
CODE OF ETHICS

APPROVED BY THE BOARD OF DIRECTORS OF NAMED S.R.L. ON
27/03/2024



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1. INTRODUCTION AND SCOPE OF APPLICATION TO GROUP COMPANIES

This Code of Ethics sets out the values, principles, commitments and ethical and behavioural responsibilities that guide the Named Group (hereinafter, for the sake of brevity, also referred to as the “Group”) in the conduct of its business activities.

Suggested:

This Code of Ethics applies to all Italian companies within the Group.

Accordingly, the administrative bodies of each Italian Group company are required to adopt this Code of Ethics by means of their own formal resolution.

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

The **NAMED Group** is a natural health hub, established in 2022 through the combination of several Italian companies. With an approach that combines **Nature** and **Medicine**, and thanks to the wealth of scientific and managerial expertise of the companies that form part of it, the NAMED Group covers the entire spectrum of Consumer Healthcare: medical OTC products, nutraceuticals, phytotherapy, dietetics, sports nutrition and diagnostics, offering safe and effective products and devices designed to regulate and restore the body’s healthy and natural balance, enhancing what nature provides and what rigorous scientific research ensures.

Professionals of the NAMED Group are engaged in the research, development, production and marketing of over 100 brands across 10 therapeutic areas.

The NAMED Group’s strengths include: the integration of science and nature; a strong medical-scientific culture; excellence in raw materials; training; product efficacy and safety; a multidisciplinary approach; personalisation and precision; tradition combined with a forward-looking vision.

2. GENERAL PRINCIPLES

2.1 SCOPE OF APPLICATION AND ADDRESSEES OF THE CODE OF ETHICS

This Code of Ethics, approved by the Company's Board of Directors, applies to the Directors, Statutory Auditors, Employees and all those who work on a permanent or temporary basis on behalf of the Company, both in Italy and abroad (hereinafter, for the sake of brevity, also referred to as the "Addressees").

Addressees are required to comply with the provisions of this Code of Ethics for the entire duration of their relationship with the Company and of their contractual commitments thereto.

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

Members of the Board of Directors are required to comply with the principles of the Code of Ethics when defining the Company's objectives and when proposing and implementing strategies, investments and projects.

Senior officers of the Company are required to comply with the contents of the Code of Ethics when developing processes and when proposing and implementing the activities and actions necessary to pursue the Company's objectives.

In the performance of their work activities, employees shall be guided by the Code of Ethics, aligning their conduct and actions with the already required compliance with applicable laws and regulations.

Collaborators not bound by an employment relationship with the Company, as well as business partners involved in business relations with the Company in any capacity, including distributors and agents (where applicable), are required, within the scope of their respective relationships with the Company, to align their conduct with the provisions of the Code of Ethics.

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

2.2. PRINCIPLES AND MORAL VALUES

The following principles constitute a fundamental and indispensable asset of the Company, which bases its development on a solid reputation consistent with such values.

Addressees are required to comply strictly with these principles in the performance of their activities.

- **Honesty and Lawfulness**

The Company operates in compliance with applicable laws and regulations and with the principles of honesty and transparency.

The Company complies with applicable statutory and regulatory provisions in all the countries in which it operates. Under no circumstances may the pursuit

of the Company's interests justify conduct that is inconsistent with the law.

The Company repudiates and rejects any form of association for criminal purposes.

- **Professionalism**

The Company's activities are carried out with commitment and professional rigour.

Relations between employees at all levels must be based on fairness, cooperation, loyalty and mutual respect.

- **Impartiality, Dignity and Equality**

In employment relationships and corporate decision-making, the Company avoids any discrimination based on age, language, sex or sexual identity, health status, race, nationality, political opinions or religious beliefs of its counterparts. The Company respects the personal dignity, privacy and personality rights of every individual.

The Company promotes equal opportunities in the workplace and, in accordance with the Group's guidelines, prohibits any form of gender discrimination and promotes the enhancement of women's roles across different corporate organisational contexts.

- **Confidentiality, Protection of Information and Privacy**

In accordance with applicable legal provisions, the Company ensures the confidentiality of the information in its possession and undertakes to protect confidential, "sensitive" and personal data relating to employees, collaborators and third parties. In full compliance with Regulation (EU) No. 679/2016 and Legislative Decree No. 196/2003 (as most recently amended by

Legislative Decree No. 101/2018), the Company ensures the lawful processing of personal and sensitive data in its possession.

- **Loyalty, Fairness and Good Faith**

The Company acts fairly and in good faith.

In the conduct of business activities, situations in which the parties involved are, or may even appear to be, in a conflict of interest must be avoided.

- **Respect for Individuals**

The Company safeguards and promotes the value of human resources, aiming to develop and enhance each collaborator's skills.

The wealth of knowledge, experience, intellectual capacity and culture of collaborators must be fostered and developed, thereby contributing to their professional growth and well-being. Ongoing training and professional development are implemented through specific and institutional training initiatives.

- **Protection of the Environment, Health and Safety**

The environment is a primary asset that the Company undertakes to safeguard.

The Company manages its activities in an environmentally responsible manner and in compliance with applicable environmental protection legislation, and undertakes to achieve and maintain the highest standards of health and safety, ensuring the adoption of all necessary preventive measures against occupational accidents and illnesses, in full compliance with Legislative Decree No. 81/2008 (Consolidated Act on Occupational Health and Safety) and other applicable regulations. The Company guarantees the physical and moral integrity of its collaborators, working conditions that respect human dignity, and safe and healthy working environments.

- **Protection of Copyright and Intellectual and Industrial Property Rights**

The Company ensures respect for the intellectual and industrial property rights of third parties, including rights relating to distinctive signs.

- **Fairness and Fair Competition**

The Group safeguards the value of fair competition in the marketplace.

The Company directs its activities toward meeting customer needs and therefore pursues high product quality standards. The Company undertakes to produce and supply high-quality products and related services in the interests of consumer safety and well-being.

The Group and the Company refrain from collusive or predatory practices, conduct that damages competitors' reputation, and abuse of a dominant position, in compliance with competition law (so-called antitrust legislation) and public procurement regulations.

- **Relations with Public Authorities and Institutions**

The Company manages its relations with Public Authorities and Institutions in compliance with the principles of lawfulness, honesty, transparency and clarity, and in accordance with the applicable legislation in all the countries in which it operates.

- **Relations with Healthcare Professionals**

The relationship between the Company and Healthcare Professionals, who carry out professional activities in the public and/or private healthcare sector, is based on full compliance with applicable ethical standards and laws.

The need for close collaboration between the nutraceutical sector and Healthcare Professionals must therefore be managed through interactions characterised by the highest standards of fairness and ethical conduct.

- **Ethics of Scientific Information**

Scientific information activities must always be accurate, balanced, fair, objective, unambiguous, not misleading, documented and verifiable, in full compliance with the legislative and regulatory provisions governing the matter.

- **Transparency and Truthfulness of Information, Financial Statements and Corporate Communications**

In managing its various business activities, the Company provides complete, transparent and accurate information. In compliance with applicable legislation, the Company ensures that the principles of transparency, truthfulness and completeness are respected in relation to any document containing economic, equity or financial information.

- **Sustainable Development and Responsibility towards the Community**

The Company undertakes to take into account, in its development programmes, the needs of the community in which it operates, intending to contribute to its economic, social and civic development, as well as to its enhancement, in compliance with environmental protection laws and regulations.

2.3. RELATIONS WITH THE ORGANISATION, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE NO. 231/2001

In addition to this Code of Ethics, the Company has adopted an Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001. The Code of Ethics has a general scope and constitutes an instrument adopted independently by the Company, while also setting out principles of conduct relevant to the Model.

For the purposes of Legislative Decree No. 231 of 8 June 2001 (Legislative Decree No. 231/2001), this Code of Ethics complies with the requirements set out in the "Guidelines for the construction of organisation, management and control models pursuant to Legislative Decree No. 231/2001" issued by Confindustria.

In this regard, while the Code of Ethics governs the general conduct of its Addressees, the Organisation, Management and Control Model, understood as an instrument with a specific purpose and relevance pursuant to Legislative Decree No. 231/2001, addresses the particular requirements set out in the Decree, aimed at preventing the commission of certain types of offences which, although apparently committed in the interest of the Company, may give rise to administrative liability for criminal offences on the part of the Company under the provisions of the same Decree.

3. CRITERIA OF CONDUCT

3.1 GENERAL CRITERIA OF CONDUCT IN RELATIONS WITH STAKEHOLDERS

3.1.1 Information Management

Information, data and knowledge acquired, processed and managed by the Addressees in the performance of their work activities must remain strictly confidential and appropriately protected, and may not be used, communicated or disclosed, either internally or externally, except in compliance with, and within the limits of, applicable legislation and company procedures.

By way of example, confidential information may include, but is not limited to:

- corporate, strategic, economic/financial, commercial, managerial 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, including know-how relating to the production, development and marketing of products or services;
- company databases.

When handling such data and information, Addressees must exercise the utmost care and confidentiality, avoiding the disclosure of the Company's confidential information.

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

- acquire and process data and information in compliance with specific company procedures;
- store such data in a manner that prevents unauthorised persons from gaining access thereto;
- communicate such data only with the explicit authorisation of the duly appointed responsible persons, and in any case, ensuring that such data are eligible for disclosure;
- ensure that no absolute or relative restrictions exist on the external transmission of information relating to third parties and, where applicable, obtain their consent.

All information held by the Company is processed in full compliance with confidentiality and privacy requirements, with particular regard to Regulation (EU) 2016/679 (GDPR), Legislative Decree No. 196/2003, as amended and supplemented, and other applicable legislation in the countries in which the Company operates, which all Addressees are required to observe.

3.1.2 Gifts, Hospitality, Benefits and Donations

It is expressly prohibited to offer or distribute gifts or hospitality outside what is permitted under company practice (i.e. any gift exceeding regular business or courtesy practices, or in any event intended to obtain favourable treatment in the conduct of any business activity).

In particular, any form of gift to Italian or foreign public officials (including in countries where gift-giving is a widespread practice), or to their family members, which could influence their independence of judgement or induce them to secure any advantage for the Company, is prohibited.

Permitted gifts must always be of modest value and consistent with standard market practices.

Company products provided as samples or gifts to Healthcare Professionals, pharmacists and/or other recipients must likewise comply with the principle of modest value, both on a per-item basis and overall when a gift or sample consists of multiple company products.

Directors, senior officers and employees may accept gifts or other forms of hospitality from third parties that have, or may potentially have, business relationships with the Company, within the limits of standard courtesy and only where such gifts or hospitality are of modest value.

It is prohibited to give or accept gifts in the form of cash or items readily convertible into cash, except for charitable donations expressly approved by company management. In such cases, donations may be made exclusively to entities with appropriate credibility and a sound reputation.

Accordingly, any monetary donation to natural persons is prohibited.

Any gift received that does not meet the above criteria must be refused.

Any donations shall be made only following a specific request from the beneficiary entity, free from strictly commercial interests, exclusively in favour of organisations and entities entitled to receive them under applicable laws and regulations, and subject to verification of the absence of conflicts of interest.

3.1.3 Scholarships

Collaboration between the Company and the scientific community may include the awarding of scholarships, provided that such scholarships:

- relate to a project of significant scientific interest with measurable objectives;
- are subject to the prior execution of an agreement with the relevant entity.

Any scholarships shall be awarded based on agreements between the Company and the requesting beneficiary Healthcare or Scientific Organisation, providing for candidate evaluation procedures in compliance with the principles of transparency and objectivity, as well as scientific and educational criteria.

Such selection and evaluation process shall not involve the Company in any way, and the consequent awarding of the scholarship shall take place exclusively in favour of the requesting beneficiary Healthcare/Scientific Organisation, in compliance with an appropriate rotation criterion, applicable legislation and the internal regulations adopted by the Organisation to manage such initiatives.

3.1.4 Communication and Relations with the Media

Any external communication of documents or information of any nature and in any form concerning the Company must be carried out in compliance with applicable laws and professional conduct standards, must be transparent and clear, and must be expressly authorised by the duly appointed company officers.

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

Addressees are required to comply with these conduct criteria and to avoid behaviour intended to obtain favourable treatment from the media and the press.

Commercial and technical communications (including labelling information, technical data sheets, promotional and marketing materials) relating to the Company's products are subject to prior regulatory review by the relevant Company or Group functions, to ensure full compliance with applicable regulations in the relevant sectors (food, medical devices, food supplements, cosmetics, etc.).

3.2 CRITERIA OF CONDUCT IN RELATIONS WITH COLLABORATORS

3.2.1 Personnel Selection

Personnel selection and assessment are carried out in compliance with the principle of equal opportunities for all candidates. The function responsible for personnel management, within the limits of available information, adopts appropriate measures to prevent favouritism, nepotism or forms of patronage during the selection and recruitment phases. The Company is required to implement the Group's policies on equal opportunities, the prohibition of gender discrimination, and the promotion of women's employment.

3.2.2 Establishment of the Employment Relationship

Personnel are employed under a duly executed employment contract, and no form of work that fails to comply with applicable laws or with the provisions of the relevant National Collective Bargaining Agreements is tolerated. Upon establishment of the employment relationship, each collaborator receives information on the role and duties to be performed, applicable regulatory and remuneration elements, and the rules and procedures to be observed.

3.2.3 Human Resources Management

The Company recognises that the dedication and professionalism of its employees are key values and essential factors in achieving its objectives.

The Company undertakes to develop the skills, competencies and potential of each employee, while respecting the prohibition of gender discrimination and promoting equal opportunities and women's employment.

The Company offers all workers equal employment opportunities, ensuring fair treatment based on merit, without discrimination of any kind.

The duly appointed managers shall:

- adopt merit-based, competence-based and, in any event, strictly professional criteria for any decision concerning an employee;
- manage employees without any form of discrimination;
- create a working environment in which personal characteristics do not give rise to discrimination.

The Company expects employees at all levels to cooperate in maintaining a workplace climate of mutual respect for each individual's dignity, honour and reputation.

The Company rejects insulting or defamatory interpersonal behaviour and takes action to prevent it. Addressees are required to comply with these criteria of conduct.

3.2.4 Integrity and Protection of the Individual

The Company fulfils its role by safeguarding working conditions and protecting workers' psychological and physical integrity.

The Company undertakes to safeguard the moral integrity of employees and collaborators, guaranteeing the right to working conditions that respect personal dignity.

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

Addressees are required to comply with these criteria of conduct.

3.2.5 Health and Safety

The Company ensures full compliance with workplace health and safety legislation, with particular, but not exclusive, reference to Legislative Decree No. 81/2008 and other applicable regulations in the countries in which it operates, through the analysis, monitoring, prevention, and management of risks associated with professional activities.

Addressees are required to implement and comply with all prescribed prevention and safety measures.

3.2.6 Protection of Privacy

The Company ensures full compliance with legal requirements concerning the confidentiality of personal data and the protection of privacy, adopting the standards required by law (Regulation (EU) 2016/679 (GDPR), Legislative Decree No. 196/2003, as amended, and other applicable legislation in the countries in which it operates) for data processing activities. With particular reference to the processing of employees' personal data, the Company implements specific safeguards to inform employees of the nature of the personal data processed, the processing methods and the scope of disclosure.

Addressees are required to implement all prescribed measures and safeguards and not to use data for purposes unrelated to the performance of the activities entrusted to them.

3.2.7 Protection and Use of Company Assets

Company assets consist of tangible assets (e.g. computers, printers, equipment, vehicles, buildings and infrastructure) and intangible assets (e.g., trademarks, patents, etc.). Preserving company assets is a fundamental value for safeguarding the Company's interests.

In the performance of their business activities, Addressees must protect company assets and prevent their fraudulent or improper use.

The use of company assets by Addressees must be strictly limited to business activities or to purposes authorised by the duly appointed responsible persons.

3.2.8 Use of Information Systems

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

Addressees are required to:

- comply with and apply such policies, with particular, though not exclusive, reference to the management and protection of system access passwords;

- not unlawfully duplicate software or applications installed on the systems;
- not install software or applications on the systems without prior authorisation from the relevant functions;
- not access information systems without prior authorisation from the relevant Company functions;
- not engage in any conduct that may compromise the security, integrity or availability of data.

3.2.9 Websites and Digital and Social Channels

The websites and communications on the Company's digital and social channels comply fully with applicable national and international legislation.

On such channels, the following must be identified, where appropriate or required by law:

- the ownership and source of the information disseminated;
- the objectives of the communication channels;
- the intended recipients of the communication channels, specifying whether they are of a professional or non-professional nature.

Compliance with regulations governing product promotional messages must also be ensured, with particular reference to their limits and purposes.

3.3. CRITERIA OF CONDUCT IN RELATIONS WITH CUSTOMERS, SUPPLIERS, AGENTS, DISTRIBUTORS AND BUSINESS PARTNERS

3.3.1 Customer Relations and Product Quality

Business relationships and communications with customers are conducted openly and in compliance with the principles of fairness, professionalism and transparency.

The Group and the Company align their production and distribution strategies to ensure the highest quality of their products, in strict compliance with applicable legislative and regulatory provisions in the sectors in which the Group operates (food legislation and regulations governing medical devices, food supplements, cosmetics, etc.).

Specific processes are established to ensure compliance with regulatory requirements and the performance of quality controls on products at all stages, from research and development through to the production and distribution of the Company's products. Such controls apply to both in-house production stages and any outsourced activities.

The conduct of the Company's employees and all collaborators towards customers must comply with these principles and be directed towards the provision of high-quality services that meet customers' reasonable expectations and needs.

The Company undertakes not to engage in arbitrary discrimination against its customers. Contracts and communications with customers must be clear, simple, complete and compliant with applicable regulations. The use of misleading or untruthful advertising practices is prohibited.

Addressees are required to comply with these principles in their dealings with customers.

3.3.2 Relations with Suppliers

Purchasing activities are conducted in accordance with the principles of equal opportunity for all suppliers, fairness and impartiality.

Supplier evaluation, qualification and selection processes are aimed at achieving the best balance between economic advantage and quality of performance.

In tendering, procurement, and, more generally, in the supply of goods and/or services, Addressees are required to:

- comply with internal procedures for the selection and management of supplier relationships;
- not prevent any interested company that demonstrates it meets the required criteria from competing for the award of a supply contract, by applying objective, documented and transparent evaluation criteria;
- comply with contractually agreed terms, maintaining an open and transparent dialogue with suppliers, in line with good commercial practice;
- verify that suppliers have the resources, including financial resources, facilities and capabilities appropriate to the Company's requirements.

Compliance by suppliers with labour law and health and safety legislation is considered an essential element of the supply relationship.

The quality of the Company's suppliers is reflected in the quality of its products; therefore, in supplier selection and qualification processes, particular attention is paid to the supplier's ability to ensure the quality of its supplies, compliance with applicable national and international regulations, regulatory controls, and quality assurance/quality control (QA/QC) processes.

Suppliers to the Company and the Group are typically characterised by a strong reputation.

Compliance by suppliers with labour law, workplace health and safety legislation, and prohibitions on child labour and worker exploitation is considered an essential element of the supply.

3.3.3 Relations with Agents, Distributors and Business Partners

The Company may select and work with agents, distributors and business partners, both in Italy and abroad, who ensure appropriate reputational standards and conduct their activities in compliance with applicable national and international legislation.

Agents, distributors and partners are required to comply with the provisions of this Code of Ethics in the context of their business relationships with the Company.

In particular, agents, distributors and business partners are prohibited from engaging in, assisting with or causing conduct which, whether considered individually or collectively, constitutes, directly or indirectly, acts of public corruption or private-sector bribery, gives rise to conflicts of interest, or results in non-compliance with applicable laws and sector-specific regulations.

The Company requires its agents, distributors and business partners to comply with national and international regulations on embargoes, anti-money laundering and counter-terrorism. In particular, within the scope of its business activities, the Company carries out controls to verify compliance with applicable regulations with respect to risks associated with potential relationships with suppliers or partners having their registered office or residence in countries considered non-cooperative by the FATF or characterised by preferential tax regimes (so-called "blacklisted countries").

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

3.4.1 Environment

The Company's activities are carried out in full compliance with applicable environmental protection legislation. Management activities are guided by environmental protection criteria, and corporate strategies must take into account the development of processes characterised by an increasingly strong focus on environmental safety.

Within the scope of their duties, Addressees contribute to risk prevention and environmental protection.

3.4.2 Political and Trade Union Organisations

The Company does not make contributions, whether direct or indirect and in any form, to political parties, movements, committees or political and trade union organisations, or to their representatives or candidates, where a conflict of interest may arise.

The Company also refrains from exerting any direct or indirect pressure on political representatives. Addressees are required to comply with these criteria of conduct.

3.4.3 Contributions and Sponsorships

The Company may consider requests for contributions for social or cultural initiatives, limited to proposals submitted by organisations and associations, typically non-profit, provided that they demonstrate a high cultural, charitable or social value.

Other sponsorship activities, potentially relating to sporting, technical or scientific initiatives, may be allocated only to proposals submitted by entities with appropriate credibility, quality and originality, and a high reputational standard. Such initiatives must be consistent with the Company's strategies and, in the case of sponsorships, characterised by the appropriateness of the reciprocal consideration, typically, though not exclusively, in the form of visibility of the Company's logo or products.

In any event, when assessing proposals to support, the Company pays due attention to potential conflicts of interest. Requests for contributions or sponsorships must be authorised by senior management in accordance with applicable company procedure.

Addressees are required to comply with these criteria of conduct.

3.4.4 Training, Educational and Promotional Activities Relating to Company Products

The Company may organise, either directly or through a third party, initiatives:

- for scientific and clinical updating relating to products, procedures and its business activities;
- for the advancement of technical, regulatory, organisational, managerial and/or socio-political topics related to the relevant sector;
- aimed at promoting a culture of health risk prevention and well-being.

Such initiatives must be organised in accordance with strictly scientific parameters aimed at safeguarding the sector's reputation, with a view to protecting the primary objective of individuals' psychological and physical well-being and advancing progress in their care and assistance.

3.4.5 Support for Training, Educational and Scientific Activities Organised by Third Parties

The Company may provide support for conferences, training activities or refresher courses organised by Third Parties, in relation to topics that promote scientific knowledge, medical progress and effective healthcare, as well as other initiatives aimed at protecting health and individuals' psychological and physical well-being, solely in compliance with this Code of Ethics and with the provisions and principles set out in the Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001.

The Company also undertakes not to organise, directly or indirectly, or to participate in any form in conferences, congresses, workshops or similar events where:

- tourist or recreational aspects prevail over technical and scientific content;
- hospitality and travel expenses are extended to periods before the start and/or after the end of the event that are not proportionate to the logistical and organisational requirements of the event;
- the principle of sobriety is not respected.

3.4.6 Relations with Public Authorities

Relations with Public Authorities, necessary for the management of the Company's activities, are reserved exclusively for persons expressly delegated by the Company and must not give rise to conflicts of interest.

Such relations must be characterised by the highest standards of transparency, clarity and fairness and must not give rise to partial, distorted, ambiguous or misleading interpretations by public or private institutional counterparts with whom relations are maintained in any capacity, regarding the information or data provided by the Company.

The Company undertakes to ensure compliance with applicable legislation in all dealings with Public Authorities and not to offer, directly or through intermediaries, sums of money or other undue benefits to public officials or persons entrusted with a public service to influence the performance of their duties.

The Company undertakes to scrupulously comply with the rules laid down by the competent Authorities to ensure compliance with applicable legislation in the sectors related to its activities.

Addressees must comply with these criteria of conduct, respond, within the scope of their respective responsibilities, to requests from regulatory or supervisory bodies, and provide transparent and cooperative support during inspection activities.

3.4.7 Relations with Healthcare Professionals

The Company may engage Healthcare Professionals to carry out freelance, consultancy and/or collaborative activities for the research, development and use of products, in compliance with the principles of good faith, fairness, transparency, remuneration consistent with fair market value, and applicable legislation.

The provisions of this Code of Ethics shall also apply to Healthcare Professionals operating outside public authorities, whether in Italy or abroad.

In light of the foregoing, Addressees must pay particular attention to the granting of remuneration to specific categories of public-sector individuals in connection with relevant activities, in compliance with Article 53 of Legislative Decree No. 165/2001, Article 4 of Presidential Decree No. 62/2013 and other applicable legislation in the countries in which the Company operates, and must refrain from offering any form of collaboration or other opportunity, including on a gratuitous basis (e.g. consultancy assignments, speaking engagements, moderation activities, training, etc.), that may confer a personal benefit on Public Administration employees who have negotiating and/or authoritative powers or who may

otherwise influence the outcome of public tenders or other contractor selection procedures initiated by Public Authorities.

In any event, the Company must respect the obligation of Healthcare Professionals to make independent decisions in clinical and diagnostic practice, while ensuring that any interaction with such Professionals complies with national, local and European regulations and with the principles of formality, transparency, fairness and professional ethics.

The rules on the prevention and mitigation of corruption risks and conflicts of interest applicable to relations with Healthcare Professionals within the national territory shall also apply to relations with Professionals abroad, to the extent compatible with the legislation in force in each country in which the Company operates.

Scientific information activities and promotional initiatives relating to the Company's products are carried out in compliance with applicable legislation.

Personnel engaged in providing scientific information to physicians, pharmacists or other Healthcare Professionals are required to convey information that is documented and verifiable, avoiding exaggerated statements, hyperbolic or unsubstantiated claims, and comparisons that are not demonstrable or lack a clear objective basis.

Scientific information representatives must identify themselves to Healthcare Professionals by clearly stating their role. The Company ensures adequate preparation and technical training for scientific information representatives and ensures that they are appropriately trained to provide information on the safety of the Company's products as well.

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

Sponsored promotional materials must be selected and purchased centrally by the Company, must comply with the principle of modest value, must be non-fungible in nature, and must be conceptually related to the professional activities carried out by physicians, pharmacists or other Healthcare Professionals with whom the Company interacts.

The provision, free of charge, of informational or scientific reference materials is permitted only where such materials are of high scientific value. Such materials may be distributed exclusively to healthcare facilities, except for those materials that comply with the principle of modest value.

Initiatives relating to the sponsorship of congresses, visits to Company premises or laboratories, training initiatives, advisory boards, meetings or participation in observational studies involving Healthcare Professionals are carried out in strict compliance with applicable national and international legislation.

Concerning hospitality criteria for initiatives organised directly by the Company, reference is made to the principles already set out above in relation to initiatives organised by third parties (Section 3.4.5).

The Company's participation in congress events must be linked to the role it plays in the fields of research and product development, scientific information and development strategies in the relevant sectors.

Events organised directly by the Company or indirectly sponsored by it must be held in locations and venues selected for logistical, scientific and organisational reasons, also taking into account the operational sites where the Group or the Company operates and any related considerations linked to territorial promotion.

Any hospitality offered by the Company must not prevail over the event's technical and scientific purposes. In any event, the duration of any hospitality provided must not exceed a period proportionate to the logistical and organisational needs of the initiative.

Business lunches or dinners with Healthcare Professionals aimed at fostering professional relationships are permitted provided that Company management personnel are present, the number of Healthcare Professionals involved is not excessive, and the principles of sobriety, modest value and non-repetition of the initiatives, as previously referred to, are strictly observed.

Medical and scientific consultancy activities, advisory boards, participation in research projects or other scientific initiatives involving Healthcare Professionals or other professionals, particularly where they operate within public institutions (e.g. university professors), are conducted in compliance with applicable national and international legislation, including concerning any relationships between Healthcare Professionals and their institutions of affiliation.

Such activities must:

- be governed by written contracts;
- set out the criteria for determining the remuneration payable to the Healthcare Professional;
- include a consultant selection process assessing their professional competence, reliability, and qualifications;
- provide for the documentation and ex post traceability of the services rendered by consultants;
- provide that remuneration for the services rendered is reasonable and consistent with the market value of the services offered.

3.4.8 Relations with Public or Private Entities in the Context of Research Projects

Any collaboration for the purposes of research or scientific experimentation, for example in the context of observational studies, must, where necessary and applicable, be preceded by a Research Protocol, then approved by or notified to the Ethics Committee where required by applicable regulations, and finally governed by a research contract or agreement with the entity involved, all in compliance with applicable laws and regulations.

Any remuneration paid to the entity performing the research on behalf of the Company shall be determined in accordance with the principle of fair market value.

Where the research sponsor is a Healthcare Professional, it must also be verified that the collaboration takes place with the utmost transparency, following the prior obtainment of all required authorisations and permits from the Professional's organisation or employer.

3.4.9 Relations with Scientific Societies

In general, collaborations with Scientific Societies or research entities aim to disseminate scientific and technical knowledge and enhance professional knowledge. The entities or Scientific Societies with which collaboration agreements are established must demonstrate reliability, a proven reputation and adequate expertise in the relevant field.

4. ACCOUNTING AND DISCLOSURE TRANSPARENCY

Operations and transactions must be correctly recorded in the Company's accounting system, in compliance with the criteria laid down by law, the applicable accounting standards, and the Group's accounting guidelines and reporting deadlines. Accounting entries must be authorised, verifiable, legitimate, consistent and appropriate.

Accounting transparency is founded on the truthfulness, accuracy and completeness of the underlying information used for accounting records. Each employee is required to cooperate to ensure that management events are accurately and promptly recorded in the accounts.

Adequate supporting documentation must be retained on file for each operation or transaction carried out, to allow:

- easy accounting entry;
- the identification of the different levels of responsibility;
- the accurate reconstruction of the transaction, including to reduce the risk of misinterpretation.

Each accounting entry must accurately reflect the information contained in the supporting documentation.

Each employee is responsible for ensuring that documentation is easily retrievable and organised according to logical criteria.

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

Addressees undertake to comply with the principles of transparency, professionalism and the utmost cooperation in their relations with statutory auditors and audit firms.

Where applicable, and where disclosure of transfers of value to Healthcare Professionals or other information required *ex lege* is necessary, the Company ensures compliance with the applicable regulations in force.

5. PROVISIONS

The Company ensures the dissemination of the Code of Ethics and provides appropriate tools to enable Addressees to understand and clarify its contents.

In due compliance with the law and applicable regulations, Addressees have a duty to be familiar with the provisions of the Code of Ethics and to align their actions and conduct with the principles, objectives and rules of conduct set out therein.

In particular, all actions, operations and negotiations are guided by the utmost managerial integrity, the completeness and transparency of information, legitimacy in both form and substance, clarity and truthfulness in accounting records, and respect for the principle of legality.

Addressees are prohibited from engaging in any conduct that is contrary, in any manner, to the provisions of the Code of Ethics.

Addressees are required to give priority to the interests of the Company and the Group. In the conduct of any activity, situations must be avoided in which the persons involved are, or may even appear to be, in a conflict of interest, meaning situations in which a person pursues an interest other than that of the Company, carries out activities that may interfere with their ability to take decisions in the Company's interest, personally benefits from business opportunities, or acts in breach of the fiduciary duties associated with their position.

6. CONTROL AND VIOLATIONS OF THE CODE

6.1 MONITORING THE CODE OF ETHICS

Monitoring of the Code of Ethics is entrusted to:

- the Company's Supervisory Body provided for under the Organisation, Management and Control Model, limited to risks of violation of the Model itself or to offence-risk scenarios relevant for the purposes of Legislative Decree No. 231/2001;
- the Human Resources Function, with regard to violations of an employment-law nature or otherwise relating to employment relationships;
- the other competent corporate Functions pursuant to and for the purposes of Legislative Decree No. 24/2023, for all other matters.

These Functions are tasked with verifying compliance with the Code of Ethics, receiving and analysing reports of violations of the Code, and informing the Board of Directors of the advisability of updating the Code.

6.2 VIOLATIONS

In the event of violations, the Company shall adopt disciplinary measures against those responsible, where deemed necessary to protect the Company's interests, in compliance with the applicable legal framework.

Compliance with the Code of Ethics shall be considered an essential part of the contractual obligations of the Company's employees to the intents and purposes of Article 2104 *et seq.* of the Italian Civil Code.

Violations of the Code of Ethics, therefore, constitute a contractual breach and/or a disciplinary offence, with all the consequences provided for under applicable legislation and the applicable National Collective Labour Agreement.

With regard to violations of the Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001, reference is also made to the specific provisions set out therein concerning violations and disciplinary sanctions.

In the event of a violation by Managers, the most appropriate measures shall be applied in accordance with the applicable 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/Single Statutory Auditor, which shall take the appropriate actions pursuant to 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, which shall take the appropriate measures, including, by way of 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 event of serious breach, entitle the Company to terminate the contractual relationship, without prejudice to any claim for damages should such conduct cause harm to the Company, irrespective of termination of the contractual relationship.

6.3 REPORTING

Channels and processes are established for the receipt and management of reports of potential violations or unlawful conduct (so-called whistleblowing reports), in compliance with Legislative Decree No. 24/2023 and other applicable regulations, by the persons referred to in Section 6.1 above.

In compliance with applicable regulations, such channels and processes are communicated to the Addressees through specific procedures or organisational measures, ensuring, through web platforms or other means:

- access to whistleblowing reporting systems;
- adequate information regarding the types of reports that may be submitted, the persons responsible for receiving and managing such reports, the feedback provided to the reporting person, the possibility – in the cases provided for – of making public reports to the competent Authorities, the measures in place to protect the reporting person's identity, and the rights exercisable by the data subject for the purposes of data protection legislation (Regulation (EU) 2016/679 – GDPR – and applicable national legislation).

The Company acts to ensure that reporting persons are protected against any form of retaliation, discrimination or penalisation arising from their reports, in compliance with Legislative Decree No. 24/2023.

The utmost confidentiality of the reporting person's identity is also fully ensured, without prejudice to any statutory

obligations.

7. ENTRY INTO FORCE AND AMENDMENT PROCEDURES

This Code of Ethics enters into force as of the date of its adoption by the Company's Board of Directors. Any subsequent amendment or addition must be approved by the Board of Directors.