

# **CODE OF ETHICS**

**A. MENARINI NEWTECH S.r.l.**

**Approved on 20/12/2017**

## Document control

<b>Document title</b>	Code of Ethics of A. MENARINI NEWTECH S.r.l.
<b>Version</b>	01
<b>Document code</b>	MOGC_CET_NEW_01
<b>Issue date</b>	20/12/2017

## Contents

<b>I. Introduction .....</b>	<b>6</b>
I.1 The Group's Code of Conduct.....	8
I.2 Menarini Global Anticorruption Compliance Program ("GACP").....	9
I.3 The NewTech Model and Purposes of the Code of Ethics .....	9
I.4 Recipients of the Code of Ethics .....	10
I.5 Distribution of the Code of Ethics and Training .....	11
I.6 Structure of the Code of Ethics.....	12
<b>II. General Principles.....</b>	<b>12</b>
II.1 Responsibility and Compliance with Legislation .....	12
II.2 Correctness.....	13
II.3 Impartiality .....	14
II.4 Honesty.....	14
II.5 Integrity .....	15
II.6 Transparency .....	15
II.7 II.7 Responsibilities towards patients.....	16
II.8 Efficiency.....	16
II.9 Fair competition .....	17
II.10 Privacy protection.....	18
II.11 Service mindedness.....	18
II.12 Value of human resources.....	18
II.13 Relations with public institutions and local entities.....	19
II.14 Relations with the community and environmental protection.....	21
II.15 Relations with associations, trade union organisations and political parties .....	21
II.16 Relations with international operators .....	22
II.17 Condemnation of all forms of terrorism .....	22
II.18 Individual protection .....	22
II.19 Workplace health and safety protection.....	22
II.20 Condemnation of organised crime.....	23

II.21	Protection of industrial and intellectual property rights.....	23
II.22	Collaboration with the Authorities in case of investigations .....	24
II.23	Correct use of IT systems.....	24
II.24	Relations with private entities and condemnation of corruption.....	25
II.25	Protection of the share capital and creditors.....	25
II.26	Accounting audit and transparency .....	26
II.27	Anti-money laundering.....	27
II.28	Internal control.....	27
<b>III.</b>	<b>Rules of Conduct.....</b>	<b>28</b>
III.1	Rules of conduct for Corporate Body members.....	28
III.2	Rules of conduct for Personnel .....	29
III.2.a)	<i>Conflict of interests.....</i>	<i>30</i>
III.2.b)	<i>Relations with the Public Authorities.....</i>	<i>31</i>
III.2.c)	<i>Relations with clients and suppliers.....</i>	<i>32</i>
III.2.d)	<i>Advertising in newspapers and magazines.....</i>	<i>33</i>
	NewTech upholds the rule of transparency for advertising in newspapers and magazines. Personnel must guarantee the separation of information and advertising, ensuring that the reader immediately recognises the promotional message, whatever its form, whether in text or tabular form. ....	33
III.2.e)	<i>Scientific Consultations.....</i>	<i>33</i>
III.2.f)	<i>Professional update obligation.....</i>	<i>34</i>
III.2.g)	<i>Confidentiality.....</i>	<i>34</i>
III.2.h)	<i>Diligent use of the Company's assets .....</i>	<i>35</i>
III.2.i)	<i>Protection of the share capital and creditors .....</i>	<i>35</i>
III.2.j)	<i>Health and safety and the environment.....</i>	<i>37</i>
III.2.k)	<i>Anti-money laundering/self-money laundering and receipt of stolen goods.....</i>	<i>39</i>
III.2.l)	<i>Use of IT systems .....</i>	<i>39</i>
III.2.m)	<i>Bribery among individuals .....</i>	<i>40</i>
III.3	Rules of conduct for Third-Party Recipients.....	40
III.4	Reporting obligations to the Supervisory Body.....	41
<b>IV.</b>	<b>Transparency in the Trasferring of Value Among Pharmaceutical Insustries, Healthcare Professionals and Healthcare Organizations.....</b>	<b>44</b>

IV.1	Obligation of Transparency and Method of Application.....	44
IV.2	Publication of Data on an Individual and Aggregate Basis .....	44
<b>V.</b>	<b>Implementation and Checking Compliance of the Code of Ethics.....</b>	<b>45</b>
V.1	Duties of the Supervisory Board.....	45
V.2	Infringements of the Code of Ethics and Relative Sanctions.....	46
V.3	Reporting Possible Infringements of the Code of Ethics .....	46
V.4	Policy of Non-Retaliation.....	47

## I. Introduction

A Menarini NewTech S.r.l. (Hereinafter also “NEWTECH” or “Company”) is part of the Menarini Group (the "Group" or "Menarini Group").

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

Currently with over three billion Euro consolidated turnover and over sixteen thousand employees, the MENARINI Group and its products is present in more than 100 countries worldwide, with five of its researchers among the most renowned in the world.

One of the strengths of the Menarini Group lies in its cooperation with international partners: the objective is to create synergies that shall lead to advanced solutions, pharmaceuticals and services in the healthcare sector.

The attention to people's health and well-being, which has always been the cornerstone of the Menarini Group's mission, has also been the drive behind NewTech 's business.

In particular, NewTech is dedicated to the research, development, production and marketing of goods and services in the field of health and well-being, achieved through new technologies and new production methods (eg innovative medical devices, e-Health, etc. ).

In carrying out its business activities, because of the peculiarities of the market in which it operates, NEWTECH. is constantly focused on the expectations of the community and clients with the aim to guarantee the highest quality standard. Furthermore, it has always paid attention to the ethical aspects of the business and to the scientific training of its employees.

This Code of Ethics is an official document approved by the Board of Directors of NewTech.

It should also be noted that NewTech, similarly to all the companies in the MENARINI Group, subjects its business actions and organisation to the Group's Code of Conduct (“Menarini Group Code of Conduct”), a document that outlines the values inspiring the work of MENARINI worldwide. Menarini Group Code of Conduct enriches this Code of Ethics, constituting a concrete and direct guide to inspire the behavior of directors, managers and employees in Italy and abroad, as well as a commitment to the community for a conscious action towards stakeholders of the Company.

The Code of Ethics encompasses all the principles and rules of conduct that those operating within the Group must comply with. Shareholders, Directors, Statutory Auditors, Independent Auditors, Managers, Employees and Third Party Recipients (e.g. consultants, agents and service providers) for the parent company and other companies, must abide by these when carrying out the duties and functions assigned to them.

It is therefore worthwhile reminding everyone that works at the Company or supports achievement of Company goals, without distinction or exception, of the importance of complying and ensuring compliance with the principles and rules of conduct defined in this Code of Ethics, within the scope of their functions and responsibilities.

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

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

In particular, the Company bases its conduct on integrity, a value that not only has moral relevance, but also assumes fundamental importance in guaranteeing continuity of action of the Company, in accordance with the provisions of Italian Legislative Decree 231/01 (Hereinafter also 'Decree').

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

To this end, NewTech specifically:

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

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

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

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

Observing this Code of Ethics is therefore of fundamental importance for the proper functioning, reliability and reputation of the Company, as well as to avoid involvement in misconduct.

Under no circumstances can the conviction of acting in the Company's interest justify adopting behaviour that is contrary to these principles, or the procedures governing corporate activities.

The provisions contained in the Code of Ethics aim to safeguard the prestige and credibility of NewTech with regard to the government, the medical community and , public opinion in general.

NewTech guarantees that this Code of Ethics will be widely distributed and made known both inside and outside of the Company.

### **I.1 The Group's Code of Conduct**

It should also be noted that NewTech, similarly to all the companies in the MENARINI Group, subjects its business actions and organisation to the Group's Code of Conduct (“Menarini Group Code of Conduct”), a document that outlines the values inspiring the work of MENARINI worldwide.

The Group's Code of Conduct must guide the behaviour of all Directors, Managers and Employees in Italy and abroad; the document – which should be referred to in full – is structured with a series of provisions conceived to protect:

- the integrity of the markets in which the Company operates;
- the integrity of the work environment, where the Company activities take place;
- the correct management and safeguarding of corporate data, information and assets;
- the interests and public assets involved in the Company's work.

Specifically, many of the provisions in the Code of Conduct **have been conceived to fight against corruption** in every sense and form, and adhering in full with the compliance requirements of the most

significant international legislation on the subject (UK Bribery Act and FCPA), these govern the rules of conduct that must be followed, for example, in:

- relations with the public authorities;
- promotional and information activities regarding products;
- dispensing gifts and forms of hospitality;
- dispensing presents and donations.

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

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

### **I.2 Menarini Global Anticorruption Compliance Program (“GACP”)**

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

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

These internal rules outline the principle elements which must characterise the Anticorruption Compliance Programmes of the Group companies, guaranteeing that they act with integrity, in line with the provisions of the GACP.

### **I.3 The NewTech Model and Purposes of the Code of Ethics**

The Code of Ethics adopted by NewTech forms an integral part of the Model adopted by the Company, containing, inter alia, the general principles and rules of conduct which it recognises as having positive ethical value and which all recipients of the Code of Ethics must observe.

The NewTech Code of Ethics, as indicated is inspired by some principles and rules indicated in the FARMINDUSTRIA Code of Conduct in its last version, approved on 12/10/2016, in addition to complying with CONFINDUSTRIA Guidelines

#### **I.4 Recipients of the Code of Ethics**

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

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

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

It is everyone's responsibility, but especially that of directors and managers, to promote the values and principles of the Code of Ethics by assuming responsibility internally and externally and by consolidating trust, cohesion and team spirit, without prejudice to the operational autonomy of individual companies.

Every employee of the Company must undertake to comply with the legislation and regulations applicable in all the countries where the Company operates. Employees must be aware of the laws and conduct required to comply with these. Every employee is obliged to actively contribute to implementing the Code of Ethics.

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

The Code of Ethics should also inspire the activities conducted by the Company abroad, while duly respecting the differences that exist on a regulatory, social and economic level.

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

Violation of the rules defined in this Code of Ethics, considered particularly serious, also compromises the relationship of trust created with the Company and may lead to disciplinary actions and compensation for damages.

With regard to employees, observance of procedures under the terms of Art. 7 of the Workers' Statute, collective labour agreements and any company regulations is unaffected.

### **1.5 Distribution of the Code of Ethics and Training**

The Company undertakes to guarantee the timely internal and external distribution of the Code of Ethics.

With specific reference to corporate bodies and Personnel, it guarantees:

- distribution of the Code of Ethics to all members of Corporate Bodies and all Personnel;
- display of the Code of Ethics in a place at the Company premises that is accessible to all, so as to allow for the verification of any notice regarding an infringement of the Code of Ethics, as well as an assessment of the facts and the application of adequate sanctions in the case of violations;
- support in the interpretation and clarification of the provisions contained in the Code of Ethics;
- formulation of systems to verify effective compliance with the Code of Ethics.

Pursuant to Italian Legislative Decree 231/01, the Supervisory Body (hereinafter "SB") responsible for monitoring the effective implementation of the Model, in conjunction with the competent Department, promotes and monitors training initiatives on the Code of Ethics, which are structured and differentiated according to the role and responsibilities assigned to the relevant employees. Training will be more intensive and characterised by more detail for whoever qualifies as "executive management" in terms of the Decree, and for those operating in "risk" areas pursuant to the Model.

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

- inform these parties of the commitments and obligations imposed by the Code of Ethics, by providing them with a copy thereof;
- circulate the Code of Ethics via the corporate computer systems;
- insist they comply with the Code of Ethics;
- ensure they sign clauses and/or other statements and/or other attachments to the relevant contracts, aimed on the one hand at formalising the commitment to comply with Italian legislative decree 231/2001, the Model and the Code of Ethics, and on the other, to regulate the contract-based penalties that will be applied subsequent to an infringement of this commitment. These

aspect are detailed in the Disciplinary System, adopted by the Company together with the protocols related to the Model.

Any doubts regarding the application of this Code of Ethics should be promptly discussed with the SB.

## **I.6 Structure of the Code of Ethics**

The Code of Ethics essentially comprises four parts:

- the first part sets out the reference ethical principles, in other words, the values that NewTech gives prominence to in its business activities and which must be respected by all Code of Ethics Recipients;
- the second part sets out the rules and principles of conduct in respect of all parties, including Third-Party Recipients, who are obliged to comply with this Code of Ethics;
- the third part regulates the ways in which the SB guarantees the implementation and verification of compliance with the Code of Ethics;
- the fourth part contains the obligations of transparency in transferring values from the Company to healthcare professionals and healthcare organisations

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

## **II. General 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 NewTech justify adopting behaviour that is contrary to the principles in this Code of Ethics, which should be ascribed primary and absolute value.

### **II.1 Responsibility and Compliance with Legislation**

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

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

The Directors, and Personnel of NewTech are obliged to comply with the laws applicable both in Italy and in other countries with which the Company has operational connections. In abiding with the regulations and procedures set by the Company, they must perform their services with diligence, efficiency and correctness, acting entirely professionally and assuming the responsibilities deriving from the obligations they are entrusted with.

Under no circumstances may the interests of the Company be pursued or achieved while infringing laws or professional standards. This applies with regard to activities carried out in Italy as well as in respect of activities associated with relations established with international operators.

## **II.2 Correctness**

All actions and operations and conduct of any Code of Ethics Recipient in the context of performing their duties or tasks are based on legitimacy on a formal and substantial level, according to applicable regulations and internal procedures, as well as on correctness, loyalty and mutual respect.

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

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

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

In any event, Company's Directors and Personnel shall act fairly in order to avoid conflicts of interest, that is, in general, all situations in which the pursuit of one's interests is contrary to the Company's interests.

In any event, it is necessary to avoid those situations through which an employee, director or other recipient can gain an undue advantage or profit on the basis of situations or opportunities which he/she became aware of during the fulfilment of their duties.

In particular, given the sensitive nature and central role of the position held, Directors and Managers are required:

- to adopt a conduct based on autonomy and independence with public institutions, private parties, business associations and political forces by providing the right information to define the company's legal structure and administrative activity;
- to behave with integrity, loyalty and a sense of responsibility towards the Company;
- to participate in the Company's activities in a constant and informed manner;
- to be aware of the role held;
- to ensure the attainment of the objective of treating patients while respecting their freedom and dignity.

### **II.3 Impartiality**

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

Any company employee or other party that believes they have suffered discrimination should report the event to the SB, which shall investigate the effective infringement of the Code of Ethics.

### **II.4 Honesty**

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

When formulating the contractual agreements with clients, it is necessary to ensure that the terms are fully clear and comprehensible. It is also necessary to ensure conditions of equality among the parties.

## **II.5 Integrity**

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

## **II.6 Transparency**

The information disseminated both inside and outside the Company shall be characterised by truthfulness, accuracy and completeness. The constant compliance with such rules of conduct enables the implementation of the principle of transparency.

In accordance with the principle of transparency, all operations and/or transactions, understood in the broadest sense of the term, shall be legitimate, authorised, consistent, reasonable, documented, recorded and verifiable within a ten-year period. In particular, each operation and/or transaction shall be duly recorded and shall allow verification of the decision-making, authorisation and implementation process.

All operations shall also be accompanied by adequate supporting documentation in order to proceed at any time with the performance of checks aimed at verifying the characteristics and reasons behind the operation and such as to be able to identify the person responsible for the authorisation, implementation, registration, and verification of the operation.

Recipients, and in general, all the entities engaged in any purchase of goods and/or services, including external consultants, on behalf of the Company, shall act in accordance with the principles of fairness, cost-effectiveness, quality and legality to operate with due diligence.

In order to ensure compliance with these ethical standards, the criteria for suppliers' selection shall be objective and transparent and, above all, codified in a special procedure. This selection, in compliance with the laws currently in force and the procedures adopted, is essentially made on the basis of objective evaluations related to competitiveness, the quality of the services provided and/or the services offered and the economic conditions applied.

In any event, it remains understood that the supplier shall be selected also on the basis of its ability to ensure:

- compliance with this Code of Ethics;
- the implementation of adequate quality systems, if any;
- the availability of suitable organisational means and structures.
- compliance with labour regulations.

Specific procedures are in place to support the documentation of the overall selection and procurement process, in order to ensure the utmost transparency in the evaluation and selection of suppliers.

## **II.7 II.7 Responsibilities towards patients**

The business conducted by NewTech ensure that the Company undertakes specific responsibilities, including of an ethical nature, towards patients.

In particular, the Company undertakes to request that Personnel, within the scope of their skills, and experts carry out studies aimed at safeguarding the care requirements of patients, with respect for their freedom and dignity.

## **II.8 Efficiency**

All Recipients of this Code of Ethics are bound to exercise professionalism, dedication, loyalty, a spirit of cooperation and mutual respect. The management efficiency that NewTech pursues is achieved thanks to the professional and organisational contribution made by each of the human resources in compliance with the principles of professionalism, transparency, correctness and honesty.

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

From a different perspective, NewTech undertakes further to:

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

## **II.9 Fair competition**

The free market implies competition with the other pharmaceutical companies; however, said competition shall be constantly guided by principles of fairness, fair competition and transparency towards market players.

In compliance with Antitrust national and Community legislation, as well as the Guidelines and directives of the Italian Antitrust Authority, the Company does not engage in conduct nor enters into agreements which may adversely affect the competition regime among the various operators in the reference market or such as to negatively impact users and consumers in general, thereby basing its conduct on fair trading, preventing and condemning malpractices of any kind or nature.

All employees involved in pricing or licensing activities or who are dealing with competitors, pharmacies or associations, are directly involved in activities which, if carried out with any conduct not in line with the provisions of these regulations, are likely to trigger proceedings in violation of antitrust laws.

It is against Company policy and the law to put in place agreements, arrangements, exchanges of information, discussions or communications with any competitor concerning prices, pricing policies, discounts, promotions, sales conditions, markets, production costs that are aimed at restricting or distorting free competition.

In order to prevent phenomena of this kind, the personnel are required to observe the strictest confidentiality of such sensitive data.

The Company relies on the services of a specific Corporate Antitrust and Privacy Compliance Office established within the Parent Company, with which the Company has a special services contract in place. Any form of agreement, whether direct or indirect, which is entered into or put in place with competitors in order to modify or disrupt public tenders, takeovers or other proceedings relating to the purchase of goods or services by public administrations is also prohibited.

NewTech also undertakes not to unduly damage the image of competitors and their products.

## **II.10 Privacy protection**

NewTech is committed to protecting the privacy of the Directors and Personnel, as well as of Third-Party Recipients, in compliance with applicable regulations, in order to prevent the disclosure or dissemination of personal data without the consent of the data subject.

The acquisition and processing, as well as the storage of information and personal data relating to the employees and the other entities whose data is in possession of the Company shall take place in accordance with specific procedures aimed at preventing disclosure to any authorised persons and/or entities. Such procedures are compliant with current regulations.

## **II.11 Service mindedness**

The Directors and Personnel, as well as Third-Party Recipients shall gear their conduct, within the scope of their duties and responsibilities, towards the pursuit of the main corporate purposes aimed at providing a useful service of high social value to the community, which shall benefit from the highest quality standards.

## **II.12 Value of human resources**

Human resources are the main factor underpinning the company's development. The management of human resources is based on respect for the personality and professionalism of each one of them within the general framework of the current legislation.

NewTech is aware that the high professionalism of its collaborators and their dedication to the Company are essential and critical factors to the pursuit of the Company's purposes.

For this reason, the Company protects professional growth and development in order to enhance the wealth of skills possessed, in compliance with the current legislation on the rights of individuals, particularly with regard to employees' moral and physical integrity.

NewTech condemns all forms of recommendation and patronage.

The Personnel's selection is made based on matching the candidates' profiles with the highest technical and professional skills and the utmost focus on the respect for the ethical principles set forth by the

Company.

In particular, the Personnel are recruited following a strict selection based on the curriculum of each candidate. With regard to Managers, special attention is paid to the degree grade, the time taken to achieve it, the knowledge of foreign languages, any internship abroad, the human characteristics and traits of the individual candidate, and the person's ability to respect the principles enshrined in the Code.

In particular, NewTech guarantees generation of professional development and growth opportunities through mentoring, training and the availability of appropriate digital tools.

The Personnel are hired on the basis of regular work contracts.

The Company undertakes to ensure that, within its own corporate organisation, the annual targets are set so as not to lead to illegal conduct and to ensure that they are instead focused on a possible, specific, concrete and measurable outcome which is related to the time set for its achievement.

Any salary increases or other incentives and access to senior positions or roles depend on the rules established by law or by the collective bargaining agreement, as well as to the individual merits of the employees, including especially the ability to achieve the company's goals with behaviour and organisational skills founded on the Company's reference ethical principles set forth in this Code.

### **II.13 Relations with public institutions and local entities**

NewTech aims to the highest integrity and fairness in its relations with the public institutions and more in general with the Public Administration, in order to ensure the utmost transparency in institutional relations.

In their relations with Public Officials and in any event in their relations with 'politically exposed persons' or with their family members or with the 'individuals closely linked' to them, as defined in Legislative Decree 231/07, Directors and Managers shall behave with the utmost fairness and integrity, even refraining from giving the impression of wanting to improperly influence decisions or requesting special treatment.

Any illegal payments in relations with the Institutions or with Public Officials, including with their family members and the individuals closely linked to them, are prohibited. All Recipients shall refrain from

making payments of any amount in order to gain improper benefits in representing the Company before the Public Administration.

The Company expressly prohibits practices of corruption, favouritism, collusion, direct and/or indirect solicitations, including through promises of personal benefits vis-à-vis any individual belonging to the Public Administration.

In particular, the following patterns of conduct are prohibited:

- giving or offering, directly or indirectly, money and material benefits of any kind to public officials, persons in charge of a public service, politically exposed persons, their family members and to the persons closely and openly associated with them, in order to influence or remunerate an act of their official duties and/or the failure to perform an act of their official duties;
- offering gifts or other gratuities which may constitute forms of payment to officials or employees from the Public Administration, to politically exposed persons, their family members and to the persons closely and openly associated with them;
- accepting and then meeting requests for money, favours or compensation from natural persons or legal persons who wish to enter into business relations with the Company as well as from any individual belonging to the Public Administration, from politically exposed persons, their family members and the persons closely and openly associated with them.

Gratuities, such as gifts, are permitted only if they are of modest value and such as not to jeopardise the integrity or reputation of either party, or such that they cannot be interpreted by an impartial observer as being aimed at obtaining benefits in an improper manner.

Notwithstanding the obligations imposed by the legislation in force, the Recipients shall refrain, during business negotiations, requests or business relations with the institutions, with the Public Officials, with politically exposed persons, with their family members and with the persons closely associated with them, from undertaking the following actions:

- examining or proposing employment and/or business opportunities that could benefit the employees of the Institutions or Public Officials in their personal capacity;
- offering or otherwise providing, encouraging or accepting gifts, favours or practices of business or conduct that are not based on the utmost transparency, fairness and loyalty and that in any case do not comply with current regulations;

- soliciting or obtaining confidential information that may compromise the integrity or reputation of both parties or that in any event are in breach of public procedures put in place when maintaining relations with the Public Administration.

Practices to negotiate and/or renegotiate the prices of drugs based on untruthful data or indicators are strictly prohibited. Price bargaining is based on the scientific nature of results obtained through the marketing of drugs, it must be done jointly, and be conducted on the basis of the inter-disciplinary aspects of the different competencies.

Relations with institutional partners are maintained solely through parties especially appointed for such purpose also on account of their capacity.

Nevertheless, NewTech shall not be represented, within the scope of its relations with Public Institutions, with Public Officials, with politically exposed persons, with their family members, with the individuals closely linked to them, by the Directors or Managers in respect of which a conflict of interests may arise.

In this regard, the Company prohibits the appointment as its representatives of entities that have a conflict of interests or have family relationships or are closely linked thereto, such as to improperly influence the decisions of any individual belonging to the Public Administration or that may be politically exposed.

The Company may use consultants, agents or third parties as its representatives in dealings with the Public Administration only if they have been given prior authorisation to the fulfilment of each single transaction.

#### **II.14 Relations with the community and environmental protection**

NewTech attaches the utmost importance to environmental protection, and consequently it shall never seek any advantages that may possibly be related to the violation of environmental legislation.

#### **II.15 Relations with associations, trade union organisations and political parties**

NewTech shall refrain from financing political parties, movements, committees and political and trade union organisations, or their representatives or candidates.

It does not even finance associations, nor does it sponsor events or conferences that have political propaganda as their object.

The Company issue contributions and donations in favour of entities with social, moral, scientific and cultural purposes.

#### **II.16 Relations with international operators**

NewTech undertakes to ensure that all its dealings, including of a business nature, with entities operating internationally, shall be conducted in full compliance with the laws and regulations currently in force.

#### **II.17 Condemnation of all forms of terrorism**

The Company condemns all forms of terrorism and undertakes to adopt – while performing its business - all necessary measures aimed at preventing the risk that the Company may be involved in terrorism, in order to contribute to the establishment of peace among peoples and democracy.

To this end, the Company's objective is not to establish any relationship - neither of a professional or commercial nature - with entities involved in terrorism, whether natural or legal persons, and also undertakes not to finance or facilitate any of their activity.

#### **II.18 Individual protection**

NewTech recognises the need to protect individual freedom in all its forms and condemns all manifestations of violence, especially if aimed at limiting personal freedom. The Company undertakes to promote the sharing of the same principles within the scope of its business and among its employees, collaborators, suppliers and partners.

#### **II.19 Workplace health and safety protection**

NewTech is fully committed to pursuing the objective of ensuring workplace health and safety protection.

To this end, the Company shall take the most appropriate measures to avoid the risks associated with the

performance of its business activities and, where this is not possible, to ensure the proper assessment of the risks, with the aim to address them directly at the beginning and ensure the elimination thereof or, where that is not possible, to ensure that they are properly managed.

NewTech is required to identify and adopt all the appropriate measures required to protect workers' safety and health, including prevention of occupational hazards, information and training, as well as the preparation of the necessary organisation and means.

## **II.20 Condemnation of organised crime**

NewTech condemns all forms of organised crime (mafia-type criminal associations in particular) of a national or transnational nature and to this end it undertakes not to establish any relationship of a professional, collaboration or business nature with entities, be they natural or legal persons, directly or indirectly involved in criminal organisations or, in any event, bound by kinship ties and/or close links with the representatives of known criminal organisations, and shall not finance or otherwise facilitate any activity linked to such organisations.

The Company shall take appropriate measures to prevent the risk of its involvement or that of its employees in relations and activities howsoever entertained and for whatever reason, including in the form of mere assistance and support, with those organisations.

## **II.21 Protection of industrial and intellectual property rights**

NewTech operates in full compliance with the legislation concerning the protection of trademarks, patents and other distinctive signs and with copyright law.

In particular, the Company does not allow the use of intellectual property that is free of the S.I.A.E. mark or that is in any event equipped with an altered or counterfeit mark.

The Company also prohibits the reproduction of programmes and the content of databases, as well as the acquisition and dissemination - in any form - of protected intellectual property, including through the disclosure of the relevant content before it is made public.

The Company does not permit the use, for any reason and for any purpose, of products with counterfeit trademarks and signs and the manufacture or marketing or, in any case, any activity related to products already patented by third parties and over which it has no rights.

## **II.22 Collaboration with the Authorities in case of investigations**

In recognising the value of full cooperation with the judicial and administrative authorities, whether at the national or international level, NewTech aims to operate with the utmost integrity and fairness with regard to relations with the competent authorities.

To this end, the Company prohibits any conduct intended or suitable to interfere with the investigations or inquiries conducted by the competent Authorities and, in particular, any conduct intended to hamper the search for truth, including through the incitement of parties summoned by the Court not to make statements or to make false statements.

The Company undertakes to take all the necessary measures to provide the cooperation requested by the Authorities in accordance with applicable regulations.

## **II.23 Correct use of IT systems**

The Company pursues the objective of ensuring the correct use of IT and/or telecommunication services, in compliance with the legislation currently in force and in order to guarantee the integrity and authenticity of the data processed, with a view to protecting the Company's interests and those of third parties, with particular reference to public Authorities and Institutions.

To this end, NewTech shall take all appropriate measures to ensure that access to electronic and computerised data shall take place in full compliance with the regulations currently in force and the privacy of the parties involved, if any, and to guarantee the confidentiality of the information and ensure that it is processed by entities specifically authorised to do so, thereby preventing any undue interference.

More specifically, the Company prohibits the following conduct:

- the unlawful access into computer or telecommunications systems protected by security measures;
- the destruction, damage, cancellation or alteration of information, data or computerised programmes belonging to third parties, the State or other public Entity;

- the exhibition of false electronic documents, whether private or public, having evidentiary effect;
- the installation of equipment designed to intercept, prevent or interrupt communications relating to a computerised or telecommunications system or among multiple systems;
- the unlawful removal, reproduction, distribution or delivery of codes, keywords or other means suitable to gain access to a computerised or telecommunications system protected by security measures.

#### **II.24 Relations with private entities and condemnation of corruption**

NewTech, in condemning all forms of corruption, considers it of fundamental and essential importance to ensure that all relations with private entities (suppliers, competitors, clients, consultants, business partners etc.) be based on the utmost loyalty, integrity, fairness and good faith.

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

- either directly or through an intermediary, to promise, offer or provide an undue advantage of any kind to parties carrying out management or work roles of any type within the company or on behalf of an entity in the private sector, in exchange for the party carrying out or omitting an action in violation of their duty.
- either directly or through an intermediary, to solicit or receive for oneself or for others, an undue advantage of any kind, or accept the promise of said advantage, in carrying out management or work roles of any type on behalf of the Company, in exchange for performing or omitting an action, in violation of the obligations of assigned office or those of general loyalty;

#### **II.25 Protection of the share capital and creditors**

One of the key aspects that define the Company's ethical conduct is the compliance with the principles of conduct intended to ensure the integrity of the share capital, the protection of creditors and third parties entertaining relations with the Company, and, in general, the Company's transparency and fairness from an economic and financial point of view.

Therefore, NewTech intends to ensure the dissemination and observance of rules of conduct designed to safeguard the afore-mentioned values, in order to prevent the commission of the corporate crimes covered by Legislative Decree 231/01.

## **II.26 Accounting audit and transparency**

The Recipients are committed to ensuring that all actions relating to the management of the Company are represented in a true and fair manner from NewTech's accounting point of view.

All the transactions carried out are based on the following principles:

- utmost fairness from a management point of view;
- completeness and transparency of the information;
- lawfulness in form and substance;
- clarity and truthfulness of its accounting records according to relevant regulations and internal procedures.

The accounting documentation shall conform to the principles mentioned above and shall be easily traced and filed according to logical criteria.

In any case, the corporate payments to be disbursed shall be solely proportional to the service and according to the terms of the contract and may not be issued to an entity other than the contracting party.

The use of corporate funds for improper or illegal purposes is strictly prohibited. Under no circumstances shall anyone receive payments that are not based on properly authorised business transactions or be offered illegal forms of remuneration.

The Company requires that the entry in the financial statements of all assets, such as receivables, inventories, investments and expenses stems from the unconditional respect of all the applicable standards on financial statements preparation and evaluation. The Company therefore prevents the creation of false, incomplete or misleading records and ensures that no secret funds or unregistered funds are set up or deposited in personal accounts and that no invoices are issued against non-existent transactions.

The documents certifying the accounting records shall allow the swift reconstruction of the accounting transaction and the identification of any error.

The internal company procedures govern the execution of all business operations and transactions, including the reimbursement of expenses to employees and/or external collaborators in any capacity, and/or professionals, which shall be able to identify, in relation to the financial resources to be used or

used, the legality, authorisation, consistency, congruity, correct registration and verifiability thereof.

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

## **II.27 Anti-money laundering**

NewTech and all employees shall not be involved in operations that could give rise to the laundering of criminal or illegal proceeds in the interest of or to the benefit of the Company.

The Company pursues the utmost transparency in business transactions and adopts all possible means to combat the phenomena of money laundering and receipt of stolen goods.

Moreover, the Company ensures compliance with the principles of fairness, transparency and good faith in dealing with all contractual counterparts, even if they are part of the same Group.

## **II.28 Internal control**

It is the Company's policy to disseminate, at all levels of the organisation, not only a culture characterised by the existence and importance of a system of controls, but also to convey a mental approach geared towards the application thereof.

Through its system of internal control, NewTech intends to pursue the general objectives of effectiveness and efficiency of its operations, protection of corporate assets and resources, compliance with laws, regulations and internal procedures, as well as reliability of accounting and financial data.

Each level of the organisation and each corporate function is, therefore, specifically responsible for implementing, maintaining and monitoring the proper functioning and effectiveness of the internal control system. As regards its internal control monitoring activities, Menarini IFR's Corporate Internal Auditing & Compliance Department shall have full and free access to the Company's data and documentation and shall report solely to the Board of Directors.

### III. Rules of Conduct

#### III.1 Rules of conduct for Corporate Body members

NewTech Corporate Bodies, aware of their responsibilities, in addition to compliance with the law, the regulations in force and the Articles of Association, are required to comply with the provisions of this Code of Ethics, thereby basing their activities in the pursuit of the company's profit and growth on values of honesty, integrity, fairness, transparency, respect for people and the rules, and cooperation with the Company's top management.

The Board of Directors conduct Company business in pursuit of the primary goals of safeguarding the health of patients, respect for their dignity, offering drugs which are solidly reliable and of the highest quality; all of these goals take priority over the company's pursuit of profit.

The Corporate Body members are required:

- to engage in conduct based on autonomy, independence, and fairness with public institutions, private entities (including the company's creditors), business associations, political parties, as well as with any other national and international operator;
- to behave with integrity, loyalty and a sense of responsibility towards the Company;
- to ensure constant and informed participation in the meetings and activities of the Corporate Bodies;
- to ensure the sharing of the mission and a critical approach, so as to ensure a significant personal contribution based on the awareness of the position held;
- to assess situations of conflict of interests or incompatibility of functions, duties or positions outside and inside the Company, refraining from being involved in situations of conflict of interests within the scope of its activities;
- to process any information which they gain access to in the performance of their duties in a confidential manner, thereby refraining from taking advantage of their position to obtain personal benefits, whether direct or indirect. All communications sent outside the Company shall comply with the laws and rules of conduct and shall be aimed at safeguarding sensitive information as well as inside information;
- to comply, to the extent applicable and within the scope of their responsibilities, with the rules of conduct set forth for Personnel in the following paragraph.

The Corporate Bodies are specifically tasked with promoting the Company's image and standing. This task shall be carried out by taking as the main reference point the respect and protection of patient care requirements and the provision of highly specialised services, objectives which are implemented thanks to technically trained personnel who constantly focus on the compliance with ethical values, as laid down in this Code.

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

Personnel shall base their conduct, in both internal and external relations, on the regulations currently in force, on FARMINDUSTRIA's Code of Professional Conduct, as well as on the principles enshrined in this Code of Ethics, in addition to the rules of conduct set out below, in compliance with the Model and the company procedures in force.

More specifically, the Company's Top Management is required:

- to behave with integrity, loyalty and a sense of responsibility towards the Company;
- to represent an example for its employees through their conduct;
- to know and scrupulously comply with the provisions of laws, regulations and disciplinary rules issued in the pharmaceutical and health sectors;
- to comply with the laws relating to the correct and transparent management of the Company;
- to guide employees towards the observance of the Code;
- to ensure that employees are always mindful of the principles of the Code of Ethics and that their compliance is an integral part of their work.

The Management is entitled to express diverging views from those of Corporate Bodies, provided that this is purely conducive to the need to improve the quality of services offered. Information received in the performance of their duties is considered to be of a confidential nature and any use thereof not resulting from the institutional fulfilment of the duties is prohibited.

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

- refrain from engaging in conduct contrary to the rules set forth by the Code of Ethics;
- not to engage in, give rise to or contribute to such conduct as to constitute any of the offences referred to in the Decree;
- cooperate with the Supervisory Body during the verification and supervision activities

performed by same, thereby providing any information, data and updates it may request;

- submit the reports provided for by this Code to the Supervisory Body;
- report to the Supervisory Body any departures from or breaches of the Model and/or the Code of Ethics, in compliance with the provisions laid down in this Code and the Model.

In any event, it is recalled that:

- all actions and transactions, and in general the conduct put in place by the Company's employees in the performance of their professional duties shall be based on the utmost transparency, fairness and lawfulness;
- all the company's activities shall be carried out with the utmost care and professional rigour;
- each employee shall provide skills and expertise adequate to the duties assigned and shall act to protect the reputation and good name of the Company;
- relations among employees, at all levels, shall be based on the principles of probity, collaboration, loyalty and mutual respect.

In any event, all Company employees are responsible for acquiring knowledge of the laws and regulations relevant to their duties in order to recognise any potential risks and in such case request the support of the Supervisory Board.

The Personnel may at any time request clarification from the Supervisory Board, both in writing and verbally, as to the proper interpretation of the Code of Ethics or the protocols related to the Model, the lawfulness of concrete behaviour or conduct, or more in general the compliance of certain patterns of conduct with the Model or the Code of Ethics.

In any event, the Personnel are required to abide by the principles and rules of conduct set out hereunder.

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

The Personnel shall refrain from engaging in or facilitating transactions involving conflicts of interest - whether actual or potential - with the Company, as well as any activity that may interfere with the ability to take impartial decisions in the best interests of the Company and in compliance with the provisions of this Code.

The Personnel are required to inform their superior of any interest on their own account or on that of

third parties that they may have in an operation in which they are involved. Any such communication shall be precise and shall specify the nature, terms, and the origin of the advantage. Pending the company's decisions on the matter, they shall refrain from taking any action.

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

All relations with entities that qualify as Public Officials, politically exposed persons, their family members and in any event people closely and openly linked to them, or Persons in charge of a Public Service shall be conducted in full compliance with the laws and regulations in force, as well as with the Model and Code of Ethics, in order to ensure the absolute lawfulness of the Company's operations.

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

NewTech prohibits the Personnel to accept, offer or promise, even indirectly, money, gifts, goods, services, benefits or favours (even in terms of employment opportunities) in their relations with Public Officials, Persons in charge of a Public Service, with politically exposed persons, with their family members and with persons closely and openly associated with them, aimed at influencing their decisions, in view of more favourable treatment or undue services or for any other purpose.

It is prohibited to engage in any conduct that is in any way aimed at promising or giving to Public Officials, Persons in charge of a Public Service, politically exposed persons, their family members and persons closely and openly associated with them, money or other compensation in order to induce them to perform an act of their official duties in order to gain an advantage for oneself or for the Company.

Any requests or offers of money, gifts (except those of modest value, intended as those of a customary nature in such circumstances as may be interpreted by an impartial observer), favours of any kind, given or received by the Personnel, shall be promptly brought to the attention of their superior and the Supervisory Board.

Gifts and gratuities to Public Officials, Persons in charge of a Public Service or, in any event, public employees are permitted only when, due to their modest value, they do not howsoever compromise the integrity and independence of the parties and may not be interpreted as a means of obtaining undue advantages.

In its relations with the Public Administration, the employees or the functions which, by virtue of their duties or powers, put forward requests, management and/or administration of grants, subsidies, loans, reimbursements from the State or other Public Entity are required to exercise their powers solely for the purposes for which they were conferred, to make use of the other functions required by company processes, to keep accurate records of each transaction to ensure the utmost transparency and clarity of the agreements and the related money transactions.

In any case, during negotiations or any other dealings with the Public Administration, the Personnel shall refrain from engaging, directly or indirectly, in actions aimed at:

- proposing employment and/or business opportunities which may lead to benefits, for themselves or others, to employees of the Public Administration or their relatives or in-laws;
- soliciting or obtaining confidential information that could compromise the integrity or reputation of one or both parties.

In the event of investigations, inquiries or requests from the Public Authority, the Personnel are required to ensure due cooperation.

### **III.2.c) *Relations with clients and suppliers***

The Personnel shall base their relations with clients and suppliers on the utmost fairness and transparency, in compliance with the laws and regulations in force, with the Model and the Code of Ethics, as well as with internal procedures and, in particular, with those relating to client relations and those relating to procurement and supplier selection.

More specifically, as regards tenders, procurement and the supply of goods or services in general, employees shall:

- follow internal procedures for the selection and management of suppliers' relations;
- not prevent any supplier company meeting the necessary requirements from having the possibility of bidding for the supply of the company's services by adopting objective evaluation criteria in the selection according to established and transparent methods;
- obtain the suppliers' cooperation in constantly meeting the requirements of the company's clients in terms of quality, cost and delivery times;
- use to the largest extent possible, in compliance with the applicable laws, products and services provided by Group companies under competitive conditions;

- observe and enforce the contractual conditions;
- maintain an honest dialogue with suppliers;
- report to their superior any issues involving suppliers.

Conversely, with regard to client relations, employees are required to:

- follow internal procedures for the selection and management of clients' relations;
- provide full and accurate information about products and services so that clients can make informed decisions;
- provide truthful information in advertising communications or of another nature.

#### **III.2.d) Advertising in newspapers and magazines**

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

#### **III.2.e) Scientific Consultations**

In the context of scientific collaboration between NewTech and the scientific community, Personnel must respect applicable legislation, the provisions of the FARMINDUSTRIA Code of Conduct and applicable corporate procedures.

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

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

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

- definition of a written contract between the doctor and NewTech that specifies the nature of the service provided. The need for the service in question must be clearly identified;
- provision in the contract for the obligation upon the consultant to declare the relationship in existence with the pharmaceutical company on each occasion that they write or speak

- publicly regarding the subject of the collaboration;
- storage of documentation regarding services offered by consultants for a period of at least 3 years;
  - definition of remuneration for the services offered according to beneficial economic criteria and reflecting the market value of the services. The appropriate, sufficient and documentable nature of the initiative must also be guaranteed.

**III.2.f) Professional update obligation**

In the fulfilment of their duties on behalf of NewTech, all employees are required to maintain a high degree of professionalism at all times.

Moreover, all employees, in relation to their specific areas of responsibility, are required to be constantly updated on a professional level.

**III.2.g) Confidentiality**

The personnel are required to process all data, information and updates in their possession with the utmost confidentiality, including after the termination of the employment relationship. In particular, it is necessary to prevent the dissemination of such information or its use for one's own speculative purposes or those of third parties.

The personnel shall also process the information and data relating to strategic roles, functions and sensitive processes with absolute confidentiality, especially when they are functions and processes exposed to any form of external solicitation.

The personnel are required to process the information regarding the goods and services procurement process with the utmost confidentiality.

Any other information, data or document which employees become aware of during the performance of their duties shall be the Company's exclusive property, including, but not limited to, every idea, formula, technique, invention, programme, business plan, marketing and sales plan and similar information, which shall constitute confidential information and the exclusive property of NewTech.

It is therefore prohibited to disclose such information externally without express permission and to use it

for one's own personal advantage.

Without prejudice to the prohibition to disclose information concerning the company's organisation and production methods or use it in such a way as to cause damage to it, all employees, in particular, are required to:

- acquire and process only the necessary and appropriate data for purposes directly related to the function performed;
- acquire and process such data only within the scope of specified procedures;
- store the data in such a way as to prevent any unauthorised entities from acquiring knowledge thereof;
- communicate the same data within the scope of predetermined procedures and/or upon explicit authorisation from superiors;
- ensure that there are no absolute constraints or constraints relating to the possible disclosure of information concerning third parties bound to the Company by virtue of a contract of whatsoever nature and, where appropriate, obtain their consent.

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

### ***III.2.h) Diligent use of the Company's assets***

The Personnel shall protect and preserve any valuables and assets belonging to the Company that has been entrusted to them, and contribute to the protection of the Company's assets in general, avoiding situations that might adversely affect the integrity and safety of such assets.

In any event, the Personnel shall refrain from using the Company's resources, goods or materials for their own personal advantage or, in any event, for any unlawful purposes.

### ***III.2.i) Protection of the share capital and creditors***

The Corporate Bodies, the Management, employed Personnel and external Collaborators are required to:

- adopt at all times a correct, transparent and cooperative approach, in compliance with the rules of law and with internal company procedures, in all the activities targeting preparation of the financial statements and of the other corporate reports required by the law and directed at shareholders or the general public, in order to provide a true and fair view of the Company's

profit and loss, balance sheet and cash flow;

- strictly observe the legal provisions aimed at protecting the integrity and effectiveness of the share capital (e.g.: mergers, acquisitions of companies, distribution of profits and reserves, etc.) and to always act in compliance with internal company procedures, upon which those rules are based, in order not to jeopardise the rights of creditors and third parties in general;
- conduct any Company liquidation transactions focusing on the corporate creditors' best interests; it is therefore prohibited to divert corporate assets from their allocation to creditors, distributing them among shareholders before issuing payment to the entitled creditors, or setting aside the sums necessary to meet such payments.

Moreover, NewTech ensures the proper operations of its corporate bodies, guaranteeing and supporting any form of control over the company's management required by the law as well as the free and correct manifestation of the shareholders' will; it is therefore mandatory to ensure strict compliance with the internal procedures prepared for this purpose by the Company and/or, in any case, the adoption of conduct in line with this principle.

With specific reference to the preparation of the financial statements, the Company considers the truthfulness, fairness and transparency of the financial statements, reports, and other corporate communications required by law and addressed to the shareholders or the general public as essential principles in the conduct of the business and guarantee of fair competition. This calls for an in-depth analysis into the validity, accuracy, and completeness of the basic information required for the accounting records.

Consequently, it is not permitted to conceal any information or allow the management and the entities subject to their direction and control to provide a partial or misleading representation of the profit and loss, balance sheet and cash flow data. Therefore, all collaborators - both inside and outside the Company - engaged in producing, processing and recording this information are responsible for the transparency of the Company's accounts and financial statements. Each profit and loss, balance sheet and cash flow transaction shall be adequately recorded and accompanied by appropriate supporting documentation in order to conduct, at any time, inspections aimed at verifying the characteristics and reasons behind the transaction and identifying who authorised, completed, recorded and checked the same transaction.

All transactions recorded are accompanied by appropriate supporting documentation of the activities carried out, so as to allow:

- easy accounting entries;
- the identification of the different levels of responsibility;
- the accurate reconstruction of the transaction, also in order to reduce the likelihood of any material or interpretative errors.

The Company demands full dedication from its Personnel to ensure that all operations and transactions carried out within the scope of their activities are correctly and promptly recorded in the accounts.

Each record shall reflect exactly what is shown by the supporting documentation.

Any negligence, omission or falsification which employees might become aware of shall be promptly reported to the Supervisory Body.

### **III.2.j) *Health and safety and the environment***

NewTech looks to the future having as its primary values policies for workers' safety and environmental protection. The long-term goal is to reach zero operational incidents, accidents at work and the impact on the environment.

The Company, in keeping with its technological development and progress, shall adopt the most appropriate measures to eliminate the risks associated with the performance of its business activities thereby ensuring healthy premises and selecting equipment, processes and materials aimed at mitigating any risks that they pose on workers' health and safety. In any event, the Company is committed to carefully evaluating any existing residual risks in order to mitigate their potential consequences as much as possible.

Moreover, the MENARINI Group promotes a culture based on accident prevention and the awareness of the risks to which workers are exposed through a specific educational and training plan.

The Company, independently and in accordance with legal provisions, or upon receipt of the reports coming from any other source, shall take all the necessary measures to ensure and improve the working environment also and above all with reference to hygiene and safety controls, as well as the procedures designed to constantly improve the business climate.

The Company undertakes to encourage the Management and employed Personnel to comply with the wide regulatory framework started with Laws 626/94 and 494/96 and incorporated and re-codified in Legislative Decree 81/08.

Any third parties otherwise coming into contact with the Company shall cooperate to the best of their skills and responsibilities in order to promote practices intended to ensure workers' health and safety.

In order to comply with the provisions laid down in Legislative Decree 81/08, and as amended and supplemented, the Company constantly monitors its systems and devices wherever they are located or in operation beyond the legal obligations and the prevention of imminent risks to ensure the highest safety and quality of its services. The Manager of the Risk Prevention and Protection Service (hereinafter, "RSPP"), who collaborates with the Employer, identifying the risks associated with the work activity and providing the same with the appropriate technical guidance to eliminate them or, should this not be possible, minimise them. The Personnel and Company Collaborators ensure the widest possible cooperation in respect of the Company or any entity performing inspections and checks on behalf of INPS, INAIL, the Ministry of Health, Labour and any other sector of the relevant Public Administration.

It is mandatory for all Company members to inform without delay the employer, the manager or the person in charge of any anomalies and irregularities on the subject of health and safety at work.

In the performance of their duties and as part of the relations entertained with the Workers' Representatives for Health, Safety and the Environment (RLSSA), the RSPP shall be considered a qualified consultant of the Employer.

In relation to the environment, the Company is strongly committed to addressing and managing the environmental instances and issues in a structured manner, with medium-term policies and formalised programmes. In this respect, the objectives are, on the one hand, the continued improvement of the company's conduct and corporate assets with a view to increasing compliance with existing legislation and, on the other hand, the coordinated development of a management system and an environmental sustainability report highlighting both the current outstanding performance and the further progress that shall be achieved over time. To this end, the Company has obtained voluntary integrated certifications both in terms of health and safety at work, and the environment.

All the Company's personnel, as part of their duties, participate in the process of risk prevention,

environmental protection and the protection of health and safety with respect to themselves, their colleagues and third parties.

**III.2.k) Anti-money laundering/self-money laundering and receipt of stolen goods**

In order to ensure transparency and fairness of business transactions and avoid money laundering (even in the form of self-money laundering) and receipt of stolen goods, the Personnel are required to adopt all the means and appropriate precautions.

In particular, the Company requires to:

- draw up in writing - with details of the content and financial conditions agreed - the tasks assigned to service companies and/ or individuals managing the Company's economic/financial interests;
- ensure that the relevant functions check that payments to all counterparties have been made regularly, also by checking the correspondence between the subject to which the order is made out and the subject collecting the related sums;
- check the financial flows concerning any dealings (payments/intragroup transactions) with the Group companies;
- carefully comply with the minimum standards and requirements for the selection of the bidders of any goods and/or services that the Company intends to acquire;
- establish the criteria for evaluating bids based on the commercial and professional reliability of the suppliers and partners as well as request and obtain all the necessary information;
- ensure the utmost transparency in the event of entering into any agreements/ joint ventures aimed at making investments.

**III.2.l) Use of IT systems**

In the performance of their professional duties, the Personnel are required to use the IT or telecommunications tools and services in compliance with the regulations currently in force (and in particular, in relation to computer crimes, cyber security, privacy and copyright) as well as internal procedures.

The Personnel are prohibited to load borrowed or unauthorised software on to the company's systems, and they are also prohibited from making unauthorised copies of programmes licensed for personal, corporate or third-party use.

The computers and IT tools made available by the Company shall be used only for business purposes; consequently, the Company reserves the right to verify that the content of the computers and the proper use of the IT tools comply with company procedures.

Furthermore, the Personnel are also prohibited to send threatening or injurious e-mail messages, and to resort to linguistic expressions that do not conform to the Company's style, or otherwise use inappropriate language.

### **III.2.m) Bribery among individuals**

The Personnel are prohibited from engaging in all forms of inducement, promise, donation, offer of money or other benefits, whether direct or indirect, of any kind to a private entity (suppliers, clients, agencies, business partners, consultants etc.) for the performance (or lack thereof) of an act of their official duties, in breach of their professional and loyalty obligations, in order to receive a benefit of any kind for the company and/or for themselves and/or third parties, regardless of whether such act of their official duties is actually performed or not.

Similarly, they are prohibited from accepting money or other compensation, whether of an economic or any other nature, for the company and/or for themselves and/or third parties if this is intended to influence the performance of an act of their official duties.

It is possible to donate/accept gifts of modest value, provided that this is done in compliance with company procedures and where the conduct is not intended to influence the recipient.

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

This Code of Ethics also applies, in addition to the Corporate Bodies and the Personnel, also to Third-Party Recipients. These are understood to mean entities outside the Company operating, directly or indirectly, for the Company (including but not limited to agents, collaborators in any capacity, consultants, suppliers, business partners).

Third-party recipients, like other entities, are required to comply with the provisions of the Model and Code of Ethics and in particular with reference to the ethical standards and rules of conduct laid down for the personnel, to the extent applicable.

To this end, it shall be necessary to include in the letters of appointment and/or negotiation agreements, special clauses, as detailed in the Disciplinary System.

For any contractual relationships already in place at the time of entry into force of the Code of Ethics, NewTech shall have the Third-Party Recipient sign a specific supplementary agreement including the abovementioned provision.

#### **III.4 Reporting obligations to the Supervisory Body**

The members of the Corporate Bodies, the Personnel and Third-Party Recipients are required to give timely notice to the Supervisory Body of any violations, including of a potential nature, of laws or regulations, of the Model, of this Code of Ethics, of the Internal procedures which they may become aware of in the fulfilment of their tasks and duties.

In any event, the Supervisory Body shall be necessarily:

- A. and immediately notified of any information that may be related to any breaches, including of a potential nature, of the Model, including, but not limited to:
  - 1) any orders received by one's superior and deemed to be contrary to the law, the internal regulations, or the Model;
  - 2) any requests or offers of money, gifts (exceeding a modest value) or other benefits originating from, or destined to, public officials or persons in charge of a public service or private entities;
  - 3) any significant departures from the budget or spending anomalies emerged from authorisation requests in the final balance phase by the Management Control function;
  - 4) any negligence, omission or falsification in book-keeping or in the storage of the documentation upon which the accounting records are based;
  - 5) any measures and/or reports coming from the judicial police or any other authority which indicate that investigations are being conducted which involve, even indirectly, the Company, employees or corporate body members;

- 6) any requests for legal assistance put forward by employees under the national collective bargaining agreement, in the event of the start of criminal proceedings against the same;
- 7) any reports related to ongoing disciplinary proceedings and any sanctions applied or the reasons for their filing;
- 8) information referring to retaliatory, discriminatory or penalising behaviour in respect of someone who reported a violation of the Model or internal regulation in good faith;
- 9) any reports, not promptly detected by the competent functions, concerning any shortcomings or inadequacies in work stations, work equipment, or the protection devices made available to the Company, or any other situation that may constitute a hazard associated with workplace health and safety;
- 10) any breach, including of a potential nature, of environmental regulations as well as of the relevant procedures issued by the Company;
- 11) any departure detected during bid evaluations from company procedures or predetermined criteria;
- 12) information relating to the existence of an actual or potential conflict of interests with the Company.
- 13) any injuries or illnesses that may cause an employee's inability to carry out ordinary activities at least for a period of forty days or of particular significance due to the nature of the prognosis or extent of the damage, also where only potential, to the individual;
- 14) the critical issues arising from the first-level control activities carried out in areas exposed to the risk of crime;
- 15) reports following the inspections carried out by external control bodies;

B. periodically, as set out below, the information relating to the Company's business, which may be relevant to the Supervisory Body's fulfilment of the duties assigned to it, including, but not limited to:

- 16) information related to any organisational changes or changes in the current company procedures (on a three-months basis);
- 17) updates to the system of powers and delegations (on a three-months basis);
- 18) the agenda of the minutes of the Board of Directors' meetings (on a three-months basis);
- 19) decisions relating to the request, issue and use of public funds (on a three-months basis);
- 20) the list of donations and gratuities issued to public entities (on a three-months basis);
- 21) periodic reporting relating to workplace health and safety, and in particular the minutes of the regular meeting pursuant to art. 35 of Legislative Decree No. 81/2008 (on an annual basis); b) the information on the annual expense/investment budget prepared in order to make the necessary and/or appropriate improvements in the health and safety sector; c) the reports of any irregular situations found during periodic or scheduled visits (on an annual basis);
- 22) DVR'updates (on an annual basis);
- 23) reports of the Medical Doctor in charge (on a three-months basis);
- 24) HSE audit reports (on a six-months basis);
- 25) audit reports about risk areas of the Company's Model (on a six-months basis);
- 26) the annual financial statements, together with the notes, as well as the six-monthly balance sheet (on an annual basis);

Reports to the Supervisory Body may be forwarded, including anonymously, both by e-mail ([odvnewtwch@menarini.it](mailto:odvnewtwch@menarini.it)), and in writing, even anonymously, to the address: Organismo di Vigilanza A. Menarini NewTech S.r.l., via Sette Santi, 1, 50131, Firenze.

In any case, the Supervisory Body shall ensure that the entity submitting the report, if identified or identifiable, is not the subject of any retaliation, discrimination or, in any case, penalties.

## **IV. Transparency in the Trasferring of Value Among Pharmaceutical Insustries, Healthcare Professionals and Healthcare Organizations**

### **IV.1 Obligation of Transparency and Method of Application**

As applicable to the effective activity of the Company, NewTech every year, document and publicly disclose transfers of value carried out directly or indirectly regarding Healthcare Professionals and Healthcare Organisations.

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

### **IV.2 Publication 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 value transfers carried out during the previous year, referring to:

- a) expenses to participate in conferences and congresses, regarding registration fees, travelling and hospitality expenses (excluding meals and beverages);
- b) expenses for consulting and professional services not included under paragraph a), resulting from a specific contract between the company and the individual Healthcare Professional, detailing the type of service provided.

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

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

The Company shall make public the amounts for value transfers made to each Healthcare Organisation during previous year with reference to:

- a. donations and contributions (including loans for use) whether in money or in kind;
- b. direct or indirect funding for conference events, made through healthcare structures or third parties, including the sponsoring of doctors at conferences and congresses, paying their registration fees or travelling and hospitality expenses;

- c. financial transactions related to consulting and professional services resulting from a written contract between pharmaceutical companies and institutions, organisations or associations that provide any kind of service not included in the previous categories a) and b).

Annual expenses paid for research and development activities must be publicly disclosed in aggregate form. These activities include those aimed at planning or performance of: a). non-clinical trials, as defined in Good Laboratory Practice; b). clinical trials, as defined by Directive 2001/20/EC; c). prospective observational studies, which involve the collection of data regarding patients by individual doctors or groups of doctors.

Expenses related to Investigator Meetings, Advisory Boards and hospitality must also be publicly disclosed on an aggregate basis where such expenses are connected with the activities described in the aforementioned letters a), b) and c).

## **V. Implementation and Checking Compliance of the Code of Ethics**

### **V.1 Duties of the Supervisory Board**

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

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

The Board is responsible inter alia for:

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

- reporting any infringements of the Model or the Code of Ethics to the competent Authorities, checking on whether any measures imposed were effectively applied.

## **V.2 Infringements 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 to the Company's Corporate Bodies and Personnel; it also constitutes an essential part of the contractual obligations undertaken by Third-Party Recipients.

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

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

Different kinds of sanctions apply to employees, which range in seriousness, from a verbal reprimand, to written warnings, suspension from work or suspended salary for no more than three days, and ultimately their dismissal in compliance with the applicable CCNL, as detailed in the Disciplinary System, which should be referred to.

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

## **V.3 Reporting Possible Infringements of the Code of Ethics**

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

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

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

In addition, reports may be made in writing, sending specific communication, also anonymously, to the address: Supervisory Body, A. Menarini NewTech S.r.l., via Sette Santi 1, 50131, Firenze.

In any case, the SB shall do what is necessary to ensure that the person sending in the report will not be subjected to retaliation or discrimination or be penalised, guaranteeing appropriate confidentiality in their regard.

#### **V.4 Policy of Non-Retaliation**

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

Making a report can under no circumstances constitute a justification for threats, harassment, discrimination, demotions, denying recognised benefits, suspension, or the termination of employment.

Should it be discovered that retaliatory conduct was adopted in respect of a Code of Ethics Recipient that made a report, appropriate measures shall be taken, even if it should emerge that the original report was incorrect.

Likewise, should an untruthful report be made deliberately, the Company will respond with adequate measures.

Any party who believes that they are the subject of retaliation or is aware of retaliatory conduct adopted against others must immediately contact the Company's Supervisory Board by email [odvnewtech@menarini.it](mailto:odvnewtech@menarini.it) or post addressed to the Supervisory Board of A. Menarini NewTech S.r.l., via Sette Santi 1, 50131, Firenze.

The SB shall do what is necessary to ensure that the person sending in the report will not be subjected to retaliation or discrimination or be penalised, guaranteeing appropriate confidentiality in their regard.