



CODE OF ETHICS

PURSUANT TO ITALIAN LEGISLATIVE DECREE N.

231/2001

OF

A.MENARINI PROCUREMENT S.r.l.

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Contents

I.	Introduction	5
I.1.	The Menarini Group's Global Code of Conduct and the Group's other self-regulatory instruments incorporated in this Code of Ethics.	6
I.2.	Recipients of the Code of Ethics	9
I.3.	Structure and changes of the Code of Ethics	10
II.	General Ethical Principles	11
II.1.	Responsibility and Compliance with Legislation	11
II.2.	Diligence, Propriety, Professionalism, Efficiency	11
II.3.	Spirit of Service	12
II.4.	Transparency	12
II.5.	Impartiality	13
II.6.	Integrity	13
II.7.	Conflicts of Interest	13
II.8.	Repudiation of Bribery in Italy and Abroad	13
II.9.	Anti-Money Laundering	14
II.10.	Repudiation of Criminal Organizations	15
II.11.	Repudiation of Any Form of Terrorism	15
II.12.	Workplace and Worker Safety	15
II.13.	Protection of the Environment	15
II.14.	Correct use of computer systems	16
II.15.	Protection of Industrial and Intellectual Property Rights	16
II.16.	Confidentiality of Information	16
II.17.	Data Protection and Relations with the Data Protection Authority	16
III.	Ethical Principles in Relations with Employees and Collaborators	17
III.1.	Value of Human Resources	17
III.2.	Value of Training and Fairness in Selecting Personnel	17
III.3.	Protection of Individuals	18
III.4.	Respect for Laws on Validity of Employee Residence Permits	18
III.5.	Diligent and Efficient Use of Company Assets	19
III.6.	Safeguarding the Corporate Image and Reputation	19
IV.	Ethical Principles in Relations with Shareholders, the Market and Competitors	19
IV.1.	Protection in relations with the Sole Shareholder and the Market	19
IV.2.	Corporate Information and Price Sensitive Information	20
IV.3.	Protection of Share Capital and Creditors	20

IV.4.	Accounting and Fiscal Control and Transparency	20
IV.5.	Protection of Transparency in Financial and Commercial Transactions	22
V.	Ethical Principles in Relations with Public Institutions and Regulatory Authorities	22
V.1.	The Authorities and Public Institutions	22
V.2.	Political and Trade Union Organizations and the Promotion of Non-profit Activities	23
VI.	Ethical Principles in Relations with Customers, Suppliers and Consultants	23
VI.1.	Customer Impartiality	23
VI.2.	Propriety of Information and Communication with Customers	23
VI.3.	Quality and Safety of Services Performed	23
VI.4	Responsibilities with Suppliers and Consultants	24
VI.5	Criteria for Selection and Qualification of Suppliers and Consultants	24
VII.	Rules of Conduct	24
VII.1.	Rules of conduct for the members of the Corporate Bodies	24
VII.1.a)	Protection of Share Capital and Creditors	25
VII.2.	Rules of Conduct for Personnel	26
VII.2.a)	Conflicts of Interest	27
VII.2.b)	Relations with Public Authorities in the Fight Against Corruption	28
VII.2.c)	Relations with Customs Agencies	30
VII.2.d)	Relations with Private Individuals in the Fight Against Corruption	30
VII.2.e)	Relations with Suppliers and Consultants	31
VII.2.f)	Relations with Customers	32
VII.2.g)	Obligation to for Continuing Education	32
VII.2.h)	Confidentiality	33
VII.2.i)	Diligence in Using the Company's Assets	33
VII.2.j)	Respect for Laws on Illegal Immigration	34
VII.2.k)	Protection of Share Capital and Creditors	34
VII.2.l)	Diligence for Tax Purposes	35
VII.2.m)	Fighting Money Laundering, Self-Laundering and Receiving Stolen Goods	36
VII.2.n)	Use of IT Systems	36
VII.2.o)	Protection of Industrial and Intellectual Property Rights	37
VII.2.p)	Data Protection and Relations with the Personal Data Protection Authority	37
VII.2.q)	Protection of Health and Safety in the Workplace	38
VII.2.r)	Protection of the Environment	41
VII.3.	Rules of Conduct for Third-Party Recipients	41
VIII.	Internal control	41

IX.	Implementation and Monitoring Compliance with the Code of Ethics	42
IX.1.	Circulation and Training on the Code of Ethics	42
IX.2.	Duties of the Supervisory Board	43
IX.3.	Violations of the Code of Ethics and Relative Penalties	43
IX.4.	Reporting Possible Violations of the Code of Ethics	44
IX.5.	Policy of Non-Retaliation	44

I. Introduction

A. Menarini Procurement S.r.l. (hereinafter also the "**Company**" or simply "**MP**") is an Italian company based in Florence that is dedicated to handling the procurement of goods and services, monitoring supplier selection and qualification, as well as the supporting activities and services, mainly on behalf of the companies in the Menarini industrial group (the "**Menarini Group**").

Menarini Group is an international industrial group operating mainly in the pharmaceutical and diagnostic sectors and which, due to its size, structure, and the particular importance of the sectors in which it operates, holds a position of social importance for the wider community.

Currently with over three billion euro consolidated turnover and over 17,000 employees, the Menarini Group and its products are present in more than 100 countries worldwide, with five of its researchers among the most renowned in the world. Menarini research concentrates on currently unresolved pathologies in the fields of oncology, cardiovascular disease and pain/inflammation/asthma, with a particular focus on rare diseases.

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

The Code of Ethics adopted by MP gathers, defines, and explains all the values, general principles and rules of conduct that must govern the company's activities, which the Company itself recognizes as having a positive ethical value and with which all those who operate within the Group's business context must comply, according to the principles of integrity, loyalty, and fairness. The Company intends to base its conduct on integrity, a value that is not only of moral value, but is also of fundamental importance in order to guarantee the continuity of the Company's action in compliance with the provisions of Italian Legislative Decree 231/01.

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

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

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

This Code of Ethics, which MP has adopted for the first time, constitutes an integral part of the Model adopted by the Company.

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

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

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

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

a) Menarini Global Code of Conduct

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

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

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

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

It should be noted that the principles summarized above are fully implemented in some of the rules of conduct formalized in section VII below.

b) Global Policies

Like all the Companies of the Menarini Group, the actions and corporate organisation of MP are also subject to compliance with the Global Policies.

The Global Policies adopted by Menarini IFR (hereinafter also the “**Parent Company**”) incorporate the values, principles and rules of conduct that guide MP and the Group, as set out in the Menarini Global Code of Conduct and in this Code of Ethics and define the guidelines to be followed in the pursuit and performance of business activities.

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

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

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

c) Menarini Global Anti Corruption Compliance Program ("GACP")

Menarini IFR 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 laws on anti-corruption (in addition to Italian Legislative Decree 231/2001, the UK Bribery Act and the FCPA).

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

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

d) Corporate Ethics & Integrity Policies

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

- Interactions with Government Officials and Health Care Professionals;
- Grants & Donations;
- Responsible Communication.

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

e) Global Third Parties' Code of Conduct

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

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

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

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

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

I.2. Recipients of the Code of Ethics

Given that the main purpose of the Code of Ethics is to guide and direct the Company's activities in compliance with ethical principles, it is binding in respect of shareholders, all Directors, Statutory Auditors, the Independent Auditors, and all its employees, including executives and non-executives (hereinafter referred to as the "**Personnel**", "**Recipients**", or individually, "**Recipient**"), 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, companies to which activities are outsourced, Company Doctor (hereinafter referred to as **Third-Party Recipients**).

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

All Recipients are obliged to comply with and, insofar as they are responsible, ensure the compliance with the principles contained in the Code of Ethics, which is binding and applicable also to the activities carried out by the Company abroad.

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

It is the responsibility of everyone, but first and foremost the directors and managers, to promote the values, principles and rules of conduct contained in the Code, taking responsibility internally and externally and strengthening trust and cohesion within the Company.

Every employee of the Company must undertake to comply with the laws and regulations applicable in all the countries where MP operates. Employees must be aware of the laws and conduct required to comply with them. Every employee is obliged to actively contribute to implementing the Code of Ethics. Under no circumstances can the claim of acting in the Company's interest justify adopting behavior that is contrary to the conduct set out in this document or in the procedures governing the corporate activities.

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. Compliance with the rules of the Code shall be considered an integral part of the contractual obligations of the Company's employees pursuant to and for the purposes of the provisions of Articles 2104 *et seq.* of the Italian Civil Code.

Violation of the rules of this Code, considered particularly serious, will also damage the relationship of trust established with the Company and may lead to disciplinary action and compensation for damages, without prejudice to employee compliance with the procedures set out in Article 7 of the Workers' Statute, in the collective labour agreements and any company regulations adopted.

I.3. Structure and changes of the Code of Ethics

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

- a) the introductory part just summarized, within which the Recipients are also indicated;
- b) the general ethical principles, i.e. the values to which MP gives prominence in its business activities and which must be respected by all Recipients;
- c) the principles and rules of conduct dictated with regard to each category of Recipient;
- d) the methods of implementation and control of compliance with the Code of Ethics by the Supervisory Body.

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

II. General Ethical Principles

The reference ethical principles for all Recipients are defined below.

It is worth remembering that under no circumstances can the conviction of acting in the interest of MP justify adopting behavior 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

MP 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, Personnel of MP and Third-Party Recipients are obliged to comply with the laws applicable in Italy and in other countries with which the Company has operational ties.

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

II.2. Diligence, Propriety, Professionalism, Efficiency

MP's Directors and Personnel, in compliance with the regulations in force and the procedures established by the Company, must carry out their services with diligence, correctness and efficiency, making the most of their professionalism and assuming the responsibilities related to the duties incumbent upon them.

The pursuit of corporate profits is secondary to the principle of propriety. No Recipient shall accept or instigate on their own behalf or for others or, consequent to other pressure, any recommendations or indications that could jeopardize the company or procure undue advantage for themselves, the Company or third parties. All Recipients must reject and shall not make undue promises and/or offers of money or other benefits, unless for commercial purposes, of modest value and not associated with demands of any kind. Should Recipients receive an offer or a request for benefits from a third party, except for commercial gifts with a modest value, they must not accept the offer or abide by the request and immediately report the matter to the SB or send an appropriate report to the Company through the communication channels set up by the latter (indicated in section IX.4) for the appropriate initiatives.

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

MP, under a different profile, also commits itself to:

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

II.3. Spirite of Service

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

II.4. Transparency

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

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

II.5. Impartiality

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

Any company or non-company resource who believes he/she has suffered discrimination has the possibility to communicate the circumstance to the competent bodies, which will proceed to verify the actual violation of the Code of Ethics, in accordance with the guarantees provided by the Model, on the subject of reporting.

II.6. Integrity

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

II.7. Conflicts of Interest

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

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

In any case, situations through which an Employee, Director or other Recipient may gain an undue advantage or profit on the basis of situations of opportunity of which he/she has become aware during the performance of his/her activity must be avoided.

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

II.8. Repudiation of Bribery in Italy and Abroad

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

In relations with public officials and, in any case, in relations with "politically exposed persons" or their family members and/or "persons closely connected" to them, as defined by Italian Legislative Decree 231/2007, all Recipients must behave in a manner inspired by the utmost propriety and integrity, avoiding even just giving the impression of wanting to improperly influence decisions or request favourable treatment.

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

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

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

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

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

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

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

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

II.9. Anti-Money Laundering

MP and all employees must not be implicated or involved in operations that may involve the laundering of criminal or illicit proceeds in the interest or to the advantage of the Company.

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

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

II.10. Repudiation of Criminal Organizations

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

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

II.11. Repudiation of Any Form of Terrorism

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

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

II.12. Workplace and Worker Safety

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

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

II.13. Protection of the Environment

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

II.14. Correct use of computer systems

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

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

II.15. Protection of Industrial and Intellectual Property Rights

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

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

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

MP does not allow for any reason or purpose, the use of products with counterfeit trademarks or other elements, nor the manufacturing, marketing or any other activity relating to products already patented by third parties and in respect of which it has no rights.

II.16. Confidentiality of Information

Directors, Employees and collaborators of MP must consider all information regarding company business, which they come into contact with during their relative tasks, as confidential and as exclusive knowledge of the company until publicly disclosed.

II.17. Data Protection and Relations with the Data Protection Authority

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

To this end, MP undertakes to adopt all the organisational, technical, and procedural measures to guarantee the protection of personal data of data subjects. The acquisition and processing, and storage of the personal data of employees and other persons whose data is available to the Company are carried out in compliance with specific procedures aimed at instructing Personnel on the correct processing of data and regulating compliance activities according to regulatory requirements. These procedures are systematically updated in compliance with applicable legislation.

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

- requests for information or to see documents, as well as any access or verification requests regarding proceedings initiated by the Data Protection Authority;
- rules regarding the methods of data processing;
- data processing restrictions.

III. Ethical Principles in Relations with Employees and Collaborators

III.1. Value of Human Resources

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

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

For this reason, the Company fosters professional growth and development aimed at increasing the knowledge base and skills held in accordance with applicable regulations on individual rights, with special regard to the moral and physical integrity of employees.

III.2. Value of Training and Fairness in Selecting Personnel

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

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

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

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

Specifically, personnel are hired through regular employment contracts, following a strict selection process based on the curriculum vitae of each candidate. As regards employees, particular attention is paid to their competence, their human qualities, their moral integrity and their ability to comply with the principles codified in this Code. In relation to the Pharmaceutical Sales Representatives (hereinafter PSRs) particular attention is paid to their technical and scientific education/qualifications, their human qualities, their moral integrity and their ability to comply with the principles codified in this Code.

III.3. Protection of Individuals

MP acknowledges the need to protect individual freedom in all its forms and repudiates any manifestation of violence, especially for the purpose of restricting personal freedom, opposing any form of exploitation of work and/or the state of need of workers. Therefore, the Company is committed to comply with all the current regulations on wages and working hours.

The Company undertakes to promote respect for this fundamental principle in its own activities and among its employees, collaborators, suppliers, and partners.

III.4. Respect for Laws on Validity of Employee Residence Permits

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

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

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

III.5. Diligent and Efficient Use of Company Assets

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

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

III.6. Safeguarding the Corporate Image and Reputation

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

IV. Ethical Principles in Relations with Shareholders, the Market and Competitors

IV.1. Protection in relations with the Sole Shareholder and the Market

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

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

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

IV.2. Corporate Information and Price Sensitive Information

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

It is expressly forbidden for any Recipients to spread false information or carry out simulated transactions or other forms of artifice which are liable to provoke a significant alteration in the price of the Company’s financial instruments or those of the Group’s other companies. All Recipients must also categorically refrain from seeking economic benefit for themselves or for third parties by exploiting privileged information of which they are aware for reasons relating to the work they perform in the interests of or on behalf of the Company and from facilitating such exploitation.

IV.3. Protection of Share Capital and Creditors

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

MP, therefore, intends to guarantee the dissemination and observance of rules of conduct aimed at safeguarding the aforementioned values, also in order to prevent the commission of the corporate offences contemplated by Legislative Decree 231/01.

With specific reference to the drawing up of the financial statements, MP considers the truthfulness, propriety and transparency of the accounts, financial statements, reports and other corporate communications required by law and addressed to the Sole Shareholder or the public, an essential principle in the conducting of business and a guarantee of fair competition. This requires that the validity, accuracy, completeness of the basic information for the entries in the accounts be thoroughly investigated.

IV.4. Accounting and Fiscal Control and Transparency

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

All operations performed are inspired by the following principles:

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

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

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

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

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

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

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

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

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

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

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

IV.5. Protection of Transparency in Financial and Commercial Transactions

MP undertakes to ensure that all its financial relationships, including those with international operators, are conducted in full compliance with the laws and regulations in force. The Company undertakes to take all the necessary precautions to verify the reliability of such operators, as well as the legitimate origin of the capital and means used by them in their relations with the Company. Nevertheless, the Company bases its corporate management on the utmost transparency, including in all commercial transactions.

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

V.1. The Authorities and Public Institutions

MP pursues the goal of the highest levels of integrity and correctness in relations with Public Institutions and the Authorities (Regulatory, Judicial, Administrative and Customs) and, more generally, with the Public Administration in order to guarantee maximum clarity in institutional relations.

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

MP also undertakes to adopt, in compliance with the laws in force, all appropriate measures to provide the cooperation requested by Public Institutions, the competent Authorities (Regulatory, Judicial, Administrative and Customs) and, more generally, by the Public Administration, as well as to provide them with all the information requested, in a complete, correct, adequate and timely manner.

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

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

V.2. Political and Trade Union Organizations and the Promotion of Non-profit Activities

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

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

VI. Ethical Principles in Relations with Customers, Suppliers and Consultants

VI.1. Customer Impartiality

In the performance of its services, MP guarantees fair treatment of customers.

In line with the principles of impartiality and equal opportunity, the Company undertakes not to discriminate arbitrarily between clients, represented mainly by the other Group Companies for which it purchases goods and provides services related to marketing and of a technical nature. As part of this, the Company undertakes to provide high-quality products and services which meet the reasonable expectations of clients and protect health and safety.

VI.2. Propriety of Information and Communication with Customers

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

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

- clear and simple, using clear language;
- complete and accurate, without omission of any element which is relevant to decision making;
- in full compliance with data-protection provisions.

VI.3. Quality and Safety of Services Performed

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

MP's activities must therefore be aimed at guaranteeing service continuity and regularity, uniformity in the treatment of all users, improvement in the efficiency of services performed.

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

VI.4 Responsibilities with Suppliers and Consultants

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

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

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

VI.5 Criteria for Selection and Qualification of Suppliers and Consultants

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

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

VII. Rules of Conduct

VII.1. Rules of conduct for the members of the Corporate Bodies

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

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

- behave autonomously, independently and fairly towards public institutions in general, Regulatory and Control Authorities, private parties, economic associations, political parties, as well as any other national and international operator;
- behave with integrity, loyalty and a sense of responsibility towards the Company;
- ensure assiduous and informed participation in its meetings and activities;

- ensure the sharing of the corporate mission and the exercise of critical thinking so as to provide a significant personal contribution in the context of the role assigned;
- assess situations of conflict of interest - personal, as well as of family members and relatives - or of incompatibility of functions, assignments or positions outside and inside the Company, refraining from performing actions in situations of conflict of interest within the scope of one's activity;
- make confidential use of the information they become aware of for official reasons, avoiding taking advantage of their position to obtain personal benefits, whether direct or indirect. All external communication activities must comply with the law and conduct practices and must be suitable for safeguarding sensitive and trade secret information;
- comply, within the limits of their responsibilities, with the rules of conduct dictated for MP Personnel as set out in the following section.

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

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

VII.1.a) Protection of Share Capital and Creditors

The Corporate Bodies of MP are required to:

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

Furthermore, MP ensures the regular operation of its corporate bodies, guaranteeing and facilitating all forms of control over the management of the company as provided for by the law, as well as the free and correct formation of the will of the shareholders' meeting; the strict observance of the internal procedures

prepared for this purpose by the Company and/or, in any case, the adoption of behavior consistent with this principle is therefore required.

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

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

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

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

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

VII.2. Rules of Conduct for Personnel

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

Specifically, Company Management is required to:

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

It is expressly prohibited that the Management, directly or via an intermediary, offers, promises, or gives money or any other benefit to those below them in the organizational hierarchy to induce them to carry out

or omit an act in breach of the obligations of their role and in violation of the loyalty obligations of the Company.

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

With specific reference to compliance and the effective implementation of the Code of Ethics, all Personnel are required to:

- abstain from behavior that is contrary to the roles stipulated in the Code of Ethics;
- avoid putting in place, initiating or participating in behavior that would constitute a crime as per the Decree;
- provide assistance to the Supervisory Board during audits and the monitoring it conducts, supplying the data and information requested;
- provide the reports to the SB as required in this Code of Ethics;
- report any malfunctions or violations of the Code of Ethics to the SB, in compliance with the provisions under this Code.

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

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

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

VII.2.a) Conflicts of Interest

The Personnel shall avoid carrying out or facilitating operations in conflict of interest - actual or potential - with the Company, as well as any activity that may interfere with the ability to impartially take decisions in the interest of the Company, in compliance with the provisions of this Code.

Personnel is obliged to inform the competent Bodies, in compliance with the provisions set out in the Model, of the presence of any interest, even if potential, of their own or of third parties, in an operation in which they are involved. Such communications must be precise and specify the nature, terms and origin of the

advantage. Pending a decision of the Company on this point, the persons concerned shall refrain from carrying out any operation.

VII.2.b) Relations with Public Authorities in the Fight Against Corruption

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

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

MP prohibits the Personnel from accepting, offering or promising, even indirectly, money, gifts, goods, services or favors (including in terms of employment opportunities or through activities - including commercial activities - directly or indirectly traceable to the employee) in relation to relations with public officials, public service officers, "politically exposed persons", their family members and in any case with persons closely and notoriously connected to them, aimed at influencing their decisions, with a view to more favorable treatment or undue benefits or for any other purpose.

Any conduct aimed in any way at promising or giving to a public official or a person in charge of a public service, politically exposed persons, their family members and persons closely or known to be connected to them money or other benefits in an attempt to induce them to perform an act of their office to obtain an advantage for themselves or for the Company is prohibited.

In particular, the following behavior is expressly prohibited:

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

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

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

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

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

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

Personnel are obliged to provide the necessary cooperation in cases of investigations, inspections or demands from Public Authorities.

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

- considering or proposing employment or business opportunities that could personally benefit employees of institutions or public officials;
- offering or otherwise providing, accepting or encouraging gifts, favours or business practices or conduct that is not characterized by the fullest transparency, propriety and loyalty and that does not comply with applicable regulations;

- soliciting or obtaining confidential information that could compromise the integrity or the reputation of the parties or that violates procedures open to public scrutiny that apply when entering into relations with the Public Administration.

VII.2.c) Relations with Customs Agencies

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

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

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

VII.2.d) Relations with Private Individuals in the Fight Against Corruption

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

Similarly, it is prohibited for Personnel, directly or via an intermediary, to offer, promise or give money or any other undue benefit, whether economic or of any other nature, to private individuals (e.g. suppliers, customers, agents, commercial partners and consultants, but also other Company employees such as those

lower in the organizational hierarchy, etc.) to induce them to carry out or omit an action in breach of their role. This is an absolute rule, and it regards advantages of any nature, whether they benefit the Company and/or the individual and/or third parties.

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

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

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

VII.2.e) Relations with Suppliers and Consultants

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

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

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

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

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

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

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

VII.2.f) Relations with Customers

Personnel must base their relations with customers, and more specifically the Italian and foreign Group companies, on the utmost propriety and transparency in compliance with the laws and regulations in force as well as this Code of Ethics.

Specifically, in relations with customers, employees must:

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

VII.2.g) Obligation to for Continuing Education

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

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

VII.2.h) Confidentiality

Personnel must always exercise absolute confidentiality with respect to data, details, and information in their possession, even after having terminated their employment. More specifically, they must avoid disclosing this information or using it for their own speculative purposes or those of third parties.

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

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

Any information, data or document which an employee may become aware of during their work is the exclusive property of the Company, including but not limited to any idea, formula, technique, invention, program, business plan, marketing and sales plans, and similar information that represents confidential information and the exclusive property of MP. It is therefore prohibited to reveal similar information externally without specific authorization and to use it for one's own personal advantage. Without prejudice to the prohibition on disclosing information pertinent to the corporate organization and production methods or to use it to cause harm, every employee must specifically:

- acquire and process only the data needed and appropriate for the purposes directly related to their own role;
- acquire and process the data only as part of specific procedures;
- store data in such a way that access is denied to unauthorized persons;
- disclose data as part of predetermined procedures and/or based on explicit authorization from their superiors;
- ensure that there are no absolute or relevant restrictions to the possible disclosure of information referring to third parties associated with the Company by any type of relationship and, if necessary, obtain their consent.

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

VII.2.i) Diligence in Using the Company's Assets

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

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

VII.2.j) Respect for Laws on Illegal Immigration

Personnel must comply with the following principles:

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

VII.2.k) Protection of Share Capital and Creditors

The Personnel are obliged to:

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

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

Consequently, no concealment of information or partial or misleading representation of economic, equity or financial data by management and persons subject to their direction and control is permitted. Therefore, all internal and external collaborators involved in producing, processing, and accounting for such information

are responsible for the transparency of the Company's accounts and financial statements. Every operation of economic, financial, or property tax relevance must be adequately recorded, and for each recording there must be adequate documentary support in order to be able to perform controls at any time certifying the characteristics and reasons for the operation and making it possible to identify who authorized, performed, recorded, and verified the operation.

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

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

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

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

It is forbidden for managers and employees in charge of drafting corporate accounting documents to solicit, accept the promise of or receive from anyone, for themselves or for others, money or other undue benefits to perform or omit an act in violation of the obligations inherent to their office or their duties of loyalty.

Any oversight, omission or falsification that employees may become aware of must be promptly reported to the Supervisory Board.

VII.2.1) Diligence for Tax Purposes

With the aim of guaranteeing the transparency, propriety, completeness and timeliness of tax fulfilments (concerning declaration obligations, calculation and payment of taxes), Personnel are required to carry out adequate controls in compliance with the provisions of corporate procedures, as well as carry out training activities concerning such purposes.

The ongoing cooperation and collaboration of Personnel belonging to the different functions involved for the purposes of tax and accounting fulfilments (as well as in relation to the relevant payments) is expressly required in order to allow the Company to comply with all applicable accounting and tax regulations.

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

VII.2.m) *Fighting Money Laundering, Self-Laundering and Receiving Stolen Goods*

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

Specifically, the Company makes it mandatory for Personnel to:

- stipulate the duties assigned to any service provider and/or private individual that sees to the economic/financial interests of the Company in writing, specifying the content and conditions of the terms agreed on, with reference to the supply of services;
- ensure, for all the competent Departments, control of the regularity of the payments to all the counterparts as well as to verify the correspondence between the subject to whom the order is addressed and the subject who collects the relevant amounts;
- check on the financial flows referring to accounts with companies in the Group (payments/intercompany transactions);
- comply with the minimum standards and requirements set for the purposes of selecting parties providing goods and/or services which the Company intends to acquire;
- set the evaluation criteria for bids based on the commercial and professional reliability of the suppliers and partners and request and obtain all necessary information;
- ensure maximum transparency when entering into contracts for extraordinary financial transactions, such as mergers and acquisitions, or agreements/joint ventures aimed at making investments.

VII.2.n) *Use of IT Systems*

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

The Company prohibits:

- unauthorised access to IT systems protected by security measures and, in any case, any type of alteration to the function of someone else's information or telematic system;
- distribution, damage, deletion or alteration of information, data or software belonging to others, to the State or to any other Public Body;
- production of false computer documents, whether private or public, effective for probative purposes;
- installation of equipment aimed at intercepting, preventing or interrupting communications relating to an IT system or to multiple interconnected systems;

- stealing, reproducing, or unauthorized distribution or provision of codes, passwords or other means of accessing an IT system protected by security measures;
- possessing, using, or distributing computer equipment, devices or programmes that, due to their technical or constructive nature or design, are built primarily to commit fraud and falsify non-cash payment methods.

Personnel are prohibited from uploading borrowed or unauthorized software onto corporate systems. It is also prohibited to make unauthorized copies of licensed programs for personal, corporate or third-party use. Computers and computer equipment made available by the Company may only be used for business purposes. Consequently, the Company reserves the right to verify that computer content and the proper use of computer equipment comply with company procedures.

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

VII.2.o) Protection of Industrial and Intellectual Property Rights

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

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

All Personnel must avoid unlawful and/or improper use, in their own interests, those of the company or those of third parties, of intellectual property (or parts thereof) protected under the terms of applicable legislation regarding violation of copyrights.

VII.2.p) Data Protection and Relations with the Personal Data Protection Authority

Every employee must:

- only access and process data required and directly related to their role;
- store such data so as to avoid third parties having access to it;

- communicate and disclose data as part of predetermined procedures, following prior authorization from the appointed official;
- ensure that there are no confidentiality restrictions as part of any type of relationship with a third party;
- guarantee compliance with any provisions issued by the Authority for Personal Data Protection or any bans or restrictions adopted by it.

VII.2.q) *Protection of Health and Safety in the Workplace*

MP considers the definition of a correct company policy for the health and safety of workers a top priority.

To this end, in anticipation of voluntary UNI ISO 45001:2018 certification, the Company essentially complies with the principles and procedures.

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

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

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

In compliance with the provisions of Italian Legislative Decree 81/08 as amended and supplemented, for example, the Employer guarantees:

- risk assessment and definition of consequent health and safety measures;
- compliance with the technical and structural standards of the law related to plants, equipment and workplaces;
- ongoing monitoring and periodic maintenance of its systems and equipment, wherever they are located and operational, to guarantee the highest levels of quality of its services;
- ongoing communication of information and training regarding the correct use of systems, equipment and machinery;
- ongoing monitoring and adoption of suitable measures to protect against risk deriving from work activities;
- proper handling of emergency situations;
- proper management of contracts, with support from the HSE Facility;

- periodic meetings to be held in accordance with Art. 35 of Italian Legislative Decree 81/08 as amended and supplemented;
- advisement of the Workers' Representative for Health, Safety and the Environment (hereinafter also referred to as "**WRHSE**");
- health monitoring;
- worker education and training;
- supervision with reference to compliance with guidelines, procedures and operating instructions;
- periodic checks and audits regarding the application and effectiveness of the procedures adopted;
- acquisition of the documentation and certifications required by law;
- continuous improvement of requisites that have led to achieving voluntary certification.
- continuous improvement with the aim of achieving voluntary UNI ISO 45001:2018 certification.

The Occupational Health and Safety Manager (hereinafter also referred to as OHSM) is appointed by the Employer.

The Employer uses the Occupational Health and Safety service in accordance with Art. 33.3 of Italian Legislative Decree 81/08 as amended and supplemented.

The Company Doctor must:

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

Workers, for their part, must follow certain rules, including:

- take care of their own health and safety and that of anyone at the workplace that their actions or omission thereof will have repercussions on, in accordance with training, instructions and according to the means provided by the Employer;
- adopt safe conduct during work, i.e. working in compliance with company regulations, procedures, operating Instructions, and general health and safety rules and the provisions of the Code of Ethics;
- avoid behavior which is dangerous for the individual or for others;
- follow orders issued by superiors or by the Employer;

- perform tasks and operational activities assigned;
- together with the Employer, Managers and Supervisors, contribute to fulfilling the obligations set to protect health and safety in the workplace;
- abide by the directives and instructions given by the Employer, Managers and Supervisors for the purposes of collective and individual protection;
- correctly use work equipment, hazardous substances and preparations, means of transport, and safety devices;
- immediately report to the Employer, Manager or Supervisor any inadequacy in tools and systems, as well as any potential danger that they become aware of, taking direct action in urgent situations, within the scope of their ability and the possibilities, to eliminate or mitigate situations of serious and imminent danger;
- they must not remove or change safety devices, signs or controls without authorization;
- make appropriate use of the personal protection devices made available to them;
- take care of the personal protection equipment made available to them, without making any modifications on their own initiative and reporting any defects or problems to the Employer or the Manager or Supervisor;
- they may not carry out operations or manoeuvres at their own discretion that do not fall within their responsibility or that could compromise their safety or the safety of other workers;
- participate in the training and continuing education programs organized by the Employer;
- undergo the health checks required by applicable legislation or ordered by the Company Doctor;
- provide maximum cooperation in the activities of the Prevention and Protection Service;
- cooperate, behaving responsibly and in line with company rules, in the case of an alarm or emergency;
- develop full awareness regarding the implementation of the Organizational and Management Model adopted, working together with the figures responsible for health and safety objectives.

Contractors and service providers, suppliers, collaborators, etc. must also guarantee compliance with the following rules:

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

Regardless, Personnel and anyone mentioned above must guarantee the broadest possible cooperation with the Company or with anyone conducting inspections and checks on behalf of Local Health Authorities (AUSL), the National Institute of Social Insurance (INPS), the National Institute for Insurance Against Industrial Accidents (INAIL), the Italian Ministry of Health, the Italian Ministry of Labour and any another competent public administration.

VII.2.r) Protection of the Environment

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

The Employer and Personnel must comply with the requirements of the Consolidated Text 152/06.

VII.3. Rules of Conduct for Third-Party Recipients

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

Third-Party Recipients, like all other subjects, are required to comply with the provisions of the Code of Ethics and, in particular, with the ethical principles of reference and the rules of conduct laid down for Personnel, based on their own responsibilities.

VIII. Internal control

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

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

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

IX. Implementation and Monitoring Compliance with the Code of Ethics

IX.1. Circulation and Training on the Code of Ethics

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

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

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

The Supervisory Board pursuant to Legislative Decree 231/01 (hereinafter "**SB**"), which is responsible for monitoring the effective implementation of the Model, in collaboration with the Corporate Training Department, promotes and monitors training initiatives on the principles of the Code of Ethics, structured and differentiated according to the role and responsibilities assigned to the resources concerned. The training will be more intense and characterized by a higher degree of detail for top management, as per the decree, as well as for personnel working in risk areas according to the Model.

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

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

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

IX.2. Duties of the Supervisory Board

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

- monitoring compliance with the Code of Ethics, with a view to reducing the risk of the offences specified in 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 every possible tool of knowledge and clarification concerning the correct interpretation and implementation of the provisions contained in the Code of Ethics;
- monitoring the updating of the Code of Ethics, making proposals for its adaptation and updating;
- promoting and monitoring the Company's implementation of communication and training activities on the Code of Ethics;
- reporting any violations of the Code of Ethics to the proper corporate bodies, verifying the effective application of any measures imposed.

IX.3. Violations of the Code of Ethics and Relative Penalties

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

Violations of the Code of Ethics will result in penalties 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.

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

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

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

IX.4. Reporting Possible Violations of the Code of Ethics

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

To this end, the Company has already set up appropriate dedicated communication channels, specifically, a special certified e-mail box **odvprocurement@legalmail.it**, to which any reports concerning non-compliance with the provisions of this Code may be sent. Reports may also be sent in writing, also anonymously, to the address: Supervisory Body A. Menarini Procurement s.r.l., Via Sette Santi n. 1, 50121, Florence, Italy.

In this situation, the Supervisory Board plays a central role. As the ultimate recipient of the above-mentioned flows and reports, it ascertains their validity using the tools and powers at its disposal during the in-depth analysis or investigation that follows the report.

Moreover, it is required to act in such a way as to ensure that the persons concerned are not subject to retaliation, discrimination or, penalization. To this end, the Body ensures the confidentiality of the person making the report, operating in such a way as to guarantee full respect for the personal data of the person making the report.

IX.5. Policy of Non-Retaliation

The Company strictly prohibits any retaliatory, discriminatory, or penalizing behavior towards anyone who, in good faith, reports a violation of this Code, a violation of the Organizational, Management and Control Model pursuant to Italian Legislative Decree 231/2001 and/or an offence pursuant to the aforementioned Decree, or reports potentially unlawful conduct through the whistleblowing system implemented by the Company.

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

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

The Disciplinary System provides for appropriate penalties for those who make unfounded reports with malice or gross negligence.

Anyone who thinks he/she may be subject to retaliation, or is aware of retaliatory behavior adopted against others, must immediately contact the Company's Supervisory Board at the appropriate certified e-mail address **odvprocurement@legalmail.it** or by mail to the Supervisory Body A. Menarini Procurement s.r.l., Via Sette Santi n. 1, 50121, Florence, Italy.