

ORGANISATION, MANAGEMENT AND CONTROL MODEL

PURSUANT TO LEGISLATIVE DECREE NO. 231/2001

OF

FONDAZIONE INTERNAZIONALE MENARINI

(FONDAZIONE)

GENERAL PRINCIPLES OF CONDUCT



**FONDAZIONE
INTERNAZIONALE
MENARINI**

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- SPECIAL PART A -

CRIMES AGAINST THE PUBLIC ADMINISTRATION

General code of conduct

The authorities responsible for the departments, functions and services involved in the “crime risk” and/or “instrumental” areas are required, within the scope of their activity”, to respect the rules of conduct set forth below, pursuant to the principles provided by the Model and, specifically, by the Fondazione Internazionale Menarini’s Code of Ethics (hereinafter, also 'Code of Ethics').

It is strictly forbidden to:

- engage in conduct that would include the criminal acts set forth under Articles 24 and 25 of the Decree;
- engage in any conduct that, although not specifically including any of the criminal offences set forth above, may become them in the abstract;
- engage in or facilitate transactions that would give rise to an actual or potential conflict of interest with Fondazione, including activities that may interfere with the ability to make impartial decisions in the best interest of the Fondazione and fully compliant with the Code of Ethics rules;
- give, offer or promise money to government officials or persons responsible for government services, including healthcare workers (e.g., pharmacists, doctors, etc.);
- distribute, offer or promise gifts and presents whose value is not modest, in violation of the Code of Ethics and of Fondazione’s practice;
- agree, offer or promise other benefits, of any kind whatsoever, to government officials or persons responsible for government services, including healthcare workers;
- provide services on behalf of the Partners and/or consultants and/or suppliers that are not sufficiently justified within the context of the business relationship formed with them;
- pay fees to independent contractors that are not sufficiently justified in relation to the type of task to be conducted and the current local practices;
- present untrue or incomplete statements and/or documents and/or data and/or information to national, local or foreign governmental organizations, certainly not in order to obtain government grants, contributions or subsidized loans;
- to use amounts received from national or local governmental bodies as grants, contributions or loans, for purposes other than those for which they were originally intended.

Furthermore, for the purpose of the execution of the aforementioned conduct:

- it is necessary to ensure compliance with the provisions contained in the Fondazione’s Code of Ethics ;

- in relationships with the Government or with parties that may be described as Government Officials or Parties Responsible for Government Services, ensure compliance with the principles of fairness, transparency and good faith;
- in at-risk areas, the relationships with parties that may qualify as Government Officials or Parties Responsible for Government Services must be managed as a unit, by appointing one or more internal managers for each action or set of operations conducted;
- within the scope of the collaboration with the scientific sector, the fairness, suitability and accountability of the actions must be ensured, and these must be based upon the promotion of science and improvement of professional knowledge and carried out in cooperation with entities of proven reliability and national standing;
- association agreements with the Partners must be made in writing, emphasizing all the conditions of the agreement – specifically in relation to the economic conditions agreed for joint participation in the tender procedure;
- tasks assigned to independent contractors must also be provided in writing, indicating the agreed fee, and must be signed in accordance with the granted powers;
- no type of in-kind payment may be made;
- the statements made to national or local public bodies for the purposes of obtaining grants, contributions or loans must only contain true information and, in the event thereof, a special statement must be released;
- those parties who exercise oversight and supervisory duties for obligations related to the execution of the aforementioned activities must pay special attention to the implementation of those obligations and immediately refer to the Supervisory Board (hereinafter, also “OdV”) any irregularities.

The OdV shall have the authority to conduct the controls considered most appropriate in relation to any operation carried out by the aforementioned parties and deemed potentially at risk of the commission of crimes, and must provide written evidence in relation thereto.

- SPECIAL PART B -

COMPUTER CRIMES AND ILLEGAL DATA PROCESSING

General code of conduct

All Fondazione resources and, specifically, those persons who hold positions relating to the use and management of information systems must base their actions upon the following code of conduct:

- **Confidentiality:** ensures that certain information is preserved from improper access and used solely by authorized parties. Confidential information must be protected during both the

transmission and storage/maintenance phase so that such information is accessible solely to those persons who are authorized to review it;

- **Integrity:** ensures that any Fondazione's information provided is actually that originally entered into the computer system and has only been validly modified. It should be ensured that the information is handled in a manner such that it cannot be tampered with or modified by unauthorized parties;
- **Availability:** ensures the availability of Fondazione's information in accordance with the requirements of process continuity and in compliance with the standards imposed by historical preservation.

Based upon these general principles, all recipients of the Model are expressly forbidden from:

- engaging in, cooperating in or causing the commission of acts that, whether considered individually or collectively, entail, directly or indirectly, the criminal offenses included among those set forth above (Art 24-bis of the Decree);
- violate the principles set forth below.

Under the aforementioned rules, it is specifically prohibited to:

- alter electronic documents, public or private, that have evidentiary value;
- illegally access public or private computer or electronic information systems;
- illegally access one's own computer or electronic information system in order to alter and/or eliminate data and/or information;
- illegally keep or use codes, passwords or other means to access a computer or information system of competing public or private parties in order to acquire sensitive information;
- illegally keep or use codes, passwords or other means to access one's own computer or electronic information system in order to acquire confidential information;
- procure and/or produce and/or distribute equipment and/or software for the purpose of damaging a computer or electronic information system of public or private parties, the information, data or programs contained therein, or in order to interrupt, in whole or in part, or alter its operations;
- carry out fraudulent activities to intercept, impede or interrupt communications;
- modify and/or delete data, information or programs of public or private parties or of public utilities;
- damage information, data and computer or electronic information programs of third parties;
- destroy, damage or render unusable computer or electronic information systems of public utilities.

Accordingly, the above parties must:

- utilize the information, applications and equipment solely for official purposes;

- avoid introducing and/or keeping at Fondazione's location (on paper or computers), in any manner and for any reason, confidential documents and/or electronic media owned by third parties, except if obtained with the express authorization and for strictly work-related reasons;
- avoid transferring outside Fondazione and/or transmitting files, documents or any other confidential documents owned by the Fondazione or other Group companies, if not for purposes strictly relating to the conduct of its own business;
- avoid the use of software and/or hardware designed to intercept, falsify, alter or delete the content of electronic communications and/or documents;
- utilize the internet connection for purposes and the time strictly necessary to carry out work activities;
- comply with the procedures and standards expected, providing notice immediately to the competent units of any irregular uses and/or operations of the computer resources;
- use on Fondazione equipment solely of products officially acquired by that Fondazione;
- refrain from making copies of data and software that have not been specifically authorized;
- refrain from using the available computer tools in a manner not in accordance with the required authorizations;
- observe any other specific rule regarding access to the systems and the protection of the data resources and applications of Fondazione;
- meticulously observe Fondazione security policies for the protection and oversight of the computer systems.

- SPECIAL PART C -

ORGANIZED CRIME OFFENSES

General code of conduct

During the performance of their activities on behalf of Fondazione Internazionale Menarini, the authorities of the unit involved in the "crime risk" must comply with the rules of conduct set forth below, pursuant to the principles provided by the Model and, in particular, by the Code of Ethics.

Any parties receiving the Model are forbidden from:

- engaging in, cooperating in or causing the commission of acts that include the organized criminal offenses;
- engaging in, cooperating in or causing the commission of acts which, although not themselves criminal offenses, may potentially become one.

It is also required that:

- any activities and operations conducted on behalf of Fondazione Internazionale Menarini be characterized by maximum compliance with current law, as well as the principles of fairness, transparency, good faith and traceability of the documentation;
- the principle of separation of roles and responsibilities during business processes is respected;
- maximum conformity between the acts performed and those required in accordance with the procedures is ensured, paying particular attention to the conduct of “sensitive” activities in the “crime risk” areas;
- those persons who exercise the role of oversight and supervision in relation to obligations associated with the performance of the aforementioned “sensitive” activities pay particular attention to the performance of those obligations and immediately inform the Supervisory Board of any irregularities.

Furthermore, for the conduct of the above actions, Fondazione Internazionale Menarini:

- caused the insertion into the adopted Code of Ethics of the specific provisions regarding the organized criminal offenses;
- provided for sanctions in the event of the violation of the Model;
- plans and conducts appropriate communication and training activities in relation to the contents of the Code of Ethics and the Model of organization, management and oversight, which provides for, among others, the dissemination of knowledge and news regarding any crime in the region and updates regarding the evolution of risks of pollution crime and education on the law;
- provided for specific oversights regarding the selection of suppliers and, where they conduct activities for which they are required, permits, authorizations or licenses;
- introduced strict rules regarding financial transactions that envisage specific oversights wherein their traceability is ensured.

- SPECIAL PART D -

CRIMES AGAINST THE INDUSTRY AND COMMERCE, AND ON MATTERS OF INDUSTRIAL PROPERTY

General code of conduct

In the performance of their activities on behalf of Fondazione Internazionale Menarini, the parties responsible for the unit involved in the “at-risk” area must comply with the rules of conduct set forth below, pursuant to the principles of the Model and, in particular, of the Code of Ethics.

All parties receiving the Model are strictly forbidden from:

- engaging in conduct included among the criminal offenses set forth under Articles 25 bis and 25 bis 1 of the Decree;
- carrying out any behavior which, while not integrally integrating any of the above criminal hypotheses, may in the end become such;
- committing any act does not in itself constitute a criminal offense included within those mentioned above, but may potentially become one;
- engaging in or facilitating operations or activities that do not comply with the Code of Ethics;
- engaging in activities that are in contravention of the procedures and principles of oversight provided for the purposes of preventing the crimes of counterfeiting of distinctive signs of intellectual property or of industrial products.

And, it is also required that:

- all activities and operations carried out on behalf of Fondazione Internazionale Menarini be based upon maximum compliance with current law as well as the principles of fairness, transparency, good faith and traceability of the documentation;
- maximum conformity between the acts performed and those required pursuant to the internal procedures is ensured, paying particular attention to the conduct of “sensitive” activities in the “crime risk” areas;
- those persons who exercise the role of oversight and supervision in relation to obligations associated with the performance of the aforementioned “sensitive” activities pay particular attention to the performance of those obligations and immediately inform the Supervisory Board of any irregularities.

Furthermore, in order to perform the above actions, the Entity:

- included in the Code of Ethics specific provisions relating to industry and trade crimes and the violation of industrial property rights;
- provided for sanctions in the event of the violation of the Model;
- provided for the conduct of communications and training regarding the contents of the Code of Ethics and the Model of organization, management and oversight;
- has rules regarding the use of materials protected by industrial property rights;
- ensure the oversight, also through the assistance of consultants, of the conformity with laws regarding marketing/publicity material presented overseas.

The OdV shall have authority to carry out the oversights deemed most appropriate over any operations carried out by the aforementioned parties and potentially deemed at risk of the commission of criminal offenses.

- SPECIAL PART E -

CORPORATE CRIMES

General code of conduct

It is necessary that all operations carried out as part of the “sensitive” activities receive suitable evidence.

In the performance of such operations, compliance with the code of conduct set forth below must be ensured:

- refraining from engaging in acts included in the corporate crimes;
- ensuring compliance with the rules of conduct set forth in the Fondazione Internazionale Menarini Code of Ethics, with particular regard to the requirement to ensure that any operation and transaction be correctly recorded, authorized, verifiable, valid, consistent and appropriate;
- refraining to carry out any behavior which, while not integrally integrating any of the criminal hypotheses outlined above, may in the end become such;
- maintaining appropriate and transparent conduct, compliant with the current law and regulations, in the performance of all the activities related to the preparation of the balance sheet and other corporate communications, in order to provide members and third parties true and correct information regarding the income statements, balance sheets and financial reports of Fondazione;
- maintaining appropriate and transparent conduct, compliant with current law and regulations, in the acquisition, preparation and presentation of the data and information necessary for arrival at a legal opinion relating to the balance sheets, income statements and financial reports of Fondazione;
- ensuring observance of the principles of integrity, fairness and transparency, so as to permit recipients to arrive at a well-grounded and informed opinion regarding the income statements, balance sheets and financial reports of Fondazione and the conduct of its activities;
- refraining from taking any action or initiative if a conflict of interest exists, or if there is, also on behalf of third parties, a conflict of interest with those of the Fondazione;
- ensuring the ordinary operation of Fondazione and of the corporate bodies, guaranteeing and facilitating any form of internal oversight of Fondazione management provided by law, as well as the free assembly of the Delegates;
- handling with the utmost fairness and transparency the relationship with Government Authorities, including Oversight Authorities;
- making promptly, fairly and in good faith all the communications required by law and regulations to the Government Oversight Authority, not impeding the exercise of the oversight duties conducted thereby;
- behaving fairly and truthfully with press and information organizations;

The Supervisory Board may use oversights, for which written evidence must be provided, in relation to any operations carried out by the aforementioned parties and potentially considered at risk of the commission of crimes.

In each case, the following provisions must be considered in relation to the specific criminal offenses set forth below.

False corporate communications

In order to prevent crimes relating to the preparation of communications addressed to the general public and for the purpose of preparing the balance sheets, it is necessary that Fondazione procedure contain oversight tools so as to permit:

- compliance with the principles for compiling accounting documents pursuant to Articles 2423, 2423 bis, 2423 ter of the Civil Code;
- compliance with the principle of completeness of the financial statements by means of the description of all the data required pursuant to current law (cfr Articles 2424 et seq of the Civil Code);
- a summary of the data and news that each interested Fondazione unit must provide, description of the other Fondazione units to which data must be sent, the criteria for their preparation, the timing of the delivery;
- the electronic transmission of the data to the unit responsible so that there is a record of the various steps and the parties who have worked may be identified;
- the timing of the transmission to the members of the Committee of the draft balance sheet and of the report of the auditing firm, guaranteeing the appropriate registration of the transmission;
- the justification of any changes to the assessment criteria adopted for the preparation of the aforementioned accounting documents and of the related methods for their application. Such conditions must, in any case, be promptly communicated to the OdV;
- the traceability of the operations that involve the transfer and/or referral of credit positions.

Activities subject to oversight

The preparation of communications addressed to Government Oversight Authorities must meet the following criteria:

- the parties responsible for regular reporting to the Authorities provided for or required by laws and regulations must be identified;
- all organizational actions required to ensure the correct and complete preparation of the communications and their timely delivery to the Government Oversight Authority must be taken;
- in the event of inspections by the Government Oversight Authority, the competent Fondazione unit must cooperate as appropriate.

In addition, the following must be ensured:

- the traceability of the process relating to communications to the Supervisory Board, to be made in compliance with current law (e.g., by means of documentation of meetings with representatives of the Authority);
- the delivery by the competent units of regular reports to the Committee so as to maintain the senior executives informed of the condition of the relationship with the Oversight Authorities.

Any communications sent to the Authorities must be kept available to the OdV for periodic internal review.

Conflicts of interest

As regards conflicts of interest, Fondazione protocols must ensure the identification of those cases where there may be conflicts of interest, by requiring and/or ordering:

- the collection of a regular statement by Fondazione Internazionale Menarini management of the absence of conflicts of interest and compliance with the Code of Ethics;
- the prompt identification of parties that must submit such statements;
- the timing and responsibilities for monitoring of such statements;
- the criteria for the identification of situations of potential conflict of interest;

- SPECIAL PART F -

CRIMES AGAINST THE INDIVIDUAL

General code of conduct

Fondazione Internazionale Menarini resources involved in the “crime risk” areas are required, as part of their activity, to comply with the rules of conduct provided below, in accordance with the principles of the Model and, in particular, the Code of Ethics adopted by Fondazione.

It is strictly forbidden to:

- Engage in, promote, cooperate in or cause the commission of acts that, either individually or collectively, contribute, directly or indirectly, to the criminal offenses included in Art. 25-quinquies of the Decree;
- commit any act that does not itself constitute a criminal offenses included within those mentioned above, but may potentially become one;

- use, even occasionally, Fondazione or its organizational unit for the purpose of permitting or facilitating the commission of these crimes.

Anyone who discovers any type of irregular management of the staff or parties in accordance to Fondazione Internazionale Menarini must immediately inform the Supervisory Board of such irregularity.

- SPECIAL PART G -

CRIMES OF RECEIVING STOLEN GOODS, MONEY LAUNDERING, USE OF MONEY, GOODS OR UTILITIES OF ILLEGAL ORIGIN AND SELF-MONEY LAUNDERING

General code of conduct

The authorities responsible for the departments, functions and services involved in the “crime risk” areas must, within the scope of their activity”, respect the rules of conduct set forth below, pursuant to the principles provided by the Model and, specifically, by the Code of Ethics adopted by Fondazione.

It is strictly forbidden to:

- engage in conduct that would include the criminal offenses set forth under Art. 25 *octies* of the Decree;
- engage in any conduct that, although not specifically including the criminal offenses set forth above, may become them in the abstract;
- engage in or facilitate operations or activities that do not comply with the standards of the Code of Ethics;
- engage in activities that are inconsistent with the oversight procedures and principles for the prevention of the crimes of receiving of stolen goods, money laundering and use of money, good or benefits of unlawful origin.

Furthermore, in order to perform the above actions:

- compliance with the provisions contained in the Code of Ethics must be ensured;
- with respect to relationships with consultants, suppliers, business partners and, in generally, with contract counterparties (even in the case of foreign counterparties and/or imports/exports), compliance with the principles of fairness, transparency and good faith must be ensured;
- with respect to the commercial/professional reliability of the suppliers and of the partners, any information required must be requested, using the tools provided by external consultants;

- the tasks assigned to any services companies and/or individuals that oversee the economic/financial interests of Fondazione must also be prepared in writing, in the description of the contents and of the agreed economic conditions;
- it is necessary that the competent units ensure oversight of the regularity of the payments to all counterparties (including Menarini Group Companies); specifically, conformity between the party to whom the order is made and the party collecting the relative sum must be accurately reviewed;
- the oversight, whether formal or substantive (review the registered legal address of the counterpart company, review the credit institutions used, review of the use of trust companies), must be ensured with respect to Fondazione financial flows and payments through third parties and through Group companies;
- the minimum requirements established for selecting bidders for goods and/or services the Fondazione intends to purchase must be strictly observed;
- criteria for the assessment of the tenders must be established;
- in the event of the negotiation of agreements/joint venture finalized upon the execution of investments, the utmost transparency must be ensured;
- maximum conformity between the acts performed and those required pursuant to the internal procedures is ensured, paying particular attention to the conduct of “sensitive” activities in the areas designated “crime risk”;
- those persons who exercise the role of oversight and supervision in relation to obligations associated with the performance of the aforementioned activities must pay particular attention to the performance of those obligations and immediately inform the Supervisory Board of any irregularities.

The OdV shall have authority to carry out the oversight measures deemed most appropriate over any operations carried out by the aforementioned parties and potentially deemed in risk of the commission of criminal offenses; written evidence of such oversight must be provided.

- SPECIAL PART H -

CRIMES REGARDING INFRINGEMENT OF COPYRIGHT

General code of conduct

In the performance of their activities on behalf of Fondazione Internazionale Menarini, the parties responsible for the unit involved in the “at-risk” area must comply with the rules of conduct set forth below, pursuant to the principles of the Model and, in particular, of the Code of Ethics.

All parties receiving the Model are strictly forbidden from:

- engaging in conduct including among the criminal offenses set forth under Articles 25 novies of the Decree;

- committing any act that, although not themselves the aforementioned criminal offenses, may become one in the abstract;
- copying, importing, distributing, selling, leasing, disseminating/transmitting to the public, holding for commercial purposes or, in any case, for profit, without authority, computer programs, protected databases or any works protected by copyright or associated rights, including literary, musical, multimedia, cinematic [or] artistic works;
- unauthorized dissemination through computer networks of any original work or part thereof;
- engaging in file-sharing through the exchange and/or sharing of any type of file by means of a peer to peer platform.

And, it is also necessary:

- that all activities and operations carried out on behalf of Fondazione Internazionale Menarini– including those relating to the contacts for relations with Menarini Group companies - be based upon utmost compliance with current law, particularly with respect to current law regarding breach of copyright, as well as the principles of fairness, transparency, good faith and traceability of the documentation;
- that the principle of separation of roles and responsibilities during the internal processes of the Entity be respected;
- that maximum conformity between the acts performed and those required pursuant to the internal procedures is ensured, paying particular attention to the conduct of “sensitive” activities in the “crime risk” areas;
- that those persons who exercise the role of oversight and supervision in relation to the obligations associated with the performance of the aforementioned “sensitive” activities pay particular attention to the performance of those obligations and immediately inform the Supervisory Board of any irregularities.

Furthermore, in order to perform the above actions, Fondazione Internazionale Menarini:

- included in the rules of conduct (or Code of Ethics) adopted by the Entity specific provisions relating to crimes violating copyright;
- provided for sanctions in the event of the violation of the Model;
- provided for the conduct of appropriate communications and training regarding the contents of the Code of Ethics and the Model of organization, management and oversight;
- has rules regarding the use of copyright-protected material;
- provided for the formalization of research agreements and specific clauses for the management of copyrights;
- provided for the prohibition on the installation and unauthorized use of file sharing systems.

The OdV shall have authority to carry out the oversights deemed most appropriate with respect to any operations carried out by the aforementioned parties and potentially deemed at risk of the commission of criminal offenses

- SPECIAL PART I -

CRIME OF INDUCING TO WITHHOLD STATEMENTS OR TO MAKE FALSE STATEMENTS TO JUDICIAL AUTHORITIES

General code of conduct

The authorities responsible for the departments, functions and services involved in the “crime risk” areas must, within the scope of their activity, comply with the rules of conduct set forth below, pursuant to the principles provided by the Model and, in particular, by Fondazione Internazionale Menarini Code of Ethics.

It is strictly forbidden to:

- engage in conduct that would include the criminal offenses set forth under Art. 25 decies of the Decree;
- coerce, in any manner and by any means, the will of parties summoned to make statements to appear before the Judicial Authority or to cause such parties to exercise their right to not appear;
- cause, in any way, subjects summoned to make statements before the Judicial Authority, to make untrue statements;
- give, offer or promise money, gifts, presents or other benefits to persons summoned to make statements before the Judicial Authority;
- engage in any conduct that does not in itself specifically include the criminal offenses set forth above, but may become them in the abstract;
- engage in or facilitate operations or activities that do not comply with the standards of the Code of Ethics.

Furthermore, in order to perform the above actions:

- ensure compliance with the provisions contained in the Fondazione Internazionale Menarini Code of Ethics;
- in relations with the Judicial Authority, it must be ensured that the defendants or suspects in a criminal proceeding, especially with respect to those procedures wherein Fondazione Internazionale Menarini may be directly or indirectly involved, are free to express their representations of facts when deciding to submit questions;

- ensure that the Supervisory Board be advised of any violence or threats, pressure, offers or promises of money or other benefits, received for the purpose of altering the statements to be made to the Judicial Authority or to not make them;
- those persons who exercise the role of oversight and supervision in relation to the obligations associated with the performance of the aforementioned activities must pay particular attention to the performance of those obligations and immediately inform the Supervisory Board of any irregularities.

- SPECIAL PART L -

CRIMES OF EMPLOYING THIRD COUNTRY

CITIZENS WHO ARE PRESENT ILLEGALLY

General code of conduct

In the performance of its activities on behalf of Fondazione Internazionale Menarini, the recipients of the Model must comply with the rules of conduct set forth below, pursuant to the principles of the Model and, in particular, of the Code of Ethics.

All parties receiving the Model, particularly, are strictly forbidden from:

- engaging in, promoting, cooperating or causing the commission of conduct that, either individually or collectively, contribute, directly or indirectly, to the criminal offenses included within those set forth in Article 25 duodecies of the Decree;
- committing any act that does not in itself constitute a criminal offense included within those mentioned above, but may potentially become one;

In addition, they must:

- always consider predominant the protection of the workers over any economic considerations;
- in the event that recourse is made to temporary labor by means of special agencies, ensure that such parties use workers who are compliant with legislation relating to residency permits and expressly request commitment to the Model;
- ensure by means of specific contractual clauses that any third parties working in collaboration with the Fondazione (suppliers, consultants, etc.) use workers who are in compliance with legislation relating to residency permits and expressly request commitment to the Model;
- comply with measures provided by the Fondazione procedures for the prevention of the use of illegal labor and the protection of workers;
- not use, in any manner, child labor or work in conjunction with parties using such labor;

- maintain a proper system for the proxies and powers of attorney related to the employment of labor;
- implement a system for monitoring the events related to residency permits (expirations, renewals, etc.).

- SPECIAL PART M -

TRANSNATIONAL CRIMES

General code of conduct

In the performance of their activities on behalf of Fondazione Internazionale Menarini, the parties involved in the “crime risk” areas, as part of their activity, must comply with the standards of conduct set forth below, in accordance with the principles of the Model and, in particular, the Code of Ethics.

All of the aforementioned parties are forbidden from:

- engaging in, cooperating in or causing the commission of acts that include the transnational criminal offenses;
- engaging in, cooperating in or causing the commission of any act that does not in itself not a constitute a criminal offense, but may potentially become one.

It is also necessary that:

- compliance with the Code of Ethics is ensured;
- any activities and operations conducted on behalf of Fondazione Internazionale Menarini– including matters relating to intergroup transactions with foreign companies – are characterized by maximum compliance with current law, as well as the principles of fairness, transparency, good faith and traceability of the documentation;
- the principle of separation of roles and responsibilities during business processes is respected;
- compliance with current law as well as Fondazione procedures and protocols regarding management and use of resources and Fondazione assets, including matters relating to the performance of the necessary oversights, including precautionary ones, on foreign assets and resources is ensured;
- full cooperation with Judicial Authorities is ensured, even by means of the refusal to influence any parties called to make statements or by requesting that such parties exercise the right not to respond;
- maximum conformity between the acts performed and those required pursuant to the procedures is ensured, paying particular attention to the conduct of “sensitive” activities in the “crime risk” areas;
- those persons who exercise the role of oversight and supervision in relation to obligations associated with the performance of the aforementioned “sensitive” activities pay particular attention to the performance of those obligations and immediately inform the Supervisory Board of any irregularities.

- SPECIAL PART N -

PRIVATE BRIBERY

General code of conduct

The responsables for the unit involved in the “crime risk” and/or “instrumental” areas must comply with the rules of conduct set forth below, pursuant to the principles provided by the Model and, specifically, by the Code of Ethics.

All parties receiving the Model are forbidden from:

- engaging in, cooperating in or causing the commission of conduct that would constitute acts of corruption between private parties;
- engaging in, cooperating in or causing the commission of conduct, which does not in itself constitute a crime, but may potentially become one.

Specifically, it is forbidden to:

- offer or make cash donations or other benefits (hospitality, entertainment, etc.) to representatives of private entities and companies for the commission (or also omission) of acts of their office, in violation of duties of loyalty in order to receive a benefit of any kind for Fondazione and/or for him or herself, regardless of whether the act is than performed;
- In any case, the gifts or presents or expenses must be appropriately documented in order to permit their review by the Supervisory Board;
- agree upon, directly or indirectly, benefits of any kind for the representatives of the private entities, agencies, suppliers or clients (or made in such manner) that would be a violation of the principles set forth in the Model;
- carry out services on behalf of or pay compensation to consultants, representatives of agencies, suppliers or clients that for which there is no appropriate support in the context of the contractual relationship established therewith.

Furthermore, in addition to the commission of the above acts:

- any recruitment of personnel as well as the management thereof must comply with the Fondazione rules that provide:
 - a resource planning process to be undertaken that takes into account the requirement;
 - the identification of the minimum needs required to cover the role and the relative level of remuneration in compliance with the provisions of the CCNL [Contratto Collettivo Nazionale di Lavoro (National Collective Labor Agreement)] (if applicable) and consistent with the compensation charts of reference;

- the establishment of a personnel selection process that governs: (i) the research of multiple candidates based upon the complexity of the position to be held; (ii) the management of conflicts of interest between the selecting party and the selected party; (iii) the review, through various screening phases, of the conformity of the candidate with the established profile.
 - the conduct of pre-employment checks whose purpose to the prevention of adverse situations that expose Fondazione to the risk of committing the crime;
 - authorization to reimbursement at appropriate levels;
 - systems that ensure the traceability of the review of attendance and the fairness of the compensation paid.
- the contracts among Fondazione and the representatives of the agencies, suppliers, consultants and clients must be made in writing with all their terms and conditions and in compliance with the following provisions:
- all third party contracts (with agencies, consultants, distributors, etc.) must contain a special clause governing the consequences of breach by such parties of the standards mentioned in the Model;
 - the agencies or their representatives, suppliers, distributors and, generally, third parties must be selected using transparent methods and according to previously-determined qualitative and quantitative criteria;
 - approval of the contract in accordance with appropriate authorizing levels.
- in addition, management of the contracts must provide for the review of consistence of the order with the parameters of the contract itself regarding the completeness and accuracy of the invoice and its consistency with legal prerequisites, just as provided by Fondazione's procedures;
- in relationships with companies, associations and other private entities, the types of relationships and the related management methods as well as the methods of collection, review and approval of the documents to be transmitted to the representatives of the companies, Fondazione's, associations and other private entities must be identified;
- the procedures for the oversight of the financial flows and the traceability of the payments must be observed;
- any situations giving rise to conflicts of interest that may arise in relation to corporate parties must be promptly identified;
- those parties who exercise oversight and supervisory duties for obligations related to the execution of the aforementioned activities must pay special attention to the implementation of those obligations and immediately refer to the OdV any irregularities or anomalies.

The officials and/or representatives of the Fondazione that operates in the risk areas and sensitive activities evidenced above must provide proof and keep track of the operations conducted.