



## - CODE OF ETHICS -

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## FOREWORD

Bomi Italia S.p.A. (the “**Company**”), holding of the Bomi Group (the “**Group**”), adopts this Code of Ethics - an integral part of the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001 (the “**Model**”) - in order to make those who, in various ways, come into contact with it (such as, for example, employees, suppliers, customers, public administrations) aware of the inspiring principles of the Company and the internal ethical standards, counting, therefore, on compliance with the same by the latter. First of all is certainly compliance with the laws and regulations in force in each of the different countries in which the Company carries out its activities, with the fundamental aim of operating in a context of widespread honesty and integrity.

## ARTICLE 1 – OBJECTIVES

- 1.1 Bomi is the holding of a Group that provides logistics and distribution services to private companies in the health sector, dealing in particular with medical devices, pharmaceuticals, products for in vitro diagnostics, reagents and implantable products (the “**Products**”).
- 1.2 The activity of Group Companies is based on a unitary concept for the pursuit of a financial goal common to all companies (the “**Group Interest**”), namely to position itself on the market as a qualified player:
  - i) in Product storage;
  - ii) in Product logistics and distribution to professional recipients (hospitals, laboratories, etc.), as well as to the home of patients, in a safe and customised manner consistent with the preservation needs of individual Products;
  - iii) in the provision of customised services to the medical sector fully respecting the loyalty and high quality of the services provided.

## ARTICLE 2 – STAKEHOLDER PROTECTION

- 2.1 The Company and the Group foster a relationship of trust with its stakeholders, meaning as all those taking part in the achievement of the objectives.
- 2.2 Stakeholders are shareholders, employees, customers, bondholders, suppliers, business partners and all those who are affected by the direct and indirect effects of Company and Group activities.

### ARTICLE 3 – INVESTMENT PROTECTION

- 3.1 The Company protects its assets ensuring that the economic and financial performances are such as to preserve and increase the value of the same, in order to protect the rights of its investors, also through an adequate risk management policy.

### ARTICLE 4 – SCOPE OF APPLICATION

- 4.1 This Code of Ethics applies, without exception, to directors, statutory auditors, senior managers, middle managers, employees and, more generally, to any Company and Group employee (the “**Internal Recipients**”), as well as to any natural or legal person who (directly or indirectly) establishes or pursues dealings or relationships, even if only temporarily, with the Company or the Group, both in Italy and abroad (the “**External Recipients**” – together with the Internal Recipients “**Recipients**”).
- 4.2 To this end, the Company undertakes to disseminate this Code of Ethics, in addition to the tools for its correct application, to Group companies, as well as to make it available to all Recipients. Internal Recipients are therefore required to inform External Recipients of the existence of the Code of Ethics and to acquire their formal commitment to compliance with the principles and obligations provided for herein, pursuant to art. 6.3 below.
- 4.3 Recipients are required, among other things, to (i) take note of the provisions of the Code of Ethics; (ii) refrain from conduct contrary to the same; (iii) collaborate with those responsible for verification and investigation of any infringement.
- 4.4 With particular reference to employees, the obligation of diligence set forth in art. 2104 of the Civil Code certainly includes fulfilling the provisions contained in this code.

### ARTICLE 5 – INTERNAL ETHICAL STANDARDS

- 5.1 In addition to the already mentioned compliance with laws and regulations, Recipients are required to act in a manner consistent with the principles set out below and the policies defined by the Company and the Group.

#### A) PRINCIPLES OF LEGALITY AND HONESTY

Recipients are required to refrain from activities or situations (even potentially) in conflict of interest with the Company or the Group, as well as those that might interfere with honesty.

In particular, conduct aimed at corruption, provision of illegitimate favours, collusion, requests for personal benefits for oneself or for others are expressly prohibited. It is also forbidden for Recipients

to offer or accept gifts, presents and the like, where not directly attributable to normal courtesy relations and, in any case, not of modest value.

Internal Recipients are required to report to the Supervisory Board (pursuant to art. 7 below), or to their superior, any situation or conduct that may (even just) presume infringement, past or future, of any of these provisions.

Any form of discrimination for reasons of sex, race, language, religion, political views or personal or social conditions is prohibited. Business activities and relationships between Recipients shall be based on respect for the principles of loyalty, honesty, respect and diligence.

#### **B) SERVICE QUALITY**

The Company pursues the satisfaction and protection of its customers with a view to providing the highest quality of services in line with the protection of its target market (medical sector).

#### **C) FAIR COMPETITION**

The Company protects the value of fair competition, refraining from any conduct to the contrary.

#### **D) SHARING OF VALUES**

The Company expresses its desire not to entertain relations with those who do not comply with the legal obligations for the protection of people and work.

#### **E) CORPORATE GOVERNANCE**

The Company adopts a Corporate Governance system in accordance with the law and the industry best practices, with a view to:

1. maximising the value of shareholder/investor investments;
2. enhancing the quality of customer service;
3. constant control of business risks;
4. compliance with market transparency;
5. enhancing the control system.

#### **F) HEALTH PROTECTION**

The Company strives to protect the health of its employees/collaborators, ensuring a safe and healthy working environment. To this end, procedures aimed at eliminating the risks inherent in the company's activity have been put in place, and Recipients are required to strictly observe them. In particular, the

Company has adopted an occupational health and safety management system, acquiring, during 2012, OHSAS 18001: 2007 certification.

Through the 18001 management system, the Company has developed and implemented a policy and objectives which take into account the legal and information requirements concerning the risks related to occupational health and safety.

The company has implemented both management and operational procedures that aim to keep the risks present in the workplace under control.

#### **G) ENVIRONMENTAL PROTECTION**

Those who operate, for any reason, in the name of or on behalf of the Company are required, in the performance of their functions, to comply with legislation and any internal regulation adopted concerning environmental protection. The use of resources and means necessary to carry out one's activity is made, as far as possible and appropriate, in compliance with environmental and social sustainability. To this end, special reports on the analysis of social accountability are prepared and examined.

#### **H) PERSONNEL**

The selection of personnel is carried out in accordance with the principles of impartiality and equal opportunity, in accordance with Company requirements and taking into account the specific profiles of potential candidates. The position of employees and collaborators complies with applicable legislation.

#### **I) CORPORATE ASSETS**

Each Recipient is directly and personally responsible for the protection and preservation of the assets (tangible or intangible) and resources (human, material or immaterial), entrusted to him/her by virtue of his/her duties.

It is in any case forbidden to use resources and assets of the Company for purposes other than those identified by the same and regulated by the related policies.

#### **J) DISCLOSURE AND ACCOUNTING**

Every financial operation or transaction shall be authorised in advance, duly registered and reasonably verifiable. Disclosure reports, also periodic, and accounting data shall be prepared in accordance with the principles of clarity, transparency, honesty, completeness and accuracy, as well as prepared in compliance with current legislation.

Information provided to shareholders, controlling bodies and third parties, in particular that relating to financial, accounting and management data, shall be characterised by truthfulness, completeness and accuracy.

Cash flow management shall be characterised by caution and transparency, as well as carried out in a manner compliant with legislation, in order to prevent any form of illegal activity, including, among other things, the financing of terrorism.

#### **K) CONFIDENTIAL INFORMATION AND PRIVACY PROTECTION**

Confidential information which Recipients become aware of by virtue of their relations with the Company or with the Group, may only be used for execution of the activities requested to the Company. It cannot therefore be disclosed, copied, reproduced or recorded in any form or with any means, except for the purposes expressly authorised and only by/to those designated for such purpose.

To this end, the Company puts in place specific procedures for the processing and protection of confidential information and personal data.

#### **L) POLITICAL INDEPENDENCE**

The Company is and shall remain alien to any matter related to political parties and political groups. Any opinion publicly expressed by the Company, for example in the social, environmental or regulatory sphere, are pertinent or in any case related to the activity carried out by the Company or by the Group.

### **ARTICLE 6 – ETHICAL STANDARDS TOWARDS EXTERNAL COLLABORATORS**

- 6.1 Any external collaboration is evaluated by the Company in a transparent manner, with a view to achieving corporate objectives.
- 6.2 Procurement processes are geared to the search for the most adequate competitive solution for the Company, granting equal opportunities to all suppliers, in particular, personnel responsible for supplier selection shall adopt equal opportunity criteria towards third parties, adopting in the choice of candidates objective and documentable criteria, as provided for by the internal procedure in force.
- 6.3 Compliance with this Code of Ethics on the part of those who work or collaborate with the Company represents an essential condition for the establishment and continuation of such relationships. Internal Recipients are therefore required to provide External Recipients with a copy of the Code of Ethics and to acquire their formal commitment to compliance with the principles and obligations provided for herein (pursuant to art. 4.2 above).

### **ARTICLE 7 – ETHICAL STANDARDS TOWARDS CUSTOMERS**

Internal Recipients shall facilitate maximum customer satisfaction, presenting them the most reliable and efficient solutions, protecting any asset and information entrusted to them and, in any case, acting in accordance with the principles pursuant to this code.

### **ARTICLE 8 – RELATIONS WITH PUBLIC ADMINISTRATION AND INSTITUTIONS**

Relations with the Public Administration and, in general, with public institutions shall be based on transparency and collaboration and shall in any case be managed only by those authorised by the Company for such purpose.

### **ARTICLE 9 – SUPERVISORY BOARD**

- 9.1 The Company has established an internal Supervisory Board (the “**SB**”), a body delegated, inter alia, with verification of the implementation of legislation by the Company; with supervising the functioning and application of the Model (including the Code of Ethics); with reporting of any infringement of the law, regulations or of the Model; with preparation of opinions concerning Model procedures, control and possible review.
- 9.2 Internal Recipients are required to promptly notify the SB, in writing at the email address “*controlli.interni@bomigroup.com*” or orally, of any condition of (even just potential) conflict of interest with the Company or any (even just suspected) infringement put in place by Recipients. The SB shall examine and assess any report received - possibly also asking for clarification to those directly involved – protecting the confidentiality of information received. In the event of ascertained infringement the SB shall inform top management and/or the competent manager, also for application of the corresponding sanctions.

### **ARTICLE 10 – INFRINGEMENTS OF THE CODE OF ETHICS**

Any infringement of the principles and provisions contained in the Code of Ethics undermines the relationship of trust established with the Company, which shall therefore be entitled to take any disciplinary and/or legal action deemed appropriate against the infringing Recipient, as well as to terminate all relationships with said person, whether internal or external to the Company.