

CODE OF ETHICS AND STANDARDS OF CONDUCT

UPDATE 2021



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 31st 2009 and cover the general principles and standards of conduct that ABIOGEN PHARMA S.p.A. (hereinafter referred to as “ABIOGEN 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, ABIOGEN 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 ABIOGEN 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 ABIOGEN PHARMA intends to promote.

The principles and rules laid down by this Code of Ethics embody the ethical and legal responsibilities undertaken by ABIOGEN 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 ABIOGEN PHARMA s.p.a., Via Meucci, n 36 - 56121 Pisa - Loc. Ospedaletto;

- Email: odv@abiogen.com

Any breach of the provisions laid down by the Code of Ethics may endanger the relation of trust with ABIOGEN 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 ABIOGEN PHARMA who commit or try to commit any of the offences mentioned in article no. 231/2001 (articles 24 to 25- *sexiesdecies*) 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 ABIOTEN PHARMA's involvement, in whatever form, shall immediately inform the Supervisory Body thereof.

3.2 Procedures

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

Any operation of ABIOTEN 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 ABIOTEN PHARMA and damage its reputation.

In particular, any conflict of interest between one's personal or family business and one's position at ABIOTEN 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

ABIOTEN 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 ABIOTEN PHARMA.

In addition, being loyal means that ABIOTEN 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 ABIOGEN 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 ABIOGEN 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

ABIOGEN 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

ABIOGEN 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 ABIOGEN 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 ABIOGEN 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 ABIOTEN PHARMA and may not be disclosed to any third party or used in any way without the written authorisation of ABIOTEN 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 de-mergers, 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 196/2003 as amended by Law Decree n. 101 of 10 August 2018 and EU Regulation 2016/679).

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 ABIOGEN PHARMA shall be used for any purpose other than those intended by ABIOGEN PHARMA, nor for any purpose other than ABIOGEN 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

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

ABIOGEN 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, ABIOTEN 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 ABIOTEN 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 ABIOTEN 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 ABIOTEN 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, ABIOTEN 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 Tax obligations

The Company undertakes to carry out all tax obligations required by the law in force with completeness and transparency and to collaborate, where required, with the Financial Administration.

Tax returns and the payment of taxes represent behaviors that are not only mandatory from a legal point of view, but also unavoidable in the context of the company's social responsibility.

3.22 Media

Specifically designated corporate functions are responsible for ABIOTEN PHARMA's media relations, which must comply with the communication policy implemented by ABIOTEN 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 ABIOTEN PHARMA shall first be authorised and formalised in writing, according to corporate procedures.

3.23 Fair competition

ABIOTEN 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****4. Banning criminal proceedings**

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 ABIOTEN PHARMA, pursuant to articles nos. 6 and 7 of Legislative Decree no. 231/2001.

Therefore, ABIOTEN 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 ABIOTEN PHARMA.

No embezzlement

No influencing of public authorities

No corporate crimes

No female genital mutilation

No crimes against personal freedom

No market abuse

No crimes of association or international crimes



No breach of accident-prevention regulations

No receiving of stolen goods, money laundering or reuse

No cyber-crime

No copyright infringements

No industrial and trade offences

Incitement to make no statements or to make false statements to the Judiciary

No environmental crimes

Non employment of illegal foreign workers

Prohibition of racism and xenophobia

- **Prohibition of frauds in sports competitions**
- **Prohibition on the commission of tax offenses**
- **Prohibition of customs smuggling**

PART THREE

IMPLEMENTATION OF THE CODE OF ETHICS

5. Implementation of the Code of Ethics



The Supervisory Body (SB) set up within the Company monitors the implementation of this Code of Ethics.

In particular, the SB must undertake initiatives for the dissemination of the Code of Ethics and receive any reports of violations of the Code of Ethics.

The reporting of any violations of the Code of Ethics can be forwarded, in addition to the hierarchical line, also directly to the SB, in writing, at the following addresses:

- Organismo di Vigilanza, c/o ABIOGEN PHARMA s.p.a., Via Meucci, n 36 - 56121 Pisa - Loc. Ospedaletto;
- e-mail: odv@abiogen.com

Correspondence addressed to the Supervisory Body must in no case be opened by parties other than the recipient.

The strictest confidentiality will be maintained on the reports received.

The SB also takes anonymous reports into consideration.

If the report is deemed manifestly unfounded or unrelated to the implementation of the Code of Ethics, the SB, with written motivation sent to the HR Department as far as it is concerned, orders it to be archived.

If the report is deemed not manifestly unfounded and pertaining to the implementation of the Code of Ethics, the SB proceeds, within the scope of its competences and powers, to investigate its contents, in agreement with the HR Department.

Upon completion of the investigation, the SB, if it considers the reported violation reasonably ascertained, makes a specific report to the Board of Directors so that it can take the measures deemed most appropriate, also with the application of the corporate sanction system.

The company undertakes not to carry out any direct or indirect retaliatory measures against staff who have contacted the Supervisory Body in good faith.

The company also reserves the right to protect itself in the competent offices against defamatory or slanderous reports.

5.1 Dissemination of the Code of Ethics

The Code of Ethics is brought to the attention of internal and external stakeholders through specific communication and training activities.

Staff training on the knowledge of the Code of Ethics is carried out through the organization of courses by the internal training structure, in agreement with the Supervisory Body.



As part of the induction training program, a specific training program on the Code of Ethics must be provided for newly hired personnel to be carried out within 30 working days of recruitment, which must be shared and accepted by the person employed.

The Code of Ethics is published on the Company's website and posted on the premises of the company headquarters in a place accessible to all employees pursuant to and for the purposes of art. 7, paragraph 1 of Law 300/1970.

The existence and mandatory value of the Code of Ethics will be the subject of specific information to external collaborators and commercial partners.

5.2 The disciplinary and sanctioning system

Any behavior contrary to the principles and provisions of the Code of Ethics may be prosecuted and sanctioned, as contrary to the principles which inspire Abiogen and as potentially a harbinger of administrative responsibility of the Company.

Violations of the provisions of the Code of Ethics constitute a violation of the fiduciary relationship with Abiogen and integrate a disciplinary offense for employees.

The sanctioning measures for violation of the Code of Ethics will be commensurate with the type of violation and its consequences for Abiogen and will be adopted in compliance with the legislation and the National Collective Labor Agreements in force.

As far as self-employed workers and third parties are concerned, the violation of the provisions contained in the Code of Ethics may result in the termination of the contract pursuant to art. 1453 of the civil code, in addition to any compensation for damages.

The detailed contents of the sanction system are reported in the Abiogen organizational model.

5.3 Conflict of company procedures and regulations with the Code of Ethics

In the event that even one of the provisions of this Code should conflict with provisions set out in internal regulations or procedures, the Code of Ethics will prevail over any of these provisions.

Examples of criminal conduct

For an easy understanding, these cases are reported in a descriptive and simplified way and from the hypothetical point of view of their realization by a company representative of ABIOTEN.

Art. 318 of the Criminal Code (Corruption for the exercise of the function).

A company representative delivers or promises money or other benefits to a public official for the exercise of his functions or powers.

Art. 319 of the Criminal Code (Corruption for an act contrary to official duties).

A company representative delivers or promises money or other benefits to a public official, to make him omit or delay or for having omitted or delayed an act of his office, or to make him perform or for having performed an act contrary to the duties of the office.

Art. 319 ter of the Criminal Code (Corruption in judicial acts)

A company representative delivers money or other benefits to a public official to favor or damage a party in a civil, criminal or administrative process.

Art. 319 quater of the Criminal Code (Undue inducement to give or promise benefits)

A company representative is induced to deliver or promise money or other benefits to a public official following the abuse of quality or powers by the latter.

Art. 322 of the Criminal Code (Incitement to corruption).

A company representative offers or promises money or other benefits not due to a public official, for the exercise of his functions or powers, if the offer or promise is not accepted.

Art. 322 bis of the Criminal Code (Embezzlement, extortion, corruption and incitement to corruption of members of the bodies of the European Communities and of officials of the European Communities and of foreign states).

A company representative commits acts of corruption against foreign public officials (officials of the European Union and those who, within other Member States of the European Union, perform functions or activities corresponding to those of the Italian officials).

Art. 346 bis of the Criminal Code (Trafficking of illicit influences)

A company representative gives or promises money or other benefits to a person who has requested it - exploiting existing relationships or claiming relationships as the price of his illicit mediation towards a public official or to remunerate him in relation to the exercise of its functions or powers.

Art. 640 bis of the Criminal Code (Aggravated fraud to obtain public funds).

A company representative, with tricks and deceptions, misleads the public body and obtains contributions, loans, soft loans or other disbursements of the same type from the State, other public bodies or the European Communities.

Art. 2621 of the Civil Code (False corporate communications).

The directors, general managers, statutory auditors of the Company, in order to obtain an unfair profit for themselves or for others, in the financial statements, in the reports or in other corporate communications addressed to the shareholders or to the public, provided for by law, knowingly state material facts that do not correspond to the truth or omit material facts whose disclosure is required by law on the economic, patrimonial or financial situation of the company or group to which it belongs in a way that is concretely suitable for misleading others.

Art. 2625 of the Civil Code (Prevention of control).



The directors of the Company, by concealing documents or with other suitable devices, prevent or otherwise hinder the performance of the control activities legally attributed to the shareholders or other corporate bodies.

Art. 2635 of the Civil Code (Corruption between private individuals).

A company representative offers, promises or gives money or other benefits not due to directors, general managers, statutory auditors or employees of other companies or private entities, to have them perform or omit an act in violation of the obligations inherent in their office or fidelity.
If the bestowal or offer is accepted.

Art. 2635 bis. of the Civil Code (Incitement to corruption between private individuals).

A company representative offers, promises or gives money or other benefits not due to directors, general managers, statutory auditors or employees of other companies or private entities, to have them perform or omit an act in violation of the obligations inherent in their office or fidelity.
If the bestowal or offer is not accepted.

Art. 615 ter of the Criminal Code (Unauthorized access to an IT or telematic system).

A company representative illegally enters a computer or telecommunication system protected by security measures or remains there against the express or tacit will of those who have the right to exclude them.

Art. 635 ter of the Criminal Code (Damage to information, data and computer programs used by the State or by another public body or in any case of public utility).

A company representative commits an act aimed at destroying, damaging, deleting, altering or suppressing information, data or computer programs used by the State or other public body or pertinent to them, or in any case of public utility.

Art. 635 quater of the Criminal Code (Damage to IT or telematic systems).

A company representative destroys, damages, renders, in whole or in part, the IT or telematic systems of others unusable or seriously hinders their functioning.

Art. 171 law 633/1941

A company representative makes available to the public, by placing it in a system of telematic networks, through connections of any kind, a protected intellectual work, or part of it.

Art. 648 of the Criminal Code (Receiving)

A company representative buys, receives or conceals money or things deriving from any crime, or in any case interferes in having them purchased, received or concealed in order to obtain a profit for himself or others.



Art. 648 bis. of the Criminal Code (Recycling).

A company representative replaces or transfers money, goods or other benefits deriving from a non-culpable crime, or carries out other operations in relation to them, in order to hinder the identification of their criminal origin.

Art. 648 ter of the Criminal Code (Use of money, goods or benefits of illicit origin).

A company representative employs money, goods or other benefits deriving from crime in economic or financial activities.

Art. 648 ter.1 of the Criminal Code (Self-laundering).

A company representative, after having committed or contributed to committing an unintentional offence, employs, replaces, transfers, in economic, financial, entrepreneurial or speculative activities, the money, goods or other benefits deriving from the commission of this offence, in order to concretely hinder the identification of their criminal origin.

Art. 589 of the Criminal Code (Manslaughter)

A company representative through negligence causes the death of a person, violating the rules for the prevention of accidents on the workplace.

Art. 590 of the Criminal Code (Negligent personal injury)

A company representative causes serious or very serious personal injury to others through negligence, violating the rules for the prevention of accidents on the workplace.

Art. 2 of Legislative Decree 74/2000 (Fraudulent declaration through the use of invoices or other documents for non-existent operations)

The legal representative, in order to evade income or value added taxes, using invoices or other documents for non-existent operations, indicates fictitious passive elements in one of the declarations relating to the aforementioned taxes.

Art. 3 of Legislative Decree 74/2000 (Fraudulent declaration by other devices).

The legal representative, in order to evade income or value added taxes, by carrying out objectively or subjectively simulated operations or by making use of false documents or other fraudulent means capable of hindering the assessment and misleading the financial administration, indicates in one of the declarations relating to the aforementioned taxes, active elements for an amount lower than the actual amount or fictitious passive elements or credits and deemed fictitious (upon the use of punishment thresholds).

Art. 8 of Legislative Decree 74/2000 (Issue of invoices or other documents for non-existent transactions)

The legal representative, in order to allow third parties to evade income or value added taxes, issues or delivers invoices or other documents for non-existent transactions.

