal company procedures regulate the performance of every operation and economic transaction, including reimbursement of expenses to employees, 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 organizations, especially if aimed at social or cultural objectives, in compliance with accounting and tax regulations, with procedures of absolute transparency, with specific reference to the criteria adopted and the consistency 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.

f) Protection of transparency in financial and commercial transactions

CODIFI 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.

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

a) The Authorities and Public Institutions

CODIFI pursues the goal of the highest levels of integrity and correctness in relations with Public Institutions, the competent Authorities (regulatory, judicial, administrative) and, more generally, with the Public Administration, in order to guarantee maximum clarity in the aforementioned relations.

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

CODIFI also undertakes to adopt, in compliance with the laws in force, all appropriate measures to provide the cooperation requested by Public Institutions, the competent Authorities (regulatory, judicial,

administrative) and, more generally, by the Public Administration, as well as to provide them with all the information requested, in a complete, correct, adequate and timely manner.

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

The practice of negotiating and/or renegotiating drug prices based on untruthful data or indices is strictly prohibited.

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

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

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

4. Ethical Principles in Relations with Customers, suppliers and consultants

a) Customer Impartiality

In the performance of its services, CODIFI guarantees fair treatment of customers (e.g. pharmacists, healthcare professionals, wholesalers, healthcare bodies and institutions, contracting authorities). In line with the principles of impartiality and equal opportunities, the Company undertakes not to discriminate arbitrarily between clients and to provide products and services of high quality which meet the reasonable expectations of clients and protect health and safety.

b) Correctness of Information and Communication with Customers

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

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

- clear and simple, using clear language;
- complete and accurate, without omission of any element which is relevant to decision making;

- in full compliance with data-protection provisions.

c) *Quality and Safety of Services Performed*

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

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

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

d) *Correctness in Relations with contracted organizations*

Participation in public tenders and the management of private negotiations relating to the supply of products belonging to the lists of some of the Group companies that are part of CODIFI, as well as the support activity carried out as a service by CODIFI towards some Group companies in the context of the management of public tenders, require the Company to assume a specific responsibility, including ethical responsibility, towards its public customers.

In order to best implement and comply with the ethical principles that characterise CODIFI's relations with public customers, the Company undertakes to:

- ensure the proper and transparent conduct of the administrative procedure for determining the content of the contract notice or other equivalent act;
- not engage in any conduct that may impede the free, regular and proper execution of the tenders, or alter their outcome, in order to protect the principle of competition;
- employ the highest levels of propriety in participation in public tenders.

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

e) *Responsibilities with suppliers and consultants*

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

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

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

f) Criteria for Selection and Qualification of Suppliers and Consultants

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

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

SECTION II: Principles and rules of conduct

1. Principles and rules of conduct for members of the Corporate Bodies

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

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

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

- behave autonomously, independently and fairly towards public institutions in general, regulatory and control authorities, private parties, economic associations, political parties, as well as any other national and international operator;
- behave with integrity, loyalty and a sense of responsibility towards the Company;
- ensure assiduous and informed participation in the respective meetings and activities;
- ensure the sharing of the company mission and the exercise of a critical spirit, in order to guarantee a significant personal contribution in the awareness of the role played;
- assess situations of conflict of interest - personal, as well as of family members and relatives - or of incompatibility of functions, assignments or positions outside and inside the Company, refraining from performing actions in situations of conflict of interest within the scope of one's activity;
- make confidential use of the information they become aware of for official reasons, avoiding taking advantage of their position to obtain personal benefits, whether direct or indirect. All external communication activities must comply with the law and conduct practices and must be suitable for safeguarding sensitive and trade secret information;
- within the limits of their competence and responsibilities, comply with the rules of conduct stipulated for CODIFI Personnel, and referred to in the paragraph below.

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

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

a) *Protection of Share Capital and Creditors*

The Corporate Bodies of CODIFI are required to:

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

Furthermore, CODIFI 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, CODIFI considers the truthfulness, correctness and transparency of the accounts, financial statements, reports and other corporate communications required by law and addressed to shareholders or the public an essential

principle in the conduct of business and a guarantee of fair competition. This requires that the validity, accuracy, completeness of the basic information for the entries in the accounts be thoroughly investigated.

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

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

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

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

2. Rules of Conduct for Personnel

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

Specifically, Company Management is required to:

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

It is expressly prohibited that the Management, directly or via an intermediary, offers, promises or gives

money or any other benefit to those below them in the organizational hierarchy to induce them to carry out or omit an act in breach of the obligations of their role and in violation of the loyalty obligations of the Company.

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

With specific reference to compliance and the effective implementation of the Code of Ethics, all Personnel 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 Legislative Decree 231/01;
- provide assistance to the Supervisory Board during audits and the monitoring it conducts, supplying the data and information requested;
- provide the reports to the SB as required in this Code of Ethics;
- report any malfunctions or violations of the Code of Ethics to the SB, in compliance with the provisions under this Code.

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

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

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

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

b) *Relations with Public Authorities in the fight against corruption*

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

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

CODIFI prohibits Personnel from accepting, offering or promising, even indirectly, money, gifts, goods, services or favours (including in terms of employment opportunities or through activities — including commercial activities — directly or indirectly traceable to the employee) in relation to relations with public officials, persons in charge of a public service, “politically exposed persons”, their family members and in any case with 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 conduct aimed in any way at promising or giving to a public official or a person in charge of a public service, politically exposed persons, their family members and persons closely or known to be connected to them money or other benefits in an attempt to induce them to perform an act of their office to obtain an advantage for themselves or for the Company is prohibited.

In particular, the following behaviour is expressly prohibited:

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

person belonging to the Public Administration, politically exposed persons, their family members or persons closely or known to be connected to them.

Any requests or offers of money, gifts (except for those of a modest value, intended as being customary and interpreted as such by an impartial observer), any kind of 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 and/or bodies directly or indirectly controlled by the Public Administration, employees or departments that, by virtue of the duties they perform or the powers assigned to them, make requests, manage and/or administer grants, subsidies, loans, reimbursements from the State or other Public Bodies are obliged to exercise their powers solely for the purposes for which they were granted, make use of other departments required in terms of company procedures, and maintain accurate records of each transaction in order to ensure maximum transparency and clarity in agreements and related movements of money.

In any case, during negotiations or in dealings of any other type with Public Administration, Personnel must 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.

Personnel are obliged to provide the necessary cooperation during investigations, inspections or upon request of a Public Authority. To this respect, the Company forbids any conduct aimed at or capable of interfering with the investigations or findings made by the competent Authorities, and in particular, any conduct intended to hamper the search for the truth, including inciting people summoned by the Judicial Authorities not to make statements or to make false statements.

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

- considering or proposing employment or business opportunities that could personally benefit employees of institutions or public officials;
- offering or otherwise providing, accepting or encouraging gifts, favours or business practices or conduct that is not 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 the parties or that violates procedures open to public scrutiny that apply when entering into relations with the Public Administration.

c) *Relations with private individuals in the fight against corruption*

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

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

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

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

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

d) *Relations with suppliers and consultants*

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

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

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

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

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

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

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

e) *Relations with customers*

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

Specifically, in relations with customers, employees must:

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

f) *Promotional material*

Within the context of managing the presentation of so-called over the counter (“**OTC**”) products to healthcare professionals, it is forbidden to offer or promise gifts, monetary or other benefits.

It follows that the promotional material sponsored by CODIFI must have a negligible value, not be interchangeable and must be linked to the activity carried out by the doctor and pharmacist. The name of the Company and/or the sponsored product must also appear clearly on this material.

It is prohibited to offer economic incentives aimed at compensating the time that healthcare professionals have taken away from their normal professional activities to attend conferences. Promotional material aimed at doctors and pharmacists is acquired directly from the Company centrally, as defined by specific corporate procedures.

g) *Advertising in newspapers and magazines*

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

h) *Participation in tenders*

When participating in a tender, Personnel must:

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

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

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

i) *Obligation to keep updated*

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

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

j) *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 when this refers to functions and

processes that are exposed to any form of outside solicitation.

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

Any information, data or document which an employee may become aware of during their work is the exclusive property of the Company, including but not limited to any idea, formula, technique, invention, program and similar information that represents confidential information and the exclusive property of CODIFI. 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 organization and production methods or to use it to cause harm, every employee must specifically:

- acquire and process only the data needed and appropriate for the purposes directly related to their own role;
- acquire and process the data only as part of specific procedures;
- store data in such a way that access is denied to 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.

k) Diligence in using the Company's assets

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

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

l) Respect for Laws on Illegal Immigration

Personnel must observe the following principles:

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

m) *Protection of Share Capital and Creditors*

The Personnel are obliged to:

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

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

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

n) 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.

o) Combating money laundering, self-laundering, the reception of stolen goods and fraudulent transfer of values

Personnel are obliged to take the appropriate measures and precautions to ensure transparency and propriety in commercial transactions and prevent money laundering, self-laundering, the reception of stolen goods and the fraudulent transfer of values.

Specifically, the Company makes it mandatory for Personnel to:

- stipulate in writing the duties assigned to any service providers and/or natural persons that see to the economic/financial interests of the Company, specifying the content and conditions of the terms agreed on, with reference to the supply of services;
- ensure, for all the competent departments, control of the regularity of the payments to all the counterparts as well as to verify the correspondence between the subject to whom the order is addressed and the subject who collects the relevant amounts;
- check on the financial flows referring to accounts with companies in the Group (payments/intercompany transactions);
- comply with the minimum standards and requirements set for the purposes of selecting parties providing goods and/or services, which the Company intends to acquire;
- set the evaluation criteria for bids based on the commercial and professional reliability of the suppliers and partners and request and obtain all necessary information;
- ensure maximum transparency when entering into agreements/joint ventures aimed at making investments;
- ensure maximum traceability of transactions involving goods, values or capital involving not only Company Personnel but also external professionals (*inter alia*, accountants, financial advisers).

p) 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, cyber security, privacy and copyrights) and internal procedures.

The Company prohibits:

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

Personnel are prohibited from uploading borrowed or 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 company 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.

q) *Protection of Industrial and Intellectual Property Rights*

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

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

All the Personnel must avoid unlawful and/or improper use, in their own interests, those of the company or those of third parties, of intellectual property (or parts of the same) protected under the terms of applicable copyright infringement laws.

r) *Data Protection and Relations with the Authority for Personal Data Protection*

Every employee must:

- only access and process data required and directly related to their role;
- store such data so as to avoid third parties having access to it;
- communicate and disclose data in the context of predetermined procedures, following prior authorisation from the delegated official;
- ensure that no confidentiality restrictions exist regarding relations of any type with third parties;
- guarantee observance of any provisions issued by the Authority for Personal Data Protection or any prohibitions or restrictions adopted by the latter.

s) *Protection of health and safety in the workplace*

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

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

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

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

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

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

- compliance with the technical and structural standards of the law related to plants, equipment and workplaces;
- ongoing monitoring and periodic maintenance of its systems and equipment, wherever they are located and operational, to guarantee the highest levels of quality of its services;
- ongoing communication of information and training regarding the correct use of systems, equipment and machinery;
- risk assessment and definition of consequent health and safety measures;
- ongoing monitoring and adoption of suitable measures to protect against risk deriving, by way of non-limiting example, from biological and chemical agents, manual handling of loads, and explosive atmospheres;
- organization of activities, namely in cases of emergency, first aid, contract management, periodic safety meetings, consultations with workers' safety representatives;
- health monitoring;
- worker education and training;
- supervision with reference to compliance with procedures and operating instructions;
- periodic checks and audits regarding the application and effectiveness of the procedures adopted;
- acquisition of the documentation and certifications required by law;
- continuous improvement of requisites that have led to achieving voluntary certification.

The Occupational Health and Safety Manager (or "**OHSM**") is appointed by the Company.

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

The Company Doctor must:

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

- periodically visit workplaces.

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

- adopt safe conduct during work, i.e. working in compliance with company regulations, procedures, operating Instructions, and general health and safety rules and the provisions of the Code of Ethics;
- avoid behaviour which is dangerous for the individual or for others;
- follow orders issued by superiors or by the Employer;
- perform tasks and operational activities assigned;
- take care of their own health and safety and that of anyone at the workplace that their actions or omission thereof will have repercussions on, in accordance with training, instructions and according to the means provided by the Employer;
- together with the Employer, Managers and Supervisors, contribute to fulfilling the obligations set to protect health and safety in the workplace;
- abide by the directives and instructions given by the Employer, Managers and Supervisors for the purposes of collective and individual protection;
- correctly use work equipment, hazardous substances and preparations, means of transport, and safety devices;
- immediately report to the Employer, Manager or Supervisor any inadequacy in tools and systems, as well as any potential danger that they become aware of, taking direct action in urgent situations, within the scope of their ability and the possibilities, to eliminate or mitigate situations of serious and imminent danger;
- they must not remove or change safety devices, signs or controls without authorisation;
- make appropriate use of the personal protection devices made available to them;
- take care of the personal protection equipment made available to them, without making any modifications on their own initiative and reporting any defects or problems to the Employer or the Manager or Supervisor;
- they may not carry out operations or manoeuvres at their own discretion that do not fall within their responsibility or that could compromise their safety or the safety of other workers;
- participate in the training and continuing education programs organised by the Employer;

- undergo the health checks required by applicable legislation or ordered by the Company Doctor;
- provide maximum cooperation in the activities of the Prevention and Protection Service;
- cooperate, behaving responsibly and in line with company rules, in the case of an alarm or emergency;
- develop full awareness regarding the implementation of the Organizational and Management Model adopted, working together with the figures responsible for health and safety objectives.

Contractors and, *inter alia*, service providers, suppliers, collaborators, must also guarantee compliance with the following rules:

- safe behaviour during their activities, i.e., working in observance of company procedures, instructions received, and general health and safety rules and provisions of the Code of Ethics;
- compliance with company signage;
- compliance with the contractual conditions governing the relationship between the parties;
- in the case of project or works contracts or service contracts, compliance with the health and safety provisions applicable in the scope of the cooperation and coordination activities between the parties and the corporate procedures aimed at their implementation.

t) *Environmental protection*

The Company is strongly committed to addressing and managing in a structured way, with medium-term policies and formalised programmes, the issues and problems related to environmental protection. 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.

The Company and its Personnel must comply with the requirements of the Environmental Consolidated Law (Legislative Decree 152/06).

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 Independent Auditor.

The Third-Party Recipients, like the other subjects, are obliged to comply with the provisions of the Code of Ethics and in particular with the ethical principles of reference and the rules of conduct laid down for the Personnel, in relation to their competence.

To this end, special clauses aimed at the application of penalty measures as described more in detail in the Disciplinary System, are added to letters of appointment and/or commercial agreements.

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

SECTION III: Transparency in Transferring Value Among Pharmaceutical Industries, Healthcare Professionals and Healthcare Organizations

1. Obligation of Transparency

Every year, the Company must document and disclose, by means of a special form, any transfers of value, whether in cash or in kind, made directly or indirectly to healthcare professionals and organisations.

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

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

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

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

The Recipients undertake henceforth to comply with the obligations regarding transfers of value set forth in Law 62/2022 on "*Provisions on the transparency of relations between manufacturing companies, health care providers and health care organizations*" (so-called Sunshine Act).²

2. Disclosure of data on an individual and aggregate basis

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

- a. expenses for participation at conferences and congresses referring to registration fees, travel and accommodation (excluding meals and drinks);
- b. expenses for consultancy and professional activities not otherwise covered in letter a resulting from a specific contract between the Company and individual healthcare professionals where the

² In particular, Article 5 of the Sunshine Act provides for the establishment of the "*Transparent Healthcare*" public register listing all agreements and disbursements in money, goods, services or other benefits made by manufacturing companies in favour of a health sector entity or a healthcare organization with certain characteristics.

type of service is stated.

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

Should the healthcare professional not provide consent to the processing of personal data, the Company shall arrange for the data to be published on an aggregate basis, according to the methods defined by the Farindustria Code of Conduct.

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

- a. donations and grants (including rights of use) in cash and benefits in kind;
- b. direct or indirect contribution to conference events carried out through healthcare facilities or third parties, including sponsoring doctors for conferences and congresses by paying their registration fees and travel and accommodation expenses;
- c. economic transactions related to consultancy and professional activities resulting from a written contract between the company and an institute/organization or association that provides any type of service not covered in a or b.

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

SECTION IV: 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, CODIFI 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 organization 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 Department, in its monitoring of internal controls, will have full and unrestricted access to company data and documentation, and will report exclusively to the Board of Directors.

SECTION V: Implementation and Monitoring Compliance with the Code of Ethics

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, which is responsible for monitoring the effective implementation of the Model, in cooperation with Menarini IFR's Medical Marketing and Sales 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 top management, as per Legislative Decree 231/01, as well as for personnel working in risk areas according to the Model.

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

- inform these subjects about the commitments and obligations imposed by the Code of Ethics by providing them with a copy of the Code;
- publicize the Code of Ethics through the company's information systems;
- require them to comply with the Code of Ethics;
- have them sign clauses and/or declarations contained in and/or attached to the relative contracts aimed, on one hand, at formalising the commitment to comply with Legislative Decree 231/01, the Model and the Code of Ethics and, on the other hand, at regulating the contractual penalties that will be applied following the violation of this commitment. The Company shall ensure the definition and continuous improvement of these clauses.

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

2. Duties of the Supervisory Board

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

- monitoring compliance with the Code of Ethics, with a view to reducing the risk of the crimes specified in Legislative Decree 231/01 being committed;
- formulating its comments regarding problems of an ethical nature that may arise in the scope of business decisions, as well as on alleged violations of the Code of Ethics that it may become aware of;
- making available every possible instrument of knowledge and clarification concerning the correct interpretation and implementation of the provisions contained in the Code of Ethics;
- monitoring the updating of the Code of Ethics, making proposals for its adaptation and updating;
- promoting and monitoring the Company's implementation of communication and training activities on the Code of Ethics;
- reporting any violations of the Code of Ethics to the proper corporate bodies, verifying the effective application of any measures imposed.

The SB supervises, *inter alia*, the compliance of the Whistleblowing System with the legal provisions of Legislative Decree 24/23 and its proper and effective functioning, aimed at receiving and managing the reports subject to the provisions of the above-mentioned Legislative Decree 24/23 (hereinafter referred to respectively as "**Corporate Channel**" and "**Whistleblowing Reports**"). In order to enable the SB to carry out the aforementioned supervisory activities, the Company has set up periodic and event-driven information flows to the Supervisory Board, which are regulated and fully described in the "*Statute of the Supervisory Board*", an integral part of the CODIFI Model.

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.

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

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

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

4. Reporting possible violations of the Code of Ethics - Whistleblowing Reporting System

Should a person required to comply with this Code of Ethics, which forms an integral part of the Model, become aware of a fact and/or circumstance likely to constitute possible violations of the Model adopted by the Company and/or possible offences pursuant to Legislative Decree 231/01 (hereinafter also referred to as "**231 Violation(s)**"), the same is required, in compliance with the provisions of the "*Statute of the Supervisory Board*" - also an integral part of this Model - to promptly notify the Board thereof.

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

- e-mail of the Supervisory Board odvcodifi@codifi.it;
- by post, even in an anonymous format, to: CODIFI Supervisory Board, Via Sette Santi, 1 - Florence (FI) 50131.

In addition, 231 Violations can be reported through the Corporate Channel, which allows whistleblowers and related parties to benefit from all forms of protection and guarantees that assist Whistleblowing Reports.

5. Policy of Non-Retaliation

The Company strictly prohibits any retaliatory, discriminatory or penalizing behaviour - even if only threatened and/or attempted - towards anyone who, in good faith, reports a violation of this Code, a violation of the Model /or an offence relevant pursuant to the aforementioned decree, or reports potentially illicit conduct through the Whistleblowing system implemented by the Company, as updated pursuant to Legislative Decree 24/23.

Under no circumstances may the submission of a report constitute grounds for retaliatory and/or discriminatory behaviour such as, *inter alia*, threats, harassment, discrimination, demotion, denial of benefits, suspension or termination of employment with regard to whistleblowers and/or persons connected to them, in accordance with the new legal provisions.

To this end, Legislative Decree 24/23 provides the possibility for whistleblowers to inform the ANAC of any retaliation they believe they have suffered as a result of a Report made in accordance with the provisions of the aforementioned decree. The regulation also ensures the nullity of acts taken in violation of the prohibition of retaliation, which can also be enforced in court.

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

The Disciplinary System provides for appropriate sanctions for those who make unfounded reports with malice or gross negligence (see Disciplinary System, Sect. III).

Anyone who thinks they may be the recipient of retaliation, or is aware of retaliatory action taken against others, may make a report through the Corporate Channel in addition to reporting the retaliatory actions to ANAC.

In the latter case, the manager of the Corporate Channel may provide appropriate support to the reporter by informing him/her, *inter alia*, of the option of addressing the aforementioned communication to ANAC so that the right to the protections and guarantees provided for by the legislation set out in Legislative Decree 24/23 may be effectively guaranteed.