



Code of Conduct

Dompé Farmaceutici S.p.A.
and
Dompé Group

Rev. July 2016

CONTENTS

| | |
|--|-----------|
| 1. VALUES | 5 |
| 2. OUR RESOURCES | 6 |
| 3. PRINCIPLES | 7 |
| 3.1 GENERAL PRINCIPLES | 7 |
| 3.2 PRINCIPLES REGARDING CLINICAL RESEARCH, MANUFACTURING, PROMOTION AND SALE | 7 |
| 3.3 PRINCIPLES AND RULES OF CONDUCT CONCERNING RELATIONS WITH INDIVIDUALS | 9 |
| 3.4 PRINCIPLES AND RULES OF CONDUCT CONCERNING RELATIONS WITH THE PUBLIC ADMINISTRATION..... | 12 |
| 3.5 PRINCIPLES REGARDING THE USE OF IT INSTRUMENTS | 14 |
| 3.6 PRINCIPLES OF ORGANISATION | 15 |
| 3.7 PRINCIPLES OF ORGANISATION OF WORKPLACES | 17 |
| 3.8 PRINCIPLES REGARDING MONEY LAUNDERING | 18 |
| 3.9 PRINCIPLES REGARDING CORPORATE CRIMES..... | 18 |
| 3.10 PRINCIPLES REGARDING THE PROTECTION OF INTELLECTUAL AND INDUSTRIAL PROPERTY RIGHTS AND PROTECTION OF PERSONAL DATA..... | 20 |
| 3.11 PRINCIPLES ON THE PREVENTION OF OFFENCES AGAINST INDUSTRY AND TRADE AND UNFAIR COMPETITION..... | 21 |
| 3.12 PRINCIPLES REGARDING TRANS-NATIONAL CRIMES AND ORGANISED CRIME | 22 |
| 3.13 PRINCIPLES AGAINST INCITEMENT NOT TO MAKE STATEMENTS OR TO MAKE FALSE STATEMENTS BEFORE THE JUDICIAL AUTHORITIES..... | 23 |
| 3.14 CONFLICTS OF INTEREST | 23 |
| 3.15 ENVIRONMENTAL SAFETY | 24 |
| 3.16 PARTICIPATION IN POLITICS | 24 |
| 4. CONTROL BODIES AND MECHANISMS | 24 |
| 4.1 SUPERVISORY BODY..... | 24 |
| 4.2 SANCTIONS..... | 25 |
| 5. THE CODE IN THE COMPANY | 25 |
| 5.1 AWARENESS OF THE CODE OF CONDUCT..... | 25 |
| 5.2 INTERNAL REPORTING | 25 |
| 5.3 CONFLICT WITH THE CODE..... | 26 |
| 5.4 MODIFICATIONS TO THE CODE..... | 26 |
| 6. GLOSSARY | 27 |

INTRODUCTION

Code of Conduct

Sergio Dompé
Letter to Stakeholders

For a company like Dompé, whose every day actions are inspired by the ambitious goal of improving people's health, integrity is an imperative, a founding value that must be lived. Always and everywhere.

Integrity means thinking and acting honestly, fairly and transparently in full respect of ethical principles, people and the environment. This is a crucial value which, in an increasingly complex economic and legal scenario, is even more fundamental to guide each of our actions, implemented not only by Dompé workers but also by all the addressees engaged in business with our Group, scrupulously applying laws and ethics.

Integrity is more than its mere formal aspect. It is an attitude that enables us to remain faithful to the spirit of good law even when this fails to contemplate situations in which we must make decisions. Respect for Patients, the cornerstone of our day-to-day work, entails embracing these values with even more conviction, with no exceptions, for a company like Dompé, which operates on 3 continents (Europe, North America and Asia), works with over 200 research centres studying new therapeutic solutions and distributes its drugs internationally.

This is why Dompé's Code of Conduct is a crucial, living instrument which, due to its nature, evolves over time, in step with the Group's global development strategy and the ongoing innovation that derives from research and technology.

The Code, which is provided in a new, updated version, had a dual purpose. It is the set of mandatory rules which we must scrupulously follow in our day-to-day work, as well as a compass to guide all of our conduct as well as that of all stakeholders, wherever they are located and whichever Dompé Group company they deal with.

Sergio Dompé
Chairman of the Dompé Group

The purpose of the Code of Conduct (hereinafter, the "**Code**") is to introduce and present the ethical principles and values that Dompé Farmaceutici S.p.A. and, in general, the Dompé Group (hereinafter, the "**Company**") or

“Dompé”) intends to use as the basis for conducting its business, as well as the rules of conduct which bind the Addressees of this Code.

It is inspired by the principles and rules set out in sector codes of ethics which the Company has adhered to, if any, as well as compliance best practices in the pharmaceutical field, adding supplemental content where necessary.

This Code is also an integral part of the Organisational, Management and Control Model adopted by Dompé Farmaceutici S.p.A. for the purpose of preventing the crimes indicated in Italian Legislative Decree no. 231/2001 and constitutes the foundation thereof.

Likewise, this forms the basis of the Policies and Procedures that Dompé has adopted, globally as well as locally, in order to more accurately define the roles and responsibilities of the parties involved, for various reasons, in the Company’s business, as well as the rules of conduct which bind these parties.

The Code was approved by the management body of Dompé Farmaceutici S.p.A., as parent company, and is an official document for all the Companies. Thus, it is targeted to all those who carry out, even *de facto*, functions of management, administration, steering or control in the Company, to employees, as well as to consultants, freelance workers, agents, business agents, suppliers and, in general, all third parties who, on behalf of or in the interest of the Company, enter into contact with Italian or foreign Institutions, Public Administrations and/or Public Officials/Persons Responsible for a Public Service, in Italy and abroad (the latter, hereinafter, as a group, simply “**Public Administration**” or “**P.A.**”) or, in any event, carry out activities in the interest or for the benefit of the Companies (hereinafter, the “**Addressees**”).

Amendments, waivers or exceptions to the Code

Dompé shall not waive compliance with the ethical policies set out herein for any Addressee of this Code, and also undertakes to promote its ethical culture in relationships with third parties (i.e. suppliers, customers, partners).

Amendments to the Code, which must be approved by the Board of Directors of Dompé Farmaceutici S.p.A., shall be promptly communicated, as needed.

Availability of the Code

The Code is made available to all Addressees on the company’s website, both in Italian and in English. A hard copy is consigned to each employee of the Company at the time they join the Company.

Anyone who needs or would like to receive a copy of this Code may request one from the Human Resources Office (hr@dompe.com) or the Compliance Office (compliance@dompe.com).

Compliance with laws and regulations

The Dompé Group is headquartered in Italy. However, it operates in numerous countries, both directly or through subsidiaries or third parties. Thus, our business may be subject to the laws of many countries, international institutions and/or local entities.

The Code primarily reflects Dompé's commitment to operate in full compliance with the applicable laws and regulations.

The references in the Code to several laws and regulations, both Italian and from other countries where Dompé operates, reflect the fact that the business that Dompé conducts is regulated by numerous different laws at the same time.

It is possible that the laws of the various countries applicable to Dompé conflict with each other. In this case, it is extremely important to consult with the Legal Affairs Department for instructions on how to suitably resolve the situation.

1. VALUES

The Companies strongly affirm that fairness and ethics in work and business are and will always be crucial values.

Each individual included among the Addressees of this Code is responsible for conducting himself with absolute moral integrity on a day-to-day basis, and for:

- being aware of the applicable laws, in relation to his duties and level of responsibility within the organisation, and always acting in full compliance therewith;
- being aware of and complying with the sector Deontological Codes in the countries and regions he normally operates in;
- being aware of and complying with the Policies and Procedures of the Companies;
- always acting honestly and transparently;
- treating others with respect and dignity;
- always acting in such a way as to avoid risk to his and Dompé's reputations;
- promptly reporting possible breaches of laws, rules of conduct, this Code, Policies and Procedures of the Companies, through the channels made available by the company, and indicated further on in this document;
- providing full cooperation with the authorities and the company functions that are in charge of verifying any breaches of laws or internal rules.

Managers (anyone responsible for managing and coordinating other people within the Company) have the following additional responsibilities:

- acting as examples of the highest ethical standards, as well as creating and promoting a culture based on trust, honesty, integrity and respect;
- acting as resources for employees, ensuring that employees know and have implemented the policies of Dompé and the Code, and that they know how to apply these in carrying out their day-to-day work;
- asking for the assistance of other supervisors or the Legal Affairs Department in the event of doubts regarding the best response to provide in a specific situation;
- being proactive and taking reasonable action to prevent and identify cases of reprehensible conduct;

- reporting situations which could impact the ability of employees to act ethically on behalf of Dompé and promoting an environment in which their subordinates feel free and safe to express their doubts regarding compliance and report possible breaches of laws and internal rules.

2. OUR RESOURCES

Though Dompé has set up a detailed system of internal rules – mainly comprised of this Code, the Organisational, Management and Control Model in accordance with Italian Legislative Decree no. 231/2001 of Dompé Farmaceutici S.p.A., Policies and Procedures – no document, however detailed it may be, could contemplate and govern every possible scenario in which the Addressees of this Code could find themselves in carrying out their activities.

It is therefore crucial that, in addition to strictly applying laws and internal rules, Addressees always act in compliance with the spirit of the laws and internal rules, basing their conduct on the values referred to in this Code.

It is understood that each time an Addressee has doubts about the correct application of laws and internal rules, he can always request support from his Manager, his company liaison (for parties that are external to the Company) and the Heads of the various company functions (for ex. Legal Affairs, Human Resources, Compliance, Administration Finance & Control, Regulatory Affairs, Drug Surveillance, etc.) who have the necessary skills.

3. PRINCIPLES

3.1 GENERAL PRINCIPLES

Compliance with the Code of Conduct

Dompé's activities are inspired by the principles set out in this Code.

Compliance with laws and regulations

An essential principle for Dompé is compliance with the laws and regulations in force in all the companies it operates in, which must be followed by the company bodies and their members, employees and consultants, freelance workers and third parties acting on behalf and/or in the interest of the Companies.

Compliance with the deontological and ethical provisions

Dompé's business is founded on the deontological rules and ethical principles that it has formally endorsed and which must be followed by the company bodies and their members, employees and consultants, freelance workers and third parties acting on behalf and/or in the interest of the Companies.

Compliance with procedures

Company bodies and their members, employees and consultants, freelance workers and third parties acting on behalf and/or in the interest of the Companies are required to adopt rules of conduct and procedures in line with the principles set out in this Code.

3.2 PRINCIPLES REGARDING CLINICAL RESEARCH, MANUFACTURING, PROMOTION AND SALE

Clinical Research

We comply with all laws, regulations and international standards applicable, including the Declaration of Helsinki, Italian privacy regulations, Good Laboratory Practice, Good Clinical Practices and the Deontological Code of Farmindustria and the local deontological codes applicable to the Company, which consist of:

- following all the review and approval procedures before starting research;
- ensuring that suitable procedures for obtaining informed consent are followed;
- complying with all laws and regulations applicable during the stages of collection, access, use or dissemination of medical information;
- conducting clinical research in a manner that respects and protects the safety of the participants in the research;
- using laboratory animals only when there are no alternatives, ensuring that the wellbeing of the animals we use is a fundamental priority.

The following principles must guide us in all areas where we conduct clinical research:

- participants must not be exposed to useless risk;
- participants must understand the nature and purpose of the research;
- suitable procedures must be followed for obtaining informed consent;
- all the necessary rules on privacy and confidentiality must be applied;
- the information collected must enable reporting, interpretation and transparent, accurate verification.

Some countries may lack the ability to assess or guarantee the scientific quality or ethical acceptability of the clinical research proposed or conducted in their territory. In those cases, Dompé takes on the moral duty to ensure that the clinical research projects it is responsible for in those countries effectively contribute to improving the national or local ability to organise and conduct clinical research, and to arrive at scientific and ethical assessment and monitoring of the research.

Dompé also undertakes to ensure that clinical trials carried out outside of the European Community are set up, implemented and described according to the pertinent Good Clinical Practices and ethical principles, based on principles equivalent to the provisions of Directive 2001/20/EC and its subsequent modifications and additions.

Drug safety

To optimise the benefits and minimise the risks of our products, each Addressee of this Code is responsible for reporting adverse events or information on safety he/she becomes aware of to Drug Safety at the email address farmacovigilanza@dompe.com, in accordance with Dompé's procedures, irrespective of whether the Addressee has complete or incomplete information.

Excellence in regulatory compliance

Each product entails risks and benefits. We undertake to always assess both of these, and to:

- minimise risks through a rigorous commitment to quality and safety in the research, development, production, storage and distribution of our products;
- comply with all the procedures applicable concerning quality, such as Good Laboratory Practice, Good Clinical Practices, Good Manufacturing Practice and Good Distribution Practice;
- state any adverse events correlated with our products;
- report suspected or verified counterfeiting of drugs, products or raw materials.

Promotional activities concerning products

Our promotional and marketing activities must:

- be supported by scientific evidence, comply with all laws and regulations applicable, the Deontological Code of Farmindustria and the local deontological codes applicable to the Companies;
- promote our products in an ethical, balanced manner;
- use only promotional materials and other information on the products which has been approved through our internal procedures and has obtained authorisation from the pertinent Regulatory Authorities (where applicable).

Interactions with operators and organisations in the healthcare sector

Our interactions with operators and organisations in the healthcare sector as part of research, manufacturing, promotion and sale activities carried out by Dompé aim to guarantee the safe, appropriate and effective use of our products and to improve assistance to patients.

This area includes the promotion of research, improvement of scientific knowledge and the collection of feedback on our products. In this regard, all the Addressees of this Code are required:

- not to offer or make payments, provide gifts, favours, types of entertainment or any other type of benefit that aims at or may even only be perceived as capable of unduly influencing the decisions of operators and organisations in the healthcare sector regarding the activities carried out by Dompé and/or the products/services it offers directly or indirectly;
- request or use services of healthcare operators only in the presence of legitimate need, and pay said healthcare operators remuneration in line with the fair market value;

- remunerate operators and organisations in the healthcare sector guaranteeing compliance with the applicable rules on transparency and conflicts of interest, in the presence of notifications and/or authorisations which may be necessary and a written contract;
- for each payment whose beneficiary is a healthcare operator or organisation, use only payment systems that make it possible to track cash flows, and never use cash;
- comply with all of Dompé's applicable Policies and Procedures concerning purchasing, granting professional or consulting assignments, invitations to scientific events, scholarships, donations, gratuitous loans and, more generally, on interactions with healthcare operators and organisations.

Personal information

We protect the personal information collected or stored in carrying out our business:

- protecting the confidentiality of all personal information;
- collecting, storing and disclosing personal information only when there is a legitimate need and always in compliance with privacy regulations;
- sharing personal information only when permitted by law and our procedures, solely with the parties that have the legitimate need to possess such information and only after receiving a suitable commitment from those parties to comply with the rules on personal data protection;
- limiting the duration of processing and archiving personal data to the execution of the activities envisaged for the purposes of each instance of processing and for the technical time strictly necessary to complete said activities.

Business Intelligence

We only use legitimate, ethical means of gathering business intelligence.

In this regard, it is required:

- not to implement or request that third parties implement types of misrepresentation, pretexts, scams, thefts, spying or corruption to collect data and information on other companies or in particular, on our competitors;
- not to request or receive confidential information of other companies from their current or former employees;
- ensure that the third parties that act on our behalf and in our interest apply our same ethical standards.

3.3 PRINCIPLES AND RULES OF CONDUCT CONCERNING RELATIONS WITH INDIVIDUALS

The Addressees of the Code must fulfil their duties in compliance with the rules of law in general and the company regulations specifically applicable to their role, as well as conduct loyal relations with all stakeholders, including, by way of example, customers, suppliers and external contractors of the Companies.

In particular, it is expressly forbidden for all Addressees to:

- obtain unlawful benefits for themselves or third parties through scams or unfair or fraudulent conduct;
- accept and/or implement, for themselves or others, pressure, recommendations or reports which may cause harm to Dompé or provide undue benefits for themselves, for Dompé or for third parties;
- accept and/or make undue promises and/or offers of money or other benefits.

When an Addressee of this Code receives from a third party an offer of or request for benefits - save for gifts that are part of normal practices in business relations, of a small amount, which are permitted by law, the deontological codes and company rules - he shall not accept such offer or fulfil the request, and shall immediately inform his hierarchical supervisor, company liaison (for parties that are external to the Companies) or the party he is required to report to, for them to carry out the necessary measures.

Dompé undertakes to manage business relations with customers, suppliers and partners in a fair, loyal and professional manner, in compliance with the rules in force and the quality and service standards agreed, as well as the contracts in place. During business negotiations, Dompé shall provide clear, accurate and truthful information, and shall take on the resulting contractual obligations, as well as undertake to diligently fulfil them.

In relations with its customers, Dompé undertakes:

- to always operate in compliance with this Code;
- to identify the identity of its customers, within the limit of the instruments permitted by regulations;
- to operate in compliance with the ethical rules of conduct and the procedures that customers have adopted and have made Dompé aware of, to the extent that such rules/procedures do not conflict with the laws and deontological rules applicable and with the principles and values expressed in this Code;
- to inform customers of the existence and content of this Code, through Dompé's managers and employees, as well as through its website;
- not to arbitrarily discriminate against its customers (selecting potential customers and determining the terms and conditions for the sale of company goods and/or services must be based on objective assessments of the soundness, quality and reliability of the customers and comply with existing company procedures. Accurate and comprehensive information must be provided regarding the goods or services being sold, so that potential or current customers may make informed decisions);
- not to accept forms of payment that do not make it possible to track cash flows and, in any case, not to accept payment in cash;
- in business or promotional dealings and relations, unlawful or collusive practices and conduct, illegal payments and attempts at corruption and favouritism are forbidden.

In relations with suppliers, Dompé:

- acts on the basis of the principles of transparency, loyalty, impartiality, cost-effectiveness and fairness, avoiding dealings which could generate personal benefits or conflicts of interest;
- undertakes to inform suppliers of the content of this Code. On entering into a contractual relationship, such suppliers must state that they are aware of the principles set out herein, undertaking in the activities that they carry out on behalf or in the interest of the Companies, to comply with such principles and not to carry out any conduct that could constitute a breach of the principles and rules specified in the Code;
- adopts a supplier selection process that guarantees the involvement of the various company functions concerned, in accordance with the specific Policies and Procedures adopted by the Company, based on objective, documentable criteria, on pursuing the best balance between economic advantage and quality of the service. In this process, Dompé takes account of the reputation and expertise of the suppliers and, depending on the goods or services that the suppliers must provide, their economic, equity, financial and technical reliability, as well as transparency regarding the origin and quality of said goods and services, in order to avoid purchasing products of illegal origin, such as, for example, products or services that are counterfeit or derive from theft, fraud or the commission of other offences);
- undertakes to agree on the payment of a reasonable consideration that is proportionate to the services provided;
- sets a contractual obligation for the supplier to immediately communicate any situation and/or circumstance arising which may influence the maintenance of Dompé's selection requirements (in that regard, the statement of a false or incomplete data by the supplier may result in termination of the supply contract due to breach);
- sets a contractual obligation for the supplier to report to Dompé and obtain from the latter express authorisation in advance for any assignment to third parties of even partial execution of the services set out in the supply contract, specifically each time such assignment constitutes sub-contracting;

- undertakes to store all official information and documents regarding the dealings with its suppliers for the periods established by regulations in force (such storage shall be carried out using the most suitable methods to guarantee the transparency and trackability of any contractual relationship with its suppliers);
- adopts payment systems that make it possible to track cash flows.

In managing relations with suppliers, the Addressees must:

- establish transparent, cooperative relations based on the utmost fairness, scrupulously observing the set of rules envisaged by national and international regulations, the deontological codes applicable, Dompé Policies, the procedures deriving from quality, safety and environment management systems as well as the internal regulations on the selection of suppliers;
- verify the identity of third parties with which Dompé interacts;
- justify the selections made and adequately set up contracts for all supplies, in line with company procedures;
- select, among the various offers received from numerous qualified suppliers, the offer that has the most cost-effective ratio of quality, cost and delivery times;
- avoid all initiatives which could result in unjustified favouritism, providing one supplier with advantages over the others;
- not pursue personal gain in procurement operations;
- require the application of the conditions set out in the contract, subjecting any deviation from existing contracts to a process of assessment and approval involving the various company functions concerned;
- operate in accordance with the regulations in force and require the exact observance thereof;
- avoid receiving presents, gifts or other benefits, even if modest in value, if the gift aims at obtaining illegal benefits;
- not implement unlawful or collusive practices or conduct, illegal payments or attempts at corruption and favouritism;
- avoid making payments donations in cash, distributing gifts outside that set forth in the regulations and deontological codes applicable and company procedures, or agreeing on other benefits of any type (for ex.: promises of a job).

In relation to its partners (for ex. licensees, distributors, wholesalers, etc.) and external contractors (for ex. independent professionals, consultants, agents) Dompé undertakes to:

- make them aware of the content of this Code;
- on entering into a contractual relationship, ask them to confirm that they are aware of the principles set out in this Code, to undertake, in the activities that they carry out on behalf or in the interest of the Companies, to operate in compliance with those principles and not to carry out any conduct that could conflict with these, on pain of termination of the relationship due to serious breach;
- identify and select partners and external contractors with absolute impartiality, autonomy and independence of judgment;
- set a contractual obligation for the partner/contractor to immediately communicate any situation and/or circumstance arising during the relationship which may influence the maintenance of Dompé's selection requirements (in that regard, the statement of a false or incomplete data by the partner/freelance worker may result in termination of partnership contract);
- set a contractual obligation for the partner/contractor to report to Dompé and obtain from the latter express authorisation in advance for any assignment to third parties of even partial execution of the services set out in the contractual agreements in place or being entered into;
- store all official information and documents regarding the dealings with its partners/contractors workers for the periods established by regulations in force (such storage shall be carried out using the most suitable

methods to guarantee the transparency and trackability of any contractual relationship with its partners/contractors).

As part of relations with partners and external contractors, the Addressees of this Code must:

- carefully assess and document the need to use the services of external contractors and select counterparties with suitable professional and reputational qualifications;
- justify the selections of counterparties and adequately set up contracts for all relations, in line with company procedures;
- verify the identity of third parties with which Dompé interacts;
- establish transparent, cooperative relations in line with the best commercial practices;
- constantly ensure the most cost-effective ratio of quality to cost of the service;
- avoid all initiatives which could result in unjustified favouritism, providing one partner/contractor with advantages over the others;
- not pursue personal gain in relations with partners/contractors;
- require the application of the conditions set out in the contract;
- operate in accordance with the regulations in force and require the exact observance thereof;
- not implement unlawful or collusive practices or conduct, illegal payments or attempts at corruption and favouritism;
- not accept, promise or provide gifts, acts of hospitality or other benefits of any type that are not absolutely symbolic in value, which conflict with the company rules, practices and/or well-known business practices and which may even be only perceived as an attempt to obtain illegal benefits;
- not grant compensation that is not justified for the type of assignment or by local practices;
- set out a contractual obligation to adopt rules of conduct and procedures in line with the principles set out in this Code, which will be attached to the contract, where necessary. The breach of that obligation, as well as of the principles and rules of conduct set out in this Code, shall result in the termination of the contract due to serious breach.

Suppliers, partners and external contractors of Dompé are, in turn, responsible for overseeing the work of the (internal and external) workers they decide to use to execute the activities that they are asked to carry out on behalf, in the interest or to the benefit of Dompé.

3.4 PRINCIPLES AND RULES OF CONDUCT CONCERNING RELATIONS WITH THE PUBLIC ADMINISTRATION

Also in relations with the Public Administration, we undertake to conduct our business with the utmost integrity, in compliance with the applicable laws and deontological rules. We shall not promise, offer or obtain any type of benefits in order to receive benefits in exchange which could even only be perceived as improper or to influence the decisions of the Public Administration.

Respect for the impartiality and good operation of the Public Administration (P.A.)

All those who, acting on behalf and/or in the interest of the Companies, have dealings with Italian or foreign P.A., shall base their conduct on and align it with respect for the *impartiality* and *good operation* required of the P.A.

Contacts with Italian and foreign P.A., and with the people that represent it, who are acting on its behalf and/or in its interest (hereinafter “**Representatives of the P.A.**”) shall be limited to persons who are specifically, formally assigned by the Companies to liaise with or have dealings with the P.A. and its Representatives.

Offers of money, gifts or other benefits

Dompé condemns any conduct implemented by anyone acting on behalf or in the interest of Dompé which consists of directly or indirectly promising or offering money, services, provisions or other benefits to Representatives of the P.A. of Italy or other countries, unless these are gifts or other benefits of slight value, permitted by law, by the deontological rules and by the policies and procedures of Dompé and, in any event, cannot be perceived as aiming to obtain an undue or illegal interest or benefit for Dompé.

Influence on the decisions of the Public Administration (P.A.)

The persons assigned by Dompé to promote and/or oversee any business negotiations, request or dealings with Italian or foreign P.A. cannot, for any reason or in any case, attempt to illegally influence the decisions of the Representatives of the P.A.

During business negotiations, requests or business dealings with Italian or foreign Representatives of the P.A., the following actions cannot be taken, either directly or indirectly:

- proposing - in any way - job or business opportunities which may benefit the Representatives of the P.A. personally or through intermediaries;
- offering, in any way, money or other benefits aside from that set forth in the previous paragraph;
- carrying out any other act aimed at inciting the Italian or foreign Representatives of the P.A. to do or fail to do something in breach of the laws of the country they are part of.

Dompé shall monitor to ensure that no conduct is implemented for the purpose of evading those principles or, in any event, harmful to the image or integrity of the Companies. To that end, Dompé undertakes to adopt suitable preventive and *ex-post* controls to guarantee the fairness and transparency of dealings with Representatives of the P.A.

Dompé also establishes the following elements of control:

- the agendas, locations and dates of meetings with Representatives of the P.A. can be tracked so that such information is available in the event of inspections or audits by the Compliance function or other parties assigned such duties;
- regular, complete information is guaranteed from each employee to his/her direct Manager and, through the latter, to the heads of the various company Departments/Functions on the conduct of the meetings in the previous point, on the people that participate in such meetings, the issues covered and the decisions made;
- all the informational documentation used for the purposes of the meeting must comply with the applicable regulations and, where necessary, be approved by the Director of Regulatory Affairs & Pharmacovigilance and/or the Head of Scientific Services, in accordance with the methods set out in the specific company procedures. A suitable archive of that documentation must also be maintained;
- any transfer of value to the P.A. or its Representatives must be pre-approved, based on the nature of the transfer, by functions other than the requesting function, following the specific internal policies and procedures adopted by the Companies.

Work relationships with Representatives or former Representatives of the Public Administration (P.A.)

It is forbidden to establish or conduct work relationships (employment or freelance work) with Italian or foreign Representatives of the P.A., or former Representatives of the P.A. who terminated all type of work with the P.A. less than three years ago and, due to their institutional functions, were, are or may be involved in or influence business negotiations or decisions regarding Dompé or who may influence or could have in any case influenced

such negotiations/decisions, without such relationships being assessed and approved in advance, depending on the case, in accordance with the Policies and Procedures adopted by the Company.

Management of financing and grants from the Public Administration (P.A.)

Dompé guarantees compliance with the obligation of allocation of grants, subsidies or loans for the purpose of favouring initiatives to create works or carry out activities of public interest, received from the European Union, the countries where Dompé operates or from any other public entity, also of slight value and/or amounts.

Applications for financing and grants from the Public Administration (P.A.)

Dompé condemns any conduct aimed at obtaining from the European Union, governments or other public entities any type of grant, financing, subsidised loan or other disbursement of the same type, by means of altered or falsified statements and/or documents, or by omitting information due or, more generally, through artifice or scams, including those realised using an IT or telematic system, for the purpose of misleading the disbursing entity.

Conflicts of interest with the Public Administration (P.A.)

Dompé cannot be represented in dealings with the Italian or foreign P.A. by parties in positions with even potential conflicts of interest, unless said situation has been suitably assessed in advance by the Legal Affairs Department and the Compliance function and approved by them with regard to the possibility of granting said assignment.

Parties that operate on behalf or in the interest of Dompé are required to abstain from having dealings with the Italian or foreign P.A. in any case where situations of clear or evident conflict of interest arise.

Relations with the scientific community

Dompé may establish various types of cooperation with the scientific field, including consulting relationships with Italian and foreign members thereof, provided that compliance with the laws and deontological rules applicable is guaranteed, as well as the existence of a legitimate scientific interest of Dompé, the pertinence of the subject of the cooperation with the products developed and marketed by Dompé, the fairness of the compensation in relation to the services received and the possibility of documenting and publishing the dealings according to applicable rules.

Dompé shall enter into relationships of cooperation with scientific companies and medical associations only if they are based on disclosing scientific knowledge and improving professional knowledge and, in any event, with entities that have proven reliable, have a sound reputation and national reach, whose mission is well-known and documented.

3.5 PRINCIPLES REGARDING THE USE OF IT INSTRUMENTS

All Addressees of this Code are required to use the IT instruments that Dompé may provide them with in strict compliance with the applicable rules, only for professional purposes and to carry out the duties and activities envisaged as part of the relationship of cooperation in place with the Companies. Also in the cases where the Policies and Procedures adopted by the Companies allow some of these instruments to be used for personal purposes, they must be used in full compliance with all applicable laws, in order to avoid damaging third parties or Dompé in any way, or compromising Dompé's good name or reputation.

Dompé condemns any conduct consisting of altering the functioning of an IT or telematic system or unauthorised access or use of data, information or programs contained therein for the purpose of obtaining an undue benefit for oneself or for Dompé and damaging third parties.

Dompé also condemns all possible conduct by the Addressees of this Code that could even only indirectly facilitate the realisation of computer crimes. To that end, Dompé undertakes to implement all the methods of *ex-ante* and *ex-post* control necessary for such purpose.

At the same time, the Addressees of the Code undertake to store the IT instruments provided to them by the Companies with the necessary diligence, ensuring that no parties that are not expressly authorised by the Companies have access to such instruments and the data contained therein.

3.6 PRINCIPLES OF ORGANISATION

Operations and transactions

Each operation and/or transaction, understood in the widest sense of the term, must be legal, authorised, consistent, fair, documented, recorded and verifiable at all times.

- 1) The procedures governing operations must make it possible to carry out checks on the characteristics of transactions, on the reasons for the execution thereof, the authorisation for execution and the execution of the transaction;
- 2) Parties that execute operations and/or transactions regarding amounts of money, goods or other benefits that have an economic value, belonging to or available to Dompé, must act in scrupulous compliance with the rules and procedures adopted by the Companies, making sure that, before carrying out any operation, they have obtained the necessary authorisations and providing, on request, all necessary proof to verify the operations and transactions at any time;
- 3) Each company function is responsible for the truthfulness, authenticity and original nature of the documentation produced and the information provided in carrying out the activities under its responsibility.

Selection and assessment of personnel and freelance workers

Personnel and freelance workers are selected based on the degree to which candidates' profiles and their specific skills match company needs, always in compliance with the applicable rules and equal opportunities for all parties concerned.

The information requested from candidates during the selection phase and from freelance workers in establishing a freelance relationship is strictly related to verifying that the candidates/freelance workers possess the professional, psychological/aptitude and reputational requirements, and whether potential conflicts of interest exist which could regard some of these parties, always respecting the private sphere of each individual (understood as the set of information, opinions, orientations and any other aspect that has no relation to his/her ability to carry out the duties and tasks that would be assigned) and the applicable rules.

Dompé shall not tolerate forms of discrimination, favouritism, nepotism, clientelism or other criteria in selecting personnel and freelance workers. Rather, it bases its selection and assessment choices on criteria that reward merit, the matching of the requisites of each candidate with company needs and respect for the values of Dompé. In selecting and assessing personnel or establishing a freelance relationship, in defining remuneration policies, development programs and career pathways, in promotions, dismissals, retirements as well as in terminating and withdrawing from freelance relationships, Dompé undertakes to reward skills and merit and not to discriminate

on the basis of age, gender, nationality, ethnicity, sexual orientation, political opinion or religion, disability, membership in trade unions or other aspects.

Dompé also undertakes to strictly comply with all labour protection laws and regulations and to adopt measures to prevent and combat types of illegal work and illegal immigration as part of the activities carried out by Dompé and by the Addressees of this Code. Specifically, the Addressees of the Code are absolutely forbidden to employ workers that have not obtained the necessary permits to work in a specific country, such as, for example, foreigners lacking permits to stay or with revoked or expired permits, for which no application for renewal has been submitted.

Dompé undertakes to ensure that in its company organisation and in managing freelance workers, the pre-set annual targets, both general and individual, for personnel are such that they do not incite illegal conduct and, rather, aim at achieving legitimate, possible, specific, measurable and realistic results in observance of the time set out for their achievement. Any situations of conflict with the above principle must be promptly reported by any party to the Human Resources Department, employees, and to the Compliance function for freelance workers, so that these bodies may implement any corrective actions.

Measures to prevent terrorist financing, organised crime or the subversion of democratic order

Dompé condemns the use of its resources to finance, facilitate or carry out any activity for the purposes of terrorism, organised crime or the subversion of democratic order.

Dompé undertakes to adopt the most suitable measures of control and supervision to prevent all possible conduct aimed at committing those crimes.

In particular, it is expressly forbidden for any Addressee, wherever operating or located, to involve himself in any practice or other action that could even only facilitate terrorism, organised crime or the subversion of democratic order. Addressees are required to report any situation that seems suspicious or dubious to the Compliance functions of the Companies.

Lastly, Dompé adopts suitable procedures to verify the identity and the requirements of reputation and honourability of all parties operating on behalf or in the interest of Dompé (such as, for example, employees, consultants, agents, distributors and partners, etc.) and its counterparties, including customers and suppliers.

Corporate Social Responsibility

In addition to pursuing economic and profit objectives, by developing and marketing its drugs, Dompé intends to contribute to improving the quality of life of patients and the treatment of numerous diseases.

Through its activities, Dompé also intends to contribute to the development of the municipalities and territories in which it operates, promoting activities of social interest that are in line with the ethical principles set out in this Code, granting priority to initiatives that relate to its company purpose.

As part of those activities, we undertake:

- to ensure that relations with the beneficiaries of those activities (such as, for example, patient associations and groups, charity or non-profit cultural associations, institutions and public entities, etc.) are managed transparently and exclusively have purposes of a social nature, charity, culture, promotion of scientific knowledge or improvement of assistance to patients;
- not to use donations made for charity purposes to pursue commercial aims and/or to unduly influence the decisions of the beneficiaries of those donations, which could regard Dompé or its products.

3.7 PRINCIPLES OF ORGANISATION OF WORKPLACES

Respect for the working environment and protection of individuals

Dompé commits to creating a working environment where employees and freelance workers feel respected and treated fairly. Within the scope of regulations in force, Dompé undertakes to adopt the most suitable measures of control and supervision to prevent all possible conduct that could damage the rights or dignity of individuals. Each employee and freelance worker deserves a working environment where he/she is treated with respect and dignity. For this reason, each worker and freelance worker undertakes:

- to always act honestly, fairly and respectfully;
- not to tolerate and not to implement any discrimination based on, for example: skin colour, religion, gender, social status, age, sexual orientation, nationality, ethnic group, disability or illness, pregnancy, occupation, caste or marital status;
- not to tolerate and not to carry out any types of harassment or violence, whether physical, verbal or psychological;
- to consider the diversity of gender, nationality, ethnicity, political opinion or religion, age, social status, physical ability or other aspects existing among those operating on behalf or in the interest of Dompé or dealing with it for various reasons to be a positive value.

Protection of health and safety at work

Within the scope of the regulations in force in the various countries it operates in Dompé undertakes to adopt at its locations all necessary measures to protect the physical and mental integrity of its employees and freelance workers.

In particular, Dompé undertakes to ensure that:

- compliance with regulations in force on the health and safety of employees and freelance workers is considered a priority;
- risks are avoided for employees and freelance workers are, to the extent possible and guaranteed by the evolution of best practices, also by selecting the most suitable, least dangerous materials and equipment, capable of mitigating risk at the source;
- unavoidable risks are correctly assessed and suitably mitigated using appropriate collective and individual safety measures;
- information and training of employees and freelance workers is extensive, up-to-date and specific to the duties performed;
- the consultation of workers on the matter of protection of health and safety at work is guaranteed;
- any needs or non-compliance regarding safety that arise during working activities or audits and inspections are quickly and effectively dealt with;
- the work and its operational aspects are organised in such a way as to protect the health of workers, third parties and the community where Dompé operates.

In pursuing the above goals, Dompé allocates organisational, instrumental and economic resources, in order to:

- guarantee full compliance with accident prevention legislation in force;
- aim for continued improvement of safety and the protection of health at work, by adopting suitable prevention measures for the achievement of the purposes set out above.

Employees and freelance workers, to the extent of their responsibilities, are required to ensure full compliance with the rules of law, the principles of this Code and company procedures, as well as all other internal regulations

set out to guarantee the protection of health and safety at the premises of the Companies. In particular, in carrying out their work for Dompé, employees and freelance workers must:

- correct and report any threat to health or safety;
- not work under the effects of alcohol or narcotic substances;
- not possess or use narcotic substances or - outside of the cases and limits expressly envisaged by the Policies and Procedures adopted by the Company for business lunches and dinner with external guests - alcohol;
- not work under the influence of drugs, when these impair the workers' ability to work in a safe, efficient and adequate manner;
- not smoke outside of any specifically-reserved areas.

3.8 PRINCIPLES REGARDING MONEY LAUNDERING

Anti-money laundering and self-money laundering

Dompé condemns any conduct by parties holding a top position or subordinates that may even only indirectly facilitate the commission of types of crimes such as possession of stolen goods, money laundering, self-money laundering or, in any event, the use of money, goods or other benefits of illegal origin. To that end, Dompé undertakes to implement all the methods of ex-ante and ex-post control necessary for such purpose, including:

- verification, within the limits of the instruments and activities permitted by law, of the identify of its counterparties and their stakeholders;
- adoption of procedures for selecting suppliers for the purpose of ensuring that money of illegal origin cannot be used in or laundered through the businesses of the Companies;
- adoption of collection and payment instruments that make it possible to track cash flows for all activities carried out by the Companies.

Collections and payments

Collections and payments must be made through credit transfers, bank transfers, bank cheques and, in any event, mandatorily using systems that guarantee trackability.

3.9 PRINCIPLES REGARDING CORPORATE CRIMES

Management of accounting, equity and financial data and information of Dompé

Dompé condemns any conduct implemented by anyone for the purpose of altering the correctness and truthfulness of the data and information in the financial statements, reports or other corporate communications required by law, addressed to shareholders, the public or other interested parties.

Our books, accounting documents and financial statements must be truthful, accurate, objective, complete and exact, to guarantee that correct company decisions are made, our financial and equity situation is faithfully communicated to investors and complete, accurate, exact and understandable disclosure of such situation is ensured to the interested parties and the public. For this reason, it is mandatory:

- to create business documents and financial statements that exactly reflect the nature of the transactions and comply with our policies and the generally-accepted accounting principles;

- to sign, approve or transmit financial transactions, financial statements, accounting documents and information only if they are deemed truthful and accurate, and if you possess the authorisation/delegation to do so;
- to base all financial statement items, whose determination and quantification requires discretionary valuations by the departments concerned, on legitimate choices corroborated by suitable documentation;
- to provide forecasts and valuations that are exact and sincere, without omitting or misrepresenting relevant information;
- to store, protect and dispose of company documents in compliance with our policies;
- not to destroy company and accounting documents if you are aware of legal disputes or investigations, either potential or under way, for which those documents could be necessary or useful, or when the Legal Affairs Department request that such information be stored.

Relations with the Companies' Control Bodies

The Companies require that all personnel observe correct, transparent conduct in carrying out their duties, especially with regard to any request submitted by shareholders, the Board of Statutory Auditors or the other company control bodies in exercising their respective institutional functions.

Protection of Dompé's assets

All Addressees of this Code must use all of Dompé's assets (such as, for example, equipment, systems, moveable and immovable assets), including intangible assets (such as, for example, information, ideas, know-how, patents and trademarks), as well as the company's reputation, correctly and with due care.

Any and all conduct or use of such assets, aside from that expressly permitted, which could damage the integrity of Dompé's assets is prohibited. It is mandatory:

- not to use Dompé's assets for personal purposes, aside from any uses provided for in the Policies and Procedures adopted by the Company;
- not to allow workers that are not part of Dompé to use the Company's resources without the necessary approvals or aside from any uses provided for in the Policies and Procedures adopted by the Company;
- to participate in the training activities provided by the Company on the correct use and management of company assets, to read the related Policies and Procedures, committing to act in full compliance with them and monitoring the correct use of company assets by third parties;
- not to use Dompé's equipment or systems to create, store or send illegal, violent, offensive or discriminatory content, content which aims at discrediting (natural or legal) persons or groups of people, or which conflicts with ethics or decency.

Protection of Dompé's creditors

It is forbidden to carry out any conduct which aims at causing harm to creditors, such as, for example, the reduction of share capital, extraordinary operations or concealing or falsifying information.

Influence on the Shareholders' Meeting

It is forbidden to carry out any simulated or fraudulent act for the purpose of influencing the will of the members of the Shareholders' Meeting to achieve the irregular formation of a majority and/or a decision different from that which would have been made.

Communications with and through the media

It is forbidden to disseminate false news both within and outside the Companies, concerning the Companies, shareholders, company bodies, employees, consultants, freelance workers or third parties that work for the Companies.

Only a limited number of employees may be authorised to communicate information to the public on behalf of the Companies.

In particular, it is mandatory:

- to talk about Dompé with the media or with the community of investors only if authorised by the competent functions (Corporate Affairs, Legal Affairs, HR or Compliance, depending on the case);
- to notify the competent functions of all requests from analysts and the media;
- to speak on behalf of Dompé only in official communications and scenarios after having obtained authorisation from the competent functions.

Insider Trading

Relevant information not in the public domain is information that has not been disclosed to the general public through a press release or through documentation for listing on the stock exchange, which a reasonable investor could consider important in deciding whether to buy or sell a Company's securities.

Dompé prohibits all managers, employees, freelance workers and consultants from disclosing to anyone, including their family members and acquaintances, privileged information of Dompé or of third parties, in carrying out their work, specifically relevant information not in the public domain as per the previous paragraph, and from attempting to obtain gains, directly or through third parties, from the possession of such information. Where we possess relevant information not in the public domain concerning Dompé or other companies, we shall not carry out selective disclosure.

Relations with Public Supervisory Authorities

Each employee and freelance worker of Dompé must act with the utmost willingness and cooperation with the public inspection and control authorities.

It is forbidden to obstruct in any way the functions of the Public Supervisory Authorities that interact with Dompé due to their institutional functions, and it is mandatory:

- to provide full cooperation with all investigations and audits, and answer truthfully without providing misleading or incomplete information;
- not to modify or destroy documents or reports in response to an investigation or an audit, or in view of such activities;
- to work with Legal Affairs to suitably respond to disputes or requests from the government, the criminal police or other external agencies;
- not to talk with third parties about investigations concerning Dompé, its directors, workers or partners, unless you have received instructions in that regard from the Legal Affairs Department.

3.10 PRINCIPLES REGARDING THE PROTECTION OF INTELLECTUAL AND INDUSTRIAL PROPERTY RIGHTS AND PROTECTION OF PERSONAL DATA

Protection of copyright, intellectual or industrial property rights and falsity in distinctive instruments or signs

Dompé protects its intellectual and industrial property rights, including copyright, know-how, patents, trademarks, dominions and distinctive signs, following the policies and procedures set out for their protection

and respecting the intellectual property of others. Therefore, the unauthorised copying of software, of documentation or other materials protected by copyright and the unauthorised economic exploitation of third party intellectual and industrial property rights is contrary to Dompé's policies. In particular, Dompé complies with the restrictions specified in the licence agreements regarding the production/distribution of products that incorporate third party intellectual or industrial property rights, or those contracted with its software providers, and prohibits the use or copying of software, of processes and products that incorporate intellectual or industrial property rights or documentation aside from that permitted by each of said licence agreements.

Dompé prohibits any conduct aimed at causing the loss, theft, unauthorised dissemination or improper use of its or third party intellectual and industrial property.

To that end, Dompé undertakes to implement all the methods of *ex-ante* and *ex-post* control necessary for such purpose, guaranteeing compliance with legislation on intellectual and industrial property, copyright, trademarks and patents specifically in managing and publishing scientific works and databases, as well as the safeguarding of distinctive signs. Dompé also condemns the use of databases (extraction, copying data, presentation of data in public, etc.) for purposes other than those for which the databases were set up and, in any event, use that does not match that permitted by copyright protection legislation.

Intellectual property, confidential information and protection of personal data

Dompé considers company information of Dompé and third parties to be an intangible asset. Before disclosing, exchanging or acquiring privileged information of the Companies or third parties a confidentiality agreement must be signed by Dompé and the third party approved by the Legal Affairs Department. Therefore, Addressees are forbidden from providing or receiving privileged information of Dompé and/or third parties using improper means, and from disclosing such information without the necessary authorisations.

Protecting intellectual property and the confidentiality of Dompé's information is crucial for the Company to be able to maintain its competitive edge, and everyone must act in accordance:

- storing complete, accurate documentation regarding your work, promptly notifying the top management of the company and the Legal Affairs Department of any inventions;
- using intellectual and industrial property and confidential information of Dompé only for valid company purposes, disclosing it only to authorised individuals;
- sharing confidential information outside of Dompé only with authorised parties who have signed a confidentiality agreement approved by the Legal Affairs Department;
- not discussing legal information in public, and paying specific attention when using faxes or email, to guarantee that the information is sent to the correct addressee;
- continuing to protect confidential information even after termination of your employment or work with Dompé;
- respecting intellectual and industrial property rights and the confidentiality of information that is property of third parties.

Addressees are also required to guarantee Dompé's compliance with national and international legislation on the protection of personal data, applicable at any time. Therefore, the Addressees must handle personal data of data subjects in compliance with Dompé's policies and procedures on privacy.

3.11 PRINCIPLES ON THE PREVENTION OF OFFENCES AGAINST INDUSTRY AND TRADE AND UNFAIR COMPETITION

Crimes against industry and trade

Dompé recognises the primary importance of the value of free, fair competition between parties operating on the market. Therefore, it condemns any conduct that unlawfully aims to restrict free competition and alter the normal competitive dynamics of the market.

Antitrust and unfair competition

Dompé undertakes to promote and guarantee the creation and maintenance of a free market, the freedom and lawfulness of competition on all markets it operates in, and undertakes to comply with antitrust and competition laws, promoting complete and fair competition in all sectors of our business. It is important to note that partners and business collaborators that sell competitors' products are also competitors of Dompé.

In relation to these principles, it is mandatory:

- not to conclude written or verbal agreements or sign agreements with competitors to fix prices, terms or commercial policies, to limit production or share out customers, suppliers or markets;
- not to disclose or discuss issues with competitors regarding prices, terms or conditions of sale, costs, profits, production capacity, commercial strategies, distribution channels, purchase or sale conditions, customer or supplier lists, volumes, markets, shares, sales areas or awards of tenders;
- to participate in meetings held by trade associations only to correctly and lawfully be informed on commercial, scientific or industrial topics that concern the industrial sectors the Companies operate in;
- not to agree to limit the areas where Dompé carries out research without advance authorisation;
- to assess and mitigate any antitrust risks in its business;
- to consult with the Legal Affairs Department in the event of uncertainty regarding the possible antitrust impact of specific activities.

Global trade: checks on imports and exports, trade embargo regulations

When cross-border trade transactions are carried out, all applicable laws and regulations on imports, exports and on trade embargoes, which limit the movement of products, information and financial assets, must be complied with. Specifically, it is necessary:

- to be particularly observant of national laws regarding licences, registrations and interactions with healthcare workers;
- to consult with the Legal Affairs Department to guarantee compliance with the applicable laws and legislation regulating checks on imports and exports, boycotts, restrictive trade measures and embargoes;
- to store suitable documentation of the checks conducted on imports, exports and customs operations.

3.12 PRINCIPLES REGARDING TRANS-NATIONAL CRIMES AND ORGANISED CRIME

Trans-national crime and organised crime

Dompé condemns any conduct that could even only indirectly facilitate the commission of crimes, either national or trans-national, such as criminal conspiracy, including that for the purpose of unlawfully trafficking narcotic or psychotropic substances, human or organ trafficking, slavery and other crimes against humanity, laundering of goods, money or other benefits of illegal origin, perverting the course of justice, or causing possible breaches of additional provisions against terrorism and organised crime. To that end, Dompé undertakes to implement all the methods of *ex-ante* and *ex-post* control necessary for such purpose (separation of roles, trackability of transactions, monitoring, etc.).

3.13 PRINCIPLES AGAINST INCITEMENT NOT TO MAKE STATEMENTS OR TO MAKE FALSE STATEMENTS BEFORE THE JUDICIAL AUTHORITIES

Legal protection

Parties called on to make statements before the Judicial Authorities have the right to use lawyers in their trust or, on their explicit, formal request, use the company's lawyers.

Management of relations with parties called on to testify

Dompé condemns any conduct against parties called on to testify before the Judicial Authorities for the purpose of affecting them or influencing their testimony. In any event, all company functions that interact with these parties, as a result of carrying out their work, must carefully consider, also consulting the Legal Affairs Department, conduct that could have an impact on those parties (i.e. decisions regarding performance appraisals or the disbursement of bonuses, or the imposition of disciplinary sanctions, etc.), in order to safeguard the principle of independence and autonomy of said parties in testifying before the Judicial Authorities.

Dompé has also established the absolute prohibition of all Addressees from discriminatory conduct and/or retaliation against said parties after they make statements to the Judicial Authorities.

3.14 CONFLICTS OF INTEREST

Each employee and freelance worker must ensure that the decisions relating to carrying out his/her work are taken in the best interest of Dompé. When a decision must be made in a situation of conflict (even only potential) between the interests of the Company and your own or those of a third party, you must always act in the best interest of the Company and, where you are not certain of how to resolve a conflict of interest, inform your direct Manager, the Compliance function and, if necessary, the HR function of such situation. A situation of conflict of interest could, for example, occur when Addressees of this Code are in one of the following conditions:

- proposing, negotiating or assigning a contract or providing goods or services as a counterparty of Dompé;
- hiring people with which they have a personal, family or business relationship;
- performing a professional activity, either independently or for or on behalf of other companies, autonomously or as an employee, similar to that performed for Dompé or which is in conflict with the latter;
- holding financial interests in competitors or parties that acts as suppliers or partners of Dompé.

Therefore, it is required:

- not to accept and/or carry out business, negotiations or contracts in a situation of actual or potential personal, family or professional conflict with the interests of Dompé;
- avoid situations that could harm the ability to make objective company decisions on behalf of Dompé;
- discuss with your Manager and the Human Resources Department, for employees, and with your company liaison and a representative of the Compliance function, for suppliers/freelance workers, situations that could even only be perceived as a potential conflict of interest, so that the company may assess whether that conflict of interest concretely exists and could potentially damage the interests of the Company. The assessments made will then be communicated to the Addressees concerned, along with the actions to be taken in compliance with this Code and the policies and procedures of the Dompé Group;
- pro-actively resolve situations which could place your personal or professional interests or those of a member of your family in potential conflict with the interests of Dompé.

3.15 ENVIRONMENTAL SAFETY

As Dompé discovers, produces and markets its products, it readily works to reduce the impact on the environment and the pollution generated by its production processes and business:

- reducing the use of energy, water, paper and other resources, where possible;
- supporting the reduction of waste and recycling with suitable procedures;
- complying with all pertinent laws and legislation avoiding or minimising risks for the environment through suitable safety measures;
- promoting at all levels of our organisation a widespread sense of responsibility regarding environmental protection and safety, also communicating to the entire organisation our Environment and Safety Policy, requiring absolute compliance therewith;
- ensuring the maximum limitation of the use of dangerous substances in our processes and operations;
- establishing environment, health and safety objectives and targets, for the purpose of continuously improving the environmental management system adopted;
- favouring the use of suppliers and contractors with greater compliance with specific environmental protection regulations and correct waste management.

3.16 PARTICIPATION IN POLITICS

Addressees are free to support political candidates or political parties in their free time, using their own money or resources and, in any event, outside of the premises of Dompé.

Therefore, the Addressees undertake:

- not to use Dompé's resources or structures to support political activities;
- to ensure that their personal political opinions and activities are not taken as those of Dompé and do not interfere with the activity carried out on behalf or in the interest of Dompé;
- to obtain written authorisation from the Human Resources Department, for employees, and from the Compliance function, for all other Addressees, before interacting with public officers that are not their usual interlocutors in carrying out their activities on behalf or in the interest of Dompé and, in any event, save for the Chairman and CEO, when this involves dealing with political representatives of international, national and local institutions.

4. CONTROL BODIES AND MECHANISMS

4.1 SUPERVISORY BODY

The Supervisory Body is an independent body envisaged by Italian Legislative Decree no. 231/2001. It is appointed by the Board of Directors of the parent company Dompé Farmaceutici S.p.A. It is responsible for monitoring compliance with and the effective adoption of this Code of Conduct and the Organisational and Management Model (also envisaged by Italian Legislative Decree no. 231/2001) by Dompé, for the purpose of preventing a set of crimes which could be committed in the interest or for the benefit of Dompé.

In exercising its functions, the Supervisory Body has free access to company data and information useful to carrying out its activities.

The company bodies and their members, employees, consultants, freelance workers and third parties acting on behalf of the Company are required to provide the utmost cooperation to favour the performance of the functions of the Supervisory Body.

4.2 SANCTIONS

Addressees of this Code that are caught in the act of breaching the principles and rules contained herein, the Policies of Dompé or any other law or legislation applicable shall be subject to the disciplinary measures applicable to the specific case. Failure to comply with the principles set out in this Code may result in the application of the sanctions contained in the Disciplinary System of Dompé, within the limits and based on the specific methods set out therein.

The **seriousness** of the infringement shall be assessed based on the following circumstances:

- the times and concrete methods for committing the infringement;
- the presence and intensity of the element of intention;
- the amount of the damage or danger resulting from the infringement for Dompé and for all employees and stakeholders of Dompé;
- the foreseeability of the consequences;
- the circumstances in which the infringement occurred.

A **repeat offence** constitutes an aggravating factor and entails the application of a more serious sanction.

5. THE CODE IN THE COMPANY

5.1 AWARENESS OF THE CODE OF CONDUCT

This Code is brought to the attention of the company bodies and their members, of employees, of consultants, freelance workers and any other Addressee. All of these parties are required to learn its contents and comply with its concepts.

5.2 INTERNAL REPORTING

The Addressees of this document are responsible for protecting and improving Dompé, by quickly raising any questions or doubts and reporting any verified or suspected problems or breaches of the principles and rules of conduct defined herein, as well as in the policies and procedures of the Companies applicable at all times.

Specifically, it is necessary:

- that employees promptly discuss and raise any doubts about alleged illegal conduct or breaches of the Dompé Code, of the policies, laws or legislation applicable, to their Managers or Heads of Functions. Suppliers, external contractors and partners of Dompé must report all doubts or alleged illegal conduct to their internal liaison of the Company;
- that when the Manager, Head of Function or liaison does not provide the expected replies or such party is the subject of doubts or reports, other company functions should be contacted – also anonymously - such as the Compliance function, the Legal Affairs Department, Human Resources and the Supervisory Body;
- that the other Addressees of this Code address their questions or reports – also anonymous - to the Compliance function, the Legal Affairs Department and/or the Supervisory Body.
- that the Functions in charge of receiving questions and/or reports periodically report to the Supervisory Body information that is concretely or potentially significant for the purposes of possible liability of the Companies as a result of the conduct of the Addressees in the interest or to the benefit of Dompé, as required by specific internal procedures.

All employees, suppliers, partners, external contractors and other Addressees that raise questions or report in good faith alleged breaches of laws or internal regulations cannot be subject to any type of retaliation and will

be protected. Any acts of retaliation implemented against persons who reported events, information or doubts regarding illegal or unethical conduct to the control bodies in good faith on compliance with Code shall be sanctioned.

Nonetheless, anyone who reports information they know to be untrue, only for the purpose of discrediting or causing damage to a third party shall be liable for their wilful misconduct and be subject to suitable disciplinary actions.

Anyone who deems that he/she has been subject to retaliation for expressing a doubt, reporting reprehensible conduct or cooperating in an investigation may contact the Compliance function and/or the Supervisory Body.

Addressees of the Code must also provide the utmost cooperation during any inspections conducted by the company in order to verify possible breaches of the Code.

With regard to the above, you may contact:

- the Supervisory Body at organismodivigilanza@dompe.it
- the Compliance function at compliance@dompe.com

5.3 CONFLICT WITH THE CODE

In the event that even one of the provisions of this Code of Conduct conflicts with the provisions of internal regulations or procedures, the Code shall prevail over any of these provisions.

5.4 MODIFICATIONS TO THE CODE

Any change and/or integration of this Code must be made and approved using the same methods adopted for its initial approval.

6. GLOSSARY

“*The Decree*”:

Italian Legislative Decree no. 231 of 8 June 2001 concerning the *regulation of the administrative liability of legal entities, companies and associations, even without personality, pursuant to art. 11 of Law no. 300 of 29 September 2000.*

“*Organisational, Management and Control Model*” (or, also, the “*Model*”)

The set of procedures and instruments that Dompé Farmaceutici S.p.A. has adopted in its company organisation, reasonably capable of ensuring the prevention of the crimes set out in the Decree.

“*Companies*”:

Dompé Farmaceutici S.p.A., with headquarters in Via San Martino no. 12-12/A, 20122 Milan, Italy and all the companies it directly or indirectly controls.

“*Code*”:

the Code of Conduct;

“*Public Administration (P.A.)*”:

the Italian and foreign Public Administration, Public Officials and Persons Responsible for a Public Service, understood in the widest sense;

“*Public Official*”:

parties that carry out a legislative, judicial or administrative public function. Administrative functions governed by rules of public law and authorisation deeds characterised by the formation or influence of the will of the P.A. by means of authorisation or certification powers are deemed public;

“*Person Responsible for a Public Service*”:

those who, for any reason, carry out a public service, i.e., activity governed in the same manner as a public function, without exercising authorisation, consultation or certification powers;

“*Foreign Public Officials*”:

all parties who carry out a legislative, judicial or administrative function on behalf of their country, or that are considered a “public official” based on the rules of the legal system of their country (for ex.: agents or employees of a foreign country, parties belonging to an international organisation);

“*Disciplinary System*”

the description of significant disciplinary breaches, with the related sanctions.