

Annex A

to the Organisation,
Management and Control Model

EUROSETS S.R.L.

CODE OF ETHICS AND CONDUCT

Updated March 2024

Presentation of the Company

EUROSETS S.R.L. (hereinafter also: EUROSETS, the Company, the Entity) is a company belonging to Villa Maria Group (GVM S.P.A.) and is active in the trade and distribution of biomedical products.

This Code of Ethics and Conduct (hereinafter: the Code) declares the shared principles of value and expresses the commitments, ethical and conduct-related responsibilities that the Company assumes and implements in the exercise of its business and that are compulsory for anyone working at the Company and for it.

EUROSETS recognises that compliance with the applicable laws and regulations and adherence to ethical principles are both an obligation and a critical step in achieving the Company's objectives and can enhance the reputation and success of the industry.

The purpose of this Code of Ethics and Conduct is to provide guidance on the minimum standards of business practice with which EUROSETS must comply, and it is not intended to replace or supersede national or European laws and regulations or other professional or commercial codes that may apply to the Company.

The Code of Ethics is the cornerstone of correct practices and bears witness to the effort to give substance to the ethical dimension so that it is recognised by the community.

The Code of Ethics is an integral part of the Organisation, Management and Control Model adopted by EUROSETS.

CHAPTER I - General Principles

Art. 1 - Nature of the Code

The Code is an official document of the Company, approved by the Board of Directors, which contains all the principles summarised in the presentation and the rules of conduct with which EUROSETS identifies and lays down the general rules to which all those who operate in the Company and in relation with the Entity are subject: its main purpose is to declare the values and rules of conduct to which EUROSETS intends to make constant reference.

In addition to implementing the system envisaged by the Organisational Control Model (hereinafter, OCM or Model), drawn up and adopted pursuant to (It.) Legislative Decree no. 231/01, the Code expresses the company policy and is aimed at preventing and combating not only disciplinary offences, but also the commission - direct or indirect - of the criminal offences predicated by the legislation on the administrative

liability of legal persons, committed or attempted in the interest and/or to the advantage of the Entity by persons operating in either senior management or subordinate positions.

This Code, therefore, attributes and recognises legal relevance and mandatory effectiveness to the ethical principles and standards of conduct described below, also with a view to preventing corporate offences.

The procedures considered most relevant at the time the Code of Ethics was drafted have been considered here; this does not detract from the fact that the Company will continue the process of reviewing internal policies and procedures, taking into account the needs that may arise from time to time.

Violation of the principles laid down in the Code compromises the relationship of trust between EUROSETS and the offender and is acted upon firmly, promptly and incisively through appropriate disciplinary proceedings and proportionate sanctions, regardless of the possible criminal relevance of the conduct and/or the initiation of criminal proceedings in the event of a criminal offence, or related legal action of any other nature.

EUROSETS therefore undertakes to comply with laws and regulations.

Ethical conduct is not limited to strict compliance with these laws and regulations; it goes beyond that and rests in the willingness to adopt, in different situations, the highest standards of conduct.

Consequently, the actions of EUROSETS must be characterised by fairness and transparency, avoiding misleading information and behaviour that takes undue advantage of others' positions of weakness or lack of knowledge.

While respecting free enterprise and private property and reiterating the social function of the free market, maximising the economic and financial performance of companies requires proper business relations with customers and suppliers and adequate recognition of the contribution of their employees.

To this end, transparent and objective internal procedures are also a protective factor under the terms of (It.) Legislative Decree no. 231/2001 on the administrative liability of entities.

EUROSETS believes that each employee is an individual and that there is no general policy that can, or should, decree a one-size-fits-all solution for every circumstance.

Therefore, it is possible that situations or problems may arise from time to time that, in the opinion of the Company, require or deserve special treatment, even if a known policy indicates a different general rule.

Since the policies and procedures contained in this Code summarise the benefits, lines of conduct and mutual responsibilities, EUROSETS invites you to examine them carefully. For more detailed explanations on certain topics, please contact the Supervisory Board.

Any waiver of corporate conduct and ethics policies may only be implemented by the Board of Directors, and will be promptly disclosed to the extent permitted by law.

This code of business conduct and ethics forms part of the Company's policies and procedures.

Art. 2 - Addressees and mandatory nature:

This Code is addressed to:

- a) the Shareholders;
- b) the constituted Corporate Bodies, as well as any person exercising, even de facto, powers of representation, decision-making or control within the Company;
- c) EUROSETS personnel, including quasi self-employed collaborators, long-term collaborators, agents, etc.;
- d) consultants, as well as suppliers of goods and services, including professional ones, and anyone performing activities in the name of and on behalf of the Company or under its control;
- e) third parties who enter into relations with the Company.

The above-mentioned addressees of the code are obliged to observe and respect its principles and comply with its rules of conduct.

Knowledge of and compliance with the provisions of the code are an essential requirement for the establishment and maintenance of collaborative relations with third parties, to which EUROSETS undertakes to disseminate all related information in a context of absolute transparency.

In the event of violation of the precepts of the Code, persons falling into categories a), b) and c) are liable to disciplinary sanctions, in view of the mandatory nature of the Code pursuant to and for the purposes of Articles 2014 (diligence of the employee) and 2015 of the (It.) Civil Code (duty of loyalty).

The Company's disciplinary system expressly envisages the termination of the employment relationship in the event of conduct of significant gravity, without prejudice to a request for damages in accordance with the Workers' Statute and the applicable National Collective Bargaining Agreements.

With regard to the categories referred to in d) and e), the breach may constitute an express termination clause of the relationship for non-fulfilment through fault.

Art. 3 - Validity of the Code

The Code comes into force on the date of its approval by the Company's Board of Directors.

In order to acquire binding force, the Code is shared within the Company by means of delivery of a copy to the Shareholders, senior management and personnel; a copy is also posted on the company notice board; the Code is also disseminated outside the Company by means of specific information sent to customers, agents, suppliers and consultants - with an express request to adhere to the principles set out in relation to their possible involvement in activities at risk of crimes - as well as by means of a notice in the Company's illustrative material and/or publication on the company website www.eurosets.com

Additional copies of this Code are, in any case, available at the Company's registered office, in the custody of senior management.

This is without prejudice to the right to amend, supplement and update the Code, subject to the approval of the Governing Bodies and the opinion of the Supervisory Board that has been constituted, on a periodic basis, or at any time the need arises.

Any changes shall be immediately notified to the addressees referred to in Art. 2.

Art. 4 - Interpretation of the Code

Any conflicts of interpretation between the principles and contents of the Company's procedures and the Code shall be deemed resolved in favour of the latter.

Senior management and the Supervisory Board - the functions of which are described in greater detail below - are responsible for settling any issues concerning the interpretation and application of the code.

Art. 5 - Supervisory activities, violations and sanctions

Supervising compliance with and the functioning of the Code and the Organisation, Management and Control Model is entrusted to the Supervisory Board (hereinafter: SB).

The Supervisory Board uses various sources of knowledge to become aware of any violations of the Code and reports them to the Board of Directors, which formally charges the offenders, imposing the sanctions envisaged by the disciplinary system adopted, depending on the type of offender, and adapting the sanctions to the seriousness of the offence, following the necessary coordination with the corporate bodies and trade unions.

In particular, as regards employees, the sanction of regulatory offences is imposed in accordance with Articles 2103, 2106 and 2118 of the (It.) Civil Code, Art. 7 of the Workers' Statute no. 300/1970, as well as with the legislation in force at the time of the commission of the offence concerning dismissals and the procedures laid down in the National Collective Bargaining Agreement applicable to the case.

In business relations, depending on the seriousness of the breach, the contract entered into may be terminated for material non-fulfilment through fault, pursuant to Articles 1453 and 1455 of the (it.) Civil Code.

In the case of corporate relationships, the detected and contested breach by a member of the management and/or control bodies is assessed according to its seriousness and may lead to the dismissal for just cause from the office, decided by the Board of Directors.

CHAPTER II - VALUE-BASED PRINCIPLES

Art. 6 - General policy on equal employment opportunities

EUROSETS is committed to ensuring equal employment opportunities. All employment decisions, policies and procedures comply with anti-discrimination laws. EUROSETS will not practice or tolerate unlawful acts of discrimination (including any unlawful form of harassment) on grounds of sex, age, race, colour, faith, religious

belief, sexual orientation or taste, marital status, national origin, descent, citizenship, military status, handicap or disability, or membership of any other protected category.

This policy is addressed to all officials, managers, employees and candidates.

All these individuals are, at the same time, protected by and bound to this Code.

Art. 7 - Penalties for violating the equal employment opportunity policy

Any officer, manager, employee or non-employee who, after appropriate investigation, is found guilty of discrimination, harassment or retaliation against another person will be subject to appropriate disciplinary and/or corrective action. Even if the person's conduct from a legal point of view does not constitute discrimination, harassment or retaliation, any officer, manager, employee or non-employee who engages in inappropriate behaviour inconsistent with this Policy will be subject to disciplinary action.

Art. 8 - Ethics of EUROSETS

EUROSETS ensures that all persons working within it conform to the principles of fairness and loyalty in the performance of their functions, both internal and external, also for the purpose of maintaining the image and the relationship of trust established with Customers, as well as internally.

Under no circumstances may the interest or advantage of the Company induce and/or justify dishonest conduct.

EUROSETS, complying with the principle of transparency, undertakes to disclose correct, clear, truthful and complete information to third parties.

In compliance with national and Community antitrust regulations, as well as with the guidelines and directives of the Italian Monopolies and Mergers Commission (Autorità Garante della Concorrenza e del Mercato - AGCM), EUROSETS does not engage in behaviour or sign agreements that may negatively affect the competition between the various operators in the reference market or prejudice users and consumers in general, basing its behaviour on commercial fairness, preventing and condemning unfair practices of any kind and nature.

With a view to synergy and efficiency of business processes, EUROSETS conforms to the hierarchical model according to which each individual member, on the basis of his or her position in the organisational chart, assessed according to predominantly meritocratic criteria, is competent and responsible for his or her actions and omissions.

Individuals with management, representation and control functions within the company, including at departmental or function level, supervise and coordinate employees and/or long-term collaborators, for whose actions they are answerable by law.

The individuals working at EUROSETS have been proven to meet requirements of skill, professionalism and experience; EUROSETS constantly takes care of their (continued) training and growth in the role.

EUROSETS prevents and condemns any form of discrimination and/or abuse in both internal and external relations.

The Company guarantees its personnel decent working conditions in safe, hygienic and healthy environments and adopts all initiatives and actions aimed at preventing the occurrence of accidents, constantly updating and maintaining all the relevant equipment, undertaking to comply and enforce compliance with current safety regulations. To this end, it draws up and communicates the corresponding implementation guidelines; lastly, it promotes the participation of employees in the process of risk prevention and health protection for themselves, their colleagues and third parties.

EUROSETS contributes to the dissemination and awareness of **environmental protection** issues and manages its business in an environmentally friendly manner, in compliance with national and EU regulations in force, pursuing excellence and setting itself the goal of continuous improvement of its performance in this area. The environment is a primary asset that EUROSETS safeguards, respecting the principles of sustainable development, taking into account the environmental impact of new activities, using resources - including natural resources - in a responsible and conscious manner, and maintaining high safety and environmental protection standards through the implementation of effective management systems. To this end, EUROSETS carries out its activities by seeking a continuous balance between efficiency and social and environmental needs. In particular, the Company intends to ensure the full compatibility of its activities with the territory and the surrounding environment. To this end, it undertakes to carry out its business activities with total respect for the environment, understood in its broadest sense. EUROSETS monitors the implementation of the data protection regulations as well as compliance with the recommendations and notices of the Italian Data Protection Authority.

Each employee is obliged not to use or publicise confidential information and data except within the limits provided for by law and in connection with the exercise of his or her duties.

EUROSETS is committed to ensuring the satisfaction of its Customers, both current and potential, complies with the requests and expectations of users with the aim of providing, in its own sector of activity, increasingly competitive services characterised by high quality standards, maximum professionalism and flexibility.

CHAPTER III - BEHAVIOURAL CRITERIA

Art. 9 - Corporate Governance

EUROSETS considers an adequate and effective control environment as a fundamental element of its organisation; this environment is understood as a set of tools, processes and bodies necessary and suitable to direct, manage and verify corporate operations with a view to efficient and ethical business operation.

§ a) The Shareholders

The Shareholders are the first addressees of the Code and undertake to respect and promote its sharing and knowledge.

The Company ensures that Shareholders do not place themselves in conflict with the interests of the Company by pursuing their own interests or those of third parties, or by adopting biased conduct or, in any case, acting in conflict with the business activity.

§ b) The Directors

The Company involves all Directors in the adoption of decisions within their competence, guaranteeing the interests of the minority and ensuring timely and comprehensive information, as well as transparency and accessibility to relevant data and information. The Board of Directors, aware of its role and responsibility and of its leadership function vis-à-vis all those working in the Company, performs its functions with professionalism, autonomy and independence.

The Directors and those who perform their functions, also in delegated form, must not prevent or hinder the control activities of the persons in charge. Everyone, within the scope of their competences, must be involved and facilitate the functioning of the Company's control system, raising awareness among personnel in this regard.

The Directors are under an obligation to refrain from any collateral activity that may harm the interests of the Company, or from pursuing their own interests or those of third parties, even if only potentially conflicting with and/or detrimental to the Company. In this case, the onus is on them to inform the Supervisory Board in good time.

The Board of Directors is committed to enforcing compliance both with the values set out in this Code, promoting their sharing and dissemination, also to third parties, and with the provisions set out in the Organisation, Management and Control Model adopted by EUROSETS for the purposes of preventing criminal offences.

Art. 10 - Human resources and personnel policy

EUROSETS devotes significant attention to personnel recruitment, ensuring respect for the values of equal opportunities and equality in line with the relevant legal requirements, the Workers' Statute and the applicable National Collective Bargaining Agreement.

§ a) Recruitment and relations between EUROSETS and its personnel

The Head of the Human Resources Department and, in his or her absence, the Chairman/Managing Director or another person delegated by the latter, is responsible for verifying that the candidates' profiles meet the Company's needs, in compliance with the principles established by the legislator and the compulsory goodwill vis-a-vis personnel belonging to protected categories.

Recruitment presupposes the regular execution between EUROSETS and the candidate of the applicable employment contract, which must indicate all the fundamental elements of the relationship established.

At the time of recruitment and during the first induction period, each employee receives thorough training and information on his or her duties, on safety and hygiene at work, on environmental protection, and on the

value-based principles and rules of conduct set out in the Code and the Model. Labour relations are informed by principles of mutual respect, fair treatment and meritocracy; EUROSETS opposes and sanctions any form of favouritism or discrimination and encourages the hiring of young people in whom to invest to ensure the growth and development of the business.

The management of the relationship and the choice of the type of contract are based on a careful assessment of the subject's profile, taking into account the subject's demands and needs and adopting flexible contractual models among those offered by current legislation.

Hierarchical power is exercised with objectivity and balance in full respect of the rights of personnel: likewise, personnel shall provide the utmost cooperation in observance of the instructions given by the persons in a senior position, carrying out the tasks entrusted with the utmost diligence and expertise in accordance with Art. 2014 of the (It.) Civil Code.

§ b) Working standards

By accepting to work for EUROSETS, employees undertake before the Company itself and their colleagues to respect certain rules of behaviour and conduct.

The purpose of these rules is not to restrict the rights of employees, but to make them understand the type of conduct required. EUROSETS expects its employees to:

- behave and manage all work activities in an ethical and honest manner;
- meet their responsibilities at work and the Company's objectives with enthusiasm, professionalism and confidence;
- promote friendliness by managing all relations with employees, customers and suppliers in a spirit of courtesy, cooperation and solicitude;
- interact with all employees, customers, and suppliers without regard to differences in sex, age, race, colour, creed, religious belief, sexual orientation or taste, marital status, national origin, ancestry, citizenship, handicap or disability, or membership of any other protected category;
- present themselves at the workplace physically and mentally fit to perform their duties (e.g. not under the influence of alcohol or drugs);
- report to work punctually and regularly, minimising absences, tardiness and early departures;
- give due notice in advance in case of unavoidable absence or delay in accordance with the established policy;
- perform their job responsibilities fully and effectively;
- remain actively engaged in the performance of their duties throughout the working hours; • carry out their work responsibilities with prudence and care, in full compliance with all health and safety regulations;
- preserve the confidentiality of information acquired in the course of work, information which is generally not in the public domain;
- avoid engaging in conduct that may give rise to an actual or potential conflict of interest;

- protect the Company's property in order to avoid damage, loss, misuse or theft;
- report accidents, injuries (their or those of a colleague), fires, thefts or other unusual incidents immediately after they occur, or as soon as they are discovered;
- comply with all internal policies, rules and procedures, as well as with specific instructions from their superior;
- refrain from using company property, services or materials for personal purposes;
- ensure that their appearance, manner of speech and attitude are in line with high standards of professionalism and decorum.

Art. 11 - Confidentiality

At times, in the performance of their duties, the addressees of this Code may come to play the role of a trusted person and receive or contribute to the creation of confidential and/or reserved information concerning the Company's services.

This confidential and/or proprietary information includes, but is not limited to: business, marketing, legal and accounting criteria, policies, plans, procedures, strategies and techniques; information on profit; research and development projects, plans and results; names and addresses of employees, suppliers, customers and potential customers; financial information on credit and pricing; and any other data or information relating to the business of EUROSETS, generally not in the public domain.

It is not permitted to use or disclose such confidential and/or proprietary information during the period of employment or after the termination of the employment relationship itself, except in the case of necessity in the course of performing work duties on behalf of EUROSETS and in the protection of the Company's interests. Use or disclosure of confidential and/or proprietary information in violation of this Policy will result in appropriate disciplinary sanctions. In particular, all calls or requests for information received, concerning the activities of EUROSETS, must be reported exclusively to the process manager managing the activity/deal in question.

In case of doubt, any member of the management should be contacted for clarification.

In addition, it is forbidden to discuss confidential information about the Company or its activities in lifts, corridors, restaurants, with customers or in any public place where others might overhear. **Art. 12 - Business ethics and Conflicts of interest**

A basic principle of ethical conduct requires that every EUROSETS employee support the Company's business activities in a positive manner, both at work and outside. An important method to fulfil this commitment is to make sure that our business negotiations are never influenced - even in appearance - by our personal interests.

In particular, and by way of example only, during their employment at EUROSETS, employees must never, either directly or indirectly:

- work for, be associated with, provide services or materials of any kind to, or receive compensation from, any competitor of EUROSETS.
- have financial interests in any of the customers, potential customers, competitors, suppliers or vendors of EUROSETS.
- demand gifts, money, services or anything of value from any competitors, customers, potential customers, suppliers of EUROSETS.
- accept gifts, money, services or anything of value from any competitors, customers, potential customers, suppliers of EUROSETS.
- engage in outside employment of any kind, independent consultancy or voluntary work that may interfere or conflict with duties and responsibilities towards EUROSETS, regardless of its nature.
- use the Company's name for any external activity, including sponsoring sports teams, supporting charitable organisations and/or conducting business with external entities, without the approval of a manager.

This Policy does not prevent socialising with customers, competitors, and suppliers, but employees must not contravene any of the preceding prohibitions. Employees must also be careful and avoid conflicts of interest. In order to understand whether a particular job or external activity may give rise to a real or, on the contrary, only apparent conflict of interest and/or interfere with responsibilities towards EUROSETS, the employee is encouraged to contact his or her manager or supervisor and verify the situation with them. By doing so, the employee not only protects the company, but also protects him- or herself. In more complex and sensitive cases, the Managing Director may be involved.

All employees have an obligation to report any actual or suspected violation of internal policies and procedures or of applicable national and local laws and regulations. Employees are encouraged to report such actual or suspected violations to their superiors.

EUROSETS undertakes to objectively examine all complaints received, in cooperation with the Supervisory Board, and to take the necessary measures.

All employees are required to declare that they have read and are aware that the Company will apply zero tolerance for violations of this Policy and the obligations it implies.

Art. 13 - Relations with the Public Administration

The Company's commitment is entirely focused on achieving the highest standards of integrity. This means doing business ethically and in compliance with all applicable laws and regulations.

Employees, quasi self-employed collaborators, long-term collaborators, and, in general, those who are assimilated to the personnel of the Company must understand that any unlawful activity could damage the reputation of EUROSETS and cause serious negative consequences both for the Company and for the individuals involved.

Furthermore, all employees should avoid any practice that could even raise a suspicion of wrongdoing. The purpose of this policy is to reiterate the required standards of conduct. EUROSETS emphasises and pursues the fundamental commitment to doing business ethically and in compliance with all applicable laws and regulations.

EUROSETS is committed to ethical and lawful conduct, as described below.

EUROSETS and its employees are required to comply with company policies and procedures as well as applicable state and local laws and regulations. This obligation also includes the following points:

- all employees are prohibited from giving, offering or promising anything of value to government officials in order to influence or reward an official act;
- all employees are prohibited from giving or offering valuables of any kind to government officials with the intention of obtaining favourable treatment;
- all employees are prohibited from giving, attempting to give, offering and demanding, accepting or attempting to accept any kind of bribe. A bribe is anything of value that is given for the purpose of unlawfully obtaining or rewarding favourable treatment;
- in order to avoid even the suspicion of wrongdoing, the Company's policy prohibits all employees from accepting for personal use or consumption anything of value of any kind from any employee or representative of any business counterparty, past or future.

EUROSETS will not tolerate violations of its policies and procedures or of applicable state and local laws and regulations.

Any breach of this Ethics Policy will be subject to disciplinary sanctions, which may even extend to termination of employment, and may have criminal and/or civil consequences for the persons involved.

All employees have an obligation to report any actual or suspected violation of internal policies and procedures or applicable state and local laws and regulations. Employees are encouraged to report such actual or suspected violations to their superiors or through the reporting channels provided by the company. EUROSETS undertakes to objectively examine all complaints received, in cooperation with the Supervisory Board, and to take due action. All employees are required to declare that they have read and are aware of the fact that the Company will apply zero tolerance for violations of this Code and the obligations it implies.

EUROSETS also ensures maximum availability and cooperation in relations with Public Authorities, such as Customs Authorities, Privacy or Competition and Market Authorities during inspections and audits. Moreover, the Company ensures, when due or requested, full information, data and documentation in compliance with the principles of transparency and fairness and with the institutional functions of the Supervisory Authorities. The Supervisory Board ensures that relations with the authorities are respectful of the principles and values set out, identifies and reports any violations and responsibilities of offenders to the Managing Director.

EUROSETS prevents and counteracts any conduct, whether active or omissive, which takes the form of artifice and deception, carried out, by any means whatsoever, by one of its members, and aimed at unjustifiably obtaining funding, subsidies or grants from national and/or EU public entities, or at diverting their use.

In case of grants, EUROSETS benefits from these disbursements with accountability.

In the context of the Company's activities aimed at obtaining licences, permits, administrative concessions and the like, the officers of the Company shall conduct their work with the utmost diligence, fairness and care. The Company actively cooperates, when necessary, with the Judicial Authority, the Police and any public official in the context of inspections, controls, investigations or judicial proceedings.

Art. 14 - External relations

EUROSETS aims to increase the degree of satisfaction with and approval of its services by raising awareness of the needs of customers, including potential customers, and providing comprehensive prior information.

These relations are managed in accordance with criteria of cooperation, helpfulness, professionalism and transparency, respecting confidentiality, in order to build solid and lasting relationships characterised by mutual trust.

The choice of suppliers is based on a careful technical and economic evaluation in consideration of the following parameters: analysis of the products, of the offer, of cost-effectiveness, of technical and professional suitability, competence and reliability.

Sharing the Code is an indispensable prerequisite for establishing and maintaining supply relationships. The products supplied and/or services provided must in any case comply with and be justified by concrete business needs, explained and described in writing by the respective managers responsible for making the expenditure commitments, within the limits of the available budget.

In ongoing relations with suppliers of goods and services, as well as with any potential supplier, the Company maintains relations based on the principles of good faith and transparency and respect for the values of fairness, impartiality, loyalty and equal opportunities.

At the end of each relationship and, in any case, before settling the balance of the supplies received, the company verifies the quality, congruity and timeliness of the service received and the fulfilment of all obligations assumed by the counterparty and complies with the requirements of the tax regulations.

Relations with external consultants, agents, collaborators and possible outsourcers are based on the same principles and selection criteria.

EUROSETS, in order to protect its image and to safeguard its resources, does not enter into relations of any kind with entities that do not operate in compliance with the regulations in force or that refuse to comply with its procedures or with the principles and values expressed by the Code.

Compliance with these provisions is entrusted to the Supervisory Board, which reports any ascertained violations to the Board of Directors; Company officers are obliged to report to the Supervisory Board any facts that may constitute non-compliance with the provisions of this article.

EUROSETS bases its relations with its business partners and competing companies on strict compliance with the law, market rules, and the principles of fair competition, opposing all forms of unlawful or collusive agreements or behaviour.

The Company maintains constant relations with the trade unions to ensure participatory dialogue and shared decisions on social issues that affect it.

Relations with the mass media are managed on behalf of the Company by the Chairman, or by a person who has been assigned, even *pro tempore*, the function of press officer or spokesperson, in order to guarantee security, consistency, completeness, homogeneity and unambiguity of information.

Personnel, even if solicited to do so, are prohibited from engaging in relations with the mass media or making public statements, disclosing data and information concerning the Company, even more so if they are likely to influence and/or compromise the commercial image of EUROSETS.

Art. 15 - Protection of privacy

EUROSETS has complied with the relevant legislation - Regulation (EU) 679/2016, (It.) Legislative Decree no. 196/2003 - and operates in compliance with the relevant provisions.

The Company operates with respect for the subjective right of the data subjects to the protection of their personal data, whether they be employees, collaborators, customers or suppliers, and provides them with complete and up-to-date information on the processing of data - both ordinary and, possibly, sensitive - acquired or that will be acquired and/or processed in the course of the activity, and requests their informed consent whenever necessary. Unless specifically notified to the data subjects, such data may not be communicated, disclosed or used for any purpose other than those imposed by law and the applicable National Collective Bargaining Agreement, either inside or outside the Company.

It is forbidden for persons working at EUROSETS, whether in senior management positions or subordinate positions, to alter in any way the operation of the computer and data transmission system, or to intervene in any way on data, information and installed programs in order to directly and/or indirectly procure advantages or benefits for the Company's business.

EUROSETS guarantees the data subjects that their personal data is processed with the appropriate minimum security measures in accordance with current legislation, at its premises and always by authorised personnel.

EUROSETS continuously monitors the updating of its security measures and verifies their correct application by means of specific assessments carried out by Privacy Consultants

Art. 16 - Accounting and financial management

EUROSETS provides a clear, correct and truthful representation of its records in accordance with the (It.) Civil Code, with the accounting principles and in compliance with the tax regulations in force, so as to ensure transparency and timely verification. The Company also prevents the creation of false, incomplete or misleading records and ensures that no extra-budgetary, secret, unrecorded funds are set up or stored in

personal accounts, or that no invoices are issued or registered for transactions that are wholly or partially non-existent.

In accordance with the law in force, it is expressly forbidden for directors to represent untrue material facts in the financial statements, the company books and communications to shareholders and/or third parties, or to omit due information on the economic, asset and financial situation of the Company, so as to mislead the addressees, cause financial damage to the shareholders and creditors of the Company or adopt fraudulent conduct with respect to the tax regulations in force.

To this end, according to the control principle represented by the segregation of duties, the individual accounting operations and their subsequent supervision and auditing are carried out by different subjects whose competences are clearly identified within the Company, avoiding that unlimited and/or excessive powers can be attributed to them.

Any action or omission capable of preventing, hindering or distorting control activities reserved to shareholders or attributed to intra- and extra-corporate control bodies is prohibited.

It is expressly forbidden for anyone to make unauthorised use of the Company's funds and to set up, hold and manage funds, including foreign funds, that are not recorded in the official accounts.

Any violations of the precepts of this Article must be promptly reported, by anyone who has knowledge of them, to the SB and to the Board of Directors.

Company procedures and the organisational control model pursuant to (It.) Legislative Decree no. 231/2001 regulate the performance of economic operations and transactions which must make clear the authorisation, consistency, congruity, correct recording and verifiability of the financial resources used or to be used.

The coordinated system of internal checks contributes to the improvement of management efficiency and is an indispensable tool to support managerial action.

Individuals with powers to disburse economic resources and collect sums on behalf of the Company must not be the same as the control officers.

Corporate communications must be clear, truthful, correct, transparent and exhaustive; they must comply with the principles, criteria and formalities laid down in the (It.) Civil Code, the accounting principles and in compliance with the requirements of tax legislation, as well as with special laws and applicable regulations.

The annual or interim financial statements, the prospectuses, the company books and, in general, the reports or communications on the economic, asset and financial situation required by law, the accounting records and the company books are documents drawn up in accordance with the principles of transparency and fairness.

The awareness of personnel is raised in order to prevent operations that may constitute money laundering, even by way of complicity.

EUROSETS may grant contributions and sponsorships to private individuals and public and non-profit entities, especially for social, cultural and solidarity purposes, in compliance with the requirements of accounting, civil and tax regulations.

Art. 17- Prevention of predicate offences *under* (It.) Legislative Decree 231/01

(It.) Legislative Decree no. 231/2001 introduced the principle of the administrative liability of legal persons arising from an unlawful act committed in their interest or to their advantage by persons in an senior management apical or subordinate position.

Articles 6 and 7 of the aforementioned Legislative Decree confer, however, the possibility for the legal person to be exonerated from liability in the event that it has spontaneously adopted and effectively implemented an organisation, management and control model capable of preventing the commission of the offences considered by the law, entrusting the Supervisory Board with the power of control for effective prevention of criminal offences.

In order to identify, grade and delimit the risk of the commission of the predicate offences, EUROSETS has carried out a census of and has processed the risks connected to its business environment and to its functions with regard to the potential occurrence of the aforementioned offences, and has adopted the organisation model referred to in the second paragraph.

The Model is updated by the Supervisory Board on the occasion of legislative additions to (It.) Legislative Decree no. 231/2001, or the detection of new areas of risk within the Company.

This Code coordinates and supplements the mandatory content of the model adopted by EUROSETS, in synergy with which it identifies the behavioural standards to be complied with by the persons operating in the areas/functions assessed and identified as at risk of offence.

Individuals operating in such areas, functions and/or directorates must comply with the prescribed behavioural procedures, under penalty of the sanctions envisaged by the disciplinary system.

The Supervisory Board is the body in charge of control activities as well as of taking action to update and adapt the model; it is autonomous and independent, distinct from the owners and management of the Company, but inherent to the business activity by virtue of coordination with the governing and supervisory bodies and performs its functions with continuity of action.

The Supervisory Board is composed of individuals with the necessary requisites of honourableness, professionalism and independence, as well as skills and experience in the relevant fields.

When appointing the Supervisory Board, the Board of Directors determines its composition and configuration, establishes the term of office, the replacement of individual members, the renewal of the appointment, the related budget, and the remuneration.

Within these limits and on the basis of the powers conferred by the organisation model, the Supervisory Board has its own structural and economic/financial resources, has the power of self-determination with regard to

its own organisation, regulation and operation, and in the performance of its mandate may avail itself of external consultants, if necessary.

The Supervisory Board, in the exercise of its competences, takes steps to:

- interpret, apply and monitor compliance with the Code of Ethics;
- supervise the observance, functioning, updating and optimisation of the Organisational Control Model and the Code;
- carry out inspection, monitoring and coordination activities with other endo/extra corporate bodies;
- detect and report any transgressors to the appropriate bodies, activating the disciplinary procedure.

For these activities, the Supervisory Body periodically draws up and brings to the attention of the Board of Directors a report on the progress of the implementation process of both the Code and the Model, describing any necessary and instrumental interventions to improve the functionality and effectiveness of the prevention system.

In the performance of its functions, the Supervisory Board is in constant contact with the corporate management and supervisory bodies, as well as with the heads of the individual areas, who are required to provide a constant flow of information and to coordinate with it, as well as to make available the documentation necessary for the performance of checks.

CHAPTER IV - CLOSING RULES

Art. 18 - References

The content of this Code must be coordinated with the provisions of the Articles of Association, the (It.) Civil Code, the (It.) Penal Code and special laws with reference to the criminal offences that may be committed in connection with the business activity, as well as with the Workers' Statute and the National Collective Bargaining Agreement, as well as with any other applicable laws or regulations.

In the behavioural aspect, the Code is implemented in coordination with the provisions of the Organisation, Management and Control Model adopted by the Company.

The Code automatically incorporates every present and future regulation defining the catalogue of predicate offences entailing the administrative liability of Entities, as well as aimed at the prevention and repression of offences against the economic order, and constitutes an indispensable safeguard for the Company itself and its business activity.

Art. 19 - Implementing regulations

The SB (Supervisory Board) is the body delegated by the Board of Directors to manage all aspects related to the dissemination and application of the Code of Ethics and the Organisation, Management and Control Model. This Body avails itself of the collaboration of the members of the Board of Directors and the persons delegated by it, for the preliminary activities related to the operational procedures and for the reporting and

processing of violations, which it is its duty to handle. These procedures, while allowing for an adequate safeguard of confidentiality, must regulate the matter in such a way as to ensure a general fairness of the process, in order to avoid reports of little importance, unsupported by facts or completely unfounded, in order to take decisions only with reference to significant violations; to this end, the Supervisory Board analyses and verifies reports of potential violations of the Code and the Model received through the procedures provided for (see whistleblowing platform and the procedure set forth for reports)

The SB is, however, entitled to directly collect any evidence of violations of the Code and the Model.

The SB constitutes a point of reference for the interpretation of the Code and the Model, and makes use of structures, including external ones, for the periodic verification and updating thereof, also ensuring effective processes of communication, training and involvement, coordinating initiatives for their dissemination and understanding.

The Board of Directors, assisted by any persons delegated by it, is responsible for preparing and implementing, on the basis of the indications of the Supervisory Board, appropriate internal communication and training plans on the ethical principles with which EUROSETS complies; similar plans are prepared to make the system adopted and the procedures for reporting any violations known to the outside world.

Management has a primary responsibility in relation to the Code of Ethics and the Model; to this end, it must provide conduct in line with the principles set out and shared in order to set an example for its collaborators, who must be addressed in such a way as to perceive the observance of the values underlying them as an essential part of their work performance.

Management encourages its employees to jointly analyse aspects of the application and interpretation of the organisation and control system put in place.

The Board of Directors promptly reports to the Supervisory Board any cases of possible violations of the Code and of the Model in order to take appropriate measures.

Compliance with the principles and rules of the Code of Ethics and their consistent dissemination and operational application within the scope of the assigned responsibilities constitute an essential and integral part of the contractual obligations of each employee.