



UNIKERIS LIMITED

ANTI-BRIBERY POLICY RELATING TO  
BUSINESS PARTNERS 2023

Unikeris Limited (Unikeris) takes a zero-tolerance approach to (actual or perceived) bribery conduct/activities, without exception.

Unikeris prohibits all forms of bribery, corruption, extortion, embezzlement and facilitation payments.

Unikeris, in particular, **FORBIDS** Unikeris People<sup>1</sup> and Business Partners<sup>2</sup>

- from **offering, promising, giving, paying** directly or indirectly – or **authorizing** somebody to do so – an economic advantage or any other financial or in-kind benefit in favour of a Public Officer<sup>3</sup> or third-party (“active bribery”); or
- from **accepting** a request or solicitation, or **authorizing** someone to accept a request or solicitation, concerning an economic advantage or any other financial or in-kind benefit from a Public Officer or third party (“passive bribery”);

**when such activities are aimed at**

- **inducing or influencing** a Public Officer to carry out, in an improper manner, any public function or undertake an official act (or an omission) or to take any further decision by infringing a public duty; or
- **compensating** the same Public Officer for the fulfilment of a public duty; or
- **inducing or influencing** a third party (including Unikeris People) to carry out any activity related to a business: (i) by infringing the duties pertaining to the private office held or (ii) for the purpose of obtaining an improper business and/or competitive advantage; or
- in any case, **violating** anti-bribery Applicable Laws<sup>4</sup>.

*With the signature of the relevant agreement with Unikeris, the Business Partner declares to know, and commits to comply with, anti-bribery laws and this Unikeris Business Partner Anti-Bribery Policy and declares to have adopted and implemented and*

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<sup>1</sup> Any legal representative or director of Unikeris or a Chiesi employee working for Unikeris.

<sup>2</sup> Any person or legal entity who: (i) acts on behalf (in any capacity) of Unikeris or in the name and on behalf of Unikeris (e.g. joint venture, mediator, intermediaries, distributors, dealers, agents, franchisee, etc.); (ii) provides goods and/or services (e.g. intellectual services, general services) for Unikeris (Business Partners also include healthcare professionals and healthcare organizations).

<sup>3</sup> Public Officer is whoever: A) as been elected or appointed to exercise a public function (legislative, judiciary or administrative), by way of example: Members of Parliament, judges and/or whoever acts on behalf of (i) a national, regional or local Public Administration (e.g. AIFA In Italy, National Institute for Health and Care in UK); (ii) an agency, office or body of the European Union (e.g. EMA – European Medicine Agency) or of a (national or foreign, regional or local) Public Administration (e.g. FDA – Food and Drugs Administration in US); (iii) an enterprise controlled or participated by a (national or foreign) Public Administration; (iv) a public international organization, such as the European Bank for the Reconstruction and Development, the International Bank for the Reconstruction and Development, the International Monetary Fund, the Global Bank, the United Nations or the World Trade Organization; B) is in charge of a public service and, as a consequence, performs a public service (in most of the cases, physicians, pharmacists, nurses or public administrations’ employees fall within this definition), where public service means any activity which – even if ruled by the same provisions applicable to public functions – does not imply the use of those powers pertaining to a public function; C) whoever is so defined by Applicable Laws.

<sup>4</sup> Any laws and regulations (including Civil and Criminal Codes and specific laws regulating bribery and corruption and related matters) applicable to Unikeris.

*commits to effectively keep, as long as the agreement lasts, adequate measures aimed at preventing the commission, even attempted, of acts in violation of anti-bribery laws by its directors, representatives, employees, collaborators and/or whoever acts on its behalf.*

In light of the above, to be compliant with Unikeris anti-bribery requirements, Business Partners must warrant that:

- **no bribery will be made in order to execute or support the execution of the services contracted with Unikeris;**
- **amounts received based on the written agreement will be exclusively used as a compensation for the activity carried out and the same amount (in whole or in part) will not be used to commit bribery activities;**
- any third-party entitled to carry out part of the services on its behalf shall sign a written agreement, which **includes anti-bribery provisions (at least) equivalent to those entered into between Unikeris and the Business Partner;**
- **Business Partners will not enter into direct agreements with Unikeris directors or legal representatives** (in violation of anti-bribery Applicable Laws);
- Unikeris has the right to **audit Business Partners** (at the time and conditions agreed from time to time with the relevant Business Partner) in order to verify the fulfilment of the provisions set forth under this Policy;
- Business Partners will **keep accurate and trustworthy accounting records**, registries and other documents sufficient to demonstrate compliance with this Business Partners Anti-Bribery Policy, the agreement entered into with Unikeris and accounting Applicable Laws;
- Business Partners will always **inform the relevant primary contact in Unikeris about:**
  - any believed or suspected activity which may entail bribery in relation to the execution of the agreement entered into with Unikeris (including, but not limited to, any request/promise/ offer/donation of money, commission, compensation or rewards in-kind received by Public Officers, third-parties or Unikeris directors or legal representatives in relation to the activities connected to the agreement); and
  - any investigation and/or law-suit or other procedure involving the Business Partner in relation to bribery or corruption.