



**CODE OF ETHICS of PRINEOS S.r.l.**

*Morality in the sense here briefly indicated is not a fixed and stark system. It is a task never finished, something always present to guide our judgment and to inspire our conduct.*  
(Albert Einstein)

## **Introduction & Mission**

PRINEOS S.r.l. (hereafter also referred to as "**PRINEOS**" or the "**Company**" for brevity) is a health-care company that provides third-party companies with its support and expertise in defining the best strategies for developing drugs, medical devices, diagnostics, nutraceuticals and cosmetics to improve people's lives.

Honesty, transparency, awareness and responsibility are indispensable to achieve these goals and represent the values with which PRINEOS identifies. Competence, passion, and integrity of the people who work with the Company constitute the basic requirements for PRINEOS' success.

For these reasons, the Company firmly believes in the need to create a stimulating and professional environment, within which each resource acts in compliance with corporate rules and principles, integrating its business activities in the respect and protection of the interests of all the individuals with whom PRINEOS relates in various ways.

Therefore, knowledge of and compliance with the rules contained in this Code of Ethics, together with the observance of all the Policies and Guidelines by anyone collaborating with PRINEOS, are the fundamental basis for achieving the Company's objectives.

## **1. Recipients**

1. By means of this Code of Ethics, PRINEOS intends to define the set of fundamental ethical values it abides by when conducting its activities, along with the rights, duties and responsibilities with respect to those with whom it enters into relationships for the achievement of its corporate purpose.
2. This Code of Ethics applies to all stakeholders of PRINEOS and its recipients are therefore the shareholders, members of the statutory bodies, prosecutor, employees, collaborators of the Company, suppliers and external consultants who contribute to the Company's value chain, business partners, as well as all those who, directly or indirectly, permanently or temporarily, operate in the name and/or on behalf of the Company (hereinafter, for brevity, the "**Recipients**").
3. PRINEOS, for its own protection and to safeguard its own resources, shall not entertain relations of any kind with persons who do not operate in strict compliance with the applicable laws and/or who refuse to adhere to the ethical principles and rules of conduct laid down by this Code of Ethics.
4. Strict compliance with the principles set out in this Code of Ethics is, therefore, a duty for the Recipients, in order to allow the Company to pursue and achieve its corporate objectives, according to the general and fundamental ethical values set out below, in full compliance with the regulations in force. In this sense, Recipients are asked to:
  - a) comply with the provisions of this Code of Ethics in their conduct;
  - b) immediately inform the Company of any violations of the ethical principles of conduct, as soon as they become aware of them, by notifying [compliance@prineos.com](mailto:compliance@prineos.com);
  - c) request, if necessary, interpretations or clarifications on the ethical principles of conduct defined below.
5. The Recipients therefore have a specific duty to know the rules and principles contained in this Code of Ethics. They must also refrain from engaging in any conduct contrary to those rules and principles. Under no circumstances may the claim to act in PRINEOS' interest justify conduct contrary to the rules and principles set forth in this Code of Ethics.

## **2. General Rules and Principles of Conduct**

1. PRINEOS is inspired by the general principles of conduct set out below, which are to be followed, respected and endorsed by the Recipients and, in general, by all those who administer, control, collaborate and/or are engaged in a relationship with the Company.

### **Integrity of Individuals**

PRINEOS protects individual freedom in all its forms, while repudiating any manifestation of violence. In order to ensure this, the Company is committed to compliance with current legislation on individual personality rights, with particular regard to the moral and physical integrity of personnel.

For the purposes of the above, activities are managed in a professional and responsible manner, so as to settle any situations in which potential conflicts may arise, ensuring that behaviour is characterized by honesty, morality, fairness and as such is perceived.

The Company, in any case, strictly prohibits all requests, threats, or any other form of inducement towards unlawful activities or actions against the law and/or the Code of Ethics.

### **Transparency**

In all the Company's internal and external interactions with various stakeholders, PRINEOS guarantees to provide clear, complete, timely, and truthful information about the Company.

### **Impartiality**

Decisions and conduct are implemented with full respect for the personal characteristics of each person, encouraging and rewarding integrity and responsibility, respecting diversity and strongly rejecting any form

of discrimination based on age, health status, gender, sexual orientation, religion, ethnicity, political, philosophical and/or cultural opinions, as well as personal or social conditions.

### **Protection of Dignity**

At PRINEOS, every individual is entitled to fair and equal treatment with dignity and respect. The Company is committed to providing a work environment that values and safeguards the integrity and inviolability of each person, based on the principles of respect and fairness in all interpersonal relationships. PRINEOS does not tolerate any form of discrimination, exploitation or harassment, and undertakes to collaborate with commercial partners aligned with its values and Code of Ethics.

### **Prudence**

The activities are conducted with a thorough understanding of the potential risks to prioritize proper management practices, and to ensure sound and efficient operations.

### **Honesty and Fairness**

Honesty represents one of the basic and fundamental principles for all activities at PRINEOS and constitutes an essential element in the management of the Company. All actions performed and conduct adopted by each of the Recipients in the performance of their work and duties should always be guided by the principles of fairness, transparency, traceability, documentability and segregation of functions, following current regulations and internal procedures, and with the aim of protecting the Company's assets and image.

### **Compliance with regulations in the healthcare industry and the law**

PRINEOS conducts its activities in compliance with the principles of transparency, honesty, fairness and good faith. It requires the Recipients to avoid any behaviour, in any form whatsoever, that infringes the rules governing the sector in which it operates.

Furthermore, the Company considers compliance with the law, regulations, as well as with applicable procedures mandatory for its daily operations. In this sense, every Recipients must be aware of the legal implications of their job, perform their work and duties in accordance with the aforementioned procedures, and exhibit professionalism, diligence, efficiency, cooperation and fairness. They should make the best use of the available tools and time at their disposal and uphold their responsibilities associated with the commitment to ethical business practices.

### **Protection of Privacy and Confidentiality**

In view of the sector in which it operates, PRINEOS is committed to safeguarding the privacy of all those with whom it comes into contact in the exercise of its activities - whether they are internal or external to the Company - in full compliance with the legislation in force (with particular reference to the provisions set forth in Regulation (EU) 2016/679 ("GDPR") and Italian Legislative Decree No. 196 of June 30, 2003 as modified by the Italian Legislative Decree 101/2018 and subsequent amendments), in order to ensure the confidentiality and protection of personal data and information in its possession.

In this regard, Recipients are required to scrupulously maintain the confidentiality of any information they acquire as a result of their activities and to abide by the relevant legislation. Specifically, Recipients must not use any information that is not publicly available or has not been made public, even if obtained in confidence, to gain profits or pursue private interests. For these reasons, the use of such information must always be limited to purposes related to each Recipient's role.

Moreover, individuals acting in good faith who report any violations of this Code of Ethics will be protected against any form of retaliation, discrimination or punishment. Additionally, and in any case, the confidentiality of the identity of the reporter (also known as "whistleblower") will be ensured, without prejudice to legal obligations and the protection of the rights of the Company or of individuals who may have been wrongly and/or maliciously accused.

### **Quality of services**

PRINEOS undertakes to carefully listen to the requests and reports submitted by customers in order to enhance and tailor the quality of services provided, taking special care to ensure that we never offer services that fail to meet the qualitative and quantitative standards that we have guaranteed to the customer.

### **Respect of obligations with PRINEOS**

Recipients shall be bound to prioritize, in the performance of their duties, the overall goals and interests of the Company when performing their duties. They must also avoid engaging in any activities or behaviours that are not compatible with their obligations to PRINEOS. In addition, they should ensure that their personal or family activities do not conflict with their responsibilities within the Company, as this could compromise their impartial judgement.

### **Protection of the Environment**

PRINEOS is committed to protecting and respecting the environment and improving environmental performance. As part of their professional obligations, Recipients are therefore expected to adopt sustainable practices while performing their duties. They are required to utilize the resources made available by the Company according to criteria aimed at in a manner that is aligned with the objectives of minimising negative environmental impacts.

## **3. Rules and Principles of Conduct in External Relations**

### 1. Relations with customers

Each Recipient is obligated to furnish complete, truthful and accurate information regarding the services provided by the Company. This will allow customers to make informed decisions and maximise customer satisfaction. In order to achieve this, Recipients must adhere to the internal procedures adopted by PRINEOS for managing customer relationships and meeting their expectations and interests.

### 2. Relations with Suppliers

The Recipient, as regards the selection of suppliers and the acceptance of offers for the, shall always prioritize seeking the best competitive and qualitative advantage for the Company when selecting suppliers and accepting offer for purchasing goods and services. The possession of the requisites required, fairness of the price, safety and quality of the offered goods or services, punctuality of the supply, as well as adherence to corporate quality systems and occupational health and safety regulations constitute reference parameters for choosing a supplier.

Recipients must follow specific corporate procedures functional to document the process of selecting and/or qualifying suppliers, guaranteeing maximum transparency in evaluating and choosing suppliers.

Nonetheless, the Company requires its suppliers to comply with the applicable law and behave correctly and diligently and, where applicable, with particular attention to compliance with the regulations applicable in the healthcare sector, the rules of good clinical practice, ethics and protection of health and safety in the workplace.

### 3. Relations with public authorities

Each Recipient must ensure that any form of interaction with public bodies, entities, authorities and institutions is conducted with the utmost collaboration, transparency, clarity, fairness and in compliance with the applicable laws and regulations, PRINEOS internal procedures, and the present Code of Ethics. so as to ensure the absolute legitimacy of the relationship itself, the actions of the Company and/or the Recipients.

If a given activity involves contact with officials or representatives of the Public Administration (P.A.), the Company's objective is to exclude conduct that could compromise their autonomy or impartial judgement. In any case, it is strictly forbidden to offer, receive, or promise any benefits, gifts, or utilities of any kind – whether direct or indirect – to officials, public employees and/or persons in charge of public functions – to influence their decisions for more favourable treatment or to obtain undue benefits or for any other purpose, including the performance of their official duties. Gifts and acts of courtesy towards public officials, persons in charge of public services or public employees are allowed only when they are of modest value, they do not compromise integrity and independence in any way and cannot be interpreted as means of obtaining improper advantages. In any case, any gifts of modest value of must be authorized by the CEO or the heads of units/departments in advance and must be documented in a way that allows for proper verification.

### 4. Relations with healthcare professionals and organisations

When dealing with healthcare professionals and other individuals operating within healthcare facilities or the national health system, it is the responsibility of Recipients to fully comply with the applicable laws and

regulations set forth by the Public Authorities regarding their interactions with representatives of the healthcare industry. They must refrain from any conduct that may induce or even hint at an intention to adopt attitudes that are not compliant with the law.

PRINEOS ensures that it complies with all relevant laws, regulations and conduct standards in its sector, including those related to the fight against corruption and prevention of money laundering. The Company also fulfils its contractual obligations undertaken with client/sponsor companies. Therefore, it is strictly forbidden to offer any payment, any good of value and/or benefit, directly or indirectly, to any person or entity, including healthcare professionals working at the government level or in any healthcare facility, in order to gain an unfair advantage for the Company or its client/sponsor. Finally, the Company's relationships with healthcare professionals must not have any inappropriate influence on clinical decisions.

## **4. Rules and Principles of Conduct in Internal Relations**

### **1. Employees and Collaborators**

Human capital is a fundamental and indispensable element for the corporate development of PRINEOS. For this reason, the Company offers equal opportunities for professional growth, ensuring equal career opportunities to all, based on meritocratic criteria.

The Company reaffirms that no discrimination based on a person's origin/origin, ethnicity, gender, age, religion, opinions, beliefs, sexual orientation and/or health status shall be tolerated. Relations between collaborators, regardless of their levels of responsibility, must always be conducted with loyalty, fairness and respect, taking into account the different roles and functions held by each employee and collaborator. Each unit/department manager exercises the powers connected their corporate position with responsibility, respect, fairness and balance, fostering the professional growth of their collaborators and the improvement of working conditions.

The employees are the backbone of our organization, and their collaborative efforts are what make PRINEOS successful. They shall carry out their duties with the utmost professionalism, responsibility, transparency, efficiency and diligence, ensuring that we deliver the best possible results to clients/sponsors.

### **2. Staff Selection**

The individuals responsible for hiring new employees for the Company must always seek out the best possible match between the profiles sought and the actual qualities and skills of the candidates, adhering to the strictest principles of equal opportunities, avoiding any form of discrimination or favouritism of any kind.

### **3. Staff Training**

PRINEOS recognizes the importance of employee training in enhancing the skills and knowledge of its workforce.

The Company provides training programs that are designed to meet both the Company needs and the professional development goals of each collaborator.

Staff participate in training initiatives with a focus on professionalism commitment and active engagement.

### **4. Conflicts of Interest**

While carrying out its activities, the Company strives to avoid any situation that may lead to a conflict of interest, whether it is real or potential.

If any Recipient encounters a situation where there is a conflict of interest, even if only potential, they must immediately notify their superior or designated contact person. The superior or the contact person will then inform the CEO for further assessment and necessary action. In any case, the Recipient shall always refrain from taking part in any actions that may constitute a potential conflict and/or harm the Company.

### **5. Custody and Protection of the Company's Assets**

All Recipients must strictly adhere to the Company's security policies when using corporate assets and instruments. It is their responsibility to actively contribute to the protection of corporate assets by safeguarding them. The Recipients shall refrain from performing any actions that could threaten the integrity and security of the aforementioned assets.

Moreover, the Recipients should scrupulously comply with the Company's security policies in the use of corporate IT tools and applications (e.g., company server, PCs, smartphones, etc.), IT to ensure that their

functionality, security and protection are not compromised. Any use of IT tools that may violate the law, including, computer crimes, IT security, data protection and copyright, or offend the freedom and dignity of people, is strictly prohibited.

6. Health and Safety at Work

The Company aims to promote workers safety and health by providing organisational and instrumental resources available to improve workers health and safety., This includes establishing procedures and instructions that focus on safeguarding health and safety of its employees as an integral part of the Company's work structure.

## **5. Methods of Implementation and Dissemination**

1. PRINEOS considers it crucial to communicate this Code of Ethics in a timely and effective manner to the attention all Recipients and interested parties through communication activities. Different modalities will be used depending on the audience. This Code of Ethics is published on the Company's website to ensure that it is widely disseminated.

## **6. Final Provisions and Sanctions**

1. This Code of Ethics is approved by the Company's administrative body. Any future updates, whether due to regulatory adjustments or changes in PRINEOS' activity, will be approved by the administrative body of the Company as well and promptly disseminated to all Recipients and interested parties.
2. PRINEOS considers compliance with this document as an essential part of the obligations that arise from the relationship between the Recipients and the Company in various capacities. Therefore, any violation of the provisions contained in this Code of Ethics and/or in the procedures or provisions of law mentioned herein may result in the immediate termination of the existing relationship between the Company and the Recipients responsible for the possible violation, in accordance with the provisions of the specific contractual clauses or even in the absence of such clauses, without affecting the right to compensation for damages.