

In order to help the Third Parties operating in other jurisdictions better understand its ethical and organisational principles, Finceramica, hereinafter the Company, has created and translated into English this abstract from its Code of Ethics.

By signing this abstract, the Third Parties, as defined hereinafter, undertake to respect the ethical principles set out therein.

ABSTRACT FROM THE CODE OF ETHICS OF THE COMPANY

The Company has adopted a Code of Ethics which includes the actions it intends to take from an ethical and behavioural standpoint, in order to adapt its structure to the requirements laid down by Legislative Decree no. 231/2001, and define Company internal and external guidelines to be followed in attaining the Company objectives.

The Code of Ethics results from the fusion of the behavioural principles embraced by the Company by signing the Articles of Association of Assobiomedica, with those principles representing the values of the Tampieri Group which the Company belongs to.

The Code applies to the following **Recipients**:

- members of the Board of Directors, top managers, Company regulatory bodies, employees (**Employees**);
- advisors, collaborators, agents, suppliers, customers, healthcare professionals and any other third party the Company has contractual relations with in order to attain its objectives, whereby such relations entail provisions of services (including temporary services), or activities performed in the name and on behalf of the Company, involving a trust relationship with the latter (**Third Parties**).

The Code of Ethics is available on www.finceramica.it in the Italian section (Code of Ethics in its entirety) and in the English section (abstract)

1. GENERAL PRINCIPLES

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| Legality | In carrying out its activities the Company shall comply with the provisions in force in the territories in which it is active as well as with the Code of Ethics and the Company procedures, which shall be applied with integrity and fairness. |
| Confidentiality | The Company shall guarantee the confidentiality of the information and personal data to be processed, and the protection of the information obtained in relation to the work carried out, and requires conformity with applicable laws in the field of privacy & data protection. |
| Probity and fairness | The relations with the Company <i>stakeholders</i> shall be based on the principles of fairness, collaboration, loyalty and mutual respect. |
| Transparency | The Company undertakes to inform all the <i>stakeholders</i> in a clear and transparent way as regards its state of affairs and its economic and operating performance, without favour to any particular interest group or individual. |
| Equal opportunities | The Company, as an employer, ensures equal opportunities; there must be no discrimination against any individual on the basis of race, colour, sex, country of origin, age, creed, civil status, sexual orientation, sexual identity, individual expression, military or veteran status, disability or any other category protected by law or of any other factor, as prohibited by law. |
| Harassment - Zero tolerance | Harassment is prohibited, whether based on sex, sexual orientation, sexual identity, individual expression, race, age, creed, disability, ethnicity or other protected category, whoever perpetrates it and whoever is subject to it within the Company. |
| Safety at work | The Company undertakes to act in strict compliance with the existing provisions in the field of safety and health at work, and to encourage their enforcement within the Company. The Company undertakes also to promote and strengthen a positive safety culture, by raising awareness of risks and promoting responsible behaviour among all its employees. |
| Protection of the environment | The Company pursues and promotes a policy that cares about any issue related to the geographical area of its operation and the environment. The Recipients must adhere scrupulously to the national and international regulations for the protection of the environment. |
| Social responsibility | The Company is engaged in socially responsible supply practices on the basis not only of what is required by law, but also of the type of ethical behaviour legitimately to be expected. |
| Respect | Personnel is the key resource of the Company: respect, opportunities for growth and development, as well as recognition of merit, are its guiding tenets. All employees must be treated with equal dignity, irrespective of their importance. |
| Integrity | It is vital that the Company has an outstanding reputation as regards such issues as: integrity, probity, loyalty, reliability, fairness, solidarity and personal ethical conduct. |

2. PRINCIPLES OF CONDUCT AS REGARDS RELATIONS WITH PARTNERS AND ACCOUNTING MATTERS

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| Internal Control | Any action, operation and/or transaction of the Company must be legal, consistent, coherent and duly recorded, and it should be possible to verify the relative decision-making, authorization and implementation process. |
| Anti-money Laundering | The Company undertakes to comply with all the rules and provisions, both national and international, as regards anti-money laundering. The Company condemns any form of money laundering and/or use of proceedings of illicit or criminal activities. |
| Respectability of business partners | Before business relationships are established or contracts signed with non-occasional suppliers, the Recipients must ascertain the moral integrity, reputation and good name of the business partner. |

3. PRINCIPLES OF CONDUCT AS REGARDS RELATIONS BETWEEN COLLABORATORS AND THE COMPANY

The Recipients must carry out their duties with dedication, in the exclusive interest of the Company and not in pursuit of personal interests which are incompatible with the Company interests. Any conflict of interest must be immediately reported to the Supervisory Board.

3.1. Consultancies and professional services

Business integrity is paramount.

Third Parties are required to comply with the same *standards* of conduct set out for the employees of the Company when conducting business activities with or on behalf of the Company and, in particular, are required to maintain and protect the professional, respectable and fair image of the Company and of the Group it belongs to.

Upon termination of their relationship with the Company, service providers and advisors are not allowed to use the name and prestige of the Company.

3.1.1. Assignments, consultancies and surveys entrusted to civil servants

Third Parties who are Public Administration (P.A.) employees, such as, for instance, healthcare professionals, may provide, in good faith and in compliance with applicable laws, advice and relevant services, presentations at training courses organised or sponsored by the Company as well as collaboration aimed at developing and implementing its products. Advisory agreements, concluded on the basis of the Professionals' qualifications and expertise, must be made in writing and fees should be reasonably commensurate with the services provided.

When the Company signs a contract with a Healthcare Professional who acts as a research advisor, a research protocol must be drafted, any necessary permit and authorisation must be obtained and, in any case, the contract must be based on the principle of utmost transparency towards the competent Public Administration.

3.2. Quality Systems

The Company has established and supports a quality system in line with the needs of the Company and the rules and regulations in force. The Recipients must comply with the relevant Italian and international legislation.

3.3. Confidential Information

In terms of their duties towards the Company, all the Recipients must protect the confidential information of the Company and use it only within the Company and in its exclusive interest. The term «**confidential information**» refers to information pertaining to both present and planned Company's activities that have not been made public and that, if unduly used or made public, could favour economically third parties and harm unfairly the Company.

All confidential information are the property of the Company (and/or of the entities granting the use of intellectual property) and shall be used for no other objective than the pursuit of the Company interest.

3.4. Privacy

The Company is mindful of the *privacy* of the Recipients, which is protected by adopting the most appropriate precautions and safety measures relating to the processing of personal and/or sensitive data.

3.5. Drug use and alcohol consumption

The Company maintains a workplace free of alcohol and drugs, therefore it is forbidden to turn up at work under the influence of alcohol or (illegal) drugs. It shall also be prohibited to sell, use, produce and distribute drugs or any controlled substance on the Company premises.

3.6. Child labour

The Company is opposed to the exploitation of minors and regards as unacceptable the exploitation of minors or of other workers. Should the Company be informed that such principles are being breached, it would be authorised to terminate the legal relationships and/or the business relations.

4. PRINCIPLES OF CONDUCT AS REGARDS BUSINESS RELATIONS

The Company condemns any form of corruption, even between private individuals.

4.1. Gifts and Giveaways

Giving and receiving gifts and giveaways is generally prohibited, with the exception of gifts of low value, which should not cause embarrassment or obligation on the part of the Company, and should not be aimed at influencing the ability to make decisions in an autonomous way.

At any rate, the offering of gifts by the Company - except for those related to specific *marketing* initiatives - must occur in compliance with the following rules:

- a. under no circumstances should gifts and benefits be given to civil servants, public officials, public service officers or public officers;
- b. if it deals with gifts to subjects that do not fall into the category sub a), the offer must be (i) reported beforehand to the person in charge of the department involved; (ii) expressly approved by the person in charge of the department involved, who shall promptly inform the Supervisory Board; (iii) duly documented, so that appropriate checks can be performed.

The Recipients who in the exercise of their functions receive, even for festivities, gifts or other benefits not of low value, are required to report it promptly to the person in charge of the department involved and/or to the Supervisory Board; these shall assess the adequacy of such

gifts or benefits and may order their restitution and inform the sender about the Company policy as regards gifts, giveaways and benefits. Any gift or giveaway shall be given in compliance with the laws in force and with the relative Company *policies*.

4.2. Donations to organisations

Donations to charitable entities and institutions are allowed only if their aim is to provide social benefits and show the Company's social and civil responsibility or its commitment to educational causes. No donation shall be made upon explicit or implicit request to buy items or to use services provided by the Company, that is, to obtain a favourable treatment. Any donation shall be made in compliance with the laws in force and with the relative Company *policies*.

4.3. Donations to the Public Administration for charitable or philanthropic purposes

The Company may make donations (including financial contributions) for charitable or philanthropic purposes, such as the support of a truly independent medical research project for the advancement of science or of medical education, the care of the most deprived persons, the education of patients, public education on important subjects related to healthcare or the sponsorship of events whose proceeds will be donated to charity.

Donations must be made exclusively to organisations and entities entitled to receive them under the applicable rules and regulations. All donations must be duly documented.

Donations of money, assets, equipment, etc. to Public Administrations must be made in compliance with applicable laws.

4.4. Representation expenses

Such costs as meals, travel expenses and entertainment offered to third parties, shall be of low value and for legitimate business reasons, such as the presentation or implementation of the Company's products, technical updates or training. No representation expense shall be incurred upon the explicit or implicit request to buy the Company's products. Any expense shall be incurred in compliance with the laws in force and with the relative Company *policies*.

4.5. Grants and sponsored trips

It is natural that in the normal course of its business the Company promotes itself and its products or undertakes to promote the development of the industry in which it operates, by awarding grants, sponsoring events or organising trips for existing or prospective customers, thus incurring the relative costs and expenses.

Such costs and expenses must be analysed in advance so as to determine whether they are in line with this Code, the Decree, other applicable laws and the relative Company policies. Any doubt in this respect shall be submitted to the Supervisory Board or the Board of Directors for an initial evaluation.

4.5.1. Training and education on the Company sponsored products

Where appropriate, the Company shall provide Healthcare Professionals with training and education resources relative to the products and to administrative, technical and managerial activities, so as to facilitate the safe, efficient and effective use of medical and diagnostic technology. Such education and training programmes shall be held in suitable locations, taking into consideration the comfort of the participants and the type of training. In particular:

- the programmes and events shall be held on premises which are set aside for clinical, laboratory, training or conference use or other suitable premises, in locations and premises chosen due to logistic, scientific and organizational considerations. Locations which are prevalently for tourist use are specifically excluded in high and peak season. Training personnel must have suitable qualifications and experience;
- the Company may provide meals of limited cost to participants in such programmes and further hotel services may be necessary for training programmes which require overnight stays. Such hotel services must be of limited cost and in no case above 4 star category, be related to the duration and the educational purpose of the training course as well as compliant with all applicable regulations;
- the Company may cover reasonable travel and board expenses incurred by participating Healthcare Professionals, in compliance with all applicable regulations. Air travel must be exclusively economy class, excluding intercontinental flights;
- in any case, travel expenses or other expenses for the Professionals' spouses, guests, or any other party who does not, in good faith, have a legitimate professional interest in the subjects dealt with during the meeting, are excluded. Spouses and guests may use the hotel services of the group, provided that they pay for any corresponding additional expenses;
- the Company shall not incur or pay wholly or in part any expenses for activities which are not strictly training activities during the event itself (including, by way of example, but not limited to: concerts, shows, social programmes, etc.).

4.5.2. Support for training conferences held by third parties

The Company may support independent educational or scientific conferences, or conferences which advocate policies aimed at promoting scientific knowledge, medical progress and effective healthcare. These generally include conferences organized by international, national, local or specialist medical associations or by accredited bodies involved in continuous medical training. The Company may lend its support to such conferences when the events are organized in premises and locations chosen due to logistic and scientific considerations, with the specific exclusion of locations which are prevalently touristic resorts during the local high season - which for Italy includes both seaside resorts during the period from July 1 to September 15 and mountain resorts from January 1 to March 15 and from July 1 to August 31 - in the following ways:

- **Support for conferences.** The Company may provide financial contributions to cover the costs of conferences and reasonable travel and accommodation expenses incurred by Healthcare Professionals (and by medical students, honorary members and other parties who are studying to become Healthcare Professionals), when the conference aims at promoting genuinely scientific and training activities. Such support must be in line with any applicable legislation. The organisers of the conference are responsible for it and will check the choice of content, teaching staff, methods and training materials. The Company's sponsorship of the conference must be clearly stated before and during the meeting.
- **Hotel and catering services at a low cost.** The Company may provide financial support to the organisers of the conference and the teaching staff in the form of meals of limited cost and hotel services for the participants in the programme. Reasonable contributions, as a fee, may be given to the teaching staff. Any meal and hotel service must be subject to the duration and purpose of the conference. The hotel services must be provided in maximum 4-star hotels and any air travel must be exclusively economy class, excluding intercontinental flights.
- **Publicity and presentations.** The Company may purchase publicity and rent space for stands where to display its products and/or services during conferences.

4.5.3. Meetings for information and/or promotional purposes

Should the Company meet with Third Parties in order to illustrate the characteristics of its products, as a general rule, it shall hold such meetings close to the place of operation of these subjects.

The events shall take place in locations and premises chosen due to logistic, scientific and organizational considerations. Locations which are prevalently for tourist use are specifically excluded in high and peak season. In relation to such meetings, the Company may offer meals and hotel services to the participating Healthcare Professionals. The hotel services must be provided in maximum 4-star hotels. The Associates may also cover reasonable travel costs incurred by participants, if necessary (e.g. for visits to factories or reference Centres). Any air travel must be exclusively economy class, excluding intercontinental flights. The offering of any form of hospitality, payment for meals, travel and other hotel services on behalf of the professionals' guests or of any other subject who does not, in good faith, have a legitimate professional interest in the matters dealt with during the conference, is prohibited.

The Professionals' spouses or guests may use the hotel services of the group, provided that they pay for any corresponding additional expenses.

The Company may organise side activities of the information and/or promotional event provided that such activities - by nature, costs and visibility - do not distort the information and/or scientific purpose of the event.

4.6. Principles of Conduct as regards relations with the Public Administration and Public Contracting in general

The relations of the Company with the Public Administration, public officials, public service officers or public agents must be based on the strict observance of the applicable legal and regulatory provisions, as well as of the relative specific *policies* approved by the Company, and in no way can undermine the integrity and the reputation of the Company.

Any provision or offering of money or other benefits for illegal aims, or to seek advantages for an employee, is prohibited.

Such policy is applied to both direct and indirect payments and/or promises, made in any form, including through advisors or other third parties. If in doubt, the Recipient must refer to the Supervisory Board.

4.6.1. Gifts and entertainment for public officials

Without prejudice to the paragraph about gifts and giveaways, in the event of business negotiations or the establishment of relationships, even of non-commercial nature, between the Company and public entities, the Recipients are required to refrain from:

- a.** proposing, even through intermediaries, opportunities for employment or business opportunities in favour of the civil servant involved in the negotiation or in the relationship, of his/her relatives or of other subjects related to him/her;
- b.** offering to the above-mentioned subjects gifts, giveaways or benefits, including through third parties, other than acts of commercial courtesy of little value;
- c.** eliciting, even through intermediaries, confidential information from the public official;
- d.** soliciting or establishing personal relations of favour, influence, interference aimed at influencing, directly or indirectly, the outcome of the relationship.

4.6.2. Relations with Institutions and Public Supervisory Bodies

The Recipients undertake to observe strictly the provisions issued by the competent Institutions or Public Supervisory Bodies in compliance with the existing legislation with respect to the relevant areas of activity.

4.6.3. Antitrust and competition legislation

The Company requires that all its employees act in compliance with Antitrust and Competition legislation.

4.6.4. Relations with judicial authorities

The Company promotes the value of loyal cooperation with the judicial authority.

5. PRINCIPLES OF CONDUCT AS REGARDS RELATIONS WITH ADVISORS AND SUPPLIERS

The Company pays the professionals for the services provided and the costs of consultancy and advisory plans incurred. Such provisions must be made in writing and checked to determine whether they comply with the Code of Ethics, with Legislative Decree 231, with other laws in force and with the relative Company *policies*.

The selection procedures of Company contractors - based on an objective benchmark - shall take into account, among other things, cost effectiveness, technical ability, reliability, quality of materials, as well as moral and ethical integrity and the contractors' compliance with the quality procedures adopted by the Company. As part of the selection procedures of contractors, the Company shall adopt mechanisms for periodic monitoring aimed at verifying that the contractors satisfy at all times the above-mentioned requirements.

6. ARRANGEMENTS FOR THE IMPLEMENTATION OF THE CODE OF ETHICS

Before starting a business relation with Third Parties, the Company has an obligation to:

- a. inform such subjects about the requirements and commitments arising from the Code of Ethics;
- b. require compliance with the commitments related to their activity;
- c. take action to ensure compliance with the Code within the Company.

6.1. Report of a breach

In the event of breach, or suspected breach, of the provisions contained in the Code of Ethics, the Recipients are required to report it to the Supervisory Board using the following email address:

odvfinceramica@finceramica.it

Fin-Ceramica Faenza S.p.A.
Via Granarolo, 177/3
48018 Faenza (RA)

Without prejudice to law requirements, the safeguarding of confidentiality with regard to the reporter's identity shall be ensured. The Supervisory Board processes and retains data in compliance with applicable legislation.