

**ABIOGEN PHARMA S.P.A.**

**CODE OF ETHICS AND STANDARDS OF CONDUCT**



## Background

These Code of Ethics and Standards of Conduct (hereinafter referred to as “Code of Ethics”) were approved – in its first release – by the Board of Directors at the meeting of March 31<sup>st</sup> 2009 and cover the general principles and standards of conduct that ABIOPEN PHARMA S.p.A. (hereinafter referred to as “ABIOPEN PHARMA”) has been adhering to since its incorporation.

Aware of the need to be fair and transparent in the conduct of its business and operations, and in order to protect its position and reputation, the shareholders’ expectations and the employees’ work, ABIOPEN PHARMA believed that the formal adoption of a Code of Ethics would be in keeping with its corporate policies.

The purpose of this Code is to optimally fulfil the needs and expectations of the people working in and around ABIOPEN PHARMA, with a view to advocating and promoting high professional standards and banning those behaviours that breach not only the applicable regulatory requirements but also infringe the values that ABIOPEN PHARMA intends to promote.

The principles and rules laid down by this Code of Ethics embody the ethical and legal responsibilities undertaken by ABIOPEN PHARMA, its board, employees, consultants and any party working for or with it, in the conduct of its business and operations.

This Code is an integral part of the company’s Organisational System, pursuant to Legislative Decree no. 231/2001, with which it is also formally enclosed.

The Supervisory Body, which reports to the Board of Directors on a yearly basis, is responsible for the implementation of the Code of Ethics – including the training of staff.

Any Recipient of this Document may contact the Supervisory Body at the following address:

- Organismo di Vigilanza, c/o ABIOPEN PHARMA s.p.a., Via Meucci, n 36 - 56121 Pisa - Loc. Ospedaletto;

- Email: [odv@abiopen.com](mailto:odv@abiopen.com)

Any breach of the provisions laid down by the Code of Ethics may endanger the relation of trust with ABIOPEN PHARMA and may result in disciplinary measures or penalties in accordance with the applicable regulations and the national collective bargaining agreement.

Any employees or executives of ABIOPEN PHARMA who commit or try to commit any of the offences mentioned in article no. 231/2001 (articles 24 to 25- *terdecies*) and Act no. 146/2006 (international offences) – all of which are listed in Part Two – shall be dismissed.

Any self-employed professionals and other parties working under agreements with the company who breach the provisions laid down by this Code of Ethics or by the Organisational System may have their contracts terminated under article no. 1453 of the Civil Code and may have to pay damages.





## **PART ONE**

### SCOPE OF APPLICATION AND RECIPIENTS STANDARDS OF ETHICS AND CONDUCT ETHICAL CONDUCT WITH THIRD PARTIES

#### **1 Scope of application and Recipients**

The Recipients of this Document – that is, the parties that are bound to adhere to this Document – include the **company's employees** (i.e. all of ABIOTEN PHARMA's staff who have a permanent, part-time, short-term or project-based employment agreement), seconded staff of subsidiaries, the **Board members** and, under specific terms and conditions, **business partners** (customers, suppliers, distributors, licensors, contractors, subcontractors, agents, etc.) and **consultants** (self-employed professionals, auditors, agents, etc.).

#### **2 Value of the Code**

Adherence to the rules and anything that is laid down by the Code is an integral and substantive part of the terms and conditions of the employment agreement of permanent staff and of the contracts of non-permanent staff.

By breaking ABIOTEN PHARMA's trust, a serious and/or continuing breach of the rules laid down by the Code may lead ABIOTEN PHARMA to take disciplinary measures or ask for damage compensation, without prejudice to the employees' obligation to meet the rules laid down by art. no. 7 of Act no. 300 of 1970 (Statuto dei Lavoratori / Statute of Workers' rights), as well as any collective bargaining agreement and any disciplinary code implemented by ABIOTEN PHARMA.

### **Standards of Ethics and Conduct**

#### **3 General principles**

##### **3.1 Fulfilment of legal requirements**

In the conduct of its business, ABIOTEN PHARMA abides by any applicable laws and regulations in Italy or in any other country in which it works, for any reason and in any form, as well as adhering to any professional and corporate ethical standard.

The pursuit of the interests and financial targets of ABIOTEN PHARMA can never justify a breach of the principles of honesty, fairness, lawfulness and transparency or of the law.

Any behaviour that aims merely at influencing someone's judgement and conduct shall be forbidden.



Competent people must clearly be appointed to make the company's business comply with the legal requirements.

Any Recipient of this Code who becomes aware of a breach of a legal requirement that may result in ABIOPEN PHARMA's involvement, in whatever form, shall immediately inform the Supervisory Body thereof.

### **3.2 Procedures**

Within the Company, ABIOPEN PHARMA implements a formal system of authorisation and approval for the decision-making processes on investments and financial management.

Any operation of ABIOPEN PHARMA, including any outsourced operation, shall be kept confidential, in accordance with the law and the corporate regulations, procedures and rules, which are objectively reviewed and supervised.

### **3.3 Conflict of interest**

Employees shall behave honestly and prevent any situation that could potentially be in conflict with the interests of ABIOPEN PHARMA and damage its reputation.

In particular, any conflict of interest between one's personal or family business and one's position at ABIOPEN PHARMA shall be avoided.

Any situation that could potentially result in a conflict of interest shall initially be reported to senior colleagues and to the Supervisory Body.

However, in the event of a conflict of interest, the Recipient shall abstain from being involved, either directly or indirectly, in any decision or resolution about the subject which such a conflict of interest refers to.

### **3.4 Principle of loyalty and faithfulness**

ABIOPEN PHARMA encourages a relation of mutual trust and loyalty with every Recipient.

All Recipients must regard compliance with the rules of this Document as an essential part of their obligations towards ABIOPEN PHARMA.

In addition, being loyal means that ABIOPEN PHARMA's employees may not:

- Be employed by any third party, act as consultants or in any other position for any third party insofar as this may be incompatible with their position at ABIOPEN PHARMA, without the written authorisation of the Company;
- Engage in any business or operation that is otherwise against the interests of the



Company or incompatible with their official duties.

### **3.5 Human Resources**

ABIOGEN PHARMA is aware of the centrality of its human resources and the importance of basing its relations with them on mutual trust.

Therefore, ABIOGEN PHARMA's management of its human resources is based on respect for workers' rights and the full encouragement of their contribution, so as to boost their development and professional growth.

ABIOGEN PHARMA holds training and lifelong learning programmes to promote specific professional skills as well as to retain and increase the skills gained through work.

In any decision that may affect its relations with the Recipients, ABIOGEN PHARMA is committed to avoiding any discrimination based on age, gender, sexuality, health, race, nationality, political opinion, trade union membership or religious belief.

### **3.6 Workplace health and safety**

In addition, the Company is committed to building and strengthening a culture of safety by raising the Recipients' awareness of any risk and promoting responsible conduct to protect their health and safety.

ABIOGEN PHARMA complies with the applicable work health and safety regulations.

### **3.7 Environmental protection**

ABIOGEN PHARMA's business is based on the proper use of resources and on environmental sustainability.

In performing their tasks, the Recipients shall adhere to the applicable environmental regulations.

### **3.8 Abusive conduct**

ABIOGEN PHARMA will not tolerate bullying in any professional relationship, either within the company or with any third party, which creates a working environment that is hostile to a specific employee or group of employees, any unjustified interference with other people's work, or erects obstacles and impediments to other people's professional prospects.

ABIOGEN PHARMA will not tolerate any sexual harassment, such as asking for sexual favours in return for career advancements or other advantages, or proposing private interpersonal relationships that, if unwelcome to the recipient, may upset them.



### **3.9 Alcohol or drug abuse**

Any employee or consultant of ABIOPEN PHARMA shall abstain from working under the influence of alcohol or drugs, or any substance that may have like effects, and from using such substances while at work.

### **3.10 Smoking**

Smoking is not allowed in the workplace.

### **3.11 Transparent, exhaustive information**

ABIOPEN PHARMA shall clearly and transparently inform all Recipients of the standing and progress of its relationship with them and shall not exercise partiality to any interest group or any individual.

### **3.12 Confidentiality**

ABIOPEN PHARMA's business may involve the acquisition, storage, processing and reporting of news, documents, information about negotiations, administrative and legal formalities, financial operations, personal details and, generally, information that, in accordance with the law or specific agreements, cannot be disclosed.

Most importantly, such confidential information includes facts that are not publicly known and could affect the value of ABIOPEN PHARMA's assets, commercial development, expertise and reputation.

Confidential information includes, but is not limited to, technical information about products and procedures, purchasing plans, costing and pricing strategies, marketing strategies or services, non-public financial information, information about sales, mergers, takeovers, internal procedures and secret passwords.

The Recipients shall not disclose any information of which they may have come into possession while performing their job, even after termination of their relationship with ABIOPEN PHARMA, in order to protect the Company's competitive position and intellectual property rights.

Every Recipient shall be aware of and follow the instructions provided by the Company's confidentiality procedures and policies in order to keep such information confidential and secure.

Any information received from an employee or a consultant in connection with their work is the property of ABIOPEN PHARMA and may not be disclosed to any third party or used in any way without the written authorisation of ABIOPEN PHARMA.

No information about scientific and/or technological research may be shared until measures have been taken to protect the Company's industrial property rights, in accordance with its corporate procedures.



The electronic processing of any information shall be checked for security, to protect the Company from any illegal access or misuse.

The physical or electronic media on which information is stored shall be destroyed in accordance with the applicable rules and procedures.

### **3.13 Classified information**

A particularly important kind of confidential information is so-called classified information, which article no. 181 of the Consolidated Finance Act defines as “*specific information with a given content which is not publicly known and which concerns financial instruments or issuers of financial instruments, which, if publicly known, could materially affect the prices of such financial instruments*”.

Recipients must not use such information (such as financial results, information about mergers or demergers, major clinical results, etc.) to their own advantage.

### **3.14 Privacy policy**

Within their remit, the Recipients shall make every effort to fulfil the requirements laid down by the privacy laws (Law Decree 196/03 as amended by Law Decree 101/98 and EU Regulation 679/2016).

### **3.15 Protection of corporate assets**

Each Recipient shall be directly and personally responsible for the protection and storage of any tangible and intangible asset and for any material or non-material resource entrusted to them for the fulfilment of their tasks, as well as for using them in accordance with the Company’s interests.

Therefore, in order to protect the Company’s assets, everyone shall behave responsibly and shall use such assets in keeping with the applicable operating procedures.

Everyone shall carefully and sparingly use the Company’s assets entrusted to them and shall not misuse the Company’s assets in ways that could damage themselves or any other party.

None of the assets or resources owned by ABIOTEN PHARMA shall be used for any purpose other than those intended by ABIOTEN PHARMA, nor for any purpose other than ABIOTEN PHARMA’s corporate purposes, nor in any illegal way.

### **3.16 Accounting and management reporting**

All transactions and operations shall be properly recorded, and the relevant decision-making and authorisation processes shall be traceable.





All operations must be supported by proper documentary evidence, so that the details of and reasons for such operations may be ascertained and the persons who have authorised, completed, recorded and reviewed such operations are traceable.

All of the general or detailed accounts must provide clear, transparent, correct, exhaustive and accurate information.

Every Recipient has a duty to help make the Company's business exhaustively, correctly and promptly represented by the accounts, and the records clear and easy to find.

Proper documentary evidence of every operation must be recorded, so that all operations can be easily reviewed and traced.

Every Recipient has a duty to promptly inform their senior colleagues or the Supervisory Body of any omission, inaccuracy or forgery of any record or documentary evidence of which they may have become aware.

### **3.17 Anti-money laundering policy**

ABIOPEN PHARMA shall not be involved in any event associated with the laundering of proceeds of illegal or criminal operations.

ABIOPEN PHARMA shall comply with any national and international anti-money-laundering laws and regulations.

Before entering into any long-term business relationship or agreement with any partner, the corporate functions concerned shall check the other party's business reputation, as far as reasonably feasible.

## **ETHICAL CONDUCT WITH THIRD PARTIES**

### **3.18 Customers**

When handling customer relations in accordance with the corporate procedures, ABIOPEN PHARMA's employees shall work to achieve the greatest customer satisfaction by providing, among



other things, exhaustive, accurate and truthful information about the services provided, so that customers may take informed decisions.

Recipients may not promise or offer any payment or any asset or any other reward to further or advance the interests of ABIOPEN PHARMA.

### **3.19 Suppliers**

Suppliers and purchasing conditions shall be selected on the basis of an objective and transparent assessment that must also reflect suppliers' prices, their ability to supply and ensure adequate standards of services, and the ability to meet the requirements.

### **3.20 Relations with public authorities and public bodies**

Only specifically appointed and authorised corporate functions can undertake obligations with public authorities and public bodies, including watchdog agencies.

Recipients shall not promise or offer to any Italian or foreign public officer or to the relatives thereof any payment or any asset or any other reward to further or advance the interests of ABIOPEN PHARMA, except for inexpensive gifts or rewards.

During a business negotiation or any other relationship with a public authority, the Recipients or any third party acting on behalf of ABIOPEN PHARMA shall not try to improperly influence the other party's decisions nor the decisions of the officers who negotiate or take decisions on behalf of the public authority or public body.

In any relationship with public authorities or public bodies, ABIOPEN PHARMA shall fully and thoroughly enforce any applicable law or regulation.

When bidding on a tender for a public authority or public body, the Recipients shall fully comply with the applicable laws and fair commercial practices.

### **3.21 Public Relations**

Specifically designated corporate functions are responsible for ABIOPEN PHARMA's media relations, which must comply with the communication policy implemented by ABIOPEN PHARMA and any applicable procedure.

Therefore, Recipients shall not disclose any information to the media without the authorisation of the designated functions.

Attendance at any committee or association of any kind, whether scientific, cultural or trade associations, on behalf or in the name of ABIOPEN PHARMA shall first be authorised and formalised in writing, according to corporate procedures.



### **3.22 Fair competition**

ABIOGEN PHARMA is aware of the value of competition if based on the principles of correctness, fair competition and transparency.

In addition, the Company shall not unduly damage the reputation of its competitors or of their products.



**PART TWO****POLICY RELATING TO THE RELEVANCE OF CRIMINAL CONDUCT****POLICY RELATING TO THE RELEVANCE OF CRIMINAL CONDUCT**

While urging the Recipients to adhere to high behavioural standards in their work, this Document is also a key part of the Organisational, Management and Supervisory System implemented by ABIOPEN PHARMA, pursuant to articles nos. 6 and 7 of Legislative Decree no. 231/2001.

Therefore, ABIOPEN PHARMA believes that any offence that could result in the Company's involvement in criminal proceedings under Decree no. 231 should be expressly banned.

**Any breach of the bans listed below is against the interests of ABIOPEN PHARMA.**

**4.1 No embezzlement**

Article 24 of Legislative Decree no. 231 contains the following offences: misuse of public funds (art. 316-bis criminal code), misappropriation of public funds (art. 316-ter criminal code), fraud against the State or a public authority (art. 640 criminal code) or for misappropriation of public funds (art. 640-bis criminal code) and Internet fraud against the State or a public authority (art. 640-ter criminal code)

Therefore, the Recipients:

- **shall not use for private purposes any public funds** they may have received for initiatives of general interest;
- **shall not receive** for themselves or for any other party, by using or showing false statements or false documents or by stating untrue facts or by omitting to provide due information, any **subsidy, grant, easy terms or other similar funds**, however titled, granted or lent by the State, by any public authority or by the European Union;
- **shall not obtain any unfair advantage for themselves or for any other party** to the detriment of someone else, through trickery or deceit or misleading another, **if such offence is committed against the State or any public authority**;
- **shall not obtain any unfair advantage for themselves or for any other party**



to the detriment of someone else, through trickery or deceit or misleading another, **in connection with any subsidy, grant, easy terms or other similar funds**, however titled, granted or lent by the State, by any public authority or by the European Union;

- **shall not obtain any unfair advantage for themselves or for any other party** to the detriment of someone else, **by altering in any way the operation of a digital or electronic system** or by unlawfully tampering in any way with any information, detail or programme contained in any digital or electronic system if such offence is committed against the State or any other public authority.

#### **4.2 No influencing of public authorities**

Article 25 of Legislative Decree no. 231 contains the following offences: extortion (art. 317 criminal code), corruption (articles 318, 319), judicial corruption (art. 319-ter criminal code), incitement to corrupt (art. 322 criminal code), international corruption (art 322-bis), bribery (art 319-quater).

Therefore, the Recipients:

- **shall not give or promise to any public officer** or to any civil servant **any money or any other reward in return for using their position or powers**;
- **shall not give or promise to any public officer** or to any civil servant **any money or any other reward** to incite them to omit or delay, or for having omitted or delayed, their official duties;
- **shall not give or promise to any public officer** or to any civil servant **any money or any other reward** to fulfil or to omit their official duties or to act against their official duties, in order to benefit or damage someone in any civil, criminal or administrative proceedings;
- **shall not give or promise any money or any other reward to any public officer, not even if solicited by the latter, to abuse their position or powers.**

#### **4.3 No counterfeiting of money or other counterfeiting**

Article 25-bis of Legislative Decree no. 231 contains the following offences, as laid down by the Code of Criminal Procedure: art. 453 (Counterfeiting of money, spending and distribution of counterfeited money within the State with the help of accomplices), 454 (Alteration of money), 455 (Spending and distribution of counterfeited money within the State without the help of accomplices), 457 (Spending of counterfeited money received in good faith), 459 (Counterfeiting of stamps,



distribution of counterfeited stamps within the State, with the help of accomplices, purchase, possession or use of counterfeit stamps), 460 (Counterfeiting of watermarked paper used to make legal tender or stamps), 461 (Manufacturing or possession of watermarked paper or equipment to make counterfeit money or stamps or watermarked paper), 464 (Use of counterfeit or altered stamps), 473 (Counterfeiting, alteration or use of trademarks or logos, or patents, models or designs) and 474 (Public distribution and trade of goods bearing counterfeit trademarks).

#### 4.4 No corporate crimes

Article 25-ter of Legislative Decree no. 231 mentions the following offences, as laid down by the Code of Criminal Procedure: falsification of accounting records (art. 2621), impeded audits (art. 2625), unlawful return of capital (art. 2626), unlawful sharing of profits and reserve funds (art. 2627), unlawful transactions on corporate shares or stock or on a controlling company's shares or stock (art. 2628), operations to the detriment of creditors (art. 2629), undisclosed conflicts of interest (art. 2629-bis), false capital contributions (art. 2632), unlawful sharing of corporate assets by Receivers (art. 2633); private-to-private corruption (art. 2635); instigation to corruption between private individuals (art. 2635 bis) unlawful influencing of shareholders (art. 2636), market rigging (art. 2637), interference with Watchdog Agencies' investigations (art. 2638).

Therefore, the Recipients concerned:

- **shall not make any untrue statement of a material fact, , or omit any information** that should be mandatorily provided about the profits and losses, the assets and liabilities or the financial standing of the Company or the group it belongs to (even if such information concerns assets that are held or managed by the Company on behalf of a third party) that could deceive the recipients about the real situation, in the attempt to deceive the shareholders or the public and to obtain an unfair advantage for themselves or for any other party, in the Company Accounts, reports or any other corporate notice to be mandatorily given to the shareholders or to the public;
- **shall not cause any financial damage to the shareholders or creditors**, in the attempt to deceive the shareholders or the public and to obtain an unfair advantage for themselves or for any other party, in the Company Accounts, reports or any other corporate notice to be mandatorily given to the shareholders or to the public, by making untrue statements of a material fact, even if yet to be proven, or by omitting any information that should be mandatorily provided about the profits and losses, the assets and liabilities or the financial standing of the Company or the group it belongs to (even if such information concerns assets that are held or managed by the Company on behalf of a third party) that could deceive the



recipients about the real situation;

- **shall not make any untrue statement or hide any information or news** to obtain an unfair advantage for themselves or for any other party, in the prospectuses provided to obtain investments or listings on regular stock exchanges or in any document to be disclosed for public offerings or for commercial purposes, in such a way as to deceive the recipients;
- **shall not make any untrue statement or hide any information** about the profits and losses, the assets and liabilities or the financial standing of the Company or the audited party, in agreement with the auditors, in order to obtain an unfair advantage for themselves or for any other party, in their reports or other notices, being aware of such untruths and in such a way as to deceive the recipients about the real situation;
- **shall not prevent or otherwise interfere with any auditing or supervisory procedure** that the shareholders, any other corporate board or auditing board may be legally entitled to carry out, by hiding documents or other deception;
- **shall not return any capital to shareholders** or discharge shareholders from the obligation to pay their share of the capital, not even as a simulation, unless by lawfully decreasing the company's equity;
- **shall not share any profit** or advance any profit before it has actually been collected or any profit that must be allocated to the reserve funds, **and shall not share any reserve funds** that cannot be legally distributed, even if such reserve funds do not include any profits;
- **shall not purchase or underwrite any share or stock** of the Company or any share or stock issued by the controlling company, without legal authorisation, thus damaging the corporate stock or the reserve funds that cannot be legally distributed;
- **shall not decrease the company's equity and shall not make any merger** with any other company **or any de-merger**, in breach of the creditors' protection regulations, thus harming the creditors;
- **shall not hide any interest** they may have in a specific operation, for themselves or for any third party, that is in conflict with the Company's interest and, having such interest, shall abstain from taking part in such operation;
- **shall not fictitiously pay or increase any part of the Company's equity**, by selling the Company's shares or stock at less than their nominal value, shall not mutually underwrite any share or stock, shall not make any substantial overestimate of any assets in kind or credits or of the Company's assets in the event of a reorganisation;
- **shall not harm the creditors** by sharing the Company's assets between the shareholders instead of paying the Company's creditors or setting aside the amount needed to pay the Company's creditors;



- **shall not give or promise** any money or any other reward to people from other companies in order to obtain advantages for the Company, to the detriment of the other party;
- **shall not obtain the quorum at a shareholders' meeting** through simulated or fraudulent operations, in the attempt to obtain an unfair advantage for themselves or for any other party;
- **shall not spread false information** or conduct simulated operations or other deceptions that can measurably change the price of any listed or unlisted financial instruments or that can materially affect the public's confidence in the financial standing of a bank or a banking group;
- **shall not make any untrue statement**, even if yet to be proven, in any statutory report to the Watchdog Authorities in an attempt to interfere with their supervisory procedures, concerning the profits and losses, assets and liabilities and financial standing of the audited party or, using other fraudulent means for the same reason, **shall not hide any part of any facts that should have been disclosed** about such situation (even if such information concerns assets that are held or managed by the company on behalf of a third party);
- **shall not deliberately interfere with the work of such authorities** in any way, not even by omitting to serve the regulatory notices.

#### 4.5 No acts of terrorism

Article 25-quater of Legislative Decree no. 231 contains the following offences: acts of terrorism or subversion of democratic order, as laid down by the Code of Criminal Procedure and other special laws, or any crime committed in breach of article 2 of the New York Convention (mainly funding for terrorist organisations).

#### 4.6 No female genital mutilation

Article 25-quater 1 of Legislative Decree no. 231 mentions the crime laid down by art. 583-bis of the Code of Criminal Procedure (Female Genital Mutilation).

#### 4.7 No crimes against personal freedom





Article 25-quinquies of Legislative Decree no. 231 contains the following offences, as laid down by the Code of Criminal Procedure: Enslaving and slavery (art. 600), Child prostitution (600-bis), Child pornography (600-ter), Possession of pornography materials (600 quater), Virtual pornography (art 600 quater. 1), Sex tourism (600 quinquies), People trafficking (601), Slave trade (602), Child grooming (art 609-undecies).

#### 4.8 No market abuse

Article 25-sexies of Legislative Decree no. 231 contains the offences laid down by articles 184 and 185 of the Consolidation Finance Act, i.e. “*misuse of classified information*” and “*market manipulation*”, respectively.

Therefore, those Recipients who hold classified information, which is defined as “*specific information with a given content which is not publicly known and which concerns financial instruments or issuers of financial instruments, which, if publicly known, could materially affect the prices of such financial instruments*”:

- a) **shall not** buy, sell or otherwise act upon any financial instrument, either directly or indirectly, based on such information;
- b) **shall not** disclose such information without reason and shall not advise any third party to engage in any one of the operations listed at a) based on such information.

In addition, the Recipients **shall not** disclose any false, hyped or deceitful information and shall not put in place any simulated operation or any other deception that could materially alter the prices of financial instruments or give the impression of a busy financial market.

#### 4.9 No crimes of association or international crimes

The Recipients **shall not** commit any of the crimes of association mentioned by article 24-ter and the international crimes contained in article 10 of Act no. 146/2006. In particular, the Recipients shall not:

- be members of (or abet) any criminal association (art 416 criminal code); be members of (or abet) any mafia-like criminal association (art 416-bis); be members of (or abet) any drug-dealing gang (art 74 Consolidation Act no. 309/1990); be members of (or abet) any international criminal association for the illicit trafficking of foreign finished tobacco (art 291 quater Consolidation Act no. 43/1973); take part in (or abet) the smuggling of migrants (articles 5 and 12 Legislative Decree no. 286/1998); pervert



the course of justice in any way (art 377-bis and 378 Code of Criminal Procedure).

#### **4.10 No breach of accident-prevention regulations**

Article 25-septies of Legislative Decree no. 231 contains articles no. 589 and 590 of the Code of Criminal Procedure that lay down penalties for manslaughter and serious or extremely serious personal injuries through negligence if committed in breach of the accident-prevention and workplace health and safety regulations.

Therefore, the Recipients **shall not infringe the applicable workplace health and safety regulations**, which actually aim at preventing or reducing the risk of injuries or death of workers.

#### **4.11 No receiving of stolen goods, money laundering or reuse**

Art 25-octies of Legislative Decree no. 231 mentions articles 648 (receiving of stolen goods), 648-bis (money laundering), 648-ter (so-called “reuse”) and 648-ter.1 (self-laundering) of the Code of Criminal Procedure. Therefore, the Recipients **shall not**:

- **purchase, receive or hide any money or anything else that may arise from a crime** or have it purchased, received or hidden by anyone;
- **replace or transfer any money, proceeds or any other reward that may come from a malicious crime** and shall not use them in any transaction that would make them unrecognisable as criminal proceeds;
- **use any money, proceeds or any other reward that may come from a crime in any business or financial transaction.**

#### **4.12 No cyber-crime**

Art 24-bis of Legislative Decree no. 231 contains the following crimes as laid down by the Code of Criminal Procedure: art. 615-ter (Illegal access to an electronic or ITC system), 617-quater (Illegal tapping into, prevention or interruption of electronic or ITC communication), 617-quinquies (Installation of equipment that could tap into, prevent or interrupt electronic or ITC communication), 635-bis (Damage to digital information, data and programmes), 635-ter (Damage to digital information, data and programmes used by the State or by any other public authority or otherwise of public interest), 635-quater (Damage to digital or ITC systems), 635-quinquies (Damage to digital or ITC systems of public interest), 491-bis, (Electronic documents), 640-quinquies (Cyber-crime committed by e-signature certification service providers), 615-quater (Illegal possession and disclosure of passwords for digital or ITC systems), 615-quinquies (Distribution of electronic



equipment, devices or programmes designed to damage or interrupt a digital or ITC system). Insofar as in the interest of ABIOGEN PHARMA, the Recipients **shall not** commit the aforesaid crimes and, in particular, they shall not illegally access or damage any public or private digital or ITC system.

#### **4.13 No copyright infringements**

Art 25-novies of Legislative Decree no. 231 mentions articles no. 171, 171-bis, 171-ter, 171-septies, 171-octies of Act no. 633/1941. Insofar as in the interest of ABIOGEN PHARMA, the Recipients **shall not** use any illegally-reproduced intellectual property or any unlicensed software or databank.

#### **4.14 No industrial and trade offences**

Art 25-bis.1 of Legislative Decree no. 231 contains articles no. 513 (Market disruption), 515 (Fraudulent trading), 516 (Sales of non-genuine foodstuffs as genuine), 517 (Sales of industrial goods bearing counterfeit trademarks), 517-ter (Manufacture and trade of goods made by infringing industrial property rights), 517-quater (Counterfeiting of geographical seals or seals of origin on produce and foods), 513-bis criminal code (Unfair competition with threats or violence), art. 514 (Fraud against national industries).

Insofar as in the interest of ABIOGEN PHARMA, the Recipients **shall not** disrupt or interfere with a competitor's business through violence or fraudulent means and shall not compete through violence or threats.

#### **4.15 Incitement to make no statements or to make false statements to the Judiciary**

Art 25-decies of Legislative Decree no. 231 contains article no. 377-bis of the Code of Criminal Procedure (Incitement to make no statements or to make false statements to the Judiciary).

Therefore, the Recipients **shall not** incite, through violence or threats or by giving or promising money or any other reward, any party called to make a statement to the Judiciary as part of a lawsuit to make no statements or to make false statements.

#### **4.16 No environmental crimes**

Article 25-undecies of Decree no. 231 states that the Company may be liable for a number of environmental crimes.

As a rule, the Recipients shall cause no environmental pollution whatsoever (air-water-soil-subsoil) in compliance with the Company's environmental policy.



The Company carefully selects and inspects any contractor whose work may have environmental impacts.

#### **4.17 Non employment of illegal workers**

Article 25-duodecies of Decree no. 231 states that the Company may be prosecuted for employing foreign workers who do not have a regular residence permit.

The Recipients shall carefully abide by the regulations for the issue and renewal of residence permits for foreign workers.

The Recipients shall not favor illegal immigration in any way.

#### **4.18 Prohibition of racism and xenophobia**

The Recipients shall not promote and instigate to crime for reasons of racial, ethnic and religious discrimination.

