



<b>CODE OF ETHICS</b> <b>FARMIGEA S.p.A.</b>	Rev. 08 July 2022
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Farmigea S.p.A. | C.F. 13089440153  
Via G.B. Oliva 6/8 | P.I. 01589970506  
56121 Pisa (PI) -IT | R.E.A. 138901 R.I. Pisa  
Ph. +39 050 31211 | Cap. Soc. 10.000.000 i.v.  
www.farmigea.it | info@farmigea.it

# **CODE OF ETHICS**

## **FARMIGEA SPA**

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## 1. INTRODUCTION

This Code of Ethics (hereinafter referred to as the "Code") is part of Farmigea S.p.A.'s organizational system adopted to comply with Italian Legislative Decree no. 231 of 8 June 2001 and represents a collection of general principles and rules of conduct that Farmigea has complied with since its establishment. It is an integral part of the organizational, management and control model adopted by Farmigea in compliance with Legislative Decree no. 231/01. The Code is in line with the principles set out in Confindustria's guidelines and in the Deontological Code of Confindustria Medical Devices, to which Farmigea adheres. The principles and rules contained in the Code express an ethical and legal commitment related to specific responsibilities in conducting business and corporate activities of Farmigea's management, governing bodies, employees and collaborators. The Code may be amended and supplemented by the Board of Directors, also on the proposal and indication of the Supervisory Body referred to in article 8 of the Model.

## 2. SCOPE OF APPLICATION

This Code has been drafted taking into consideration the activities actually carried out by Farmigea. The provisions of this Code apply to all administrators, managers and employees of Farmigea, its collaborators and all those who cooperate in carrying out the company's activities and pursuing its corporate purpose, also in activities carried out by the Company abroad. Some provisions of the Code also apply to consultants, suppliers, customers and anyone who has legal and economic relations with Farmigea.

## 3. VALUE OF THE CODE

Compliance with the rules and provisions set out in the Code constitutes an integral and substantial part of the contractual obligations deriving for employees from employment relationships pursuant to Articles 2104, 2105 and 2106 of the Italian Civil Code, and for non-subordinate workers from their respective contractual regulations. The serious and/or persistent violation of the Code's rules, damaging the trust relationship established with Farmigea, may lead the company to take disciplinary and compensation actions, subject to compliance by employees with the procedures provided for by Article 7 of Law no. 300 of 1970 (Workers' Statute), collective labor agreements and disciplinary codes that may be adopted by Farmigea. Farmigea undertakes to ensure the punctual internal and external dissemination of the Code through its distribution to all staff, display in a place accessible to all or on the company's intranet, and availability to third parties.

## 4. GENERAL PRINCIPLES

### 4.1. *Company mission and values*

Farmigea is committed to enhancing its Quality Management System and ensuring customer-focused attention, including customer satisfaction and compliance with regulatory and legal requirements. Farmigea's **Vision** identifies the company's strategy, reflects its ideals, values and aspirations, represents its "entrepreneurial dream" and its long-term goals:

*"We are an ophthalmic company and we want to be the first point of contact in the world for any company that challenges the ophthalmology market. We turn customers' needs into solutions and accompany them in anticipating market needs. Where we have not already charted a course, we create new ones through our experience, dense network of collaborations, and curiosity that drives us to look beyond. We are committed to being increasingly sustainable and nurturing the land in which we have our roots. We breathe ophthalmology and are experts in it. We strive every day to grow from a technical and professional standpoint. We appreciate those who make mistakes in the brave attempt to dare and propose something new."*

The Farmigea Mission identifies the methods deemed necessary to pursue the company's vision in the medium term (4-5 years). The Mission has therefore been developed with an operational and technical focus, in order to guide all employees in daily activities to achieve company objectives.

#### **4.2. Compliance with Legal Regulations**

Farmigea complies with all laws and regulations in force in Italy and in other countries where it operates in any capacity and in any form of its activity. This commitment must also apply to consultants, suppliers, customers, and anyone who has legal and economic relationships with Farmigea. As a result, Farmigea will not initiate or continue any relationships with those who do not intend to align and share this commitment. None of Farmigea's economic objectives can be pursued or achieved in violation of the law. The responsibility for compliance of the company's activities with legal regulations falls on all those who work for Farmigea, and as provided for in the Civil Code, oversight of compliance with the law falls to the Board of Statutory Auditors. Any violation of legal regulations, from which any risk of involvement of Farmigea in a 231 proceeding may arise, must be immediately terminated and reported to the Supervisory Body referred to in Article 8 of the Model.

#### **4.3. Procedures and Delegations**

Farmigea establishes a formal system of authorizations and approvals for making operational, investment, and financial management decisions. All activities carried out by Farmigea or third parties on its behalf must be confidential, lawful, and respectful of the rules, procedures, and regulations, open to objective analysis and verifications with a precise identification of the parties involved, and based on correct and complete information.

#### **4.4. Conflicts of Interest**

Employees must maintain a position of autonomy and integrity to avoid any situation that may generate, even potentially, a conflict with Farmigea's interests and harm its reputation. In particular, any conflict of interest between personal and family economic activities and the positions held in Farmigea must be avoided. Any situation that may potentially generate a conflict of interest must be reported in advance to superiors and, if necessary, to the Supervisory Body referred to in Article 8 of the Model.

### **5. COMMERCIAL RELATIONS**

In managing its commercial and industrial relationships, Farmigea is guided by principles of high professionalism, loyalty, correctness, transparency, and openness to the market. Employees of Farmigea, as well as external collaborators whose activities, even in fact, can be attributed in any capacity to the company, must follow behaviors that conform to these ethical and legal principles in all business conducted in the interest of Farmigea.

Farmigea will endeavor to use appropriate legal instruments contractually to make the principles of the Code and the provisions of Legislative Decree 231/2001, which Farmigea complies with, relevant in its commercial relations with third parties.

#### **5.1 Relations with Customers**

In its relations with customers, Farmigea ensures correctness, clarity, and transparency in commercial negotiations and the assumption of contractual obligations, as well as diligent and professional compliance with them. Farmigea employees must not, for their own or the company's interest:

- make any unethical compromises of any kind;
- offer/accept money and/or other benefits to obtain any kind of favoritism or establish tacit agreements to this end;
- offer/accept gifts, except for a modest value (as also established by the Confindustria

Medical Devices Code of Ethics, to which Farmigea adheres);

- make expenses for representation that are not in compliance with the Model 231.
- Farmigea may terminate any relationship/negotiation that violates these principles.

### **5.2 Relations with Public Administration and Public Officials**

Relations with Public Administration, independent authorities, and public institutions are based on principles of correctness, loyalty, and transparency, in strict compliance with the laws in force. Payments to third parties to influence acts of public office, illegal favors, promises and solicitations, even indirect ones, of personal advantages, corrupt practices and collusive conduct, of any nature and in any form, are strictly prohibited. Gifts and acts of courtesy are allowed only if of modest value and in any case such as not to compromise the integrity and reputation of the parties and not to be interpreted as aimed at improperly acquiring advantages for oneself or for others. The principles of this article also apply to third parties, consultants, collaborators, and agents who represent Farmigea in relations with the Public Administration. Therefore, Farmigea will ensure that these subjects are subject, in the appropriate legal forms, to the same directives valid for its employees. Employees or external collaborators who receive proposals for benefits from public officials must immediately report them to their superior or to the Supervisory Body (if employees) or to their business contact (if external collaborators).

### **5.3 Relations with Political and Trade Union Organizations**

Relations with movements, committees, political and trade union organizations, in Italy and abroad, and with their officials, agents or candidates are inspired by ethical principles of correctness and respect for the law. Contributions paid to these entities must be in conformity with and consistent with the laws in force and must be accurately recorded in the accounting records.

## **6. RELATIONS WITH SUPPLIERS**

### **6.1. Selection and evaluation of suppliers**

The selection of Suppliers must be aimed exclusively at subjects who provide adequate guarantees of reliability and technical suitability for the performance of the required services. Supplies must be made taking into account only technical, qualitative, and economic parameters and in compliance with the principles of impartiality and independence. It is the responsibility of the Supply Chain, with the collaboration of the involved departments, to seek the best sources of supply in terms of cost, quality, and delivery guarantee, in accordance with the integrity and economic criteria defined by the company and with its policies and procedures. Farmigea has defined the procedures to be adopted and followed in the process of selection and qualification of suppliers, identifying some objective elements and parameters based on which to activate the selection process. The supplier qualification activity involves several company functions (e.g. Supply Chain, QA, CQ, Production), each of which must contribute its own expertise. The characteristics subject to verification are as follows: economic and financial reliability, technical capabilities (production capacity, professionalism, means, etc.), work organization (presence of a documented Quality System, premises, staff, cleanliness, etc.), knowledge and application of laws and regulations in the sector. Even in the presence of already qualified suppliers, it will be necessary to verify the maintenance of these requirements over time, in order to ascertain the continuing technical and professional suitability.

### **6.2. Relations with suppliers**

It is Farmigea's policy to negotiate in good faith and transparently with all potential suppliers. Relations with suppliers are subject to constant monitoring by the relevant offices of the Company. Supplies, contracts, and subcontracts must be motivated by effective and well-

determined business needs and must originate from purchase orders regularly approved according to the company's procedures. Farmigea reserves the right to adopt any suitable measure (including contract termination) in the event that the supplier, in carrying out activities on behalf of Farmigea, behaves in a way contrary to the principles set forth in this code of ethics.

### ***6.3. Use of external professionals***

The use of professional consultants, agents, and external professionals must be motivated by the proposing party and be consistent with the company's procedures. The selection of the consultant must be in favor of individuals who, due to their proven seriousness and professional preparation, are capable of fulfilling the required performance in the best possible way. The reasons for such a choice must be demonstrable, making information and supporting data available, where required by the Supervisory Body, to carry out checks for compliance with company laws and regulations.

The employment relationship with the consultant must be based on maximum transparency criteria: the Company must be able to verify at any time which services have actually been performed and whether the consultant is fulfilling his contractual obligations. The consultant, in turn, must periodically inform Farmigea about the activities he is carrying out.

Payment for the consultant's services must be made based on a detailed exposition of the activities carried out by the consultant so as to allow verification of the effectiveness and adequacy of the remuneration compared to the value of the services performed. The consultant's remuneration must be commensurate with that normally practiced for services of similar content and quality.

If Farmigea uses an external professional to represent it in relations with the Public Administration, the agreement must be defined in writing and must be based on principles of correctness and transparency and legal provisions.

In compliance with the provisions of Legislative Decree 231/01, any form of pressure on persons competent to choose consultants aimed at directing their decisions and behavior in a manner contrary to the company's interests and policies is prohibited.

## **7. RELATIONSHIPS WITH PERSONNEL**

### ***7.1. Personnel management***

The people of Farmigea represent a fundamental resource for success, an essential element for the company. Their knowledge, experience, attachment, and passion they put into what they do are the driving force for a company that wants to grow together with its people, towards those ambitious national and international goals that require a common and constant effort.

It is in this direction that Farmigea moves in planning and developing projects. In compliance with the provisions of Legislative Decree 231/01, Farmigea offers all employees the same job opportunities, ensuring that everyone can enjoy fair treatment based on merit and without discrimination.

It is the company's policy to promote an internal climate in which each employee interacts with colleagues with honesty and mutual respect for work, in which people communicate openly and collaborate to achieve company objectives. Each collaborator is required to carry out his activities in a responsible, honest, and diligent manner, in compliance with company policies, procedures, and rules. It is therefore necessary that each collaborator avoids situations of conflict of interest and/or other situations that may be harmful to the company.

### ***7.2. Selection, insertion, and evaluation of personnel***

The evaluation of personnel to be hired is based on the correspondence of the candidates' profiles with the expected profiles and the company's needs. The selection and recruitment

phase is aimed at deepening the candidate's character, motivational, and professional aspects and verifying the correspondence between his aspirations and the company's needs. During the interviews, in addition to evaluating the candidate's reliability, experience, knowledge, relational skills, and motivation, it is important to judge his harmony or adaptability to the company's culture and values.

The Human Resources Management of Farnigea guarantees equal treatment to all candidates during the recruitment and selection process. In compliance with D.Lgs. 231/01, any form of favoritism, nepotism, or clientelism during the selection process is prohibited, ensuring that the hiring of a new employee does not lead to "exchange of favors." All personnel are hired with a regular employment contract, and any form of irregular work is not tolerated.

At the time of establishing the employment relationship, it is the responsibility of the Human Resources Management to provide the new employee with the company's Quality. Policy, values, and Mission, a "Manual for the safety in the processing of personal data" accompanied by the respective appointment letter, as well as all the necessary tools according to the company's procedures and the information on D.Lgs. 231/01. It is also the responsibility of each Function Manager to train the newly hired personnel on the tasks they will perform.

The evaluation of resources allows for consistent decision-making in the management and development of people. At the end of the year, the Function and/or Management Managers propose interventions (salary increases, category upgrades, etc.) for their employees. Such a proposal must be accompanied by a brief report supporting the requested change.

### **7.3 Personnel Training**

The human resources are a source of strategic advantage; therefore, they must be constantly and correctly professionalized and integrated into the company's system through training and technical-professional training necessary to perform their duties in compliance with procedures and behavior modes through cross-training (organizational, safety) to facilitate integration. Farnigea provides training and training services to all staff, including those who perform temporary work.

Each year, each Function Manager identifies the training and/or technical-professional training needs of their personnel, consistently with the company's development plan. The training is then planned in collaboration with the Human Resources Management through a specific training plan. The training activity for newly hired personnel is carried out with the training-on-the-job method. All specific on-the-job training interventions to which personnel are subjected are monitored by the tutor to verify their learning.

All training activities are recorded on specific cards according to internal procedures, and an assessment of the effectiveness of learning is always carried out.

## **8. RELATIONS WITH COMPETITORS**

Farnigea adopts a commercial policy aimed at ensuring competitiveness in the market, while operating in compliance with the laws and regulations in force on competition and prohibiting the adoption of unfair competition methods. In contacts with competitor companies, furthermore, staff must necessarily avoid discussing topics such as prices or other terms and conditions of the Company's offer, costs, production plans and commercial policies or other proprietary or confidential information whose communication is not strictly relevant and necessary to the specific negotiation. If convenience reasons induce to develop partnership agreements with a competitor regarding a specific supply and/or project, such company will not be considered a competitor with respect to that specific situation. Agreements with competitors may violate antitrust regulations, therefore it is always necessary to consult the Legal Office in advance.

## **9. PROTECTION OF THE COMPANY'S ASSETS**

Employees and external collaborators are directly and personally responsible for the protection and legitimate use of the assets, material and immaterial, and resources of Farmigea entrusted to them to carry out their functions. None of the assets and resources owned by Farmigea should be used for purposes other than those indicated here, nor for purposes other than the corporate purpose of Farmigea or in any illegal way. The establishment of off-book funds is not allowed. Each asset or activity owned by Farmigea must be recorded in the accounting records unless such registration is excluded by current legislation.

## **10. ACCOUNTING AND MANAGEMENT INFORMATION**

All actions and operations of Farmigea must have adequate registration and the verification of the decision-making, authorization and performance process must be possible. For each operation, adequate documentary support must be available in order to carry out checks that attest to the characteristics and motivations of the operation and identify who authorized, carried out, recorded and verified the operation itself. Accounting information must be based on principles of transparency, truth and completeness of basic information and subsequent recordings and valuations. Each employee is required to collaborate so that the management facts are represented in a complete and correct way in the accounts. For each operation, adequate supporting documentation is kept on file, aimed at enabling easy accounting verification and reconstruction, accurate reconstruction of the operation, and identification of different levels of responsibility. Each operation must reflect what is evidenced in the supporting documentation. Each employee is required to promptly and confidentially report to their superior or to the Supervisory Body any omission, inaccuracy or falsification of accounting records or supporting documents that they become aware of.

## **11. INTERNAL MONITORING AND CONTROL BODY**

The Monitoring and Control Body established within the company pursuant to Article 6 of Legislative Decree No. 231/2001 is responsible for the following functions:

- monitoring the implementation of the Organizational, Management and Control Model in order to reduce the risk of committing crimes and illicit activities;
- supervising the correct application of the legal norms relevant to administrative liability, this Code and the Organizational, Management and Control Model, informing the competent corporate bodies of the results of the checks for the adoption of appropriate measures;
- verifying the adequacy of the Organizational, Management and Control Model to prevent violations of norms, taking care of any necessary updates;
- promoting and monitoring periodic training initiatives on the principles of this Code and the Organizational, Management and Control Model.

### ***11.1. Supervision and Information Obligations***

All employees and external collaborators are required to report promptly and confidentially to their superiors or company referents, and if necessary, to the Monitoring and Control Body, any information learned in the course of their assigned functions or activities carried out in the interest of Farmigea regarding violations of legal or company norms that could, in any capacity, involve the company and cause damage, including to its image. Information provided to the Monitoring and Control Body in written and non-anonymous form will be treated with the utmost confidentiality. The operational managers of Farmigea's corporate functions are required to supervise the work of their subordinates and external collaborators whom they refer to, in order to prevent and stop any violation of norms, referring to the governing body and the Monitoring and Control Body if necessary. Operational managers must be aware of possible



illegal activities in their functions and cooperate with the Monitoring and Control Body for the establishment or updating of suitable rules and procedures to prevent their commission.

## **12. CONFIDENTIALITY**

Farmigea's activities may require the acquisition, storage, processing and communication of information, documents, data related to negotiations, administrative and judicial procedures, financial operations, personal data, and in general, data that by legal provision or negotiation agreements cannot be disclosed. Every employee and external collaborator is required to ensure the confidentiality required by the circumstances for each piece of information learned in the course of their duties carried out in the interest of Farmigea. Information on non-public matters capable of influencing the value of the company's assets, commercial development, know-how, and image of Farmigea are particularly relevant within the scope of confidential information.

## **13. USE OF INFORMATION SYSTEMS**

The use of information tools in the performance of assigned work tasks is subject to the conditions of license contracts and the legal norms in force and internal operating procedures. Each user of information tools is responsible for the security of programs and the proper use of all data acquired in the course of their functions. Operational managers of the company's functions collaborate with the Monitoring and Control Body to ensure the effectiveness of security systems aimed at protecting installations and controlling access to them, in order to prevent the commission of crimes through the use of information tools.

## **14. VIOLATIONS and SANCTIONS**

Violation of the rules contained or referred to in the Code undermines the trust relationship established with the company and therefore Farmigea may protect itself with the most appropriate tools, including the imposition of disciplinary sanctions, compensation for damages, and in cases of serious non-compliance, termination of the employment relationship. For the purposes of the Code, persistent violation of the rules resulting in sanctions against Farmigea constitutes a serious non-compliance. With respect to employees, compliance with the Code's rules is an essential part of the contractual obligations under articles 2104, 2105 and 2106 of the civil code. The sanctioning system must comply with the provisions of law 20 May 1970 n. 300, collective bargaining agreements and company disciplinary rules.