

CODE OF ETHICS AND STANDARDS OF CONDUCT

UPDATE 2023



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 on 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 for ABIOGEN PHARMA, to advocate and promote high professional standards while 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 Model, pursuant to Legislative Decree no. 231/2001, to which it is also formally enclosed.

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

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 in the provisions laid down by the Code of Ethics may endanger the fiduciary relationship with ABIOGEN PHARMA and may result in disciplinary measures or penalties in accordance with the applicable regulations and the national collective bargaining agreement.

Any ABIOGEN PHARMA’s employees or executives 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 – will be dismissed.

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



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 all **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 from other Group’s subsidiaries, **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 else 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 the contracts of non-permanent staff. Breaking the fiduciary relationship with ABIOTEN PHARMA, through a serious and/or continuous 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

ABIOTEN PHARMA conducts its business abiding by any applicable law and regulation in Italy or in any other country in which it pursues its business, for any reason and in any form, as well as adhering to any professional and corporate ethical standards.

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

Any behaviour that merely aims at influencing someone’s judgement and conduct is forbidden.

Competent and appointed individuals are responsible for ABIOTEN PHARMA’s business conformity and compliance with any applicable 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, must immediately inform the Supervisory Body thereof.

3.2 Procedures

ABIOPEN PHARMA implements a formal system of authorisation and approval within the company for any decision-making process on investments and financial management. Any ABIOPEN PHARMA's operation, including any outsourced operation, shall be kept confidential, in accordance with the applicable law and the corporate regulations, procedures and rules, which are objectively reviewed and supervised.

3.3 Conflict of interest

Employees must pursue behaviours of integrity and autonomy that prevent any situation that could potentially conflict with ABIOPEN PHARMA's interests and damage its reputation.

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

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

In the event of a conflict of interest however, the Recipient must 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 must not:

- Be employed by any third party, act as consultants or in any other position for any third party as this may be incompatible with their duty at ABIOPEN PHARMA, without a 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

ABIOPEN PHARMA is aware of the centrality of its human resources department and the



importance of a mutual fiduciary relationship with them.

Therefore, ABIOPEN PHARMA's human resources management of any labour relation or collaboration, respects workers' rights and fully encourages their contribution, so as to boost their development and professional growth.

ABIOPEN PHARMA promotes training and lifelong learning programmes to enhance specific professional skills as well as to retain and increase the skills already gained over the collaboration. ABIOPEN PHARMA is committed to avoid any discrimination based on age, gender, sexuality, health, race, nationality, political opinion, trade union membership or religious belief, in any decision that influences its relations with the Recipients,

3.6 Workplace health and safety

In addition, the Company is committed to build and strengthen a culture of safety by raising the Recipients' awareness on any risk and promoting responsible conducts to protect their health and safety.

ABIOPEN PHARMA complies with the current applicable legislation on workplace health and safety regulations.

3.7 Environmental protection

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

Recipients must adhere to the applicable environmental regulations while performing their tasks.

3.8 Abusive conduct

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

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

3.9 Alcohol or drug abuse

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



3.10 Smoking

Smoking is not allowed in the workplace.

3.11 Transparent, exhaustive information

ABI OGEN PHARMA is committed to clearly and transparently inform all Recipients on the standing and progress of its relationship with them, without facilitating partiality to any interest group or any individual.

3.12 Confidentiality

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

Most importantly, such confidential information includes facts that are not publicly known and could affect the value of ABI OGEN 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 as well as marketing strategies or services, non-public financial information, information about sales, mergers, takeovers, internal procedures and secret passwords.

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

Every Recipient must 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 any employee or consultant in connection with their work is the property of ABI OGEN PHARMA and may not be disclosed to any third party or used in any way without the written authorisation of ABI OGEN PHARMA.

Information about scientific and/or technological research must not be shared until measures have been taken to protect the Company's industrial property rights, in accordance with its corporate procedures.

Electronic processing of any information must be checked for security, to protect the Company from any illegal access or misuse.

Any 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 the 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, Recipients must make every effort to fulfil the requirements laid down by 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 must 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, to protect the Company’s assets, everyone must behave responsibly and must use such assets in keeping with the applicable operating procedures.

Everyone shall carefully and sparingly use the Company’s assets entrusted to them and must 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 must be properly recorded, and any relevant decision-making and authorisation processes must 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 the duty to collaborate in making the Company’s business exhaustively, correctly and promptly represented by the accounts, and in making sure that any related record is 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 the 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 must not be involved in any event associated with laundering of proceeds of illegal or criminal operations.

ABIOGEN PHARMA must 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, responsible and concerned corporate functions must check other parties' business reputation, as far as reasonably feasible.



ETHICAL CONDUCT WITH THIRD PARTIES

3.18 Customers

When handling customer relations in accordance with any corporate procedure, ABIOPEN PHARMA's employees must 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 must not promise or offer any payment or any asset or any other reward to further or advance any interest of ABIOPEN PHARMA.

3.19 Suppliers

Suppliers and purchasing conditions must be selected on the basis of objective and transparent assessments 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 must not promise or offer to any Italian or foreign public officer or to any relatives thereof, any payment or any asset or any other reward to further or advance ABIOPEN PHARMA's interests, 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 must not try to improperly influence other parties' decisions nor the decisions of the officers who negotiate or take decisions on behalf of the public authority or public body.

ABIOPEN PHARMA must fully and thoroughly enforce any applicable law or regulation while engaging in any relationship with public authorities or public bodies.

When bidding on a tender for a public authority or public body, Recipients must 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 current applicable law with completeness and transparency and to collaborate, where required, with the Financial Administration.



Tax returns and payments represent behaviours 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 ABIOGEN PHARMA's media relations, which must comply with communication policies implemented by ABIOGEN PHARMA and any other applicable procedure.

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

Attendance at any committee or association of any kind, whether scientific, cultural or trade unions, on behalf or in the name of ABIOGEN PHARMA must be pre-emptively authorised and formalised in writing, according to corporate procedures.

3.23 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 their products.



PART TWO**POLICY RELATING TO THE RELEVANCE OF CRIMINAL CONDUCT****4. Banning criminal proceedings**

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

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

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

Prohibition of embezzlement

Prohibition of influencing of public authorities

Prohibition of corporate crimes

Prohibition of female genital mutilation

Prohibition of crimes against personal freedom

Prohibition of market abuse

Prohibition of crimes of association or international crimes

Prohibition of breach of accident-prevention regulations

Prohibition of receiving of stolen goods, money laundering or reuse

Prohibition of cyber-crime

Prohibition of copyright infringements

Prohibition of industrial and trade offences

Prohibition of incitement to make false statements to the Judiciary

Prohibition of environmental crimes

Prohibition of employment of illegal foreign workers

Prohibition of racism and xenophobia

Prohibition of frauds in sports competitions

Prohibition of commission of tax offenses

Prohibition of customs smuggling



PART THREE

CODE OF ETHICS IMPLEMENTATION

5. Code of Ethics Implementation

The Supervisory Body (OdV) established at the Company, monitors the implementation of this Code of Ethics. In particular, the OdV must undertake initiatives for the dissemination of such Code of Ethics and receive any reports of violations of the latter, in the forms and methods provided for by the Whistleblowing Procedure adopted by the Company and related annexes.

Reporting of any violations of such Code of Ethics can be forwarded to the Reporting Management Structure, which has been formally appointed by ABIOTEN PHARMA, using the channels provided for in the Whistleblowing Procedure.

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

A specific training program on such Code of Ethics must be provided for newly hired personnel to be carried out within 30 working days from the hiring date, and must be shared and accepted by the person employed as part of the induction training program.

The Code of Ethics is published on the Company's website and posted on the premises of the company headquarters in a place that is 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 such Code of Ethics, will be subject of a specific policy for external collaborators and commercial partners.

5.2 The disciplinary and sanctioning system

Any breach of conduct that opposes to the principles and provisions in such Code of Ethics will be prosecuted and sanctioned, as considered contrary to the principles which inspire ABIOTEN PHARMA and a potential harbinger of ABIOTEN PHARMA's administrative responsibility.

Violations in provisions of such Code of Ethics constitute a violation of the fiduciary relationship with ABIOTEN PHARMA and integrate a disciplinary offense for employees.

Sanctioning measures for violations of such Code of Ethics will be commensurate with the type of violation as well as with ABIOTEN PHARMA's consequences and will be adopted in compliance with the current applicable legislation and the National Collective Labor Agreements in force.



As far as self-employed workers and third parties are concerned, any violation in the provisions of such Code of Ethics will 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 ABIOPEN PHARMA's organizational model.

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

In the event that one of such provisions in this Code should conflict with provisions set out in other internal regulations or procedures, the Code of Ethics will prevail over any of these aforementioned 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 an ABIOPEN PHARMA's company representative.

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 them omit or delay or for having omitted or delayed an act of their office, or to make them 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 which are not due to a public official, for the exercise of their 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 their illicit mediation towards a public official or to remunerate them in relation to the exercise of their functions or powers.

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

A company representative misleads a public body with tricks and deceptions 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, 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, in order to obtain an unfair profit for themselves or for others, in financial statements, reports or in other corporate communications addressed to the shareholders or to the public, provided for by law.

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

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

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

A company representative offers, promises or gives money or other benefits which are 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 which are 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, others' IT or telematic systems or makes it unusable or seriously hinders their functioning.

Art. 171 law 633/1941

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

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 with having them purchased, received or concealed 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, 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).

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

Art. 589 of the Criminal Code (Manslaughter)

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

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

A company representative causes serious or very serious personal injuries to others through negligence, violating the rules for the prevention of accidents at 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 indicates fictitious passive elements in one of the declarations relating to value added taxes, using invoices or other documents for non-existent operations, to evade income or aforementioned taxes.

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

The legal representative indicates active elements for an amount lower than the actual amount or fictitious passive elements, credits or withholding taxes (upon the use of punishment thresholds) in one of the declarations on income or value added taxes, to evade the latter, 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.

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

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