



**Gruppo NAMED**

# Code of Ethics

Approved by the Board of Directors of Named S.r.l. on 27/06/2023



**Named S.r.l**

## **NAMED GROUP**

### **Code of Ethics**

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Named S.r.l.

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## Named Group – Code of Ethics

### 1. INTRODUCTION AND APPLICATION TO GROUP COMPANIES

This Code of Ethics defines the values, principles, commitments, and ethical and behavioral responsibilities that inspire the Named Group (hereinafter, for brevity, also referred to as "the Group") in conducting its business activities.

The Code of Ethics applies to all Italian Companies of the Group. Therefore, the Administrative Bodies of each Italian Company within the Group are required to adopt this Code of Ethics through their own resolution.

This Code of Ethics was adopted by the Board of Directors of **Named S.r.l.** (hereinafter, for brevity, also referred to as the "**Company**") on 27/06/2023.

The **NAMED Group** is a hub for natural health, formed in 2022 from the merger of multiple Italian companies.

With an approach combining **Nature** and **Medicine** and leveraging the scientific and managerial expertise of the companies that make up the Group, NAMED Group covers the entire spectrum of Consumer Healthcare: medical OTC, nutraceuticals, phytotherapy, diet, sports nutrition, and diagnostics, offering safe and effective products and devices to regulate and restore the body's natural balance, enhancing what nature offers and what rigorous scientific research ensures.

The professionals of the NAMED Group are committed to the research, development, production, and commercialization of over 100 brands in 10 therapeutic areas.

The strengths that characterize the NAMED Group include: the combination of science and nature, medical-scientific culture, high-quality raw materials, training, product effectiveness and safety, multidisciplinary approach, customization and precision, tradition, and forward-thinking vision.

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## **2. GENERAL PRINCIPLES**

### **2.1 SCOPE OF APPLICATION AND RECIPIENTS OF THE CODE OF ETHICS**

This Code of Ethics, approved by the Board of Directors of the Company, applies to the Directors, Statutory Auditors, Employees of the Company, and all those who operate permanently or temporarily on behalf of the Company, both in Italy and abroad (hereinafter, for brevity, referred to as "Recipients").

The Recipients are required to observe the provisions of this Code of Ethics for the entire duration of their relationship with the Company and their contractual commitments with the Company.

The members of the Board of Directors and the Board of Statutory Auditors/Sole Statutory Auditor are guided by the values and principles of this Code of Ethics in the performance of their activities.

The members of the Board of Directors are required to adhere to the principles of the Code of Ethics when setting the Company's goals, proposing, and implementing strategies, investments, and projects.

The top-level management of the Company must observe the contents of the Code of Ethics when developing processes and proposing and carrying out activities and actions necessary to achieve the Company's objectives.

Employees must draw inspiration from the Code of Ethics in the context of their work activities, adapting their behaviors and actions in accordance with the already mandatory compliance with laws and current regulations.

Collaborators not bound by any subordination to the Company, as well as commercial partners involved in any business relationships with the Company, including distributors and agents (if present), must adjust their behavior in accordance with the provisions of the Code of Ethics within the context of their relations with the Company.

This Code of Ethics applies both in Italy and abroad, taking into account the cultural, social, and economic differences of the various countries in which the Company operates.

## **2.2 PRINCIPLES AND MORAL VALUES**

The following principles represent an indispensable and fundamental heritage of the Company, which must base its development on a solid reputation faithful to these values.

Recipients must adhere to the strictest respect for these principles in the exercise of their activities.

- **Honesty** and **Legality**  
The Company operates in compliance with applicable laws, regulations, and principles of honesty and transparency.  
The Company complies with the legal provisions in force in all countries where it operates. Under no circumstances can the pursuit of the Company's interests justify conduct that deviates from this principle.  
The Company rejects and refuses any form of association for criminal purposes.
- **Professionalism**  
The Company's activities are carried out with commitment and professional rigor. Relations between employees, at all levels, must be based on principles of correctness, collaboration, loyalty, and mutual respect.
- **Impartiality, Dignity, and Equality**  
In work relationships and business decisions, the Company avoids any discrimination based on age, language, gender or sexual identity, health status, race, nationality, political opinions, and religious beliefs of any individuals with whom it interacts. The Company respects personal dignity, privacy, and the personality rights of any individual.  
The Company promotes equal opportunities in the workplace and, in accordance with the Group's guidelines, prohibits any form of gender discrimination, while enhancing the role of women in various organizational contexts.
- **Confidentiality, Protection of Information, and Privacy**  
The Company ensures, in compliance with the applicable laws, the confidentiality of the

information it holds, undertaking to protect confidential, "sensitive," or personal data of employees or third parties. The Company ensures the proper handling of personal and sensitive data in compliance with Regulation (EU) No. 679/2016 and Legislative Decree No. 196/2003 (as amended, most recently by Legislative Decree No. 101/2018).

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- **Loyalty, Fairness, and Good Faith**  
The Company acts in accordance with principles of fairness and good faith. In all business activities, situations where the parties involved are, or may even merely appear to be, in a conflict of interest must be avoided.
- **Respect for Individuals**  
The Company protects and promotes the value of human resources to improve and enhance the skills possessed by each collaborator. The knowledge, experience, intelligence, and culture of collaborators should be valued and enhanced, contributing to their professional growth and well-being. Professional development and growth are implemented through specific and institutional training initiatives.
- **Protection of the Environment, Safety, and Health**  
The environment is a primary asset that the Company is committed to safeguarding. The Company manages its activities in compliance with environmental protection laws and regulations and is committed to maintaining the highest standards of health and safety, ensuring the adoption of necessary preventive measures against workplace accidents and diseases, fully complying with Legislative Decree 81/2008 (Consolidated Safety Act) and other applicable regulations. The Company guarantees the physical and moral integrity of its employees, working conditions that respect human dignity, and safe and healthy working environments.
- **Protection of Author's Rights and Intellectual and Industrial Property**  
The Company guarantees the respect of intellectual and industrial property rights of third parties and those concerning distinctive marks.
- **Fairness and Fair Competition**  
The Group upholds the value of fair competition in the market. The Company directs its activities towards satisfying the demands of its customers and thus strives for high standards in the quality of its products. The Company is committed to producing and supplying high-quality products and related services in the interest of

consumer safety and well-being. The Group and the Company refrain from collusive, predatory behavior, damaging the reputation of competitors, and abusing dominant positions, in compliance with competition laws (anti-trust regulations) and supply contract laws.

- **Relations with Public Administration and Institutions**  
The Company manages its relations with Public Administration and Institutions in compliance with the principles of legality, honesty, transparency, and clarity, respecting the laws in all countries in which it operates.
- **Relations with Healthcare Professionals**  
The relationship between the Company and Healthcare Professionals, who practice in the public and/or private healthcare sector, is based on full and integral respect for ethical standards and applicable laws. The need for close collaboration between the nutraceutical sector and Healthcare Professionals must be managed through interactions based on maximum correctness and ethics.
- **Scientific Information Ethics**  
Scientific information activities must always be accurate, balanced, correct, objective, free from ambiguity or misleading content, documented, and verifiable, in full compliance with legislative and regulatory provisions governing the matter.
- **Transparency and Truthfulness of Information, Financial Statements, and Public Communications**  
In the management of its activities, the Company provides complete, transparent, and accurate information. The Company ensures, in compliance with applicable laws, that the principles of transparency, truthfulness, and completeness are respected regarding any document highlighting economic, financial, or asset-related elements.

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- **Sustainable Development and Responsibility Towards the Community**  
The Company is committed to considering the needs of the community in its development programs, aiming to contribute to its economic, social, and civil development, as well as its enhancement, in compliance with laws and regulations concerning environmental protection.

## **2.3 RELATIONS WITH THE ORGANIZATION, MANAGEMENT, AND CONTROL MODEL UNDER LEGISLATIVE DECREE NO. 231/2001**

In addition to this Code of Ethics, the Company has adopted the Organization, Management, and Control Model under Legislative Decree No. 231/01.

The Code of Ethics has a general scope and serves as an independent tool adopted by the Company, even though it refers to behavioral principles relevant for the Model.

This Code of Ethics complies, for the purposes of Legislative Decree No. 231 of June 8, 2001 (Legislative Decree 231/2001), with the requirements set out in the "Guidelines for the construction of organizational, management, and control models under Legislative Decree 231/2001" drafted by Confindustria. In this regard, while the Code of Ethics guides the general conduct of its Recipients, the Organization, Management, and Control Model, as a tool with specific purpose and relevance pursuant to Legislative Decree 231/01, addresses the specific requirements contained in the Decree, aimed at preventing the commission of particular types of offenses for actions that, apparently committed for the benefit of the Company, may give rise to administrative liability for the Company based on the provisions of the Decree itself.

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### **Named Group – Code of Ethics**

#### **3. CRITERIA OF CONDUCT** **3.1 GENERAL CRITERIA OF CONDUCT IN RELATIONSHIPS WITH EXTERNAL PARTIES** **3.1.1 Management of Information**

The information, data, knowledge acquired, processed, and managed by the Recipients in the exercise of their professional activity must remain strictly confidential and adequately protected. It cannot be used, communicated, or disclosed, both within and outside the Company, except in compliance with applicable laws and corporate procedures. By way of example and without limitation, confidential information may include:

- Corporate, strategic, economic/financial, commercial, management, and operational plans;
- Projects and investments;
- Personnel data;
- Corporate, performance, and productivity indicators;
- Corporate and commercial agreements;
- Information protected by intellectual or industrial property rights, know-how related to the production, development, and marketing of products or services;
- Company databases;

Recipients, in handling such data and information, must exercise the utmost care and confidentiality, avoiding disclosing confidential information about the Company.



Recipients are required not to use confidential information for purposes other than those related to the performance of their activities and must:

- acquire and process data and information in compliance with specific company procedures;
- Store such data in a manner that prevents unauthorized parties from gaining knowledge of it;
- Communicate such data only with explicit authorization from the managers appointed for this purpose, while ensuring that the information is disclosable;
- ensure that there are no absolute or relative restrictions on the external transmission of information concerning third parties and, if necessary, obtain their consent.

All information available to the Company is processed in full respect of confidentiality and privacy laws, particularly in accordance with Regulation EU 679/2016 GDPR, Legislative Decree 196/2003 (and subsequent amendments), and other applicable laws in the various countries where the Company operates, which all Recipients must comply with.

### **3.1.2 Gifts, Complimentary Items, Benefits, and Donations**

It is expressly prohibited to distribute gifts and presents beyond what is established by company practices (i.e., any form of gift offered exceeding normal commercial or courtesy practices or intended to acquire preferential treatment in business activities).

In particular, any form of gift to Italian and foreign public officials (even in countries where giving gifts is common practice) or their family members, which could influence the independence of judgment or induce them to grant any advantage to the company, is prohibited. Allowed gifts are always characterized by their modest value and respect for normal market customs.

Even company products provided as samples or gifts to healthcare professionals and/or pharmacists and/or other subjects are always characterized by adherence to the principle of modest value, both individually and collectively in the case of gifts/samples featuring multiple company products.

Directors, senior executives, and employees are allowed to accept gifts or other forms of presents from third parties who are or could potentially be in a relationship with the Company, within the limits of normal courtesies and only if of modest value.

It is prohibited to offer or accept gifts in the form of money or goods easily convertible into money, unless specific charitable donations have been approved by the management. In such cases, donations may only be made to entities with the necessary credibility and reputational reliability. Thus, any monetary donation to individuals is prohibited.

If a gift is received that does not meet the above criteria, it must be refused.

Donations should only be made in response to a specific request from the beneficiary organization, free from any strict commercial interests, and only to organizations and entities that have the legal right to receive them, in accordance with applicable laws and regulations, and following a verification of the absence of conflicts of interest.

### **3.1.3**

### **Scholarships**

Collaboration between the Company and the scientific community may involve providing scholarships, provided that they:

- Relate to a project of significant scientific interest with measurable objectives;
- Are subject to the prior signing of an agreement with the relevant organization.

Scholarships must be awarded based on agreements between the Company and the requesting Healthcare or Scientific Organization, ensuring a transparent and objective evaluation process based on scientific and educational criteria. This selection and evaluation process will not involve the Company in any way, and the subsequent provision of the scholarship must be exclusively in favor of the requesting beneficiary Healthcare/Scientific Organization, in compliance with an appropriate rotation criterion, the current regulations, and the internal rules that the Organization has established to manage this type of initiative.

### **3.1.4 Communication and Relations with Information Sources and Mass Media**

Any external communication of documents and information of any nature and in any form concerning the Company must comply with laws and professional conduct practices, ensuring transparency and clarity, and must be expressly authorized by the responsible company representatives.

The dissemination of false, biased, or confidential information regarding the Company, its employees, or collaborators is prohibited.

Recipients must comply with these conduct criteria and avoid behaviors aimed at gaining favor from media and press organizations.

Commercial and technical communications (information on labels, technical data sheets, promotional and marketing materials) concerning the Company's products are subject to a preliminary regulatory review by the designated Company or Group Functions, in order to ensure full compliance with the regulations in the relevant sectors (e.g., food, medical devices, supplements, cosmetics).

## **3.2 CRITERIA OF CONDUCT IN RELATIONSHIPS WITH COLLABORATORS**

### **3.2.1**

### **Staff**

### **recruitment**

Personnel evaluation is conducted in compliance with equal opportunity standards for all individuals involved. The Function responsible for human resources management, within the limits of available information, adopts appropriate measures to avoid favoritism, nepotism, or forms of

patronage during selection and hiring processes. The Company is committed to implementing Group policies on equal opportunity, prohibition of gender discrimination, and promotion of female labor.

### **3.2.2 Establishment of Employment Relationship**

Personnel are hired under regular employment contracts, and no form of work that does not comply with current legal regulations and the applicable National Collective Labor Agreements is tolerated.

Upon establishment of the employment relationship, each employee receives information regarding the characteristics of their role and duties to be performed, regulatory and compensation elements, and the standards and procedures to be followed.

### **3.2.3 Human Resource Management**

The Company acknowledges that employee dedication and professionalism are fundamental values and conditions for achieving its objectives. The Company is committed to developing the skills, competencies, and potential of each employee, in accordance with the prohibition of gender discrimination and the promotion of equal opportunities and female employment. The Company provides all workers with the same job opportunities, ensuring that everyone receives fair treatment based on merit, without any discrimination.

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The company managers appointed to this role are required to:

- Adopt merit-based, competence-based, and strictly professional criteria for any decision concerning an employee;
- Manage employees without discrimination;
- Create a work environment where personal characteristics cannot give rise to discrimination.

The Company expects employees at all levels to collaborate in maintaining a climate of mutual respect for each individual's dignity, honor, and reputation. The Company rejects any offensive or defamatory interpersonal behavior and intervenes to prevent such behavior. Recipients must comply with these criteria of conduct.

### **3.2.4 Integrity and Protection of Individuals**

The Company invests in its role in safeguarding working conditions and protecting the psycho-physical integrity of workers.

The Company commits to protecting the moral integrity of employees and collaborators, guaranteeing the right to working conditions that respect the dignity of the person.

Discrimination, harassment, and sexual, personal, or other types of offenses are not permitted. The Company ensures compliance with the general smoking ban in the workplace, in accordance with applicable laws.

Recipients must comply with these criteria of conduct.

### **3.2.5 Health and Safety**

The Company guarantees full compliance with regulations on workplace health and safety, with particular but not exclusive reference to Legislative Decree 81/2008 and other applicable regulations in the countries where it operates, through the analysis, monitoring, prevention, and management of risks related to the performance of professional activities.

Recipients must implement and comply with all prescribed prevention and safety measures.

### **3.2.6 Privacy Protection**

The Company ensures full compliance with regulations regarding the confidentiality of personal data and privacy protection, adopting the standards prescribed by law (EU Reg. 679/2016 GDPR, Legislative Decree 196/2003 and subsequent amendments, and other relevant regulations in the countries in which it operates) for data processing. With particular reference to the processing of employees' personal data, the Company implements specific safeguards aimed at informing employees about the nature of the personal data being processed, the processing methods, and the scope of communication.

Recipients must implement all required measures and precautions and must not use data for purposes unrelated to their assigned activities.

### **3.2.7 Protection and Use of Company Assets**

The company's assets include physical tangible goods (e.g., computers, printers, equipment, vehicles, real estate, infrastructure) and intangible assets (e.g., trademarks, patents, etc.). The preservation of these assets is a fundamental value for safeguarding the company's interests.

Recipients, in carrying out their corporate activities, must protect company assets and prevent their fraudulent or improper use. The use of company assets by Recipients must be functional and exclusive to the performance of corporate activities or for purposes authorized by the responsible managers appointed for this purpose.

### **3.2.8 Use of Information Systems**

The Company implements information system management policies to ensure the security of applications, data, and equipment.

Recipients are required to:

- Respect and apply these policies, with particular but not exclusive reference to the management and protection of system access passwords;

- Not illegally duplicate software and applications installed on the systems;
- Not install software or applications on the systems without prior authorization from the designated Functions;
- Not access information systems without prior authorization from the relevant company Functions;
- Not engage in behaviors that may compromise the security, integrity, or availability of data.

### **3.2.9 Websites, Digital Channels, and Social Media**

The Company's websites and communication on digital and social channels are fully compliant with applicable national and international laws.

On these channels, it is necessary to identify, when appropriate or required by law:

- The ownership and source of transmitted information;
- The goals of communication channels;
- The intended audience, specifying whether professional or non-professional.

Moreover, compliance with regulations regarding promotional messages on products must be ensured, particularly with respect to their limits and purposes.

## **3.3. CRITERIA OF CONDUCT IN RELATIONS WITH CLIENTS, SUPPLIERS, AGENTS, DISTRIBUTORS, AND COMMERCIAL PARTNERS**

### **3.3.1 Relationships with Customers and Product Quality**

Business relationships and communications with customers are based on responsiveness and adherence to the principles of fairness, professionalism, and transparency.

The Group and the Company direct their production and distribution strategies to ensure the highest quality of their products, in strict compliance with the current legal provisions and regulations of the sectors in which the Group operates (food legislation and regulations regarding medical devices, food supplements, cosmetics, etc.).

Specific processes are established to ensure regulatory compliance and quality controls to be performed on products at all stages from research/development through to the production and distribution of company products. Controls are applied to both internal production phases and those that may be outsourced. The behavior of employees and all Company collaborators towards customers must comply with these principles and be directed towards providing high-quality services that meet the reasonable expectations and needs of the customer.

The Company commits to not arbitrarily discriminate against its customers. Contracts and communications with customers must be clear, simple, complete, and compliant with applicable regulations.

The use of deceptive or false advertising tools is prohibited.

Recipients are required to respect these principles in relationships with Customers.

### **3.3.2 Relationships with Suppliers**

Purchases are based on granting equal opportunities to each supplier, loyalty, and impartiality.

The processes for evaluating, qualifying, and selecting suppliers are aimed at achieving the best balance between economic advantage and the quality of performance.

In procurement, sourcing, and generally in the supply of goods and/or services, Recipients are required:

- To observe internal procedures for the selection and management of relationships with suppliers;
- Not to preclude any interested company that demonstrates possession of the required qualifications from the opportunity to compete for a supply contract, adopting objective and documentable evaluation criteria in the selection process, according to declared and transparent methods;
- To observe the contractually established conditions, maintaining an open and honest dialogue with suppliers, in line with good commercial practices;
- To verify that suppliers have adequate means, including financial resources, structures, and capabilities to meet the Company's requirements.

Respect for labor law, health, and safety regulations by the supplier is considered essential and non-negotiable in the supply relationship.

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The quality of the Company's suppliers is reflected in the quality of corporate products; therefore, in the supplier selection and qualification processes, significant attention is given to the criteria by which the supplier can ensure the quality of their supplies, compliance with current national and international regulations, regulatory controls, and quality assurance/quality control (QA/QC) processes.

The Company's and Group's suppliers are typically characterized by a strong reputational profile. Compliance with labor law, health and safety regulations in the workplace, and prohibition of child labor or worker exploitation by the supplier is considered an essential and indispensable element within the supply relationship.

### **3.3.3 Relationships with Agents, Distributors, and Commercial Partners**

The Company may select and operate with agents, distributors, and commercial partners, both in Italy and abroad, who guarantee adequate reputational standards and who manage their activities in compliance with applicable national and international regulations. Agents, distributors, and partners are required to comply with the provisions contained in this Code of Ethics in the context of their commercial relationships with the Company. In particular, agents, distributors, and commercial partners are prohibited from engaging in, collaborating with, or causing behaviors that, taken individually or collectively, directly or indirectly constitute public corruption or private-to-private corruption offenses, that may expose them to conflicts of interest, or that may result in non-compliance with applicable industry regulations and standards.

The Company requires its agents, distributors, and commercial partners to comply with national and international regulations regarding embargoes, prevention of money laundering, and counter-terrorism. Specifically, the Company implements controls to verify, within the scope of its commercial activities, compliance with current regulations concerning risks related to potential relationships with suppliers or partners headquartered or residing in countries considered non-cooperative by the FATF or with preferential tax regimes (so-called blacklisted countries).

## **3.4 CRITERIA OF CONDUCT IN RELATIONS WITH THE COMMUNITY, HEALTHCARE PROFESSIONALS, SCIENTIFIC SOCIETIES, AND THE PUBLIC ADMINISTRATION**

### **3.4.1 Environment**

The activities carried out by the Company are managed in full compliance with current environmental protection regulations. The management activities are based on environmental safeguard criteria, and business strategies must consider the development of processes with increasing attention to environmental safety.

Recipients, within their roles, participate in the risk prevention and environmental protection process.

### **3.4.2 Political and Trade Union Organizations**

The Company does not provide contributions, whether direct or indirect, in any form, to political parties, movements, committees, and political or trade union organizations, their representatives, or candidates with which a conflict of interest may arise. The Company also refrains from exerting any direct or indirect pressure on political figures.

Recipients are required to comply with these criteria of conduct.

### **3.4.3 Contributions and Sponsorships**

The Company may contribute to social or cultural initiatives, limited to proposals from non-profit organizations and associations, provided they demonstrate high cultural, charitable, or social value.

Other sponsorship activities, potentially related to sports, technical, or scientific topics, can only be directed towards initiatives proposed by subjects with appropriate credibility, presenting characteristics of quality, originality, and high reputational standards. Such initiatives must be consistent with corporate strategies and characterized, in the case of sponsorship, by the appropriateness of the consideration relationship, typically but not exclusively characterized by the visibility of the company logo or products. In any case, the Company pays attention to any potential conflict of interest when evaluating proposals to support.

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Requests for contributions or sponsorships must be authorized by the company's top management in accordance with current internal procedures. Recipients are required to comply with these criteria of conduct.

### **3.4.4 Training, Educational, and Promotional Activities for Company Products**

The Company may organize, directly or through a third party, initiatives aimed at:

- Scientific-clinical updates related to the product, procedures, and its business;
- Advancement on technical, regulatory, organizational-managerial, and/or socio-political issues related to the reference sector;
- Spreading a culture of health risk prevention and well-being.

These initiatives must be organized in compliance with strictly scientific parameters aimed at protecting the image of the sector, with a view to safeguarding the primary goal represented by the psycho-physical wellbeing of individuals and progress in their care and assistance.

### **3.4.5 Support for Educational, Training, and Scientific Activities Carried Out by Third Parties**

The Company may support conferences, training activities, or refresher courses organized by Third Parties, addressing topics that promote scientific knowledge, medical progress, and effective healthcare, as well as other initiatives for protecting health and psycho-physical wellbeing, only in compliance with this Code of Ethics and the provisions and principles contained in the Organization, Management and Control Model pursuant to Legislative Decree 231/01.

Additionally, the Company commits to not directly or indirectly organize or participate in any form in congresses, conferences, workshops, and similar events where:

- Tourist and recreational aspects outweigh technical-scientific content;
- Hospitality and travel expenses extend to a period before the beginning and/or after the end of the event that is not consistent with the logistical and organizational needs necessary for arranging the event;
- The principle of moderation is not respected.



### **3.4.6 Relations with Public Administration**

Relations with the Public Administration, necessary for the management of company activities, are reserved exclusively for individuals explicitly authorized by the Company and must not create conflicts of interest.

These relations must be based on maximum transparency, clarity, and correctness, and must not lead to partial, false, ambiguous, or misleading interpretations by private and public institutional entities with whom relations are maintained in various capacities regarding information or data provided by the Company.

The Company is committed to ensuring compliance with current regulations in all interactions with the Public Administration, and to not offering, either directly or through intermediaries, money or other undue benefits to public officials or public service officers to influence their activities in the performance of their duties.

The Company strictly adheres to the rules set by the Authorities to comply with current regulations in sectors connected with its activities.

Recipients must respect these criteria of conduct, comply, as far as their own responsibilities may extend, with the requests of regulatory or supervisory bodies, and provide their support with transparency and willingness during inspection activities.

### **3.4.7 Relations with Healthcare Professionals**

The Company may request professional, consultancy, and/or collaborative activities from Healthcare Professionals for research, development, and product use, in compliance with the principles of good faith, fairness, transparency, consistency of compensation with fair market value, and compliance with applicable laws.

The provisions of this Code of Ethics are to be understood as applicable to Healthcare Professionals operating both within and outside Public Administration, in Italy and abroad.

Given the above, the Recipients of the Code must pay particular attention to the awarding of compensation to certain categories of public officials and following relevant activities, in compliance with Article 53 of Legislative Decree 165/2001 and Article 4 of Presidential Decree 62/2013 and other applicable laws of the countries in which the Company operates, refraining from offering any opportunity for collaboration or otherwise, even free of charge (e.g., consulting assignments, speaking engagements, moderator activities, training, etc.), that personally benefits Public Administration employees who may have negotiating and/or authoritative powers or who may otherwise influence the outcome of tenders or other contractor selection procedures initiated by the Public Administration.

In all cases, the Company must respect the obligation of Healthcare Professionals to make independent decisions regarding clinical-diagnostic practice, while also ensuring that any type of interaction with these Professionals is oriented toward compliance with national, local, and European regulations, and the principles of officiality, transparency, correctness, and professional ethics.

The protective measures and risk prevention standards related to corruption and conflicts of interest applicable to relationships with Healthcare Professionals in the national territory are also considered applicable to relationships with Professionals abroad, insofar as they are compatible with the legislation in force in each country where the Company operates.

Scientific information activities and promotional initiatives regarding company products are conducted in compliance with current regulations. Personnel dedicated to providing scientific information to physicians, pharmacists, or other healthcare operators are required to transmit documented and verifiable information, avoiding exaggerated statements, hyperbolic or unsubstantiated assertions, and comparisons that are undemonstrable and lacking an evident objective basis.

Scientific representatives must introduce themselves to healthcare operators by identifying their professional role. The Company ensures adequate preparation and technical training for scientific representatives and guarantees that they are properly prepared to provide information about the safety of company products as well.

Materials used in the context of scientific information are characterized by independence, scientific quality, and respect for the principle of autonomy of the scientific publications used or referenced.

Sponsored promotional material must be selected and purchased by the Company at a central level, must respect the principle of modest value, must be non-fungible in nature, and must be conceptually related to the activity performed by the physician, pharmacist, or other healthcare operators with whom the Company interacts.

Free distribution of informational or scientific consultation material is permitted only when it contains high scientific value content. Distribution of such material may occur only to healthcare facilities, with the exception of materials characterized by modest value.

Initiatives related to sponsorships of congress events, visits to company headquarters or laboratories, training initiatives, advisory boards or meetings, interventions in observational studies that may involve healthcare operators are conducted in the strictest compliance with current national and international regulations.

For criteria related to hospitality in the case of initiatives directly managed by the Company, reference is made to the principles already mentioned in relation to third-party initiatives in the previous point **3.4.5**.

The Company's participation in congress events must be connected to its role in the sectors of research and product development, scientific information, and development strategies in the sectors of interest.

Events organized directly by the Company or indirectly sponsored by it must be held in locations and venues whose selection is motivated by logistical, scientific, and organizational reasons, also considering the operational headquarters where the Group or the Company operates and the consequent decisions also related to territorial promotion logic.

Any hospitality offered by the Company cannot have characteristics that prevail over the technical/scientific purposes of the event. The time of hospitality offered cannot exceed a period of time that is congruent with the logistical and organizational needs of the initiative.

Any business lunches or dinners with healthcare operators to promote professional relationships are permitted provided that company executive personnel are present, the number of healthcare operators is not excessive, and the principles of sobriety and modest value already mentioned are strictly respected, as well as the non-repetitive nature of the initiatives.

Activities related to medical-scientific consulting, advisory boards, participation in research projects, or other scientific initiatives involving healthcare operators or professionals of other nature, especially when employed in public structures (for example, university professors), are conducted in compliance with current national and international regulations, including with respect to the potential relationships of healthcare operators with their affiliated institutions.

Such activities must:

- necessarily be regulated by written contracts;
- include the criteria used to define the compensation to the healthcare operator;
- include a selection process for consultants, evaluating their competence, reliability, and professional qualifications;
- provide for the acquisition and ex-post traceability of the services provided by consultants;
- ensure that remuneration for services rendered is reasonable and in line with the market value of the service provided.

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### **3.4.8 Relations with Public or Private Entities in Research Projects**

Any type of collaboration for the purpose of scientific research or experimentation, such as observational studies, must be preceded, where necessary and applicable, by a Research Protocol, subsequently approved by or reported to the Ethics Committee, if required by current regulations, and finally governed by a contract or research agreement with the involved Entity; all in compliance with applicable laws and regulations in this field.

Any compensation provided to the Entity executing the research on behalf of the Company shall be determined based on the principle of fair market value.

If the research promoter is a Healthcare Professional, it must also be verified that the collaborative relationship occurs with maximum transparency, following the acquisition of all authorizations and permissions, where necessary, from the Healthcare Professional's affiliated Institution/employer.

### **3.4.9 Relations with Scientific Societies**

In general terms, collaborations with Scientific Societies or Research Institutions are directed toward the dissemination of scientific and technical knowledge and the improvement of professional expertise.

The Institutions or Scientific Societies with which collaboration agreements are developed must demonstrate characteristics of reliability, proven reputation, and adequate competence in the relevant field.

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## **Named Group – Code of Ethics**

### **4. ACCOUNTING AND INFORMATION TRANSPARENCY**

Operations and transactions must be correctly recorded in the company's accounting system, in accordance with the criteria established by law and the applicable accounting principles, as well as the accounting guidelines and schedules of the Group. Recorded operations must be authorized, verifiable, legitimate, consistent, and appropriate. Accounting transparency is based on the truthfulness, accuracy, and completeness of the underlying information for the related accounting entries. Each employee is required to cooperate to ensure that management activities are correctly and promptly represented in the accounting records.

For each operation or transaction, adequate supporting documentation of the activity performed must be kept on record, in order to allow:

- easy accounting registration;
- identification of different levels of responsibility;
- accurate reconstruction of the operation, also to reduce the probability of interpretative errors.

Each record must accurately reflect what is stated in the supporting documentation. It is the duty of each employee to ensure that documentation is easily traceable and organized according to logical criteria.

Recipients who become aware of omissions, falsifications, or negligence in the accounting or in the documentation on which the accounting records are based, are required to report it to the Supervisory Body.

Recipients commit to uphold principles of transparency, professionalism, and maximum collaboration in relations with statutory auditors and with companies that perform accounting audits.

In cases where the disclosure of value transfers to healthcare professionals becomes applicable, or where it becomes necessary to provide other information required by law, the Company ensures compliance with current regulations on the matter.

## **5. PROVISIONS**

The Company ensures the dissemination of the Code of Ethics and provides adequate informational and clarification tools regarding its contents to all Recipients.

Recipients, while already required to comply with current laws and regulations, have the duty to know the provisions of the Code of Ethics and to align their actions and behaviors with the principles, objectives, and rules of conduct stated therein.

In particular, all actions, operations, and negotiations undertaken are guided by the highest standards of managerial integrity, complete and transparent information, formal and substantive legitimacy, clarity and accuracy in accounting records, and compliance with the principle of legality.

Recipients are prohibited from engaging in any behavior that contravenes the provisions of the Code of Ethics.

Recipients must consider the interests of the Company and the Group as a priority. In conducting any activity, situations where the individuals involved are, or may even appear to be, in a conflict of interest must be avoided. Conflicts of interest are understood as situations in which an individual pursues an interest different from that of the Company or performs activities that may interfere with their ability to make decisions in the Company's interest, or personally benefits from business opportunities or acts contrary to the fiduciary duties associated with their position.

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## **6. OVERSIGHT AND VIOLATIONS OF THE CODE**

### **6.1 OVERSIGHT OF THE CODE OF ETHICS**

Oversight of the Code of Ethics is entrusted to:

- the Company's Supervisory Body established by the Organization, Management, and Control Model, limited to risks of violation of the Model itself or to cases of crime risks relevant under Legislative Decree 231/01;
- the Human Resources Function for violations of labor law or employment-related matters;

- other corporate Functions appointed pursuant to and for the purposes of Legislative Decree 24/2023.

These Functions are assigned the responsibility of verifying compliance with the Code of Ethics, receiving and analyzing any reports of violations of the Code, and communicating to the Board of Directors the appropriateness of proceeding with updates to the Code.

## **6.2**

## **VIOLATIONS**

In the event of violations, the Company shall adopt disciplinary measures against those responsible for such violations, where deemed necessary for the protection of corporate interests, in compliance with the applicable regulatory framework.

Compliance with the Code of Ethics must be considered an essential part of the contractual obligations of Company employees, pursuant to and for the purposes of the provisions of Article 2104 and subsequent articles of the Italian Civil Code.

Violations of the Code of Ethics therefore constitute a breach of contract and/or disciplinary offense with all consequences provided for in accordance with current legislation and the applicable National Collective Labor Agreement.

With regard to violations of the Organization, Management and Control Model pursuant to Legislative Decree 231/01, reference is also made to the specific provisions set forth therein concerning violations and disciplinary sanctions.

In the event of violation by Executives, the most appropriate measures shall be applied in accordance with the provisions of current contractual regulations.

In the event of a violation by members of the Company's Board of Directors, the Supervisory Body shall inform the entire Board of Directors and the Board of Statutory Auditors/Sole Statutory Auditor, who shall take appropriate action in accordance with the law, involving the Shareholders' Meeting where necessary.

In the event of a violation by one or more Statutory Auditors, the Supervisory Body shall inform the entire Board of Statutory Auditors and the Board of Directors, who shall take appropriate measures, including, for example, convening the Shareholders' Meeting to adopt the most suitable measures provided for by Law.

Conduct contrary to the Code of Ethics by collaborators, suppliers, agents, distributors, or business partners may result in the application of penalties or, in the case of serious breach, the Company's right to terminate the contractual relationship, without prejudice to potential claims for damages if such conduct causes harm to the Company, even independently of the termination of the contractual relationship.

### 6.3

### REPORTS

Channels and processes have been established for the acquisition and management of reports regarding potential violations or misconduct (i.e., whistleblowing reports) in accordance with the provisions of Legislative Decree 24/2023 and other relevant regulations, by the subjects referred to in section 6.1.

In accordance with regulations, these channels and processes are communicated to the Recipients through specific procedures or organizational provisions, ensuring, through web platforms or other methods:

- access to the reporting acquisition systems;
- adequate information regarding the types of reports that can be submitted, the individuals responsible for acquiring and managing the information, the feedback to the whistleblower, the possibility of making—in prescribed cases—any public reports to the competent Authorities, the measures in place to guarantee the protection of the whistleblower's identity, and the rights exercisable by the data subject pursuant to privacy regulations (EU Regulation 679/2016 GDPR and current national legislation on the matter).

The Company ensures that whistleblowers are protected against any form of retaliation, discrimination, or penalization arising from their reports, in compliance with the provisions of Legislative Decree 24/2023.

Furthermore, absolute confidentiality of the whistleblower's identity is ensured, except where required by law.

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## 7. ENTRY INTO FORCE AND AMENDMENT PROCEDURES

This Code of Ethics enters into force from the date of its adoption by the Company's Board of Directors.

Any subsequent amendments or additions must be approved by the Board of Directors.

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