

# ANTI CORRUPTION POLICY

## Grammelot Srl





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## Revisions

Rev. n.	Writing	Verification	Approval
1.0	10/01/2024	11/01/2024	13/01/2024
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## PREMISE

GRAMMELOT, aware of the negative effects of corrupt practices on economic and social development in the areas in which it operates, is committed to combating and preventing the occurrence of illegal activities in the performance of its activities.

The prevention of corrupt practices represents for GRAMMELOT, even before being a legal obligation, one of the principles on which the Company's and the Company's actions are based, also in consideration of the different cultural and legal areas in which its business is rooted.

## DEFINITIONS

For the purposes of this Policy, the terms listed have the meaning specified below:

GRAMMELOT: Grammelot S.r.l.

**Code of Ethics:** Code of Ethics of Grammelot S.r.l., adopted on 13 January 2024.

**Corruption:** the conduct of anyone who, directly or indirectly carrying out activities on behalf of or in the interest of the Company, offers, promises, receives or gives undue benefits and / or compensation to third parties, directly or indirectly, for a personal or third-party advantage. For the purposes of this Policy, the distinction between "corruption against public officials" or "corruption against private individuals" is not relevant. Again, for the purposes of this Policy, as generally recognized references, we also refer to the definitions of corruption adopted respectively 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").

**Recipients:** members of the Board of Directors or any other body of GRAMMELOT, all staff of the Company, all those who work in the name and / or on behalf of and / or in the interest of the Company or who have professional or business relationships with it (third parts).

**Anti-Corruption Regulations:** national regulations applicable in individual countries where the Company, best practices and guidelines developed 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), as well as the following Conventions of international law, listed by way of example and not exhaustively:

- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1997);
- Criminal Convention on Corruption of the Council of Europe (1999);
- United Nations Convention against Corruption (2004);
- - discipline on Whistleblowing and on the protection of the whistleblower.

**Staff:** GRAMMELOT employees.



**Public Official:** person who exercises a legislative, administrative or judicial public function, regardless of whether the function derives from appointment, election or succession, or person who otherwise exercises a public service, including national or international agencies, as defined by the individual national laws.

**Protection System:** the set of documentation system and organizational methods of the Company, aimed at preventing or in any case minimizing the risk of commission of crimes. With reference to Grammelot S.r.l. Model 231 and the documentation complementary to it are included, it includes compliance policies and systems with specific local regulations.

## PURPOSE

This Anti-Corruption Policy aims to reaffirm GRAMMELOT's commitment to combating and preventing unlawful conduct and to further raise awareness among the Recipients of the rules and behaviors that must be observed.

The Policy is prepared for application in the countries where the Company operates, providing a reference framework useful for identifying, reviewing and achieving the anti-corruption objectives defined in accordance with the same Policy.

## POLICY STATEMENT

In compliance with the provisions of national and international regulations and in application of the provisions of paragraphs 2.2 and 4.1 of the Code of Ethics, GRAMMELOT does not admit corruption in any form. In particular, in relation to the current or potential business of the Company and in any case for each area of activity of interest to the Company itself, the Recipients of the Policy must not: - offer, promise, give, pay, authorize a third party to give or pay, directly or indirectly, undue material benefits, economic advantages or other benefits, including non-economic ones, to a third party (Public Official or private) as an incentive or reward for acting or omitting actions in relation to his duties (active corruption), regardless of the place where the donation is made or offered and the place where the third party or the Recipient operate; - accept, or authorize a third party to accept, directly or indirectly, undue material benefits, economic advantages or other utilities, including non-economic ones, from a third party (a private person or a Public Official) as an incentive or reward to act or omit actions in relation to one's own duties (passive corruption), regardless of the place where the bestowal is made or offered and the place where the third party or the Recipient operate. The conduct referred to in paragraph 7 below is also prohibited. The violation of the rules referred to in this Policy, in addition to constituting a violation of the ethical principles that inspire the Company (and therefore of the Code of Ethics), can expose it to the risk of sanctions, as well as to serious damage to reputation. In application of the "zero tolerance" principle, GRAMMELOT does not admit exceptions to the provisions and prohibitions set out in this Policy. The belief of acting for the benefit of the Company cannot in any way justify the adoption of behaviors in contrast with the aforementioned



principles, behaviours that must be promptly reported by anyone who becomes aware of them. In this case, the Company guarantees maximum protection of the whistleblower according to the regulations and policies in force on Whistleblowing. The Company encourages employees to promptly raise any doubts or concerns on the matter. Personnel who are unsure of the behavior to adopt, or who have doubts that a certain conduct may be contrary to the Anti-Corruption Policy or Regulations, must seek assistance from the Legal and Compliance Unit before undertaking any activity. The Company, in compliance with the principles and the Policy on whistleblowing, guarantees that no employee will be sanctioned, fired, de-assigned, suspended, transferred or discriminated in any way (i) for refusing to adopt an unlawful conduct, even if by such refusal resulted in prejudicial consequences for the business of the Company itself, nor (ii) for having made a report in good faith regarding violations of the Anti-Corruption Regulations or the Policy.

## SCOPE

This Policy has been approved by the GRAMMELOT Board of Directors. Compliance with the Anti-Corruption Regulations and the Policy is mandatory for all Recipients, with specific reference to the national legislation on corruption. In the event that certain provisions of the Anti-Corruption Regulations and certain procedures of the Organizational Model are more stringent than those obtainable from the Policy, the aforementioned provisions must in any case be respected, and in any case the violation of these provisions will also constitute a violation of the Policy. Disclosure on the GRAMMELOT website The contents of this Policy are available on the GRAMMELOT website, as well as in Italian, in the English version.

## GENERAL PRINCIPLES

To comply with the Policy, GRAMMELOT adopts and respects the following general criteria:

- segregation of responsibilities: the person in charge of an operational activity must always be a person other than the person who controls the aforementioned activity (and / or who, where applicable, authorizes it), it being necessary for this purpose that the operational activities and control functions are adequately segregated;
- powers of signature: the powers of signature must be adequately formalized and clearly defined and must be attributed in close connection with the spending needs of the corporate signature of the specific organizational and managerial responsibilities of the attorney; their actual exercise must comply with both the limits defined by value or by subject, and the company directives and procedures, as well as the applicable regulations. The related preliminary investigation and proposition process for signature must be adequately traced, and the relevant documentation must be adequately preserved;



- impartiality and absence of conflicts of interest: the Recipients of this Policy must operate with professionalism, transparency, impartiality and in compliance with the Anti-Corruption Regulations, and must promptly report any situation from which a conflict of interest may arise, refraining from any act or conduct that could harm the interests or reputation of the Company;
- traceability and archiving: all the activities carried out and the related checks carried out must be tracked and verifiable afterwards; the documentation produced must be filed in an orderly manner and remain easily available.
- know your partner: each corporate function responsible for a specific process (so-called "process owner") must implement, within the process of its competence, appropriate and proportionate methods aimed at: (i) verifying the reliability, reputation and the adequacy of third parties with whom the Company is considering establishing a professional or business relationship, (ii) providing for specific contractual clauses that commit third parties to comply with the principles contained in the Code of Ethics, in the Policy and in the procedures defined for compliance with the Anti-Corruption Regulations, and (iii) check the effectiveness of the services rendered by third parties in execution of the contracts stipulated with the Company as well as ascertain the necessity and adequacy of the fees to be paid.

Again as a general criterion, for the purposes of applying the Policy, the following must be considered prohibited (like the conduct referred to in the prohibitions referred to in the same Policy, and in particular in paragraph 7):

- the. any other conduct, although not expressly prohibited by this Policy, which has the same purpose as one or more of the conducts referred to in the prohibitions referred to in the Policy;
- ii. any way of circumventing or circumventing the prohibitions referred to in the Policy (and therefore, by way of non-exhaustive example: a) a specific conduct referred to in the Policy is prohibited even if the author uses personal funds or means or disposition by a third party unrelated to the Company; b) a donation of money or other benefits referred to in the Policy is prohibited even if the beneficiary is not the person directly involved in the company activities - Public Official, supplier, partner, etc. - but a family member, nominee, intermediary, creditor, debtor, etc. ; c) the prohibition on giving or receiving gifts that are not of modest value also prohibits the same Recipient from giving / accepting - to / from the same subject - a significant plurality of gifts, each of modest value, in a reasonably appreciable period of time. for the purposes of the Policy).

## PRINCIPLES OF BEHAVIOUR IN THE MAIN SENSITIVE AREAS

With regard to the types of activities of GRAMMELOT, the following areas can be identified, as theoretically most exposed to the risk of Corruption:

- Relations with Public Officials (in all possible declinations of the term);
- Gifts, hospitality and entertainment expenses;
- Awarding of consultancy, specialist and professional assignments;
- Relations with the Ethics Committees and Regulatory Authorities;
- Selection and hiring of staff; Non-profit initiatives and sponsorships; Accounting records.



In relation to the current or potential business of the Company and in any case for each area of activity of interest of the same, the Recipients must comply with the provisions of the Code of Ethics, the procedures and the Protection System, as well as the following principles of conduct.

#### Relations with Public Officials

The relations that the Company has with Public Officials, understood in all possible articulations, must be inspired by the strict observance of the Anti-Corruption Regulations and cannot in any way compromise the integrity and reputation of the Company.

The undertaking of commitments and the management of relations of any kind with Public Officials and / or bodies of public importance are reserved exclusively for the figures and company functions responsible for and authorized for this.

In such relationships, the Company must not seek to improperly influence the decisions of the institution concerned.

With particular reference to relations with the Regulatory, Supervisory and Control Bodies, the Company undertakes to strictly observe the rules laid down by them for compliance with the regulations in the areas of its competence. The employees of the Company will comply with every request of these Bodies in their inspection functions, collaborating in the related activities.

#### Gifts, hospitality and entertainment expenses

In the Company's relations with third parties, it is forbidden to offer or accept money, gifts, benefits or any other utility, including hospitality treatments, aimed at obtaining undue advantages.

In any case, any free gifts, gifts, entertainment expenses, hospitality treatments or other benefits, advantages or utilities, offered by the Recipients or accepted by them (to / from public or private subjects), due to their nature and value and for any other circumstance, they must imperatively:

- be appropriate, reasonable and in good faith;
- comply with the normal generally accepted practices of professional and commercial courtesy;
- in any case always be such that they cannot (i) compromise the integrity and reputation of any party to the relationship, nor (ii) create, in the beneficiary or in an impartial observer, the impression that they are aimed at acquiring, maintaining or rewarding undue advantages or exercising unlawful or improper influence over the beneficiary's business and / or decisions;
- comply with the Anti-Corruption Regulations and applicable company procedures, as well as being tracked and accompanied by appropriate documentation.

Under no circumstances may sums of money be offered or accepted.

Without prejudice to compliance with all the mandatory criteria indicated above:

1. Recipients may offer or accept free gifts, presents or any other benefits or utilities if of modest value;
2. hospitality treatments (transport, accommodation, meals, entertainment, etc.) are permitted for actual business purposes, to promote the Company's activities and to develop commercial and partnership relations.

For any doubts regarding the implementation of the above, the Recipients must first consult the Anti-Corruption Manager.





## Assignment of consultancy, specialist and professional assignments

The process of selecting the professional to be appointed must comply with the criteria of professionalism, transparency, impartiality, cost-effectiveness, effectiveness.

Company procedures implement the aforementioned criteria, regulating the relevant processes in detail.

In particular, the following fundamental methods are guaranteed:

- where, in relation to the subject of the assignment, personal qualities prevail as a criterion of choice, after giving reasons for the need to assign the assignment, a specific professional is hired (without starting a selection process); the "process owner" corporate function ensures that the professional to be hired has the requisites of integrity, standing, reputation, reliability, organizational profile, qualifications, technical-professional qualifications and skills necessary for the performance of the assignment;
- in other cases, always after giving reasons for the need for the assignment, the professional is chosen through the competitive comparison between several candidates with characteristics suitable for carrying out the activity to be entrusted; the company functions in charge ensure that the professional to be hired has the requisites of integrity, standing, reputation, reliability, organizational profile, qualifications, technical professional qualifications and skills necessary for the performance of the assignment;
- in all cases, the competent corporate functions must ascertain that there are no incompatibilities or conflicts of interest for the professional.

The contracts and / or agreements stipulated with the selected professionals must clearly and adequately indicate the required services and the accrual criteria of the agreed fees.

The process of selecting professionals, the contracts and agreements entered into with them and the services rendered must be documented and justified

## Relations with the Ethics Committees and Regulatory Authorities

As part of the clinical trial management process, relations with the Ethics Committees, with the Regulatory and Institutional Authorities of each country, as well as, within the European Union, with the EMA, are based on the most absolute rules of transparency, impartiality and fairness.

The Recipients conform their work to the most scrupulous observance of the laws and internal rules on compliance (Code of Ethics, Model 231 and compliance procedures) and act in the interest of GRAMMELOT in the proper management of TSU's activities.

Direct relations with the members of the Ethics Committees are prohibited except in the case in which such relations are determined by requests for clarification or assistance from the latter.

Similarly, relations with the regulatory and institutional authorities of each country, as well as, within the European Union, with the EMA, are based on impersonality, without prejudice to the physiological cooperation necessary for the proper management of the Firm.

## Staff selection and hiring

Staff selection and hiring are guided by the principles of fairness and impartiality.



The Company hires resources whose profiles effectively meet the business needs, making choices based exclusively on criteria of professionalism and competence and banning all forms of favouritism.

Furthermore, already in the selection stage, candidates must declare, in compliance with the applicable legislation, the possible existence of situations and circumstances that the Company deems relevant for the purposes of assessments on the possible continuation of the selection process (e.g. of kinship with members of the Public Administration, criminal convictions, incompatibility, etc.).

The Human Resources Department is responsible for ensuring that the selection and hiring processes comply with the aforementioned principles and criteria.

#### Non-profit initiatives and sponsorships

The Company favours "no profit" activities in order to demonstrate its commitment to the satisfaction of interests worthy of appreciation from an ethical, legal and social point of view.

Therefore, contributions can be made to non-profit associations that pursue interests of high scientific, cultural or charitable value.

Sponsorships are intended only for events and activities that offer high value guarantees, previously evaluated and authorized by the competent structures.

With a view to proportionality with respect to the size of the economic commitment envisaged for the Company, the nature and relevance of the initiative, the identity and reputation profile of the recipients of the sponsorship or contribution (promoters, organizers , etc.), and also the concrete development of the initiative itself and in particular its consistency with the program proposed to the Company must be verified.

#### Accounting records

Each operation or transaction must be correctly recorded in the company accounting system according to the criteria indicated by the law and by the applicable accounting principles. Each operation or transaction must be authorized, verifiable, legitimate, consistent and congruous.

In order for the accounting to meet the requirements of truthfulness, completeness and transparency, adequate and complete supporting documentation of the activity carried out must be kept in the Company's records for each operation, in order to allow:

- accurate accounting registration;
- the immediate determination of the characteristics and reasons behind the transaction itself;
- the easy formal chronological reconstruction of the operation;
- verification of the decision-making, authorization and implementation process, as well as the identification of the various levels of responsibility.

Each employee is therefore required to collaborate - to the extent of his / her competence - so that every fact relating to the management of the Company is correctly and promptly recorded in the accounts.

Each accounting entry must reflect exactly what results from the supporting documentation. Therefore, it will be the task of each employee and collaborator to ensure that the supporting documentation is easily available and ordered.



## STAFF TRAINING

The Company promotes knowledge of the Protection System by all personnel.

On the basis of the annual planning, the Company manages the training activity of the Staff on the contents of the Policy.

The purpose of the training activity is to ensure that employees understand, in relation to and with respect to the role held:

- the risks of Corruption to which they and the organization to which they belong are possibly subject;
- the corruption prevention policy;
- the aspects, relating to their role within the Company, of the management system for the prevention of Corruption;
- preventive actions and reports to be taken in relation to the risk or suspicion of illegal practices.

Participation in the training activity is mandatory.

The Policy is communicated to all Personnel and made available on the company intranet.

The Company ensures the knowledge of the Policy also by its commercial and financial partners, professionals, commercial promoters, collaborators in various capacities and suppliers. Each of these subjects is required to sign the declaration in which they certify that the Policy has been made available and undertake to respect it and to enforce it by their successors in title.

## REPORTING AND ASSISTANCE

Reports of requests received

Without prejudice to the provisions of paragraph 9.2 below, any request, direct or indirect, aimed at obtaining undue payments, gifts, travel, personal benefits or other benefits for oneself or others must be reported by the recipients:

- to the direct superior;

Reporting of violations

The violation, or suspected violation, of the Anti-Corruption Regulations or of this Policy must be reported immediately in one, or more, of the following ways:

- to the direct superior;
- to the Legal and Compliance Unit;
- reported to the whistleblowing manager according to the methods better specified in the Whistleblowing Policy to be understood as referred to herein.

## SANCTIONING MEASURES

Disciplinary sanctions



The violation by Company employees of the Policy (and / or the Anti-Corruption Regulations) will result in the adoption by the Company of disciplinary measures. Any violation will be prosecuted with the application of adequate and proportionate disciplinary sanctions, also taking into account the possible criminal relevance of the conduct carried out.

#### Contractual remedies

The violation by third parties of the principles or provisions of the Policy may result, on the basis of specific assessments of the Company of the Company concerned, the failure to establish or terminate contractual relationships.