

ANTI-CORRUPTION CODE



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by resolution of the board of directors of Gruppo Bioimpianti S.r.l.

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PART A

GENERAL ISSUES

A.1. INTRODUCTION

Corruption is an intolerable obstacle to an efficient business and to a fair competition. Ethical integrity, fairness, full respects of laws and regulations are a constant duty of Gruppo Bioimpianti personnel.

Different Countries have laws prohibiting bribery of public officials; some Countries have laws that consider a crime the corruption of other Countries' public officials. Several Countries have laws prohibiting the private corruption.

Anti-corruption laws prohibit direct and indirect payments - also including payments made to anyone with knowledge and forethought that payment shall be shared with a public or a private official – as well as offers or promises of a payment or other economic benefits with the explicit intent of bribing public or private officials.

Under these laws, GRUPPO BIOIMPIANTI may be held liable for actions carried out by who act on behalf of the Company.

Anti-corruption laws require GRUPPO BIOIMPIANTI to equip itself with register and accounting records that shall reflect exactly transactions, costs (even if they are not “significant” from the accounting point of view), acquisitions and asset transfers. In any case, the inaccuracies in reportings of payments constitute a violation, even if they have not corrupt purposes: false registrations may lead to a breach of legal and financial obligations.

In recent years anti-corruption laws has been applied more frequently and sanctions have become more severe. Legal entities that violate laws may incur into substantial financial penalties, natural persons may be sentenced to prison terms or other sanctions.

Such violations may also have other consequences foreseen by the law, including debarment from contracting with public entities, confiscation/disgorgement of money made or damages claims. Even more important is that the reputation of the Company could be severely damaged.

Since GRUPPO BIOIMPIANTI has its registered office in Italy, it is subject to Italian law and, in particular, to the provisions of Legislative Decree 231/2001.

The requirements, set out in this code, complete the “*Organizational Model ex dlgs 231*” and the “*Code of Ethics*” but do not substitute for redundant parts.

A.2. GENERAL ISSUES

One of the key factors of GRUPPO BIOIMPIANTI's reputation is the ability to carry out its business with fairness, loyalty, honesty and integrity and in compliance with national and international laws, regulations and standards.

GRUPPO BIOIMPIANTI committed itself to observing its Code of Ethics and, for this reason; it asks its own personnel honesty, transparency and fairness in carrying out its works. The same

commitments are required for all other stakeholder, individuals, groups, institutions that contribute to the realization of its mission or that are involved in its activities.

In order to respect the following principle: "Businesses should work against corruption in all its forms, including extortion and bribery", GRUPPO BIOIMPIANTI: **rejects any form of corruption.**

A.3. PURPOSE

The present Code has been examined and approved by the Board of Direction of GRUPPO BIOIMPIANTI S.r.l. and its adoption and its implementation is mandatory for GRUPPO BIOIMPIANTI.

The present Code has been adopted with the purpose of providing a systematic framework to internal anti-corruption legislative instrument. The Code qualifies as illegal - for personnel, business partners (ie Agents, consultants, etc..) and for anyone, carrying out activities on behalf or in favor of GRUPPO BIOIMPIANTI - the acceptance and the offer of money or favors (directly or indirectly), in order to obtain or retain a deal, or secure business or commercial advantage.

This Code is inspired by the deontological principles and criteria recommended by GRUPPO BIOIMPIANTI'S Code of Ethics. It aims to provide all the personnel and all those who work for or on behalf of the Company with the anti-corruption principles, rules and laws.

A.4. POLICY

In accordance with Code of Ethics, GRUPPO BIOIMPIANTI rejects and prohibits any form of bribery and corruption without exception.

It is forbidden to:

- Promise, give, pay, authorize someone to give or pay (directly or indirectly) an economic benefit or other kind of benefits to a public or private official (Active Corruption);
- Accept request, or solicitations, or authorize someone to accept or solicit (directly or indirectly) an economic benefit or other kind of benefits from a public or private official (Passive Corruption);

When the intention is to:

- Induce a public or private official to improperly perform any public function, or any activity associated with a business or to reward him for doing so;
- Influence any official act (or failure to act) by a public official or any decision in violation of any lawful duty;
- Obtain, secure or retain business or an improper advantage in the conduct of business;
- Violate applicable laws.

Forbidden conducts include the offer to, or reception by, GRUPPO BIOIMPIANTI personnel (direct bribery) or by anyone acting on behalf of the company (indirect bribery) of economic benefits or other favors in relation to the activities of the company.

The scope of this prohibition is not limited to payments for bribery and corruption, and it includes:

- Gifts;
- Expenses for third part: hospitality, travel, meals and transport;

- Contributions and donations in cash or in kind, such as sponsorships;
- Business investments or new jobs opportunities;
- Confidential information that could be used to trade in securities and regulated products;
- Discounts or personal credits;
- Facilitation Payment: an unofficial payment made to an Official Public Officer in order to speed up, facilitate or secure the performance of an administrative process where the outcome is already pre-determined.
- Assistance or support to families;
- Other benefits or other economic advantages.

GRUPPO BIOIMPIANTI rejects any form of corruption, including, but not limited to, those described above, in favor of anyone.

A person, subject to this Code, will be deemed "aware" that a payment or other economic advantages will benefit a public official, a private person or his/her families or persons designated by him/her, if he/she has acted knowingly ignoring the warning signals or whether he/she acted with gross negligence (for example failing to conduct a level of "due diligence" appropriate to the circumstances).

Compliance with Anti-Corruption Laws and this Code is compulsory for all GRUPPO BIOIMPIANTI personnel, and for all business Partners. The denomination "Business Partner" includes any subject acting on behalf of and/or in the name of GRUPPO BIOIMPIANTI, and it is likely to have a relevant contact with a public official in carrying out his/her task, on behalf of and/or by name of GRUPPO BIOIMPIANTI (ie Joint Venture, Agents, Intermediaries, Consultants, Distributors, Dealers, Franchisees, etc).

Therefore:

- One.** All GRUPPO BIOIMPIANTI business relationship with a, or related to, or involving a public official, must be conducted in compliance with this Code and its internal anti-corruption regulatory.
- Two.** All GRUPPO BIOIMPIANTI business relationship with a, or related to, or involving a private subject, must be conducted in compliance with this Code and its internal anti-corruption regulatory.
- Three.** GRUPPO BIOIMPIANTI personnel, each for its own part, is responsible for respecting the Code of Conduct and the Internal Anti-Corruption regulatory of GRUPPO BIOIMPIANTI. In particular, managers are responsible for ensuring that they are respected by their employees and taking measures to prevent, identify and report potential violations.
- Four.** No questionable and no illegal practices (including Facilitation Payment) may, in any case, be justified or tolerated by the fact that it is "customary" in the industrial sector or in the countries in which the GRUPPO BIOIMPIANTI operates. No performance should be imposed or accepted, if it can only be achieved by compromising the ethical standards of GRUPPO BIOIMPIANTI.
- Five.** GRUPPO BIOIMPIANTI personnel will not be fired, denied, suspended, threatened, harassed or discriminated, in any way, in the processing of work by refusing to make a forbidden payment, even if such denial has resulted in the loss of a business or other prejudicial consequence for the business