

**ADLER ORTHO S.p.A.**

***CODE OF ETHICS***

**Code of ethics of professional conduct  
(Legislative Decree no. 231 of 8 June  
2001)**

**Approved by the Board of Directors on  
November 14, 2013**



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## **PREMISE**

This Code of Ethics (hereinafter also the "**Code**") is an expression of the ethical principles and values assumed by the Collaborators<sup>1</sup> of ADLER ORTHO S.p.A. (hereinafter, also "**ADLER**" or the "**Company**") in the conduct of business and company activities.

The Code also represents the measures that the Company intends to adopt from an ethical-behavioral point of view, in order to adapt its structure to the requirements provided for by Legislative Decree no. 231/2001 (hereinafter also the "**Decree**") and to prepare the internal and external lines of conduct of the Company to be followed in achieving the corporate objectives<sup>2</sup>. Therefore, the principles contained in this Code provide for and extend to the organization and management models referred to in Articles 6 and 7 of Legislative Decree 231/2001.

The Code of Ethics is composed as follows:

- **general principles** meaning those values considered fundamental, shared and recognized by the Company for the affirmation of its mission, which the various stakeholders<sup>3</sup> involved are required to be inspired by in order to promote the proper functioning, reliability and reputation of the Company;
- **criteria of conduct** towards each class of stakeholders, which provide the guidelines and rules which ADLER Collaborators are required to comply with in order to respect the general principles and to prevent the risk of unethical behavior;
- **implementation methods** that describe the control system for compliance with the Code and for its continuous improvement.

ADLER confirms - also through this document - the will to pursue a new business ethics, to face the challenges that modern markets impose.

The Collaborators therefore undertake to comply with the principles and provisions contained in this Code, as well as in the other ethical behavioral policies adopted by the Company.

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<sup>1</sup> By Collaborators we mean the directors, employees and those figures who, by virtue of specific mandates or powers of attorney, represent the company towards third parties.

<sup>2</sup> A company's reputation is one of its most valuable assets. Everyone has a duty to protect and improve that reputation and to ensure that the company complies with the laws, regulations and ethical models that apply to the typical business. Recipients of the Code should familiarize themselves with such laws and ethical standards and with the company's policy and guidelines in this regard.

<sup>3</sup> By Stakeholders we mean all subjects (people, organizations, pressure groups) who have an interest - of any kind - in the Company.

ADLER - by providing adequate information, prevention and control tools - ensures the transparency of the conduct implemented, intervening, where necessary, to repress any violations of the Code and will monitor the effective observance of the same.

As part of its mission, the Company develops, produces and markets its products for the improvement of the patient's health and quality of life, directing its activities to the improvement of the health system and the development of civil society. In addition to the rules of conduct listed in this Code of Ethics, ADLER declares to observe all the ethical principles and behaviors provided for in the aforementioned Code of Confindustria Dispositivi Medici [*Medical Devices*] - in the context of relations with internal and external collaborators, with the public administration, with healthcare professionals, customers and suppliers.

### **The Recipients of the Code**

The Recipients of this Code (from now on, also the "**Recipients**") are:

- i. the members of the Board of Directors (hereinafter the "**Board of Directors**");
- ii. the corporate control bodies;
- iii. employees with permanent or fixed-term employment contracts;
- iv. external collaborators;
- v. the other third parties with which the Company has contractual relationships for the achievement of the company objectives, which involve performance of work, even temporary, or the performance of activities in the name and on behalf of the company, such as to establish a relationship of trust with the latter.

With regard to the Recipients, the Top Management<sup>4</sup> of the Company undertakes to:

- carry out adequate training and awareness programs on the contents of the Code;
- ensure timely dissemination, by delivering a copy of the Code to all staff, so that proof of prior knowledge is given, with corresponding attestation of receipt and simultaneous commitment to respect it, as well as by publishing it on the company website;
- periodically check compliance and compliance with the Code, together with the Supervisory Body;

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<sup>4</sup> By Top Management of the Company we mean the members of the Board of Directors and the General Manager (figure not present in Adler).

- ensure the periodic review and updating of the Code in order to adapt it to any changes in the organizational or management structure of the Company, to the evolution of civil sensitivity, environmental and regulatory conditions;
- adopt adequate prevention tools, and implement suitable sanctioning measures and the timely application of the same in the event of proven violation of the provisions of the Code.

## **1. GENERAL PRINCIPLES**

Finally, the employees of the Company, since the Code is an integral part of the employment relationship, undertake to act and behave in line with what is indicated in this document, to report any violations as soon as they become aware of them, to cooperate in compliance with internal procedures, prepared to implement the Code.

### **Honesty and fairness**

ADLER sets up relations with stakeholders in compliance with the rules of correctness, loyalty, collaboration and mutual respect. In no case can the pursuit of the Company's interest justify dishonest behavior. ADLER Collaborators must not accept free gifts, gifts and benefits or be influenced by any type of pressure that directs their conduct towards external interests.

### **Legality**

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

### **Loyalty, fairness and good faith**

The Company acts fairly and in good faith.

In company activities, situations must be avoided where the subjects involved are, or may even appear, in conflict of interest.

### **Respect for the dignity of people and equal opportunities**

ADLER respects people's fundamental rights by protecting their moral integrity and ensuring equal opportunities.

In internal and external relations, behaviors that have a discriminatory content based on race, religious belief, age, state of health, political and trade union opinions, nationality, sexual preference and in general any intimate characteristic of the human person are not allowed.

The Company also ensures working conditions that respect the behavioral rules of good manners. Furthermore, it acts to ensure that no episodes of intimidation, mobbing or stalking occur in the workplace.

### **Safety, health protection and working conditions**

The Company undertakes to act scrupulously in compliance with the regulations in force on safety and hygiene at work, as well as to favor their application within the company.

ADLER also undertakes to spread and consolidate a culture of safety, developing greater awareness of risks and promoting responsible conduct on the part of all employees.

The Company constantly monitors the premises and related plants it owns or leases or which it has in any capacity, even beyond the legal obligations and the prevention of risks considered imminent, to ensure the highest levels of safety and hygiene in the workplace.

ADLER Collaborators ensure maximum collaboration and availability towards the RSPP and towards anyone who carries out inspections and checks on behalf of any competent public body.

If the ADLER Collaborators find anomalies or irregularities in this matter, they will immediately inform the employer or, if applicable, the delegated employer pursuant to art. 16 Legislative Decree no. 81/2008, as well as the RSPP.

### **Individual and team work**

The work must be based on relationships of trust and collaboration, in compliance with company directives and relations between colleagues.

Group work must be promoted and stimulated. Personal interests must not take precedence over social goals.

### **Social responsibility**

ADLER is committed to socially responsible procurement practices on the basis not only of what is prescribed in the provisions of the law, but also on the basis of behaviors that are generally ethically legitimate to expect.

### **Confidentiality, protection of information and privacy**

ADLER ensures, in compliance with the laws in force, the confidentiality of the information in its possession, undertaking to protect the confidential, "sensitive" or personal data of collaborators or third parties. The Company also requires that the information obtained are not used for its own

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interests in order to take unfair advantage of it in ways that are contrary to the law or in order to cause damage to the rights, assets and objectives of the Company.

The Company, in full compliance with the provisions of EU Regulation no. 679/2016 and of Legislative Decree no. 196/2003 (as last amended by Legislative Decree 101/2018), ensures the correct processing of personal and sensitive data that it comes into possession.

### **Fairness and fair competition**

ADLER protects the value of fair competition on the market.

The Company directs its business to satisfy the requests of its customers and therefore seeks high standards in the quality of its products.

The Company refrains from collusive, predatory behavior, damaging to the image of competitors and abuse of dominant position, in compliance with the requirements of competition laws (see protection legislation, so-called antitrust) and on supply contracts.

### **Transparency**

ADLER Collaborators are required to provide transparent, accurate, complete and understandable information so that, in setting up relations with the Company, stakeholders are able to make autonomous decisions and aware of the interests involved, the alternatives and the relevant consequences. In particular, in the preparation of any contracts, ADLER takes care to specify to the contractor the conduct to be followed in all the foreseen circumstances, in a clear and understandable way.

### **Commitment to sustainable development**

The Company undertakes to act in compliance with current regulations, applying the best technologies available, to promote and plan the development of its activities aimed at optimizing the use of natural resources, preserving the environment also for future generations and supporting initiatives for widespread environmental protection.

### **Protection of health and safety**

The Company is committed to achieving and maintaining the highest health and safety standards and guarantees the adoption of the necessary prevention measures against accidents and illnesses at work, in full compliance with the provisions of Legislative Decree 81/2008 (Consolidated Law of Safety) and other regulations in force on the subject.

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## **2. CRITERIA OF CONDUCT**

### **2.1 CRITERIA OF CONDUCT IN RELATIONS WITH SHAREHOLDERS AND IN ACCOUNTING MATTERS**

#### **Transparency of Accounting Records**

Accounting transparency is based on the accuracy, truth and completeness of the background information for the related accounting records. Each member of the corporate bodies, management and each employee is required to collaborate, within the scope of his competences, so that the management facts are reported correctly and promptly in the accounting records.

Each operation or transaction must be authorized, verifiable, legitimate, congruous, consistent and correctly and promptly detected and recorded in the company accounting system according to the criteria indicated by the law and on the basis of the applicable accounting principles.

It is forbidden to engage in conduct that could prejudice the transparency and traceability of the financial statements.

For each operation, adequate supporting documentation of the activity carried out is kept on file, in order to allow:

- easy and timely accounting registration;
- the timely determination of the characteristics and reasons underlying it;
- the identification of the different levels of responsibility and division and segregation of duties;
- accurate reconstruction of the operation, also to reduce the probability of both material and interpretative errors.

Employees and collaborators - the latter insofar as they are appointed to do so - who become aware of omissions, falsifications or negligence in the accounting or the documentation on which the accounting records are based, are required to communicate the facts to the higher body or to the organ of which they are a part of.

If the report is not successful, the employee or collaborator reports it to the Supervisory Body.

The consultants, limited to the activity carried out in favor of the Company, report directly to the Supervisory Body.

#### **The accuracy and conservation of company documentation**

It is the duty of each Recipient to document and report all information relating to company management in a truthful and accurate manner. This rule concerns, inter alia, information regarding employment applications and those relating to the report on hours worked, entertainment expenses, production data, sales and commercial and / or marketing activities. The falsification or alteration of these documents, or the conscious approval of false documentation, entails serious responsibility for the person/s concerned.

Company documentation must accurately reflect the Company's management facts and be drawn up in compliance with the criteria indicated by law and with the applicable and generally accepted accounting principles. It is forbidden to deliberately conceal or hide the real nature of any business fact recorded in the accounting books and/or omit reporting it; the same is true of any other documentation of the Company capable of influencing the representation of the economic situation of the Company.

No employee or collaborator may make payments in the interest and on behalf of the Company, in the absence of adequate supporting documentation and formal authorization.

It is strictly forbidden to establish and/or hold hidden funds and reserves. The Company promotes the launch of training and refresher programs in order to make the Recipients aware of the rules (legal provisions also regarding the conservation of documents and mandatory books, regulations, internal prescriptions, provisions of the category) which oversee the training and management of accounting documentation.

Recipients must ensure that the Company's information is used appropriately.

The documentation must be kept and destroyed according to ADLER's conservation rules. Documents that no longer need to be retained according to the Company's record retention disposal rules must be destroyed or permanently deleted.

The Recipients must contact their superiors or the SB regarding the documentation retention practices for their sector.

You must immediately contact the aforementioned persons if you are aware of or if the existence of an arrest warrant is notified.

All documents that may relate to the arrest warrant or other documents notified during the investigation or subsequently must be kept, without taking into account the rules relating to the conservation of documentation. Any question concerning the relevance of a document to an ongoing or concluded criminal proceeding must be addressed to the above-mentioned subjects.

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### **Internal controls**

The Company promotes at every level the assumption of a mentality oriented towards sound economic criteria.

A positive attitude towards controls contributes significantly to improving company efficiency.

Internal controls are understood to mean all the tools adopted by the Company in order to guide, manage and verify the activities of the company with the aim of ensuring compliance with laws and company procedures, protecting the assets of the Company, efficiently managing the activities and provide accurate and complete accounting and financial data.

Each level of the organizational structure has the task of contributing to the creation of an effective and efficient internal control system. For this reason, consequently, all employees of the Company, in the context of the functions performed and their respective duties, are responsible for the proper functioning of the internal control system. The Company guarantees to the corporate bodies with control powers, as well as to the SB, free access to data, documentation and any information useful for carrying out their business.

The Recipients are required to collaborate fully with the holders of supervisory authority; activities that obstruct the control function performed by institutional bodies are prohibited.

### **Financial reports**

ADLER undertakes to comply with all directives regarding the preparation of financial reports. All Recipients who deal with the drafting of financial reports must operate in such a way that no infidelity occurs that could disturb the correct representation of reality in the context of the Company's financial relationships. To ensure high quality disclosure of financial information, any unfaithful conduct on the part of the Recipients who deal with the preparation of the Company's financial reports, any real or apparent conflict of interest involving said Subjects and any non-compliance with ethical rules applicable to such personnel must be reported to the Supervisory Body.

### **Respectability of counterparties**

The Recipients, before establishing business relationships or entering into contracts with non-occasional suppliers, must ensure that the latter enjoy a respectable reputation, that they are engaged only in lawful activities and that they are inspired by ethical principles comparable to those of ADLER.

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### **Interviews**

If anyone outside ADLER, such as the media, financial analysts or investors, should directly or indirectly or through another person ask questions about the Company, it is advisable to refrain from answering, unless it is for this purpose authorized to do so. The interviews requested from the Company must be approved by the Chairman of the Board of Director of the company, or by a specifically delegated person, before being communicated externally. Except for requests regarding financial information disclosed to the public, a strict compliance with these provisions is essential, as an inappropriate or inaccurate response, or a denial or disavowal of information, could have negative effects for the Company.

### **Anti-money laundering**

The Company undertakes to ensure that its economic and financial activity does not become an instrument to favor, even potentially, illegal activities and criminal and terrorist organizations.

ADLER applies national and international anti-money laundering regulations.

The Company therefore proceeds to verify with the utmost diligence the information available on commercial counterparties, suppliers, partners and consultants, in order to ascertain their respectability and the legitimacy of their business before establishing business relationships with them. The Company also verifies that the transactions to which it is a party do not present, even potentially, the risk of favoring the receipt, replacement or use of money or assets deriving from criminal activities.

## **2.2 CRITERIA OF CONDUCT IN RELATIONS BETWEEN COLLABORATORS AND THE COMPANY**

### **Consultancy and professional services**

Consultants and external temporary workers, as well as suppliers, are obliged to observe the same standards of behavior as ADLER employees when conducting business with or on behalf of the Company.

No employee is authorized, even indirectly, through third parties, to do what is not permitted by social policy.

Those who act in the name and/or on behalf of ADLER are required to maintain and protect the Company's image of seriousness, respectability and correctness.

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The use of the name and prestige of ADLER is strictly prohibited to the former service provider and consultant after the termination of the employment relationship with the Company.

Commercial integrity is a standard key factor for selecting and maintaining relationships with those who represent the Company.

### **Confidential information**

As part of the obligations towards the Company, all Recipients must safeguard ADLER's confidential information and use them only within the Company and in the exclusive interest of the same. The term "**confidential information**" indicates information relating to both current and planned activities of the Company which has not been made public and which, if used or made public unduly, could bring economic benefits to third parties with unfair damage to the Company.

Confidential information can be, in a simplified and non-exhaustive way, trade secrets and know-how, inventions, programs and strategies for both marketing and sales, information on customers and suppliers, strategies for determining prices and purchases, financial data, production processes and techniques, computer software, data, formulas, compositions, techniques, service protocols and new products. Information from third parties and entrusted to the Company must also be considered confidential.

All confidential information is the property of ADLER (and/or its licensors to use the intellectual property) and must not be used except for the pursuit of the corporate interest.

In particular, the Recipients who are in possession or have access to confidential information must:

- avoid the disclosure of this information to people outside the Company. For this reason, they must refrain from discussing such matters with family members, with people with whom they have business or social relations, in public places, including taxis, lifts and restaurants;
- refrain from using the information for their own benefit or for the benefit of people unrelated to the Company;
- ensure that such information is marked with the words "**confidential**", "**classified**" or that bear some similar notation;
- ensure that confidential information is accessible only with a password; alternatively, they must be kept in a safe place, and in any case must be under the strict supervision of the Responsible Parties when they are used;

- refrain from disseminating confidential information to other Recipients, unless this is essential for the pursuit of corporate purposes.

The obligation to treat all information confidentially does not cease with the interruption of the relationship with the Company. Even after the termination of the employment relationship, it is prohibited to communicate confidential information to a new employer or to others.

With the termination of the relationship, the obligation arises to deliver to one's direct superior all documents and other materials containing confidential information on ADLER. Failure to comply with this confidentiality obligation is a source of grave responsibility for the defaulting party. In addition to protecting its own confidential information, the Company undertakes to respect the confidential information of others. If the Recipients should unduly become aware of confidential information, or disclosures by subjects bound by secrecy, they are obliged to contact the Supervisory Body.

### **Privacy protection**

The Company is sensitive to the privacy of the Recipients, through the adoption of the most appropriate precautions and security measures regarding the processing of personal and/or sensitive data collected, from time to time, by the Recipients.

All information available to the Company is treated in full compliance with the confidentiality and privacy of the interested parties, with particular observance of the provisions of EU Reg. 679/2016 GDPR, Legislative Decree 196/2003 (and subsequent amendments) and other regulations applicable in the various countries in which ADLER operates, which all Recipients are required to comply with.

In accordance with applicable law, any investigation into the opinions, preferences, personal tastes and, in general, the private life of the Recipients is prohibited. It is also excluded, except in the cases provided for by law, to communicate/disseminate personal data without the prior consent of the interested party; rules are therefore necessary to allow the control, by each Recipient, of the rules for the protection of privacy.

If any activities that are deemed non-compliant with the privacy legislation or the policies adopted by the Company, or do not comply with security standards, emerge, they must be immediately reported to their direct superior, the person responsible for the processing of personal data and the Supervisory Body.

### **Recruitment and employment of people**

The recruitments respond, on the one hand, to the need to acquire skills and professionalism not present in the company on the market, and on the other, to the need to recruit young people to invest in to ensure the growth and development of the company.

The search and selection of the personnel to be hired is attributed to the responsibility of the personnel management of the company and is carried out in compliance with the privacy of the candidates, solely on the basis of criteria of objectivity and transparency, ensuring equal opportunities and avoiding any favoritism.

All staff are hired with a regular employment contract in compliance with the legislation applicable in the place of employment; any form of irregular work is expressly forbidden and not tolerated.

At the time of hiring, and during the first period of work integration in the company, each new employee receives accurate information with particular reference to the rules that regulate their employment relationship, to the prevention rules and procedures relating to safety and health in the workplace, company policies and the rules of this Code in order to ensure immediate knowledge and promote faster integration into the life and culture of the company.

### **Computers and media**

Each Recipient is required to take the necessary measures to ensure the security of their computer and any voicemail or password. When using passwords, the following rules must be followed:

- make sure you choose a password that is not obvious, for example do not use your name or surname;
- be sure to change your password at least once every three months;
- do not give your password to anyone inside or outside the Company, nor document it by making it accessible to others.

All sensitive, confidential or sensitive electronic information must be protected by a password. If for any reason you believe that your password or the security of your company's computer or media, including computers, voicemail or e-mail, is at risk, you must immediately change your password and report the incident to your line manager.

Company resources must not be used for illegal purposes, to disturb or be used in an offensive manner to others. When transmitting an e-mail or other recorded messages, it is advisable not to transmit comments, not to use language, images or other types of recordings that could cause embarrassment if read by third parties. Remember that "**private**" e-mails can be easily forwarded to a large audience and once sent they cannot be withdrawn. The use of computers and means of

communication owned by ADLER to send e-mails or to access the internet commits the image of the Company. The use of these means must not reflect negatively on the Company and in no way must damage its image. The use of computers and the means of communication must be in line with company policies, privacy, copyrights, trademarks, trade secrets and other considerations on intellectual property.

### **The use and protection of company assets**

Each employee has the duty to work diligently to protect company assets, through responsible behavior and in line with the operating procedures set up to regulate their use, accurately documenting their use.

In particular, each ADLER employee must:

- use the assets entrusted to him sparingly;
- avoid improper use of company assets that may cause damage or reduce efficiency, or which are in any case contrary to the interests of the Company;
- obtain the necessary authorizations in the event of use of the asset outside the company environment.

All necessary measures must be taken against theft, damage and misuse of the Company's assets.

### **Use of drugs and alcohol**

All Recipients must personally contribute to promoting and maintaining a climate of mutual respect in the workplace.

It will be considered conscious assumption of the risk of affecting these environmental characteristics, being found or being under the effect of alcoholic substances, drugs or substances of similar effect during the course of work and in the workplace.

### **Conflict of interest**

The Recipients of the Code must ensure that every business decision is made in the interest of the Company. The latter must therefore avoid situations of conflict of interest, between personal or family economic activities and duties held in the Company, which could affect their independence of judgment and choice.

If one of the Recipients is in a situation that, even potentially, may constitute or lead to a conflict of interest, they must promptly report it to their superior or the SB.

In the event of a possible conflict of interest, a timely and complete report must first be forwarded to those in charge.

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With particular reference to employees, it is added that no employee must take advantage of opportunities that may arise thanks to the use of assets, information in his possession or his position in the Company and must not carry out any activity that is in competition with ADLER.

By way of example and not exhaustive, the following situations may cause a conflict of interest:

- have economic and financial interests (including through family members) with suppliers, customers or competitors;
- accepting gifts, money, gifts or favors of any kind from people, companies or entities that have or intend to enter into business relationships with the Company;
- use their position in the company or the information acquired in their work so that it can create a conflict between their own interests and those of the company.

## **2.3 CRITERIA OF CONDUCT IN RELATIONS WITH THE COMMUNITY**

### **Gifts and benefits**

Any form of gift that can even be interpreted as exceeding normal commercial or courtesy practices or in any case aimed at acquiring favorable treatment in the conduct of any activity connected to the Company is expressly prohibited.

In particular, any form of gift to public officials or their family members is prohibited.

This rule of conduct concerns both gifts promised and offered and those received. It should be noted that a gift means any type of benefit (discounts outside the commercial practice followed by the Company, promise of a job offer, etc.).

In any case, the Company refrains from practices that are not permitted by law, by commercial use or by the ethical codes of companies or entities with which it has relations.

The gifts offered - except those of modest value - must be managed and authorized according to company processes and must be adequately documented.

### **Entertainment expenses**

Expenses incurred, such as meals, travel expenses and entertainment offered to third parties, will be of moderate value and for justified commercial reasons. All expenses will be made in accordance with the laws in force and the policies adopted by the Company on the matter.

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**Support for training, educational and promotional activities implemented by Healthcare Organizations and/or Third Parties**

The Company may give its support to conferences organized by Third Parties, independent, educational, scientific or supporters of policies that promote scientific knowledge, medical progress and effective health care, and other initiatives for the protection of health and the psycho-physical well-being of the person, only in compliance with this Code of Ethics and the provisions contained in the Code of Ethics of Confindustria Medical Devices - to be understood here as fully repeated and transcribed (see, ex multis, points "2.7", "2.7.1" and "2.7.2") -.

The Company also undertakes not to organize directly or indirectly or not to participate in any form in congresses, conferences, workshops and similar in which: a. the tourist-recreational aspects prevail over the technical-scientific ones; b. the costs of hospitality and travel are extended to accompanying guests; c. hospitality and travel expenses are extended to a period of time before the start and/or after the end of the event that exceeds 24 hours; d. the principle of sobriety referred to in Articles "2.7.1" and "2.7.2." of the Code of Ethics of Confindustria Dispositivi Medici [*Medical Devices*].

Apart from the expressly regulated hypotheses, in fact, the possibility of providing financial support directly to individual Healthcare Professionals in order to cover the costs of participating in training and educational activities organized by Third Parties is prohibited.

Any doubt in this regard must be subjected to the first examination by the Supervisory Body or the Board of Directors of society.

**Relations with the Public Administration**

Relations between the Company and the Public Administration, public officials, persons in charge of public service or public agents must be inspired by the most rigorous observance of the applicable laws and regulations, as well as the specific policies on the subject approved by the Company and cannot in any way compromise the integrity and image of the Company.

The assumption of commitments and the management of relations, of any kind, with the Public Administration, public officials or persons in charge of public service are reserved exclusively for the company functions responsible for this and authorized personnel.

It is expressly forbidden to offer, directly or through intermediaries, sums of money or other benefits made for illegal purposes or to obtain advantages.

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This line of conduct applies not only to payments and/or direct promises, but also to indirect ones made in any form, including through consultants or third parties. In case of any doubt, the Recipient must contact the SB.

### **Relations with the Judicial Authorities**

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

It is forbidden, in particular to corporate bodies and employees with powers to represent the Company in court, to promise or give money or other benefits to magistrates, judges, clerks and witnesses in order to influence the outcome of the trial in sense in favor of ADLER.

## **2.4 RULES OF CONDUCT IN RELATIONS WITH SUPPLIERS AND CONSULTANTS**

The Company undertakes to seek in suppliers and external collaborators suitable professionalism and commitment to sharing the principles and contents of the Code and promotes the construction of lasting relationships for the progressive improvement of performance in the protection and promotion of the principles and contents of the Code.

In the procurement, supply of goods and external collaboration relationships (including consultants, agents, etc.), the Recipients are obliged to:

- obtain the collaboration of suppliers and external collaborators in constantly ensuring the satisfaction of the needs of customers and consumers to an extent appropriate to their legitimate expectations, in terms of quality, cost and delivery times;
- observe the internal procedures for the selection and management of relations with suppliers and external collaborators and not to preclude any person in possession of the requisites from the opportunity to compete for a supply from the Company; to adopt only objective evaluation criteria in the selection, according to declared and transparent methods;
- observe and request compliance with the contractual conditions;
- maintain a frank and open dialogue with suppliers and external collaborators in line with good business practices;
- promptly report possible violations of the Code to their superior and the SB.

The remuneration to be paid must only be commensurate with the service indicated in the contract and payments may in no way be made to a person other than the contractual counterpart, nor in a third country other than that of the parties or the execution of the contract.

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Each supplier and consultant will be paid by check, bank receipt or by bank transfer to a current account in the name of the contractor.

### **3. THE METHODS OF IMPLEMENTING THE CODE OF ETHICS**

#### **The effectiveness of the Code towards third parties**

Anyone, even acting in the name and/or on behalf of the Company, comes into contact with third parties (consultants, customers, suppliers, public bodies) with whom the Company intends to enter into legal relationships or is required to have relationships with them institutional, social, political or of any kind, has the obligation to:

- a) inform such subjects of the commitments and obligations imposed by the Code;
- b) demand compliance with the obligations regarding their activity;
- c) take internal initiatives useful to ensure compliance with the Code, in case of refusal by third parties to comply with the Code or in case of failure or partial execution of the commitment to observe the provisions contained therein.

#### **The contractual value of the Code**

The Code, considered as a whole and together with all the specific implementation procedures approved by the Company, must be considered an integral part of the existing employment contracts and to be stipulated, pursuant to art. 2104 of the civil code.

The violation of these provisions will therefore integrate an offense of a disciplinary nature and, as such, may be prosecuted and sanctioned by the Company pursuant to and for the purposes of art. 7 of Law 300/1970; said offense may entail, among other things, compensation for damages caused to the Company.

As for collaborators, consultants, contractors and other third parties, the signing or, in any case, adherence to the provisions and principles set out in the Code represent a *sine qua non* condition for the stipulation of contracts of any nature between the Company and these subjects; therefore the provisions approved, disclosed and accepted form an integral part of the contracts themselves. As a result of the foregoing, any violations by third parties of specific provisions of the Code legitimize the interruption by the Company of the existing contractual relationships with said parties and can also be identified *ex ante* as causes for express termination of the contract pursuant to of the art. 1456 of the civil code.

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### **The function of the SB**

The Company delegates to the SB the function of "**Guarantor**" of the Code.

This function performs the following tasks:

- a) establish, in agreement with the top management, criteria and procedures aimed at complying with the Code;
- b) promote the issue of guidelines and operating procedures with the help of the competent departments in their definition;
- c) prepare employee communication and training programs with the aim of disseminating knowledge and understanding of the Code within the Company;
- d) verify the effective implementation of the Code;
- e) examine news of possible violations of the Code;
- f) communicate to the Chairman of the Board of Directors and/or to the Vice President of the Board of Directors the results of any investigations carried out in relation to violations of the Code, in order to adopt any sanctioning measures and in any case carry out, if requested, an advisory function during the disciplinary procedure;
- g) submit to the Chairman of the Board of Directors and/or to the Vice President of the Board of Directors useful initiatives for the better dissemination and updating of the Code;
- h) activate and maintain an adequate flow of information between interested parties appointed in various capacities to comply with the Organizational Model;
- i) submit to the Board of Directors an annual report on the state of implementation of the Code.

### **The operational principles**

The implementation of this Code of Ethics lays its foundations on the operating principles that have characterized the Company since its establishment:

- actions compliant with corporate values and customer needs (fairness in contractual relations);
- constructive, transparent, direct, honest and timely communication;
- commitment to build thanks to the trust of others;
- participation in group work and treasuring of mutual errors;

- progressive and constant improvement of positions;
- setting ambitious goals, thinking unconventionally.

### **Common commitments**

It is the Company's corporate policy to comply with the laws and rules applicable in the sector to which it belongs. No action that violates laws and regulations must be taken in the name of the Company. Each of the Recipients must adopt the legal and ethical principles that apply to company activities and in case of doubt about the adequacy of the proposed conduct, should relate to the SB in order to obtain an opinion on the compliance of their actions with rules set out in this Code.

The Company is committed to acting with integrity and managing its businesses in line with the highest ethical standards. Everyone must undertake to interact correctly with customers, suppliers, competitors and with work colleagues. One should not strive to achieve positions of supremacy in employment relationships, through the manipulation, concealment or abuse of privileged information, or in any case with the misrepresentation of material facts. Everyone's attitude must be fair towards everyone.

This Code contains the rules on both personal and professional conduct, so that adherence to this Code does not in any way integrate the stipulation of an employment contract or the guarantee of permanent employment.

### **The rules of conduct of the Top Management**

The members of the Board of Directors, the heads of functions of the Company, as well as the Board of Statutory Auditors are required to comply with this Code and to standardize their activities to values of honesty, loyalty, correctness and integrity, consciously sharing the Company's mission.

It is up to the members of the Board of Directors concretely implement the principles contained in this Code, strengthening the trust and cohesion that inspire company operations.

To this end, the Board of Directors it is inspired by the values expressed by the Code, also in setting company objectives. The Board of Directors acts in full awareness of accurately interpreting the principles expressed in this Code of Ethics.

### **The obligations of the Department Managers**

Each corporate department manager has the obligation to:

- a) represent an example for their subordinates with their behavior;
- b) ensure compliance with the Code by the same;

- c) make every effort to ensure that employees understand that compliance with the provisions contained in the Code is an integral and essential part of their work performance;
- d) select employees and collaborators who guarantee compliance with the principles contained in the Code;
- e) promptly report to the SB any reports of violations or requests for clarification made by employees;
- f) prevent any form of retaliation within their own Functions, to the detriment of workers or collaborators who have collaborated in observing or implementing the Code in practice.

### **Employee obligations**

Each employee is required to be aware of the provisions contained in the Code and the relevant laws governing the activity carried out within his or her function.

Employees have the obligation to:

- a) respect the Code and refrain from conduct contrary to these provisions and rules;
- b) in case of doubts, contact their direct superiors, the SB, for the necessary clarifications on the application methods of the Code or the reference regulations;
- c) promptly report to their direct superiors any information regarding possible violations of the Code, unless the irregularities detected involve the same office owner; in this case the information must be referred to superordinate subjects to the "**direct superior**" involved;
- d) collaborate with the Company in investigations aimed at verifying, and possibly punishing, possible violations.

The employee is not authorized to personally conduct investigations relating to alleged illegal conduct and is required to communicate the information in his possession regarding such conduct only to his superiors.

By "**direct superior**" we mean the person formally superordinate in the hierarchy, responsible as a person in charge or otherwise authorized to supervise and/or control the activity.

### **Reporting a violation and asking for advice**

The Recipients of the provisions contained in this Code are required to report to the Supervisory Body or their direct superiors any behavior that is, even if only potentially, in contrast with the provisions of this Code. No one will be subject to reprisals for communicating a well-founded suspicion of violation of these rules.

If, in the performance of the company activity, doubts arise about the conformity of a type of conduct with this Code, or with other ethical-behavioral policies adopted by the Company, the Recipients are required to contact the Supervisory Body or the own superior. Everyone is individually responsible for the application of these rules and no one is required to "apply them by him/herself".

All the Recipients of this Code of Ethics can report in writing, through protected information channels, any violation or suspected violation of the Code of Ethics for Professional Behavior: the SB, in guaranteeing the anonymity of those who made the report, will evaluate in time the opportunity to start an investigation procedure in consideration of the concrete circumstances.

Reports can be sent to the e-mail address: [odv@adlerortho.com](mailto:odv@adlerortho.com).

The confidentiality of the reporting party is ensured, without prejudice to legal obligations.

### **Responsibility**

The fundamental condition for working with the Company is to maintain conduct in compliance with all the legal requirements and key principles included in this document. Failure to comply with these rules of conduct may legitimize the application of disciplinary measures under the provisions of the relevant paragraphs of this Code, up to a possible dismissal.

The civil or criminal liability of the Recipients for conduct in violation of the provisions of this Code is reserved.

As soon as the Company receives notification of alleged violations, it will evaluate them according to the parameters of relevance, represented by the seriousness of the action and the circumstances that led to the infringement of the same or of the company procedures; the Company must take into account the employee's seniority in the company, his behavior and contribution. Disciplinary measures could consist of temporary suspension from remuneration and service or dismissal. Furthermore, in the event that the Company suffers a loss, in terms of assets, it could take legal action for damages against the person responsible.

The Company will cooperate with the competent authorities where the laws have been violated and, where it deems it appropriate, it will directly report the violations in question to said authorities.

### **Investigation of violations**

All violations will be immediately investigated and treated with the utmost confidentiality; in particular, as regards employees, the investigations will be carried out in accordance with the

## **Code of Ethics pursuant to Legislative Decree 231/2001**

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provisions of law and collective bargaining regarding disciplinary proceedings (see the relevant paragraph of this Code).

The person who reported the violation is prohibited from conducting preliminary investigations on their own. Investigations into alleged violations can involve complex legal issues; acting on one's own initiative can, therefore, compromise the authenticity of the investigation and have negative consequences for the employee and the Company.

All reports relating to possible violations of this Code, or the refusal to apply the same or other policies adopted by the Company of ethical and behavioral importance must be communicated to one's direct superiors.

In the event that one of the members of the Board of Directors intends to derogate, for justified needs, from the rules of this Code, must first request the authorization of the Supervisory Body.

Immediately, after the approval of the exemption by the SB, the Company will publicly communicate the reasons for this exemption.

### **No retaliation**

ADLER will take the necessary measures to investigate any violations of the law or company policies.

ADLER requires its employees to behave fairly and in good faith also with regard to the communication of any violation of the law or company policies: no retaliation will be tolerated against employees who have given a report in good faith relating to one of the violations in question or who participated in the investigation of an alleged violation.

### **Performance Violations**

The Company has a transparent relationship with its employees and consequently communicates directly and in advance what it expects from them. Employees can receive reports on their performance. Sometimes situations may occur that are so serious that they can have a negative effect on ADLER's employees, activities, reputation, customer service and/or profitability.

Sometimes, the management may establish that progress is not reasonably possible or that the infringement committed is so serious as to lead to the immediate termination of the employment relationship.

## **Relations with the Organization, Management and Control Model pursuant to Legislative Decree no. 231/2001**

## **Code of Ethics pursuant to Legislative Decree 231/2001**

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In addition to this Code of Ethics, the Company has adopted the Organization, Management and Control Model pursuant to Legislative Decree 231/01.

This Code of Ethics complies, for the purposes of Legislative Decree 8 June 2001, n. 231 (Legislative Decree 231/2001), the requirements provided by the "Guidelines for the construction of organizational, management and control models pursuant to Legislative Decree 231/2001" drawn up by Confindustria.

In this regard, while the Code of Ethics addresses the general behavior of the Recipients of the same, the Organization, Management and Control Model, understood as a tool with specific purposes and relevance pursuant to Legislative Decree 231/01, responds to the specific requirements contained in the Decree, aimed at preventing the commission of particular types of crimes for facts which, apparently committed for the benefit of the Company, may give rise to administrative liability for a crime on the basis of the provisions of the same Decree.

### **Application of the Code and disciplinary consequences**

Any violations of this Code could have serious repercussions on the Company.

Given that this Code represents, not just a mere enunciation of moral principles that inspire the activities carried out by the Company, it follows that the criteria adopted by the Board of Directors of the Company to authorize the exemptions to this Code must be very rigorous, subject to verification, from time to time, that such exemptions do not affect the principles of the Decree or the effective operation of the Code and, more generally, the Model: the exemptions must in any case be immediately disclosed. Each employee must therefore promptly inform their superior or the SB of any activity of which they are aware that constitutes or may constitute a violation of the rules of conduct or of the values set forth herein.

Violations of the rules of conduct of this Code by employees may result in the application of disciplinary sanctions, in accordance with the law, the National Collective Labor Agreement (hereinafter, the "**CCNL**") and the Code itself.

Once a possible violation of this Code or other policies adopted by ADLER has been detected, the Company will open disciplinary proceedings against the employee in accordance with the methods and terms set out in art. 7, Law 300/70 and in the CCNL.

In particular, disciplinary violations of the CCNL rules and any company regulations and the Code of Ethics may be punished, taking into account the seriousness of the deficiencies, as described in the appropriate paragraph of the organizational model.

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Without prejudice to what is stated in the paragraph relating to the "**Contractual value of the Code**", the signing or, in any case, adherence to the provisions, or to some of them, and to the principles set out in this Code by third parties to the Company, with which the same has relationships of collaboration, professional consultancy or commercial partnership, represent *a sine qua non* condition for the stipulation of contracts of any nature between the Company and these subjects. The specific provisions contained in the Code, signed by these subjects or, in any case, also approved for conclusive facts by them pursuant to the preceding paragraph, constitute an integral and substantial part of the contracts entered into by them with the Company.

Any violations by third parties of specific provisions of the Code legitimize the interruption by the Company of the existing contractual relationships with these subjects and can also be identified *ex ante* as causes for express termination of the contract pursuant to art. 1456 of the civil code.

The Recipients are required to observe the provisions of this Code of Ethics for the entire duration of the relationship with the Company and of the contractual commitments with it.

The Code of Ethics also applies to foreign branches, albeit in consideration of the cultural, social and economic diversity of the various countries in which the Company operates, subject to a formal resolution of adoption by the competent corporate bodies.

The competent corporate bodies may make any changes to the Code of Ethics in order to adapt it to the legal and organizational peculiarities of the local reality, without prejudice to compliance with the principles set out therein.

In the branches, the control activity of the Supervisory Body provided for in this document is carried out by the local compliance function, or by another similar local function, formally identified by the competent corporate body. Notwithstanding the foregoing, the Company endeavors to ensure that the Code of Ethics represents the reference point for defining the safeguards that each Branch is called upon to adopt within its own organizational reality. To this end, the Company, while respecting the autonomy of each Branch, provides mechanisms to ensure that these too are committed to align themselves with the general standards of transparency of the activities adopted, as well as to identify additional specific measures related to the peculiarities of one's own company (organizational structures and business activities of the individual company).

### **For any further information**

For more information on these or other related topics, ADLER S.p.A. invites the Recipients to contact the Supervisory Body at the e-mail address [odv@adlerortho.com](mailto:odv@adlerortho.com).

The rules relating to penalties, infringements in relation to which each of them can be applied and the procedures for contesting them must be collected in a disciplinary code and must be brought to the attention of workers by posting in a place accessible to all.

Disciplinary rules must apply what is established on the matter by collective agreements.

### **Preventive identification of infringements**

It is not necessary for the code to contain a precise and systematic forecast of the individual infringements, their various rankings and the corresponding sanctions, as a proportionate correlation between the individual infringements, even if schematic and not detailed, and the corresponding sanctions provisions is sufficient, even if susceptible to discretionary implementation and adaptation according to the concrete and effective breaches of the worker, in compliance with the principle that disciplinary sanctions must have a degree of specificity sufficient to exclude that the placement of the worker's conduct in the disciplinary case is entirely devolved to a unilateral and largely discretionary evaluation of the employer (Cass. 9 August 1996, n. 7370).

Non-working behavior can also be sanctioned when the nature of the worker's performance requires a wide margin of trust, extended to private behavior (Cass. September 12, 2000, n. 11986).

### **Confirmation of receipt**

Please complete the following declaration and return it to:

Anna Lazzaron - Via dell'Innovazione 9, 20032 Cormano (MI)

At Adler Ortho S.p.A.

e-mail address: [alazzaron@adlerortho.com](mailto:alazzaron@adlerortho.com)

tel. 02 615437254

I have received and read the "**Code of Ethics of Professional Conduct**" of ADLER ORTHO S.p.A.: I understand and undertake to respect the rules and directives set out in this document and declare that I am not currently aware of any violation of these rules and directives.

*Please write in capital letters.*

Name and Surname

Department

Date and Signature