



ANTI-CORRUPTION POLICY

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1 BACKGROUND

OPIS is highly aware of the negative effects of corruption practices on the economic and social development of the areas in which it operates and for this reason is committed to preventing and combating all forms of unlawful activities within its business.

The prevention of corruption practices for OPIS is not just a legal obligation but first and foremost one of the guiding principles of the Company's and Group's activity, also in light of the different cultural and legal contexts in which its business is rooted.

2 DEFINITIONS

For the purpose of this Policy, the terms indicated below shall have the following meanings:

OPIS: OPIS s.r.l.

Anti-Corruption Rules and Regulations: the rules and regulations applicable in each individual country in which the Group operates, the best practices and the guidelines set out by international private organizations (ICC – International Chamber of Commerce, Transparency International, PACI – Partnering Against Corruption Initiative and the United Nations Global Compact, UNI ISO 37001), including but not limited to the following international law Conventions:

- OECD Convention on Combating Bribery of Foreign Public Servants in International Business Transactions (1997);
- Criminal Law Convention on Corruption of the Council of Europe (1999);
- United Nations Convention against Corruption (2004);
- Whistleblowing and Whistleblower Protection rules and regulations.

Code of Ethics: Code of Ethics of OPIS, adopted on 25th January 2016;

Corruption: conduct whereby a person, acting directly or indirectly on behalf or in the interest of the Group Companies, offers, promises, receives or gives undue benefits or compensation to third parties, directly or indirectly, in order to obtain a personal advantage or an advantage for the Group Companies or for third parties. For the purpose of this Policy, there is no difference between “corruption of a Public Servant or person performing a public service” and “corruption of a private party”.

Furthermore, among widely used references, this Policy also makes reference to the definitions of corruption respectively set forth by Transparency International (“*the abuse of entrusted power for private gain*”) and by the World Bank (“*offering, giving, receiving or soliciting, directly or indirectly, anything of value to influence improperly the actions of another party*”).

Group Staff: the employees of OPIS or of the Group Companies.

OPIS Group or Group (or Group Companies): OPIS and its Subsidiaries.

Protection System: the set of documentation systems and organisational methods of the Group, aimed at preventing or in any case minimising the risk of offences being committed. With reference to OPIS s.r.l., the Model ex D.lgs. 231/01 is included and the documentation

complementary to it, at Group level it includes the policies and systems of compliance with the specific local regulations.

Public Servant: a person who holds a legislative, administrative or judicial public office, whether by virtue of appointment, election or succession, or a person who performs a public service on any grounds, including for a national or international agency, as defined by the individual domestic legislations to which the public service refers.

Recipients: the members of the Board of Directors, the Sole Statutory Auditor or any other corporate body of OPIS, as well as the Staff of the Company and of its Subsidiaries, and all those who act in the name and/or on behalf and/or in the interest of the Company or who are engaged in business and professional relationships therewith (third parties).

Subsidiaries (or Subsidiary Companies): the Companies directly or indirectly controlled by OPIS.

3 PURPOSE

This Anti-Corruption Policy aims to supplement, within a consistent framework, the existing rules governing the prevention and combating of Corruption, so as to further the Company's commitment to counteracting and preventing unlawful practices and to enhance the Recipients' awareness of the rules and behaviour that must be complied with.

This Policy is prepared in such a way as to apply to all foreign Subsidiary Companies, in the countries in which they operate, and to provide each Company with a frame of reference for the identification, review and achievement of the Anti-Corruption goals established in keeping with this Policy.

4 POLICY STATEMENT

In accordance with national and international law provisions, and pursuant to Articles 2.2 and 4.1 of the Code of Ethics, OPIS shall not tolerate any form of Corruption.

In particular, with regards to the current or prospective business of the Group and in any case for each of its areas of interest, the Recipients of this Policy shall not:

- offer, promise, give, pay, or authorize a third party to give or pay, directly or indirectly, any undue material benefits, advantages or other monetary or non-monetary compensation to a third party (Public or Private Servant) as an incentive or reward to act or refrain from acting in relation to their duties (active corruption), regardless of where the payoff is made or offered and of the place where the third party or Recipient operates;
- accept, or authorize a third party to accept, directly or indirectly, undue material benefits, advantages or other monetary or non-monetary compensation from a third party (whether it be a private party or a Public Servant), as an incentive or reward to act or refrain from acting in relation to their duties (passive corruption), regardless of where the payoff is made or offered and of the place where the third party or Recipient operates.

The conduct described in paragraph 8 is also prohibited.

Any breach of the rules set forth in this Policy shall constitute a violation of the rules of conduct guiding the Group's business (and therefore of the Code of Ethics) and may expose the Company and its Subsidiaries to the risk of sanctions and serious reputational damage.

In accordance with the principle of "zero tolerance", OPIS shall not tolerate any exceptions to the provisions and prohibitions set forth in this Policy. The belief of acting for the benefit of the Group shall not in any way justify the adoption of conduct that is in contrast with the aforementioned principles. Whoever becomes aware of any malpractice must immediately report it. In these cases, the Company and the OPIS Group shall ensure full protection of any persons reporting misconduct in accordance with the Whistleblowing rules and Policies in force.

The Company encourages all Staff to raise any doubts and concerns promptly.

In the event that any member of the Staff is in doubt as to the proper conduct to be adopted, or as to whether a specific behaviour may constitute a breach of this Policy or of Anti-Corruption Rules and Regulations, before engaging in any activity, he or she must refer to the *Legal and Compliance Unit*, either through the dedicated email address antibribery@opis.it or by regular mail.

In compliance with the Whistleblowing Policy and principles, the Company ensures that no employee shall be disciplined, terminated, demoted, suspended, transferred or discriminated in any way (i) for having refused to engage in unlawful conduct, even if such refusal resulted in detrimental effects on the Group's business, or (ii) for having reported in good faith any breach of Anti-Corruption Rules and Regulations or of this Policy.

5 SCOPE OF APPLICATION

This Policy was approved by the Board of Directors of OPIS and is also addressed to all its Subsidiaries.

All Recipients are under the obligation to comply with Anti-Corruption Rules and Regulations and this Policy, with specific reference to the specific national legislation on corruption.

In the event that specific provisions of Anti-Corruption Rules and Regulations or specific organizational model procedures are stricter than those set forth in this Policy, the foregoing provisions shall in any case be complied with, and any breach thereof shall constitute a breach of this Policy.

5.1 Adoption and Implementation by Subsidiaries

Each Subsidiary Company shall adopt and implement this Policy without exceptions by means of a resolution of the Board of Directors of OPIS.

5.2 Dissemination on the OPIS' website

The contents of this Policy are available on the OPIS' website in both Italian and English.

6 GENERAL PRINCIPLES

In order to comply with this Policy, the Group shall adopt and follow the following general criteria:

- segregation of duties: the person performing an operational activity must be different from the one controlling said activity (and/or, where applicable, the one authorizing it), which means that operational activities and control functions need to be properly segregated;
- signing authority: any signing authority must be adequately formalized and clearly defined, and granted merely for the purpose of exercising the corporate signing authority relating to the specific organizational and management duties of the person vested with said authority; the signing authority must be exercised in accordance with the limitations set in terms of value and subject-matter, with company instructions and procedures, and in compliance with applicable law. The procedure followed to prepare and submit a document for signature must be adequately traced and the relevant paper trail adequately stored;
- impartiality and lack of conflicts of interest: the Recipients of this Policy must act with professionalism, transparency, impartiality and in accordance with Anti-Corruption Rules and Regulations, and must promptly report any circumstance that may give rise to a conflict of interest, refraining in any case from any act or conduct that may harm the interests or reputation of the Group;
- traceability and storage: all activities and related controls performed must be traceable and verifiable ex post; the documents produced must be filed properly and be easily retrievable;
- know your partner: all process owners must implement, within the scope of the processes for which they are responsible, appropriate and proportionate procedures aimed at: (i) checking the reliability, reputation and adequacy of the third parties with whom the Company is considering to establish a professional or business relationship, (ii) laying down specific contractual clauses that require third parties to comply with the principles set forth in the Code of Ethics, this Policy and the procedures and protocols implemented for the purpose of complying with Anti-Corruption Rules and Regulations, and (iii) checking the effectiveness of the services rendered by third parties under the agreements entered into with the Group, and determining the reasons and fairness of the amounts to be paid by way of consideration.

As an additional general criterion, for the purpose of implementation of this Policy, the following conduct must also be considered prohibited (to the same extent as all other types of conduct prohibited under this Policy and specifically under paragraph 7):

- i. any other conduct that, even if not expressly prohibited by this Policy, has the same purpose as one or more of the other types of conduct prohibited under this Policy;
- ii. any conduct intended to circumvent or avoid the prohibitions set forth in this Policy (and thus, by way of example: a) a given conduct referred to in this Policy is prohibited also in the event that the relevant person uses funds or resources that are either personal or made available by a third party that does not belong to the Group; b) the provision of monetary or non-monetary benefits referred to in this Policy is prohibited also in the event that the beneficiary is not the person directly involved in the business activities – Public Servant, supplier, partner, etc. – but a family member, a nominee, an intermediary, a creditor, a debtor thereof, etc.; c) the prohibition to make or receive

gifts that are not of small value also prohibits a Recipient to give/accept – to/from the same person – a large number of small value gifts over a reasonably long period of time for the purpose of this Policy).

7 PRINCIPLES OF CONDUCT IN THE MAIN SENSITIVE AREAS

With reference to the types of activities carried out by OPIS, the following areas may be regarded as the most sensitive and exposed to the risk of Corruption:

- dealings with the Public Servant (in all their ramifications);
- gifts, hospitality and public relation expenses;
- engagement of consultants, specialists and professionals;
- relations with Ethics Committees and Regulatory Authorities;
- staff selection and recruitment;
- non-profit initiatives and sponsorships;
- bookkeeping entries.

Regarding the Group's current or prospective business, and in any case for all of the Group's areas of interest, all Recipients must comply with the Code of Ethics, with the procedures and the Protection System, and with the following principles of conduct.

Dealings with the Public Servants (in all their ramifications)

The Group's dealings with representatives of Public Servants, in all their ramifications, must strictly comply with Anti-Corruption Rules and Regulations and must not in any way undermine the Company's integrity and reputation.

Only specifically authorized company officials and functions may enter into commitments and manage dealings with the Public Servants and/or quasi-public entities.

In these dealings the Group must refrain from trying to improperly influence the decisions of the institution involved.

With specific reference to the dealings with Regulatory, Supervisory and Control Authorities, the Group undertakes to strictly comply with the rules set forth by the aforementioned Authorities to ensure compliance with the rules and regulations applicable to their respective areas. The Group Staff shall fulfil any request made by said Authorities during inspections, by cooperating in the relevant activities.

Gifts, hospitality and public relation expenses

In the context of the Group's relationships with third parties, no gifts, presents, incentives or other benefits, including hospitality, aimed at obtaining undue advantages, shall be allowed.

In any case, any gifts, presents, public relation expenses, hospitality or other benefits and advantages, offered or accepted by Recipients (to/from public or private parties) must, in terms of value, nature, and under any other circumstance, mandatorily:

- be appropriate, reasonable and in good faith;
- be consistent with standard professional and business courtesy practices;
- be such as not to (i) jeopardize the integrity and reputation of any of the parties in the relationship or (ii) create the impression in the beneficiary or in an unbiased observer that they are intended to obtain, maintain or compensate for undue advantages or to exercise an unlawful or undue influence over the beneficiary's activity and/or decisions;
- be compliant with Anti-Corruption Rules and Regulations and with applicable company procedures, as well as traced and supported by appropriate documentation.

Without prejudice to the abovementioned mandatory criteria:

1. Recipients may offer or accept gifts, presents or other benefits or non-monetary compensation;
2. hospitality (transportation accommodation, meals, entertainment, etc.) is allowed for actual business purposes, to promote the Group's activities and to develop business relationships and partnerships.

In the event of any doubts regarding the foregoing, Recipients must previously consult with the Anti-Corruption Officer.

Engagement of consultants, specialists and professionals

The procedure for selecting professionals must be based on their professionalism, and be guided by principles of transparency, impartiality, cost-effectiveness and efficacy.

Company procedures shall implement the abovementioned criteria, governing in a detailed manner the relevant processes.

In particular, the following basic procedures shall be ensured:

- where, in relation to the nature of the engagement, the choice of a specific professional is based on his or her personal qualities (*intuitu personae*), provided that the need for the relevant professional service is adequately explained, steps shall be taken to retain said professional (without initiating a selection procedure); the process owner shall ensure that the relevant professional meets the integrity, standing, reputation, reliability, organizational, technical, professional, qualification and skill requirements necessary to fulfil the engagement;
- in the other cases, always provided that the need for the relevant professional service is adequately explained, the professional shall be selected on a competitive basis among multiple candidates meeting the position requirements; the process owners shall ensure that the relevant professional meets the integrity, standing, reputation, reliability, organizational, technical, professional, qualification and skill requirements necessary to fulfil the engagement;
- in any cases, the process owners must ascertain that there are no issues of incompatibility or conflict of interest associated with the relevant professional.

The contracts and/or agreements entered into with the selected professionals must clearly and adequately indicate in detail the services requested and the criteria according to which such professionals shall be entitled to earn their agreed-upon fees.

The procedure for selecting professionals, the contracts and agreements entered into therewith and the services rendered must be documented and justified.

Relations with Ethics Committees and Regulatory Authorities

Regarding the process of managing the clinical studies, the relationships with the Ethical Committees, with the Regulatory and Institutional Authorities of each country, as well as within the European Union, with EMA, shall be based on utmost transparency, impartiality and fairness.

Recipients shall operate in strict accordance with the laws and internal rules governing compliance and act in the interest of OPIS in the proper management of the Trial Start Up activities.

Direct relationships with the members of the Ethical Committees are prohibited, unless said relationships are engaged in for the purpose of responding to queries or assistance requests by said members.

Likewise, all relationships with the Regulatory and Institutional Authorities of each country, as well as within the European Union, with EMA, shall be based on impartiality, without prejudice to the physiological cooperation required for the proper management of the Study.

Staff selection and recruitment

The selection and recruitment of Staff shall be based on principles of fairness and impartiality.

The Company shall recruit employees whose qualifications actually meet its staffing requirements, and all Staff shall be selected on the basis of their professionalism and skills, avoiding any kind of favouritism.

Moreover, as they are selected, candidates must indicate, in compliance with applicable rules and regulations, the existence of any situations and circumstances that the Group deems significant for the purpose of assessing the possible continuation of the selection process (e.g. kinship with persons employed with the Public Authorities, criminal sentences, incompatibility, etc.).

The Human Resources Department is responsible for ensuring that its selection and recruitment processes comply with the foregoing principles and criteria.

Non-profit initiatives and sponsorships

The Group encourages non-profit activities in order to demonstrate its commitment to the pursuit of interests having a significant ethical, legal and social value.

Thus, contributions may be made to non-profit organizations that pursue interests with a strong scientific, cultural or beneficial value.

Sponsorships shall be reserved for events and activities of great significance, and each initiative shall be assessed and authorized beforehand by the competent bodies.

In order for the Group's expected outlay to meet the proportionality requirement, prior assessment must be made of the nature and importance of the initiative, identity and reputation of the final beneficiaries of the sponsorship or contribution (promoters, organisers, etc.). In addition, the actual implementation of the initiative must be verified, especially its consistency with the program proposed to the Group Company concerned.

Bookkeeping entries

Every Group transaction or operation must be properly entered into the corporate accounting system, according to the criteria set forth by applicable law and accounting standards. Every transaction or operation must be authorized, verifiable, lawful, consistent and fair.

For the accounts to be truthful, complete and transparent, the Group shall keep adequate and complete supporting documentation for each transaction in its records, in such a way as to make it possible to:

- enter amounts in the books accurately;
- immediately determine the characteristics and reasons for a specific transaction;
- easily trace back a specific transaction;
- verify the decision-making, authorization and implementation process, and identify the different levels of responsibility.

Hence, all Staff is required to cooperate – within their scope of duties – so that every fact relating to the Group's management is properly and promptly recorded.

Each accounting entry shall reflect exactly what is indicated in the supporting documents. Therefore, it shall be the duty of each employee and collaborator to make sure that the supporting documents are easily retrievable and in order.

8 STAFF TRAINING

The Group promotes the awareness of the Protection System among the entire Staff.

Based on the annual plans defined by the *Legal and Compliance Unit*, each Group Company shall manage the training activities for its Staff in relation to the contents of this Policy.

The objective of the training activities is to ensure that employees understand, in relation to the position filled:

- the Corruption risks to which they and their organisation are potentially exposed;
- the Corruption prevention policy;
- the aspects, related to their role within the Group, of the Corruption prevention management system;

- the preventive measures to be undertaken and the reports to be submitted in relation to the risk or suspicion of unlawful practices.

The participation in training activities is mandatory.

This Policy shall be circulated to all Staff and made available on the intranet.

The Company ensures awareness of this Policy also by its business and financial partners, professionals, business promoters, consultants and suppliers. All foregoing parties are required to sign a statement whereby they certify that this Policy has been made available to them and they undertake to comply, and to procure that their assignees comply, with the provisions contained herein.

9 REPORT AND ASSISTANCE

9.1 Reporting Improper Requests Received

Without prejudice to the provisions of paragraph 9.2, any direct or indirect request aimed at obtaining undue payments, gifts, travels, personal advantages or other benefits for oneself or for others shall be reported to the following:

- line manager;
- *Legal and Compliance Unit*, by using the dedicated email address [antibribery@opis.it] or by regular mail.

9.2 Reporting Misconduct

Any violation or suspected violation of Anti-Corruption Rules and Regulations or of this Policy shall be immediately reported to one or more of the following:

- the line manager;
- the *Legal and Compliance Unit*;
- to the Whistleblowing Officer according to the procedures specified in the Whistleblowing Policy to which reference is hereby made.

10 SANCTIONS

10.1 Disciplinary Measures

In the event of violations of this Policy (and/or of Anti-Corruption Rules and Regulations) by the Group Staff, the Company shall take disciplinary measures. Each violation shall entail the application of adequate and proportionate disciplinary measures, also in light of the possible criminal nature of the relevant conduct.

10.2 Contractual Remedies

Any violations by third parties of the principles and provisions of this Policy may result, on the basis of specific considerations by the Group Company involved, in the failure to execute, or in the termination of, contractual arrangements.