



Medical Devices for Anaesthesia and Intensive Care
Medical Devices for Anaesthesia and Intensive Care

DIMAR S.r.l. a Socio Unico
Via G. Galilei, 6 – 41036 Medolla – Modena – ITALY
Tel. 0535-611336 Fax. 0535-611328

CODE OF ETHICS



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C.F. and VAT n° 02779340369 Cap. soc. EUR 40,000.00 i.v. – R.E.A. MO-330016

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GUIDE TO THE CODE'S USE

What is the Code?

The Code is a document, approved by the Sole Administrator of Dimar S.r.l. (hereinafter “Dimar”), which summarises the principles that inform conduct in the Company’s business, as well as the respective obligations and responsibilities of directors, employees, partners, and collaborators.

It is a fundamental element in assuring the effective prevention and detection of violations of the laws and provisions that apply to its activity.

It is structured as follows:

- Preamble, which sketches out the ethical vision of the Organisation and the means by which it wants to pursue its mission;
- General provisions, which define the Code’s recipients, the obligations of the company and its personnel, the validity of the Code towards third parties, the contractual value of the Code;
- Corporate ethical principles, which define the values of reference in the activities;
- Behavioural rules and standards, which define the guidelines that must inform, based on the ethical principles and beyond mere compliance with the laws, the behaviours of all personnel, with regard to those who have managerial and control responsibilities;
- Implementation and control procedures, which describe the mechanisms and bodies put in place to implement, monitor and disseminate compliance and conformity with the Code and guarantee its constant update;
- Disciplinary mechanisms, which envisage sanctions related to cases of infringement of the behavioural rules contained in the code.

Where can the Code be found?

The Code may be consulted by all recipients at locations of the company that are accessible to all, by the most appropriate means and in accordance with local standards and customs. The Code may be consulted on the Company’s website and on the intranet network, from where it is freely downloadable.

Copies of the Code may also be requested from the Management.

Can the Code be amended?

The Code is subject to revision by the Sole Administrator of Dimar.

The revision activity takes into account, inter alia, the comments and constructive suggestions received by directors, other employees and third parties, the evolution of the regulatory framework and the most consolidated international practices, as well as the experience acquired in the application of the Code itself. Any amendments to the Code introduced following this revision activity shall be published and made available by the means mentioned above.



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SECTION I - PREAMBLE

IDENTITY

Dimar is a company that falls under the category of small/medium enterprises (SME) and operates in the biomedical sector, specialising in the production and marketing of medical devices and highly innovative technologies for the treatment of acute respiratory failure and non-invasive ventilation (NIV).

Established in 2002, it currently counts amongst its customers 125 Italian hospitals, serving approximately 500 departments, as well as two multinational distributors which, in turn, serve hundreds of structures around Europe, for a total of a few thousand departments. Its largest users are intensive care units, respiratory medicine, first aid, A&E, medicine, haematology and infectious diseases, cardiology and neonatology departments.

Dimar undertakes to produce and supply medical technologies and high-quality related services, in the interest of patients' safety and well-being.

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With this Code of Ethics, Dimar proves its ethical and legal responsibility with principles and values assumed by the collaborators of the Company in doing the company's business and performing its activities.

Furthermore, the code represents the set of rights, duties and responsibilities that the Company intends to adopt in ethical/behavioural terms, in order to adapt its structure to the requirements set forth by (It.) Legislative Decree 231/2001 (hereinafter, for the sake of brevity, "decree"), and to prepare the code of conduct that apply inside and outside of the Company to be complied with in the furtherance of the company's goals: it is, therefore, a directive whose rules of conduct must inform the daily work performance of all and which presupposes, first and foremost, compliance with the applicable laws and regulations, also those that are internal to the Company.

It aims to recommend, promote and set ethical "standards" of reference, at the same time prohibiting specific behaviours, beyond and independently of the provisions of the regulatory framework.

The Company carries out its activity in compliance with EU, national and international rules and regulations that apply in all Countries where it operates, condemning corruption and all illegal practices; particular attention is dedicated to the laws and ethical and behavioural rules adopted by Assobiomedica (hereinafter also Confindustria Medical Devices) with the aim of promoting transparent and loyal behaviours in the healthcare sector.

No behaviour that violates the legislation in force, this Code of Ethics or the internal rules and regulations, adopted by the company's governing bodies, by the company's management and - in general - by all employees and collaborators in the performance of the tasks and duties entrusted thereto may be considered to be justified, even if motivated by the furtherance of an interest of the Company.

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The adoption of such behaviour shall entail sanctions against the persons responsible.

This Code is the expression of the will of the Company's top management and is approved thereby; Dimar therefore hopes that the Code will be spontaneously shared, supported and disseminated and demands compliance with the Code and its application by all subjects who operate on behalf of the Company or who come in contact therewith.



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SECTION II - MEANS OF APPLICATION

ART. 1 - ADOPTION AND UPDATE

This Code of Ethics was adopted by the Company's Sole Administrator by virtue of a deliberation dated **08/04/2021**.

The Code is subject to periodic revision by the Sole Administrator of Dimar; the revision activity will take into account the contributions received from the recipients of this Code, any changes inside and outside of the Company, the evolution of the regulatory framework and the most consolidated national and international practices, as well as the experience acquired in the application of the Code itself.

All in order to assure full consistency between the guiding values assumed as fundamental principles of the Company and the behaviours to be adopted in accordance with the provisions of this Code.

The Dimar Code of Ethics is based on the Guidelines of Confindustria for building organisation, management and control models pursuant to (It.) Legislative Decree 231/2001, updated on 31 March 2014, on the CNDEC Guidelines of December 2018 and on the Code of Ethics of Confindustria Medical Devices (formerly Assobiomedica), updated in September 2020.

ART. 2 - RECIPIENTS

The recipients of the Code of Ethics, for whom the rules contained therein are binding, are as follows:

- The Sole Administrator;
- The shareholders and special attorneys;
- The managers;
- Employees with a fixed or indefinite employment contract;
- External collaborators;
- Other subjects with whom the company entertains contractual relationships for the furtherance of the corporate goals, which entail the provision of services - even temporary - or carrying out activities in the name and on behalf of the company, to the extent that they establish a trust-based relation with the latter.

The behavioural principles and standards mentioned below must inspire all corporate behaviours; in no case can pursuing the interest of Dimar justify conduct that violates the applicable laws or the rules of the Code of Ethics.

Each recipient must provide professional contributions that are adequate for the responsibilities assigned thereto, acting in a way that protects the Company's prestige and reputation. The recipients must avoid situations and/or activities that may lead to conflicts of interest with those of the Company or which could interfere with their ability to take impartial decisions, safeguarding the best interests thereof.



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The subjects who, on various grounds, collaborate or will collaborate with Dimar must comply with the Code of Ethics.

Compliance with the norms and provisions contained in the Code of Ethics constitutes an integral and essential part of the contractual obligations deriving from employment relationships (for employees) and from contractual regulations (for non-employed collaborators).

The violation of the aforementioned rules will constitute a breach of the obligations deriving from the employment or collaboration relationship, with all legal or contractual consequences.

ARTICLE 3 - THE RECIPIENTS' OBLIGATIONS

The set of the ethical principles, values and behavioural rules expressed in the Code of Ethics and in the Code of Conduct must inspire the activity of all those who operate inside or outside the sphere of action of Dimar (hereinafter the “internal and external collaborators”).

All actions, operations, negotiations, and, in general, behaviours adopted by the recipients in the performance of their work activities must be informed by the principles of honesty, fairness, integrity, transparency, lawfulness, clarity and mutual respect and be open to checks and controls in accordance with the applicable standards and internal procedures.

All activities must be carried out with a sense of commitment and professional rigour.

Each recipient must provide professional contributions that are adequate for the responsibilities assigned thereto and must act in a way that protects the prestige of Dimar.

The recipients undertake to actively cooperate in the audit activities, in accordance with the applicable laws and internal procedures.

Each recipient must provide professional contributions that are adequate for the responsibilities assigned thereto and must act in a way that protects the company's prestige and reputation.

Specifically and by way of a non-limiting example:

- The members of the management Body shall be inspired from the principles of the Code of Ethics in setting business goals;
- The shareholders and special attorneys shall give concrete effect to the values and principles contained in the Code of Ethics and in the Code of Conduct, assuming responsibilities towards internal and external subjects and strengthening trust, cohesion and team spirit;
- The employees, in due compliance with the applicable legislation and rules and regulations, shall adapt their actions and behaviours to the principles, goals and duties envisaged by the Code;
- Collaborators on a regular basis (agents, consultants, etc.), suppliers and trade partners shall adapt their conduct to the Code.

All recipients are required to comply and, for the matters under their purview, to ensure compliance with the principles contained in the Code of Ethics and in the Code of Conduct: under no circumstance can the claim to be acting in the interest of Dimar justify the adoption of behaviours that violate those set out here, and, in general, those set out in laws, rules and regulations.



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Dimar, taking into account regulatory, social, economic and cultural differences, undertakes to guarantee the widespread internal and external dissemination of the Code of Ethics and of the Code of Conduct by:

- Distributing them to all members of the corporate bodies and all employees;
- Displaying them at a location that is accessible to all and publishing them on the corporate intranet;
- Making them available to agents, consultants, suppliers and trade partners on the website.

ARTICLE 4 - EFFECTIVENESS OF THE CODE OF ETHICS TOWARDS THIRD PARTIES

With regard to third parties, all company personnel - depending on the responsibilities assigned thereto - will endeavour to:

- Provide adequate information regarding the duties and obligations imposed by the code;
- Demand compliance with the obligations that directly concern their activity;
- Implement the appropriate internal and - if under their purview - external initiatives in case of failure by third parties to comply with the obligation to respect the rules of the Code.

ARTICLE 5 - TRAINING ACTIVITIES

The Management, possibly with the cooperation of external consultants, will take steps to insert in the annual training plan initiatives aiming to promote knowledge of the values and behavioural rules to which reference is made in this Code of Ethics.

A training program on the contents of the Code of Ethics is envisaged for newly-hired personnel in the context of the courses to follow on first entering the company.



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SECTION III - ETHICAL PRINCIPLES

During its activity, the Company has identified certain values that guide the behaviours of all persons acting on its behalf, in order to assure fairness in doing the company's business and carrying out its activities, the protection of the environment and of the company's reputation.

All actions, operations and negotiations, and, in general, behaviours adopted by the "recipients" of this Code in the performance of their work activities must be informed by the principles of honesty, fairness, integrity, transparency, lawfulness, clarity and mutual respect.

Everyone, within the limits of the responsibilities related to their role, must act with maximum professionalism and endeavour to appropriately satisfy the needs of the customers and internal users, concretely contributing to the achievement of the company's objectives and compliance with the values expressed.

All recipients of this Code of Ethics must adapt their behaviours to the provisions and principles of this document, not taking initiatives that violate it.

ART. 6 - LAWFULNESS

In carrying out its activities, the Company acts in compliance with the laws and regulations in force in the territories where it operates, with the Code of Ethics and with internal corporate rules.

Furthermore, the Company endeavours to demand compliance with the internal rules and regulations and/or all laws by personnel, collaborators, customers, suppliers and all other third parties with whom it has a legal relationship.

Dimar absolutely forbids all actions, carried out by individuals or associations of people, who may in any way support, promote or, simply, encourage criminal association or Mafia-type criminality.

ART. 7 - HONESTY, FAIRNESS AND INTEGRITY

Dimar establishes relationships with the stakeholders in compliance with the rules of fairness, loyalty, cooperation, mutual respect and integrity.

In no case may the furtherance of the Company's interests justify improper behaviour.

Dimar concretely endeavours to seek to carry out its activity with integrity; in fact, the latter is an important element of the corporate assets and is a strong guarantee of the civic commitment of the enterprise vis-a-vis all persons who work therein, all its customers and all its stakeholders, in general.

The principle of honesty obliges the Management, all employees and collaborators of Dimar to refrain from any and all behaviours that could fall, or even just appear to fall, under the following definition of corruption: offering, promising, providing, accepting or requesting an undue advantage of any value whatsoever (which may be economic or non), directly or indirectly, and regardless of location, in violation of the legislation in force, as incentive or recompense for a person acting or omitting to act with regard to the performance of the tasks that have been entrusted thereto.



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ART. 8 - CONFIDENTIALITY

Under their obligations towards the Company, all subjects/recipients must safeguard the confidential information of Dimar, using it only inside the Company and exclusively in the interest thereof.

Collaborators undertake to preserve the secrecy of confidential information of which they became aware in the performance of their work activities and not to disseminate it for reasons other than those pertaining to office activity.

Confidential information may include but not be limited to trade secrets and know-how, inventions, marketing and sales programmes and strategies, information on customers and suppliers, the strategies to determine prices and procurement, financial data, computer software, data, formulas, compositions, techniques, products.

The know-how and intellectual property developed by Dimar constitute a fundamental resource that all directors, managers, other employees and other recipients of the Code must protect. In fact, in case of improper divulgation of such know-how and intellectual property, the Company may find that both its assets and reputation have been damaged.

Consequently, all directors, shareholders, special attorneys, other employees and the other recipients of the Code shall be obliged to:

- Not reveal to third parties information concerning the technical, technological and trade knowledge of the Company, unless when such divulgation is required by law or other regulatory provisions or where it is expressly envisaged by specific contractual agreements with which the counterparties have undertaken to use such information exclusively for the purposes for which it was transmitted and to preserve its confidentiality;
- Refrain from using the information for their own benefit or for the benefit of persons who are not related to the Company;
- Make sure that the confidential information is only accessible with a password or, alternative, is stored in a safe place.

The confidentiality obligations as per the Code shall persist even following the cessation of the employment relationship: the cessation of the employment relationship shall also give rise to the obligation to deliver to the employee's line manager all documents and other materials that contain confidential information related to Dimar.

The Company requires that the information obtained not be used in the interest of the user in order to obtain an undue advantage therefrom, by means that violate the law.

The obligation of confidentiality with regard to the information obtained shall also apply to the subjects with whom the Company entertains relationships of a contractual or other nature, through specific contractual clauses or a request to sign non-disclosure agreements.

Therefore, all recipients of this Code of Ethics must:

- Obtain and process only the data that are necessary for the performance of their tasks;



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- Obtain and process such data only in the context of specific procedures;
- Store such data so as to prevent access by unauthorised subjects;
- Disclose such data in the context of pre-established procedures and/or on the explicit authorisation of the competent departments and, however, after checking whether they may be divulged;
- Associate such data by means such that all subjects authorised to access them may easily receive an overview thereof that is as precise, exhaustive and truthful as possible.

Should the subjects/recipients unduly obtain knowledge of confidential information, or revelations by subjects who are under an obligation of secrecy, they shall be obliged to appeal to the Management.

Dimar in turn will endeavour to respect the confidentiality of the personal information of its employees and collaborators, both internal and external; access to the personal data is, in fact, limited to duly authorised persons, who have an actual need to know them.

The authorised employees and collaborators who have access to the personal information must comply with the maximum principles of confidentiality with regard to their use.

ART. 9 - TRANSPARENCY

Dimar undertakes to always make sure that, with regard to its external stakeholders, its operations are authorised, verifiable, recorded, legitimate, consistent and relevant.

The corporate bodies, the shareholders, the special attorneys, the employees must adopt fair and transparent behaviours in the performance of their tasks, especially in relation to any requests made by the shareholders, the corporate bodies, the supervisory bodies and the public authorities.

These subjects must be treated in a spirit of maximum helpfulness and cooperation.

The corporate bodies, the shareholders, the special attorneys and the employees of Dimar shall be obliged to guarantee the truthfulness, authenticity and originality of the documentation and of the information provided during the performance of the activities under their purview.

ART. 10 - ABSENCE OF CONFLICTS OF INTEREST

Situations of conflict of interest must be painstakingly avoided in all activities carried out; such situations shall be understood as situations in which a member of the corporate bodies or an employee has an interest - even personal - that clashes with the interest pursued by Dimar.

Situations that violate this rule must be immediately communicated to any Managers, and the subject of a conflict of interest must refrain from performing any act.

By way of a non-limiting example, the following situations may result in a conflict of interest:

- Having economic and financial interests, also through relatives, with suppliers, customers or competitors;
- Being represented in the relations with the Public Administration by subjects with whom an (abstract) conflict of interest may arise;



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- Accepting gifts, money, gratuities or favours of any nature from people, companies or bodies that entertain or intend to stipulate business relationships with the Company;
- Using one's own position in the company or the information obtained during one's work in a way that can create a conflict between one's interests and those of the company.

All corporate bodies, heads of department and employees must make sure that all business decisions are taken in the interest of the Company; they must, therefore, avoid all situations of conflict of interest that may compromise their ability to make independent judgements and choices.

ART. 11 - IMPARTIALITY

Dimar respects the fundamental rights of people, protecting their moral integrity and guaranteeing equal opportunities.

No behaviours with a discriminatory content based on age, sex, sexuality, health, race, nationality, political opinions and religious beliefs shall be allowed in internal and external relationships.

The Company believes that diversity is an opportunity for innovation and the development of dialogue and the exchange of ideas, opinions and experiences.

ART. 12 - WORK ETHICS AND PROTECTION OF PEOPLE

The Company guarantees the physical safety and the moral character of its employees, working conditions that respect personal dignity, and safe and hygienic working environments, in full compliance with the regulatory framework in force on the prevention of accidents and the protection of workers at the workplace.

The Company dissociates itself and condemns all behaviours aiming to facilitate the illegal entry of a foreigner in the territory of the Italian State, or in another State of which the person is not a national or where they do not reside, in order to profit, even indirectly.

Furthermore, it guarantees a workplace free from discrimination based on sex, class, religion, race, nationality, disability, sexual orientation, political opinions, trade union membership, political affiliation, and age.

Moreover, actual or potential workers must not be subjected to medical tests/pregnancy tests that may be used in a discriminatory manner.

The competent departments shall also make sure that the working environment is free of bias: each individual must be treated with respect, without any intimidation and with respect for their moral character, preventing illicit conditioning and undue discomfort. Further, the Company assigns primary importance to the protection of minors and to the suppression of exploitative behaviours of any nature adopted towards minors: it is, therefore, forbidden and fully incompatible with the Company to improperly use IT tools specifically with the aim to adopt or even to just facilitate possible behaviours pertaining to the crime of child pornography, possibly also consisting of virtual images.

In addition, the Company pays particular attention to the work of women, working conditions and hours, social security and pension contributions, and remuneration.

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The working week, including overtime, may not exceed the number of working hours allowed by law.

The workers must have at least one day of rest for each 7-day week.

No use must be made of forced, bonded or contract-connected labour nor of involuntary prison labour: all forms of labour provided must be voluntary, and the workers must be free to interrupt the employment relationship with reasonable advance warning.

The Company condemns the exploitation of workers, in any form.

The Company strongly objects to the phenomenon of the “gangmaster system”.

The Company does not use child and underage labour, that is to say it does not employ persons younger than the minimum age envisaged by the laws in force in the Country where the work is being performed and, in any case, younger than fifteen, without prejudice to the exceptions that are expressly set forth by international conventions and local legislation.

The Company considers the exploitation of forced or compulsory labour unacceptable.

It is possible to make use of regular internship programmes that comply with the laws and regulations.

Workers younger than eighteen must not perform hazardous tasks and they may be forbidden from working nights, in consideration of their need to go to school.

The Company shall apply labour law and the provisions of the national collective bargaining agreement and second-tier collective bargaining agreements.

All employees who, in the performance of their work activity, become aware of behaviours that may favour the violation of personal safety, constitute exploitation of the person or reduction of the person to a state of subjection or behaviours aiming to discriminate, must report any such behaviour or acts to the department tasked with the management of human resources and/or their line manager.

The Company also demands that its suppliers and partners comply fully with the applicable regulatory framework on labour.

In hierarchical relationships, or, in any case, in relationships that imply a disparity in position, authority must be exercised fairly, respectfully and in moderation, avoiding all abuses.

In particular, any exercise of power that harms the dignity and autonomy of employees and partners must be avoided, and the choices with regard to the organisation of labour must always safeguard the value of the individual contributions.

Dimar shall develop an active policy to guarantee the equal treatment of sexes and to counter behaviours that constitute harassment at the workplace, the term being understood to mean:

- Any harassment, such as that related to race, sex or other personal characteristics;
- The creation of an intimidating, hostile or isolating working environment vis-a-vis individuals or groups of workers;
- The violation of personal dignity to which such harassment or behaviours aim;
- The unjustified interference with the work performance of another;



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- Hindering the individual work opportunities of another on mere grounds of personal competition;

The Company does not allow sexual harassment, the term being understood to mean the subordination of possibilities for professional growth or other advantage to the provision of sexual favours and all other behaviours with a sexual connotation or based on gender, unwanted by one of the parties and injurious to personal dignity.

The Society shall assure working conditions that comply with the behavioural rules of good education, taking action so that there are no episodes of intimidation, mobbing or stalking in the working environment.

The Company demands that each recipient personally contribute to keep the working environment respectful of other people's sensitivities.

Therefore, the following are forbidden during the performance of work and in the workplace:

- Working while under the effects of abusive intake of alcohol, drugs or substances with a similar effect;
- Consuming or providing narcotics, for any reason, during work;
- Smoking.

All members of the Company's top management and the Company's employees must use the corporate assets and resources to which they have access or which are in their custody efficiently, exclusively for the purpose of achieving the corporate goals and purposes, and they must also use such assets in ways that can protect their value. In addition, they shall all be responsible for the protection of such assets and resources from loss, theft and unauthorised use or disposal. All uses of such assets and resources that may clash with the interests of the Company or which may be motivated by professional motives not related to the employment relationship are forbidden.

It is also forbidden to install and use unlicensed programs on the corporate computers.

ART. 13 - SAFETY, PROTECTION OF HEALTH AND WORKING CONDITIONS

Dimar deems the environment and nature to be fundamental values and assets belonging to all, to be protected and defended; for this purpose, the company is committed to contributing to the development and well-being of the community in which it operates, pursuing the objective of guaranteeing the health and safety of employees, external collaborators, customers and of the communities concerned.

The attention to full and rigorous compliance with all laws on health and safety has found its expression in the drafting of the RAD (Risk Assessment Document) through which the company analysed and assessed the risks related to safety and defined the actions to be taken.

Management assures a suitable working environment that complies with the applicable regulatory framework on occupational health and safety, able to positively influence yield and customer satisfaction and the performance of personnel.



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It also guarantees that the corporate infrastructure (offices, equipment) is in a position to allow the company to provide services that are in accordance with the specifications and satisfy the stakeholders. The structure of labour guarantees adequate spaces, well-maintained and effective equipment and apparatus, communication and information systems.

The work spaces guarantee:

- Spaces for pauses and meetings and social interactions;
- Participation of the collaborators in the life of the company with regard to decisions and choices that may have an effect on the working environment.

The Company undertakes to act strictly in compliance with the applicable standards on occupational health and safety.

By complying with the standards, the Company's top management and employees contribute towards guaranteeing occupational health and safety.

Such principles and criteria may be identified as follows:

- Assessing risks to health and safety;
- Planning prevention, aiming for a whole which, when it comes to prevention activities, coherently integrates the Company's technical and production conditions, as well as the influence of environmental factors and the organisation of labour;
- Eliminating risks and, where that is not possible, reducing them to a minimum with regard to the knowledge acquired based on technological progress;
- Assessing all risks that cannot be eliminated;
- Reducing risks at source;
- Complying with the principles of ergonomics and hygiene of the workplaces in the organisation of labour, when granting work stations and choosing work equipment, defining work and production methods, in particular with the purpose of reducing the effects on health of monotonous and repetitive work;
- Replacing what is dangerous with what is not dangerous or less dangerous;
- Limiting the number of workers who are or may be exposed to risks to a minimum;
- Depending on the type of business carried out, limiting the use of physical, chemical and biological agents at the workplace;
- Planning measures deemed suitable to guarantee the improvement of safety levels over time, also by adopting codes of conduct and good practices;
- Prioritising collective protection measures rather than individual protection measures;
- Information, training, consultation and participation of workers, or of their representatives, on matters concerning occupational health and safety;
- Emergency measures to be implemented in case of first aid, fire fighting, worker evacuation and grave and immediate danger;
- Measures for hygiene and the health control of workers depending on the specific risks;
- Using warning and safety signs;

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- Removing a worker from exposure to risk for personal health reasons and, where possible, assigning them other tasks;
- Adequate communication and involvement of the Recipients, within the limits of the respective roles, functions and responsibilities, on matters relating to occupational health and safety; in this sense, the company recognises the particular importance of the preventive consultation of the subjects concerned with regard to the identification and assessment of risks and the definition of preventive measures;
- Adequate education and training of the Recipients, within the limits of the respective roles, functions and responsibilities, with regard to matters related to occupational health and safety, in order to guarantee awareness of the importance of compliance with the actions pertaining to the model and of the possible consequences of behaviours that diverge from the rules dictated thereby; in this sense, the company recognises the particular importance of education and training of subjects who perform tasks that may have an effect on occupational health and safety;
- Constant control of the premises and of the related systems - be they owned by the company or leased or in its possession on any grounds - also beyond the legal obligations and the prevention of risks considered imminent;
- Regular maintenance of spaces, equipment, machines and systems, with particular regard to safety equipment in compliance with the manufacturers' instructions;
- Clear definition of the chain of responsibilities, in line with the provisions of (It.) Legislative Decree 81/2008.

ART. 14 - COMMITMENT TO SUSTAINABLE DEVELOPMENT AND PROTECTION OF THE ENVIRONMENT

All production activities shall be managed in compliance with the regulatory framework in force on environmental matters (among which the Single Act on the Environment, (It.) Legislative Decree 152/2006).

The attention paid to full and rigorous compliance with all laws on the environment was translated into the obtainment of certification 14001:2015.

Consistently with its line of attention to environmental and territorial issues, Dimar undertakes, in particular, to:

- Adopt measures that can limit - and, if possible, nullify - the negative impact of the economic activity on the environment;
- Plan thorough and constant monitoring of scientific progress and of the evolution of the regulatory framework on environmental matters;
- Ensure that the company's activity shows maximum respect for the protection of the waters, the air, the soil, the subsoil, the ecosystems, (agricultural) biodiversity, the flora and the fauna;



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- Disseminate and consolidate among all its heads of department, employees and partners a culture of protection of the environment and prevention of pollution, developing awareness of risks and promoting responsible behaviours by all collaborators;
- Not perform any activities related to environmental protection in violation or in absence of the authorisation envisaged;
- Promptly and without delay perform activities for the recovery and restoration of the condition of the location in the case of situations that are harmful to the environment, in general;
- Except in cases where this is allowed, not hunt, capture or detain any specimen belonging to a protected wild animal species;
- Not import, export, transport, possess, use for profit, purchase, sell, display or detain for sale or for commercial purposes specimens mentioned in Regulation (EC) no. 338/97 in absence or contrary to the certifications or licences envisaged; not offer for sale or however sell the aforementioned specimens without the documentation envisaged; not detain live specimens of wild mammals and reptiles and live specimens of mammals and reptiles originating from reproduction in captivity that constitute a hazard to public health and safety;
- Not sell, receive, transport, import, export or procure to third parties, detain, transfer, abandon, discard highly radioactive material unlawfully;
- Promptly and without delay perform activities for the recovery and restoration of the condition of the location in the case of situations that are harmful to the environment, in general;
- Except in the cases where this is allowed, not destroy, pick up or detain any specimen belonging to a protected wild animal species;
- Except in the cases where this is allowed, not destroy, pick up or detain any specimen belonging to a protected wild plant species;
- Not unload industrial waste waters, without authorisation, or following the suspension or revocation of the authorisation;
- Not pollute the soil, the subsoil, surface or underground waters by exceeding the concentration risk threshold, and, where necessary, take steps for decontamination;
- When preparing a waste analysis certificate, provide the correct indications on the nature, the composition and the chemical/physical characteristics of said waste;
- Guarantee maximum transparency towards the Authorities and towards the stakeholders in their dealings with the Company, among which the local Communities involved in projects that have an environmental impact;
- Constantly update the technological systems in order to guarantee the reduction of polluting factors;
- Not exceed the emission air quality limit values laid down in authorisations, norms and the applicable regulatory framework;

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- Minimise the direct and indirect environmental impact caused by the activity of the production systems, at the same time reducing the use of natural resources (electricity, water, gas) and of raw materials during the execution of the works at the Company's sites;
- Reduce the perilousness of the substances used;
- Adopt eco-efficient technologies;
- Reduce the production of waste, in any way opting for separate waste collection;
- Prepare a waste analysis certificate, providing the correct indications on the nature, the composition and the chemical/physical characteristics of said waste;
- Not traffic waste unlawfully.

The Company's interest may never prevail over the integrity of the environment as a primary asset. In addition, the Company expects compliance with the protection of the environment also by its suppliers, so that the actions may be considered truly sustainable.

ART. 15 - TRANSPARENT ACCOUNTING AND CORPORATE OPERATIONS; MANAGEMENT OF TAX OBLIGATIONS

Dimar is aware of the importance of transparency, accuracy and completeness with regard to corporate books and disclosures, accounting records, financial statements and interim annual returns, account reports, all economic, asset/equity, financial documents, and everything else that is required for the operation of the Company by legal provisions and corporate organisation procedures.

It endeavours to put in place an administrative/accounting system that can be trusted to correctly represent management operations and to provide the tools for identifying, preventing and managing, to the extent that this is possible, risks of a financial and operational nature, as well as fraud against the Company.

All operations or transactions performed in the name and on behalf of Dimar must be implemented exclusively by competent personnel and must be authorised, verifiable, legitimate, reasonable, consistent, correctly and promptly recognised, recorded in the corporate accounting system, in accordance with the criteria laid down by law, based on the applicable accounting principles and in full compliance with existing corporate procedures.

The administrative and accounting activity is carried out with the use of updated tools and IT procedures that optimise its efficiency and correctness.

The accounting entries must make it possible to:

- Produce accurate and timely economic, asset/equity and financial returns;
- Provide the tools for the identification, prevention and management, to the extent that this is possible, of fraud and financial and operational risks;
- Perform checks that reasonably make it possible to guarantee the safeguarding of the assets' value and protection from losses.



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Each record must precisely reflect what transpires from the supporting documentation - easily traceable and ordered in accordance with logical criteria and in compliance with the provisions and corporate procedures - in order to facilitate:

- Easy and timely bookkeeping;
- The prompt determination of the characteristics and motivations underlying it;
- The identification of the various levels of responsibility, allocation and separation of tasks;
- The accurate reconstruction of the transaction.

Dimar shall offer maximum cooperation at all levels, providing correct and truthful information with regard to the company's activities, assets and transactions, as well as with regard to all reasonable requests received by the competent bodies.

From the point of view of the management of tax obligations, there is an obligation to:

- Define a clear attribution of roles and responsibilities to the various sectors of the organisation of the taxpayers with regard to tax-related risks;
- Implement effective procedures for the detection, measurement, management and control of tax-related risks, compliance with which must be guaranteed at all corporate levels;
- Define procedures to remedy any shortcomings encountered in its operation and activate the necessary corrective actions;
- Ensure that the relationships between the taxpayer and the financial Administration are informed by cooperation, fairness and good faith;
- Make sure that the tax department has carefully examined the regulatory framework, practice and case law of reference which characterises the activity carried out by the enterprise from a taxation point of view;
- Comply with all laws, standards and regulations and reply to requests for information from the financial Administration;
- Adopt carefully thought-out choices and diligent professional judgements to reach reasonable conclusions with regard to matters of a tax-related nature;
- Make sure that all decisions are taken at an adequate level and that they are supported by documentation that provides proof of the facts, conclusions and tax-related risks;
- Develop and promote cordial and cooperative relations with tax authorities, government bodies and other third parties related thereto;
- Embark on appropriate relations with the tax authorities, administrative officials, institutional representatives and other third parties in a professional, courteous and cooperative manner;
- Adopt all tools that can guarantee compliance with the laws on anti-corruption, and tax, criminal and criminal tax law;
- Guarantee the correct determination of taxes and integrity in the tax obligations to the Authorities, avoiding disputes, in compliance with the requirements and timeframes associated thereto;

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- Ensure that the relations with the tax authorities are informed by transparency and good faith, pursuing the goal of using long-term relations to their best advantage, being recognised as a trustworthy counterparty with which to establish relations characterised by cooperation;
- Strengthen and develop the personal and professional skills of the resources involved in the taxation process and in the management of the risks associated therewith.

Behaviours that aim to alter the correctness and veracity of the data and information contained in the financial statements, in the reports or in the other corporate communications envisaged by law and addressed to the shareholders and to the public are condemned.

By way of a non-limiting example, the following behaviours are forbidden:

- Making false statements or suppressing information concerning the economic, asset/equity or financial situation of Dimar in the reports or other disclosures addressed to the shareholders or to the public, with awareness of the falsehood and with the intention of deceiving the recipients of the disclosures, in a manner that may mislead the recipients of the disclosures on the aforementioned situation, in order to obtain an illicit gain for oneself or for others;
- Reporting material facts that do not reflect the truth even though they are the subject of valuation, or suppressing information whose disclosure is imposed by law concerning the economic, asset/equity or financial situation of Dimar in the financial statements, the reports or other disclosures addressed to the shareholders or to the public, in a manner that may mislead the recipients of the disclosures with regard to the aforementioned situation, possibly causing financial damage to the shareholders or creditors, with the intention of deceiving the shareholders or the public and in order to obtain an illicit gain for oneself or for others;
- Making any type of payment in the interest of the company in the absence of adequate supporting documentation;
- Deliberately withholding or suppressing the actual nature of any corporate fact recorded in the accounting books and/or omitting to report it; the same shall apply to all other documents of the Company that can influence the representation of the Company's economic situation;
- Suppressing documents or, using other suitable contrivances, hampering or however placing obstacles in the performance of control or audit activities that are by law assigned to the shareholders and/or other corporate bodies;
- Returning, even under false pretences, the shareholders' contributions or freeing them from the obligation to pay them;
- Distributing the corporate assets among the shareholders before paying the company's creditors or allocating the amounts intended to satisfy their claims;
- Distributing profits or advances on profits not actually realised or destined by law to a reserve, or distributing reserves which may not be distributed by law;
- Purchasing or subscribing shares or treasury shares except in the cases laid down by law;

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- Decreasing the share capital or performing mergers with another company or demergers, causing damage to the creditors;
- Refraining from disclosing situations of conflict of interest;
- Fictitiously establishing or increasing the share capital
- Obtaining a majority in the shareholders' meeting in order to procure an illicit gain for oneself or others;
- Spreading false information or carrying out fake operations or other subterfuges for the purposes of provoking a significant alteration in the price of financial instruments;
- Stating material facts that do not correspond to the truth, in order to place obstacles in the exercise of supervisory functions, stating material facts that do not correspond to the truth, even if subject to valuation, on the economic, asset/equity or financial situation of those subject to supervision, or suppressing by other fraudulent means facts that must be disclosed with regard to such situation;
- Using or presenting false, inaccurate or incomplete declarations or documents, with regard to VAT, which result in a decrease of the tax due;
- Omitting a disclosure related to VAT in violation of a specific obligation, which has the same effect;
- Presenting accurate declarations related to VAT to fraudulently hide the failure to pay VAT or the unlawful establishment of rights to VAT refund;
- In order to evade taxes on income or added value, using invoices or other documents for non-existent operations, indicating fictitious liabilities in one of the declarations that relate to such taxes;
- Issuing invoices or other documents for non-existent operations in order to make it possible for third parties to evade taxes on income or added value;
- In order to evade taxes on income or added value, performing subjectively or objectively simulated operations or, by using documents or other fraudulent means that can place obstacles in the ascertainment and can mislead the financial administration, indicating in one of the declarations that relate to such taxes assets of an amount lower than what is true or fictitious liabilities or fictitious receivables and withholding taxes;
- In order to evade taxes on income or added value, or to make it possible for third parties to evade them, suppressing or destroying, in whole or in part, the accounting records or the documents that must mandatorily be retained, so as to make it impossible to reconstruct the income or turnover;
- In order to evade taxes on income or added value, indicating in the annual statement assets of an amount lower than what is true or non-existent liabilities;
- In order to evade taxes on income or added value, not presenting, despite it being mandatory, the annual statement relating to such taxes;
- Not paying the amounts due, using unavailable credits to offset them;

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- In order to avoid paying taxes on income or added value or interest or administrative sanctions related to such taxes, fictitiously selling or performing other fraudulent acts on the company's own assets or other assets that can, wholly or partly, render the enforced recovery proceedings ineffective;
- In order to obtain for itself or for others partial payment of duties and related additional charges, indicating in the documentation submitted for the purposes of the tax settlement procedure assets of an amount lower than what is true or fictitious liabilities.

All subjects called upon to produce the aforementioned documents must verify, with due diligence, the correctness of the data and information which will then be used to draft the documents indicated above.

Should they become aware of omissions, falsifications or negligence in the accounting books or in the documents which form the basis for accounting records, they shall be obliged to inform their superior or, alternatively, the competent department.

ART. 16 - PROTECTION OF PRIVACY

The Company is aware of the importance of protecting the recipients' privacy, by adopting the most suitable precautions and security measures on the processing of sensitive data, as expressed by (It.) Legislative Decree 196/2003 and Regulation (EU) no. 679/2016 (GDPR).

All surveys of the opinions, preferences, personal tastes and, in general, the private life of the recipients is forbidden.

Furthermore, without prejudice to specific exceptions envisaged by the regulatory framework, it is forbidden to disseminate sensitive data without the prior consent of the data subject.

Should activities deemed not to be compliant with the regulatory framework on privacy or with the policies adopted by the Company on the matter or non compliant with the security standards be discovered, they must immediately be reported to the competent body.

ART. 17: SCIENTIFIC INFORMATION ETHICS

Scientific information is the Company's main communication activity; it must be accurate, balanced, fair, objective, free of ambiguity or misleading information, documented and verifiable.

The information must be produced and divulged in compliance with the provisions that govern the matter.

ART. 18: QUALITY GUARANTEE

The reputation of Dimar is founded on the highest quality of its medical devices, services and treatments, so that health professionals can offer patients the best possible results.

The Company's commitment is not limited to compliance with quality and safety standards laid down by the law, but, where possible, it goes above and beyond to guarantee increasingly more effective products, services and treatments.



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All recipients undertake to contribute to maintaining such standards, by providing high-quality services and by being fully cognisant of the applicable laws and of the regulations that relate to their area of responsibility, as well as to actively participate in and engage with specific training programmes prepared by the Company, which cover a wide field of activities.

Furthermore, employees are encouraged to diligently identify and prevent practices that could compromise the quality of the products and their safety or compliance with the laws.

In order to meet the aforementioned requirements, Dimar has been UNI EN ISO 13485:2016 certified, so as to guarantee full compliance with the requirements of (national and international) law with regard to the products' quality and safety, thus meeting the expectations of its partners and customers.



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SECTION IV - CONDUCT CRITERIA

ART. 19 - RELATIONSHIPS WITH THE PERSONNEL

Dimar recognises the fundamental role played by human resources as the main success factor of all enterprises, in a context of mutual loyalty and trust between employer and employees.

The Company identifies and selects candidates with absolute impartiality, autonomy and independent judgement, in full compliance with the regulatory framework in force and internal procedures.

The selection process only takes into account objective elements, such as skills, experience and education.

All personnel are hired with regular employment contracts and the activity is carried out in compliance with the collective bargaining agreements of the sector and the regulatory framework on social security, pensions and insurance.

On stipulation and performance of the employment relationship, personnel receive clear and specific instructions on regulatory and remuneration-related aspects: the company guarantees, in any case, fair and decent remuneration, which complies with the provisions of the National Collective Bargaining Agreement and the agreements that supplement it.

Any salary deduction must be compliant with local legislation.

Dimar undertakes to promote the continuous improvement of its employees' professionalism, based on professional skills and qualifications, without any discrimination, or any form of favouritism; for this purpose, it deems meritocracy, professional competence, honesty and fair conduct to be the best basis for the adoption of all decisions concerning the career of employees and all other aspects that concern them.

Moreover, the Company undertakes to take care of the training of all employees, encouraging them to participate in refresher courses and training programmes.

The Company shall not dismiss employees except in the cases allowed by the law and the National Collective Bargaining Agreement, and, however, never on grounds of discrimination.

The Company also demands that its suppliers and partners comply fully with the applicable regulatory framework on labour, with particular attention being paid to the employment of minors, the employment of women, the working conditions and hours, social security and pension contributions, and remuneration.

ART. 20 - RELATIONSHIPS WITH INTERNATIONAL OPERATORS

Dimar endeavours to ensure that the relationships with subjects operating at international level, including commercial relationships, are informed by and carried out in full compliance with the law and applicable regulations.

Dimar undertakes to adopt all precautions required to verify the reliability of international operators, as well as the legitimate origin of the capitals and means used by the latter in the context of the relationships entertained with the Company.

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The Company guarantees cooperation, fairness and transparency to the Authorities, also foreign, who should request information or carry out investigations with regard to the relationships entertained with international operators.

ART. 21 - RELATIONSHIPS WITH THE CUSTOMS AUTHORITIES

Dimar pays particular attention to the relations with Customs Authorities and to compliance with the laws that govern customs relationships, so as not to compromise the Company's integrity and reputation in any way.

The Company guarantees cooperation, fairness and transparency in the performance of import/export operations, customs procedures and the payment of customs duties.

Dimar undertakes to maintain an adequate administrative organisation, taking into account its own corporate model, for the management of the flow of goods, as well as an adequate internal control system. All employees shall be obliged to inform the customs authorities each and every time there are difficulties in complying with the customs rules and regulations.

All personnel are aware of the importance of the correct classification of goods and of the need to keep the main data updated.

By way of a non-limiting example, the following behaviours are forbidden:

- Importing foreign goods by land, sea or air in violation of decrees, prohibitions and restrictions;
- Unloading or storing foreign goods in the intermediate space between the borders and the nearest customs office;
- Hiding foreign goods on one's person or in one's luggage or among goods of another type or in any means of transport, so as to prevent them being inspected by customs;
- Exporting goods outside of the customs territory without having paid the duties due or without having guaranteed their payment;
- Exporting from the customs territory national or nationalised goods subject to border duties;
- Providing mendacious documents or information to the freight forwarder and to the Customs Agency;
- Paying money or other benefits to the officials of the Customs Agency;
- Importing or exporting goods that violate norms, prohibitions and restrictions pursuant to the Consolidated text of legal provisions on customs-related matters.

ART. 22 - RELATIONSHIPS WITH EXTERNAL COLLABORATORS

The Company shall identify and select collaborators and consultants with absolute impartiality, autonomy and independent judgement.

In their selection, Dimar shall take care to assess their competence, reputation, independence, organisational ability and suitability for the correct and prompt fulfilment of the contractual obligations and performance of the tasks entrusted thereto.



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External collaborators (consultants, professional firms, brokers) are required to comply with the principles contained in this code when they do business with and on behalf of the Company.

The subjects who act in the name and on behalf of Dimar shall be obliged to preserve and protect the Company's reputation of seriousness, respectability and fairness.

The directors, special attorneys, shareholders, and, more generally, all employees of Dimar must, in relation to their tasks:

- Carefully assess the opportunity to use the services of external collaborators, only selecting counterparties who are adequately professionally qualified and have a good reputation;
- Obtain the assistance of external collaborators in constantly assuring that the needs of customers and consumers are adequately met with regard to their legitimate expectations, in terms of quality, cost and timeframes;
- Check, also using suitable documentation, that such collaborators possess the (financial) means, organisational structures, technical abilities and experience, management systems (quality, environment, health and safety) and adequate resources that suit the Company's requirements and reputation;
- Request that external collaborators comply with the principles of this Code and include the express obligation to comply therewith in the contracts;
- Verify compliance with the regulatory framework on labour, including matters that pertain to the employment of minors, occupational health and safety;
- Promptly report possible violations of the Code to their superior.

ART. 23 - RELATIONSHIPS WITH THE PUBLIC ADMINISTRATION

Dimar complies with the principles of impartiality, lawfulness and independence that inform the operations of the Public Administration.

The relations between Dimar and the Public Administration (including but not limited to Ministries, the Italian Data Protection Authority, the Inland Revenue), public officials, persons tasked with a public service, public agents, and, more in general, health professionals must be informed by the most rigorous compliance with the applicable laws and regulations, not compromising in any way the company's integrity and reputation.

Furthermore, such relations must be managed exclusively by persons whose role includes this task, as envisaged by the corporate organisational structure and the description of job posts.

The relations shall also be informed by maximum cooperation, and must in no way impede institutional activity, and shall be carried out by preserving, in the relationships entertained therewith, appropriate areas of mutual independence, avoiding any action or attitude that can be interpreted as an attempt to improperly influence their decisions.

Dimar shall guarantee the completeness and integrity of the information provided as well as the objectivity of assessments.



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That said, all subjects operating on behalf of Dimar, be they employees or partners who collaborate therewith, are forbidden from promising or offering, also through a third party, directly or indirectly, money or other benefits to members of the Public Administration, Italian or foreign, or to their next of kin or relatives, in order to obtain an undue advantage for Dimar, even just potential, or such as to however create the impression of unlawfulness or lack of morality.

In the same way, employees are forbidden from:

- Receiving gifts or favourable treatment outside of the limits of normal courtesy relations and even of modest value. Should an employee receive gifts that exceed the aforementioned limits, he/she must immediately notify his/her superior, who will immediately refund or make the most suitable use of what was received;
- Accepting, even indirectly, money, gifts, goods, services, or favours with regard to relations entertained with any third party with which the company has an ongoing relationship, for the sole purpose of influencing their decisions with the intention of seeking more favourable treatment or undue services.

No “recipient” may circumvent the aforementioned norms by having recourse to various forms of help or contributions which, in the guise of sponsorships, assignments, consultancy, advertising, recruitment may have the same purposes as those forbidden above.

While negotiating with the Public Administration, in Italy or abroad, it is forbidden to inappropriately influence, or attempt to influence, the decisions of the counterparty, including those of officials who negotiate or take decisions on behalf of the Public Administration.

If the entity uses a consultant or a “third-party” subject - without prejudice to the prohibition of the existence of a possible conflict of interest concerning the entity - to represent it in the relationships with the Public Administration, it must envisage that the same directives that apply to the entity’s employees shall apply to the consultant and its personnel or to the “third-party” subject.

By way of a non-limiting example, the following actions shall be deemed to be inappropriate behaviours - potentially harmful not just to the State and other Italian public bodies, but also to the European Union:

- Hiring as employees of the shareholders or conferring assignments to former employees of the Public Administration who, in the last three years of service, have exercised authority or negotiating powers the recipient of which was the Company, and this in the three years following the end of the relationship of employment in the civil service;
- Offering or in any way providing gifts, even in the form of corporate promotions reserved to the company’s employees or by, for example, paying travel expenses;
- Offering or in any way providing gifts that are not of modest value and which may, however, be understood as remuneration;
- Providing, promising to provide, requesting or obtaining confidential information and/or documents, or however such as to compromise the integrity or reputation of one or both parties;



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- Giving or offering gratuities, even of a low unit price;
- Favouring, in procurement processes, suppliers and sub-suppliers only because they were suggested by the employees of the Public Administration as condition for the subsequent performance of the activities;
- Knowingly producing false documents or documents that contain false or altered data, suppressing or omitting documents, omitting information due, in order to unduly guide the decisions of the Public Administration in the company's favour or that of the company's customers;
- Adopting deceitful behaviours that may mislead the Public Administration during the technical/economic evaluation of the products and services offered/provided, or unduly influence the decision of the Public Administration;
- Producing false declarations or documents attesting things that are not true or omitting information due to illicitly obtain contributions, financing, subsidised loans or other disbursements of the same type by the State, public bodies or the European Communities;
- Performing activities that may unduly interfere with the decisions of the Public Administration with regard to the subject of the tender;
- Deceiving a representative of the Public Administration to expropriate something possessed thereby for reasons of office harming the financial interests of the European Union;
- Knowingly taking advantage, together with a representative of the Public Administration, of the error of another, gaining an undue advantage therefrom which harms the financial interests of the European Union;
- Inciting a representative of the Public Administration to perform an administrative action in violation of the law so that both parties may obtain an illicit financial advantage to the detriment of the European Union.

The recipients must verify that public disbursements, contributions and subsidised loans, provided to the Company, are used for the performance of the pre-set activities; all other uses shall be prohibited.

When participating in operations characterised by competition - be they public or private tenders -, Dimar undertakes to:

- Act in accordance with the principles of fairness, transparency and good faith;
- Carefully evaluate the appropriateness and feasibility of the services requested, paying particular attention to the technical and economic conditions, to safety and environmental aspects, promptly reporting any anomalies if identified;
- Provide all data, information and knowledge required during the selection of participants and functional for awarding the contract;
- In the case of supplies: a) entertain clear and fair relationships with the competent public officials, avoiding all behaviours that could compromise the free judgement of the competent officials; b) carry out the assignment in a workmanlike manner, in accordance with ordinary

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diligence, refraining from illicit behaviours or behaviours that may harm the interests of the lawful or contractually agreed principal; c) check the design; d) check the documents and data; e) perform the procurement in accordance with the Principal's requests; f) perform trials, checks and testing on receipt and during production, as well as at its end; g) check the trial, measuring and testing equipment; h) check non-compliant products; i) check quality records in line with certification 13485:2016; j) ensure the correct management of the contracts; k) prepare a dossier for each order, which shall contain: i) the order opening file; ii) the indication of the person responsible for the order; iii) the contract; iv) the documentation pertaining to the purchase of materials; v) the work plan; vi) the progress of the works; vii) any deviations that occurred during the performance of the contract, with indications of the reasons that caused such deviation.

The formulation of the bids will be such as to ensure compliance with adequate qualitative standards, appropriate remuneration for employees and compliance with the environmental safety and protection measures in force.

In case the tender is awarded, in its relationships with the principal the company undertakes:

- To guarantee that the negotiation and commercial relationships are performed clearly and fairly;
- To guarantee the diligent fulfilment of the contractual obligations.

The persons inside the company who handle the relationships with the Public Administration must ensure that their operations are informed by the principle of transparency and must notify the supervisory bodies of any anomalous situation encountered, as well as make all documents or information requested available to such bodies.

If a public official or a person tasked with public service submits an explicit or implicit request for benefits of any nature, it shall be mandatory:

- To suspend all relations therewith;
- To report the event to one's line manager.

ART. 24 - RELATIONSHIPS WITH POLITICAL PARTIES AND WITH TRADE UNIONS, CONTRIBUTIONS, DONATIONS, AND SPONSORSHIPS

Dimar respects the freedom of association and the right to collective bargaining.

Dimar guarantees personnel representatives the possibility of communicating with their members in the workplace and guarantees that such representatives will not be subject to any form of discrimination.

Dimar does not support demonstrations or initiatives of a purely political nature.

In addition, it does not disburse contributions, offer advantages or other benefits to political parties and workers' trade unions, nor to their representatives, except in compliance with the applicable regulatory framework.



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The relations with the Trade Unions - reserved for the competent departments authorised therefor - shall be entertained in accordance with the principles of fairness and cooperation in the interest of the company, the employees and society.

The participation, as individuals, of the recipients of the Code of Ethics in political organisations shall take place outside of working hours and without any connection to the role performed at the Company.

ART. 25 - RELATIONSHIPS WITH CUSTOMERS

Fair negotiations, contractual equity and quality are the principles that must inform relationships with customers.

In the relationships with customers and principals, Dimar assures fairness and clarity in trade negotiations and in the assumption of contractual commitments, as well as the faithful and diligent fulfilment of contractual obligations.

Dimar has defined transparent contractual rules for customers, which introduce tools for the resolution of any disputes that are easily accessible by customers, aiming to identify fast solutions, also with the use of conciliation tools provided by independent or sector bodies.

The responsibility and sustainability of business constantly impose the obligation of doing everything possible so that causes of conflict with customers are eliminated, ensuring a fair quality/price ratio for all services provided, as well as transparent information on the commitments deriving from the introduction of a regulated system which imperatively supersedes the freely-defined agreements between the parties.

The excellence of the products and services offered constitute the outstanding elements of the relationship of the Company with its customers.

In particular, it is mandatory to:

- Provide, with efficiency and courtesy, within the limits of contractual provisions, quality products, maintaining high quality standards with regard to the company's services, as well as preparing a price policy that is in line with the quality of the service offered. The internal procedures and the IT technologies used shall support these goals, also through the constant monitoring of the customers;
- Provide accurate, prompt and exhaustive information with regard to the services, so that the customer can make informed decisions;
- Provide to health professionals, partners and patients correct information on the use of the products marketed by the Company, in the most rigorous compliance with the standards that regulate the marketing and medical/scientific information activities; in particular, it is mandatory to provide health professionals complete information on the indications, the use, the safety, the contraindications and any adverse reactions of the products marketed by the Company, and, where necessary, on their technical requirements and their features;
- Be truthful in advertising or commercial communications;



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- Devote care and attention to each customer or customer category, without any discrimination based on their nationality, religion or gender;
- Identify the customers' risk profile, fundamental starting point to offer products that meet their needs; it is strictly forbidden to adopt discriminatory behaviours towards customers based on their nationality, religion or gender;
- Reply promptly to complaints, seeking a substantive resolution to disputes, to resolve conflicts and restore the customers' trust and satisfaction;
- Monitor the achievement of the objectives of customer satisfaction and loyalty, being open to suggestions and proposals therefrom with regard to services and products;
- Endeavour to make the company's customers and its services accessible to persons with disabilities, eliminating any architectural barriers;
- Comply with the law, with particular reference to provisions on anti-money laundering, as well as provisions on the fight against receiving stolen goods and the use of money, goods, or benefits of unlawful origin.

When holding negotiations, the company must always avoid situations in which the subjects involved in the negotiations are or may appear to be in conflict of interest.

It is, in any case, forbidden to entertain direct or indirect relationships with subjects who are known, or simply suspected, of participating in unlawful activities - with particular reference to weapons trafficking, drugs trafficking, money laundering and terrorism - and, however, with persons who lack the necessary requirements of seriousness and commercial reliability.

It is also forbidden to finance activities suited to the production of products that harm the health and pollute the environment, as well as activities which, even indirectly, hamper human development by contributing to the violation of human rights (e.g. exploitation of child labour).

Dimar shall maintain secrecy on confidential information provided thereto by the customers and undertakes not to use it unlawfully or in a way that violates ethics.

During negotiations with the customers, it is forbidden to inappropriately influence or attempt to influence the decisions of the customer by adopting inappropriate behaviours.

By way of a non-limiting example, the following actions are deemed to be inappropriate behaviours:

- Proposing employment and/or commercial opportunities that may, directly or indirectly, confer an advantage to the customer's representatives;
- Offering gratuities, even of a low unit value and even during holidays, such as to create - in the other party or to an unrelated and impartial third party - the impression that such gifts aim to obtain undue advantage from the Company or to confer such advantage thereto;
- Hiring former employees of the customer, their next of kin or relatives, who personally and actively participate or have participated in business negotiations with Dimar.



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Acts of commercial courtesy, such as gifts or forms of hospitality, are allowed only if they comply with the corporate procedures that have been established, or however are such as not to instil doubt as to the lawfulness of the behaviour adopted.

Lastly, the heads of departments, employees and collaborators must not participate, on behalf of Dimar - unless they are expressly authorised to operate thus - in agreements or discussions with current or potential competitors with regard to:

- Prices or discounts;
- Terms or conditions relating to the services provided by the Company and the competitors;
- Profits, profit margins or costs;
- Systems for the promotion of the services provided by the Company and the competitors;
- Offers for the acquisition of shareholdings or plans to offer such acquisition;
- Sales territories or markets;
- Entry into or exit from geographical markets or market sectors.

ART. 26 - RELATIONSHIPS WITH THE SUPPLIERS

Fair negotiations, contractual equity, quality and transparency are the principles that must inform relationships with the suppliers.

Dimar shall use suppliers who operate in compliance with the regulatory framework in force and the rules set forth in this Code, making sure of their reliability, honour and professionalism.

The selection process shall be based on objective evaluations in compliance with principles of fairness, cost-effectiveness, quality, innovation, continuity and ethics: it is forbidden to exclude any supplier company that meets these requirements from the possibility of competing to be awarded a supply, by not adopting, during the selection, objective evaluation criteria, in accordance with declared and transparent methods.

The requirements of professionalism, experience, ability to comply with contractual agreements, absence of conflicts of interest, ability to innovate, respect for their own workers, respect for the environment, and compliance with the regulatory framework in force shall constitute fundamental criteria for the selection of suppliers.

It is expected that the suppliers will behave fairly, diligently and in compliance with the provisions of the law, with particular attention to compliance with the rules and regulations and good practices in terms of ethics, protection of occupational health and safety and respect for the environment, and protection of intellectual property, industry and trade.

The Company shall be obliged to constantly monitor the quality and performance of the goods/services supplied.

The best price may not constitute the sole criterion for the selection of partners, especially in cases where the supplier is already involved in controversy with regard to the compliance of its operations with the regulatory framework in force or with this Code of Ethics.

Dimar shall encourage its suppliers to apply the same criteria to the selection of sub-suppliers.



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Dimar undertakes to act in order to assure that the suppliers of products and services comply with the commitments undertaken, the protection and confidentiality of professional know-how, requesting that counterparties be equally honest in the management of the relationship.

In application of the aforementioned principles, the Company and its resources undertake to:

- Carry out a supplier selection, evaluation and management process for the good of the company;
- Evaluate and select suppliers based on the service offered, intended as competence, quality, precision in the service and cost-effectiveness;
- Evaluate and select based on the ability to comply with the contractual agreements, in the absence of conflicts of interest, according to the application of the laws and according to the adoption of corporate behaviours with a view to the enterprise's social responsibility;
- Evaluate and select based on the capacity for innovation and the ability to be a partner in the company's growth;
- Demand and verify prompt and proper compliance with contractual provisions;
- Promptly report any issues that arose during the commercial relationship, informing Management of violations of the Code of Ethics and other material non-compliances.

During negotiations with suppliers it is forbidden to be influenced in the selection of supplier by the inappropriate behaviours adopted by the latter.

By way of a non-limiting example, the following actions are deemed to be inappropriate behaviours:

- Accepting the proposal of employment and/or commercial opportunities that may, directly or indirectly, confer an advantage to the representatives of Dimar;
- Accepting gifts, even of a low unit value, from external subjects or subjects who are, or intend to become, suppliers. If the supplier wishes, however, to make a gift, it must formally notify the head of department so that the latter may take appropriate action in line with the corporate ethics, also taking steps to provide suitable supporting documentation;
- Requesting presents, benefits or other advantages from the suppliers in order to facilitate their working relationship with the Company.

Acts of commercial courtesy, such as gifts or forms of hospitality, are allowed only if they comply with the corporate procedures that have been established, or however are such as not to instil doubt as to the lawfulness of the behaviour adopted.

The fee to be paid to suppliers must absolutely be commensurate with the service indicated in the contract and payments may not be made to a subject other than the contracting party.

Suppliers shall be subject to the contractually-imposed obligation to comply with the provisions of this Code, also putting in place suitable sanctions in case of violation thereof.

Dimar undertakes to exclude suppliers and sub-suppliers who do not comply with the rules of this Code of Ethics and with the regulatory frameworks in force.



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ARTICLE 27: RELATIONSHIPS WITH HEALTHCARE PROFESSIONALS

Compliance with the ethical standards and compliance with the applicable laws are essential so that the medical technology branch may develop and maintain collaboration relationships with Healthcare Professionals.

Such collaboration may happen in the form of: a) development of medical technologies; b) provision of training, instruction, service and support to make it possible to use the medical technologies safely and effectively; c) support to medical research, instruction and growth of professional competences. These are necessary activities for the progress of medical science and the improvement of patient care.

Dimar undertakes to implement ethical commercial practices and to maintain socially responsible conduct in relation to the interactions with Healthcare Professionals.

Furthermore, Dimar must respect the obligation of Healthcare Professionals to take independent decisions with regard to clinical/diagnostic practice.

Dimar must, therefore, independently guarantee that the respective interactions with Healthcare Professionals comply with current national, EU and local laws and regulatory frameworks, regulations and professional codes.

In general, from the moment the Company, even before the publication of a tender (or other document or act equivalent thereto), becomes aware of the existence of an administrative procedure aiming to its publication, it must refrain from offering any occasion for collaboration or other, even without payment (e.g. consultancy assignments, speaking roles, moderator activities, training, etc.) that confers a personal advantage to employees of the Public Administration who may have negotiation and/or authorisation powers or is such as to however influence the outcome of the procedure.

On becoming aware of the existence of an administrative procedure, the company will autonomously evaluate the continuation of any existing relationships.

The provisions of the previous paragraph must be understood to apply to Healthcare Professionals who also operate outside of the Public Administration in all potential cases of negotiations for the supply of goods and services with the private medical facilities with which the Professional is involved.

The relationships that the Company will establish, at all levels (international, national, regional, and local), including promotion and propaganda activities towards the employees of the Public Administration and Healthcare Professionals of the public and private sector, must be informed, at all times, by the principles of formality, transparency, ethical and professional correctness.

The corporate bodies, the shareholders, the special attorneys, the employees and the collaborators in all capacities, also external, must not promise or pay sums of money, promise or grant assets in kind, benefits or other advantages to employees of the civil service and/or to persons equivalent thereto, to Healthcare Professionals of the public and private sector, who, in any capacity,

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participate in a procurement process, even as individuals, with the aim of promoting or favouring the Company's interests.

ART. 28 - MARKET AND COMPETITORS

Dimar considers entrepreneurial activity to be the means for achieving the purpose and for contributing to the economic, social and civil growth of society; it, therefore, operates on the market with loyalty and fairness and endeavouring to safeguard free competition and the transparency of the behaviours of all economic operators.

Dimar urges all those who operate in the interest of the Company to comply with the current regulatory framework on the protection of authentication, certification or recognition tools or signs, on the protection of industry and trade, and on copyright.

The information concerning the Company and its activities contained in all communications with external subjects must be truthful, clear, verifiable.

It is forbidden to obtain information on the competition by unlawful or unethical means and to consciously violate the intellectual property rights of another.

Dimar shall refrain from practices (such as the creation of cartels, marketsharing) that could violate the laws on competition.

In its activity, the Company's main requirement is compliance with the Antitrust regulatory framework in view of guaranteeing the correct operation of competition dynamics in markets, economic efficiency and, consequently, virtuous processes for innovation and the reduction of the price of goods and services such as to guarantee maximum welfare to society. For this reason, all behaviours and conduct by enterprises which, by reducing the pressure from competition through concentration operations, abuses of dominant power or cartels, may hamper or place obstacles to the competition among the operators active on the market are forbidden.

The Company undertakes to condemn all behaviours aiming to obtain commercial opportunities by unlawful means, by offering or promising money or other unlawful advantages.

More specifically, the following are forbidden:

- Understandings (agreements, practices agreed between competing enterprises and decisions to form associations of enterprises) whose goal or aim is to hamper, restrict, or distort competition on the pertinent market;
- The abusive exploitation of a dominant position on the market, which, for example, may be perpetrated through: excessively onerous price policies; particularly onerous contractual terms and conditions; tying practices; abusive discounts; predatory prices; compression of margins; predatory behaviours;
- Any initiative or contact between competitors (including but not limited to: discussions on the prices or quality, marketsharing, production or sales restrictions, agreements to share customers, exchange of information on prices, etc.) which may appear to violate the regulatory frameworks put in place for the protection of competition and of the market.



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ART. 29 - RELATIONSHIPS WITH THE MEDIA

The communication with the media plays a fundamental role for the enhancement of the image of Dimar.

For this purpose, Dimar undertakes to cooperate fully with all media, without discrimination, respecting each the respective roles.

All information concerning the Company must be provided truthfully and uniformly, and only by the persons who are responsible for such communication.

The relationships with the media shall be informed by compliance with the right of information.

It is absolutely forbidden to divulge fake news.

Unauthorised subjects are absolutely forbidden from having contacts that aim at the dissemination of company news with representatives of the media, without first communicating any question asked thereby to the competent department.

Rigorous compliance with these provisions is essential, as an inappropriate or inaccurate reply, or denied or disowned information could negatively affect the Company.

ART. 30 - RELATIONSHIPS WITH THE SUPERVISORY AUTHORITIES

The Company's relationships with subjects tasked with supervision and control are informed by maximum cooperation, in full respect for their role, and the Company endeavours to promptly carry out their decrees.

The Company undertakes to provide all information requested by subjects tasked with supervision and control completely, correctly, adequately and promptly.

It is forbidden to apply pressure, of any nature, on the person called upon to provide statements to the judicial authority, in order to induce him/her not to give a statement or to give a mendacious statement; it is also forbidden to help whoever has committed an act of criminal interest to evade the investigations of the authorities or to escape their searches.

For this purpose, the Company shall prepare and implement the appropriate internal communication procedures and procedures for the collection, processing and transmission of the information requested by such subjects.

ART. 31 - RELATIONSHIPS WITH THE JUDICIAL AUTHORITIES

In case of participation in judicial proceedings (administrative, civil and criminal), the Company undertakes to act in compliance with the law and the rules of this Code of Ethics.

Specifically, the corporate bodies and special attorneys are forbidden from representing the Company before the courts, from promising or giving money or other benefits to magistrates, judges, registry officials and witnesses in order to positively influence the outcome of the proceedings in favour of Dimar.

ART. 32 - COMPUTERS AND MEANS OF COMMUNICATION

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All recipients must adopt the measures required to guarantee the security of their own IT devices.
All sensitive, confidential or secret electronic information must be protected by a password which, aside from being hard to guess, must be periodically changed and kept secret.

The use of computers and means of communication must be in line with the corporate policies, privacy, copyright, trademarks, trade secrets and other considerations on intellectual properties.

It is forbidden to use the Company's IT and data transmission resources improperly; by way of a non-limiting example, the following shall be considered inappropriate behaviours: using the communication tools made available by the company (e.g. mobile phones, tablets, corporate e-mail accounts) for personal communication, assigning to third parties, for reasons not related to the office activity, the passwords and/or access codes to the network or the accounts, using the internet to access unlawful websites or for personal reasons, copying corporate software.

The falsification, in form and content, of public or private IT documents is forbidden.

Further, all forms of using fake IT documents, as well as the suppression, destruction or concealment of true documents, is forbidden.

It is forbidden to abusively access an IT or data transmission system protected by security measures or stay therein against the explicit or tacit will of the system's owner.

It is forbidden to abusively obtain, reproduce, disseminate, deliver or disclose codes, keywords or other means that can be used to access a protected IT or data transmission system or even just provide indications or instructions that can be used for the aforementioned purpose.

It is forbidden to obtain, disseminate, deliver or, however, make available to the Company or third parties equipment, devices or programs that can damage an IT or data transmission system of another, the information contained therein or alter its operation in any way.

It is forbidden to intercept, hamper or interrupt communications relating to one or more IT or data transmission systems.

Moreover, all forms of disclosure, even partial, of the content of the intercepted information to third parties are forbidden.

It is also forbidden to install equipment aiming to hamper, intercept or interrupt the aforementioned communications.

The destruction, deterioration, erasure, alteration or suppression of IT or data transmission systems and of the information, data or programs contained therein, be they privately owned or used by the State, another public body or pertaining thereto or however of public utility, are forbidden.

ART. 33 - PROTECTION OF COPYRIGHT

It is forbidden to counterfeit or alter national or foreign trademarks or distinctive signs of industrial products, or to alter, use such counterfeited or altered trademarks or signs.

It is forbidden to alter national or foreign industrial patents, designs or models, or to use such counterfeited or altered patents, designs or models.

It is forbidden to introduce into the territory of the State, in order to profit therefrom, industrial products with national or foreign, counterfeited or altered trademarks or other distinctive signs.

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It is forbidden to abusively duplicate computer programs or for the same purposes to import, distribute, sell, detain for commercial or entrepreneurial reasons programs contained in media that do not bear the mark of the SIAE [Italian Society of Authors and Publishers].

It is forbidden to reproduce, transfer to another medium, distribute, disclose, present or show in public the contents of a data bank without the authorisation of the author, or execute the extraction or reuse of the data bank.

The recipients of this Code of Ethics are forbidden from:

- Using the corporate secrets of another;
- Adopting behaviours that aim to hinder the normal performance of the economic and trade activities of competing companies;
- Carrying out fraudulent acts that can lure the customers of another and harm enterprises that are in competition with the company;
- Abusively reproducing, imitating, tampering with trademarks, distinctive signs, industrial patents, designs or models owned by third parties;
- Using, in an industrial and/or commercial context, trademarks, distinctive signs, patents, industrial designs or models counterfeited by third parties;
- Introducing in the territory of the State to trade, detaining for sale or in any way placing on the market industrial products with trademarks or distinctive signs that have been counterfeited or altered by third parties.

ART. 34 - ANTI-MONEY LAUNDERING

The Company shall assure that its economic and financial activity will not become a tool to promote, even potentially, unlawful activities and criminal or terrorist organisations.

Dimar undertakes to comply with all rules and decrees, both national and international, with regard to anti-money laundering and self laundering.

The Company shall take steps to verify, with the maximum diligence, the information available on trade counterparties, suppliers, partners and consultants, in order to ascertain that they meet the requirements of respectability, honour and reliability.

Furthermore, the Company shall verify that the operations in which it is a party do not pose, even potentially, the risk of promoting the collection, refund or use of money or goods originating from criminal activities.

ARTICLE 35 - CONTRIBUTIONS. SPONSORSHIPS. GRATUITIES. GIFTS

Dimar may support requests for contributions and sponsorships, however paying maximum attention in order to prevent all possible situations of conflict of interest at personal or corporate level.

With regard to the disbursement of contributions, it may be made exclusively for requests originating from bodies and associations who have declared themselves to be not for profit and with



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regular articles of association and constituting documents, with regard to initiatives that are of a high cultural, social or charitable value and, in any case, involve a significant number of citizens. All contributions must be disbursed in a manner that rigorously complies with the applicable laws and be adequately recorded.

Sponsorships must be regulated with a written contract which clearly proves the terms and conditions agreed between the parties and, in particular, the transactional relationship between sponsor and sponsee.

Sponsorships shall exclusively be intended for initiatives and events that offer guarantees of quality and which are related to the company's sphere of activity.

Dimar may also offer its support to independent conventions, training, scientific events or events that support policies that promote scientific knowledge, medical progress and efficacious health care.

Contributions may be granted and sponsorships may be made also in favour of public subjects, on the condition that the amounts involved are small and the subjects concerned have not recently had commercial relationships with Dimar, nor is it foreseen that they will have such relationships in the future.

The gifts or donations shall be granted exclusively to recognised associations and foundations, as well as no profit bodies, that are regularly constituted, in compliance with the accounting, financial reporting and tax-related regulatory framework.

Dimar may occasionally make small gifts to Healthcare Professionals.

The gifts must be of a promotional nature and related to the activity of the Healthcare Professional or be for the benefit of the patients.

The gifts must never be made in the form of cash or equivalent (e.g. vouchers, book tokens, fuel tokens, prepaid cards, etc.).

The Recipients of this Code of Ethics are explicitly forbidden from offering, asking or receiving sponsorships, gifts, gratuities, remuneration or other benefits that may even just be interpreted as exceeding normal practices of commercial courtesy, or understood as aiming to obtain an unlawful advantage related to the Company's activity.



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SECTION V - MEANS OF IMPLEMENTATION OF THE CODE OF ETHICS

ART. 36 - DISSEMINATION OF THE CODE OF ETHICS

Dimar will guarantee that this Code of Ethics is widely disseminated and will take steps to establish *ad hoc* training courses, given by qualified personnel and with an adequate number of hours for the purpose of guaranteeing full and conscious knowledge by the corporate bodies, heads of department, employees, and partners of the values to be complied with in the exercise of the company's business activities.

The Code shall be made known to all employees and collaborators and, taking into account the volume of its contents, shall be published on the website of the Company <http://www.dimarsrl.com>.

The Code of Ethics must be delivered to newly-hired employees and to new partners at the start of the collaboration; the recipients indicated must sign a dedicated document declaring that they accept the Code and that they have read it.

Similarly, a copy of the Code of Ethics must be delivered to previously hired employees and to partners who already collaborate with Dimar, who must sign a dedicated document declaring that they accept the Code and that they have read it.

The recipients of this code shall be obliged - on pain of appropriate sanctions - to report any instructions they have received which are in infringement of the law, employment contracts, and of the internal rules and regulations and this Code of Ethics.

ART. 37 - SANCTIONS AND DISCIPLINARY PROCEEDINGS

Compliance by the corporate bodies, shareholders, special attorneys, managers, and all employees and *partners* of Dimar with the rules of the Code must be considered an essential part of their obligations.

Compliance with this code shall constitute an integral part of the contractual obligations of the Company's employees, also pursuant to and for the effects of art. 2104 of the (It.) Italian Code, and its violation may constitute a breach of contract and/or disciplinary offence, and, if appropriate, may entail compensation for any damage caused to Dimar by such violation, in compliance with the regulatory framework in force and the bargaining agreements that apply at any given time.