

# OMIKRON ITALIA S.R.L.

## CODE OF CONDUCT

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# **1. RECITALS**

## **1.1 MISSION**

Omikron Italia S.r.l. ("**Omikron**" or the "**Company**") is an Italian company dedicated to the research, development, production, registration and marketing of medicinal products, medical devices, dietary supplements, cosmetics and food for special medical purposes intended for the ophthalmic and vascular sector.

The company's mission, which is correctly identified in its Articles of Association, is to develop and market innovative therapeutic solutions for potential prescribing physicians and patients with major ophthalmic and vascular diseases.

Omikron conducts its business aware of the need to guarantee, spread and reinforce a culture of integrity, fairness and transparency towards all its stakeholders and business partners in compliance with current laws and regulations.

## **1.2 ETHICAL APPROACH TO BUSINESS**

It is Omikron's belief that ethics in conducting business, in the context of a sensitive sector such as the pharmaceutical industry, implies the need to do what is responsible and morally correct, without compromising on the moral principles of legality, loyalty, honesty, transparency and mutual respect, specifically pursuing the ultimate goal of protecting the health of patients with major ophthalmic and vascular diseases.

Believing that a pharmaceutical company is valued not only for the quality of the products it is able to offer, but also for its efforts in research and development, with a view to increasing their clinical relevance or identifying new indications or methods of use, Omikron has consistently dedicated itself to achieving ever greater Corporate Social Responsibility, meaning the ability to integrate its business activities with the pursuit of improving patient health.

Omikron's core mission is, in fact, focused on patients and providing them with innovative solutions for their needs. Patient safety is paramount, and the Company is committed to ensuring it in all its research activities, along with patients' rights and welfare.

Omikron collects and reviews information from every available source on side effects or any non-compliance attributable to its products encountered by the patients taking them, including in the trial phase, or by healthcare professionals prescribing or using them. All employees and collaborators, regardless of their function, must report any side effects or non-compliance brought to their attention in the course of pharmacovigilance or post-marketing surveillance activities.

Omikron is committed to ensuring that the marketing of its products complies with all applicable scientific, legal and regulatory standards to guarantee absolute fairness and integrity in its interactions with healthcare professionals.

Omikron's business and, particularly, its mission also require that dealings with anyone who collaborates with the Company in any way strictly comply with the law, market rules and the principles guiding fair competition while also respecting the legitimate interests of the Company's stakeholders, as identified in section 1.6 below.

With this in mind, the Company has chosen to use this document (the "**Code of Conduct**") to identify and define the fundamental values and principles in which it recognises itself and which must be communicated and shared by everyone who, having different roles and responsibilities, cooperates either directly or indirectly in achieving its mission, accepting responsibilities, roles and models of conduct while acting in the name and/or on behalf of the Company.

### 1.3 UNETHICAL BEHAVIOUR AND THE VALUE OF REPUTATION

Conduct by anyone — whether an individual or an organisation — acting on behalf of Omikron which constitutes a violation of the rules of civil coexistence and proper social and business relations, as provided for and governed by laws and regulations, is unethical.

Unethical behaviour in conducting research and product testing, developing commercial policies and relations with healthcare professionals compromises the relationship of trust and may foster hostile attitudes towards the Company. A good reputation encourages investment by shareholders, external and institutional investors, attracts the best human resources, fosters relationships with commercial, entrepreneurial and financial partners, and strengthens reliability with creditors and peace of mind when dealing with suppliers.

### 1.4 ISSUING THE CODE OF CONDUCT

The Code of Conduct is one of the tools that Omikron has put in place to ensure widespread communication of and compliance with principles, norms and general standards of conduct aimed at safeguarding the core ethical values. Additionally, Omikron's Organisation, Management and Control Model (the "**Model**") — which the Company decided to adopt following the enactment of Italian Legislative Decree 231/2001 as amended and supplemented (the "**Decree**") — is based on the Code of Conduct as well as other elements.

The Code of Conduct not only expresses the ethical principles guiding Omikron, but it also sets out the rules of conduct aimed specifically at preventing the commission of the crimes mentioned in the Decree.

In this perspective, the principles and rules of conduct expressed in the Code of Conduct constitute the first safeguard on which the Model is based, as well as a useful interpretative reference in applying it to company dynamics. Anyone working in the name and on behalf of the Company must refrain from engaging in, contributing to or causing conduct which, although not such as to constitute any of the crimes referred to in the Decree, may merely encourage them.

### 1.5 SCOPE AND RECIPIENTS

The Code of Conduct is binding for all employees, freelancers and temporary workers at all levels and without exception ("**Personnel**"), self-employed workers and external consultants ("**Collaborators**"), shareholders, directors, independent and statutory auditors, and anyone who directly or indirectly, permanently or temporarily establishes relations or a relationship with Omikron and works to pursue its objectives (collectively, the "**Recipients**").

The Code of Conduct must guide the conduct of all Recipients in Italy and abroad, as it sets out the values that guide Omikron's work worldwide.

Omikron is committed to communicating, verifying, monitoring and updating this Code of Conduct.

In all interactions with third parties, anyone working for or with Omikron must be informed of the existence and contents of the provisions of this Code of Conduct and are obliged to comply with and enforce them.

Omikron also undertakes to adopt and promote useful and appropriate measures so that the Recipients adopt and implement the obligation to comply with the law and all applicable regulations, as well as the principles and procedures predetermined for this purpose.

## **1.6 STAKEHOLDERS**

Omikron's primary goal is to protect all subjects who contribute to achieving its social mission or who may have an interest in its pursuit, being affected by the direct or indirect effects of Company activities (Personnel, Collaborators, customers, suppliers, shareholders, institutions, citizens, business partners, etc., collectively the "Stakeholders").

Maintaining, developing fiduciary relations with, and mutual cooperation with Stakeholders is therefore of primary importance to the Company, also for the mutual satisfaction of the parties involved.

## **1.7 STRUCTURE OF THE CODE OF CONDUCT**

The Code of Conduct consists of the following sections:

- Foreword: stating Omikron's mission and the value the company places on an ethical approach to business;
- Ethical principles: defining the core ethical values;
- Guidelines and general standards of conduct;
- Supervisory Board pursuant to Italian Legislative Decree 231/2001: the functions and operations of the Supervisory Board;
- Reporting violations;
- Penalties;
- Final provisions.

## **2. ETHICAL PRINCIPLES**

### **2.1 HONESTY, IMPARTIALITY AND COMPLIANCE**

Honesty is the guiding ethical principle for all activities undertaken by the Company to fulfil its mission.

Within the scope of their activities, Recipients are required to comply with current Italian and international law, regulations, internal codes and rules of professional ethics.

Omikron is, in fact, a member of Farminindustria and acts in strict compliance with the ethical principles of the Code in all its relations with healthcare professionals — meaning the various medical figures, pharmacists, medical directors, technical and administrative staff of public and private healthcare facilities — as well as patient associations.

Under no circumstances is conduct in violation of these rules justified or tolerated by the company, even if it is pursued in the interests of Omikron.

### **2.2 NON-DISCRIMINATION**

In decisions affecting relations with its Stakeholders, Omikron does not permit discrimination of any kind based on the age, gender, sexual orientation, state of health, race, nationality, political opinions, trade union membership, or religious beliefs of stakeholders.

## **2.3 PREVENTING CORRUPTION**

In conducting its business, Omikron prohibits any action against or by third parties that could impair its impartiality and independence of judgement.

To this end, it undertakes to put in place the necessary measures to prevent and avoid corruption and other conduct that might represent the risk of committing the offences set out in Article 25 of the Decree.

In this regard, Omikron does not permit the payment or acceptance of sums of money or gifts or favours to/from third parties for the purpose of procuring direct or indirect advantages for the Company.

## **2.4 HEALTH, SAFETY AND THE VALUE OF HUMAN RESOURCES**

Respect for the integrity and mental and physical well-being of individuals is a core ethical value of Omikron.

Personnel and Collaborators are an essential resource for the success of the company's mission. The Company protects and promotes the value of human resources to improve and enhance the experience and wealth of the skills its Personnel possess. It guarantees working conditions that respect individual dignity and a safe and healthy working environment.

Omikron supports and respects human rights in compliance with the UN Universal Declaration of Human Rights.

## **2.5 FAIRNESS IN RELATIONS WITH WORKERS**

Omikron ensures that, in applying hierarchical rules in relations with Personnel, there are no occasions when the exercise of the principle of authority is detrimental to the dignity, professionalism and autonomy of workers.

The Company makes its organisational choices while also safeguarding the professional value of its Personnel.

## **2.6 CONFLICTS OF INTEREST**

Omikron undertakes to put in place appropriate measures to prevent those involved in the company from having a conflict of interest.

A conflict of interest is deemed to exist when a Recipient pursues interests not in line with the company's mission or personally takes advantage of company's business opportunities as well as when representatives of the Recipients act contrary to the fiduciary duties associated with their position.

Recipients are required to promptly report any situation that may constitute a conflict of interest, even if only theoretically.

For anyone who collaborates in any way with Omikron, there is therefore an obligation not to operate in competition with or in fields akin to the Company's activities by pursuing interests that are in conflict with the Company's mission. For Personnel who, in connection with their function, deal directly with customers or suppliers, it is also forbidden to deal directly with:

- a) first-degree relatives or the like;
- b) partnerships or corporations directly or indirectly controlled by the employees themselves or by first-degree relatives of the like.

## **2.7 CORPORATE GOVERNANCE RULES**

Omikron pursues the corporate purpose and ensures the proper functioning of the corporate bodies as well as the protection of the ownership and participation rights of shareholders in accordance with the law, the Articles of Association and corporate regulations.

## **2.8 CORPORATE ASSETS AND THIRD-PARTY INTERESTS**

Protecting the integrity of the capital, company assets and the interests of creditors is part of Omikron's core ethical tradition.

Omikron ensures that the company's books are kept properly, in compliance with the law and the Articles of Association. Omikron recognises the fundamental value of correct information for shareholders, corporate bodies and competent functions regarding significant facts concerning the company's management.

Omikron ensures compliance with the principles of truthfulness and correctness in drafting any legally relevant document in which economic, asset and financial information is disclosed.

## **3. GUIDELINES AND GENERAL STANDARDS OF CONDUCT**

This section sets out the guidelines and general standards of conduct that Recipients are required to observe in performing the various corporate activities, in accordance with the values that guide the Company.

### **3.1 CORPORATE BODIES**

#### **3.1.1 RELATIONS WITH SHAREHOLDERS**

Omikron undertakes to ensure that shareholder participation in decisions within their remit is widespread and informed and that everyone is given the same information.

#### **3.1.2 CORPORATE BODIES**

The activities of Omikron's corporate bodies (Shareholders' Meeting, Board of Directors, Board of Statutory Auditors, if appointed, and Independent Auditor) must fully comply with the rules enshrined in the Articles of Association, company regulations, and current Italian and international law.

#### **3.1.3 ADMINISTRATIVE AND CONTROLLING BODIES - THE DUTIES OF INDIVIDUALS**

The individuals elected or appointed to administrative and control functions (directors and auditors) are required to *(i)* make active efforts so that the Company can benefit from their specific skills, *(ii)* continuously participate in the work of the Company's collegial bodies, promptly reporting any conflict of interest in which they may be involved, *(iii)* keep any information acquired while performing their duties confidential, and *(iv)* always let the interests of the corporate mission prevail over the particular interest of the individual.

## **3.2 PERSONNEL AND COLLABORATORS**

### **3.2.1 RECRUITMENT**

During the hiring process, personnel are assessed based on the correspondence of their qualifications with the company's needs, ensuring equal opportunities for all concerned.

Information requested is strictly related to the verification of the aspects envisaged by the professional and psychological/aptitude profile, while respecting the candidate's privacy and opinions.

### **3.2.2 EMPLOYMENT**

Personnel are hired with a formal employment contract as required by current law and collective bargaining.

To establish an employment relationship, the employee must sign the relevant contract and undertake to comply with the provisions of the Code of Conduct.

At the time of hiring, individuals are also fully informed by the Company about *(i)* the characteristics of the function and their required duties, *(ii)* the regulatory and contributory elements of the contract, *(iii)* the regulations and procedures in use at the Company for preventing possible health and safety risks arising from the work activity, and *(iv)* the internal regulations in place at the time of employment.

### **3.2.3 PERSONNEL MANAGEMENT**

Omikron prohibits any form of discrimination against its Personnel.

Within the framework of Personnel management processes, decisions made are based on the correspondence of the Company's needs and workers' qualifications as well as considerations of merit. The same applies to access to different roles or assignments.

In the case of a company reorganisation, Omikron safeguards the value of human resources by providing training and/or retraining if possible.

### **3.2.4 USE OF COMPANY ASSETS**

Personnel, as well as Omikron's directors and its Collaborators, must behave responsibly and respect the operating procedures for using company assets, documenting their use when required.

### **3.2.5 HEALTH AND SAFETY**

Omikron is committed to preserving the health and safety of workers engaged in the company's business, especially through preventive actions. To this end, it undertakes to promote and spread a culture of safety.

The Company's Personnel, directors and Collaborators undertake to comply with the rules and obligations deriving from the relevant regulations on health and safety in the workplace and this Code of Conduct.

## **3.3 TRANSPARENCY, COMPLETENESS AND CONFIDENTIALITY OF INFORMATION**

The Company's directors, statutory auditors, independent auditors, Personnel and Collaborators must ensure the

truthfulness, accuracy and completeness of the documentation and information provided while performing their duties.

Omikron undertakes to manage the flow of information to Stakeholders and the Supervisory Board in such a way that it meets the requirements of truthfulness, completeness and accuracy, including with regard to financial, accounting and management data.

Omikron also ensures the confidentiality of the information in its possession by defining and continually updating specific company procedures in compliance with current regulations. Anyone with access to confidential information and data in the course of their work is obliged to use such data only for the purposes permitted by law.

### **3.4 PERSONAL DATA PROTECTION**

In conducting its business, Omikron protects the personal data of its Stakeholders, avoiding any misuse of such information, in compliance with current EU and Italian data protection regulations and company procedures.

Recognising the importance of people, the Company strives to ensure that they have control over their personal data, believing that identifying and adopting appropriate measures to protect such data can help to create value.

### **3.5 INTERNAL CONTROL SYSTEM**

The implementation of an effective internal control system for the purposes of the Decree is entrusted to the Company's entire organisational structure to involve all workers in the aspects for which they are responsible.

Directors, Personnel and Collaborators, each within the scope of their respective responsibilities and functions, are required to strictly comply with company procedures.

### **3.6 COMMUNITY**

#### **3.6.1 RESPONSIBILITY TO THE COMMUNITY**

Omikron is aware of the repercussions the activity put in place to fulfil its mission has on the economic and social development of its surroundings.

#### **3.6.2 RESPECT FOR THE ENVIRONMENT**

In conducting its business, Omikron is committed to constructively contributing to protecting the environment, seeking the necessary balance between economic objectives and unavoidable environmental requirements.

#### **3.6.3 SUPPLIERS, CONTRACTORS, SUBCONTRACTORS AND COLLABORATORS**

Omikron requires its suppliers, contractors, subcontractors and Collaborators, including healthcare workers whose services it uses, to comply with the ethical principles contained in this document.

In selecting the above-mentioned individuals and while operating with the aim of achieving the maximum competitive advantage, Omikron takes into account — in addition to cost-effectiveness — the technical and economic capacity of its contractors, assessing their overall reliability with reference to the specific nature of the services they will be providing.



Relations with suppliers, contractors, subcontractors and Collaborators are always governed (subject to any minimum amount limits established by company procedures) by specific contracts aimed at achieving maximum clarity in regulating the relationship.

Suppliers, contractors, subcontractors, and Collaborators who violate the regulations under current law and the principles of this Code of Conduct will incur the immediate termination of their existing relationship with Omikron.

#### 3.6.4 PUBLIC ADMINISTRATION

Undertaking commitments with public administrations and public institutions is the responsibility of the appointed and authorised corporate functions.

It is forbidden to take initiatives aimed at obtaining favourable treatment for the Company or attempt to promote the Company's commercial interests by adopting (or attempting to adopt) behaviour that could improperly influence a public official or a person in charge of a public service, such as doctors, hospital staff, officials of the bodies in charge of regulating and controlling medicines and other products marketed by the Company. Without prejudice to the provisions of the Farmindustria code, it is therefore forbidden to offer doctors, pharmacists or public officials anything that could be perceived as gratuity intended to influence the recipient's behaviour. Money, goods (even of negligible value), entertainment, services or job offers could be perceived as the price of an undue favour.

#### 3.6.5 PROPER DISCLOSURE TO THE PUBLIC ADMINISTRATION

For proper disclosure to the public administration, particularly to the officials of the bodies in charge of regulating and controlling medicines and other products marketed by the Company, Omikron undertakes to (i) operate with fairness and impartiality, using the communication channels provided for this purpose, with institutional stakeholders on an international, national and local level and (ii) represent Omikron's interests and positions in a transparent, rigorous and consistent manner.

#### 3.6.6 ANTTITRUST, REGULATORY AND SUPERVISORY BODIES

Omikron fully and scrupulously complies with the rules issued by market authorities and/or supervisory and control bodies.

To ensure maximum transparency, Omikron, through its Personnel and Collaborators, undertakes not to put itself in situations of conflict of interest with employees of any authority or body or their relatives.

#### 3.6.7 CONTRIBUTIONS TO ORGANISATIONS, FOUNDATIONS, POLITICAL PARTIES AND OTHER ASSOCIATIONS

Any financing on the part of Omikron provided to non-profit organisations, foundations, committees, political parties and candidates or other associations must be done in accordance with the law and current regulations. The payment of such financing must always be expressly authorised by the CEO and, in the case of a political party or candidate in an election, the Board of Directors.

Omikron may accept requests for contributions, within the limits of proposals from organisations or associations, for initiatives of cultural, charitable, social and humanitarian value.

#### **4. COMPLIANCE BOARD PURSUANT TO ITALIAN LEGISLATIVE DECREE 231/2001**

The Compliance Board, established in accordance with the Decree, is responsible for monitoring compliance with, the adequacy of and updating the Model to prevent crimes pursuant to Italian Legislative Decree 231/2001, as well as compliance with the ethical principles set out in this document.

For this purpose, it checks the functioning of and compliance with the Model and the Code of Conduct and is free to access all of Omikron's sources of information. It has the right to view documents and consult data. It shall propose any updates to the Model and the internal procedures that are part of it to the competent bodies.

The Compliance Board operates with full independence and with the complete cooperation of Omikron's executive management. It reports at least once a year to the Board of Directors and the Board of Statutory Auditors.

#### **5. WHISTLEBLOWING**

Cases of violations of this Code of Conduct may be reported by each Recipient confidentially in accordance with the specific procedure adopted and published on the Omikron website.

Omikron has adapted its internal communication system to the rules on Whistleblowing introduced by Italian Legislative Decree 24/2023 and has implemented an internal reporting channel that guarantees, also through the use of encryption tools, the confidentiality of the identity of the whistleblower, the person involved and the person mentioned in the report, as well as the contents of the report and the relevant documentation.

Reports are made in written or oral form and are received and managed by a dedicated autonomous internal office in compliance with the aforementioned procedure, as well as by the Supervisory Board for adequate traceability and evaluation in terms of relevance pursuant to Italian Legislative Decree 231/2001.

The identity of the whistleblower and any other information from which that identity may be directly or indirectly inferred may not be disclosed to anyone other than the individuals mentioned above without the express consent of the whistleblower, within the limits expressly provided for by the laws in force on privacy and by Italian Legislative Decree 24/2023.

It is forbidden to engage in direct or indirect acts of retaliation or discrimination against whistleblowers for reasons directly or indirectly connected to a report, and any violations of the measures protecting whistleblowers, attempts to obstruct a report, as well as unfounded reports made with malice or gross negligence shall be punished in accordance with the disciplinary and penalty system adopted by the Company.

#### **6. PENALTIES**

This Code of Conduct contains shared ethical principles and guidelines, the violation of which by Omikron personnel is relevant to the Company and constitutes a breach of the obligations of the employment relationship and/or a disciplinary offence, with all legal consequences, including with regard to preserving the employment relationship and compensation for damages.

It is therefore within the regulatory and organisational power of the Company, as Employer, to require that such conduct be punished in the form and manner provided for by law and by the collective bargaining agreement for the sector applicable at the time.

Anyone who engages in conduct that violates the above principles shall be punished in the forms and procedures governed by the law and the applicable collective bargaining agreement, depending on the seriousness of the offence committed, with the alternative and non-cumulative penalties provided for by the specific disciplinary rules contained in the sector's National Collective Labour Agreement (CCNL), i.e. verbal warning, written warning, a fine not exceeding the equivalent of four hours' pay, suspension from work for no more than eight days and dismissal for misconduct.

Compliance with the principles of this Code of Conduct also forms an essential part of the contractual obligations of anyone who maintains a relationship with Omikron and, consequently, any breach by such Recipients of the provisions contained herein may constitute a breach of the same contractual obligations, with all legal consequences including, if applicable, termination of the relationship and compensation for damages.

## **7. FINAL PROVISIONS**

This Code of Conduct takes immediate effect from the date of its approval by resolution of the Board of Directors. All Recipients are obliged to gain adequate knowledge of it and comply with it.