



Code of Ethics and Conduct





 Chiesi

Code of Ethics and Conduct



Version 12/2015

This version mirrors all the modifications brought to Chiesi Model 231 and approved on December 22nd, 2015, by the Board of Directors of Chiesi Farmaceutici

Introduction

The Code of Ethics and Conduct (hereafter also referred to as the “Code”) expresses the Company’s commitment to operate not only in accordance with the laws and regulations currently in force but also with certain principles and rules of conduct of an ethical nature.

The application of the following principles is guaranteed by the existence of procedures within the Company aimed at ensuring that its employees, internal bodies and third parties acting on its behalf, operate effectively in accordance with ethical principles.

This version of the Code has been approved by the Board of Directors (hereafter also known as “B.o.D.”), within the scope of the approval of the Company Organisational, Management and Control Model made on 22nd December 2015. This constitutes an official company document and as such is binding upon all the bodies, employees, consultants, collaborators, agents and, at a more general level all third parties acting on behalf of the Company (hereafter referred to as “ADDRESSEES”).

1. Values

This Code expresses the principles which the Addressees must comply with when carrying out the company mission; the following articles clarify the above mentioned principles:

- **HONESTY:** Whilst carrying out their work and professional duties, the Addressees of this Code must fully comply with the regulations in force in the Countries where they operate. Dishonest conduct cannot therefore be justified even in the pursuit of the Company's interests.
- **FAIRNESS AND TRANSPARENCY WITHIN THE MANAGEMENT SYSTEM:** The Company pursues its own mission whilst ensuring adequate transparency in executive processes and decisions made. As a result, informative activities carried out for the benefit of stakeholders (shareholders, staff, directors, suppliers, customers, the local community and institutions) are required to be truthful and transparent also to enable those concerned to make informed and conscious decisions.
- **CONFIDENTIALITY:** The Company safeguards the confidentiality of all information acquired whilst carrying out its own activities.
- **COLLABORATION:** The Company recognises the importance of collaboration among managers, employees and collaborators and of generating synergy between the various individuals involved in company activities.
- **ENHANCING HUMAN RESOURCES:** The Company acknowledges the competence and skills of the individual members of the business as an element essential to its development and thus promotes the enhancement of human resources by means of training programmes and refresher courses.
- **VALUES RELATING TO DECREE LAW 231/2001:** The Company intends to ensure that social bodies, its employees and all those acting on its behalf do not commit any kind of offence which may not only discredit the Company image itself but also require one of the pecuniary penalties to be applied and/or criminal proceedings to be brought as provided for under Decree Law 231/2001, in the event that such offences are committed for the benefit or in the interests of the Company itself.

This Code therefore forms part of a more general project aimed at creating an ethical identity for this Company, setting out the values which the Company wishes to be respected in the conduct of all of its components.

The Company thus intends to firmly re-establish the concept that **fairness** and **lawfulness** in working and business practice constitute and shall always constitute an essential **value** for this Company.

2. General Principles

2.1 GENERAL ETHICAL PRINCIPLES

PRINCIPLE 1: The Company bases its activities upon the principles stated in this Code.

PRINCIPLE 2: The Company regards as an essential principle compliance with the laws and regulations in force in all the countries where it operates.

- 1) The Company's social bodies and employees are required to comply with the laws and regulations in force in all the countries where the Company operates.
- 2) The Company likewise requires the same commitment from its consultants, temporary contract collaborators, agents, proxies and third parties acting on its behalf.

PRINCIPLE 3: The Company regards as an essential principle compliance with the ethical provisions to which the Company itself formally has adhered.

- 1) In carrying out their respective tasks, the Company's social bodies and employees are required to comply with the ethical provisions to which the Company itself has formally adhered.
- 2) The Company likewise requires the same commitment from its consultants, temporary contract collaborators, agents, proxies and third parties acting on its behalf.

PRINCIPLE 4: The Company's social bodies and employees must comply with the Company's operational policies and procedures.

PRINCIPLE 5: The Company's social bodies and employees must promote and extend the application of Company principles and sensitise third parties coming into contact with the Company as to the respect of these values.

2.2 ETHICAL PRINCIPLES AND RELATIONS WITH THE STAKEHOLDERS

Shareholders

PRINCIPLE 6: The Company regards as an essential principle the enhancement of the shareholders' financial investment so as to guarantee an adequate return on the risk which shareholders take when investing their own capital.

PRINCIPLE 7: The Company undertakes to ensure that information concerning itself is properly managed and communicated outside the Company.

Staff

PRINCIPLE 8: The Company ensures that all activities are carried out in accordance with the principles of fairness and equal treatment and condemns any form of abuse of power carried out by anyone.

PRINCIPLE 9: The Company requires all employees to conform to all decisions taken.

- 1) It is the employees' duty to carry out the responsibilities they have been assigned in a proper, duly and timely way.
- 2) Employees have the right to freely object should they not agree with the instructions given to them by their superiors.
- 3) Superiors must encourage employees to take part in making company decisions, and undertake to enhance their decisional autonomy, to this end thereby limiting subordination to the basic aspects of their role.

PRINCIPLE 10: All Company activities are based on the respect of internationally recognised human rights.

- 1) The Company undertakes to strictly comply with all laws and regulations concerning labour protection and against forms of irregular labour or illegal immigration. In particular, it is absolutely forbidden to employ foreign workers who are without residence permit or who have a revoked or expired permit, for which a documented renewal application has not been made in the ways defined by the reference law.
- 2) The Company undertakes to safeguard the physical and moral integrity of its employees and collaborators, guaranteeing working conditions that are respectful of human dignity.
- 3) Any attitude or conduct which may be construed as an act likely to endanger or violate the physical or moral integrity of others is forbidden.
- 4) Any conduct of an intimidating, hostile or offensive nature is forbidden.
- 5) The Company condemns any kind of retaliation by anyone towards employees as a result of their refusal to carry out specific services of a personal or professional nature.

PRINCIPLE 11: Employees must avoid any kind of conflict of interest.

- 1) It is the duty of employees who may either directly or via a third party have private interests with suppliers, customers or competitors, to refrain from entering into any kind of negotiation on behalf of the Company with the aforementioned people, unless previously authorised to do so.

PRINCIPLE 12: Any form of disclosure of confidential or reserved information, which employees might become acquainted with during their normal working activities, is forbidden.

PRINCIPLE 13: The Company bases its recruitment procedures upon the principles of fairness and transparency and rejects any form of discriminatory behaviour.

- 1) The assessment of staff to be recruited is carried out on the basis that the candidates' profiles correspond to their specific tasks, with regard to what is expected and to the Company's needs as per the request made by the applicant function, whilst respecting the equal opportunities of all those concerned.
- 2) Information requested is strictly related to the verification of the elements required for the professional and psychometric profile, whilst respecting the candidate's private life and opinions.
- 3) Within the limits of the information available, the Human Resources Department adopts appropriate measures in order to avoid favouritism, nepotism or any form of clientelism during the selection and recruitment phases.

PRINCIPLE 14: The Company forbids any form of discrimination in the management of staff and undertakes to guarantee equal opportunities for all employees, assessing them exclusively on the basis of their personal qualifications and merit, and on their performance.

- 1) The Company undertakes to remunerate employees exclusively on the basis of criteria relating to merit and competence.
- 2) The Company forbids any kind of discriminatory behaviour in the management of staff, in particular if this is due to reasons of a political, racial or linguistic nature or related to trade union or gender.

PRINCIPLE 15: The Company promotes the development and maximum advancement of talent, aptitudes and professional competences of employees.

PRINCIPLE 16: The Company guarantees that within its own organisation the annual goals, both generally and at individual level for employees or collaborators

acting on behalf of the Company, focus on potential (albeit ambitious), specific, concrete, quantifiable results relating to the timeframe in which they are expected to be reached.

PRINCIPLE 17: The Company guarantees that any personal staff data used for company purposes will remain confidential, and in the event of its disclosure, will ensure this occurs in an appropriate and authorised manner.

Company representatives, Consultants and external Collaborators

PRINCIPLE 18: It is the duty of all those operating on behalf of the Company to bring to its attention any situation which may represent, even only theoretically, a conflict of interest.

PRINCIPLE 19: It is the duty of each Company representative and anyone acting on the Company's behalf to keep the nature of their activities confidential as well as any information they are provided with or which they become acquainted with in the course of their duties.

Members of the Board of Directors

PRINCIPLE 20: It is the duty, as well as the right, of all Company directors to make their choices autonomously and independently of external influence, in pursuit of the interests of both the Company and the shareholders.

PRINCIPLE 21: Every director must carefully carry out their management and control functions, in the knowledge of all the facts and with the full awareness of the duties and responsibilities that their position entails.

PRINCIPLE 22: It is the duty of every director to bring to the Company's attention any situation which may represent, even only theoretically, a conflict of interest between the activities of an economic, personal or familial nature and the management activities of the Company.

PRINCIPLE 23: It is the duty of directors to refrain from taking part in board meetings, in which they take part in their simultaneous capacity as partners, involving a personal interest that conflicts with that of the Company.

PRINCIPLE 24: The Directors-shareholders must exercise their right to vote in accordance with the principles of fairness and good faith.

Competitors

PRINCIPLE 25: The Company models its behaviour towards competitors on principles of fairness and correctness and consequently forbids any unfair competitive activity.

- 1) In particular, the Company forbids any form of:
 - illegitimate use of the distinguishing marks of others;
 - spreading of false or inaccurate news or information to discredit a competitor;
 - use of force or other fraudulent means for the purpose of obtaining confidential information from the employees or collaborators of competitors.

PRINCIPLE 26: The Company regards as an essential principle, and demands compliance with the antitrust legislation in force in the countries where it operates.

Customers

PRINCIPLE 27: The Company's paramount objective is to maintain customer trust and loyalty by offering products and services of value in terms of price, quality, safety and environmental impact.

PRINCIPLE 28: The Company undertakes to keep private information on customers and patients secret and/or confidential, in accordance with the regulations in force, except when the disclosure of the personal data is authorised by law.

Patients

PRINCIPLE 29: The Company regards as an essential principle compliance with internationally recognised ethical regulations and provisions concerning clinical trials and research, so as to ensure the complete respect of human rights.

2.3 ETHICAL AND ENVIRONMENTAL PRINCIPLES

PRINCIPLE 30: The Company regards as an essential principle compliance with regulations concerning the environment in force in the countries where it operates.

PRINCIPLE 31: The Company must carry out its production and research activities whilst ensuring that the environment in which it operates is respected, thus also taking into account the rights of future generations.

- 1) The Company undertakes to use resources and energy sparingly, reducing the use of production factors which have a negative impact upon the environment.
- 2) The Company undertakes to constantly monitor atmospheric emissions and waste water and the levels of noise and toxic waste pollution, in order to keep them below the limits required by law.
- 3) The Company guarantees the development and application of new technologies in order to safeguard and benefit the environment, and undertakes to bear in mind both the evolution of scientific research and the most successful achievements made in this field.
- 4) The Company undertakes to plan and manage research activities and clinical trials on animals balancing as far as possible economic development and environmental needs.
- 5) The Company forbids each Addressee from adopting behaviors that can potentially compromise or deteriorate water, air or significant portions of soil or subsoil, an ecosystem, biodiversity, flora or fauna; the Company also forbids to purchase, receive, transport, import, export, procure to others, hold, transfer, abandon or get rid of highly radioactive material in an unlawful and/or in unauthorized way.

PRINCIPLE 32: The Company undertakes to carry out its mission in a socially responsible way, promoting activities aimed at human and social development within local communities and the countries where it operates.

3. Rules of conduct

3.1 PRINCIPLES AND RULES OF CONDUCT IN RELATIONS WITH PUBLIC ADMINISTRATION BODIES

PRINCIPLE 33: The Company, its bodies, employees, consultants and collaborators, agents, proxies and third parties acting on behalf of the Company in its relations with Italian or foreign Public Administration bodies, must comply with the principles of impartiality and efficiency to which Public Administration bodies are also bound.

PRINCIPLE 34: The Company forbids any behaviour by anyone for their own purposes, consistent with promising or offering either directly or indirectly money or other benefits to Italian or foreign Civil Servants and/or Italian or foreign Civil Service representatives, which may result in an undue or unlawful interest or benefit for the Company.

- 1) The abovementioned behaviour is not permitted either where it is originated directly by the Company, its bodies or its employees, or by people acting on behalf of the Company: consultants, temporary contract collaborators, agents, proxies and third parties.

PRINCIPLE 35: Those appointed by the Company to follow any business negotiations, requests or relations with Italian or foreign Public Administration bodies, must not for any reason attempt to unduly influence the decisions of Civil Servants or Civil Service representatives.

- 1) In the course of business negotiations, requests or commercial relations with Italian or foreign civil servants and/or civil service representatives, the following – whether directly or indirectly – must not be undertaken:
 - proposals, in any way, of employment and/or commercial opportunities which may personally benefit Civil Servants and/or Civil Service representatives;
 - offers in any form of money or other benefits;
 - soliciting or obtaining confidential information which may compromise the integrity or reputation of both parties;
 - committing any other act intended to induce foreign Civil Servants to do or omit to do anything that may violate the laws of the country to which they belong.

PRINCIPLE 36: It is forbidden to use contributions, subsidies or funding obtained from the State or any other public body or from the European Union for purposes

other than those for which they were granted, even where amounts of moderate and/or little value are involved.

PRINCIPLE 37: The Company forbids any behaviour intended to obtain, from the State, the European Union or any other public body, any kind of contribution, funding, favourable mortgage or other benefit of a similar kind, by means of statements and/or modified or falsified documents, or via omitted information or, more generally, via fraudulent strategies or deception, including those created via computerised or data transmission systems, intended to deceive the service provider.

PRINCIPLE 38: The Company must not permit third parties in a position of conflict of interest to represent it in relations with Italian or foreign Public Administration bodies.

Third parties acting on behalf of the Company must refrain from entering into relations with Italian or foreign Public Administration bodies, in any other situation where there are serious advantages at stake.

PRINCIPLE 39: In creating any form of relations, including consultancy, with the scientific sector and its representatives, whether Italian or foreign, the principles of appropriacy, fairness and pertinence must be guaranteed, as well as the provision of documentation pertaining to the relations.

3.2 ORGANIZATIONAL RULES

PRINCIPLE 40: Every operation and/or transaction, intended in the broadest sense of the word, must be lawful, authorised, coherent, appropriate, documented, recorded and verifiable at any time.

- 1) The procedures which regulate the operations must allow for the possibility of checks to be made upon the characteristics of the transaction, the reasons for its execution, the authorisations to carry it out and the execution of the said operation.
- 2) Every individual who carries out operations and/or transactions involving sums of money, assets or other economically assessable benefits belonging to the Company, must be authorised to do so and provide on request all valid proof in order that verifications can be made at any time.

PRINCIPLE 41: Each company function is responsible for the truthfulness, authenticity and original nature of documentation produced and information gathered whilst carrying out its appointed tasks.

PRINCIPLE 42: The Company forbids any form of use of its resources for the funding and completion of any activities carried out for the purposes of terrorism or the subversion of democracy, and undertakes to adopt effective control and monitoring measures in order to prevent any kind of behaviour aimed at committing such crimes.

Moreover, it is expressly forbidden for all Company employees, wherever they are operating or stationed, to become involved in any practice or action which may foster terrorist activities or the subversion of law and order. In the event of a query or if a situation appears equivocal, each employee is required to consult the head of their function, a Company lawyer or the Supervisory Board.

PRINCIPLE 43: Within the scope of the law in force, the Company undertakes to adopt appropriate control and vigilance measures in order to prevent any behaviour aimed at the perpetration of offences against the person.

3.3 PRINCIPLES AND RULES OF CONDUCT CONCERNING HEALTH AND SAFETY AT WORK

PRINCIPLE 44: Within the scope of the law in force, the Group undertakes to adopt all measures necessary to safeguard the physical and moral integrity of its workers.

In particular the Company is committed to ensure that:

- respect for the law in force concerning the safety, hygiene and health of workers is considered a priority;
- the risks to workers, insofar as is possible and can be guaranteed by the evolution of the most effective techniques, are avoided also by selecting the most suitable and least dangerous materials and equipment and as such are able to mitigate the risks at source;
- risks which cannot be avoided are properly assessed and suitably mitigated by means of appropriate general and individual safety measures;
- information and training aimed at workers is distributed, updated and specifically related to their position;
- workers are consulted on health and safety issues at work;
- any necessary action or non-conformity concerning safety emerging in the course of normal activities or during checks and inspections is dealt with quickly and effectively;
- the organisation of work and its operative aspects is carried out in such a way as to safeguard the health of workers, third parties and the community in which the Company operates.

In pursuit of the abovementioned goals, the Company allocates organisational, material and economic resources, with the aim of ensuring that the safety regulations in force are fully complied with and the health and safety of workers in the workplace, as well as safety measures, are continuously improved.

Every employee, within the scope of their own responsibilities, is required to ensure that legal regulations, the principles set out in this Code and company procedures and any other internal provision designed to assure safety, health and hygiene in the workplace are fully complied with.

3.4 PRINCIPLES AND RULES OF CONDUCT CONCERNING CORPORATE OFFENCES

PRINCIPLE 45: The Company forbids any behaviour aimed at tampering with the fairness and the truthfulness of data and information appearing in financial statements, reports or other corporate communications provided for by law and intended for shareholders, the public and the Company external financial auditors.

PRINCIPLE 46: The Company requires the Directors, Function Heads and employees to maintain a proper and transparent conduct when carrying out their responsibilities, above all in relation to any request made by the partners, the Board of Statutory Auditors, other social bodies and the auditing Company when carrying out their respective institutional functions.

PRINCIPLE 47: It is forbidden for any Company Director to behave in such a way as to intend to compromise the integrity of the company assets.

PRINCIPLE 48: The Directors must not carry out any kind of corporate operation intended to cause damage to creditors.

PRINCIPLE 49: It is forbidden to commit any act, whether simulated or fraudulent, intended to influence the wishes of the members of the Board of Shareholders in order to improperly create a majority and/or obtain a decision which would have been otherwise different.

PRINCIPLE 50: It is forbidden to circulate false news both inside and outside the Company, relating to the Company itself, its employees, collaborators and third parties acting on its behalf.

PRINCIPLE 51: Company employees and anyone acting on the Company's behalf must maintain a helpful and collaborative attitude towards inspection and control bodies, in the event that checks and inspections are carried out by the competent public Authorities.

- 1) It is forbidden to obstruct in any way the functions of Public Vigilance Authorities which come into contact with the Company because of their institutional responsibilities.

3.5 PRINCIPLES AND RULES OF CONDUCT CONCERNING THE FIGHT AGAINST CORRUPTION BETWEEN PRIVATE INDIVIDUALS

PRINCIPLE 52: Each employee is required to interact openly with all his/her counterparties and, in particular, with customers, suppliers and external collaborators.

In particular, all Addressees are expressly forbidden to:

- gain illicit advantages through deception or unprofessional or fraudulent conduct;
- accept and/or make, for themselves or for others, pressure, recommendations or suggestions that may cause harm to the Company or bring undue advantages for themselves, for the Company or for third parties;
- accept and/or make undue promises and/or offers of money or other benefits, unless these are of modest value, are not connected with requests of any kind and are in line with company procedures.

Should any Addressee receive an offer or a request of benefit by a third party – with the exclusion of benefits of commercial use or considered as modest value benefits according to the Company's provisions – the same Addressee must neither accept said offer nor welcome said request and must immediately inform the relevant manager or the Company's person in charge of such kind of requests.

PRINCIPLE 53: The Company undertakes to manage business relations with customers and partners in an impartial, open and professional manner, in compliance with current regulations and the agreed quality and service standards as well as with existing contracts. During business negotiations, the Company provides clear, accurate and truthful information and commits to respect and duly fulfil the relevant contractual obligations.

- the Company commits to inform customers about the content of this Code and customers must declare to know and (while executing the agreement on behalf of the Company) comply with the principles therein reported. Customers must also commit to not hold any behaviour which may induce the Company – through the relevant managers or employees – to infringe the rules set out within this Code.
- the Company commits not to arbitrarily discriminate its customers. The selection of possible customers, as well as the provision of the Company's goods and/or services selling conditions, must be based on an objective assessment of the solidity, quality and reliability of said customers, and shall be carried out in compliance with the Company's procedures. The Company must also provide accurate and complete information about the goods or services to be sold, so as to allow (even potential) customers to make conscious decisions.

- illegal or non-competitive practices and behaviours, as well as illicit payments, corruption attempts and favouritism are forbidden while carrying out commercial or promotional relationships.

PRINCIPLE 54: In relations with suppliers, the Company:

- follows principles of transparency, equality, openness, impartiality, value for money and fairness, and avoids relations that can generate undue personal advantage or conflict of interest.
- commits to inform suppliers about the content of this Code and suppliers must declare to know and (while executing the agreement on behalf of the Company) comply with the principles therein reported. Suppliers must also commit not to hold any behaviour which may induce the Company – through the relevant managers or employees – to infringe the rules set out within this Code.
- commits to carry out supplier's selection according to objective and documentable criteria, aimed at researching the best balance between economic advantages and quality of the service. The Company takes into account the economic, patrimonial, financial and technical reliability of the suppliers, as well as the transparency about the origin and quality of the purchased products so as to avoid the purchase of products having an illegal origin, such as forged or stolen products.
- contractually binds the supplier to communicate, without delay, any situation and/or suddenly developed circumstance which may influence the supplier's ability to keep the selection requirements needed by the Company. In such respect, in case of false or incomplete information provided by the supplier, this may cause the termination of the supply agreement.
- commits to preserve any information and official documents concerning relationships with its own suppliers for the time frame required by the applicable laws. Such preservation is carried out by the Company in a suitable way to warrant transparency and traceability of any contractual relationship with its own suppliers.
- **In managing relationships with suppliers, the Company requires Addressees to:**
 - hold relationships which shall be transparent, collaborative and in line with the best commercial practices, as well as in compliance with the rules provided for by the national and European legislation, with the procedures related to the quality, safety and environment management system implemented, as well as with the internal rules on suppliers selection;

- verify the identity of any third party the Company have interactions with;
- give motivation to the selection made and enter into adequate contractual agreements with all suppliers;
- warrant the most convenient quality-cost-time of delivery relationship;
- avoid any initiative which may create not-justifiable partisanships, giving preference to a certain supplier rather than to another;
- not pursue personal advantages while carrying out procurement operations;
- require the application of the conditions contractually provided;
- operate in compliance with the applicable legal provisions and require the application thereof;
- avoid the receipt of donations, gifts and other advantages, even those of modest value, when aimed at obtaining illicit benefits;
- not carry out illegal or non-competitive practices and behaviours, as well as illicit payments, corruption attempts and favouritism;
- avoid providing money and gifts in violation of the limits set forth by the Company's practice and avoid granting other benefits of whatever nature (e.g. a promise to hire people).

PRINCIPLE 55: In selecting outside collaborators (professionals and counsels) the Company takes a completely impartial, autonomous and independent approach.

In particular, in managing relationships with professionals and counsels, Addressees must:

- accurately assess the opportunity to ask the assistance of outside collaborators and select counterparts who have adequate professional experience and reputation;
- give motivation to the counterparties selected;
- hold transparent, collaborative and in line with the best commercial practice relationships;
- steadily warrant the most convenient relationship between the cost and the quality of the professional activity required;
- require the application of the conditions contractually provided;
- operate in compliance with the applicable legal provisions and require the application thereof;
- neither provide nor offer, directly or indirectly, payments and material benefits (of whatever value) as a form of compensation or as an inducement to carry out any activity related to their profession;

- not carry out illegal or non-competitive practices and behaviours, as well as illicit payments, corruption attempts and favouritism;
- avoid exchanging courtesy gifts or hospitality behaviours which have not a mainly symbolic value or which are in any case made in violation of the Company's procedures and/or the common known commercial practices;
- not give compensation which is not in line with the activity required or the local commercial practice;
- provide, within the commercial agreement with outside collaborators, a specific clause requiring them to respect this Code: the violation of this Code may trigger the termination of the same agreement.

3.6 PRINCIPLES CONCERNING OFFENCES AS PROVIDED FOR BY ART. 25 OCTIES OF DECREE LAW 231/2001

PRINCIPLE 56: The Company forbids any behaviour, whether by persons in a senior or subordinate position, which may merely even indirectly facilitate the commission of criminal offences such as receiving stolen goods, the laundering or use of money, goods or other assets from illegal sources. To this end, the Company undertakes to introduce all necessary preventative and successive control measures.

- 1) It is forbidden to establish business relationships with customers, collaborators, partners, potential investors and suppliers when it is suspected that they carry out illegal business activities, or when it is suspected that the relevant income is generated through illegal sources. In this respect, the Company adopts rules aimed at warranting a correct assessment and selection of its commercial partners.
- 2) The Company commits to comply with all national and international anti money laundering laws and regulations.

3.7 PRINCIPLES CONCERNING TRANSNATIONAL OFFENCES AND ORGANIZED CRIME OFFENCES

PRINCIPLE 57: The Company forbids any behaviour, both by persons who have a top management role and by persons who have a subordinate role, that may even only indirectly facilitate the realization of forms of criminal association (whether of a national or transnational nature) and, among these, also those aimed at the trafficking of drugs or psychotropic substances, the laundering of goods, money or other utilities of illicit origin or hindering law enforcement. To that end, the Company undertakes to activate all the preventive and subsequent control procedures necessary for this purpose (separation of roles, traceability of transactions, monitoring, etc.).

- 1) It is forbidden to establish business relations with customers, collaborators, partners and suppliers that are suspected of carrying out illicit business activities or whose income is suspected of coming from illicit sources. To that end, the Company adopts rules aimed at ensuring correct evaluation and consequent selection of its commercial partners.
- 2) The Company adopts rules and control tools aimed at ensuring that its decision-making processes are implemented on the basis of codified rules, favouring the principle of collective responsibility where possible, and that they are suitably tracked and documented.

3.8 PRINCIPLES CONCERNING COMPUTER-RELATED CRIMES

PRINCIPLE 58: The Company forbids any behaviour intended to modify the functioning of a computer or data transmission system i.e. unauthorised access to data, information or programmes contained therein, aimed at unduly profiting the Company to the detriment of the State.

Moreover, the Company forbids any behaviour, both by persons in a superior or subordinate position, which may merely even indirectly facilitate the commission of so-called computer-related crimes. To this end, the Company undertakes to introduce all necessary preventative and successive control measures.

3.9 PRINCIPLES CONCERNING INTELLECTUAL PROPERTY AND COPYRIGHT PROTECTION

PRINCIPLE 59: The Company considers as its basic assets the intellectual and industrial property rights (patents, trademarks, copyrights and identification marks) of which it is the holder and guarantees respect for the intellectual and industrial property of others.

- 1) The Company forbids any behaviour that would cause the loss, theft, unauthorized circulation or illegitimate use of its intellectual property or that of others, or of confidential information.

3.10 PRINCIPLES CONCERNING PROTECTION OF THE TRUTHFULNESS OF STATEMENTS TO THE COURT

PRINCIPLE 60: The Company guarantees maximum cooperation with the court and forbids adoption of any behaviour, towards a person called to make statements before it, aimed at affecting or influencing him/her in the making of his/her statement.

- 1) The Company forbids any company function from assuming behaviour that will, directly or indirectly (i.e. decisions on the assessment of performance or on the bestowing of rewards, or on the imposition of disciplinary sanctions, etc.), influence or affect the statements that a person is called to make before the Court.
- 2) The Company acknowledges the absolute autonomy of any collaborator called to make statements to the Court in choosing his/her lawyer.
- 3) The Company forbids any behaviour that, directly or indirectly, is of a discriminatory and/or retaliatory nature towards a person as a result of the statements s/he has made to the Court.

4. Control bodies and mechanisms

4.1 SUPERVISORY BOARD

PRINCIPLE 61: The Supervisory Board is assigned to control the correct functioning of the Model and the Code of Ethics and Conduct, as well as maintaining this by way of periodical updates.

PRINCIPLE 62: The Supervisory Board, in carrying out its functions, must be guaranteed unrestricted access to Company data and information useful for its activities. Those to whom this Code is addressed and the representatives of the Company functions in particular are required to provide maximum assistance in facilitating the Supervisory Board's duties.

4.2 SANCTIONS

PRINCIPLE 63: Failure to observe the rules and principles contained:

- (i) in this Code of Ethics and Conduct;
- (ii) in the operative procedures expressly included in the Model;
- (iii) in any other procedure, rule and protocol relating to the application of the Model;

will result in the application of the sanctions contained in the Company's Disciplinary System subject to and on the basis of the specifications provided therein.

5. The Code within the Company

5.1 AWARENESS

PRINCIPLE 64: This Code, by means of appropriate training and other suitable methods of communication, must be brought to the attention of the Social bodies, Company employees, consultants and temporary contract collaborators, agents, proxies and any other third party that may act on behalf of the Company in relations with Italian or foreign Public Administrations. All the aforementioned parties are required to understand its contents and comply with its precepts.

- 1) Any queries relating to the application of this Code must be promptly discussed with the Supervisory Board.

5.2 INTERNAL REPORTING

PRINCIPLE 65: Anyone becoming aware of violations of this Code's principles and/or the operative procedures constituting the Model or of other sensitive issues which may affect its standing or efficacy must promptly inform the Supervisory Board.

5.3 CONFLICT WITH THE CODE

PRINCIPLE 66: In the event that even a single provision contained within this Code comes into conflict with provisions made in internal regulations or procedures, the Code will prevail over any such provision.

5.4 MODIFICATIONS TO THE CODE

PRINCIPLE 67: Any modification and/or addition to this Code must be made following the same procedure applied for its initial approval.

This version mirrors all the modifications brought to Chiesi Model 231 and approved on December 22nd, 2015, by the Board of Directors of Chiesi Farmaceutici

Editing by Litografia Express



 **Chiesi**