



LIFE FROM INSIDE

code of **ethics**



## code of ethics

The Bracco Group Code of Ethics outlines a set of principles, rights, duties and responsibilities that all Recipients must comply with.

This document has been prepared in accordance with compliance guidelines and control standards coming from both self-regulation and specific legislation, including international regulations.

Each company of the Bracco Group can define additional rules to adapt the document to its needs, the local social context and legislative and regulatory framework. In any case, any additional obligations set forth shall not override the principles established by law and this document.

**Definitions:** "Company" or "Bracco Group" include all wholly-owned entities and affiliates of the Bracco Group for the purpose of this Code of Ethics. "Recipient(s)" include all directors, employees (at all levels), collaborators and business partners (suppliers, contractors, consultants, agents, distributors) as well as everyone working for or in the name and on behalf of the Bracco Group.

**Social responsibility** is one of the Bracco Group's **founding principles**, and lies at the heart of our way of operating and our **business philosophy**. This has made our family-run company **stronger and more dependable over time**.

**Diana Bracco**  
President and CEO of the Bracco Group



A background image of a repeating floral pattern in shades of grey and white, featuring stylized flowers with dark centers and delicate, layered petals.

“**Our goal:** to be a strong and **financially sustainable company** that places the needs of patients at the **forefront of our mission**, providing high quality products and **innovative quality standard solutions**, managing business **ethically** and fairly.”

Fulvio Renoldi Bracco  
CEO of Bracco Imaging SpA





LIFE FROM INSIDE

## VISION

Developing innovative solutions for the **prevention, early detection and treatment** of disease, to **improve quality of life.**

## MISSION

To operate on a **global scale** thanks to the direct presence of collaborators **all over the world** and a cutting-edge **know-how.**

To constantly **innovate** our products, services and professional expertise of collaborators to **offer customers** increasingly added value.

# CORPORATE SOCIAL RESPONSIBILITY

*CSR is a part of Bracco's system*

*of founding values, and has always been*

*sustained and pursued in its company*

*approach and enterprising policy.*

In today's business environment, it is important to find the right balance among **economic, social and environmental priorities**: carefully orchestrated CSR strategy is vital to the long-term success of our organization. A CSR strategy is most effective when aligned and integrated with existing strategic initiatives and coordinated with an intelligent approach to the related risks and rewards. For us this means to engage all the internal corporate functions and to have a special commitment to all the stakeholders' needs and priorities.

Nowadays, Bracco Group is highly focused on **embedding corporate responsibility into business activities** wherever it operates by delivering long-term sustainable values to the companies themselves and its stakeholders.

Bracco takes into consideration **stakeholders' interests and necessities** in its strategy, policies and everyday activities.

It cares about the impacts (positive and negative) generated on the economic, environmental and societal spheres:

## **Economic sustainability**

transparency and responsible business, **patient health and safety**, building trusted partnerships with healthcare professionals in advancing the practice of medicine, **quality of products and services**, responsible management of supply chain, data protection, digital innovation, **research and development**.

## **Environmental sustainability**

reduction of direct and indirect environmental impacts, regarding **energy consumption**, emissions, water and waste, environmental protection and **sustainable packaging**.

## **Social sustainability**

promotion of **equality, diversity**, welfare and well-being for employees and collaborators, **workplace health and safety**, talent development, local community involvement, **health culture promotion**.





# 1 -GENERAL PRINCIPLES

Corporate Integrity | Standards of Behavior

# 2 -PROTECTING INTANGIBLE ASSETS

Intellectual Property | Data Protection and Confidentiality | Accounting

# 3 -RELATIONS WITH **STAFF**

Our Policy | Your Role

# 4 -**EXTERNAL** RELATIONS

*Relations with:* Patients and Healthcare Professionals | Customers |  
Business Partners, Shareholders and Media | Competitors | Authorities

# 5 -INTERNAL CONTROL AND **RISK MANAGEMENT** SYSTEM

Internal Control System | Reporting of Violations | Sanctions

# GENERAL PRINCIPLES

*The Bracco Group abides by and strictly*

*observes the laws and regulations in*

*force in all countries in which it operates*

*and shares the principles enshrined*

*in the Universal Declaration*

*of Human Rights and in the fundamental*

*conventions of the International Labour*

*Organization (ILO). It is therefore*

*the duty of all employees to respect*

*this set of rules and to know and respect*

*all parts of this Code of Ethics.*

## ■ CORPORATE INTEGRITY

### Honesty

**Our Policy:** to ensure full compliance with the regulations in force in the countries where the Bracco Group operates.

**Your Role:** You will conduct honestly in pursuing Bracco Group's interest.

### Reputation

**Our Policy:** The Bracco Group considers the reputation and sustainability of its products as essential for its future development.

**Your Role:** Under no circumstance will the pursuit of Bracco's interests justify any violation of company policies or any misconduct in your capacity as recipient of the document.

### Integrity and Fight against Corruption

**Our Policy:** The Bracco Group does not accept or tolerate corruption of any kind.

**Your Role:** In conducting business, you must make a commitment to adhere to the highest standards of moral integrity and must act with transparency, honesty, fairness and good faith in accordance with national and international laws in the fight against corruption.

### Human Rights

**Our Policy:** All Bracco Group activities are based on the respect of internationally recognised human rights.

**Your Role:** If you suspect any human rights violation, speak up and report your concern to allow the Bracco Group to investigate the matter.

### Fight against organized crime and terrorism

**Our Policy:** The Bracco Group will refrain from any relationship whatsoever, with persons or entities known or suspected to be involved in criminal activities of any kind and organizations with ties to human trafficking, exploitation of child labour or terrorist activities.

### Competition

**Our Policy:** The Bracco Group is committed to fully respecting the rules governing competition and laws protecting the consumers.

**Your Role:** You must not enter into any agreement with competitors in violation of competition law, in particular on pricing or bidding; in addition, you must not provide any commercial information to competitors.

### Quality

**Our Policy:** Bracco Group Quality Management System is designed to exceed compliance requirements, to support, measure and continuously improve processes and activities with ethics and integrity.

**Your Role:** Each employee owns Quality. Beyond compliance, you are responsible to embed Quality in everything you do.

### Environmental Protection

**Our Policy:** All Bracco Group activities are managed in compliance with existing environmental legislation, and through Bracco's dedicated HSE Department (Health, Safety & Environment).

The Bracco Group actively contributes to the promotion of scientific and technological development to improve environmental protection and the conservation of resources and develops employee awareness of environmental impact.

The Company also manages its business activities while respecting the environment and public health, using the best available technologies for the protection of the environment and natural resources, including production methods and technologies aimed at reducing waste.

**Your Role:** You should adopt responsible behaviour and comply with the Company's policies on this matter.

## ■ STANDARDS OF BEHAVIOR

### Transparency in business transactions

**Our Policy:** The Bracco Group requires full transparency in commercial transactions and provides adequate control against any kind of money laundering and receiving of stolen goods.

**Your Role:** You must follow Bracco's procedures to assess the legitimacy of the activities of potential business partners. You should also pay attention to business transactions involving receipt or transfer of money or other benefits before establishing any kind of business relationship.

### Traceability

**Our Policy:** The Bracco Group requires full traceability for data having impact on regulated activities.

**Your Role:** The Bracco Group requires each Recipient to keep suitable records of all transactions so that the underlying reasons for and actual performance of these can be checked. This relates both to the authorization and the performance, recording and verification stages.

### Management of gifts and free services

**Your Role:** Gifts, benefits or free services may be offered to private individuals but only if they do not exceed the thresholds set by the regulations in the country in which you operate or, if more stringent, your country of origin.

In line with this principle, it is forbidden to solicit or accept directly or indirectly, money, gifts or favours, offered by third parties, except where these are of limited value. Otherwise, it must be declined. If returning a gift would offend the giver, or the circumstances under which it was given preclude its return, you should promptly notify the department manager.

### Conflicts of Interest

**Your Role:** In your capacity as an employee or collaborator of the Company, you must not use the name "Bracco" for personal gain, and avoid activities that conflict with the interests of the Company. This includes without limitation, participating in business decisions with companies, or institutions in which you or a family member have an interest, as such decisions could result in improper gain for you or your family member.



# PROTECTING INTANGIBLE ASSETS

*The Bracco Group is aware of the value of its intangible assets and of the personal data that the Company is entrusted with, and has procedures in place to protect them.*

*Every employee has a responsibility to comply with these procedures to safeguard these assets.*

## ▲ INTELLECTUAL PROPERTY

### Protection of Intellectual Property

**Our Policy:** The Bracco Group ensures the protection and the defence of its intellectual property assets, including its patents, designs, trademarks, domain names, copyrights, trade secrets and other knowledge, as they represent valuable competitive advantages. The Bracco Group also recognizes and respects third parties intellectual property rights.

**Your Role:** You ensure that the Company intellectual property rights are protected by refraining from communicating on ongoing projects without the proper authorisations, respecting the Company procedures for the protection of intellectual property, and reporting any misappropriations or fraudulent use of which you are aware.

## ▲ DATA PROTECTION AND CONFIDENTIALITY

### Privacy

**Our Policy:** The Bracco Group implements requirements for the protection and safeguarding of personal data, including protection against unauthorised or unlawful processing and against accidental loss, destruction or damage taking into account the state of the art, the costs of implementation and the nature, scope, context and purposes of processing as well as the risk of varying likelihood and severity for the rights and freedoms of natural persons through the enforcement of suitable technical and organizational measures in line with applicable laws and regulations.

**Your Role:** You should take care of the personal data your Company is entrusted with as if they were your own, in particular by wondering whether processing these data is necessary for the Company's legitimate purposes. You should comply and be able to demonstrate compliance with the Company's data protection policies and consult with the person in charge of privacy both at the time of the determination of the means for processing and at the time of the processing itself.

## Confidential Information

**Your Role:** Any information acquired through your relationship with the Company is confidential and shall not be disclosed to third parties in any way, including family members, except in the case of information already in the public domain. You must treat the information you have access to according to the procedures established by the Company.

## ▲ ACCOUNTING

### Accounting Records

**Our Policy:** The Bracco Group's accounting records are kept according to the principles of transparency, truthfulness, completeness, accuracy and compliance with applicable laws.

**Your Role:** You must ensure that each transaction is supported by adequate documentation, enabling easy accounting and the identification of responsibility, and allow free access to internal and external auditors to the data and documents needed to carry out their activities.

### Management of payments

**Our Policy:** The Bracco Group strives to conduct business only with business partners and customers with legitimate activities and does not accept funds from illegitimate sources.

**Your Role:** You must follow the Company's procedures in place to prevent money laundering, such as "Know your Customer/Supplier" procedures and policies regarding acceptable forms of payment both made and received.

### Tax Management

**Our Policy:** The Bracco Group complies with the tax regulations of the countries in which it conducts its activities, and follows international tax principles to manage cross border transactions.

**Your Role:** Should you have any issue related to tax in the context of your work for the Bracco Group, contact the local person in charge of tax matters in the company at which you undertake your activities.



# RELATIONS WITH STAFF

*The Bracco Group believes that human resources are a key factor for the successful development of the Group over time and is committed to creating all the conditions needed to ensure the advancement of employees' skills and expertise, to achieve corporate goals. Company employees, in pursuit of business objectives, must use both the tangible and intangible resources made available to them, in an effective, efficient and economical manner, in accordance with this Code of Ethics.*

## ▼ OUR POLICY

### Respect in the Workplace

The Bracco Group does not discriminate based on race, colour, religion, gender, age, sexual orientation, national origin, disability, pregnancy, genetic information, employment status.

The Bracco Group promotes a workplace free from intimidation and hostility, providing processes for the consideration of claims of any kind of harassment, mobbing or bullying.

### Staff Recruitment and Remuneration

The selection process for new Staff, conducted in accordance with the principles of this Code of Ethics, focuses on recruiting the best qualified people to fill up the vacancies, banning discrimination, favouritism and concessions of any kind. The Company is also committed to providing equal opportunities to all employees.

All members of Staff are hired in a manner that is compliant with applicable laws, and no form of illegal employment or exploitative labour is permitted. The remuneration system, at all levels, is determined solely based on the role of the individual employee, his or her training, specific skills, experience, demonstrated merit and the achievement of assigned targets. The variable part of a salary rewards high performers in their pursuit and achievement of measurable business goals.

Salary increases, procurement of other benefits or career advancement based on illegal activities, and activities which do not comply with Company procedures are strictly forbidden.

### Health and Safety in the Workplace

Improvement in occupational Safety and Health of workers at work is a key commitment of the Bracco Group. The Company guarantees a working environment that complies with current health and safety standards concerning occupational hazards identification systems, management and prevention of risk and accident factors related to the conduct of the business, by its dedicated HSE Department.

The HSE Department has implemented an internal policy governing health and safety in the workplace and environmental protection in compliance with regulations, voluntary management systems and internal guidelines. The Staff at all levels must uphold these principles when engaging in any Company activity.

## ▼ YOUR ROLE

### Obligations of Staff

Loyalty, competence, professionalism, reliability, preparation and dedication of personnel represent the values and conditions which allow for the achievement of the Bracco Group's objectives.

In your capacity as company staff, you are required to cultivate and encourage the leverage of new skills as well as to operate, when conducting business, in full compliance with organizational structures. You must consistently respect others, their dignity and values, and shall not discriminate.

### Equipment and Structures

Bracco's assets, installations and equipment located in the workplace must be used for lawful purposes only. It is forbidden to use company assets, information and networking resources for purposes contrary to the law, public order or morality.

No employee officer and director can make au-

dio-visual, electronic, photographic or paper copies/recordings of company documents, except in cases where such activities fall within the normal course of duties entrusted to that person and/or if explicitly authorized.

It is expressly forbidden to engage in conduct, that could in any way impair, alter damage or destroy computer or telecommunications systems, computer data and programs belonging to the Company or third parties. It is forbidden to make any changes, including installing software on one's assets, and all operations, including maintenance, involving corporate equipment or assets must be carried out by specific, authorized and qualified personnel.

Every staff member is personally responsible for protecting the Company's assets by preventing the fraudulent or improper use of them, incorrect use of information systems by employees may expose the company to risks of a legal, business and operational nature. Furthermore, it should be borne in mind that incorrect or improper use of IT resources may degrade the quality of IT services and lead to inefficiency in the company's organizational units.

### Alcohol, drugs and smoking

Drug use is prohibited, as is smoking in the Company workplace.

Alcohol must not be consumed by personnel during working hours. In the workplace, moderate consumption of low-alcohol drinks is permitted only on festive and institutional occasions (e.g. Christmas period) and in any case in compliance with local regulations. If permitted, it should in any case be limited to small quantities as it must not alter your mental and physical state. You must not consume alcohol if your activity requires a state of total sobriety, as it is the case for example if you are a driver, a field staff, or a machine operator.



# EXTERNAL RELATIONS

*The Bracco Group strives to act in*

*a fair and professional manner*

*in its relations with all stakeholders,*

*whether with public authorities, partners,*

*suppliers or competitors and conducts*

*a responsible business.*

## ● RELATIONS WITH PATIENTS AND HEALTHCARE PROFESSIONALS

### Patients

**Our Policy:** Patient benefit and safety is our top priority in all areas of our operations to focus on enabling better patient outcomes and providing innovative solutions to patient needs around the world, while adhering to the respective laws governing those activities. We protect patient safety by identifying, assessing, managing and reporting any product-related risks in a timely manner in compliance with applicable regulations.

In all our clinical investigations research activities we strive to ensure the rights, safety and well-being of all participants. We are committed to a global set of core ethical principles based on the Declaration of Helsinki and the principles of Good Clinical Practice.

We strive to discover new ways to improve and extend people's lives. With collaborators around the world, we also work to enhance access to healthcare for patients through medical research, new business models and actions to strengthen healthcare systems in both developing and advanced economies.

We are committed to provide clear, up-to-date and understandable information to patients about our products, in accordance with applicable laws, regulations and academic and industry best practice.

**Your Role:** Bracco employees are expected to conduct clinical research investigations according to the highest ethical standards and internal procedu-

res. Bracco's clinical research must always aim at showing benefit for patients.

Bracco employees must rapidly and effectively report to Regulatory Authorities any instance of adverse events occurring during the use of our development candidates and marketed products (both medicines and medical devices), in compliance with internal procedures. Monitoring is required for each medicine and medical device throughout its life cycle, during its development including early stages of drug/device design, clinical trials, and post-marketing surveillance/medical device reporting systems.

All employees involved in the development of new medicines and medical devices are expected to make value-adding innovation be approved by the largest number of Regulatory Authorities in the most effective, efficient and rapid manner, and in making them largely available and affordable.

Scientific communications will have to be evidence-based and follow internal procedures to ensure compliance with applicable laws and regulations, and be in line with the highest standards.

### Healthcare professionals

**Our Policy:** We collect and provide scientific information to healthcare professionals which is accurate, up-to-date and evidence-based, in line with best practice and in full compliance with all applicable regulations.

The Bracco Group shares clinical study results and data to help healthcare professionals and healthcare providers to make diagnostic and treatment decisions and advance scientific knowledge which benefits society.

When interacting with healthcare professionals and calls upon their services, the Company places ethics at the centre of the relationship. It respects their independence and complies with applicable regulations, notably relating to transparency and the provision of advantages.

**Your Role:** Interactions with healthcare professionals must occur in full compliance with the Company's internal guidelines and procedures.

### Quality

**Our Policy:** Bracco Group develops, markets and manufactures high-quality products in compliance with the regulatory requirements.

The Company is committed to provide safe, reliable, effective products and services for the Patients and Customers through Quality excellence.

The Quality organization has the appropriate level of independence and authority to act using the highest quality standards and promoting the quality culture company-wide.

**Your Role:** Bracco employees are expected to report any quality issues identified by healthcare professionals and Patients.

## ● RELATIONS WITH CUSTOMERS

### Customer satisfaction

**Our Policy:** We strive for the highest customer satisfaction. We listen to our customers and create solutions that add value to their operations and patients.

**Your Role:** As company staff, you are expected to do your best to listen to our customers, properly understand their expectations and unmet needs, and create solutions that add value to their operations and patients.

## ● RELATIONS WITH BUSINESS PARTNERS, SHAREHOLDERS AND MEDIA

### Business Partners

**Our Policy:** The Bracco Group establishes and maintains business relationships only with business partners that implement the principles of fairness and ethics.

In line with this principle, the Company will contractually bind them to follow all applicable laws and regulations and adhere to the principles of this Code of Ethics and reserve the contractual right to take any appropriate action including termination if they infringe these rules.

**Your Role:** Company Staff:

> must not have any personal obligations towards business partners: any personal relationships with them must be immediately reported to the department manager, before any negotiation is initiated;

> are required to immediately report to the department manager any attempt to alter normal business relationships;



> must choose business partners in accordance with the principles of impartiality and independence and based on the objective requirements of reliability, integrity, quality and efficiency.

#### Shareholders

**Our Policy:** Maximizing value for shareholders is one of the Bracco Group's primary goals. The Company guarantees equal treatment of all of its shareholders, in full compliance with current regulations.

#### Media

**Our Policy:** The Bracco Group is committed to maintaining a fair and honest dialogue with the media in order to inform the market and its stakeholders of Company activities and give a true and fair reflection of the facts. Relations with the media are assigned to specially designated employees.

### ● RELATIONS WITH COMPETITORS

#### Competitors

**Our Policy:** The Company respects applicable competition laws and its competitors' rights. It does not seek to obtain information on competitors through unfair and illicit means, does not collude with competitors and refrains from committing acts of unfair competition.

**Your Role:** Company Staff is expected to avoid inappropriate and/or illegal contact with competitors and in particular not to enter into any agreement with them which violates the applicable competition laws. They must contact the person in charge of competition law if they have questions about practices they suspect may raise a competition issue.

### ● RELATIONS WITH AUTHORITIES

#### Public Administration

**Our Policy:** Relations with governmental authorities in the name and/on behalf of Bracco will only be handled by specifically appointed and trained staff, in accordance with relevant regulations and in line with the principles of loyalty, correctness, transpa-

rency and efficiency in relation to the interests of the public administration.

**Your Role:** In managing such activities you have to prevent any action that can undermine the autonomy of government representatives and/or their independent assessment.

In cases in which public funding is obtained, you are obliged to allocate funds for the exact purposes for which they were requested and obtained by the Company.

#### Judicial and Supervisory Authorities

**Our Policy:** The Company maintains sound and ethical relations with supervisory bodies and regulatory authorities, ensuring full respect of their institutional role, accurately and promptly responding to formal requests made.

The Company is committed to offering its full collaboration to national and international public officials, supervisory and regulatory authorities, during audits or inspections, and will provide officials with clear, transparent and truthful information.

**Your Role:** You must ensure that all documents made available are precise, clear, objective and thorough, in order to ensure the completeness, accuracy, and faithfulness of the information provided. During judicial procedures, investigations, or inspections, it is strictly forbidden to manipulate, destroy or alter any documents, lie, make false declarations, oblige or persuade others to make false declarations or furnish false information to the designated authorities.

#### Political Parties

**Our Policy:** Contributions for political purposes made on behalf of the Company are allowed only if they comply with legal provisions of the countries in which the Company operates and must be approved in advance by the responsible administrative bodies of the Company.

#### Quality

**Our Policy:** Ensure accurate, clear, faithful and unbiased data and information are provided to Health Authorities in all types of communications.

# INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

*The Bracco Group is committed*

*to the respect of the procedures it has put*

*in place to ensure compliance with the laws*

*and regulations applicable to its activities*

*and has implemented an internal control*

*system to monitor its level of compliance.*

*The Bracco Group will strive to ensure*

*that Recipients are aware of its Code*

*of Ethics in order to ensure its effectiveness,*

*and will take necessary actions to sanction*

*violation of this Code.*

### INTERNAL CONTROL SYSTEM

**Our Policy:** The internal control and risk management system of the Bracco Group is defined as the set of procedures, organisational structures and related activities aimed at ensuring, through an adequate process of identification, measurement, risk management and monitoring, correct company management consistent with the established objectives. This system ensures, among other things:

- > the safeguarding of Company assets;

- > efficiency and effectiveness of business operations;
- > the reliability of financial reporting;
- > compliance with laws and regulations.

The Company is committed to define an internal organization in order to guarantee that responsibilities / duties are suitably segregated, all actions and operations are properly recorded, suitable controls are performed on bookkeeping.

### REPORTING OF VIOLATIONS

**Your Role:** Each Recipient of the Code is obliged to notify, without delay, any conduct by Recipients that is inconsistent with the principles of this document. All communications may be sent to the Corporate Internal Audit Department of the Bracco S.p.A. at the following address: [corporatelA@bracco.com](mailto:corporatelA@bracco.com). All reports received will be handled with strict confidentiality and the Bracco Group will protect those making a report from retaliation, unlawful conditioning, discomfort or any form of discrimination. For further details please refer to the Whistleblowing Policy of the Bracco Group.

### SANCTIONS

**Our Policy:** Failure to comply with the rules of conduct contained in this Code of Ethics will be investigated and, if established, will result in disciplinary proceedings that may carry serious consequences, including disciplinary action towards employees, or termination of the contract of business partners.



# Table of contents

<b>VISION &amp; MISSION</b>	<b>6</b>
<b>CORPORATE SOCIAL RESPONSIBILITY</b>	<b>8</b>
<b>1. GENERAL PRINCIPLES</b>	<b>12</b>
Corporate Integrity	12
Standards of Behavior	13
<b>2. PROTECTING INTANGIBLE ASSETS</b>	<b>14</b>
Intellectual Property	15
Data Protection and Confidentiality	15
Accounting	15
<b>3. RELATIONS WITH STAFF</b>	<b>16</b>
Our Policy	16
Your Role	17
<b>4. EXTERNAL RELATIONS</b>	<b>18</b>
Relations with Patients and Healthcare Professionals	18
Relations with Customers	19
Relations with Business Partners, Shareholders and Media	19
Relations with Competitors	20
Relations with Authorities	20
<b>5. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM</b>	<b>21</b>
Internal Control System	21
Reporting of Violations	21
Sanctions	21



# code of **ethics**

## 2020

Edited by  
Corporate Internal Audit  
Bracco Group Image&Communication

Graphic Design  
JDT, Milan