



# MENARINI GLOBAL THIRD PARTIES' CODE OF CONDUCT

 Ethical vision,  
Integrity in action

 **MENARINI**  
group

## Introduction

Menarini is committed to carrying out all business activities with integrity and compliance with all applicable laws and regulations.

We promote ethical behavior and inspire our actions to economic, social and environmental sustainability.

We expect all our ***Third Parties*** to share the principles which are expressed in this Global Third Parties Code of Conduct (hereinafter "GTP Code"). Menarini also expects Third Parties to require the same levels of integrity and business conduct from their personnel and anyone outside their organization engaged to provide goods and services for or with Menarini. All Third Parties must ensure contractually and factually that their sub-suppliers and sub-contractors abide by this GTP Code.



**Any person or entity, not employed by Menarini, that the company contracts within the normal course of business such as, vendors, suppliers, distributors, consultants and other business partners**

Third Parties must abide by all applicable laws and regulatory framework and obtain and maintain the necessary documents such as admissions, certificates and approvals from local authorities.

This GTP Code does not include an exhaustive list of the applicable legal frameworks Third Parties are required to adhere to, but is meant to focus on the most important topics for the Menarini Group.

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## BUSINESS ETHICS

### Repudiation of Bribery

Menarini strictly bans any form of bribery (be it public, private, active or passive), embezzlement, fraud, theft, and/or the concession of improper advantages.

Our Third Parties are expected to not engage in any activity (including improper payments) that may imply involvement in corruption or bribery, and especially when working for or with Menarini.

Furthermore, Third Parties shall not give, offer, promise, accept, or solicit money or anything of value to any representative or employee of a private commercial entity for the purpose of inducing that entity to assist Menarini in improperly obtaining or retaining business, or in securing any improper advantage.

We ensure exercise caution and essential due diligence in the selection of Third Parties, in order to maintain relationships only with those who are committed to our ethical standards.

### Interactions with Healthcare Professionals or Patient Organizations

We expect Third Parties when interacting with HCPs, HCOs or Patient Organizations on our

behalf to act with integrity and in compliance with applicable laws, regulations, guidelines and industry codes.

### Promotional Activity and Scientific Exchanges

Third Parties are expected to carry out all marketing and promotional materials and activities in accordance with high ethical, medical, and scientific standards, and in compliance with all applicable laws, regulations, guidelines and industry codes.

### Gifts and Hospitality

Third Parties shall not accept or provide gifts, hospitality or any other kind of personal benefit for our Company or on our behalf without obtaining prior approval from Menarini.

Customary gifts may be limited to instances in which such courtesies cannot be perceived as aimed to bribe the recipient. Furthermore, they must comply with regulations and business courtesy standards allowed by local practices and laws and regulations.

## Conflict of interest

Menarini is fully committed to uncovering any situation that could arise a conflict of interest, actual or potential and to implementing measures in order to remove or mitigate them.

Menarini defines conflict of interest as any situation that arises when Third Party's interest is in conflict, or gives the appearance of being in conflict, even potentially, with the interests of Menarini.

If a Third Party becomes aware of conflict of interest, even potentially, or a sensitive situation that may create a serious commercial or reputational issue for Menarini, it shall notify it timely.

## Competition and Fair Dealing

Menarini endorses free and fair market competition as part of its Corporate values. Therefore, as a matter of social responsibility, it is committed to compete on the merits as well as to ensure undistorted competition and fair dealing.

In line with Menarini's Corporate values, Third Parties shall, in turn, commit to fair competition and refrain from any anti-competitive practices under the applicable antitrust and competition

laws, whether alone or in combination with other entities or individuals.

## International Trade Activities

Third Parties should comply with all international trade laws and regulations, including those governing imports and exports or relating to trade sanctions and embargoes.

## Books and Records

In accordance with international accounting principles, Third Parties are required to keep accurate books and records, as well as to manage all tax-relevant matters and declarations truthfully.

Menarini expects Third Parties to be reliable market players and to act with the highest diligence in this respect.

## Confidential information

We expect our Third Parties to safeguard and make only proper use of company confidential information, in accordance with confidentiality agreements and all applicable laws and regulations.

## Data Protection

Third Parties shall commit to protect the personal information that they process in the frame of and in connection with their dealings with Menarini. In particular Third Parties shall ensure lawfulness of data processing at all times; implement appropriate safeguards and high level standards of data protection; protect personal information from misuse and unauthorised access at all stages of the data processing lifecycle – from collection up to data disposal; report data breaches in a timely manner. Third Parties shall also cooperate in a transparent and loyal manner with Menarini, so to ensure full compliance with data protection laws.

## Intellectual Property

Menarini respects the intellectual property rights of Third Parties.

We expect Third Parties to respect the intellectual property rights of Menarini and others and all applicable laws and regulations.

## Conflict Minerals

Our Third Parties are expected to ascertain, with adequate measures and due diligence, that products supplied to Menarini do not contain metals derived from minerals or their derivatives originating from conflict regions that directly or indirectly finance or benefit armed groups.

## LABOUR

### Human Rights

Menarini is committed to supporting and respecting the principles established under the United Nations Universal Declaration of Human Rights, avoiding complicity in any abuse.

We require our Third Parties to share the same commitment to human rights.

### Labour rights / Zero Tolerance for Harassment and Discrimination

We expect our Third Parties to promote the dignity, health, freedom, and equality of their employees, in compliance with all applicable legislation.

We do not accept harassment, intimidation, or coercion or prejudice based on personal characteristics such as race, color, gender, religion, national origin, sexual preferences, age, disability, pregnancy, marital or veteran status, or any other aspect covered by applicable laws and regulations.

### Child Labor Forced Labor and Human trafficking

We expect our Third Parties to not engage in or support human trafficking or modern slavery, including forced, bonded, involuntary labour or child labour.

Third Parties shall not use child labour and employ personnel who meet the applicable minimum legal age requirement to work in the country or countries in which they operate.

### Working Time, Wages and Benefits

Third Parties shall set working hours, wages and overtime pay in compliance with applicable laws and regulations in the country or countries in which they operate.

### Freedom of Association

We expect Third Parties to respect, in accordance with applicable local laws and regulations, the rights of their employees to associate freely, join labor unions, seek representation, join works councils and engage in collective bargaining.

## QUALITY

### Change Control

We expect our Third Parties not to make any changes in specification, part design, material, manufacturing process, manufacturing location, or registration status, for any goods that Menarini will purchase, without prior written approval.

### Quality / Delivery Performance

Third Parties should ensure on-time delivery in accordance with our requirements.

We expect our Third Parties to monitor product quality performance and demonstrate continuous improvement measured by decreased internal defects, customer complaints and defects shipped.

Third Parties should have the capability to respond in a timely manner to all complaints issued by Menarini.

### Quality System / Quality requirements

Third Parties must have a quality system and product registrations that complies with all applicable government regulations in the countries in which their products are produced and/or distributed and, when applicable, also to the regulations applicable in the destination Countries.

### Packaging / Labeling

Product must be properly identified with appropriate label information, ensuring no misidentification will occur and allowing for complete traceability.



## HEALTH, SAFETY AND ENVIRONMENT

### Worker Protection

Menarini is committed to ensure a safe workplace, consolidating a culture of prevention and protection of workers' health and safety, developing risk awareness and promoting responsible behaviour. This is done through constant information, training and education for all workers.

We expect Third Parties to share this commitment and guarantee full respect for personal dignity and compliance with all applicable health and safety regulations.

We expect Third Parties to identify, communicate and evaluate potential hazardous situations in the workplace, in order to eliminate their causes and achieve continuous improvement.

### Process Safety

Menarini provides resources and procedures to deal with emergency situations, constantly monitoring full efficiency, including periodic emergency drills. We expect Third Parties to identify, assess and manage potential emergency situations in order to prevent or mitigate the possible impacts of their activities.

### Environmental Protection and Authorizations

Menarini genuinely recognizes the importance of protecting the natural environment and conduct business in a sustainable way, in compliance with all applicable international and local laws and regulations.

Third Parties are required to do likewise, conserving natural resources and complying with all applicable environmental laws and regulations. All environmental authorizations, permits and licenses necessary to conduct business, must be obtained complied with.

### Chemicals, Waste and Emissions

Menarini manages all the environmental aspects of its business in order to reduce their impacts.

Third Parties must minimize waste production, encourage reuse, appropriately manage water discharges, atmospheric emissions or any other aspect that may have a significant impact on the environment or human health.

Third Parties should also reduce as much as possible the use of hazardous substances in their processes.

## REPORTING BREACHES OF THE CODE (WHISTLEBLOWING)

### Reporting

Menarini encourages Third Parties to report, even anonymously, and without fear of reprisal any violation, even potential, of laws, regulations and principles contained in this Code.

Dedicated whistleblowing channels are in place to encourage effective reporting:

Website: <https://menarinigroup.ethicspoint.com>

Global Compliance mailbox:

[globalcompliance@menarini.com](mailto:globalcompliance@menarini.com)

Data breaches and other issues

with personal data: [dpo@menarini.com](mailto:dpo@menarini.com)

All reported concerns will be treated fairly, properly reviewed and investigated in strict confidence. Where appropriate, disciplinary action and corrective measures will be taken to address any potential policy gaps and prevent future infringements.

Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for further investigation or prosecution.

We expect Third Parties to inform their Personnel that they will not be subject to retaliation as a result of raising a concern in good faith.

### Disciplinary Sanctions

Menarini expects Third Parties to conduct themselves in a fitting ethical manner, and as such they are required to abide by this Code. Any violation of applicable laws and regulations or any breach of this Code, will result in appropriate contract-based sanctions according to the seriousness of the infringement, and in compliance with other specific clauses.



