

Code of ethics



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1. INTRODUCTION

1.1 Introduction

Founded in 1959, Aesculapius was acquired in 1981 by the Moroni family, which since then wholly controls it and manages its activity in synergy with that of Magis Farmaceutici Srl.

Over the last twenty years Aesculapius, in addition to marketing ethical drugs, has also dedicated itself to the conception and development of innovative nutraceuticals.

Aesculapius defined as its mission the invention of new products and formulations that will integrate drug therapy, to treat disorders leading to overt pathologies.

For this reason, Aesculapius invested in new formulations, and supported clinical research, to provide a real value, based on published documentation on its products. The expansion of the company is also pursued through consolidation of commercial partnerships with pharmaceutical companies. For production of its products, Aesculapius collaborates with top-level industrial facilities, certified in accordance with GMP and / or UNI ISO standards.

The Regulatory Affairs Division is responsible for managing the activities to get marketing authorizations and maintaining registrations, both at European and extra-European level. The Regulatory Affairs Division is also involved the field of food supplements, cosmetics and medical devices.

The management of pharmacovigilance activities Aesculapius was outsourced to an external provider, that guarantees the fulfillment of current regulatory obligations and exchanges of international information on the safety of authorized medicinal products.

The mission of Aesculapius is to conceive and develop solutions that meet the needs of consumers, improving the safety and effectiveness of its products in order to prevent and cure certain diseases and consequently improve people's health and quality of life.

In particular, the Company, committed to the constant pursuit of excellence in the performance of corporate activities, considered it appropriate to sanction in the present document a series of ethical principles and behavioral rules aimed at imprinting its modus operandi on the respect of the values founded on ethics

company, in the context of a corporate culture that considers compliance with the laws in force and the principle of legality as essential elements, also to protect its image and reputation on the market.

Aesculapius intends to define and disseminate, through its own Code of Ethics, the values and principles of correctness, loyalty, integrity and transparency, inspiring elements of the behavior of employees, collaborators and all those who work to achieve the Company's objectives. Under no circumstances will behaviors held in violation of these principles be admitted, even when pursued with the intention of acting in the interest of the Companies and / or to bring them an advantage.

Ethics contributes significantly to the effectiveness of policies and control systems and affects behavior. A corporate culture aimed at spreading and sharing ethical values helps and supports the development of the Company.

This Code of Ethics may not include all the situations that may arise. However, the values underlying the general principles set out below must be considered a substantial reference point for adopting an ethically correct conduct.

1.2 RECIPIENTS AND SCOPE OF APPLICATION

The Code of Ethics is binding for all directors, mayors, auditors, pharmaceutical sales representatives, employees, including managers, without any exception, as well as for all those who, whether external to the Company, operate, directly or indirectly, for Aesculapius as , by way of example and not limited to, agents, consultants, suppliers, business partners, etc. The subjects indicated above are, therefore, required to observe and, to the extent of their competence, ensure compliance with the principles contained in the Code of Ethics. Under no circumstances does the claim to act in the interest of the Company justify the adoption of behaviors in contrast with those set forth in this document. The Code also applies to the activities carried out by the Company abroad, even considering the differences existing under the regulatory, social, economic and cultural aspects. The observance of the rules of the Code must also be considered an essential part of the contractual obligations of the employees of the Company pursuant to and for the purposes of the provisions of art. 2104 and following of the Civil Code. The violation of the rules of this Code, considered of particular gravity, inter alia, damages the relationship of trust established with the Company and can lead to disciplinary actions and compensation for damage, without prejudice, for employees, to respect the procedures pursuant to art. 7 of law 300/1970 (Workers' Statute), of collective labor contracts and of any company regulations adopted by Aesculapius.

1.3 DIFFUSION

Aesculapius undertakes to guarantee timely internal and external dissemination of the Code of Ethics by:

- *distribution to all members of the corporate bodies and to all employees;*
- *posting in a place accessible to all;*
- *making available to Third Party Recipients and any other interlocutor who requests it.*
- *publication on the company website;*

1.4 RESPECT FOR PATIENTS AND CUSTOMERS AND PRODUCT QUALITY

Aesculapius believes that patient health and customer satisfaction are core values. For this reason, the Company undertakes to provide truthful and reliable information on the products and to market only safe and effective products, subjected to quality controls and developed in compliance with the regulations and "best practices" in force.

2 VALUES AND ETHICAL PRINCIPLES

The Recipients of this Code of Ethics must comply, as far as their authority permits, with the respect of the ethical principles set out below, which constitute a constant reference in the performance of the activities rendered in favor of the Company.

2.1 RESPONSIBILITY AND COMPLIANCE WITH THE LAW

Aesculapius has as an essential principle the respect of laws, regulations and, in general, of the regulations in force in Italy and in all the countries in which it operates. In this context, compliance with the legislation and ethical and deontological principles dictated by the trade associations, with particular regard to the Farmindustria Code of Conduct, as well as by this Code, is also relevant. In any case, it is permissible to pursue or realize the interest of the Company in violation of laws. This principle must be considered operative both with regard to the activities carried out within the Italian territory and to those connected to the relationships existing with international operators.

2.2 PREVENTION AND CONTRACT OF CORRUPTION

Aesculapius is committed, in carrying out its activities, to combating corruption and preventing the risks of illegal practices, at any working level and in any geographical area.

This is pursued through the dissemination and promotion of ethical values and principles, the definition of rules of conduct and the effective implementation of control processes, in line with the requirements set by the applicable regulations and best practices.

Aesculapius does not allow illegal, collusive practices and behaviors, illicit payments, bribery attempts and favoritism in order to obtain or maintain a business or ensure an unfair advantage in relation to business activities.

2.3 TRANSPARENCY

In relations with counterparties Aesculapius undertakes to provide timely, complete and transparent information. The principle of transparency is based on the truthfulness, accuracy and completeness of the information both outside and inside the Company. In compliance with the principle of transparency, every operation and transaction must be correctly recorded, authorized, verifiable, legitimate, coherent and congruous. All actions and operations must have an adequate registration and it must be possible to verify the decision-making, authorization and execution process. For each operation there must be adequate documentary support in order to be able to proceed, at any time, to carry out controls that certify the characteristics and reasons for the operation and identify who authorized, performed, registered, verified the operation itself. The Company uses objective and transparent criteria for choosing suppliers. This choice, in compliance with current regulations and internal procedures, must take place on the basis of objective assessments relating to competitiveness, quality and the economic conditions applied.

The supplier will also be selected in consideration of the ability to guarantee:

- compliance with this Code of Ethics;*
- the implementation of adequate corporate quality systems, where required;*
- the availability of suitable means and organizational structures;*
- compliance with labor regulations, including the health and safety of workers.*

2.4 IMPARTIALITY

In its relations with its collaborators and with all its counterparts Aesculapius avoids any discrimination that may be based on age, sex and sexual habits, racial origin, political opinions, religious beliefs and the health status of its interlocutors.

2.5 PROFESSIONALISM

Aesculapius protects professionalism as an essential value for its growth and success in national and international markets, therefore the performance of social activities is based on criteria of professionalism, commitment and diligence appropriate to the nature of the tasks and responsibilities assigned to each.

2.6 FAIR COMPETITION

Aesculapius recognizes the value of free, open and fair competition and refrains from illicit agreements, oppressive or undue behavior and abuse of position.

2.7 ENHANCEMENT OF HUMAN RESOURCES

Human resources are recognized as a fundamental and indispensable factor for business development. Aesculapius protects growth and professional development in order to increase the wealth of skills possessed, in compliance with current legislation on the rights of individuals, with particular regard to the moral and physical integrity of employees. Personnel are hired solely on the basis of regular employment contracts, as no form of irregular employment is tolerated. The candidate must be made aware of all the characteristics relevant to the employment relationship. The recognition of salary increases or other incentive instruments and access to higher roles and assignments (promotions) are linked, in addition to the rules established by the law and the collective labor agreement, to the individual merits of the employees, including the ability to express organizational behaviors and skills based on the ethical principles of reference of the Company, indicated by this Code. The Company correctly manages regulatory compliance in the event of hiring non-EU workers, in order to guarantee their lawful stay in Italy.

2.8 HEALTH PROTECTION

The physical and moral integrity of its collaborators is considered as a primary value on the part of Aesculapius, who is responsible for guaranteeing working conditions that respect individual dignity and safe and healthy work environments.

2.9 ENVIRONMENTAL PROTECTION

Aesculapius, considering the environment as a primary asset, directs its activities in order to guarantee the best possible balance between economic initiatives and environmental needs, in compliance with the laws, but also in consideration of a sustainable use of natural resources.

2.10 CONFIDENTIALITY AND PRIVACY PROTECTION

The acquisition and processing, as well as the storage of the information and personal data of employees and other subjects whose data the Company disposes of takes place in compliance with specific procedures aimed at guaranteeing that unauthorized persons and / or entities may become aware of them.

Aesculapius guarantees, in compliance with the provisions of the law, the confidentiality of the information in its possession and its collaborators are prohibited from using confidential information for purposes that are not strictly related to the conduct of their business.

Specifically, employees and / or collaborators who come to know non-public information must use the utmost caution and care in using this information, avoiding disclosure to unauthorized persons, both inside and outside the company.

Confidential information means, by way of example only: technical information relating to products and procedures; purchasing programs; cost, price, marketing or service strategies; revenue reports and other non-public financial reports.

2.11 SOCIAL RESPONSIBILITY

Aesculapius operates considering the needs of the community in which it carries out its activity and contributes to its economic, social and cultural development.

2.12 REFORM OF INDUSTRIAL AND INTELLECTUAL PROPERTY

Aesculapius promotes research and innovation activities by its employees, each within the scope of their functions and responsibilities. The intellectual assets generated by this activity constitute a fundamental asset for the Company.

All employees are required to ensure the confidentiality of everything that constitutes the industrial and intellectual property of the Company, including technical information, contractual documentation, know-how (including information, knowledge and data acquired or processed during the performance of their duties), patents, trademarks. Similarly, they must respect the legitimate industrial and intellectual property rights of third parties, refraining from the unauthorized use of these rights.

3 RULES OF CONDUCT

As part of their professional activity, Company employees must diligently observe the laws and regulations in force, as well as the provisions contained in this document and internal regulations.

Employees must behave in accordance with the laws applicable to the activities carried out by Aesculapius. The lack of knowledge of these laws does not release any liability.

The following is not to be considered exhaustive of the behaviors to be adopted nor does it want to add anything to the laws and to the reference legislation in force; however, it intends to establish a reference to some of the most significant elements in the Company's sphere of activity.

The commitments identified in this Code of Ethics must also be observed by intermediaries and consultants who carry out relevant and ongoing activities in the context of and on behalf of Aesculapius and made known to the other Stakeholders.

In no case, the pursuit of the interest or the advantage of the Company may justify a conduct that is not honest or not in accordance with the laws in force and the reference legislation.

3.1 COMMERCIAL REPORTS

In carrying out its activities, Aesculapius guarantees fair treatment between customers. It also ensures correctness and clarity in commercial negotiations and in the assumption of contractual obligations, as well as the correct fulfillment of the provisions of the contracts.

Each operation and transaction must be legitimate, properly authorized, recorded, verifiable and consistent with the Company's objectives. In particular, it must be possible to verify the process of decision, authorization and subsequent performance of the operation or transaction itself.

3.2 RELATIONSHIPS WITH SUPPLIERS AND BUSINESS PARTNERS

Aesculapius guarantees that no potential supplier or partner in possession of the necessary requisites is precluded from the possibility of competing to offer their products or services. In selecting suppliers and strategic partners, the Company is not only based on economic criteria, but also takes due account of the technical, financial and organizational capabilities, as well as environmental, health and safety requirements of workers.

Relations with suppliers and partners are managed according to criteria of impartiality and fairness, loyalty and transparency.

3.3 RELATIONS WITH EMPLOYEES

Aesculapius undertakes to protect the moral integrity of its employees, guaranteeing respect for personal dignity and opposing discriminatory or harmful conduct. The management of policies and labor relations is based on respect for workers' rights, in accordance with the reference legislation and the full enhancement of their contribution with a view to favoring their development and professional growth.

All employees are required to act fairly, in order to comply with the obligations assumed with the employment contract and to the provisions of this Code of Ethics, ensuring the benefits due and compliance with the commitments undertaken.

3.4 RELATIONSHIPS WITH HEALTHCARE PROFESSIONAL

Aesculapius makes use of the assignment of scientific, medical-clinical, health consultancy assignments and interacts broadly with health system operators in order to increase its knowledge, information and experience assets, to realize its own programs research and development of new products, to improve product documentation for market access and to make scientific information more effective and effective.

The Company guarantees that each assignment of assignments satisfies a necessary need and proven utility and that any conflicts of interest are appropriately identified, or the possible influence on decisions for regulatory purposes or on the purchase of Aesculapius products.

The checks relating to the competencies and qualifications of the counterparties, as well as the selection process followed, must be adequately tracked and documented. Each assignment must be formalized in writing by drafting a suitable contract or letter of commitment, in accordance with what is defined in the framework of the applicable procedures.

3.5 RELATIONSHIPS WITH THE PUBLIC ADMINISTRATION

Behaviors considered acceptable in normal commercial practice (such as, for example, organizing entertainment, discounting outside normal commercial conditions) can, on the other hand, be unacceptable or in violation of laws and regulations, if held in relation to the Public Administration and / or of its representatives.

It is not permitted to promise or offer, directly or indirectly, money, gifts or other benefits of any kind to managers, officers or employees of the Public Administration, even from other countries, or their relatives, who have dealings with Aesculapius, unless lines of gifts of modest value.

It is not permitted to offer or accept goods or services of any value in order to obtain a more favorable treatment for the Company in relation to any relationship with the Public Administration.

Corrupt acts against the Public Administration are not permitted, whether committed directly by the Company, by employees, by collaborators or if committed through subjects acting on behalf of Aesculapius.

In case of negotiation or participation in a tender with the Public Administration, the personnel participating in the procurement procedures must not try to improperly

influence the decisions of the Public Administration, including those of the officials who deal on behalf of the same, nor of request and / or obtain confidential information. It is not permitted to allocate for purposes other than those for which contributions, grants or loans have been granted by the State or by another public body. It is absolutely forbidden to use artifices, deception, dations and / or promises of money or other benefits to obtain them. Aesculapius undertakes to provide the authorities responsible for the control and regulation of its production activities and services provided to customers and patients with all the information requested, in a complete, correct, adequate and timely manner.

3.6 RELATIONS WITH THE JUDICIAL AUTHORITIES

Aesculapius's relations with the Judicial Authorities are inspired by the principles of transparency and loyal cooperation.

3.7 RELATIONS WITH POLITICAL PARTIES, TRADE UNION OR OTHER NATURE ORGANIZATIONS

The Company undertakes not to make contributions of any kind, directly or indirectly, to political parties, movements, committees and political and trade union organizations, nor to their representatives or candidates, with the exception of contributions due on the basis of specific regulations.

Aesculapius also condemns any form of participation by the Recipients in associations whose purposes are prohibited by law and contrary to public order and repudiates any behavior that is even direct to facilitate the activity or program of organizations instrumental to the commission of crimes.

3.8 RELATIONSHIPS WITH INFORMATION MEANS

The activity of communication and disclosure of information relating to company activities is reserved exclusively to the corporate functions delegated to this. It is therefore forbidden for all other persons to disclose information regarding Aesculapius without prior authorization. Furthermore, all personnel must refrain from spreading false or misleading information that may mislead the external community.

3.9 DIRECT SCIENTIFIC INFORMATION

About scientific information, Aesculapius obliges its staff (employees and pharmaceutical sales representatives) to adopt a conduct that respects the principles of integrity, transparency, honesty and good faith.

Personnel must comply with current regulations and company procedures, with particular regard to scientific information and promotional initiatives concerning Aesculapius products.

The contents of the information must always be documented and documentable. Exaggerated statements, universal and hyperbolic assertions and non-demonstrable comparisons without an obvious objective basis are not allowed.

The information material concerning the drugs marketed by the Company, prepared and used in the context of scientific information for doctors, must refer to the official documentation provided by the agencies of the reference drug.

Scientific quotations must accurately reflect the meaning the author intended to attribute to them. The texts, tables and other illustrations taken from medical journals or scientific works must be reproduced in full and faithfully, with the exact indication of the source. No quotations are allowed that, divorced from the context from which they are drawn, may be partial and / or contradictory with respect to the intentions of the author.

In the context of scientific information and presentation of medicines carried out with doctors or pharmacists, it is forbidden to grant, offer or promise rewards, pecuniary or in-kind advantages. It follows that the promotional material sponsored by Aesculapius and concerning drugs and / or their use must have negligible value, it must be non-fungible and, in any case, connected to the activity carried out by the doctor and the pharmacist. In addition, the name of the reference company and / or the sponsored product must be clearly indicated on this material. The offer of economic incentives aimed at offsetting the time taken by health workers to their normal professional activity and dedicated to participation in congressional events is prohibited.

3.10 CONGRESSES, CONFERENCES AND SCIENTIFIC MEETINGS

The Company's personnel must comply with the regulations in force, as well as the provisions of the Code of Ethics of reference and of the company procedures in force, in the context of conferences, congresses and scientific meetings on topics that are in any case relevant to the use of medicines, which represent an opportunity to meet

industry and health professionals and which are addressed to a plurality of participants.

The primary objective of the participation or organization of international and national and regional conferences and congresses must be directed to the development of scientific collaboration with the medical profession.

Personnel, when inviting a doctor to a conference or a congress, must also acquire the doctor's express consent to the processing of their personal data (constituted by the name, from the 'indication of the specialization achieved, from the reported compliance with the current legislation on the obligation to communicate to the health facilities to which the sponsored participation belongs to the congress events). The invitation of doctors to conferences and congresses is subordinated to the existence of a specific relevance between the subject matter of the congress and the specialization of the participating doctors.

3.11 SPONSORSHIP

Sponsorship activities consist of contributions in favor of an activity or event whose purpose is to promote the image of the Company. Sponsorships must exclusively concern events with a high scientific and cultural value.

Aesculapius undertakes to provide sponsorships in compliance with the provisions of the Farindustria Code of Conduct, the existing company procedures and applicable regulations and the principles of economy, effectiveness, impartiality, equal treatment, transparency and proportionality.

3.12 CONTRIBUTIONS AND OTHER LIBERALITIES

The Company undertakes to make contributions and other forms of donations (in cash and / or through the supply of goods or services or the free supply of one's own drugs to support projects of a social, welfare, scientific, health, research or training nature) in compliance with the provisions of existing company procedures and applicable regulations.

3.13 GIFTS, HOSPITALITY AND REPRESENTATION EXPENSES

Aesculapius undertakes to carry out or receive any gift, economic advantage or other benefit (including hospitality treatments and entertainment expenses) only if this falls within the context of acts of normal commercial courtesy and is such as not to compromise the integrity and reputation of one of the parties and not to influence the autonomous judgment of the recipient.

Any gift, advantage or other benefit made or received by the Company must comply with the provisions of existing company procedures and applicable regulations.

3.14 CONFLICTS OF INTEREST

All employees and pharmaceutical sales representatives of the Company are required to avoid engaging in or facilitating operations in conflict of interest - actual or potential - as well as any activity that may interfere with the ability to impartially make decisions in the interest of Aesculapius and compliance with the provisions of this Code.

Personnel are obliged to inform their hierarchical superior of any interest on their own account or that of a third party that they may have in an operation in which they are involved. This communication must be precise and must specify the nature, terms and origin of the potential conflict. Pending the company decisions on this point, it will refrain from any operation.

3.15 REFORMING THE REGULATION ON ANTI-MONEY LAUNDERING AND ANTITERRORISM

Aesculapius recognizes the high value of the principles of democratic order and free political determination to which the State is informed. Any conduct that could constitute or be linked to terrorist activity or the subversion of the democratic order of the State or that could constitute or be connected to crimes related to money laundering and the use of money is therefore prohibited and completely unrelated to the spirit of the Company assets or utilities of illicit origin.

Recipients who, in the course of their work, become aware of the commission of acts or behaviors that may constitute terrorist activities of any kind or connected with the crimes of money laundering, or in any case of aid or financing of such activities or such crimes, they must, without prejudice to legal obligations, immediately inform their superiors.

3.16 TRASPARENCE OF ACCOUNTING

Accounting transparency is based on the truth, accuracy and completeness of the basic information for the related accounting records. The information that converges in the periodic reports and in the accounting, both general and analytical, must correspond to the principles of transparency, correctness, completeness and accuracy.

Aesculapius undertakes to always operate with the utmost transparency in line with the best business practices, ensuring that all operations conducted are authorized, verifiable, supported by adequate documentation, legitimate and consistent with each other. The maximum fairness and transparency in the management of transactions with related parties is also guaranteed. In this regard, each is required, as far as it is competent, to collaborate in the correct and truthful representation of company activities.

Anyone who becomes aware of omissions, falsifications or negligence of information and documentation is required to report these situations to the bodies responsible for verification.

The internal control system aims to provide ample guarantees on the effectiveness and efficiency of operating activities; on the reliability of information and financial statements; on compliance with the relevant laws, regulations and internal guidelines.

3.17 USE OF COMPANY ASSETS

Employees and FSIs are required to use the assets and company resources available to them or to which they have access with diligence, responsibility and transparency. Each employee is required to use the assigned asset efficiently and is required to manage its availability in a manner that protects its value. All data and information stored in the company's IT and telematic systems, including e-mail messages, are the property of the Company and must be used exclusively for the performance of business activities, in the manner and within the limits indicated by the same. Any use that has as its purpose the collection, storage and dissemination of data and information for purposes other than those connected with the exercise of the business is prohibited.

4 IMPLEMENTATION METHODS

4.1 SIGNALS

The recipients of this Code of Ethics must promptly report any and all violations or suspected violations of the Code of Ethics by sending a communication to the e-mail address aesculapius@legalmail.it

The confidentiality of the identity of the informant is ensured, without prejudice to the legal obligations and the protection of the rights of persons accused fraudulently or in bad faith, in compliance with the criteria of confidentiality and protection of confidentiality.

4.2 SANCTIONS

Compliance with the guidelines set out in this Code of Ethics is essential to enable the Company to conduct its activities in accordance with the defined ethical principles.

No unlawful or in any way violating the provisions of this Code of Ethics, illegitimate or incorrect can be justified or considered less serious, even if carried out in the interest or for the benefit of Aesculapius.

The Company sanctions the violations of this document, in compliance with the provisions in force concerning labor relations and collaboration.

In particular, compliance with the provisions of this Code of Ethics must be considered an integral part of the contractual obligations of the employees and the *pharmaceutical sales representatives* of Aesculapius pursuant to and for the purposes of the applicable laws and regulations. Any violation of the provisions of the Code of Ethics may constitute a breach of the obligations of the employment relationship or a disciplinary offense, with any legal consequences, even with regard to the preservation of the employment relationship, and may lead to compensation for the resulting damages.

The sanctions will be applied in compliance with the provisions of the employment contract and the laws in force in each individual country and will be proportionate to the gravity of the facts. The assessment of the infringements, the initiation and the management of the disciplinary procedures and the application of the sanctions remain the responsibility of the company departments in charge of this and delegated.

Compliance with the principles of this Code of Ethics also forms an integral part of the contractual obligations undertaken by all those who have business relationships with the Companies. Consequently, the violation of the provisions of this Code may constitute contractual non-fulfillment, with all legal consequences with regards to the termination of the contract and the further compensation for the resulting damages.