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# BEHAVIOURAL CODE TOWARDS THE PUBLIC ADMINISTRATION

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<b>Services:</b>	<ul style="list-style-type: none"> <li>• All recipients</li> </ul>
<b>Approved by</b>	The Board of Directors



Revision

n.	Start date	Object	Made by:
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## 1. Premises

Legislative Decree 8th June 2001, No. 231 has implemented - within our legal system - a series of sanctions providing the forms of administrative liability of companies for Crimes committed in the interest or advantage of the apical personnel or committed by personnel which is subject to the apical personnel.



In these cases, Company liability is excluded where it is possible to prove the adoption and successful implementation - prior to the commission of the Offence - of organizational, management and control models which are suitable to prevent the Offence of the same kind of the one that has been committed. These models consist of rules and operative and technological measures (*i.e.* Protocols) that shall be respected by the personnel, because they are made in order to avoid the commission of Offences, as well as finalized to the implementation of the Model, its suitability to the Company environment, the effectiveness of the Model itself, or the actual respect of the Model, from the personnel dedicated to the dangerous Activities related to crimes and the Protocols.

The necessary element, or the element required by the jurisprudence and the Law, suitable to guarantee the efficacy and effectiveness of the organizational, behavioral and control model as described within the Legislative Decree 231/2001 , represents the definition of rules indicating the behaviors that its recipients shall take towards Public Servants and/or Persons in charge of Public Service.

The aim of the present behavioral code is therefore the definition of rules of conduct that indicate the behaviors that its recipients shall take towards Public Servants or Persons in charge of a Public Service, in order to prevent behaviors which are suitable to realize the Offences listed in Legislative Decree 231/2001.

The present Code shall be respected by all its Recipients.

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## 2. Definitions

In compliance with the definitions of the descriptive document of the Model as adopted by the company with respect to Legislative Decree 231/2001, the following expressions have the definitions listed below:

- **“Potential criminal activities”**: the process, operation or act, or the combination of operations and acts, that may expose the company to the risk of sanctions listed in the Decree in relation to the commission of a crime.
- **“CCNL”**: the collective labor agreement which is applicable to the employees of the Company and, specifically, the CCNL that is currently into force.
- **“Code of Ethics”**: the document which have been officially wanted and approved by the Company apical personnel as an expression of the Company policy, that contains the general behavioral principles - *i.e.* recommendations, obligations and bans - to which its recipients must abide to and which violation is subject to sanction.
- **“Legislative Decree 231/2001” or “Decree”**: the Legislative Decree no. 231 of 8th June 2001, concerning the “Discipline of the administrative liability of corporations, companies and associations even without legal status, pursuant to article 11 of the Law no. 300 of 29th September 2000”, published on the Official Gazette no. 140 of 19th June 2001, as amended.
- **“Recipients”**: the Board of Directors, the Employees agents and representatives, agents, providers and all the subjects that operate in the interest or at advantage of the Company, with or without a mandate and regardless of the nature and the kind of relation with the demanding Company. The Recipients shall respect the model, the Code of Ethics and the Protocols.
- **“Employees”**: all physical persons that entertain a job relationship with the Company.
- **“Guidelines”**: the guidelines and the draft of the organization, management and control models in accordance with the Legislative Decree 231/2001, published by the trade associations that have been considered in order to adopt and structure the Model.
- **“Organization, management and control Model ex Legislative Decree 231/2001” or “Model”**: the Organization, management and control Model ex Legislative Decree 231/2001 that is deemed suitable to comply by the Company Boards to prevent the Offences and, therefore,



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adopted by the Company in compliance with Articles 6 and 7 of the Legislative Decree, with the aim of preventing the commission of the mentioned Offences by the apical personnel and the employees of the Company, as described in the present document and the related annexes.

- **“Company Board”**: Board of Directors.
- **“Supervisory Body”** or **“OdV”**: The Supervisory body listed in Article 6 of the Legislative Decree 231/2001, with the aim of supervising the application and observance of the organization management and control model, as well as on the observance of the latter.
- **“Personnel”**: all the physical persons that are bound with the Company by an employment relation, including the Company employees, interim, collaborators, the interns and freelancers that have been empowered by the Company.
- **“Apical Personnel”**: the subjects listed in Article 5 comma I letter a) of the Decree, or the subjects that are in charge of representation of the Company, Administration, the President of the Company and the possible deputies and attorneys of the Company.
- **“Personnel subject to third party control”**: the subjects listed in Article 5 comma I letter b) of the Decree, or the Personnel that operates under the direction or control of the Apical Personnel.
- **“Public Administration”** or **“P.A.”**:
  - State (or the State Administration).
  - Public Entities: Public Entity is the Entity identified by the Law or an Entity which is subject to a system of public controls, the State control or control of another Administrative body for what concerns the appointment of its directors, and the administration of the body itself. Public Entity is characterized by the participation of the State or of other public Entity, to the management expenses; As a mere example, but not limited to the latter, it shall be considered as a Public Administration in a broad sense the following:: Ferrovie dello Stato, Autostrade S.p.A., AEM Milano, etc.
  - Public Officer: the subject that exercises a public function which is “legislative, judicial or administrative”. In accordance with Italian criminal law “it must be defined as public, the administrative function which is governed by public law as well as by acts of an authority and which is characterized by the formation and expression of the willingness of the Public



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Administration or by the fact that the function is developed by means of authority's or certified powers" (Article 357 Italian penal code);

- Person in charge of a Public Service: the subject that exercises a public service in any way, with any title. Public Service shall be defined as the activity in compliance with the same forms of the Public Function, but that is characterized by the lack of its same typical powers and by the exclusion of the performance of mere tasks regarding public order and by the performance of an activity which is merely material (Article 358 of the Italian Penal Code). The term "in any way, with any title" shall be defined as that a subject performs a public function, even without a formal or official charge ("*de facto*" person in charge of a public service). In fact, the relationship between the Public Administration and the subject performing the service is not relevant.
- "**Protocol**": The organizational measure, physical and/or logical which is provided by the Model with the aim to prevent the risk of commission of an Offence.
- "**Offence**" or "**Offences**": the set of offences, or the single offence, specified by Legislative Decree 231/2001 (as possibly amended and completed in the future).
- "**Disciplinary system**": the set of sanctions which are applicable in case of violation of procedural and behavioral rules provided by the Model.
- "**Company**": Lo.Li. Pharma International S.r.l..

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### 3. General behavioral rules

Recipients and whoever operates in the interest of the Company, through its employees or representatives, shall not promise or offer to the public Officers or the Persons in charge of a Public Service, money, goods or other utilities of any kind with the aim at promoting and favoring its personal interests or the interests of the Company or even to refund or remunerate the Public Officers for an act of their function, or in order to obtain the execution of an act which is contrary to the obligations and functions of their office

Any recipient that receives directly or indirectly requests of benefits by the Public Officers or the Persons in Charge of a Public Service shall immediately warn the OdV of this fact.

Furthermore any behavior, even if made through third parties, which is aimed at influencing while a trial is ongoing, the Public Officer or the Person in charge of a Public Service, with a behavior that is finalized to distract these subjects from the exclusive service to the Public Administration, to violate the rules of discipline and honor of the latter, or the principles of good standing and impartiality of the Public Administration, it is forbidden.



Any behavior which is aimed at gaining any advantage to the Company or to the person performing the behavior, is forbidden.

During working hours it is forbidden to the recipients, to distract the Public Officer or the Person in charge of a Public Service from the performance of its obligations, promising of involving the same Public Officer or the Person in charge of a Public Service, in leisure activities, travels and/or relieving him from its tasks, performing his activities.

It is forbidden to the Recipients to ask to the Public Officer/Person in charge of a Public Service:

- Information that he/she has for reasons of his/her office;
- Behaviors that distract the exercise of third parties' rights;
- Behaviors that distract the exercise of powers of the Public Administration.

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#### **4. Presents or other benefits**

Favors of monetary value, as for example but not limited to presents or form of hospitality, or any other kind of benefit (even if these acts generate from generosity) in favor of the Public Officers/Person in charge of a Public Service, are allowed solely in the event they are:

1. of relatively low value (maximum of 50,00 euros);
2. are provided by the commercial habits (for example Christmas gifts);
3. are dedicated to categories of recipients of such presents (for example Christmas gifts for suppliers);
4. If gifts are as such as they do not jeopardize the integrity and reputation of the parties and are not interpreted, from a bystander, as acts aimed at guaranteeing advantage and favors in an improper way.

According to the behavioral Code of the employees of the Public Administration, the Public Officer *“neither asks, for him or for third parties, nor accepts, also during public holidays/festivities, presents or other utilities but for the ones that are traditionally given and at the condition that they have a relatively low value, from subjects that have gained - or in any way might gain - benefits from decisions r activities of the Public Officers”*.

Any Recipient that receives, directly or indirectly, requests of benefits from Public Officers/Persons in charge of a public service shall immediately signal this circumstance to the OdV.



#### **5. Transparency during the employment relationship**

Any possible employment/contractual relationship with public employees, as for example, consulting activities or conference speeches, shall be previously communicated to the Public Administration in relation to which the public employee is hired.

In any case, Recipients that entertain relationships with Public Officers/Persons in charge of a Public Service, shall check whether the latter have employment relations with the Company and if

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this is the case, they have to signal this fact to the OdV which will act in order to request the certificate of communication provided in these cases by the behavioral code of the Public Employees.

It is worth mentioning that the Public Employee must abstain from taking or participating to take any decision or to enter into any activity that might involve his personal interest, or.:

- interests of its relatives within the fourth degree of kinship (who have relationships with the Company);
- interests of individuals or organizations with which the Public Employee or its spouse have a pending trial or serious hostility, or credits or debts (including the Company);
- interests of individuals or organizations of which the Public Employee is an agent, curator, liquidator, attorney;
- any other case in which severe convenience exists.

## 6. Collateral Activities



It is forbidden to all Recipients, to promise or to give to the Public Officers/Persons in Charge of a Public Service, directly or through a third party:

- any salary or other monetary retribution;
- conditions of favor in the supply of goods and services;
- means, instruments, goods or services of the Company or of the Recipient;
- any other utility;

for services which the Person in Charge of a Public Service/Public Officer is obliged for the performance of its ordinary tasks.

It is forbidden to any Recipient to promise or to provide to the Public Officers/Persons in Charge of a Public Service, directly or through a third party, engagements in collaborations, in case the Public Officers/Persons in Charge of a Public Service have had, during the previous two years, a decisional role in an occasion in which the Company has or have had an interest or an advantage.

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This kind of requests, where originating from Public Officers/Persons in Charge of a Public Service, shall be signaled to the OdV.

## **7. Impartiality**

All Recipients are prevented from promising or providing to Public Officers/Persons in Charge of a Public Service, directly or through a third party, money or other utility in order to obtain a violation of the principle of impartiality, or to obtain services which are different from the ones that are normally accepted or refused by other parties.

Any episode of such violation or the principle of impartiality perpetrated by Public Officers/Persons in Charge of a Public Service, shall be signaled to the OdV.

## **8. Behavior in social life**

Where Public Officers/Persons in Charge of a Public Service exploit his position to obtain undue profits or advantages from the Recipients, the OdV shall be alerted immediately.



## **9. Behavior during service**

Where a Public Officer/Person in Charge of a Public Service:

- without justification, delays the performance or entrusts to third parties the performance, of activities or the adoption of decisions that the Public Officers/Persons in Charge of a Public Service should take;
- asks for its personal use, material or other tools that he should use for the performance of its office;
- asks for its personal use, telephone lines, means of transportation, services or tools of the Company or of the Recipient;
- asks for its personal use, goods or services in any form

The OdV shall be immediately informed by means of report, and it shall abstain from accepting any of the mentioned requests.

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## **10. Relationship with third party competitors**

All Recipients are forbidden to promise or provide to the Public Officer/Person in Charge of a Public Service, directly or through a third party, money or other utility in order to obtain:

- the processing of tasks with a different order from the ordinary chronological order (or if the order is different from that imposed by the Law);
- the refusal of services given to third party competitors;
- disrespect of quality and quantity standards imposed by the Public Administration within the so-called service cards;
- discontinuity of his service or its interruption.

## **11. Contracts**



The obligation of taking contractual undertakings towards the Italian Public Administration and the Italian Public Institutions is exclusively reserved to the President, even when this obligation is in relation to the system of the standing delegated powers, in compliance with the most rigorous observance of the applicable laws and regulations.

Contracts and ways in which the agreements are concluded, shall not compromise in any way, the integrity and the reputation of the Company.

All documentation related to the negotiations and contacts with the Public Administration shall be kept in order to allow controls by the OdV.

During finalization of contracts with the Public Administration, it is forbidden to avail of any form of mediation or other third-party intervention, where those third parties are different from the Recipients. It is also forbidden to give or receive or promise to anybody, utilities in change of mediation activities, in order to facilitate or for having facilitated the conclusion or the execution of a contract with the Public Administration.

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## **12. Whistle blowing**

The Recipients shall report to the OdV any violation listed in the present behavioral code.

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