
Aptuit (Verona) S.r.L.

Aptuit Ethical Rules
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Ethical Rules for Aptuit (Verona) S.r.L. (“Aptuit Ethical Rules”)

Preamble

This document integrates, towards Aptuit (Verona) S.r.L. (“Aptuit”) employees¹, the Evotec Group Code of Conduct (“Code of Conduct”) and constitutes, towards Third Parties², the reference to the ethical rules adopted by Aptuit (Verona) S.r.L. (“Aptuit”, or the “Company”). Aptuit Employees and Third Parties are the Addressees of the principles of the Code of Conduct and of the Aptuit Ethical Rules. Particularly, with reference to the Code of Conduct this document is an addendum to such Code, which it refers to and is an integral part of, as all its general values and principles as described therein are applicable.

The Aptuit Ethical Rules represent a specific and local guideline to be applied for Aptuit, in compliance with the Italian legislation about administrative liability of Companies and Bodies, **Legislative Decree n. 231 of 08 June 2001 (“Decree 231/2001”) art. 6.**

Pursuant to such legislation, Aptuit is bound to have a proper “Organisation, Management and Control Model” (“Organisational Model”) supervised by a duly appointed Surveillance Body and approved by Aptuit Board of Directors, in order to prevent the Company from the commission of crimes envisaged in the law itself and be therefore exempt from administrative liability. The Organisational Model makes explicit reference to the Code of Conduct generically intended, which has to be considered to all effects as an integral part of Aptuit Organisational Model. The Code of Conduct and the Aptuit Ethical Rules are therefore to be considered as an Annex of the Organisational Model.

Both Organizational Model and the Aptuit Ethical Rules are inspired, for their own effectiveness, to the main ISO standard principles (by way of examples, ISO 37001:2016 regarding anticorruption and ISO 31000:2018 regarding the risk management), where relevant is the definition of „business associates” which involves „*any external party with whom the Company has, or plans to establish some form of business relationship*”, to be intended therefore as (but not limited to) “*clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, sub-contractors,*

¹ Employees shall include all Aptuit interns, students and officer and the members of the Board of Directors

² Third Parties shall include, by way of example but not limited to, agents, distributors, suppliers, customers and any and all other party establishing with Aptuit a business relationship

suppliers, vendors, advisors, agents, distributors, representatives, intermediaries and investors”.

For the sake of clarity, Aptuit Ethical Rules are, without exception, binding for both Aptuit employees together with the Code of Conduct and for Third Parties together with the relevant values and principles and related dedicated sections of the Code of Conduct as described in the following:

Our values and principles

For all the values and principles governing and inspiring this document, full reference is made to the “Code of Conduct” and to the related principles listed below:

- 1. Use of Corporate Funds, Accounting and Record-Keeping**
- 2. Anti-Bribery and Corruption**
- 3. Anti-Money Laundering**
- 4. Conflicts of Interest – Insider Trading**
- 5. Antitrust Provisions**
- 6. Anti-Hedging and Pledging**
- 7. Employee Work Environment**
- 8. Safety, Health, the Environment**
- 9. Animal Welfare**
- 10. Patents, Copyright and Confidentiality**
- 11. Personal Data**
- 12. Global Trade**
- 13. Duty to Report**
- 14. Sec Disclosure**

Implementation of the Code of Conduct and of Aptuit Ethical Rules in Italy

i) Training and Updating

Aptuit undertakes to distribute the Code of Conduct and the Ethical Rules to all Addressees and to train and inform them on the basis of their respective role and responsibilities, the company functions that they perform and the professional position that they cover with respect to the provisions of Decree 231/2001, on the crimes that the Decree itself is meant to prevent, the laws, ethical standards and company procedures to be followed and complied with, through meetings, training courses and periodic updates.

ii) Duty to report for Aptuit Employees

Aptuit Employees are required to report suspected or observed violations of the Organisational Model subject to the Italian Legislative Decree No. 231/01 in each case to the Aptuit Surveillance Body:

- Write an E-Mail to the Aptuit Surveillance Body VERGMODV@evotec.com; or
- Send a written report to: ODV Aptuit (Verona) S.r.L, via Alessandro Fleming 4 – 37135 Verona; or

- Send an email to the Surveillance Body Chairperson: Stefania.zivelonghi@ereisma.com

Further details for such local Whistleblowing are specified in the proper Policy "**Whistleblowing Policy for Aptuit (Verona) S.r.L.**"

The Surveillance Body will manage and file the data in accordance with applicable legislation and internal Policies.

iii) Reporting by Third Parties

The Evotec Group provides external stakeholders with "EVOwhistle" as a channel to report compliance-related concerns such as suspected or observed misconduct, violations of the Code of Conduct or other legal violations. EVOwhistle is Evotec Group's dedicated and secure website hosted outside the Evotec Group's network. It aims to create a trusted system with protection for a Whistleblower and the person, which may be subject of an addressed concern. The link to website is <https://evotecgroup.integrityline.org>.

iv) Code of Conduct and Aptuit Ethical Rules contractual validity and disciplinary sanctions

The Code of Conduct and Aptuit Ethical Rules, taken as a whole and along with all the specific implementation procedures that Aptuit has approved, should be considered an integral part of the employment contracts already in place and to be signed in the future, pursuant to article 2104 of the Italian Civil Code.

Violation of the obligations established in these documents, even if such violation is in the pursuit of Aptuit's interests or following a supervisor's order, constitutes breach of contract and a disciplinary offence and, as such, may be punished by Aptuit with sanctions in accordance with current legislation and as envisaged in Aptuit Organisational Model – General Part (given that a violation of the Employees Codes falls under the violations type sanctioned by Italian law, as explained in the Organisational Model). Aptuit has adopted the disciplinary code provided for in chapter VII of the current national labour agreement applicable to its sector.

If assessed, any violation of the aforementioned principles, measures and procedures constitutes:

- if committed by employees and managers, breach of contract with respect to their employment obligations pursuant to articles 2104 and 2106 of the Italian Civil Code;
- if committed by directors, non-compliance with their obligations under the law and by-laws pursuant to article 2392 of the Italian Civil Code;
- if committed by third parties, breach of contract which may entail termination of contract or give the Company right to withdraw, without prejudice to any claims for compensation if such conduct causes damage to the Company in accordance with the specific contractual clauses included in the engagement letters or in the contracts.