

## **OPIS SRL**

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##### **1. INTRODUCTION**

OPIS Srl (hereinafter also “OPIS” and/or “Company”), in the aim of defining with clarity and transparency the set of values it bases upon to achieve its goals, has drawn up the Code of Ethics, whose compliance is essential for the proper functioning, reliability, reputation and Company's image.

OPIS' activities shall be, therefore, in accordance with the principles expressed in the Code of Ethics.

OPIS recognizes the importance of ethical and social responsibility in the conduct of business and business activities and it is committed to respect the legitimate interests of its stakeholders and of the communities in which it operates. At the same time it requires to all Employees and all those who cooperate to carry out OPIS' activities, to be compliant with the Company's policies, the principles of the Code and all current regulations.

##### **2. MISSION AND ETHICAL VISION**

OPIS aims to maintain and develop a trusting relationship with its clients, consultants and suppliers, and in general with its stakeholders, pursuing its goals seeking the best for the interests involved, in compliance with all the provisions of law and with the principles of honesty, impartiality, reliability, loyalty, fairness, transparency and good faith.

### **3. THE CODE OF ETHICS**

OPIS has considered appropriate and necessary to issue and adopt its own Code of Ethics which sums up the values all its Directors, Employees and collaborators shall comply with. The knowledge and the respect of this Code by all those who work in OPIS are, therefore, essential for the Company's transparency and reputation. The Code is also brought to the attention of all those who have business relationships with OPIS.

The Code of Ethics is also the basis and the reference - after proper evaluation of risks and crimes possibly connected to the activities carried out - of the Company's organization, management and control.

### **4. SCOPE OF THE CODE**

The Code of Ethics applies to all OPIS' Employees and collaborators. Its principles and provisions are binding for Directors, Employees and for all those who work on the basis of a contractual relationship, even temporary. All the above-mentioned persons are hereinafter collectively defined as "Recipients". Those who already have their own model and/or policy shall anyway observe the principles laid down in Legislative Decree 231/2001, except from the prevailing principles of autonomy and independence, as well as the other professional and deontological rules that govern the reserved professional activities, which are the object of the following Art. 24 of the Code of Ethics, and principles and standards.

In particular the members of the Company's Board and Management are required to act in compliance with the principles of the Code in setting their goals, proposing investments and executing projects, as well as in any decision or action for the management of the Company, promoting cohesion and mutual cooperation, even with third parties having relationships with the Company.

Both Company's Employees and freelances, as well as business partners and all those who have contractual relationships with the Company, are required to adapt their conduct to the provisions of the Code or, in any case, to the principles of Legislative Decree 231/2001.

#### **4.1 Code of Ethics and hierarchy of the sources**

This document, its content and any connected and/or consecutive and/or preliminary and/or implementing document, shall be read, interpreted and implemented in compliance with any applicable rule, provision (including statutory provisions and provisions concerning the Incorporation of the Company) and/or measure, and/or code, which shall prevail.

Any document drawn up pursuant to Legislative Decree 231/2001, given the scope of preventing crimes, shall prevail over other corporate documents and third parties' procedures.

#### **4.2 Territorial effectiveness of the Code of Ethics**

The Code of Ethics applies to all economic operations of the Company, regardless to the State of the world where they are conducted.

Any reference to laws, deontological code and/or code of conduct is to be considered as reference to the applicable rules.

### **4.3 Spreading of the Code of Ethics**

The Company - through the Supervisory Body (OdV), if applicable - undertakes to spread, as widely as possible, the provisions of the Code of Ethics, in the aim of making all Recipients aware of prohibited, recommended and prescribed behaviors.

The Code of Ethics will be in paper format, as required by Art. 7, paragraph 1 of Law 300/1970 and by special applicable laws, and it will be posted in a place accessible to all Employees.

The Code of Ethics could be published in electronic format, in its Italian version, on the Company's website.

In order to ensure the correct understanding of the Code of Ethics, communication plans are periodically developed and implemented to promote awareness of principles and ethical standards contained in the Code.

## **CODE OF ETHICS**

### **PRINCIPLES AND REFERENCE STANDARDS**

**1 Principle of legality. Compliance with Code of Ethics, reference standards and business procedures**

**2 Honesty and fairness**

**3 Respect for individual rights**

**4 Impartiality and equal opportunities**

**5 Transparency and completeness of information**

**6 Trust and collaboration**

**7 Compliance with rules of free competition**

**8 Due diligence in the use of corporate resources**

**9 Accounting records**

**10 Confidentiality of information**

**10.1 Protection of business secrets and of intellectual and industrial property**

**11 Prevention of conflicts of interest of its Directors and Employees**

**12 Corporate Governance**

**13 Human Resources**

**14 Clients**

**15 Suppliers**

**16 Duty of fairness in the negotiation, drafting and execution of contracts with third parties**

**17 Gifts offered, given and received**

**18 Contributions, sponsorships, donations, scholarships**

**19 Relationships with the Public Administration**

**20 Relationships with Healthcare Professionals**

**21 Relationships among people of the same Company**

**22 Environmental protection and environmental crimes**

**23 Penalties**

**24 Relationships with Professionals enrolled in Albi**

**25 Final provisions**

## **PRINCIPLES AND REFERENCE STANDARDS**

### **1 Principle of legality. Compliance with Code of Ethics, reference standards and business procedures**

OPIS considers compliance with laws, rules, regulations, codes (however they are named) and regulations in force in all countries where it operates, as a fundamental requirement.

It is, therefore, the Company's interest that any action taken in its name and/or on its behalf, within the business process, fully complies with legal requirements, Code of Ethics and technical, scientific, accounting and good administration applicable regulations. The Code of Ethics and any connected and/or consecutive and/or preliminary and/or implementing document shall be read, interpreted and implemented in compliance with all applicable rules, provisions and/or code.

Each operation performed in the business process must be legitimate, coherent, fair, authorized, documented and verifiable.

Any unethical conduct, with respect to the law and to the Code of Ethics, will be censored. It is also required a corporate policy geared to the prevention and repression of such conduct, both in internal and external relationships.

### **2 Honesty and fairness**

Relationships with clients, consultants and suppliers, as well as with any stakeholder of the Company, are based on the principles of fairness, collaboration, loyalty and mutual respect. Honesty is the fundamental principle for all the activities of the Company and it is an essential feature of the business management.

### **3 Respect for individual rights**

The Company promotes the respect for the psycho-physical and cultural integrity of the individual.

It ensures working conditions which respect individual dignity and safe working environments. It does not tolerate requests or threats aimed to induce people to act against the law and the Code of Ethics or to adopt behaviors which are detrimental to the individual rights.

#### **4 Impartiality and equal opportunities**

The Company undertakes to avoid any discrimination based on age, sex, health status, race, nationality, political opinions and religious beliefs, in all the decisions which affect relationships with all its stakeholders.

#### **5 Transparency and completeness of information**

The Company undertakes to clearly and transparently inform all stakeholders about its situation, without favouring any group of interest or individual, through the functions entrusted to this end.

#### **6 Trust and collaboration**

The relationships with all stakeholders of the Company, at all levels, must be based on loyalty, honesty, cooperation and mutual respect through a constant and transparent dialogue. Only then it will be possible to guarantee the continuity of the relationship of trust and cooperation for mutual benefit and sustainable growth of the value created.

In particular, the belief of acting in behalf of the Company does not justify the adoption of behaviors colliding with these principles. All those who work in OPIS, without any distinction or exception, are therefore committed to observe and enforce these principles as part of their duties and responsibilities. This also justifies and requires that the parties with whom the Company has relationships shall act respecting the same values.

#### **7 Compliance with rules of free competition**

Without prejudice to the provisions of law, the Company shall observe the rules of free competition as an essential feature of the market in which it operates and shall condemn any conduct which could be detrimental or elusive to such rules.

#### **8 Due diligence in the use of corporate resources**

All members of the organization of the Company must comply with the instructions received and with the principles of diligence, care and good faith for the use of the corporate resources assigned.

Any failure, damage or danger of damage to the integrity and functionality of the allocated resources should be promptly reported to the competent bodies/subjects, identified according to the organizational chart.

## **9 Accounting records**

All transactions and accounting operations must be properly recorded and there must be the possibility of verifying the process of decision, authorization and development of such operations. For each operation adequate documentation must be provided in order to be able, at any time, to check the nature and reasons of such operation and to identify the subject who has authorized, recorded and verified the operation itself.

## **10 Confidentiality of information**

The Company guarantees the confidentiality of information which are in its possession and the observance of regulations on personal data.

All information available to the Company are processed in accordance with the principle of confidentiality, respecting the privacy of those who are concerned.

To this purpose, each Employee shall:

- collect and process only those data which are necessary and directly related to his/her functions, in accordance with current regulations;
- retain such data in order not to make them accessible to third parties or unauthorized subjects;
- determine the confidential nature of the information;
- determine whether there is any additional confidentiality constraint by virtue of relationships of any kind with third parties.

### **10.1 Protection of business secrets and of intellectual and industrial property**

Since OPIS intends to operate with the maximum transparency with regard to the stakeholders, each information (of technical, economic or any other nature), gained by the Employees of the Company in the execution of their duties or by other Recipients of the Code of Ethics in the execution of the contract with the Company, is essential part of the intellectual property of the Company and essential to the creation of value and, for such reasons, it must be protected by OPIS.

Subject to the relevant rules, such protection is a fundamental part of the Company assets, as well as a key factor in creating value in regard to the confidential information owned and to industrial and intellectual property rights on ideas developed within the Company. Such protection is also aimed to ensure the possibility of obtaining patents and other industrial and/or intellectual property rights on ideas and on any industrial invention developed through the application of such ideas.

Employees must exercise caution in communicating such confidential information to other Employees or consultants by phone, fax, telex, email and/or any other medium, and any other appropriate precaution aiming to avoid unauthorized disclosure of such information must be taken, even those which are not expressly specified here.

It is strictly prohibited to disclose any confidential information to third parties external to the Company's business who have not signed any confidentiality agreement, unless they are already subject to rules of professional secrecy.

In any case OPIS processes the information in its possession in an appropriate manner, in order to keep them secret - in compliance with the limits and relevant standards -, in particular in the aim of protecting its clients and their intellectual/industrial property rights.

Moreover, in the field of clinical trials information are processed in a way similar to the professional secrecy.

OPIS also requires to respect third parties' rights of industrial and/or intellectual property.

Should there be any doubt about the interpretation of laws that protect the above-mentioned rights in the different States of the world or about the extension of patents, trademarks, etc., before taking any action that could possibly violate such laws, the advice of the competent bodies/subjects shall be required. This Article applies to any kind of information held by the Company and which are subject to the rules of confidentiality, regardless of their nature (economic, commercial, legal, scientific and/or technical).

## **11 Prevention of conflicts of interest of its Directors and Employees**

The Company operates in order to avoid situations where its Directors and Employees are, or may appear, in conflict with the interests of the Company itself.

The following, by way of example but not limited to, constitute a conflict of interests for the Employees:

- economic interest - whether disclosed or undisclosed - of the Employee in the activity of suppliers, clients, competitors;
- acceptance of gifts or other benefits from suppliers, clients, competitors, both by way of compensation or for any other purpose;
- use of own position for the pursuit of interests which contrast with those of the Company;
- use, for own benefit or for the benefit of third parties and, in any case, in conflict with the interests of the Company, of information acquired while carrying out activities;
- carrying out of working activities of any kind (even intellectual performances) with clients, suppliers, competitors and/or third parties in conflict with the Company's interests and/or with pacts in force with the Company, except for those cases permitted by law and/or authorized by the Company;
- any situation that may affect objectivity, loyalty to the Company or performance in carrying out duties.

In this perspective, OPIS' Directors and Employees must avoid any situation and activity which could generate a contrast of a personal interest with those of the Company or which may interfere with their ability to take impartial and objective decisions in the interest of the Company.

The arise of situations of conflicts of interests, apart from being in contrast with laws and principles of the Code of Ethics, is detrimental to the image and integrity of the Company. Directors and Employees shall



therefore avoid any intent of overlapping or interlocking economic activities of personal and/or familiar nature, abusing of their role.

The Company also pays the greatest attention to the rules on incompatibility, foreclosures and conflict of interest concerning civil servants and acts in full compliance with them.

## **12 Corporate Governance**

The Company promotes all the conditions for a widespread and informed participation of shareholders in the decisions within their competence and promotes equality and completeness of information and protection of their interest.

The Corporate Governance system adopted by the Company complies with all the provisions of law and its main aims are:

- to ensure regularity of management operations;
- to control the risks;
- to act with the maximum transparency towards the stakeholders of the Company;
- to meet legitimate shareholders' expectations;
- to avoid any kind of operation which could be detrimental to creditors and other stakeholders;
- to respect rules of labor law and occupational safety, promoting the work of human resources.

## **13 Human Resources**

Human resources are a key element for the existence of the Company and a crucial factor for a successful competition on the market.

Honesty, loyalty, ability, professionalism, integrity, technical expertise and dedication are therefore essential conditions for the Company to achieve its goals and the Company requires them to its Directors, Employees and collaborators of any kind.

Therefore, working relationships and collaborations are based on the respect for workers' rights and on the enhancement of their work in order to encourage their development and professional growth.

The Company is also committed to strengthen and spread a culture of safety, developing risk awareness and promoting a responsible conduct of all Employees and collaborators in order to safeguard their health and safety. In particular the Company is committed to take all safety measures required by the relevant laws.

All Employees and consultants of the Company are required to act loyally in order to meet its obligations under the employment contract and the provisions of this Code of Ethics, ensuring the services due and respecting the commitments undertaken with the Company.

## **14 Clients**

Relationships with clients must be characterized by flexibility, respect, kindness, collaboration and high professionalism.

Consistent with the principles of impartiality and equal opportunities, the Company is committed to show no arbitrary discrimination between its clients, to provide high quality services in order to meet clients' reasonable expectations and safeguard their safety and security; to be truthful in commercial and other kind of communications.

## **15 Suppliers**

Purchase processes must be characterized by the utmost loyalty.

The selection of suppliers and the determination of the conditions of purchasing are based on objective evaluations of quality and ability to provide high level services.

Any Employee who receives gifts or any other benefit, that cannot be directly attributed to normal courtesy relations, must take all appropriate steps to refuse such gift or benefit and must inform his/her responsible.

## **16 Duty of fairness in the negotiation, drafting and execution of contracts with third parties**

All members of the corporate organization of the Company are required to act in good faith and fairness towards the other party.

## **17 Gifts offered, given and received**

It is strictly forbidden to Recipients of these rules to offer, ask for or receive from anyone (either directly or through third parties) any gift, compensation or other benefit, even in form of a discount, which may even merely be interpreted as exceeding normal relationships of courtesy or seen as aimed to obtain a favorable treatment in the conduct of any activity related to the Company.

In case of any Recipient of these rules receives offers and/or requests for gifts or benefits - except for courtesy gifts of modest value -, such Recipient must immediately inform his/her responsible, who has the responsibility of assessing - involving the President of the Board of Directors and the Supervisory Body (OdV) where appropriate - directives and parameters to be adopted.

In any case, any relevant rule, deontological code and/or code of conduct issued must be observed.

## **18 Contributions, sponsorships, donations, scholarships**

All donations, scholarships and activities of contribution and sponsorship are totally included in the Budget approved by the Board of Directors of the Company for this purpose and shall comply with any relevant rule, even deontological and concerning the conduct.

## **19 Relationships with the Public Administration**

Any relationship with Public Administrations will be entertained only by the President of the Board of Directors and/or by a Member of the Board of Directors (Counselor and Executive Director), subject to specific provisions of the Organisation, Management and Control Model, subject to the internal procedures (which can also introduce operational simplifications and which are defined after consulting the Supervisory Body - OdV) for routine activities and without prejudice to the right of call-back from the President of the Board of Directors and/or a Member of the Board of Directors (Counselor and Executive Director).

In the relationships with Employees and representatives of public authorities, a behavior based on principles of transparency, honesty and fairness must be adopted.

The provisions of the Code of Ethics and the relevant rules on conflicts of interest, incompatibilities and foreclosures must be observed.

The Recipients of the Code of Ethics shall immediately inform the President of the Board of Directors and/or the Supervisory Body (OdV), in respect of each relevant standard, of any attempt of extortion by healthcare professionals in their role of public official or person in charge of a public service.

In the event that the Company appoints a third party as representative, to be represented in dealings with the Public Administration, such third party will be subject to the Code of Ethics and/or in any case to the respect of all pertinent laws.

## **20 Relationships with Healthcare Professionals**

In the relationships with healthcare professionals (doctors, pharmacists, etc.) and with any subject who operates in healthcare facilities, the Recipients of the Code of Ethics must refrain from any conduct that may raise suspicion of crimes such as corruption and/or bribe and/or of any other nature. All the other pertinent rules, even deontological, must be complied with.

## **21 Relationships among people of the same Company**

Relationships among people of the same Company must be based on principles of truthfulness, loyalty, correctness, completeness, clarity, transparency, prudence, respecting everyone's autonomy and role and the specific fields of activity, refraining from engaging in any activity which is the other's competence.

## **22 Environmental protection and environmental crimes**

The Company is committed to pursuing environmental protection, with the aim of improving their environmental performance more and more.

To this purpose, its commitments include:

- compliance with legislation and with national and community laws in the environmental field;

- prevention of pollution;
- raising awareness of members, Employees and collaborators to environmental issues.

The Company is committed to promote health and safety at work, with the aim of continuous improvement of its performance in terms of safety.

To this purpose, its commitments include:

- compliance with legislation and with national and community laws concerning health and security at the workplace;
- raising awareness and train members, Employees and collaborators to carry out their activities in compliance with legislation and with national and community laws on health and security at the workplace and to adopt the most appropriate measures to minimize the risks associated with such activities.

In particular, the Company takes its decisions, at any operational level, taking into account the fundamental principles of health and safety at the workplace, as follows:

- a) avoiding risks;
- b) evaluating risks which cannot be avoided;
- c) combating the risks at source;
- d) adapting the work to the individual, with particular regard to workplaces and to the choice of work equipment and working and production methods;
- e) adapting the work to the technical progress;
- f) replacing the dangerous by the less dangerous;
- g) planning prevention, developing a coherent overall prevention policy which covers organization of work, working conditions, social relationships and the influence of factors related to the working environment;
- h) giving priority to collective protection measures over individual protection measures;
- i) giving appropriate instructions to workers.

## **23 Penalties**

Compliance with the provisions of the Code of Ethics is an essential part of the Employees obligations. Violations of the Code of Ethics may constitute a breach of primary obligations of the employment relationship or a disciplinary offense, with all legal consequences, also concerning job preservation.

The Company is committed to take disciplinary actions, with consistency, impartiality and uniformity, which shall be proportionate to the violations of the Code and in accordance with all current provisions on regulation of work relationships.

## **24 Relationships with Professionals enrolled in Professional Registers**

When the Company interacts with Professionals enrolled in Professional Registers (Lawyers, Accountants, Doctors, etc.) is always subject to their autonomy and professional independence, as well as - in compliance with all relevant standards - to their professional secrecy.

The existence of a Professional Association and the need - for such Professionals - to scrupulously comply with the appropriate deontological requirements and with any relevant rule, is considered by the Company sufficient - without the need of any further obligation or commitment - to integrate compliance, required by its organizational model, of this Code of Ethics, of the Organisation Management and Control Model and of the Legislative Decree 231/2001, as well as of the related laws.

## **25 Final provisions**

This Code of Ethics, declarative of Company practices, is approved by OPIS' Board of Directors. Any change and/or integration shall be approved by the Company's Board of Directors, consulting the Supervisory Body (OdV), and then spread to the Recipients.