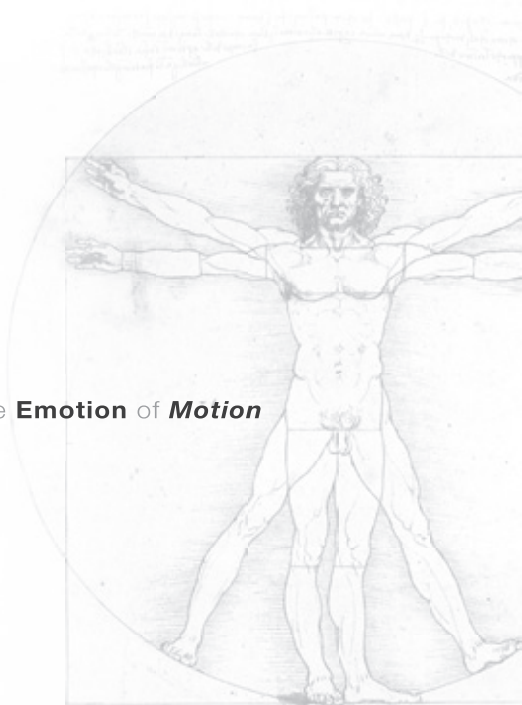


Restoring the **Emotion** of *Motion*



## CODE OF ETHICS

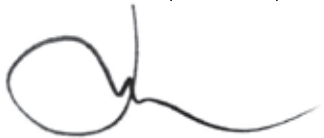
## INTRODUCTION

### Code of Ethics

In this Code of Ethics, Limacorporate S.p.A. states the ethical standards of conduct and practice that the company intends to adopt and pursue; it also takes these rules one step further, transforming them into a similar number of obligations and responsibilities that are legally binding upon all those, whatever their role, (shareholders, directors, managers, researchers, employees, workers, agents and distributors), involved in the process of attaining the corporate mission. This entails constantly building upon research and development and sourcing new materials and processes, with the aim of ensuring product excellence and guaranteeing total client satisfaction.

This Code of Ethics clearly and unambiguously sets forth the principles and provisions underpinning the proper interaction between Limacorporate S.p.A. and the people with whom it interfaces within and outside the company. At the same time, it also forms the cornerstone of a more ambitious project that consists in implementing a Management Organisational Model and a Control System permitting the company to continue along its chosen path, knowing that it has strengthened the framework within which responsibilities and respect are exercised towards all those that are affected – directly or indirectly – by our products and impacted by our corporate decisions and actions.

Gabriele Lualdi  
Chairman of the Board of Directors  
Limacorporate S.p.A.



## CONTENTS

Definitions pag. 6

### **Part I – General Standards of Conduct and Practice**

Art. 1 – The nature of the Code of Ethics  
and its Legal Enforceability page 10

Art. 2 – Publication of the Code of Ethics page 10

Art. 3 – Implementation of the Code of Ethics and the  
Supervisory Body page 11

Art. 4 – Subsidiaries and Affiliated Companies page 12

### **Part II – Conduct and Practice in Business Dealings**

Art. 5 – The Standard of Legality page 13

Art. 6 – Conflicts of Interest page 13

Art. 7 – Duty of Secrecy  
Confidential Information page 14

Art. 8 – Corruption. Unlawful Payments  
Gifts page 15

Art. 9 – Free Competition page 15

Art. 10 – Protecting Patients page 16

### **Part III – Standard of Conduct with Subordinated Workers**

Art. 11 – The Company and its Managers  
and Employees page 18

Art. 12 – Valuing Human Resources page 18

Art. 13 – Employees in Positions  
of Responsibility page 18

Art. 14 – Employees in Administrative  
and Financial Positions page 19

Art. 15 – Compliance with the Code of Ethics page 20

Art. 16 – Equal Opportunities page 20

Art. 17 – Health, Safety and Wellbeing  
at Work page page 21

Art. 18 – Standard of Conduct of Employees page 22

## **Part IV – External Relations**

Art. 19 – Relations with Suppliers	page 23
Art. 20 – Relations with Clients	page 24
Art. 21 – Relations with the Financial Market and the Financial Community Relations with the Media	pag. 24
Art. 22 – Internet Website Content	pag. 25

## **Part V – Relations with the Public Administration and with Health Industry Professionals**

Art. 23 – Relations with the Public Administration	page 26
Art. 24 – Public Funding and Grants	page 27
Art. 25 – Participating in Competitive Public Tenders	page 28
Art. 26 – General Standards for Relations with Health Industry Professionals	page 29
Art. 27 – Courses, Congresses and Conventions	page 29
Art. 28 – Product Training and Instruction	page 30
Art. 29 – Professional Conferences organised by Third Parties	page 31
Art. 30 – Donations and Acts of Liberality	page 31
Art. 31 – Engagements of Professional Consulting Services	page 33

## **Part VI – Environment**

Art. 32 – The Environment and the Quality of Life	page 34
--	---------

## **Part VII – Accounting and Internal Auditing**

Art. 33 – Accounting and Internal Auditing	page 35
--	---------

## **Part VIII – Final Provisions**

Art. 34 – Final Provisions	page 37
----------------------------	---------

## Definitions

For the purpose of this Code of Ethics, unless otherwise stated, the terms listed below shall have the following meanings:

- 1. Limacorporate S.p.A. or Company:** means the company Lima-Lto S.p.A., with registered office in Italy, Villanova di San Daniele, Via Nazionale no. 52;
- 2. Advamed:** means Advanced Medical Technology Association, an organisation based in Washington D.C. (USA), which groups the main North American manufacturers of medical devices and appliances
- 3. Assobiomedica:** refers to a domestic professional association for biomedical technology and diagnostics, based in Milan, Italy - Via Giovanni da Procida no. 11;
- 4. CCNL:** means National Collective Bargaining Agreements governing employment and adopted by the Company (specifically, the National Collective Bargaining Agreement for Metal and Mechanical Industry Workers; the National Collective Bargaining Agreement for Industrial Executive Managers);
- 5. Code of Ethics:** means this Code adopted by the Company upon resolution passed by the Board of Directors, on favourable opinion expressed by the Board of Statutory Auditors and relevant updates;
- 6. Subordinated workers:** see Employees (Workers);
- 7. Compliance Officer or CO:** means the internal controlling body, assigned with the task of supervising that the Model is correctly implemented and complied with, as well as ensuring that the Model is regularly updated;
- 8. Consultants:** mean parties that act in the name and/or on behalf of the Company by virtue of consulting services agreements or other contractual agreements governing professional cooperation;

- 9. Recipients:** mean Agents of the Company, Consultants, Partners and Suppliers;
- 10. Employees (Workers):** mean persons whose services are engaged by the Company under a subordinated employment contract, including executive managers.
- 11. Executive Manager responsible for preparing corporate accounting and financial statements:** means a Corporate Agent as provided for under article 154bis of the TUF – Consolidated Law on Finance;
- 12. Medical device:** means any instrument, appliance, system or other product of the Company that will be used on a Patient for the purpose of studying, replacing or modifying anatomy or diagnosing, controlling, treating, alleviating or redressing an illness, injury or disability;
- 13. Legislative Decree 231/2001 or Law 231:** means Legislative Decree 231 of 8 June 2001 and subsequent amendments and integrations;
- 14. Edma:** means a European Association based in Brussels (Belgium), Place de Maieurs no. 2, that groups European manufactures of devices for in vitro diagnostics;
- 15. Entities:** mean legal entities with or without legal personality, including, but not limited to, incorporated entities with share capital or share quotas, partnerships, consortiums and associations;
- 16. Corporate Agents:** mean directors and officers, statutory auditors, receivers, executive managers and employees of the Company;
- 17. Eucomed:** means a European Association based in Brussels (Belgium), Place de Maieurs no. 2, that groups European manufacturers of medical devices;
- 18. Suppliers:** mean suppliers of goods and services

(excluding professional services) to the Company that are not eligible under the definition of Partners;

- 19. Health on the net Foundation:** means a foundation that operates within the University Hospital of Geneva, based in Geneva (Switzerland), Rue Micheli du Crest no. 24, that has developed a Code of Conduct in respect of the creation and management of Internet websites with medical subject matter and content;
- 20. Models or Model:** mean(s) the organisational, management and control Model or Models provided for under Law 231/2001;
- 21. Corporate Governing Bodies:** mean the Board of Directors, the Board of Statutory Auditors, the Shareholders Meeting and their members and Agents;
- 22. Partner:** means a contracting party with which the Company enters into a legally binding agreement for a form of cooperation (temporary association of enterprises, joint ventures, consortiums, licensing, agency and distribution and in general cooperation arrangements);
- 23. Patient:** means any person who will use, is using or has used a medical device manufactured by the Company;
- 24. Healthy Industry Professionals:** mean persons who are registered with a chartered professional society or association by virtue of a professional title enabling them to practice recognised by their State of origin or by the State where they are established, whose regular or prevalent occupation is the prevention, diagnosis, treatment and rehabilitation, in private practice or within private-sector or public health facilities, whatever their degree of sophistication;
- 25. The Public Administration:** means all State public Authorities and Agencies (Governmental Departments, Regional Administrations, Provincial Ad-

ministrations and Municipal Administrations, Local Health Authorities, Hospital Authorities, Universities, Public Patient and Treatment centres with a scientific purpose, etc.) and likewise, in the private-sector (concessionaries, Private patient treatment clinics and centres with a scientific purpose, public-private facilities, privately-owned companies that are approved by the National Health Service or regional health services, etc.), which are responsible for exercising a public role in the interests of the community;

- 26. Crimes:** mean the cases constituting a breach of penal law governed by the relevant sections of Law 231/2001 on criminal liability;
- 27. Internal Risk Area Officer:** means a person working for the Company, appointed by the Chairman or the Managing Director or by an Executive Manager, who has been duly delegated, who has sole responsibility or, jointly with others, for transactions in Risk Areas;
- 28. Evidence Form:** means a report sheet that, if requested by the CO or by this Model, the Internal Risk Area Officer has to fill out for each transaction carried out within the Risk Areas;
- 29. Company:** see Limacorporate S.p.A.;
- 30. Stakeholder:** means any persons or entities whose expectations have to be met in conducting Company operations and, which, in one way or another, may contribute to the processes for attaining the Company mission. They are patients, health professionals, clients, suppliers, employees, independent contractors, shareholders, officers and employees of the Public Administration, the community in general, the environment and future generations;
- 31. TUF – Consolidated Law on Finance:** means Legislative Decree no. 58 of 24 February 1998 and subsequent amendments and integrations.

**PART I**  
**GENERAL STANDARDS OF CONDUCT AND**  
**PRACTICE**

**Article 1**  
**The Nature of the Code of Ethics and its Legal**  
**Enforceability**

1. This Code of Ethics is an official act (resolution) of the Board of Directors of the Company, whose main purpose is to define a number of standards of conduct and practice in relation to business dealings, duties and responsibilities of corporate Agents and all those, albeit not directly employed by the Company, acting in the name and/or on behalf of the Company.
2. This Ethical Code is an essential part of the management organisational Model prescribed in the provisions of Legislative Decree 231 of 8/6/2001.
3. This Ethical Code further lays down a series of disciplinary rules pursuant to and arising out of the provisions of article 7 of Law 300 of 20/5/1970 (The Statute of Workers). These measures are supplementary to the National Collective Bargaining Agreement provisions in force, which have already been duly adopted and implemented by the Company.
4. Finally, this Ethical Code lays down a series of contractual rules that supplement the subject matter of relations (appointments) between the Company and its Board Directors and Statutory Auditors, governed by specific provisions of civil laws in force.
5. This Code of Ethics may only be amended by a new resolution passed by the Board of Directors of the Company.
6. The assignment of duties delegated to individual Company directors pursuant to article 2381 of the Italian civil code is excluded as a consequence of adopting, amending or abrogating this Code of Ethics.

## **Article 2**

### **Publication of the Code of Ethics**

1. The Code of Ethics is published on the Company website ([www.limacorporate.com](http://www.limacorporate.com)), as well as being available on the Company intranet network, and it can be freely downloaded in a pdf format from both this sites.
2. The Code of Ethics is further displayed in a place that is accessible to Employees and the public at the registered office of the Company and also at all company local or production facilities.
3. Any amendments made to the Code of Ethics pursuant to the provisions of Article 1(5) herein shall be published in a similar way as for this Code of Ethics and duly described in this Article.

## **Article 3**

### **Implementation of the Code of Ethics Supervisory Body**

1. Supervision and monitoring that the Code of Ethics is complied with is assigned to the CO, a role that has been identified and created within the ambit of the organisational management Model.
2. In detail, this Body shall:
  - (a) ensure that all Company Agents are aware of and have received a copy of the Code of Ethics and, on a more general level, provide the Code of Ethics to those who, although not directly working for the Company or part of the corporate organisation, have on-going business dealings or relations with it, including but not limited to, Suppliers, Consultants and Partners;
  - (b) undertake regular reviews of the subject matter of the Code, submitting updates and improvements to the Board of Directors;
  - (c) provide any support required for correctly interpreting the Code of Ethics;
  - (d) verify, investigate and assess cases of breach of the Code of Ethics, notifying the competent

company departments of actual breaches so that the relevant measures may be taken – including disciplinary measures – in compliance with laws in force.

- (e) protect and assist anyone reporting conduct breaching the Code of Ethics (whistleblowing), ensuring that the person is not pressured, intimidated, or subjected to acts of retaliation and guaranteeing that his/her identity and the information that he/she has provided remain secret, in accordance with the procedures established under the Model;
- (f) prepare a yearly work plan and a plan for submitting regular status reports on implementation of the Code of Ethics and internal audit activities, reporting to the Board of Directors.

#### **Article 4**

##### **Subsidiaries and Affiliated Companies**

1. This Code of Ethics shall also be adopted by Company subsidiaries, subject to a formal board level resolution being passed to this effect by the respective subsidiary boards.
2. In these companies the duties of the CO shall be assigned to suitable qualified, persons identified in accordance with the provisions of the Model.
3. The Company shall make all reasonable efforts to ensure that this Code of Ethics is adopted and complied with by its affiliated companies; failing to obtain this result, the Company shall take action to ensure that Codes of Conduct with standards of conduct and practice as similar as possible to those of this Code of Ethics are adopted by these companies and, at the very least, that the subject matter duly and clearly states the basic ethical principles underlying corporate policies.

## **PART II**

### **CONDUCT AND PRACTICE IN BUSINESS DEALINGS**

#### **Article 5**

##### **The Standard of Legality**

1. Each legal act and any activities with material effect carried out in the name and/or on behalf of the Company have to be lawful according to current legislation in force and based on a duty of social responsibility, and, likewise, on standards of best practice in relation to transparency, validity, effectiveness and good faith.

#### **Article 6**

##### **Conflicts of Interest**

1. Any decision taken for the Company shall have only one purpose: to protect the interests of the Company.
2. Any person finding himself in circumstances that create a conflict of interests or even a potential conflict of interests between those of the Company and those of the person concerned (whatever the nature of the interest: financial, family, personal, etc.), as it is not possible to satisfy the former without sacrificing the latter and vice-versa, he shall abstain from taking the decision in question or taking any action, and immediately inform his direct superior. The superior will notify the CO of the measures that have been taken to prevent the conflict or inform him that the effects of the conflict have been completely reduced; this may also be achieved by replacing the person concerned.
3. Aside from the importance of a decision or an action to be taken, anyone who finds himself in circumstances that present a conflict of interest or potential conflict of interest with regard to the Company has a duty to bring the matter to the attention of his direct superior so that all relevant measures may be taken.
4. A potential conflict exists whenever a person has

working, financial, commercial, professional, family or friendly relations with parties that have dealings with the Company, when, in respect of these relations, the person has decision-making, discriminating and/or controlling powers.

5. Likewise, a competing interest is also considered, under this Code of Ethics, as a potential conflict and shall be treated in a similar way as for conflicts of interest.

## **Article 7**

### **Duty of Secrecy. Confidential Information**

1. Employees (subordinated workers) and the other recipients of this Code of Ethics have a duty not to disclose to others information that is of a technological, commercial, financial, equity or banking nature, which they may be privy to or become aware of, even from time to time, whilst carrying out their duties or tasks. This ban is total and does not require the Company to have explicitly qualified such information in advance as confidential.
2. The ban provided for under preceding paragraph 1 of this section shall not apply to information that the Company has freely chosen to release and render public; likewise, the ban shall not apply to information that has to be disclosed by law or as a result of disclosures in relation to the Company being listed and/or remaining on a regulated Stock Market.
3. In no circumstances may Employees and other Recipients of this Code of Ethics use information that is not in the public domain or that may have been gathered from time to time whilst carrying out their duties or tasks, to their own advantage and gain or to the advantage and gain of others.
4. As a general rule, the Company warrants that information about and/or from third parties are processed according to laws in force on data privacy and protection; the Company, in any case, avoids intentionally sourcing and processing data of a confidential nature, save where prior informed consent has been given by the person concerned, provided in the manner duly established by law.

## **Article 8**

### **Corruption. Unlawful payments. Gifts**

1. Unless specifically provided for in relation to relations with the Public Administration and Health Industry Professionals, relations within the Company and with third parties shall be marked by integrity, correctness and transparency.
2. Payments to third parties for the purpose of soliciting acts or omissions that may be necessary or are of a discretionary nature are prohibited; all and any favours or intimation of the same for the purpose of soliciting acts or omissions that may be necessary or are of a discretionary nature are likewise prohibited.
3. To offer business gifts, gratuities or other favours, when these breach the law or, in any case, fall outside the limits of what is normally considered a simple courtesy or social or business practice is prohibited.
4. To accept gifts, even indirectly (via family members or friends) is prohibited, whenever accepting a gift may compromise the independence or standing of the person concerned.

## **Article 9**

### **Free Competition**

1. The business operations of the Company are founded on the quality of its products, its knowhow and expertise, its dedication and commitment and the professionalism of its Employees and Consultants. The Company believes that these qualities are an advantage and an essential factor for any successful business enterprise. The Company, likewise, acknowledges that free and fair competition amongst business enterprises is a fundamental Market value, providing a very important incentive encouraging product enhancement and the on-going advancement of the professional qualities of its Employees and Consultants.

2. All practices – whatever name they may go under – that attempt to restrict free competition or encourage the abuse of a dominant market position to the detriment of others are prohibited.
3. All conduct that may be deemed as unfair competition, including active or negligent conduct that may give rise to the franchise rights of third parties being harmed, is prohibited.
4. The Company shall thus refrain from entering into all and any form of open or secret pact, and from creating or encouraging the acquisition or consolidation of dominant market positions or concentrations, from hindering, restricting or rigging competition, from influencing the fixing of purchase or sale prices, from inhibiting manufacturing, market openings, investments and technological progress and development.

## **Article 10**

### **Protecting Patients**

1. The Company pursues its objective of promoting – via its products – patients’ health, and, likewise, enhancing their quality of life, helping them to lead an independent life and, as far as feasibly possible, in line with their expectations.
2. The Company has harmonised its operations to legislation in force, expressly with regard to relevant domestic and international sources of law that specifically concern medical devices. The Company, likewise, complies with all industry technical regulations, including those that are not of a statutory nature but are nonetheless recognised international standards, such as (ISO), Europe (EN) or domestic (UNI) and represent the state-of-the-art for the manufacturing industry concerned.
3. The Company adopts suitable design, manufacturing, management and commercial policies for:
  - (a) protecting patients’ health;
  - (b) improving safety and product quality;

- (c)** providing comprehensive, truthful and accurate information about its products;
  - (d)** correctly advertising its products;
  - (e)** delivering after-sales and under-guarantee services according to the highest quality and efficiency standards;
  - (f)** monitoring of the use of products and ensuring that all obligations in connection with any accidents or hazards that may come about are satisfied in strict compliance with legislative provisions in force, including but not limited to, the provision of information, reporting, initial and final reports and taking the relevant product off the market.
- 4.** The Company covers risks arising out of the use of its products via civil liability insurance cover and makes all reasonable efforts to ensure that a Patient is promptly compensated, who has been caused injury, damage or loss, shown to be attributable to one of the Company's products.

**PART III**  
**STANDARD OF CONDUCT WITH**  
**SUBORDINATED WORKERS**

**Article 11**

**The Company and its Managers and Employees**

1. The Company acknowledges that its Employees and Managers, as a team and individually are its most important asset and resource and pursues the objective – via the corporate organisation of promoting their advancement and growth professionally, financially and socially, suitably awarding merits and performance and taking into due account their requirements and needs.
2. Employees and Managers of the Company acknowledge that their individual commitment to work within their working team or department is an essential factor for the technical and business success of the Company, for ensuring that it remains suitably competitive at all times, that clients are satisfied, that Patients are safeguarded and that value is generated for Shareholders.

**Article 12**

**Valuing human resources**

1. The Company undertakes to ensure that the professional skills of its Employees are duly valued and enhanced, by promoting their professional progress and growth via actively implementing policies of job rotation, job tutoring - working along side more experienced staff - job experience abroad and by providing training and information tools.

**Article 13**

**Employees in positions of responsibility**

1. Employees who have been assigned positions of responsibility such as supervising a work team or a department or have management responsibility for an operational unit, a branch office or a subsidiary (Employees with management responsibilities), are the face of the Company with regard to their subordinate

employees and are the channel for communicating the Company's set of values and goals.

2. Employees with management responsibility will always demand more of themselves what they would demand of their fellow workers and their conduct will be an example for the Employees for whom they are responsible.
3. They will monitor that the provisions of this Code of Ethics are strictly and always complied with and they will ensure that a climate of profitable and relaxed working together is created and maintained at all times at the workplace.

### **Article 14**

#### **Employees in Administrative and Financial positions**

1. Employees who are in positions with administrative and financial responsibilities, including financial control, accounting or legal shall:
  - (a) strictly comply with all civil, tax and accounting legislation and regulations and the provisions, instructions and professional rules and regulations applicable to their specific area of expertise and practice;
  - (b) to act for the purpose of ensuring that the Company and its management committees and their members receive prompt, clear, comprehensive and comprehensible information in all documents, whatever their nature, that have to be submitted or filed with Public Authorities and in all other documents that are needed in preparation or ancillary to the former ones;
  - (c) use Company assets and resources in a correct and transparent way, avoiding unjustified waste;
  - (d) in all communications with third parties, ensure that the duties of confidentiality and secrecy are strictly complied with as provided for under Article 7 herein, likewise, using their best professional judgement for ensuring that only such informa-

tion is provided strictly necessary for meeting the purpose for which has been requested and, in all cases adopting conduct that is measured, prudent and impartial;

- (e) immediately report to the CO any breach of this Code of Ethics as soon as they have a minimum of evidence or certain proof of that an event has occurred.

## **Article 15**

### **Compliance with the Code of Ethics**

1. All Employees shall strictly comply with this Code of Conduct and shall have duly read and understood the subject matter; they shall be aware of the consequences (including disciplinary measures) that it contains in the event of breach of any of its provisions.
2. Thus, they shall:
  - (a) have read and fully understood the subject matter of the Code of Ethics, specifically with regard to the sections that directly apply to them and the duties and tasks that they have been assigned;
  - (b) promote, within their working environment, awareness of and implementation of the Code of Ethics amongst their work colleagues;
  - (c) promptly report to the CO any breach of the Code of Ethics, whenever their direct superior has failed to do so;
  - (d) consult the CO for the purpose of answering any doubts concerning interpreting the meaning of single sections or clauses of the Code of Ethics;
  - (e) actively cooperate in investigations looking into alleged breaches of this Code of Ethics, keeping any information to which they may be privy regarding the issues being investigated in the strictest confidence.

## **Article 16**

### **Equal Opportunities**

- 1.** The Company actively pursues, as one of its primary values, the principle of equality and equal opportunity and treatment of Employees, who shall not be discriminated against on the basis of sex, race, origin, religion, or for their political opinions or for being members of trade unions, or for their personal or social circumstances and this principle shall go hand in hand with the policy of recognising their skills and aptitudes, their talents and individual merits.
- 2.** Employees in management positions shall guarantee, within the sphere of their responsibilities, that equal treatment shall be reserved for situations that are similar and that different treatment shall be reserved whenever the circumstances are different, with regard to all aspects of hiring, training opportunities, wages and salaries, incentives and professional advancement and growth.
- 3.** Likewise, Employees with management responsibilities shall ensure – in full compliance with the principles set forth in paragraph 1 above – that the Company suitably awards commitment, contributions, performance and individual merit, also by implementing legislative and/or financial treatment that distinguishes on this basis.

## **Article 17**

### **Health, Safety and Wellbeing at work**

- 1.** The Company pursues as one of its primary values protecting the health, safety and wellbeing of workers at the workplace, and acknowledges that this is one of the key factors contributing to attaining the corporate objectives described in Article 11 herein; all company operations comply with health and safety legislation in force and specifically, with regard to training and prevention; all Employees have to keep abreast of these aspects with regard to their specific area of work.

2. All conduct that is directed towards harming the dignity, wellbeing, physical and psychological integrity of a person while at work for the Company is prohibited.
3. Likewise, any conduct, even if it does not take the form of physical abuse (so-called un-bloody accidents), which, in any case takes the form of insults, unfair treatment, psychological abuse, ostracisation and de-qualification and which, as a result, harms the personal or professional dignity of the person who is the victim or, puts his/her physical or mental health at risk, is prohibited. Such conduct – whether perpetrated by colleagues or superiors – will be dealt with severely and immediately by taking the relevant disciplinary, civil and criminal actions.

### **Article 18**

#### **Standard of Conduct of Employees**

1. All Employees shall present themselves for work in an able bodied state; substance abuse (including alcohol) is strictly prohibited while both at work and during free home time; whenever an Employee shall be found to be under the effect of these substances at work, he/she shall be immediately removed from the workplace and disciplinary measures adopted, unless other remedies are provided for by law.
2. All Employees shall comply with workplace anti-smoking laws in force; smokers may only smoke in the designated areas for this purpose within the provided limits and time.
3. All Employees shall use, ensure safekeeping and protect company property that has been given to them in use – including any temporary use – using the “diligence of a reasonable man” principle and immediately report incidents when property goes missing, is faulty or is not compliant.
4. All Employees shall render their services to the Company diligently, with commitment and offering their positive cooperation, carrying out their tasks and du-

ties and any instructions received to the best of their ability and loyalty, and in compliance with this Code of Ethics.

**PART IV**  
**EXTERNAL RELATIONS**

**Article 19**  
**Relations with Suppliers**

1. The Company considers its Supplier network as a key factor for maintaining and enhancing its market competitiveness and for satisfying Market needs.
2. Supplier selection is based solely on factors associated with the offer (costs, type of product or service, quality, innovation and pro-active attitude and ability).
3. Domestic Suppliers shall be required to formally endorse the subject matter of this Code of Ethics and shall be under an obligation – for those areas that are applicable to them – to comply with the relevant provisions.
4. Foreign Suppliers shall be requested formally to comply with the provisions set forth in the Conventions of the International Labour Organisation in force in the country or State where they have their registered office or manufacturing facilities and where these countries or States recognise such conventions and, in any event, to comply with the provisions of the Conventions that are specifically provided for in the Model.
5. Suppliers that have been identified or, for whom there is a justified reason to believe that they operate in breach of the Conventions described in paragraph 4 above, shall be blacklisted and, in the case that they operate in violation of fundamental human rights, those regarding child labour and the use of prison labour and provisions regarding obligatory education and family assistance and welfare, working mothers and senior citizen or disadvantaged workers.

## **Article 20**

### **Relations with Clients**

- 1.** The Company pursues the objective of satisfying Client expectations and, with this aspect in mind, expects its Employees to comply with the following provisions:
  - (a)** maintain relations with Clients offering prompt cooperation and assistance and ensuring that they are professionally honest, transparent and correct at all times;
  - (b)** where feasible, comply with the principle of equal treatment whenever circumstances are similar;
  - (c)** generate at all times suitable levels of safety, security, assistance and added value.

## **Article 21**

### **Relations with the Financial Market and the Financial Community Relations with the Media**

- 1.** Relations (disclosures, reports, speeches and publications, etc.) with the Financial Community may only be maintained by those persons that have specifically been authorised to undertake these tasks.
- 2.** These relations shall be marked by strict compliance with instructions handed down by the Board of Directors and shall be based on providing timely, non-discordant, accurate, clear and true information and disclosures.
- 3.** Relations with the media may only be handled by persons who have been specifically authorised and shall be marked by respect for the service that the media and journalists provide in disseminating news and information and in the belief that recipients are entitled to have news and information available, save for compliance with the provisions of Article 7 herein.

## **Article 22**

### **Internet Website Content**

- 1.** In creating, maintaining and implementing its website, the Company complies with the guidelines provided by the Health on the Net Foundation, which, amongst other things, include:
  - (a)** medical information hosted on the website shall only be written by medical experts from the specific area of medicine or by qualified experts, unless there is an explicit disclosure that the information provided comes from persons or organisations that are not in the medical field;
  - (b)** claims regarding benefits or improvements attributed to a certain product shall be substantiated by relevant and attentively considered tests;
  - (c)** information shall be provided in the clearest and most unambiguous manner, in addition an address shall be provided where users can ask for further details or help.

**PART V**  
**RELATIONS WITH THE PUBLIC ADMINISTRATION**  
**AND WITH HEALTH INDUSTRY PROFESSIONALS**

**Article 23**

**Relations with the Public Administration**

1. In relations with the Public Administration certain conduct that is part of normal business practice may be considered unacceptable and, on occasion, even unlawful.
2. Therefore, for the purpose of avoiding such conduct, Employees and Consultants of the Company are prohibited from engaging in any of the following:
  - (a) offering money or gifts to senior managers, state officers or public servants of the Public Administration or members of their families, whether in Italy or abroad;
  - (b) offering any object, service and favour for the purpose of obtaining more favourable treatment in respect of any relations with the Public Administration;
  - (c) improperly influencing, in any way whatsoever, a competitive procedure or influencing public officers or civil servants in exercising their discretionary administrative powers or in using their independent powers to negotiate granted to them by law or pursuant to law;
  - (d) making job and/or business offers that may benefit Public Administration employees personally;
  - (e) offering or providing gratuities in any form whatsoever;
  - (f) soliciting or obtaining confidential information that may harm the integrity or the reputation of both parties or that, in any case, may be detrimental to the principle of transparency of a procedure, conditions between bidders being equal, or may harm the standing of the Public Administration;

- (g)** hiring as employees of the Company former Public Administration employees (or their relatives), who have personally or actively taken part in business negotiations with the Company or, who have been instrumental in endorsing the Company's dealings and applications to the Public Administration.

## **Article 24**

### **Public Funding and Grants**

- 1.** In the event that the Company applying for public funding or grants from the European Union, the State or any other Public Administration, it shall strictly comply with all legal provisions in relation to the procedures for obtaining such funding and grants and, subsequently, relevant provisions regarding the deployment and use of these funds.
- 2.** Employees and Consultant are therefore prohibited from:
  - (a)** using any funds that have been received for purposes other than those for which the funds or grants were obtained;
  - (b)** using or submitting false disclosures or documents misrepresenting the actual facts or circumstances or omitting information required for the purpose of obtaining funds in an illegitimate way;
  - (c)** promising a Public Officer, for his benefit or for the benefit of others, any undue compensation, whether as a payment in cash or in kind, in exchange for any conduct or action taken by his office necessary for obtaining funds;
  - (d)** promising to give a Public Officer, for his benefit or for the benefit of others, any sum of money or consideration in kind for the purpose of omitting or delaying any conduct or action that should be taken by his office or committing an act that goes against his official duties for Participation in Competitive Public Tenders the

- purpose of expediting the obtaining of funds;
- (e)** inducing, by using expedients or deceit, the European Union, the State or any other Public Administration into error for the purpose of obtaining funds. Employees and Consultants who are involved in operations that make use of the aforesaid funds shall ensure that they scrupulously follow principles of transparency and correctness in carrying out their work, providing relevant information and making sure that all support documentation can be accessed and is available both with regards to relations with the Company and its management and the Public Administration.
- 3.** Employees and Consultants who are involved in operations that make use of the aforesaid funds shall ensure that they scrupulously follow principles of transparency and correctness in carrying out their work, providing relevant information and making sure that all support documentation can be accessed and is available both with regards to relations with the Company and its management and the Public Administration.

## Article 25

### Participation in Competitive Public Tenders

1. In the case of competitive tender procedures called by the Public Administration, the Company warrants to participate in the relevant tender process, correctly and fairly, in compliance with the law and the rules of this Code of Ethics and its internal policies, having regard to safeguard the independence, impartiality and transparency of the Public Administration's actions and suitably protecting the Company's image from the risk of being harmed.
2. Employees and Consultants are therefore prohibited from:
  - (a) promising to give a Public Officer, for his benefit or the benefit of others, any undue compensation in cash or in kind, in exchange for any conduct or action taken by his office necessary for the progress of the Company in the competitive tender procedure;
  - (b) promising to give a Public Officer, for his benefit or for the benefit of others, any sum of money or benefit in kind, for the purpose of having him omit or delay an act required by his office or carry out an act that is contrary to his official duties for the purpose of aiding the progress of the Company in the competitive tender procedure;
  - (c) inducing, using expedients or deceit, the contracting authority into error for the purpose of aiding the progress of the Company in the competitive tender procedure;
  - (d) manipulate, in any way, the working of the computerised or informatics systems or unlawfully accessing data, information and applications that are held on a computerised system or network or that are connected therewith, for the purpose of aiding the progress of the Company in the tender procedure.

## **Article 26**

### **General Standards for Relations with Health Industry Professionals**

- 1.** The Company acknowledges that correct relations with health industry Professionals is an essential factor for contributing to the progress of medical science, for improving diagnostic instruments and for treating Patients, for research and development of new medical technology and for the development of the most advanced and effective cures and treatments.
- 2.** Any relations with health industry Professionals shall:
  - (a)** respect the independence and autonomy of the health industry Professional in question;
  - (b)** comply with all civil, criminal, administrative and tax laws in force;
  - (c)** respect the deontological code that is valid for the health industry Professional in question;
  - (d)** comply with the guidelines established by As-sobiomedica with regard to this area;
  - (e)** comply with the general standards established by the most important industry Associations, such as Eucomed and Advamed, in the event that the aforementioned sources do not provide guidelines or insufficient guidance.

## **Article 27**

### **Courses, Congresses and Conventions**

- 1.** Whenever the Company intends to pay, in whole or in part, for registration fees or the cost for a health industry Professional to attend courses, congresses, seminars or scientific meetings, the Institution to which the Professional belongs shall be informed in advance and notified of the terms of the offer.
- 2.** It shall be understood that any such offer shall not extend to covering travel and hospitality costs of any person accompanying the Professional; however, the companion may benefit from the same conditions offered to the health industry Professional, except for having to pay the entire share of travel and hospitality expenses.
- 3.** Offers for events which have a prevalent entertainment scope and this element outweighs the scientific part, as well as offers that plan to pay for hospitality and travel expenses for a period of more than 24 hours from the start to the end of the event are prohibited.

## **Article 28**

### **Product Training and Instruction**

- 1.** Whenever the Company intends to carry out training, or didactic activities in relation to its products, these may be undertaken upon the following conditions being satisfied:
  - (a)** the programs and events shall be hosted at suitable venues that are set up and equipped for hosting courses;
  - (b)** Employees and Consultants teaching courses shall have the relevant professional preparation;
  - (c)** catering and hospitality services may be provided when necessary on the basis of the length and the purpose of the training activity and subject to the condition that costs are of a most entity and reasonable;

- (d)** travel expenses may be paid within what is deemed normal and reasonable. The provisions of Article 27 in relation to companions are valid with regard to travel expenses also in this case.
- 2.** Whenever the Company organises training by holding a simple meeting for this purpose, then, as a rule, the meeting should be held in the vicinity of the place where the health industry Professional works; the same rule provided under paragraph 1 of this Article is also valid in this case.

## **Article 29**

### **Professional Conferences organised by Third Parties**

- 1.** Whenever the Company intends to support conferences that are organised independently and, subject to the condition that they clearly have a scientific scope, this may be done using one or more of the following procedures:
  - (a)** a financial contribution covering reasonable travel and hospitality costs incurred by the health industry Professional, it being understood that the organisers shall be solely responsible for the choice of the subject matter, the teaching staff, the teaching methods and materials used; however the organisers shall be asked to state before and during the event by means of a “thank you to” that the Company has made a financial contribution;
  - (b)** a financial contribution made to the organisers of the conference by way of covering reasonable expenses for hospitality (food and lodging) and for the duration and of an amount strictly required for the conference;
  - (c)** a financial contribution covering fees, travel and hospitality expenses of the teaching staff, subject to the condition that these costs shall be reasonable.
- 2.** The Company may purchase advertising space or rent (or in another form) display space for its products during the conference.

## **Article 30**

### **Donations and Acts of Liberality**

1. Whenever the Company intends to make donations, whatever their form, it may do so subject to the condition that they are for philanthropic or charitable causes (progress in medical education, support for medical research, and public education on health issues) and that they are given to organisations and institutions that are eligible to receive them.
2. Acts of liberality shall however be subject to and shall strictly comply with a series of conditions and, namely that:
  - (a) they comply with all civil and tax legislation in force;
  - (b) all relevant documentation illustrating the scope of the donation is provided;
  - (c) the donation is congruent and fitting in respect to the purpose of the cause.
3. Donations to health industry Professionals that work for the Public Administration are prohibited on principle, with the sole exception of small donations offered as time donated to a cause (excluding all and any cash donations), which shall, however, not be undertaken on a regular basis and that, as a preference, benefit Patients or have an educational purpose.
4. It is deemed acceptable and legitimate – insofar as this practice is limited in its use – to distribute samples for the purpose of product evaluation.

## **Article 31**

### **Engagements and Professional Consulting Services**

1. Whenever the Company intends to engage the services of health industry Professionals (that are not independent contractors) for consulting or other services (attending training courses, cooperating on the development of products, inventive or experimental activities), this may be done subject to the following, clear conditions:

- (a)** all aspects of the engagement or the agreement shall be formally drawn up, specifying the exact services to be provided, compensation given or promised and the scope of the services;
- (b)** that any compensation received is fitting and proportional to the services actually rendered and adequately compensates the complexity of the activities, the specialisation required and respects the standing of the profession. Any out-of-pocket expenses shall be reimbursed, insofar as these are reasonable;
- (c)** whenever services are for research, the engagement letter shall be accompanied by a research protocol;
- (d)** whenever the services, or part of the services, are rendered outside the company facilities or from home or, where permitted – from the normal place of work of the Professional, the selected place shall be suitable for kind of activities to be carried out; any hotel or travel expenses and meals shall be covered within the limits of what is deemed normal and, where these expenses are strictly connected to the activities carried out or to be carried out at a certain time and place.

**PART VI**  
**ENVIRONMENT**

**Article 32**

**The Environment and the Quality of Life**

- 1.** The Company pursues as a priority objective actively promoting and protecting and enhancing the conditions of the environment through using natural resources in a rational and efficient manner, as the fundamental principle for maintaining a suitable level of the quality of life for the community in the environment where the Company operates.
- 2.** The Company promptly ensures that their operations comply with all aspects of environment legislation and regulations, including any legislation in relation to products, packaging and guidance leaflets inside the product.
- 3.** The Company organises its research and development activities so that they are environmentally-friendly and takes into account, when it creates new products or introduces new changes to existing products and, likewise, when deciding on manufacturing methods and packaging, that any decisions taken need to meet the new needs for environmental compatibility and optimisation of resources.
- 4.** The Company activity promotes environmental education amongst its Employees, Suppliers and Clients.

## **PART VII**

### **ACCOUNTING AND INTERNAL AUDITING**

#### **Article 33**

##### **Accounting and Internal Auditing**

- 1.** The Company operates with the aim of increasing the value of its Shareholders' equity and of satisfying their legitimate expectations in respect of receiving dividends.
- 2.** To attain this purpose, the Company adopts a system of financial planning, financial control and accounting complying with accounting standards in force, as well as adopting best business practice standards.
- 3.** Company Agents warrant, within the limits of their respective positions and powers, that:
  - (a)** all transactions are carried out and supported by delegated powers or have been duly authorised, and that these may be verified, are lawful and consistent;
  - (b)** all transactions are suitably recorded and posted to accounts, as well as being suitably documented;
  - (c)** all transactions with correlated parties are conducted according to the provisions of the Model that are established in policy procedures whenever required;
  - (d)** the interim financial statements are prepared in a timely fashion and comply with the strictest standards in respect of clarity, completeness and reliability;
  - (e)** all transactions are carried out and verified in accordance with company internal auditing procedures;
  - (f)** all business risks in relation to each transaction are suitably assessed by comparing and evaluating the advantages to be gained with the primary and secondary interests involved in

the transaction;

- (g)** all transactions are preceded by a thorough, relevant and complete business, legal and tax analysis of the original figures, of the basis for the transaction and any extraordinary income;
- (h)** all documents required by regulatory authorities and all documents that will be disclosed to the public shall be prepared in good time, ensuring that they corresponds to the standards for clarity, accuracy and reliability.

- 4.** The registration of fictitious transactions or failure to register a transaction that is required by law or pursuant to this Code of Ethics shall be deemed a criminal offence and sanctions shall be adopted for those who have ordered, carried out, hidden or in any way, condoned such actions.
- 5.** All Employees shall cooperate on all internal auditing system activities; those who are in charge of the internal audit system, the statutory auditors and the outside audit firm, shall have full and complete access to all data, information and the relevant documents required for conducting their respective auditing activities.

## **PART VIII**

### **FINAL PROVISIONS**

#### **Article 34**

#### **Final Provisions**

- 1.** The provisions set forth in this Code of Ethics aim to provide standards for governing the conduct of the recipients thereof, together with the relevant legislative and contractual provisions.
- 2.** In the event of legislative provisions concurrent with those of this Ethical Code, all provisions shall be applicable; in the case that it is not possible to apply all concurrent provisions, then the less favourable provision shall be applicable.
- 3.** All Employees responsible for breaching one or more of the provisions of this Code of Ethics shall be subject to disciplinary measures that are set forth for further on, in compliance with the provisions of Article 7 of Law no. 300 of 20/5/1970, and applying the principles of immediately contesting the breach and the equity of the fine in relation to said breach.
- 4.** Specifically the following disciplinary measures will be applied:
  - (a)** a fine and a verbal warning or a written warning whenever the breach shall be deemed a minor misdemeanour;
  - (b)** a fine that shall not exceed the equivalent of three hours of wages or salary, in cases where the breach is a minor misdemeanour and has been repeated, or when the misdemeanour was not detrimental or caused a risk for normal company operations;
  - (c)** disciplinary measure consisting in suspension from service without wages or salary in the case where the breach has caused a non serious risk for the Company, or has put the integrity of corporate assets at risk or whenever the fines and disciplinary measures provided

- for under letters (a) and (b) of this Article are deemed inappropriate in respect of the breach;
- (d)** disciplinary measure consisting in dismissal without notice when the breach is deemed to have permanently harmed the relationship of trust between the Company and Employee, and thus continuation of the employment relationship is not possible, even on a temporary basis, such as in cases where the breach has caused serious economic loss for the Company or has caused both economic and non-economic loss to another party or whenever, the Employee has been suspended from service twice in the past.
- 5.** In the case of serious breach of one or more of the provisions of this code of Ethics by a Board Director or by a Statutory Auditor that shall be deemed as having permanently compromised the relationship of trust with the Company, the Shareholders' Meeting shall adopt, according to law, the measures that it deems fitting and necessary.



**Limacorporate spa**

Via Nazionale, 52  
33038 Villanova di San Daniele  
Udine - Italy  
Tel.: +39 0432 945511  
Fax: +39 0432 945512  
E-mail: [info@limacorporate.com](mailto:info@limacorporate.com)