

# **CODE OF ETHICS AND CONDUCT**

**MediNeos S.U.R.L.**

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## **Introduction**

MediNeos S.U.R.L. (hereinafter "MediNeos") is a Contract Research Organization specialized in the design and conduct of observational studies, founded in 2003 (with the company name MediData S.r.L. until its change in 2016). The Code of Ethics and Conduct of MediNeos (hereinafter "Code") expresses the commitment of the Company to operate, as well as in compliance with laws and regulations, also in accordance with certain principles and ethical standards of conduct. In particular, the Code identifies the corporate values, highlighting rights, duties and responsibilities of whom are working for/with the Company: employees, consultants, agents, business partners, public administration, public employees, shareholders

The adoption of this Code, within the corporate environment, is a further expression of the Company's mission: satisfy the needs and the expectations of the clients. In order to achieve this, MediNeos promotes a high standard of competence and professionalism within its staff, forbidding those behavior that are in conflict not only with the legal requirements, but also with the corporate values.

The Code (which replaces, with updates and modifications, the Code of Ethics approved on 08/10/2009) is an official document of the Company and is, therefore, binding for all bodies, employees, consultants, contractors and, more generally, for all third parties acting on behalf of MediNeos (the "Recipients").

The application of the following principles is ensured by the presence, within the Company, of procedures designed to ensure that the recipients actually operate in compliance with ethical principles

MediNeos is committed to make available the content of this Code, which was adopted by resolution of the Board of Directors, to those who work within its structure and to all who have any connection with the Company. MediNeos will take into account any contributions and suggestions of the recipients in order to constantly improve the document itself.

Compliance with the Code is required indiscriminately by all corporate officers, employees and all those who, directly or indirectly, permanently or temporarily, establish relationships with the Company, taking all necessary internal actions and, if authorized, external, in case of non-performance by third parties.

MediNeos is also committed to establish and maintain adequate internal procedures in order to control the correct application of this Code.

## **1. Ethical principles and corporate values**

This Code sets out the principles to which the Recipients must conform in the performance of the corporate mission.

Compliance with the law, regulations, statutory provisions, integrity and fairness are constant commitment and duty of all who work for MediNeos.

In particular, MediNeos operates according to local and international regulations related to the clinical research according to the observational nature of the research.

MediNeos promptly adopts all the regulations and law related to the field of observational studies and also the one that refer to the CRO. MediNeos, from the beginning of its establishment, is committed to establish and maintain a system of governance based on best practice standards, in a way that the Company has also adopted the standards of clinical experimental research although not binding for observational research.

Protection of dignity, acknowledgement of the human resources, freedom and equality of human beings, protection of labor and trade union rights, health, environment are particularly respect together with the values of transparency and sustainable development.

In designing and Conduction its studies and projects in the field of epidemiology, clinical, pharmaceutical and healthcare in general MediNeos has always pay particular attention to the professional training, scientific and cultural development of its staff, in order to deliver a high quality and timely service to its customers.

Without distinctions or exceptions, everybody involved in the Company's activities conform its actions and behavior to the principles and contents of the Code as part of its duties and responsibilities, aware that compliance with the Code is an essential element for the quality of their work and professional. The relationships and behaviors within the working environment should be based on the value of honesty, fairness, cooperation, transparency, confidentiality, loyalty and mutual respect; respect for these values is necessary and indispensable to achieve recognition and promotion within the Company.

In no way the belief of acting for the benefit or on behalf of MediNeos can justify, even in part, the adoption of behaviors that are in conflict with the principles and contents of the Code.

The Company intends to make sure that the corporate bodies, employees or other persons acting on its behalf will not commit offenses that can discredit not only its image but also lead to the application of one of the sanctions provided for by the Legislative Decree 231/2001 - amended and updated - provided for in the event that the offenses are lead for the interest or advantage of MediNeos.

This Code, therefore, is part of a broader project aimed to give an ethical identity to the Company, making explicit the values that it wants respected in any conduct engaged in by its members.

As a Company operating in the field of scientific research and in particular in the field of epidemiology, the well-being of civil society and the improvement of living conditions and quality of life represent for MediNeos and its staff the highest value. The well-being of the Company cannot prevail over interest for the the human being.

MediNeos and those who work within the Company should observe all the safety standards set by the laws in force, the rules of privacy and the ones set within the clinical research (GCP as compatible with the observational nature of the studies and other national regulations and law - AIFA Guidelines on observational studies), putting in place all the procedures to ensure the correctness, completeness and transparency of the information and data collected and processed in order to carry out its activities in a competent and professional way, therefore achieving truthful and useful for the scientific research and the wellness of the community.

MediNeos and its staff must also comply with the ethical guidelines set out by the major national and international scientific societies. In the national context, MediNeos follows the best practice Guidelines set by SSFA (Society for Applied Pharmacological Sciences). Finally, the compliance with these rules and ethical standards is constantly improved by the contact with a wide networking of consults and guaranteed by careful and periodically controls. The Company intends, therefore, strongly emphasized that fairness and legality in work and business are and always will be an essential value of MediNeos.

## **2. General ethical principles**

MediNeos has as its fundamental principle the respect of the laws and regulations of the countries in which it operates: the corporate bodies and MediNeos employees are committed to their strict compliance.

MediNeos requires equal commitment to consultants, contractors and third parties acting on behalf of the Company.

The Company has also, as a further fundamental principle, compliance with ethical rules which formally endorsed.

Recipients must also comply with company policies and operating procedures.

Recipients are required to promote the implementation and dissemination of the principles contained in the Code and to raise awareness among third parties who come into contact with the Company to comply with these values.

### **2.1 Ethical principles and stakeholders**

Stakeholder includes associates, the Company Representatives, Customers, Suppliers, Public Administration, Environment, the community and all the subjects who might have interest towards the Company. MediNeos, in the Conducting its activities and regarding its relationship with third parties, observes the principles of honesty (compliance with laws, Codes, regulations, recommendations, guidelines and practices recognized); loyalty and fairness (especially during negotiations); transparency; accuracy and completeness of the information, protection of the value of human and corporate resources, equality and impartiality (without any distinction and / or

discrimination based on gender, age, sexuality, religion, health, nationality, political opinion. All persons who enter into a relationship with the Company are held to the same rules of Conduct); respect and protection of the environment.

MediNeos is committed to take all appropriate measures to prevent, avoid and prohibit:

- Practices of corruption, illegitimate favors, collusion, requests, direct and / or through third parties, and personal benefits for oneself or for others. It is forbidden to receive, to offer, directly or indirectly, money, material benefits and any kind of other advantages to oneself or to third parties - government representatives, functionaries and public or private employees. Even if not illegal, it is forbidden any action which might lead to the loss of independence in judgment and that – if becoming known - could damage the Company's public image. Anyone who receives gifts or benefits - in excess of the customs, habits or high value - is required to promptly inform the Vigilance Committee.
- The diffusion of confidential information (technical, technological, commercial) with respect to which employees and recipients of the Code are bound to confidentiality, even after the termination of the relationship with MediNeos.
- Omissions, deceitfulness, or inaccuracies relating to the account records. Every transaction must be properly recorded, authorized, verifiable, legitimate, consistent and appropriate. For each transaction, there must be an adequate supporting documentation in order to be able, at any time, the Conduct an inspections to certify the characteristics and motivations and also to be able to identify who authorized, performed, recorded and verified the operation itself. To this end, all employees involved in the account records must ensure collaboration, completeness and clarity of the information provided, as well as the accuracy of the data and of the elaborations. Accounting records are defined as all records that are related to the management accounting, including expense allowance;
- Any actions covered by the D. Lgs. 231/2001 or any acts - governed by other rules – that could constitute a source of liability for the Company;
- Actions that may create conflicts of interest, both real and potential, between personal and corporate activities; therefore, transparency, trust and integrity are values that must be respected at all times. No employee of MediNeos can obtain personal benefits while carrying out professional activities on behalf of MediNeos. Where potential conflicts may arise, the employee has to promptly inform its supervisor in order to resolve the matter. The relationship between the Company and its corporate officers are based on mutual trust and inspired by the utmost honesty. These, therefore, must avoid any situation which could lead to conflict with the interests of MediNeos, between the personal and family economic activities and the position held in the Company.

## **2.2. Ethical principles, Staff and Collaborators**

MediNeos ensures that its activity is based on principles of fairness and equal treatment and condemns any form of abuse of authority by any person.

MediNeos is committed to provide, in full compliance with the legal framework and contractual provisions, equal employment opportunities without distinctions based on ethnicity, religion, opinion, nationality, sex, physical condition, age, social conditions, giving all employees the same job opportunities and making sure that everyone benefits of a fair statutory and wage treatment exclusively based on professional merit and competence.

All the Company's business is based on the respect of human rights as internationally recognized. In particular, MediNeos is committed to protect the physical and moral integrity of its employees and collaborators, guaranteeing working conditions that respect human dignity. It is forbidden any attitude and behavior that can endanger or violate the physical and moral integrity of other individuals. And furthermore it is forbidden to engage in any conduct intimidating, hostile or offensive.

MediNeos is committed to strict compliance with all laws and regulations on labor protection and to combat forms of illegal work or illegal immigration; in particular it is strictly forbidden to employ foreign workers without a residence permit or permit revoked or expired which has not been claimed for documented renewal.

MediNeos, as well as playing an important role in scientific research for human health, promotes and protects the health of its employees. MediNeos pays particular attention to the technical training, professional and human development of its employees; provides, since the beginning of the working relationship, comprehensive information related to the tasks assigned, the legal background, the remuneration package and also risks related to personal health. Every employee, contractor and manager must explicitly accept the obligations arising from this Code of Conduct.

MediNeos requires that the official staff uniform to decisions taken; it has the duty to perform correctly, diligent and punctual the tasks that have been assigned.

Employees have the right to peacefully express their dissent if they do not share the guidance given by superiors. Superiors must encourage the participation of employees in the business decisions process, pledging to increase the decision-making autonomy, limiting, to that end, the subordination to the essential aspects of the tasks.

In the context of hierarchical relations, corporate officers are required to exercise power and authority in a fair and correct manner, without any type of abuse. Therefore, requests for personal favors, and any behavior that represents a violation of this Code is forbidden.

The Employees must avoid any form of conflict of interest; those among them who have private interests, direct or by proxy, with suppliers, customers or competitors have the duty to refrain, unless prior authorization, from any negotiation on behalf of the Company.

Collaborators, Consultants, and in general all those who work on behalf of the Company are obliged to report any situation that could constitute, if only abstractly, a conflict of interest.

Personnel must protect and preserve the values and the Company's assets entrusted to it and contribute to the protection of the heritage MediNeos, avoiding situations that could adversely affect the integrity and safety of this heritage.

In all cases, the staff must avoid using for their own benefit or otherwise improper purposes resources, goods or materials of the Company.

The staff and anyone acting on behalf of the Company has a duty to secrecy related to its duties and on all the information that is provided with or that it becomes aware of carrying our work activities.

The staff must act in respect of the dignity of the other colleagues and of all the obligations forecasted in the employment contract, by the present Code and by the Code of ethics of the profession to which they belong – if available

The staff is also required to contribute to the maintenance of a decent working environment, avoiding behaviors such as threatening or offensive, aiming to discrediting or marginalizing others.

Anyone who is working within the Company's offices shall not act under the influence of alcohol or drugs and shall respect the smoking ban.

The Company management must promptly report the failure of compliance with this Code and ensure the protection of those likely to be subject to harassment or behavior contrary to the principles and obligations contained in the Code or in any way related to mobbing practices that are all, without exception, prohibited.

Relationships with employees, contractors, suppliers, customers and third parties will be discontinued or will not start with those who do not align to the fundamental principle of observance of laws and regulations in all countries in which MediNeos operates.

Employees must be aware of the applicable laws and consequent behaviors; should there be doubts about how to proceed, the Company shall adequately inform its employees by implementing an adequate training program and awareness with regard to issues relating to the application of the Code.

MediNeos inspires the staff selection process to principles of fairness and transparency, and repudiates any form of discriminatory behavior, favoritism and cronyism; in particular assessment of the staff to be employed is based on the correspondence of the candidates' profiles and their specific competences than expected and business needs, in compliance with equal opportunities for all concerned; the information required from the candidates are closely related to the verification of the aspects of the professional and psychological aptitude profile, in respect of the private sphere and opinions of the subject.

MediNeos prohibits any form of discrimination in personnel management and is committed to providing equal opportunities to all employees, evaluating them solely on the basis of their personal qualifications and merit and performance capabilities, without any distinction due to political reasons,



trade union, racial, language and gender; the Company agrees to pay its employees based solely on criteria of merit and competence, in accordance with the law and collective contracts.

MediNeos promotes the development and the highest evaluation of talent, aptitudes and skills of employees.

MediNeos guarantees that, within its organization, the annual targets, both general and individual, for its employees and contractors working on behalf of the Company, are focused on the possible results (even though ambitions), specific, concrete, measurable and related to the expected time to achieve them.

MediNeos guarantees the confidentiality of the employee's personal data processed for business purposes, ensuring that any communication of the same happen in appropriate and authorized manner.

### **2.3 Ethics and Directors**

it is a duty, as well as a right, of each Director of the Company to make proper decisions with absolute autonomy and independence of judgment.

Each director must exercise its management and control functions diligently, on an informed basis and in full awareness of the duties and responsibilities inherent in its office.

Each Director has an obligation to give notice of any situation in which it can be configured, even potentially, a conflict of interests between economic activities (personal / family) and the Company's management activities.

The Director-associate must in any case exercise the right to vote accordingly to the principles of fairness and good faith.

### **2.4. Ethics, clients and suppliers**

MediNeos activity, especially because of its peculiarity within the Italian market, ensures high standards of quality.

The Company's essential objective is to maintain the loyalty and trust of its customers by offering valuable services and is committed to keep secret and / or confidential information on its customers, in compliance with current legislation, except that disclosure of the data is authorized according to law.

For this reason, MediNeos requires that anybody performing any activity related to the Company:

- scrupulously observe the internal procedures, regulations, directives in order to achieve the highest standards in terms of quality and safety for the customer;
- provide accurate and complete information on products and services thought truthful communications no matter if the nature being advertising, scientific or otherwise;

- conform their actions in a spirit of cooperation and good faith.

Suppliers' selection and the purchase of goods and services are carried out by specific business functions based on objective evaluations of competitiveness, quality, cost, price and integrity.

In relations procurement, provisioning, and in general, the supply of goods and/or services and external collaboration (including consultants, agents, etc.) the staff is obliged to:

- follow internal procedures for the suppliers' selection and for the relations management;
- adopt in the selection process criteria based on objective evaluation in accordance with procedures known and transparency;
- use as much as possible, in compliance with applicable laws and criteria of legality of transactions with related parties, products and services provided by the latter under competitive conditions of the market;
- include in contracts the confirmation that the signatory has read the Code of Conduct and its commitment to comply with all the obligations contained therein;
- follow and require compliance with contractual conditions.

The remuneration to be paid shall be exclusively proportionate to the services listed in the contract and payments will not in any way be made to a person other than the contractor or in a third country other than that of the parties or of the contract.

## **2.5 Ethics and Competitors**

MediNeos inspires his conduct towards the competitors based on the principles of loyalty and integrity and, consequently, prohibits unfair competition.

In particular, the Company prohibits any form of unlawful use of other people's brands, the use of false or inaccurate information designed to discredit a competitor, the use of force or other fraudulent means aimed at obtaining confidential information by employees or consultants or competitors.

MediNeos has an indispensable principle compliance with antitrust laws in force in the countries in which it operates and it demands its respect.

## **2.6 Ethics and Patients**

MediNeos has, as a fundamental principle, the compliance with regulations and ethical provisions internationally recognized regarding clinical trials, observational studies and scientific research, with total respect for human rights.

MediNeos agrees to keep confidential the identification data (direct and / or indirect) of the patients involved in scientific research and to disclose only strictly anonymous data where disclosure is authorized by regulatory standard or public institution

### 3 Rules of conduct

#### 3.1. Relationship with Public Administration, Institutions, Associations

MediNeos actively and fully cooperate with the public authorities. All those who work or cooperate with the Company must keep – regarding the relations with the public administration – a behavior characterized by fairness, transparency and traceability.

Such relationship shall be reserved exclusively to the competent functions and positions within the Company, in accordance with the approved plans and procedures.

MediNeos, its bodies, employees, consultants, employees and in general third parties acting on behalf of the Company in relations with the Public Administration, Italian or foreign, must respect the principles of impartiality and efficiency as PA does.

MediNeos prohibits anyone acting on its behalf, including consultants, contractors and any third party, any conduct consisting of promise or offer, directly or indirectly, money or other benefits to Public Officials or Public Service Officers, Italian or foreign, from which the Company can achieve an undue or unlawful interest or advantage.

The persons appointed by MediNeos to conduct any business negotiation, request or relation with the Public Administration, Italian and foreign, must not under any circumstances attempt to improperly influence the decisions of the Public Officials / Public Service; particularly the following actions are forbidden:

- offer, in any way, employment and / or commercial opportunities that can benefit, directly or indirectly, directors, officers or employees of the Public Administration;
- offer money or gifts to directors, officers or employees of the Public Administration or their relatives, whether Italian or from other countries. Illegal payments made directly by Company's officers or employees or made through persons acting on their behalf both in Italy and abroad are considered as acts of corruption,
- offer or accept any gift, service, benefit, or favor in order to obtain a more favorable treatment in relation to any dealings with the Public Administration. In those countries where it is customary to offer gifts to clients or to third parties, it is possible to do so when these gifts are of an appropriate nature and of modest value, but always in accordance with the law without the possibility of misinterpreting the gesture. During any business negotiation or relationship with the Public Administration, the Company staff must not attempt to improperly influence the decisions of the party, including those of officials acting on behalf of the Public Administration.
- solicit or obtain confidential information that may compromise the integrity or reputation of both parties;

- make, induce or encourage false statements to managers, officers or employees of the Public Administration;
- perform any act aimed at inducing managers, officers or employees of the foreign Public Administration to make or omit to do anything in violation of the laws and the organization they belong to.

It is forbidden to allocate to a purposes other than those for which they were granted contributions, grants or loans obtained by the State or other public body or the European Union, even if of low value / amount.

MediNeos prohibits any conduct aimed at obtaining from the State and the European Union or other public entity, any type of contribution, financing, soft loans or other funds of the same type by means of statements and / or altered or forged documents or by means of information omitted or, more generally, through trickery or deception, including those made by means of a computer or telecommunications system, designed to mislead the electricity supplier.

MediNeos should not be represented, in relations with the Public Administration, Italian or foreign, by third parties in a position of conflict of interest; these parties must refrain from any relationship with the public administration in any other case where there are serious reasons of convenience.

The same guidelines, as stated in this paragraph and same restrictions stated above, also apply to consultants and any third party dealing with the Public Administration on behalf of the Company in its relations.

The Company does not make contributions, whether direct or indirect, in any form, in political parties, movements, committees and political organizations and unions, their representatives and candidates, except those provided by specific legislation; or to organizations where a conflict of interest might arise. It can, however, accept requests for financial contributions from not-for-profit organizations and / or associations that aims to pursue high cultural value or benefit.

Fairness, adequacy and documentation of the relationship must be guaranteed in the establishment of any form of relationship, even on a consulting basis, with the scientific society and its members, Italian and foreign

### **3.2 Rules of the organization**

All operations and transactions, understood in the broadest sense of the term, must be legitimate, authorized, consistent, reasonable, documented, recorded and verifiable at all times; in particular, the procedures governing transactions must allow the possibility to carry out checks on the characteristics of the transaction, on the reasons that led to the execution, on authorizations to carry out, on the execution of the transaction. Each person making operations and transactions involving sums of money, goods or other measurable economic value, belonging to the Company, must

act with the consent and provide - on request - every valid in case to check it at any time.

Each business function is responsible for the veracity, authenticity and originality of the documentation and information provided in the performance of their competence.

Under existing rules, MediNeos agrees to take the most appropriate control and surveillance measures in order to prevent any possible behavior aimed at the commission of organized crime offenses (including transnational), against the person, of terrorism and subversion of democratic order.

### **3.3. Corporate Security**

MediNeos is committed to promoting and spreading a culture of safety in order to ensure the complete safety in the workplace, despite its activity does not involve risks to employees and consultants of the Company. MediNeos is engaged in the study, development and implementation of strategies, policies and operational plans to prevent and overcome any negligent or malicious behavior that could cause directly or indirectly damage to persons and / or resources of the Company.

The Company makes sure that there is awareness regarding the behavior criteria and obligations relating to health and safety through training courses, updates and dissemination of the contents of the so called Document on Risk Assessment (referred to in Security Italian Text).

In particular, it is compulsory, in any context that requires special attention to personal safety, to strictly follow the directions provided by MediNeos or by the relevant legislation and regulations, and refrain from any behavior that may endanger oneself and others safety.

Employees sent on a mission in health centers are given specific instructions to avoid and prevent risks to their personal safety.

The entire Company, both at senior and operational levels, must adhere to the following principles, in particular when decisions must be made or implemented:

- favor, as a priority, the compliance with current legislation on safety, hygiene and health of workers;
- avoid the risks at source, as made possible by the evolution of the best technique, by choosing more appropriate and less hazardous materials, and equipment and such as to mitigate the risks at source;
- replacing the dangerous items by the non-dangerous or the less dangerous ones;
- assess the risks that cannot be avoided and mitigate them through the most appropriate security measures, individual and collective;
- giving collective protective measures priority over personal measures of protection;

- inform and train workers –both in a diffuse and also specific way - regarding their job role
- giving appropriate instructions to the workers;
- cope quickly and effectively to any need or non-conformities in the course of work activities or during audits and inspections;
- adapt the work to the individual, in particular as regards the design of workplace and the choice of work equipment;
- organize in any case the work and operational aspects in order to safeguard the health of workers, third parties and the community in which the Company operates.

To achieve the purposes set out above, MediNeos allocates organizational resources, equipment and economic resources, in order to ensure full compliance with the safety requirements and the continuous improvement of the health and safety of workers at work and of the relevant prevention measures.

The employees, each within its jurisdiction, are required to ensure full compliance with the law, the principles of this Code and corporate procedures and any other internal provision established to ensure the protection of safety, health and hygiene of the place of work.

### **3.4. Environmental Policy**

The corporate officers, employees and consultants of MediNeos, are obliged to respect the rules, regulations and internal instructions regarding the prevention of risks and the compliance with the regulations relating to environmental protection.

The company must consider the execution of its activities with respect for the environment in which it operates, also in consideration of the rights of future generations; in particular, MediNeos undertakes to use sparingly the resources and energy and to reduce the impact that negatively affects environment.

MediNeos adopt the regulatory requirements for the disposal of special waste (such as computer hardware), hiring specialized suppliers for the operation

### **3.5 Administration Rules**

MediNeos prohibits any behavior intended to alter the accuracy and veracity of the data and information contained in financial statements, reports or other corporate communications required by law.

MediNeos prohibits any deal that is likely to cause damage to the integrity of corporate assets or damage to creditors or that can influence the will of the shareholders.

MediNeos prohibits the dissemination of false news, both inside and outside the Company.

The employees and anyone acting on the Company behalf, on the occasion of checks and inspections by the Authority, must maintain an attitude of maximum availability and cooperation with regard to inspection and control bodies; MediNeos prohibits to hinder, in any way, the Authority's supervisory functions that come into contact with the Company by virtue of its institutional functions.

### **3.6 Fight against corruption in the private sector**

Every employee is required to relate fairly with all its counterparts and, in particular, with customers, suppliers and external collaborators.

MediNeos prohibits all Recipients to:

- take improper advantage by deception, unfair or fraudulent conduct;
- accept and / or make, for themselves or for others, pressure, recommendations or undue indications;
- accept and / or make promises and / or undue offers of money or other benefits;
- keep any other behavior that might cause a damage to the Company or undue advantages for themselves, for the Company or for third party.

MediNeos is committed to managing business relationships with customers and partners in a fair, honest and professional manner, respecting the legislation in force, the agreed standards of quality and service as well as respecting the contracts in place.

During negotiations, the Company provides clear, accurate and true and commits to diligent fulfillment of the contractual obligations established.

In relations with suppliers MediNeos is inspired by principles of transparency, equality, fairness, impartiality, fairness and cost-effectiveness, avoiding behaviors that can generate improper personal benefits or conflicts of interest.

### **3.7 Fight against property offences**

MediNeos prohibits any conduct, whether of persons in a manager position or subordinates, who may even only indirectly facilitate the implementation of criminal cases such as receiving stolen goods, money laundering or the use of money, goods or other assets of illicit origin; to this end, the Company is committed to put in place all the measures in order to prevent and subsequent these actions.

### **3.8 Fight to computer crimes**

MediNeos prohibits any conduct aimed to alter the functioning of a computer or computer system without right or access to data, information or programs contained herein.

MediNeos is committed to implement all the measures of preventive and subsequent control necessary in order to paralyze any possible behavior that might even indirectly facilitate the commission of informatics crimes.

### **3.9 Protection of intellectual property and copyright**

MediNeos guarantees the respect of the intellectual property of others, and it forbids the misuse.

### **3.10 Relationships with the Judicial Authority**

MediNeos guarantees full cooperation with the judicial authorities, including foreign ones, and prohibits taking any conduct aimed to affect or influence a subject as part of its notification to the Authority, guaranteeing the total autonomy of that subject.

MediNeos prohibits any act which, directly or indirectly, discriminatory and / or retaliatory against someone as a result of the statements made by the Judicial Authority.

### **3.11. Confidentiality and Privacy**

Confidentiality: Notwithstanding the transparency of the activities carried out and the information requirements imposed by the laws in force, corporate officers, employees and collaborators should ensure the confidentiality of any confidential information they become aware of during or because of their duties for MediNeos.

Confidential information includes, but is not limited to: scientific and technical information relating to products and procedures; purchasing plans; strategies for pricing, marketing or services; reports on income and other non-public financial reports; information relating to sales, mergers, acquisitions and any other financial transaction.

The information, knowledge and data acquired or processed during their work or in the performance of tasks belong to MediNeos and may not be used, communicated or disclosed without specific authorization by the Company or a superior.

The processing of information is subject to security controls needed to protect the system from undue intrusion or misuse. The destruction of physical media



or electronic information must be in accordance with the procedures governing the matter and within the limits prescribed by law.

Privacy: MediNeos is committed to protect the information about its employees, contractors and third parties, generated or acquired during business relations, and to avoid any improper use of these information.

The process of personal data carried out within its structures must respect human rights and fundamental freedoms and the dignity of the interested parties, as required by current regulations.

The processing of personal data must be in a lawful and correct manner. The data records shall be kept for a period of time no longer than the one necessary for the purposes of collection or required by applicable law. MediNeos is committed to adopt suitable preventative security measures for all the databases in which personal data are collected and stored in order to avoid the risk of destruction or loss and in order to avoid unauthorized access or inappropriate use.

Particular attention is given to the processing of health data (sensitive and / or ultrasensitive) of patients enrolled in clinical trials; for these databases is envisaged a higher level of security compared to the indications of the D. Lgs. 196/2003, also in compliance with the requirements of Data Protection Commissioner Guidelines related to the clinical research.

Moreover all the prescription put in place by the Privacy Authority related to health and genetics data process are followed

This information is provided to patients in compliance with the principles of law and of completeness, transparency and clarity.

#### **4. Authorities and control mechanisms**

##### **4.1 Surveillance Board**

The surveillance Board is designated for the control on the functioning of the Code of Ethics and Conduct, as well as their update. The Supervisory Board, in the exercise of his duties, has to be granted free access to data and business information relevant to the fulfillment of its activity; Recipients of this Code, and in particular the heads of department are required to give their maximum collaboration in facilitating the performance of its functions.

The members of the governing bodies, the staff and any third party recipient of this Code are required to give timely notice to the Supervisory Board regarding the violations, even potential, of laws or regulations, of the Model, of this Code, of the company procedures of which they become aware while performing their tasks and their functions.

#### **4.2. Sanctions**

The set of rules and obligations contained in this Code is an integral part of the conditions that rule the work relations in MediNeos.

Violation of these rules is - in addition to any autonomous offense and / or civil wrong doing or administrative disciplinary offense and, with regard to external collaborators and suppliers, it will lead to the breach of contract, and moreover it could be sanctioned.

In particular, as explained in more detail in the Disciplinary Code, will be subject to disciplinary action or cause the termination of the contract:

- behaviors contrary to the principles, contents and procedures expressed in the Code of Conduct;
- The granting of permissions for activities / behaviors in violation of the Code of Conduct;
- The failure to report any violations of the Code of Conduct;
- The refusal to cooperate during the verification of the aforementioned violations;
- Retaliation against those who have made reports to that effect.

#### **5. Application of the Code**

Attending to the importance that the Company assigns to the values expressed in this Code, the Company is committed to provide a training program and to disseminate the contents giving a copy of this Code to all employees and business associates .

All Recipients are required to learn its contents and to respect its precepts.

Any questions related to this Code must be promptly discussed with the Surveillance Board

In the event that even one of the provisions of this Code should be in conflict with the provisions of internal regulations or the company procedures, the Code will prevail over those provisions.

#### **6. Revision of the Code**

As the introduction, the revision and / or implementation of this Code is approved by MediNeos Board of Directors.