

CODE OF ETHICS

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1. SECTION I: FOREWORD

THE CODE OF ETHICS

This Code of Ethics (hereafter, for brevity, also the "Code") has been drawn up in order to ensure that the ethical principles on the basis of which MetaSystems srl operates (hereafter, for brevity: "MetaSystems" or the "Company"), principles that are in line with what is established at a general level by the parent company, are clearly expressed as an essential foundation of the company's culture and behavior.

The Code is flanked by internal rules, where provided for specific aspects of the employment relationship of MetaSystems employees, as well as the Code of Ethics Confindustria Medical Devices.

The Code contains all the principles and rights, duties, responsibilities that the Company assigns to all those who operate within it and, more generally, to all "stakeholders" (hereinafter, for brevity, the "Stakeholders"), and constitutes the operational tool in which the concrete general guidelines for the correct performance of all company activities are specified.

The Code of Ethics aims, among other things, to promote and promote a high standard of professionalism and to avoid behavioral practices that are different from the interests of the Company or deviant with respect to the law, as well as contrary to the values that the Company intends to maintain and promote.

The Code is an integral part of the Model of Organization, Management and Control adopted by the Company pursuant to Legislative Decree no. 231/2001 (hereafter, for brevity, the "Model 231").

2. SECTION II: THE ADDRESSEES

The rules of the Code apply, without exception, to the following subjects (below, for brevity, the "Recipients"):

- Members of the Board of Directors;
- Officials;
- Staff;
- Contractual counterparties (i.e. partner companies; external collaborators; consultants; suppliers; clients, etc.).

The Company requires all recipients to fully respect the behaviors, principles and values expressed by the Code. All recipients must adequately inform third parties about the obligations imposed by the Code, demand compliance with them and take appropriate initiatives in case of non-compliance. Each employee/collaborator, as part of his or her functions and responsibilities, is required to know the Code and to actively contribute to its implementation as well as to report any shortcomings.

The Company, for its part, undertakes to disseminate the Code to all Recipients and to ensure that it is applied, in order to prevent violations of regulatory provisions and principles of transparency, fairness and loyalty, which must always be insured and made their own by the Recipients.

3. SECTION III: GENERAL PRINCIPLES OF CONDUCT AND ETHICAL BEHAVIOUR

THE GUIDELINES

Reliability, good reputation, transparency and market openness are the basis of the behavioral rules adopted by all metasystems group companies. Our goal is to create sustainable values and make our sense of responsibility known to customers, employees and all other stakeholders. In this way, a trust-based working relationship becomes an integral part of our daily activities.

Relations with medical institutions and organisations and their collaborators become vital to the development of new products. This is a prerequisite for bio-medical progress and for the continuous improvement of the quality of patient care.

In this context MetaSystems works in constant agreement with the law and with the ethical and behavioral rules adopted by Confindustria Dispositivi Medici, in order to promote fair competition in the sector in which the Company operates.

These conditions constitute the legal basis by which we can protect both ourselves and our Customers. For this purpose, MetaSystems has adopted precise behavioral guidelines, which our employees are obliged to comply with.

MetaSystems guidelines are based on principles relating to all areas of our activity and to the different forms of cooperation existing between the Company and the persons or institutions belonging to the health sector.

Employees are updated through specific training courses in order to ensure compliance with ethical and behavioral rules.

In general, relationships and behaviours, at all levels of the company, must always be based on the principles of:

- Integrity and honesty
- Centrality of the person
- Personal responsibility
- correctness
- transparency
- impartiality
- diligence
- loyalty
- Mutual respect
- Beware outwards.

In no case may the pursuit of MetaSystems' interest justify conduct that is not honest or, in any case, does not comply with national and Community laws, Model 231, ethical codes and ethical standards as well as company regulations and protocols.

In particular, the company's ethical values and principles, to which all Recipients must always be inspired in their daily behavior, are:

- compliance with and compliance with all laws, rules and regulations in force in the countries in which the Company operates. In countries where legal requirements and commercial uses are less restrictive than those set out in this Code, you will have to behave according to the rules of the latter. However, if a provision of this Code is contrary to applicable laws, those laws will prevail. In any case, the ethics of behaviors do not have as a paradigm only strict compliance with laws, norms and ethical codes; it goes further, and consists in the desire to adopt, in different situations, the highest standards of behaviour;
- respect, in business relations and in relations with the Public Administration, the principles of fairness, loyalty, transparency, efficiency and openness to the market; this is expressed by the adoption of the general principle of "separation", according to which: no requests for gifts of any kind are allowed in anticipation of sales negotiations. Under this principle, for example, it is forbidden to fund a doctor for research if he promises, in return, to increase the purchase of our products;
- maximum, full and active cooperation with public authorities;
- moral integrity, which must represent a constant duty and must characterize all the work of the organization, in all its components;
- professional commitment and rigour in carrying out all work activities, which must always be oriented towards the utmost correctness, transparency, effectiveness and efficiency of management;
- respect and dignity in relations with all the people with whom you come into contact;
- the rejection of all forms of discrimination (on the basis of race, sex or colour, religion, age, political or trade union affiliation, sexual orientation, disability, etc.), harassment and intimidation;
- the enhancement of everyone's professional skills and human resources in general;
- the widest collaboration in the observance, improvement and updating of the Code, remaining excluded any form of retaliation in the case of reports;
- respect and enhancement of the peculiarities of every single human resource;
- confidentiality, i.e. the Company undertakes not to leak confidential information about users and customers, workers, suppliers, unless this is expressly provided for by a contract in accordance with current legal regulations, or by law. In the same way, they must respect the confidentiality of the information that is part of the company's assets;
- competition, as the Company refrains from any form of collusive behaviour that might jeopardise it.

In addition, Recipients are required to:

- to provide, while taking into account confidentiality obligations, complete, true, transparent, understandable and accurate information, so that, in establishing relations with the Company, third parties are able to make autonomous and informed decisions about the interests involved, the alternatives and the relevant consequences;

- to avoid situations or activities that may generate conflicts of interest with those of the Company;
- not to carry out activities contrary to the interests of MetaSystems;
- not to accept gifts or other forms of payment not legally due by any entity or organization that is seeking to do business or compete with MetaSystems;
- not to use, for its own benefit or for the benefit of third parties, business opportunities for the Company.

CHARITABLE OR PHILANTHROPIC DONATIONS

The Company may make donations (including financial contributions) for charitable purposes or for other philanthropic purposes, such as:

- support for truly independent medical research for the advancement of science or medical education;
- the care of the most deprived;
- public education;
- sponsorship of events whose proceeds go to charity.

Donations must only be made to organizations and entities that are entitled to receive them under applicable laws and regulations

All donations and purpose of the contribution must be adequately documented.

SCHOLARSHIPS

The Company may make donations in order to finance scholarships granted by third parties; in this regard, the indications formulated in the previous point are observed as well as, in the case of financing scholarships awarded and paid by the Public Administration, to the additional rules referred to in the next Section XI.

In addition, in compliance with the current provisions on the subject, MetaSystems may directly award scholarships (always for the above-described charitable and philanthropic purposes) on the basis of transparent and objective candidate evaluation procedures, based on recognized scientific criteria.

4. SECTION IV: THE PROTECTION OF WORKERS' RIGHTS AND DIGNITY

By stopping further legal rights and prohibitions, MetaSystems is committed to maintaining an environment free of any form of illegal harassment and discrimination or retaliation, to prevent the creation of an intimidating, hostile or isolated work environment. Employees who behave in harassing, discriminatory or intimidating behavior and office managers or executives who tolerate such conduct violate the Code.

In addition, MetaSystems does not tolerate any violence or threat of violence against Employees, Collaborators or assets.

Workplace violence includes:

- actions or threats of violence against a third person;
- intentional damage to an Employee's assets or those of a third party;
- in any case, all the behaviors that make others insecure in the workplace.

With regard to the ethical and behavioural criteria and principles concerning "safety at work", see the appropriate paragraph in section IX and the subsequent Section X.

5. SECTION V: THE PROTECTION OF COMPANY ASSETS

MetaSystems protects all its assets, tangible and intangible. Employees and Collaborators are responsible for the protection and care of the company assets entrusted to them. Therefore, they are required to work diligently to protect the company's assets, through responsible behavior and in line with the operating procedures prepared and made available by the Company to regulate their use, accurately documenting their use; in addition, they are required to comply with all provisions, requirements and obligations relating to health and safety at work.

No Employee or Collaborator of the Company uses company assets, information or their position to gain undue personal benefits.

The Company requires that company assets be used by observing security policies to prevent unauthorized use or theft.

MetaSystems' assets should not be used for purposes outside the Company, although their occasional personal use may be authorized.

Any suspicious incident, fraud or theft must be immediately reported for investigation.

As far as information technology is concerned, all Employees and collaborators must:

- refrain from sending insulting or insulting e-mails;
- do not make inappropriate comments that harm or offend persons or the Company;
- pay attention to websites, avoiding offensive or indecent ones;
- comply with company security requirements, so as not to create damage to the functionality of information systems or prohibited disclosures of company data;
- refrain from loading unauthorized software on corporate systems;
- never make unauthorized copies of licensed programs for personal or third-party use.

In addition, confidential information regarding the Company, its personal password and its code of access to the company database must not be disclosed to unauthorized third parties.

6. SECTION VI: ALCOHOL OR DRUGS – SMOKING

With a halt to legal prohibitions, MetaSystems prohibits the use, sale, purchase, transfer, possession or presence at the workplace, in any form, of drugs other than prescribed medicines and alcoholic beverages.

In addition, the Company will take particular account of the general ban on smoking in the workplace.

7. SECTION VII: HEALTH, SAFETY AND THE ENVIRONMENT

As part of its activities, the Company is committed to contributing to the development and well-being of the communities in which it operates, constantly pursuing the objective of reducing the environmental impact and ensuring the safety and health of employees, external collaborators, customers and communities directly affected by the activities themselves.

All MetaSystems activities must be managed in full compliance with current regulations on prevention, health, safety and the environment (for more details, see the paragraph "Safety at work" of the next Section IX and the subsequent Section X).

In carrying out their duties, in accordance with current laws, Employees participate in the process of risk prevention, environmental protection and health and safety protection against themselves, colleagues and third parties.

Employees must promptly notify their superior of any situation of danger to their own and third-party safety.

The Company promotes measures that facilitate the balance between personal and professional life.

8. SECTION VIII: THE SECURITY OF BUSINESS DATA

The company data consists of all the information collected, created, processed and/or stored during the normal performance of MetaSystems. La Company's activities takes appropriate measures to maintain the confidentiality and safeguarding of company and third-party data in accordance with privacy rules, promptly adapting to any new legislation on the subject.

Employees and Collaborators of the Company must know and implement the provisions of company policies on information security, to ensure their integrity, confidentiality and control.

Recipients who, for professional reasons, become aware of confidential information, that is, information that due to their characteristics, current legislation, or company provisions should not be disclosed, are required not to communicate it to third parties unless subject to specific and reasoned authorization, and without prejudice to any legal obligations.

The circulation within or outside the Documentation Company containing confidential information must be the subject of particular attention, in order to avoid undue disclosure.

9. SECTION IX: CONFLICTS OF INTEREST

The Company ensures that its workers avoid situations in which conflicts may arise between the personal or family interest, of an economic or professional nature, and that of the Company itself.

All employees and collaborators must, however, avoid situations in which conflicts of interest may arise and must report these potential situations to the direct superior. Directors are required to refrain from any activity that may be considered, even potentially, to conflict with the interests of the Company.

10. SECTION X: THE COMPANY'S OBLIGATIONS

THE RESPONSIBILITIES AND OBLIGATIONS OF THE COMPANY: GENERAL

Through its management and the designation of specific internal functions (in particular, the "Supervisory Body" appointed pursuant to Legislative Decree 231/2001), MetaSystems undertakes to:

- ensure the dissemination of the Code and the knowledge of the other regulations recalled to the Recipients, as well as the implementation of appropriate training programs;
- ensure a periodic review and updating of the same, to adapt it to regulatory evolution and adapt it to any organizational changes and internal procedures;
- provide support tools to provide clarifications on the interpretation of the rules of the Code;
- ensure confidentiality on the identity of those who report any violations (see in this regard the methods described in Section X) and its professional protection from any act of retaliation, without prejudice to legal obligations;
- carry out adequate checks and controls on compliance with company protocols and with regard to any reporting or news of any violations of the rules of the Code or the reference protocols;
- prepare and apply an adequate sanction system, to affect any violations;
- periodically verify compliance with and compliance with the Code.

THE EXPLOITATION OF HUMAN RESOURCES

All Collaborators (whether internal or external) are the fundamental resource for the development of the Società. Il heritage of knowledge, experience, intelligence and culture of collaborators, must therefore be valued and increased, with this contributing to their professional growth and well-being.

The development of Human Resources must therefore be aimed at the constant growth of the professional level of all employees of the Company, to meet what will be the demands of the future. This development is based on the principle of equal opportunities, i.e. the recognition of the results achieved, the professional potential and the skills expressed by people.

The Company favors and promotes a definition of roles, responsibilities, delegations and availability of information suitable to ensure that each component of the organization can make the decisions that are appropriate to it in the interest of the Company.

Updating and professional growth are implemented through specific and institutional training initiatives.

In addition, MetaSystems assumes, rewards, promotes career and makes other decisions about the employment relationship, based solely on legitimate factors, such as professional qualification and achievements, without taking into account race, gender or color, religion, age, national origins, sexual orientation, disability or any other characteristic of the person that may be a source of discrimination.

Employee assessments are carried out on merit criteria, in order to ensure fair treatment. In addition, the objectives assigned to employees must still be achievable by lawfully conduct and in compliance with current regulations.

The Company is also committed to ensuring full respect for and the best exploitation of the peculiarities of each individual human resource, as well as to prevent insulting or defamatory interpersonal acts. With reference to the recruitment and recruitment activities, the evaluation of candidates is carried out on the basis of the correspondence of personal profiles with respect to those expected and the company needs, respecting equal opportunities for all interested parties, without discrimination of sexual orientation, religion, ethnicity, etc...

The information requested by the Company during the interview aimed at recruitment are those strictly necessary to verify the aspects provided for by the professional and psychoattitude profile, respecting the private sphere and the opinions of the candidate.

MetaSystems does not carry out any investigation of the ideas, preferences, personal tastes and, in general, the private life of collaborators and employees.

The Company hires staff with a regular employment contract and undertakes to comply with all ccnl forecasts applicable to each employee.

With regard to temporary work, all the relevant provisions are observed and no form of irregular work is tolerated.

In establishing and managing relationships with Employees and Collaborators, MetaSystems is committed to ensure that hierarchical authority is exercised fairly and fairly, avoiding any abuse.

PROTECTING THE PRIVACY OF EMPLOYEES AND COLLABORATORS

The privacy of Employees and Collaborators is protected according to standards that specify the information that the company requires from the collaborator and the relative methods of processing and storage. These standards also provide for the prohibition, subject to the assumptions provided for by law, of communicating/disseminating personal data without the prior consent of the data subject and establish the rules for the control, by each employee, of the rules to protect privacy.

MetaSystems employee information is confidential, and only those who have a legitimate and proven need related to the work done can have access to it.

HEALTH AND SAFETY AT WORK

MetaSystems observes the laws in force on hygiene, health and safety at work, guaranteeing working conditions that respect individual dignity and safe and healthy working environments, first of all the "Single Text on Health and Safety at Work", approved with Legislative Decree 9 April 2008, n. 81 and s.m.i..

The basic principles and criteria on the basis of which decisions are taken, of all kinds and at all levels, on health and safety at work are as follows:

- assess all risks (DVR);
- where possible, avoid risks;
- appropriately treat risks that cannot be avoided;
- combating risks at source;
- to adapt work to man, in particular as regards the design of workplaces and the choice of work equipment and working and production methods, in particular to reduce monotonous work and repetitive work and to reduce the health effects of these jobs;
- take account of the degree of technological development;
- replace what is dangerous with what is not dangerous or that is less dangerous;
- to plan prevention, aiming at a coherent whole which integrates technology, work organization, working conditions, social relations and the influence of factors in the working environment;
- giving priority to collective protection measures over personal protection measures;
- appropriate instructions to workers.

These principles shall be used by the undertaking to take the necessary measures to protect the safety and health of workers, including the prevention of occupational risks, information and training, and the preparation of a necessary organization and means.

The Company, both at the top and at the operational levels (and therefore all recipients) must adhere to these principles, in particular when decisions or choices have to be made and, subsequently, when they need to be implemented (see Art. 6, paragraph 2, lit.b), of Legislative Decree no. 231/2001).

The reference parameter of those principles and criteria is the general principles of health protection and the safety of workers, laid down in Art. 6, paragraphs 1 and 2, of European Directive 89/391 (so-called "Framework Directive").

THE ETHICS OF SCIENTIFIC INFORMATION

Scientific information is the company's main communication activity; it must be accurate, balanced, correct, objective, unambiguous or misleading, documented and documented. The information must be produced and disseminated in accordance with the relevant provisions.

ETHICS IN BUSINESS CONDUCT AND RELATIONSHIPS WITH COMPETITORS

The free market presupposes the autonomy of its players in determining and pursuing business objectives. The Company firmly believes in competition and the free market, a heritage that must be defended from any undue pressure both internally, coming from the same players in the affected markets, and external, by third parties, whatever role it plays.

MetaSystems carries out its commercial activity in compliance with the requirements of competition and supply procurement laws (on the latter aspect please refer to the next Section XI). The competition protection legislation (so-often antitrust) lays down precise rules in this regard and, in particular, severely affects those who adopt restrictive agreements or abuse their dominant position.

MetaSystems condemns conduct contrary to the principle of competition and undertakes to observe it by taking appropriate measures to prevent association meetings or, in any case, meetings with companies operating in the same sector from becoming, even unintentionally, an opportunity for anticompetitive behaviour.

Therefore, Recipients should not be involved either personally or through third parties in initiatives or contacts between competitors that may appear to be in violation of competition and market regulations (for example, not exhaustive: price or quantity discussions, market sharing, production or sales restrictions, agreements to distribute customers , exchange of price information, etc.).

The behaviour of the Recipients in the market and towards competitors must be fairly correct; in particular, there must be no misconduct which is harmful to the image of competitors. The Company believes in free and fair competition, basing its initiatives on skills, experience and efficiency. Any action aimed at altering the conditions of fair competition is contrary to company policy. The Company also promotes fair competition in its sector of operations, as it believes to favor a constant increase in the quality of service in favor of both the customer and all stakeholders.

11. SECTION XI: THE OBLIGATIONS OF EMPLOYEES AND COLLABORATORS

Employees and Collaborators of the Company are required to know and scrupulously comply with the laws, regulations and regulations in force in Italy, as well as this Code and internal protocols.

In particular, in carrying out commercial and promotional activities, all Employees and Collaborators are required to comply with the provisions:

- from the single text of the health laws, approved by R.D. 27 July 1934, n. 1265 (in particular, Art. 170 and ss.);
- legislative decree no. 332 of 8 September 2000 implementing Directive 98/78/EC (and subsequent amending *directives* on in vitro diagnostic medical devices;
- by Legislative Decree No. 50 of 18 April 2016, containing the Code of Public Contracts;
- by Legislative Decree No 81 of 9 April 2008 on the Single Text on Health and Safety at Work;
- by the Statute and the Code of Ethics Confindustria Medical Devices

They are also required to act loyally, in compliance with the obligations assumed through the employment contract and with the provisions of this Code of Ethics, ensuring the required services and bringing their personal contribution of ideas, an indispensable contribution for the harmonious and lasting development of the Company.

In addition, Employees are required to observe the safety measures concerning their functions, to promptly report any injury, accident or accident both at work and in itinere, and to follow all applicable safety and emergency policies and procedures of MetaSystems (see D.Lgs. n. 81/2008, cit.).

With regard to third parties, employees, each for the part of their competence, undertake to inform them adequately about the commitments and obligations imposed by the Code and to ensure compliance with the obligations concerning their business.

The behaviors of employees and collaborators are inspired by the utmost correctness from the point of view of management, completeness and transparency of information, legitimacy from a formal and substantive point of view as well as clarity and truth in accounting findings, according to current rules and internal procedures.

In particular, managers of units/business function are required to:

- operate in such a way as to set a constant and clear example for its direct collaborators;
- collaborate, each for the part of its competence, for the careful selection of External Employees and Collaborators as well as to ensure the assignment of tasks to people who give full reliance on their commitment to comply with the rules of the Code;
- to prevent breaches of internal protocols, discrimination, retaliation and harassment;
- take action in the event of reports of violations;
- provide adequate and complete information to its managers and to the aforementioned Supervisory Body.

Employees are therefore required to:

- behave in accordance with the law, the CCNL as well as in line with the indications contained in the Code and company protocols;
- cooperate in the definition and compliance with internal procedures aimed at the implementation of the Code and company regulations and protocols;
- consult your direct manager or the Supervisory Body in charge in case of doubts or difficulties in interpreting the requirements of the Code;
- report to his superior or to the supervisory functions in charge any news, of direct detection or reported by others, of any violations of the Code of Ethics as soon as they become aware of them, and report any request to him to violate them (the employee is not allowed any personal investigation or report the news to others but to his superiors and to the other function specifically in charge, identified in the "Supervisory Body" established pursuant to Legislative Decree 231/2001);
- cooperate with the functions responsible for verifying any violations or compliance with internal regulations and protocols;
- observe conduct that does not constituting in any way conduct relevant to the commission of the crime of induction not to make statements or to make false statements to the judicial authority provided for by art. 377-bis of the Penal Code.

With regard to the obligations of workers with regard to the protection of safety at work, reference is made, in particular, to Art. 20 of Legislative Decree No. 81/2008, below:

1. *Each worker must take care of his own health and safety and that of other persons present at the workplace, the effects of which are the effects of his actions or omissions, in accordance with his training, instructions and means provided by the employer.*
2. *Workers must in particular:*
 - a. *contribute, together with the employer, managers and supervisors, to the fulfilment of the obligations provided for the protection of health and safety at work;*
 - b. *observe the provisions and instructions given by the employer, managers and supervisors for the purpose of collective and individual protection;*
 - c. *use work equipment, dangerous substances and preparations, means of transport, as well as safety devices correctly;*
 - d. *appropriate use of the protective devices made available to them;*
 - e. *immediately notify the employer, manager or supervisor of the deficiencies of the means and devices referred to in (c) and (d) and any danger conditions of which they become aware, by acting directly, in cases of urgency, within the framework of their powers and possibilities and without prejudice to the obligation referred to in (f) to eliminate or reduce situations of serious and imminent danger, informing the workers' safety representative;*
 - f. *do not remove or modify security or signalling or control devices without authorization;*
 - g. *do not carry out on their own initiative operations or manoeuvres which are not their responsibility or which may compromise the safety of themselves or of other workers;*
 - h. *participate in training and training programmes organized by the employer;*

undergo the health checks provided for by this legislative decree or in any case arranged by the competent doctor.

- 3. Workers of companies engaged in activities under contract or subcontracting must present a special identification card, accompanied by a photograph, containing the worker's details and the employer's indication. This obligation also applies to selfemployed persons who are directly employed in the same place of work, who are required to do so on their own account.*

12. SECTION XII: RELATIONS WITH THE COMPANY'S INTERLOCUTORS

RELATIONS WITH HEALTH PROFESSIONALS - IN PARTICULAR: TRAINING AND CONGRESS ACTIVITIES ORGANIZED DIRECTLY

The general principle of compliance with applicable laws and compliance with ethical standards (see Section III above) is important for the need for close collaboration between *the in vitro* diagnostic medical device industry and healthcare professionals. Such cooperation may take the form of:

- development of biomedical technologies, biomedical research and applications with clinical-diagnostic impact;
- provision of training, education, service and support in order to allow the effective and safe use of medical technologies;
- support of biomedical research, education and increased professional skills.

These activities are necessary for the advancement of medical science and the improvement of patient care, but they must take place through interactions based on maximum transparency, correctness and ethics.

Recipients must ensure that all relationships with Health System Professionals are scrupulously designed to comply with current national, European and local laws and regulations, regulations and professional codes.

In any case, the same subjects must act respecting the obligation of health professionals to make independent decisions with respect to the therapies to be administered.

The procedure concerning the incurred expenses related to the registration and/or participation in a certain event of a health worker employed by the Public Administration must provide for the forwarding, by the Company, of an informative communication to the Public Administration (A.S.L., A.O., etc.), indicating its willingness to bear the costs related to the registration and /or participation in a certain congress event of a health care professional; this information may suggest to the recipient body one or more names of health professionals belonging to the thematic area of interest of the congress event, with respect to which the Administration in full and total autonomy will decide to participate.

The participation of the health care provider in the congress event will be allowed only with the authorization of the Administration.

For events organized exclusively by MetaSystems, the sending of the aforementioned invitation and expense coverage information can indicate the name of the healthcare provider, and not be limited to a simple availability to the invitation.

The procedure for participation in the education and training programs of Health Professionals must provide that the Company:

- it may provide cheap meals to participants in such programmes and, for training programmes in need of a night stay, additional hotel services may be appropriate. Any hotel service must have low costs, and in any case the hotel must be of a class not exceeding four stars or the cost must be equivalent, be subject to the duration and functional for the educational purpose of the training course, as well as adhere to any applicable legislation;
- reasonable travel and accommodation costs incurred by health professionals participating, in compliance with any applicable legislation, may be paid. Air travel must be exclusively in economy class with the exception of intercontinental flights;
- it must also not pay travel expenses or other expenses for spouses, guests of professionals, or for any other person who does not have in good faith a legitimate professional interest in the topics that will be addressed during the meeting. It is allowed for spouses or guests to take advantage of the group's hotel service, provided that the latter take charge for the additional part fee;
- it may not participate in or take charge in whole or in part of any expenditure to cover activities not strictly formative of the event itself (for example and not limited to: concerts, shows, social programs, etc.);
- you may not extend the costs of hospitality and travel to a period of time before the start and/or after the end of the event exceeding 24 hours.
- As a general rule, such events must be held in the vicinity of the place where health professionals operate; the choice of location or venue of the meeting must be motivated by logistical, scientific, and organizational reasons. Predominantly tourist resorts are strictly excluded in the period 1 July-15 September for the seaside resorts and 1 January-15 March as well as 1 July-31 August for mountain resorts.

In general, if the Company, even before the publication of a notice of invitation to tender (or other document or act comparable to it), has noticed the existence of an administrative procedure for its publication, it is advisable to refrain from offering any opportunity for collaboration or other, also free of charge (e.g. consultancy assignments, speakerships, moderator activities, training, etc.) that personally benefit public administration employees or in any case those who may have negotiating and/or authority powers or who can in any case influence the outcome of the procedure.

The Company will independently evaluate the continuation of any relationships in place at the time of knowledge of the existence of an administrative procedure.

The provisions of the previous paragraphs are to be considered applicable also to Health Professionals operating also outside the Public Administration in all cases of negotiation of supplies of goods and services with the private health facilities belonging to the Professional.

For the support of training conferences held by third parties, please refer to the next Section XIII.

In any case, MetaSystems undertakes to comply with the rules on the subject provided by Confindustria Dispositivi Medici.

RELATIONS WITH HEALTH PROFESSIONALS - IN PARTICULAR: MEETINGS FOR INFORMATION AND/OR PROMOTIONAL PURPOSES

The Company can organize meetings with Health Professionals in order to illustrate the characteristics of its products. As a general rule, such meetings must be held in the vicinity of the place where health professionals operate; the choice of location or venue of the meeting must be motivated by logistical, scientific, and organizational reasons. Predominantly tourist resorts are strictly excluded in the period 1 July-15 September for the seaside resorts and 1 January-15 March as well as 1 July-31 August for mountain resorts.

In connection with these meetings, MetaSystems may offer meals and hotel service for healthcare professionals participating. Hotel service must take place in hotels with a maximum of four stars. The Company may also pay reasonable travel expenses incurred by participants if necessary (e.g. for visits to establishments or reference centers).

Any air travel must be exclusively in economy class, with the exception of intercontinental flights.

The offer of any form of hospitality, payment of meals, trips and other hotel services for guests of professionals or any other person who does not have a legitimate professional interest in the issues addressed during the meeting is prohibited.

It is allowed for the spouse or guests of the Professionals to take advantage of the group's hotel service, provided that the latter take charge of the additional part fee.

The Company may not extend the costs of hospitality and travel to a period of time before the start and/or after the end of the event exceeding 24 hours.

The organization of any activities related to the information and/or promotional event is allowed to members provided that such activities, by nature, costs, visibility, do not distort the informative and/or scientific purpose of the event.

In any case, MetaSystems undertakes to comply with the rules on the subject provided by Confindustria Dispositivi Medici.

RELATIONS WITH HEALTH PROFESSIONALS - IN PARTICULAR: ASSIGNMENTS, CONSULTANCY AND STUDIES ENTRUSTED TO EMPLOYEES OF THE PUBLIC ADMINISTRATION

Health Professionals may provide in good faith and in compliance with current legislation, relevant advice and services, presentations to training courses organized or sponsored by members (see previous point of this Section) and collaboration for the development and application of their products.

These Professionals are paid reasonable compensation for the carrying out of these services. The procedure for the assignment of consultancy assignments to health professionals must include the following:

- counselling agreements must be made in writing, be signed by the parties and specify all the services to be provided. These agreements must comply with the laws and regulations of the country in which the Health Professional exercises the profession;
- the compensation must be "reasonable", i.e. based on nature and proportionate to the services actually provided, in compliance with the applicable tax requirements and other legal requirements. Reasonable expenses incurred by consultants in carrying out the provisions of the advisory agreement may be paid;
- advisory agreements must be concluded only where a legitimate purpose for such services is identified in advance;
- the choice of consultants must be based on their qualifications and experience in order to achieve the identified purpose.
- the location and circumstances for meetings between the Company and the consultants must be appropriate to the subject of the consultation. The hotel service, in any case never exceeding four stars, financed by the Company and provided in relation to a meeting with the consultants, must have low costs, be subject to the duration and functional for the main purpose of the meeting;
- where a contract for research services is concluded, a research protocol must be drawn up, the necessary permits and approvals must be obtained and in any case based on the principle of maximum transparency towards the administration to which they belong.

RELATIONS WITH HEALTH PROFESSIONALS - IN PARTICULAR: CIVIL SERVANTS

Without prejudice to the legitimate practice of providing appropriate product samples and opportunities for the evaluation of the same, the Company may, occasionally, make modest donations of consumable materials to the laboratories concerned.

These donations must be of modest value and must be made in compliance with the laws and regulations in force.

As a general rule, donations must be made for the benefit of patients or be essentially educational in nature. Occasionally, the same products may be donated for promotional purposes, if of modest value and if related to the work of the laboratory or for the benefit of patients.

Donations should not take the form of cash or equivalent.

RELATIONS WITH THE PUBLIC ADMINISTRATION AND CIVIL SERVANTS: IN GENERAL

The economic objective of maximizing economic and financial results must be pursued through correct business relationships with customers and suppliers and adequate recognition of the contribution of its collaborators.

Particular attention must be paid to relations with the Public Administration and public employees.

The relationships that the Recipients establish, at all levels (international, national, regional and local), with Employees of the Public Administration, including public health operators (see previous point of this Section), must be based on maximum transparency and correctness.

By way of example, for the purposes of the Code, public officials and public service representatives belonging to the following categories are understood as "public servants":

- doctors and healthcare professionals;
- employees of public companies;
- belonging to the Ministries;
- belonging to political institutions.

Relations with public employees must first be regulated according to the requirements of the R.D. n. 1265/1934, legislative decree n. 50/2016, and the Code of Ethics Confindustria Medical Devices.

Any operation involving the Public Administration must be managed with the utmost transparency and clarity, and all information and decision-making related to it must be traceable and available for verification.

The assumption of commitments with the Public Administration is reserved exclusively for the company functions in charge and authorized.

In conducting its business MetaSystems avoids situations where the parties involved in the transactions are, or may even appear, in conflict of interest. Recipients whose participation in operations involving the Public Administration may give rise to a position of conflict of interest by the Public Official must communicate it to their manager.

The conflict of interest situation can occur when the recipient's personal position is potentially capable of harming the impartiality or autonomy of judgment of the Public Official (e.g. kinship relationships). When any business negotiation, request or relationship with the Public Administration is in progress, the personnel in charge must not seek to improperly influence the decisions of the other party, including those of officials who process or make decisions on behalf of the Public Administration.

In the specific case of the conduct of a tender or the establishment of any other relationship with the Public Administration, it will be necessary to operate in compliance with the law (in particular the rules carried out by the Code of Public Works, Supply and Service Contracts referred to in Legislative Decree 18 April 2016, n. 50 and s.m.i.).

If the Company uses a consultant or a "third party" who represents it in relations with the Public Administration, with regard to the consultant and his staff or towards the "third party" the same directives must be applied also valid for MetaSystems Employees.

The Company must also not be represented, in relations with the Public Administration, by a consultant or a "third party" in the event that conflicts of interest may arise.

During a business negotiation, request or commercial relationship with the Public Administration, it is absolutely forbidden:

- consider or propose employment and/or commercial opportunities that may benefit employees of the Public Administration in a personal capacity;
- hire former employees of the Public Administration (or their close relatives) who have personally and actively participated in business negotiations, contracts or the endorsement of requests made by the company to the Public Administration, in the year following their conclusion or definition;
- offer or in any way provide gifts that are not of modest value;
- solicit or obtain confidential information that may compromise the integrity or reputation of both parties and in any case beyond what is permitted by law.

More generally, Recipients who have professional relations of any kind with the Public Administration must behave in such a way as not to prejudice the impartiality and autonomy of judgment of the Officials. No Recipient must promise or pay sums of money, other assets or benefits to Public Officials in a personal capacity to promote and promote the Interests of the Company. No Recipient may circumvent these requirements by means of contributions which, in the form of sponsorships, assignments or advice, have the same purpose as prohibited above. No Recipient shall offer or accept a Public Official's request relating to any object, service, service or favour which is not lawfully regulated by contractual activity, nor may it propose commercial or employment opportunities that may directly or indirectly benefit a Public Official in a personal capacity. Gifts and other acts of courtesy are allowed provided they are of modest value and such that they can be considered usual and in any case not to influence the autonomy of judgment of the recipient.

In addition, pursuant to Art. 53 paragraph 16 ter D.Lgs. 165/2001, it is forbidden, in the three years following the termination of the civil service relationship, to hire employed by the Company or entrust tasks to former employees of the Public Administration who in the last three years of service have exercised authority or negotiating powers for which the Company has been addressed.

RELATIONS WITH THE PUBLIC ADMINISTRATION - IN PARTICULAR: CHARITABLE OR PHILANTHROPIC DONATIONS

Fully provided for in section III above, donations of money, goods, equipment, etc. to public administrations must be made in compliance with current legislation.

With regard to relations with public administrations, the relevant procedure must be followed by the following fundamental traits:

- the Company (donor) must prepare and send to the Public Administration (A.S.L., A.O., etc.) a communication in which it expresses its intention to donate a sum of money or a particular equipment or the public body concerned sends the donation request to the donating Company;
- the beneficiary Public Administration (A.S.L., A.O., etc.) will follow the legislation in force for the implementation of the donation;
- the Company, taking good note of the acceptance, will provide all the details of the donation itself and prepare the ex lege obligations.

In accordance with the indications of Confindustria Dispositivi Medici, donations and acts of liberality concerning instruments strictly related to the medical profession can be made only in favor of university

institutes, hospitals and nursing homes, in compliance with the administrative procedures of the institution.

RELATIONS WITH PRIVATE HEALTHCARE PROFESSIONALS

Everything provided for in the last four paragraphs, dedicated to relations with the Public Administration, also applies, where possible, to relations with private health professionals.

CUSTOMER RELATIONS: PRODUCT QUALITY CONTROL

MetaSystems carries out its entrepreneurial activity by committing itself to marketing products of safe and high quality.

The Company is not limited to complying with the quality and safety standards prescribed by law but, where possible, goes further to ensure increasingly effective products, services and therapies.

Each Recipient undertakes to contribute to the maintenance of these standards, providing high quality services and having complete knowledge of the applicable laws and regulations relating to their area of responsibility, as well as to participate actively and engaged in the specific training programs prepared by the Company, which cover a wide range of activities.

Employees are also encouraged to diligently identify, as well as prevent, practices that could affect the quality of products as well as their safety or compliance with the law.

MetaSystems Employees are then obliged to:

- observe internal protocols regarding the management of customer relations;
- provide high-quality products with promptness, efficiency and courtesy – and always within the limits of contractual agreements;
- truthfully in advertising or commercial communications.

RELATIONS WITH SUPPLIERS

MetaSystems researches and protects synergies with suppliers, businesses and customers involved in its business. Contracts with suppliers are always characterized by extreme clarity, avoiding any possible form of abuse and avoiding clauses that do not make a clear interpretation possible.

In all supply relationships, Employees must:

- observe the internal policy concerning the management of commercial relations (i.e. selection of suppliers, to be implemented in compliance with the criteria of transparency, clarity, economy and equal treatment; formalisation of agreements, etc.);
- proceed, in accordance with company protocols, to the verification of contractual counterparties;
- use products and services provided by Group companies in compliance with current laws, on competitive terms;
- demand and verify the prompt and correct observance of the contractual provisions;
- promptly report any significant problems that have arisen in the course of commercial relations, informing the Management of violations of the Code and other material defaults.

RELATIONS WITH THE MEDIA

MetaSystems' relations with the media are reserved exclusively for the company functions in charge, and must be carried out in accordance with the company communication strategies.

The information and communications must be correct, clear, without prejudice to the confidentiality requirements required by the management of the business.

Participation, in the name and on behalf of the company, in events, interviews, committees and associations of any kind, be they scientific, cultural or professional, must be duly authorized, in compliance with the procedures.

Employees and Collaborators, in any case, must refrain from commenting on or responding in any way to external requests for information relating to company positions, business or commercial choices that have not yet been made official. Any unauthorized declaration may, in fact, unduly influence the market even beyond the intentions of the individual Employee.

Party funding

The Company does not make contributions of any kind to political parties, movements, committees and organizations of a political and trade union nature, nor to candidates in the elections, and refrains from any form of pressure towards and/or in favour of public representatives designed to provide benefits to the Company.

13. SECTION XIII: THE SUPPORT OF TRAINING CONFERENCES HELD BY THIRD PARTIES

Also in order to make available to health professionals education and training related to products and technical administrative and managerial management activities (in order to facilitate a safe, effective and efficient use of medical and diagnostic technology), MetaSystems can also give its support (in the form of sponsorship) to independent conferences, training, scientific or policy-making activities that promote scientific knowledge, medical progress and effective health care. These generally include conferences organised by international, national, local or specialist medical associations or accredited agencies for continuing medical training (CMAs).

How to support these activities:

- conference support: in this case the Company may provide financial contributions to cover the costs of conferences and the reasonable travel and accommodation expenses incurred by Health Professionals (and medical students, honorary members and other subjects who are studying to become Health Professionals), where the conference is focused on the promotion of objective scientific and training activities. This support must comply with any applicable legislation. The conference organisers will be responsible for the conference and will monitor its choice of content, teaching staff, methods and training materials. The sponsorship of the conference by the Company must be clearly stated in advance and during the meeting;
- hotel service and affordable meals: the Company may provide financial support to the conference organizers and teaching staff in the form of a low-cost food refund and hotel service for program participants. Reasonable contributions may be made to the teaching staff as fees. Any meals and hotel service must be subject to duration and functional for the purpose of the conference. The hotel service must take place in hotels with a maximum of four stars and any air travel must be exclusively in economy class, excluding intercontinental flights;
- the Company may also support the activities in question through the purchase of sponsorship rights, such as, but not limited to, the reproduction of its logo on the program of the event, on the congressional badges or on the congress website; the rental of exhibition spaces; the display of banners or the organization of satellite symposia deciding their content and speakers;
- as part of the sponsorship packages and, included in them, the Company may purchase a certain number of participation fees for a certain number of health professionals (registration fees and/or travel and hospitality expenses) depending on the type of sponsorship implemented;
- it is understood that in this case the individual Professionals of the Health Sector, who will be able to benefit from participation in the event due to the payment of these registration fees will be chosen in absolute autonomy and independence by the promoter or the body belonging to the Professional;
- however, the Company may define in the sponsorship contract the category of health professionals to whom the contribution and/or the geographical area and/or the health structure to which they belong.
- Outside of the above points, it is expressly forbidden to provide financial support directly to individual Health Professionals in order to cover the costs of participation in training, educational activities organized by Third Parties. The aforementioned support may be paid directly or through a third-party company that undertakes to comply with the provisions of this Code, the body belonging to the Health Professional or the Third Party organizing the event.

The Company must enter into a specific sponsorship contract directly or through a third-party company that undertakes to comply with the provisions of this Code, with the promoter and/or belonging to the Health Professional, in which the individual sponsorship rights purchased and the individual amounts paid in relation to each of them will be promptly and specifically identified.

All national and regional events organized by Third Parties and/or Health Organizations, referred to in this section, must be subjected by them to a preventive compliance check through a Conference Evaluation System (SVC) under the supervision of the Control Commission of Confindustria Medical Devices.

The Company will not be able to provide support for national and regional events that have not been subjected to a prior evaluation of the Conference Evaluation System (SVC) and that have not received a positive assessment.

For all contributions paid in support of training and educational activities, a check must be carried out on the final use of the funding, through reporting by third parties or the health organizations involved.

The provisions contained in Sections XII and XIII apply in Italy and abroad, also for what is carried out by the parent company and/or other companies belonging to the Group, whenever in the context of the event there is the participation of health professionals who carry out their main professional activity in the Italian territory and are subject to compliance with the transparency procedure referred to in Section XIV.

14. SECTION XIV: TRANSFERS OF VALUE

MetaSystems undertakes to document and make public every year and in the manner indicated by Confindustria Dispositivi Medici the value transfers made directly or indirectly to Health Professionals, Health Organizations and Third Parties.

If the transfer of value is made by the Parent Company and/or other companies belonging to the Group, they are also required to provide for publication where required by local legislation.

Transfer data will be published on the MetaSystems website, in compliance with the rules on the protection of personal data, on an individual basis or in aggregate form.

MetaSystems undertakes to keep, for a period of at least three years, the documentation showing that the consent of the health professional has been requested to publish the data concerning him.

The publication of data on value transfers will be carried out on an annual basis with reference to data for the previous year. The data for each year will be made public within the first six months of the following year.

The information will remain in the public domain for a period of at least three years from the time of publication.

15. SECTION XIV: CONTROL AND SURVEILLANCE SYSTEMS

ADMINISTRATIVE-ACCOUNTING SYSTEM

MetaSystems uses an administrative-accounting system that correctly represents management operations and is able to provide tools to identify, prevent and manage, as far as possible, financial and operational risks, or fraud against the Company itself or to the detriment of third parties.

The accounting records and the relevant documentation must be based on precise, complete and verifiable information and must reflect the nature of the transaction to which they relate in compliance with the constraints set; they must also allow the possibility of tracing at any time who carried them out.

They must also be accompanied by all the supporting documentation necessary for carrying out objective analyses and verifications. The accounting records must make it possible to produce timely economic, capital and financial situations intended both inside and outside the Company.

All Recipients are required to act in such a way that all administrative-accounting operations are representable and attributable in a correct and timely manner.

SUPERVISION OF THE CODE OF ETHICS

The supervision of compliance with the Code is entrusted to the "Supervisory Body" established pursuant to Legislative Decree 231/2001.

To this end, the Body performs the following tasks:

- to reduce the risk of violation of the Code;
- promote the enactment of internal guidelines and protocols by participating with the competent units in their definition;
- prepare specific communications (internal and external) and training programs aimed at the better knowledge and implementation of the Code;
- examine reports of possible violations of the Code, in order to promote possible and most appropriate feedback;
- promote, where appropriate, the adoption of any sanctions;
- promptly inform the Board of Directors, and possibly the competent structures, about the reports received, the results of the checks and any other initiatives inherent in the Code;
- to collaborate in the adoption of useful initiatives for the greater dissemination and updating of the Code.

16. SECTION XV: VIOLATIONS OF THE CODE OF ETHICS - SANCTIONS

MetaSystems' competent business functions define the measures in case of violations of the Code and take care of its implementation. The Company asks its staff to make each individual behavior consistent with the ethical principles of the Code itself and to collaborate with the bodies responsible for the implementation and control process.

Any violations of the precepts of the Code of Ethics by MetaSystems employees will be subject to the disciplinary sanctions provided for by Model 231 adopted by the Company, in compliance with the Workers' Statute and in any case proportionate to the seriousness of the violation.

MetaSystems requires each third party to act against it according to principles and rules inspired by a similar idea of ethical conduct. Any violations of the Code of Ethics and the Model adopted by MetaSystems pursuant to Legislative Decree no. 231/2001, committed by contractual counterparties intended to cooperate with the Company in the context of activities in which the risk of commission of crimes to which the discipline of the aforementioned Decree applies, will be sanctioned according to the provisions included in the specific clauses included in the individual contracts.

They may therefore be the cause of termination of the relationship and, in any case, will be evaluated by MetaSystems for the purpose of establishing future relationships, without prejudice to the Company's right to compensation for any damages suffered.