

An abstract graphic consisting of several curved, overlapping lines in shades of gray, with several solid gray circles of varying sizes scattered throughout the composition, primarily on the right side.

## Code of Ethics of CAPUA BIOSERVICES S.P.A.

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## 1. Objectives

This Code of Ethics identifies the shared values, principles, rights, duties and responsibilities to which all those who work for Capua BioServices S.p.A. (herein after also referred to as “Capua BioServices” or the “Company”) must adhere. This system of values is formulated and supported by standards of ethical behaviour and must be applied without exception to all managers and employees of the Company, as well as by external collaborators, including agents.

The objective of this document is to promote an ethical business approach and, at the same time, prevent actions and conduct that are incompatible with the principles of due diligence, correctness, ethics and fairness and entail criminal offences that may involve the administrative responsibility of the Company.

The Board of Directors is responsible for updating the Code of Ethics.

## 2. Regulatory framework of reference

The Code of Ethics of Capua BioServices has been implemented in accordance with the provisions of Italian Legislative Decree 231/2001 concerning administrative liability of companies.

In carrying out its activities, the Company also undertakes to comply with the labour standards and to respond to specific cultural requirements with respect and courtesy.

Any lack of respect toward social norms or cultural values cannot in any way be tolerated, since it represents a violation of the principles of equality and equal rights and could cause considerable damage to the image of the Company.

## 3. Recipients

Compliance is required with the provisions of this Code by the Board of Directors, employees, consultants and partners, as well as the supervisory authorities, business partners and all those who operate in the name and on behalf of the Company.

The Code of Ethics contains the principles and provisions which represent indications of the general obligations of diligence, fairness and loyalty that characterise how the work and contractual obligations should be carried out and regulate the conduct which must be observed by the employee or collaborator, infringement of which will result in the application of specific sanctions.

### 3.1 Dissemination of the Code of Ethics

The Company guarantees the widest possible dissemination of the Code of Ethics so that each recipient can be made aware of the provisions for ethics and conduct contained within it. To this end, the Code, inter alia, will be displayed on the Company notice board and posted on the internet site of Capua BioServices.

The management bodies of the Company will have the task of carefully monitoring compliance with and dissemination of the Code of Ethics, by providing appropriate information tools, training, prevention and control, intervening, if appropriate, with corrective actions.

## 4. General principles

### 4.1 Compliance with Laws

Capua BioServices requires the recipients of the Code to standardise their activities and decisions to strict compliance with the laws and regulations in force.

### 4.2 Integrity and fight against corruption

The Company considers compliance with the principles of loyalty, correctness, transparency, honesty and integrity, as well as respect of the laws, regulations, international standards and guidelines, both national and foreign, in the fight against corruption to be key factors for the development of its business,

The Company strongly condemns any practice and form of corruption, whether active or passive and, therefore, it is prohibited to enter into or continue any kind of relationship with anyone who does not intend to comply with these principles.

In carrying out their work, the recipients undertake to respect the highest standards of moral integrity, adopting behaviour that aspires to transparency and the values of honesty, correctness and good faith in all relations inside and outside the Company in accordance with national and international laws in fighting corruption.

The Company does not tolerate the granting of benefits, privileges or payments that could be interpreted as acts of corruption; acts of courtesy are permitted only if foreseen by legislation, provided they are of modest value or, in any case, do not compromise the integrity or reputation of one of the parties and cannot be interpreted as acts aimed at gaining an unfair advantage.

### 4.3 Conflicts of interest

The Recipients, in carrying out their work, must avoid situations which may give rise to a conflict of interests, even if only potential. Should they occur, the Recipients must be able to identify them in the initial phase and actively address them with the mutual consent of all the parties involved.

All personnel must be aware of the significant risks that may arise from a conflict of interests for the Company, customers and business partners.

The following situations, among others, should be considered to be in conflict:

- mutual interest (overt or covert) in activities of suppliers, customers and competitors;
- use of information acquired during work activities for one's own benefit or that of third parties, and, in any case, contrary to the interests of the Company.

In particular, employees must:

- avoid all professional or personal actions, all economic commitments and all business decisions that could generate conflict between one's own interests and those of the Company;
- not take advantage of one's position to obtain economic benefits for oneself and for others;
- offer or accept agreements resulting in personal benefits;
- promptly report to one's immediate superior any situation that may lead or has led to a possible conflict of interest.

#### 4.4 Compliance with regulations governing competition

The Company considers the principles of the free market and competition to be fundamental values and an integral part of its corporate culture. Free competition is a fundamental part of the market economy and encourages efficiency, economic development and innovation.

Capua BioServices supports fair, unbiased competition with competitors, in compliance with current laws on competition.

It is, however, forbidden to enter into agreements between companies, or any other form of conscious coordination, aimed at preventing, restricting or distorting competition.

It is also forbidden to adopt commercial strategies that entail an abuse of one's position, such as economic conditions which allow the Company to dominate the market and impede free competition.

All recipients are required to respect the provisions of this Code of Ethics in all commercial relationships.

The Company also undertakes not to hinder the authorities during inspections and to behave in a manner based on maximum cooperation, providing clear, transparent and truthful information.

#### 4.5 Combating crimes of money laundering, handling of stolen goods and self-laundering

The Company imposes maximum transparency in business dealings by adopting appropriate control measures against any form of money laundering and handling of stolen goods.

Therefore, particular attention should be taken over relations involving the receipt or transfer of sums of money or other benefits for which it is necessary to:

- check in advance any information available about trading partners, suppliers, distributors, business partners, collaborators and consultants in order to verify their authenticity and the legitimacy of their business prior to establishing these business relations;
- avoid any implication in operations that could potentially facilitate the laundering of money from illegal or criminal activities, acting in full respect of the anti-money laundering legislation in force and internal control systems.

The documentation relating to each transaction must be properly stored and preserved to allow for checks on the reasons behind every decision and the details of the operation in all phases of the process.

If there is evidence of any transactions arising from unlawful relations or illegal activities that might constitute the commission of an offence, without prejudice to the appropriate notification to the supervisory bodies in charge, the recipients are obliged to undertake not to employ, replace, transfer to business, financial, entrepreneurial or speculative activities, any money, property and other utilities from the commission of such crimes.

#### 4.6 Combating organised crime and terrorism

The Company shall refrain from entering into relations of any nature, even if indirect or through third parties, with subjects (natural or legal) that you know or have reason to suspect are part of or carry out activities of support in any form for criminal organisations of any kind, including Mafia-type organisations or those trafficking human beings or exploiting child labour, as well as of individuals or groups which operate for terrorist reasons.

The Company, therefore, undertakes to enter into relations of any kind only with partners who are suitably accredited and checked. All partners must respect the principles outlined in this Code, which is implemented in all contracts.

#### 4.7 Confidentiality of information

The Company will adopt the necessary organisational measures to respect of the requirements for the protection of personal data.

Any information acquired through partnerships with the Company is confidential and will not be communicated in any way to third parties, except in the case of information in the public domain.

All business documents, email messages and other materials containing business information, as well as any materials prepared with the use of such documents are the property of the Company and must be returned to the Company at its request or when the employment relationship has ended.

#### 4.8 Reputation and protection of third-party rights

Capua BioServices considers the reputation and the sustainability of its products to be essential conditions for its future development. However, the pursuit of its own interests can never justify any conduct by top management or partners that does not respect existing laws and does not comply with the rules of this document.

The Company must, under all circumstances, comply with national and international regulations for trademarks, patents and copyright. It is strictly prohibited to use, in any way and for any purpose, products with altered or counterfeit marks or signs, as well as the manufacture, marketing and dissemination of products that have already been patented by third parties and on which the Company does not have any right, or that display misleading information as to the origin, source or quality of the product. The protection of intellectual property is considered extremely important and, therefore, any abusive dissemination, reproduction, sale, with any purpose, for any use and with any instrument is prohibited.

## 5. Relations with staff

### 5.1 Compliance with human resources

The respect, protection and enhancement of human resources are considered fundamental factors for the success and development of the Company.

To this end, Capua BioServices undertakes to create, maintain and protect the conditions necessary to ensure that the ability, knowledge and skills of each employee can further expand in order to ensure the effective achievement of business objectives.

The Company guarantees working conditions that respect individual dignity and health and safety in the workplace, thus ensuring the physical and moral integrity of its partners. Employees are obliged to comply with the health and safety standards for themselves and other employees to the fullest extent.

Capua BioServices does not tolerate any form of discrimination toward its employees or those of its customers or business partners for reasons of age, sex, aspect, ethnicity, religion, sexual orientation or political opinions. Harassment, intimidation, threats, and discrimination will be prosecuted and punished without exception.

Equal employment opportunities are offered to all employees, without any discrimination, evaluating only the professional qualifications and performance capability of each individual. The Company also undertakes to cooperate openly and conduct a constructive dialogue with workers' representatives, with a view to achieving the right balance between the Company's interests and those of its employees.

### 5.2 Staff recruitment and remuneration

The Company, when selecting personnel, acts to ensure that the resources hired correspond to profiles that are actually required and necessary for the fulfilment of business activities, avoiding any type of favouritism and facilitation.

Similarly, no forms of favouritism are allowed in the career path of employees or in the performance evaluation.

All staff are recruited with standard employment contracts provided for by the laws in force and no form of irregular work or exploitation of labour is allowed.

The remuneration is determined solely on the basis of assessments relating to training, specific expertise and experience acquired, demonstrated merit and the achievement of the objectives assigned. The variable part of the remuneration and incentive tools are determined on the basis of the achievement of tangible, objective, measurable and designated business goals in compliance with the relevant regulations, as well as this document.

The prospect of pay rises and other benefits or career advancement, as compensation for activities which do not comply with the law, company procedures, the Ethical Code and other regulations and internal rules, are, in any case, forbidden.

### 5.3 Staff obligations

The Company requires its employees and business partners to respect organisational structures when carrying out their activities and keep constantly in mind respect for the person, his/her dignity and values,

avoiding any discrimination based on sex, racial and ethnic origin, nationality, age, political opinions, religious beliefs, health status, sexual orientation and socio-economic conditions.

Any behaviour that can be construed as sexual harassment or other discriminatory form in the workplace or commercial relations is rejected and condemned.

#### 5.4 Alcoholic substances, drugs and smoking

All recipients of this code are strictly prohibited from using drugs and any substance capable of altering the psycho-physical balance.

It is forbidden to smoke in the workplaces.

Each recipient should help maintain an environment based on the criteria of decorum and sobriety.

#### 5.5 Protection of company property

Company property, plants and equipment are used for reasons of service in accordance with current legislation.

Company property and IT resources may not be used under any circumstances for purposes and intentions which are contrary to the law, public order or public morals, or to commit or cause crimes to be committed. It is expressly forbidden to engage in conduct, that could in any way damage, alter, impair or destroy IT systems, computer data and programs belonging to the Company or third parties.

Employees are responsible for protecting company property from losses, damage, abuse, improper use, theft, misappropriation or destruction.

Equipment, documents and company property must be managed responsibly and used to carry out company business or for purposes authorised by the relevant company managers. Any breach of the above must be immediately reported to the direct supervisor.

Modifications are not permitted, including the installation of software, to company property. All operations and interventions, including maintenance, on equipment and company property must be carried out by qualified, authorised personnel.

It is also prohibited to use company resources for the consultation, archiving, dissemination and, in general, for any activity that contains material on child pornography or to which the individual does not have the right of use (for example: software without a user license, viewing of restricted films, etc.).

## 6 External relations

### 6.1 Customer relations

All Recipients are expected to do their best to meet customer expectations by behaving politely, openly and with respect. Customers should always have access to all the information required for an adequate and economically correct decision-making process.

When entering into business relationships with new customers and managing existing relationships, recipients must avoid maintaining relations with persons involved in illegal activities or, in any case, lacking the necessary requirements for the principles of ethical and commercial reliability.

Capua BioServices undertakes to provide comprehensive, truthful and accurate information about its own products.

Any complaints or notifications are dealt with promptly in an impartial way and are governed in accordance with the laws in force to achieve customer satisfaction and provide the most effective response to their requirements.

### 6.2 Relations with suppliers

Capua BioServices establishes and maintains business relations only with suppliers that implement the principles of fairness and ethics. In line with this principle, the Company will contractually bind its suppliers to respect the laws, to acquaint themselves with and adhere to the principles of this Code of Ethics. The Company will not initiate any partnerships with suppliers who do not accept these conditions. The Company reserves the contractual right to take any appropriate action if the supplier infringes the rules established by law or this Code of Ethics.

The choice of suppliers and the purchase of goods and services are carried out on the basis of suitable selection criteria and objective requirements of reliability, quality, efficiency and cost in compliance with the principles of independence and impartiality.

### 6.3 Relations with Public Administration

Relations with public administration can be maintained in the name and on behalf of the Company only by designated employees and resources. Any action that may undermine the independence and impartiality of judgement of the representatives of public administration is prohibited.

During inspections, the Recipients undertake to cooperate fully with the public administration and authorities, by making themselves available to promptly provide clear and truthful information.

Consistent with this principle and by way of example but not limited to, the following is prohibited:

- promising, offering or otherwise providing or making payments in money or kind or other benefits outside the limits of normal courtesy to anyone serving as public officials or public service providers, even as a result of unlawful pressure with the aim of promoting or furthering the interests of the Company.
- behaving and engaging in such conduct and actions with the spouses, relatives or people related to those indicated above;
- engaging in behaviour intended to improperly influence the decisions of the officials who negotiate or make decisions on behalf of the public administration;

In dealing with relations with the public administration, the recipients of this Code must behave in such a way as to prevent the infringement of the provisions of the Three-year Plans for the Prevention of Corruption (under Italian Law 190/2012), as well as in the Codes of Conduct (under Italian Presidential Decree 62/2013) of the public administration.

#### 6.4 Unfair commercial practices, management of gifts and free services offered to and by private individuals

The Company does not tolerate the granting of benefits to private individuals, deemed to be a form of corruption, by the recipients of the present Code. The offer of gifts or benefits free of charge is only permitted if it does not exceed normal displays of courtesy permitted by commercial practices.

In line with this principle, Recipients may not solicit or accept, whether directly or indirectly through proxy, money or gifts or benefits of any sort from third parties, except in the case of gifts or items of modest value where this constitutes, or may potentially constitute, a recompense for a service connected in some manner to the working relationship with the Company.

Any unfair commercial practice is also forbidden, including the falsification or misrepresentation of data, with the sole aim of attracting firms and dishonestly building business relationships.

## 7 Health and safety in the workplace, environmental protection

Capua BioServices undertakes to manage its activities in full respect of the environment and the safety of personnel and third parties, setting itself the goal of continuously improving its performance.

To this end, the Company undertakes to comply with the provisions in force concerning safety and the environment and encourages the participation of employees in the process of risk prevention, environmental protection and the protection of health and safety of the Company, colleagues and third parties.

A working environment is guaranteed in compliance with current legislation in terms of health and safety by monitoring, managing and preventing risks related to professional activities.

All activities of the Company and individual recipients, whether at top management or operational level, must be geared towards compliance with these principles.

## 8 Accounting, financial resources and tax management

### 8.1 Accounting Records

Capua BioServices provides a true and fair representation of the Company in its financial statements and other accounting and tax documents, as required by the regulations in force in countries where it operates. The accounting records are kept according to the principles of transparency, truthfulness, completeness, clarity, precision, accuracy and compliance with applicable laws.

The Company undertakes to keep appropriate documentation in support of each operation, to facilitate bookkeeping, traceability and the identification of responsibility, if required.

Auditors must have free access to the data, documents and information needed to carry out their activities. It is expressly forbidden to prevent or hinder the execution of any control or audit activities legally permitted to shareholders, other company bodies or the auditing company.

### 8.2 Relations with supervisory bodies

The Company undertakes to maintain relations with supervisory bodies, according to the principles of utmost diligence, professionalism, transparency, collaboration, availability, and full respect of their institutional role, accurately and promptly responding to any formal requests made.

All data and documents made available must be precise, clear, objective and thorough, in order to provide accurate, complete, faithful, and truthful information, avoiding, and if necessary reporting, in the proper form and manner, any situations of conflict of interests.

### 8.3 Financial resources

The Company adopts an adequate system of proxies and powers of attorney for the management of financial resources.

It is forbidden to receive or make payments in cash, replace or transfer money, goods or other benefits from illegal activities, or of dubious origin, i.e. carry out other operations related to them aimed at hindering the identification of their origin. It is also forbidden to use these assets in economic or financial activities.

The use of cash is limited to the terms and conditions laid down in the different disciplines applicable in this matter.

### 8.4 Tax management

Capua BioServices undertakes to manage relations with the tax authorities with maximum transparency and cooperation, the correct application of the tax laws, as well as to compliance with the provisions, requirements and deadlines therein. All operations carried out with the purpose of evading tax laws are prohibited.

The Company undertakes to ensure that the main new legislation on tax matters is promptly communicated to the staff concerned.

Intercompany relations must be governed by a written contract between the parties.

## 9 The internal control system

The internal control system, an essential element of the Company's corporate governance, consists of a set of useful tools to guide, manage and monitor business activities.

The aim of the internal control system is to identify, measure, monitor and manage the risks in order to protect the company assets, the efficiency and effectiveness of business processes, the reliability of the data, as well as compliance with the laws and regulations in force.

All Capua BioServices staff must contribute to and participate in the internal control system.

## 10 The supervisory board

Pursuant to Italian Legislative Decree 231/2001, Capua BioServices has appointed a supervisory board with the task of monitoring correct functioning of and compliance with this Code of Ethics.

The supervisory body has independent powers of initiative and control. It is entitled to receive requests for clarification and information about potential or existing infringements of this Code.

## 11 Implementation of the Code and reports

The Code of Ethics identifies the expectations that the Company has of its directors, officers, employees, agents, business partners and all the Recipients as previously indicated, and outlines the responsibilities of the latter.

The respect for and correct implementation of the principles included in this Code are essential for the success of Capua BioServices. Therefore, in order to guarantee the effectiveness of this document, the Company undertakes to arrange appropriate channels of information and to ensure suitable conditions to allow each recipient to freely, directly and in complete confidence communicate information or request clarification.

All recipients are obliged examine their own conduct based on the provisions included in the Code of Ethics and modify it if necessary. They must report, without delay, any conduct that is not congruent with the principles of the present document.

All communications can be sent to the supervisory board at the following email address [ODV@Capuabioservices.com](mailto:ODV@Capuabioservices.com) or posted to Organismo di Vigilanza di Capua BioServices, Strada Statale Appia 46/48, 81043 Capua (EC), Italy.

All reports sent to the supervisory board will be treated in absolute confidence to safeguard the informant. The Company guarantees to protect the informant from any form of reprisal, unfair pressure, hardship and discrimination as a result of reporting a breach of the Code. It ensures the anonymity of the informant's identity, except for those requirements related to the duties of the supervisory board.

The protection of the informant of unlawful conduct also occurs in compliance with the regulations laid down concerning whistleblowing (Italian Law No 179/2017).

## 12 PENALTIES

Non-compliance with the Code of Ethics constitutes a disciplinary or contractual infringement whether it is committed or even attempted by an employee or a third party.

No infringement or attempted infringement of this Code is tolerated, nor any infringement of the provisions concerning whistleblowing.

No unlawful conduct, or even illegitimate or incorrect conduct, can be justified.

Capua BioServices, through the relevant governing bodies and figures, will impose, with consistency, impartiality and uniformity, penalties which are proportionate to the breaches of the Code.

The Company, therefore, states that any act contrary to the provisions of the Code by an employee will lead to disciplinary procedures while the other recipients will be sanctioned as provided for in the relevant clauses of the contract, including termination of the working relationship and the awarding of damages.