



Anti- Corruption Procedure

GB PHARMA S.r.l.

Rev. 2 of 09/11/2023

Summary

1. Foreword.....	3
2. Objective	3
3. Scope of application.....	3
4. General guidelines to prevent corruption	3
5. Guidelines for members of staff and directors in the performance of their functions.....	4
6. Interaction with members of the Public Administration	4
7. Dealings with third-party suppliers.....	5
8. Donations and sponsorships.....	5
9. Communication and complaints	5

1. Foreword

GB Pharma decided to adopt a dedicated procedure to prevent and counter any practice that may be considered active or passive corruption or malfeasance in office. This document regulates all interactions between the Company and any third parties, whether a public official or private individual, with whom the Company has any kind of professional dealings.

This procedure compliments the content of the Code of Ethics, and particularly Principle 29.

2. Objective

This procedure provides a guideline on how to act in dealings with

- members of the Public Administration
- private individuals

for the purpose of preventing and detecting any behaviour liable of being considered unlawful or generate a situation of risk for the Company.

In this procedure the term “corruption” is intended to mean any action coming into realisation for the purpose of affecting the behaviour of an individual, whether a public official or a third party outside of the Company in order to obtain any form of advantage. The term “corruption” embraces active behaviour (actions taken by a person who offers or delivers an advantage or benefit or attempts to do so) and passive behaviour (actions taken by a person who asks for or accepts an advantage or benefit), irrespective of who takes the initiative to carry out the act of corruption.

3. Scope of application

This procedure applies to GB Pharma S.r.l., meaning its directors, managers, employees, and all the third parties who act in name and on behalf of the Company or are its suppliers.

Failure to comply with this procedure may entail the taking of appropriate disciplinary measures under the applicable employment contract, national collective bargaining agreement, and other applicable law. In case of third parties or suppliers, failure to comply with this procedure constitutes a breach of contract and may entail the termination of the same.

4. General guidelines to prevent corruption

The recipient of this procedure, as specified in the Scope of Application, are required to comply with specific standards of conduct in their dealings with individuals and members of the Public Administration, so that the Company's activity may at all times be guided by transparency and ethical conduct.

In general, it is advisable to abstain from acting in any manner which may give rise to doubt as to their lawfulness, and in any case, to ask for the opinion of the Supervisory Body before engaging in any such conduct.

5. Guidelines for members of staff and directors in the performance of their functions

- Manage their activity in a transparent manner in accordance with the principles of efficacy, cost-effectiveness, and efficiency, and in any case for the purpose of serving the general public's interest.
- Exercise their functions abstaining from engaging in conducts in violation of their obligations.
- Abide by the principle of impartiality so as to maintain an independent approach, not connected to specific interests.
- Ensure fair treatment, devoid of any discrimination of any kind in the performance of the functions assigned.
- Carry out their activity in full compliance with the laws and regulations that regulate incompatibility and conflicts of interest.
- Keep any facts or information learned in the exercise of the powers vested in them, or in connection thereto, as confidential.
- Report, using the dedicated internal systems, any irregularity of which they may gain knowledge.
- Abstain from taking part in situations, activities, or interests that constitute a form of unfair competition against the Company, or which may compromise its reputation.
- Never deliver, promise, offer, or accept personal advantages or gifts, directly or indirectly, through which they may attempt to influence third parties who have the power to decide on any situation or operation concerning the Company.
- Never offer, deliver, accept, or request
 - Cash or equivalent payments, irrespective of the amount thereof.
 - Personal advantages or gifts which may be deemed unwarranted, to the point of compromising the image and reputation of the Company.
 - Gifts or advantages deriving from unlawful activities.However, the offer, delivery, or acceptance of personal advantages or gifts, where they are occasional, of a reasonable value and proportionate to local customs and circumstances, may be perceived as a sign of hospitality or courtesy. GB Pharma deems that gifts to third parties other than healthcare professionals, not exceeding the value of EUR 150 or equivalent amount, are of a reasonable value. To this end, the expression “healthcare professional” is intended to mean any member of a medical, dentist, pharmaceutical, or nursing profession, and any other individual who is lawfully considered to be such or who, in the exercise of their profession, may carry out or influence prescriptions, purchases, supplies, distribution, or administration of pharmaceuticals for human use.

6. Interaction with members of the Public Administration

All the recipients of this procedure are required to

- abstain from preparing or submitting a public offer, taking part in a public tender or establish a contractual relationship in name and on behalf of the Company when they have family relations or friendship ties with the individual who represents the Public Administration. The person who abstains from the above activities must be replaced by a person who doesn't have similar connections.
- Keep a written record of any interactions with a member of a state, regional, local, or

foreign Public Administration.

- Abstain from acting in the capacity as intermediary or appoint a third party to such end, irrespective of the relationship with said third party, to obtain from a member of the Public Administration an advantage of any kind for the Company.
- Ensure, as far as applicable, that all communications with the members of the Public Administration include at least two members of the team assigned to the relevant project, including when said communications occur via phone.
- Abstain from calling or sending text messages to the private phone numbers of members of the Public Administration or send in any kind of communication (e-mail, letters, etc.) to their personal addresses, including when given said details from said members of the Public Administration, when the content of the communication is directly correlated to the project in which context with said member of the Public Administration.
- Abstain from having conversations in private places (including restaurants, bars, hotels, etc.) with members of the Public Administration, to address issues connected to any project or contractual relationship which may entail a contact with the Public Administration.
- Avoid any kind of meeting outside of working hours, during weekends, or lunch breaks with members of the Public Administration, to discuss matters connected to a project or contractual relationship which may entail a contact with the Public Administration.
- comply, at the time of interaction, with the provisions under the laws and regulations of the Country where the member of the PA, whether a healthcare professional or not, operates.

7. Dealings with third-party suppliers

- The Company shall engage suppliers who comply with its principles and values, and informs them on what it requires for the fight against corruption.
- The Company shall abstain from establishing or maintaining business relations with third parties whose conduct may represent a risk.
- The Company must document its interactions with third party suppliers selected based on objective criteria, in accordance with principles of competition and diversity of offerings.

8. Donations and sponsorships

- The Company does not make any donations to political parties, candidates, candidate lists, groups, or electoral coalitions.
- Collaborations, donations, and sponsorships must all follow the relative internal authorisation processes and be documented and accounted for.
- The Company does not make donations or sponsor persons or entities who have been convicted or who are currently under investigation for crimes connected with corruption, whether public or private, or money laundering.

9. Communication and complaints

Any questions relating to the application of this procedure must be addressed to the Supervisory Body through the Whistleblowing channels adopted by the Company.



ANTI CORRUPTION PROCEDURE

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The Company assures the strictest standards of confidentiality and security with respect to the individuals who submit a report, and will not allow any retaliation against anyone who, in good faith, use the above channels to report unlawful conducts.