


ETHICAL CODE AND GUIDELINES

OF DIASORIN S.P.A. AND OF COMPANIES
BELONGING TO DIASORIN S.P.A. GROUP

The logo consists of the word "DiaSorin" in a white serif font, centered within a dark blue square. The "D" is significantly larger than the other letters, and the "i" has a dot. The "S" is also large and prominent.

DiaSorin

January 1st, 2017 edition

 **Message from the
CEO**

“For over 40 years, the DiaSorin Group has been an international player in the in vitro diagnostics and immunodiagnostics segment. The company constantly develops a wide and innovative range of products addressed to universities and hospital testing laboratories as well as to private laboratories. The Group is comprised of several companies spread over 5 continents with a direct presence in over 60 countries along with an international network of more than 80 independent distributors. The Group carries out its activities under a full range of rules and standards, therefore all aspects of corporate compliance represent an important issue for the company that structures and conducts its business requiring that all employees, external staff members and other stakeholders behave in accordance with the DiaSorin Group’s values reported in this Code of Conduct ”.

Carlo Rosa

*Chief Executive Officer
DiaSorin S.p.A.*

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THE CODE OF CONDUCT AT A GLANCE

■ *Why has the Code been drawn up?*

The companies of the DiaSorin Group are required to draw up an official document setting out the rights, duties and responsibilities of the entire organization towards all its stakeholders.

■ *What is the Code?*

The Code is a document approved by the Board of Directors of DiaSorin S.p.A., as the Group's Parent Company, and by the executive bodies of each company of the DiaSorin Group to set out the principles of conduct of the Group together with the commitments and responsibilities of the Group employees.

The Code constitutes the Group's program for ensuring effective prevention and detection of violations of the law and of the regulations applicable to its activities.

Where laws and regulations in a particular jurisdiction are more lenient than those set forth in the Code, those of the Code shall prevail.

■ *Who is the Code addressed to?*

The Code applies to the members of the Board of Directors of DiaSorin S.p.A. (or equivalent executive board) of each company of the DiaSorin Group, to all employees and all other individuals or companies who act on behalf of one or more companies of the Group.

The DiaSorin S.p.A. Group shall use its best endeavours to ensure that the Code is regarded as a best practice standard of business conduct by those third parties with whom it maintains business relationships of a lasting nature, such as consultants, experts, agents and distributors.

■ *Where is the Code applied?*

The Code is applied in Italy and in all the other countries where DiaSorin S.p.A. (as the Group's Parent Company) and the companies belonging to the Group operate.

■ *Where can the Code be consulted?*

The Code can be consulted by all employees in an accessible place, using the most appropriate procedures and in compliance with local standards and customs and can be consulted and freely downloaded from the Group website at www.diasoringroup.com.

A copy is also issued to each employee at the moment in which the employment relationship is established. The Code may also be requested to the Supervisory Body at any time.

■ *Can the Code be modified?*

The Code is reviewed periodically by the Board of Directors of DiaSorin S.p.A. Any review of the Code takes into account contributions received from employees and from third parties and also any amendments to legislation or changes in national and international best practice and also experience acquired in applying the Code.

Any modifications stemming from this activity are published and made available in accordance with the procedures outlined above.

1. FOREWORD AND METHOD OF APPLICATION

1.1 Foreword

In conducting its international business activities, DiaSorin S.p.A. and Group¹ companies are guided by principles based on the protection of human rights, work, safety, the environment and also by values and principles regarding transparency and honesty, energy efficiency, sustainable development, as established by International Institutions and Conventions.

Accordingly, DiaSorin operates within the recommended reference framework of the United Nations Universal Declaration of Human Rights, the fundamental Conventions of the ILO (International Labour Organisation), and Confindustria Guidelines and also ethical principles, agreements and guidelines approved by Union representatives concerning fair employment practices, freedom of association, rejection of any form of discrimination, of forced labour, child labour, any type of illicit payments, while safeguarding dignity, health and workplace safety and respect of natural biodiversities and protection of the environment.

DiaSorin is also committed to contributing effectively to promoting the quality of life and social-economic development of the communities where the Group operates and to the development of human capital and local skills while, at the same time, carrying out its business, on internal and external markets, according to methods compatible with sound business practice.

DiaSorin is an industrial group of international scope that operates in a variety of fast-changing institutional, political, social and cultural contexts, all its activities must be carried out, according to the law, in a context of fair competition with honesty, integrity, impartiality and in good faith, in accordance with the legitimate interests of its customers, employees, shareholders, commercial and financial partners and of the communities where it conducts its business.

Creating value for all its clients and employees represents a primary goal for DiaSorin, a company focused on creativeness, excellence, business initiative and fair competitive force whilst complying with the key values of commitment, integrity, moral force, rigour and responsibility.

In carrying out their functions and complying with their responsibilities, all those who work for DiaSorin, without any distinction or exception, are committed to complying with such rules and ensure compliance by its stakeholders. Belief of acting in the interest of DiaSorin can in no way justify behaviours in conflict with such principles.

In view of the complexity of the contexts in which DiaSorin operates, the set of values acknowledged, accepted and shared by the company and its responsibilities, inside and outside the Group, must be clearly defined. To that end, this Code of Conduct has been prepared and compliance therewith by DiaSorin Group employees is of primary importance in determining the correct functioning, reliability and reputation of the Group, factors considered to be decisive assets for successful business.

In addition to complying with their general duties of loyalty, impartiality and compliance in good faith with their employment contract, DiaSorin employees shall refrain from carrying out any type of activity in competition with those of the company, shall comply with company rules and the prescriptions of the Code of Conduct, whose compliance is required pursuant to and within the meaning of the relevant labour laws. In carrying out all its activities, DiaSorin is aware of the social responsibility of the Group towards all its stakeholders (employees, shareholders, customers, suppliers, the community, commercial and financial

¹ DiaSorin S.p.A. and the companies belonging to the Group hereinafter collectively referred to as “DiaSorin”, the “Company” or the “Group”.

partners, institutions, category associations, Union representatives, etc.), convinced that the ability to dialogue and interact with civil society is one of the Company's major assets. Therefore, DiaSorin undertakes to disseminate knowledge of corporate values inside and outside the Group and to establish suitable supervisory procedures.

1.2 Mission and ethic vision

DiaSorin is committed to identifying the requirements of its customers and to marketing in vitro diagnostic products complying with regulatory requirements and improving the clinical usefulness of these products. DiaSorin's mission is to contribute to improving the health of the population through the marketing of diagnostic tests that permit more effective and aware medical decisions whilst curtailing public spending on health according to the policy issued by the Ministry of Health and equivalent bodies.

To this end, DiaSorin has identified the fundamental components of its strategy on which the company will continue to investing:

- **innovation and technological excellence** both in terms of reagents and assay architecture, according to which it adopts a personnel policy aimed at equipping the Group with professional workers able to operate effectively in the research and development of new technologies, products and processes, promoting training and international exchange of know-how;
- **active relationship with the customer**, considered to be a Partner rather than a mere user of its products and with whom it constantly pursues continuous improvement;
- **active cooperation with suppliers**, to be involved in the company projects on the basis of mutual relations of trust and transparency;
- **constant consolidation of the culture of quality**, as a way of thinking and behaving at the company and as competitive edge on the market.

DiaSorin also undertakes to comply with all sector-specific legislation and laws, including user and operator safety and protection of the environment.

1.3 Recipients

Recipients of the Code of Conduct include all company stakeholders, without any exception, and all those who, directly or indirectly, permanently or temporarily, establish relations with DiaSorin S.p.A. and Group companies and operate to pursue their objectives ("**Recipients**").

Specifically:

- company stakeholders, including executive bodies, company directors and officials and each employee of Group companies;
- members of supervisory bodies;
- external staff members, consultants and all the self-employed workers cooperating with the Group companies;
- other third parties (suppliers or clients) whose relations with the company are of primary importance and require compliance with this Code of Conduct.

Recipients are required to comply with the Code of Conduct and its observance, where appropriate, may be expressly required.

Employees of DiaSorin S.p.A. and of Group companies are under an obligation to know the rules, to refrain from any conduct contrary thereto, to refer to their supervisor, direct superior or Supervisory Body (for any explanations or notifications), to cooperate with the structures responsible for verifying violations and not to conceal the existence of this Code from counterparts.

According to the applicable labour laws, compliance with the provisions of the Code is a prerequisite in contractual obligations of all employees.

Group companies formally request to their business counterparts to comply with the Code of Conduct principles, as this aspect is considered to be of fundamental importance in pursuing an ethically responsible business model.

In particular, the management of Group companies is required to be guided by and comply with the Code of Conduct principles, when setting company's goals. Furthermore, those who hold positions of responsibility at DiaSorin Group (apical subjects) are required to set an example to their employees, to encourage them to comply with the Code and to promote compliance with the rules thereof. They must also inform the specifically-established Body of each Group company (his/her direct superior) of any shortcomings in the controls, suspicious conduct etc. and modify the control system of their function as indicated by such Body.

1.4 Compliance of the employees with the prescriptions of the Code of Conduct

A copy of this Code of Conduct is delivered to each employee of DiaSorin S.p.A. (English copy for employees outside Italy, except the applicable law requires the local language as validity requirement) who, after signing for receipt, is required to acknowledge its contents. Violation of the provisions of the Code of Conduct shall constitute infringement of the primary obligations of the employment relationship or a disciplinary offence, with all legal consequences, also as regards preservation of the employment relationship, and may involve the reimbursement of damages deriving therefrom.

1.5 Communication and dissemination of the Code of Conduct

DiaSorin S.p.A. and Group companies takes steps to promote and guarantee adequate knowledge and the highest form of dissemination of the Code of Conduct, to disseminate the Code to the stakeholders concerned with specifically designed communication activities (including posting the Code on the company notice board and on the company website at www.diasoringroup.com, where the Code can be freely downloaded). According to their competencies, Group employees undertake to:

- suitably inform third parties of the commitments and obligations imposed by the Code of Conduct;
- to demand compliance with obligations that directly affect their activity;
- to adopt suitable internal measures and, if within their sphere of competence, external measures in the case in which third parties fail to comply with the rules the Code of Conduct.

The competent functions may require particular forms of compliance from consultants, external staff members and suppliers.

1.6 Periodic review, modification and update of the Code of Conduct

The Supervisory Body reviews, modifies and integrates the provisions of the Code of Conduct, submitting these to the attention of the Board of Directors for the necessary approval, whenever required mainly, but not exclusively, in order to keep it updated on the basis of the evolution of the external company environment, change in the organizational structure and possible violations.

Any major modification shall be suitably notified.

2. GENERAL PRINCIPLES

2.1 Compliance with laws, honesty and integrity

DiaSorin and Group companies, and for these all staff members, recognise as binding the absolute respect of laws, codes, regulations, national and international guidelines and all general accepted practices based on fairness and honesty in each country where the Group carries out its business activity in observance of these principles.

Group staff members, and all those who in various ways work with the Group, are bound to refrain from any active or omissive behaviours violating the law in the course of their working or professional activity.

Group staff members are required to comply with the highest standards of conduct and business ethics in countries where the Company operates, with full respect for the individual's dignity, private sphere and personal rights; Staff members are expected to assume their responsibilities according to their functions and act as reliable partners with absolute integrity and not making promises that cannot be kept and that could be in contrast with the principles set out in this Code of Conduct.

Conducts and relations of all those who in various ways operate with and/or in the interest of the Group, inside and outside of the company, must be based on transparency, fairness, honesty and mutual respect.

2.2 Protection of the Group's image and reputation

All business activities of Company's stakeholders must be carried out with professional diligence, uprightness and management correctness, also in order to protect the image of the Company.

The reputation of DiaSorin and Group companies is substantially determined by the actions and conduct of each employee and staff member: therefore, any illegal or inconvenient conduct, even of a single person, can damage the Group.

Each employee and staff member is required, through his/her conduct, to protect and promote the good reputation of the Group in each country.

2.3 Transparency and completeness of information

DiaSorin undertakes to provide all stakeholders with clear, transparent information regarding its financial situation and operating performance, without favouring any interest group or single individual. Financial, accounting and management data and any corporate communications of the Group must comply with completeness and accuracy requirements. Research and Development data must be accurate, sensible, correct, objective, not misleading, documented and verifiable, and carried out and spread in compliance with the provisions of the subject.

2.4 Confidentiality of information and privacy safeguard

DiaSorin and Group companies and all staff members guarantee the highest level of confidentiality of information in their possession, compliance with regulations concerning privacy and refrain from searching for confidential data using illicit means.

The company undertakes to establish a working environment where features of persons cannot generate discrimination or can be under pressure and to ensure the protection of personal dignity to all those who have relationships with the company.

To that end, the company undertakes to safeguard privacy concerning information about individuals' private sphere and employees' opinions and, more generally, to all those who interact with the company.

2.5 Relations with shareholders and value of shareholder investments

DiaSorin sets the conditions whereby shareholders are able to participate knowingly and effectively in decisions that affect their interests; it also promotes equality of treatment and completeness of information and protect the interests of all the shareholders.

Furthermore, the company takes steps to ensure that their economic-financial performance is such as to safeguard and increase the value of the Group in order to adequately compensate the risk taken by shareholders in investing their own capital.

2.6 The value of human resources and safety

DiaSorin promotes respect for the physical and cultural integrity of their human resources and of their relationships with others.

Staff members are an indispensable factor in decreeing the success of DiaSorin: for this reason, the company protects and promotes the value of their human resources in order to improve and increase the assets represented by the skills of each staff member.

2.7 Impartiality and equal opportunities

In all decisions that affect their relations with stakeholders, DiaSorin prohibits any forms of discrimination according to age, sex, sexuality, marital status, nationality, ethnic and regional backgrounds, state of health, outward appearance, political opinions and religious and philosophical beliefs.

2.8 Protection of company resources

DiaSorin undertakes to preserve and protect its physical and intellectual assets, instructing its employees in correct use of the assets, resources and information entrusted thereto to carry out activities of their competence.

Employees are required to use corporate assets and resources to which they have access (or which are made available thereto) in an efficient and effective manner and according to methods able to protect their value and carry out corporate interest, in accordance with the principles set out in the Code of Conduct.

Office or corporate devices and equipment (such as telephones, photocopying machines, PC, software, Internet/Intranet, machinery, e-mails and answering machines, etc.) must be exclusively used for work purposes and not for personal use: use of the aforesaid assets and resources in contrast with the interests of DiaSorin or for professional reasons extraneous to the relationship of employment is forbidden.

In particular, **each staff member shall:**

- **use the resources assigned in a scrupulous and parsimonious manner;**
- **avoid improper use of company resources that may damage or impair the efficiency of the resources or which are in conflict with the interests of DiaSorin.**

At local level exceptions are possible and employees can use corporate assets for further purposes, provided that the aforementioned purposes: (i) are not connected to any illicit activity; (ii) do not generate an effective or potential interest conflict and (iii) do not imply significant additional costs, do not interfere with business activity of the Company or imply any other negative effects for the Company.

Each staff member is responsible for protecting the resources assigned and is required to inform his/her superior of any threats or events that may damage DiaSorin.

DiaSorin reserves the right to prevent improper use of its resources or infrastructures through the application of accounting, reporting, financial control and analysis and risk prevention systems, without prejudice to compliance with the provisions of current legislation.

As regards IT applications, each staff member is required to:

- comply scrupulously with corporate security policies in order to avoid comprising the functional efficiency and protection of IT systems;
- not to e-mail messages not relating to the working activity and in particular not to send threatening or insulting messages, not to use vulgar language and not to express inappropriate comments that may be offensive and/or damage the corporate image;
- not to navigate on Internet sites for reasons not tied to their working activity and, in any case, on sites with improper or offensive contents.

Without previous authorization of his/her superior, no stakeholder is allowed to create records, database, video and audio recordings or playback using Company's equipment or structures, except purposes directly connected to the corporate activity and previously authorized.

Audio and/or video recordings at employees place of work (except the provisions about video recording for safety purpose) are forbidden (regardless of any permission).

Under no circumstances is allowed to gather or spread information that urge to racial hatred, violence or other criminal acts or that may contain material considered sexually offensive in relation to the cultural environment.

2.9 Correct conduct in negotiations and fair competition

The Group firmly believes in competition and free market as prerequisite conditions for its players to act and pursuit the company's goals. They represent a heritage the Group is committed to defend from possible and undue internal pressure, that is from competitors of the same concerned markets, and external pressure, that is third parties, whatever their role can be.

Thus, DiaSorin undertakes not to exploit conditions of ignorance, incapacity, dependence or weakness of its counterparts and intends to defend the principles of fair trade practices, refraining from collusive behaviour.

2.10 Respect and environmental protection

Fully aware of its responsibilities in this area, DiaSorin's pursuit of excellence emerges from its commitment to the environmental protection and the safeguard of natural resources as well as the prevention of pollution. In all its activities, DiaSorin contributes in a constructive manner to ecological sustainability and with regard to the properties entrusted thereto, in consideration of the rights of future generations. To that end, when planning its activities, Group companies seek to strike a correct balance between economic initiatives and pre-emptive environmental concerns and to carry out their activities so as to protect the environment and constantly enhance their environmental performance, not only by complying with current legislation, but also by taking into account the development of scientific research and the most successful experiences in this field (an environmentally sustainable project represents a primary goal and a fundamental benchmark that starts in the development phase).

2.11 Responsibility towards the community

DiaSorin is aware of the effects its activities may have on the conditions, economic and social development and general well-being of the community and also of the importance of obtaining social acceptance in the communities where it operates: for this reason, the company intends to conduct its investment activities respecting local communities in order to further enhance its own reputation and the legitimacy of its operations.

3.1 RULES AND STANDARDS OF CONDUCT

Processing and information: protection and security of data

Access to Intranet and Internet, the exchange of information through IT and electronic tools together with electronic commercial negotiations are essential for the effective and efficient employees' performance and for the success of the Company as a whole.

Nevertheless, benefits provided by electronic means of communication entail privacy and data protection risks: preventing the aforesaid risks efficiently is essential to manage IT systems, management tasks and the behaviour of the Group's employees and staff members.

On the basis of the abovementioned, all information available to Group companies is processed in full compliance with confidentiality and privacy of the parties involved and processing of personal data is allowed to gather, process and use elements thereof for predetermined, specific and legitimate purposes.

Personal data must be kept safe and secure and necessary precautions must be adopted in their transmission: to this end, specific policies and procedures for the protection of information will be defined and kept constantly up to date (in order to ensure the highest quality standards of data and protection against unauthorized access).

Personal data must be used completely transparent towards persons involved who have the right to verify the use and accuracy of data and, if necessary, dispute them, block their use and cancel them.

DiaSorin forbids employees, company consultants and third parties who operate in the name and on behalf of the company to:

- *misrepresent material facts;*
- *omit information regarding the operating, equity or financial position of the company that must be notified by law;*
- *conceal data or information in such a way to induce error in the recipients thereof;*
- *prevent or in any way impede the control or audit activities legally attributed to shareholders, to other company boards or to the Independent Auditors.*

Therefore, within the scope of their specific functions and responsibilities, staff members are required to furnish complete, transparent, comprehensible and accurate information to customers and suppliers so that, in establishing relations with the company, they are able to take decisions independently and knowingly, aware of the interests involved, of possible alternatives and of major consequences. In particular, in drafting contracts, Group companies will inform the counterpart in a clear and comprehensible manner of the behaviour to be adopted in all possible circumstances.

Finally, some jurisdictions (in particular EU and USA countries) apply strict measures and laws on personal data processing of third parties (clients and business counterparts): all staff members and consultants of the company are required to observe laws, when applicable, to protect third parties privacy.

Bribery and illicit payments

DiaSorin competes fairly in the market, leveraging the quality, competitiveness and innovation of its products and services and refusing any undue advantages to third parties; as a result, the company undertakes to implement all measures needed to prevent and avoid bribery and illicit payments.

The Group and all Recipients of the Code undertake to comply with the **highest standards of integrity, honesty and correctness** in all relations inside and outside of the Group. To this end, since 2004 DiaSorin adopted the **Organisation, Management and Control Model**.

Even if unlawful pressure has been exerted, no employee shall directly or indirectly offer, promise, grant, accept, solicit, pay or authorize bribes or other perquisites (including low-value gifts or gratuities, with the exception of commercial items universally accepted in an international context), for the illegal purpose of:

- (a) Influencing the opinion or conduct of any party (including, logically, government officials and business counterparts);
- (b) obtaining or maintaining commercial activity;
- (c) influencing official action (and in general any official action or decision) by any government official; or
- (d) obtaining illegal advantages or/and facilitation.

Any offering, promise, gift or donation shall be made in compliance with applicable laws and company procedures and it shall not convey the impression of bad faith and misconduct; in other words, any offering, promise, gift or donation shall not be made whether it can reasonably be perceived as an attempt to influence a government officials illegally or as an act to bribe business counterparts to obtain business advantage. The Group will not tolerate any kind of bribery to public officials, or to any other party connected with public officials, in any form or manner, in any jurisdiction including those jurisdictions where such activity may be current practice or not legally prosecuted.

The aforementioned prohibitions are extended not only to direct incentives but also to indirect incentives made in any form including via agents, consultants or other third parties.

Therefore Recipients shall not donate money or any other advantage directly (for example to consultants, agents, intermediaries, business partners and other third parties) if the latter, wholly or partially, directly or indirectly, could be addressed to a Public Authority representative to influence an official action or obtain an illegal advantage, or to private business partner in return for commercial illegal advantage in commercial transactions.

In this light, Recipients in charge of recruiting consultants, agents, partners and other business counterparts shall adopt appropriate measures in order to:

- make sure third parties know and comply with DiaSorin anti-corruption policy and with equivalent rules;
- assess qualifications and reputations of the aforementioned third-parties;
- include appropriate clauses to protect the Company.

Finally, any company decision regarding investments, including acquisition of a majority interest in a company, minority interest or joint venture agreement or similar, shall be based on a prior control of the compliance with principles reported in this Code of Conduct.

Recipients of the Code are forbidden to offer commercial giveaway, gifts or other perquisites that may violate laws and regulations or to be in conflict with the Code of Conduct or, if publicly available, damage DiaSorin image.

Recipients shall not exploit their position to demand for, accept, seek or obtain promise of benefits and/or advantage of any kind.

This principle shall not apply to authorized acceptance of occasional gifts with modest value or of lunches, entertainment of nominal value, in accordance with local ways and customs, and with company procedures; any other gift, lunch, entertainment that is not compliant with the requirements laid down shall be refused or returned.

Conflict of interests

Relations between DiaSorin and its stakeholders are based on mutual trust and utmost honesty.

Within the scope of their functions, all stakeholders are required to make decisions based on the best interests of the Company, on the basis of a “general interest”, avoiding any situation that could create conflict of interests between DiaSorin and companies belonging to the Group.

In particular, conflicts of interest between private and family economic activities and positions held at the department to which they belong must be avoided: stakeholders shall therefore avoid any situation and shall abstain from any activity in which their personal interests are in conflict with those of the company or which could interfere or hinder their capacity to impartially and objectively take decisions in the main Company’s interest. This means both the case in which a stakeholder or a staff member pursues interests different from those of company’s, or personal advantages from company business opportunities and the case in which customers or suppliers or public institutions representatives act against the fiduciary obligations connected with their job.

Stakeholders are forbidden to run and carry out professional activity for competitive companies or to engage in competitive activities. Concerning business contracts or personal orders, stakeholders are also forbidden to use companies with whom they have business relations to carry out their functions if they can obtain a personal advantage from the aforementioned contracts or personal orders. This provision applies whether the stakeholder influence or can influence directly or indirectly the Company to award a contract or supply contract to the company concerned.

Any member of the Board of Directors (or equivalent governing body) who considers that he/she (or where the holders of such interests are close relatives) may be in a situation of conflict between his/her private interests and those of company’s shall immediately inform the Board of Directors, the Board of Statutory Auditors and the Supervisory Body, without prejudice to the specific provisions of the Civil Code. This applies in any other case where important reasons of self-interest are involved.

Any employee (except for the members of the Board of Directors as abovementioned) who considers he/she may be in a situation of conflict between his/her private interests (or where the holders of such interests are close relatives) and those of company’s shall immediately inform the Supervisory Body and, as advisable, their direct superior or the personnel management function. This applies in any other case where important reasons of self-interest are involved. Employees engaged in the aforementioned communications undertake to comply with the decisions taken by the Company in that regard.

Employees are forbidden to carry out any collateral business with a potential conflict of interest in contrast with DiaSorin S.p.A. and companies belonging to the Group.

In the event that the employee plans to carry out remunerated collateral business covering the scope of the Group business activity, he/she shall inform the Company in advance by written notification and obtain a written permission for such purpose; this authorization shall not be required for occasional drafting activity, lectures and other occasional events.

The aforementioned authorization may be refused if prejudicial to the interests of the Company and in the event that the employee has relations with the Company concerned in the course of his/her work; for the same reason previous authorizations can be revoked.

Insider trading and prohibition to use confidential information

All employees and staff members (and in general all potential recipients) are required to comply strictly with insider trading laws in the country where they operate.

Any confidential information not in the public domain (also known as inside information) is understood as information of a precise nature, which has not been disclosed to the public, regarding either directly or indirectly DiaSorin S.p.A. and Group companies, which if made public could have a significant impact on the prices of financial instruments.

In principle, inside information can be obtained from an employee or a staff member (or from a potential recipient) on the basis of his/her position and responsibilities, or unintentionally; such information-particularly but not exclusively- include information not in the public domain concerning:

- financial results;
- financial plan or financial budget;
- change in dividends ;
- significant mergers or acquisitions;
- disinvestments;
- award of significant contracts or strategic plans;
- significant evolutions of legal disputes;
- technical and productive developments;
- significant changes in management, joint ventures and important commercial agreements;
- business relations.

In particular, any employee, staff member and any other Recipient shall never make use of information not in the public domain and obtained as a result of his/her position in the Group or because of the fact he/he enjoys business relations with the Group. Specifically they are forbidden to use information to:

- (a) trade, directly or indirectly, shares in a company belonging to the Group or other companies;
- (b) purchase, sale or carry out other operations, directly or indirectly, on their own behalf or on behalf of third parties, on financial instruments using such information;
- (c) disclose this information to others outside the normal duties implied by their work, profession, function or office;
- (d) recommend or induce others, on the basis of these recommendations, to carry out any of the transactions referred to in subparagraph a) and b);
- (e) obtain a personal advantage, or to favour third parties.

Inside information may not be disclosed and made it available to third parties without previous authorization; equally, disclosure of such information is not authorized whenever disclosure is beyond the scope of the insider's duties and tasks or for tasks carried out on behalf of the Company.

The aforementioned restriction must be applied to information disclosed to persons inside the Group and to external persons (including journalists, financial analysts, customers, consultants, relatives and friends). Furthermore, corporate members shall ensure that inside information will be kept in a safe and locked place, to prevent access to unauthorized people.

Any additional or specific regulation or local law on insider trading shall be respected.

Confidential and price-sensitive information will always be treated in strict compliance with the specific procedures and regulations drawn up by DiaSorin S.p.A for this purpose, in conjunction with the debut on the MTA market occurred in Milan in July 19, 2007. In order to determine when confidential information should be made public, the Company will comply with the procedures established by laws in force.

Obligation of confidentiality

The expertise developed by the DiaSorin Group is a fundamental resource which every employee and Recipient is called upon to protect. In fact, in the event of improper disclosure of such expertise, the Group could suffer damage both to its capital and to its image.

Therefore, internal confidential information or information belonging to DiaSorin S.p.A. and to Group companies, which has not been publicly disclosed shall be kept confidential; also any confidential information obtained by or concerning suppliers, clients, employees, agents, consultants and third parties shall be confidential in accordance with regulatory and contractual requirements.

The Recipients are bound not to reveal to third parties:

- the data concerning organization and company assets, prices, sales, profits, markets, clients and other details related to Company's activities;
- information on manufacturing, research and development activities;
- internal financial data;
- information regarding the technical, technological and commercial know-how of the Group;
- other confidential information concerning the Company, except for case in which such disclosure is requested by judicial authorities, laws or other regulatory provisions or in those case in which expressly required by specific contractual agreements with which the counterparties are committed to using such information exclusively for the purposes for which the information is transmitted and to maintain confidentiality.

Confidentiality obligations, as per the Code of Conduct, continue after termination of the working relationship and/or of the contractual relations, as the disclosure of confidential information may damage the company's activities, clients and Company partners at any time.

Gifts, gratuities and other benefits

No form of gift or free benefit, promised, offered or received, that exceeds normal commercial practices or courtesy or which is in any way intended to obtain favourable treatment in carrying out any operation in the pursuit of company business is permitted.

Based on the above, gifts or gratuities are permitted only if low-value (this includes gifts and gratuities whose value is less than or equal to 50.00 euros or equivalent in foreign currency) and DiaSorin institutional gifts, that include those provided by the company to promote its brand.

In particular, all forms of gratuities, gifts or benefits to Italian or foreign public officials or to their families, that can influence the independent judgement or lead to the guarantee of an advantage are forbidden.

In any case, the stakeholders of DiaSorin S.p.A. and Group companies refrain from practices not permitted by the law, by commercial usage or codes of conduct of the companies or entities they maintain relations with.

Employees and Recipients (and also their family members) are forbidden to accept commercial giveaways, gifts or other benefits that may impair their independence of judgement. To this end, each employee and Recipient shall avoid situations in which their private interests may be in conflict with those of the DiaSorin Group's.

Any company stakeholder who receives, directly or indirectly, commercial giveaways, gifts or benefits of a value exceeding normal usage and custom is required to notify the Supervisory Body, or to his/her supervisor or direct superior, which will assess the appropriateness of the gift and notify the giver of policy applied by DiaSorin with regard thereto.

No exceptions or waivers to this rule are permitted, even in countries where it is customary to offer gifts of value to business partners, both as regards gifts promised and offered and those received.

All gifts offered - with the exception of those of modest value made available directly by the company - must be authorised by the supervisor and suitably documented to permit any controls by the competent bodies.

Accuracy of the accounting records and financial integrity

True and accurate reports are essential for a transparent communication: this applies without distinction both to relations with investors, staff members, clients, business partners and to institutional relations with the public or public authorities.

The Company is also required to implement effective processes and controls to guarantee that transactions are carried out, as authorised by the management.

On the basis of the above, the financial data of DiaSorin S.p.A. and of Group companies must be based on precise, complete and verifiable information and reflect the nature of the operation concerned in compliance with the hierarchical and organisational structure of the company.

All stakeholders shall ensure that accounting records they have created, requested or which they responsible for are:

- *transparent;*
- *accurate;*
- *complete;*
- *documented;*
- *verifiable;*
- *accurately reflect each transaction;*
- *promptly drawn up, complying with laws and accounting principles,*

and that transactions will be used for economic, capital and financial reporting purposes (both inside and outside the company).

The above principle are applied also to expenses reporting.

All Company's operations must be reported in the company's accounting records: no false or falsified accounting records may be inserted in the company's accounting registers for any reason. No employee may participate in activities that configure such an offence even at the request of a superior.

All Recipients are required to cooperate with Administration, Finance and Control Department so that company performance is properly recorded. Therefore, they are required to:

- *promptly provide to the Administration, Finance and Control Department and the Management Control department all the information required;*
- *follow the guidelines drawn up by the Administration, Finance and Control Department at the close of interim and annual reporting periods;*
- *voluntary report to the Administration, Finance and Control Department all new corporate information not regulated by specific procedure or operating instruction that may impact the company financial performance or damage the Company;*
- *act in compliance with applicable regulations.*

Responsibility for setting up an effective system of internal control is entrusted to the entire organisational structure in which the managers are responsible for informing other employees and staff members of those aspects that are their responsibility.

All company stakeholders, within the scope of their functions and activities, are responsible for the definition and correct functioning of the system of control and are required to inform their supervisor or direct superior, or the Supervisory Body, in writing of any omissions, falsifications or regularities that have come to their knowledge.

Internal controls

Internal Control System include activities the Company sets up to verify company's operations with the aim of (i) ensuring compliance with laws, regulations, internal procedures, group procedures, accounting principles and quality standards, (ii) protecting company assets and (iii) providing an accurate and fair view of the Company's economic and financial position through its financial statements.

Recipients shall cooperate with all bodies involved in the Internal Control System, such as:

- the Parent company's control body of DiaSorin S.p.A.;
- Control and Risks Committee of DiaSorin S.p.A.;
- Corporate Internal Audit of the Group;
- Supervisory Body of DiaSorin S.p.A
- the independent Auditors

providing data and information required to carry out company's activity in an efficient manner.

Prevention of money laundering and terrorism financing

DiaSorin strives to conduct business exclusively with reputable clients, consultants and business partners who are involved in legitimate business activities and whose income derives from legitimate sources.

The Company condemns, in the strongest possible terms, any form of money laundering, that is to put back money generated from illegal activities, such as terrorism, drug trafficking or corruption into the ordinary business cycle, hiding its nature and origin and making it appear legitimate or hindering the identification of its source or ownership.

Therefore, the Group and its stakeholders shall comply with anti-money laundering laws and procedures aimed at detecting clients, forms of payment or other doubtful transactions that may involve money laundering and they shall never carry out, nor be involved in any activities that may implicate the money laundering (i.e. acceptance or handling) of criminal proceeds, in any form or manner whatsoever; Employees shall be attentive to and report suspicious behaviour by customers, consultants, business counterparts and suppliers, and shall verify beforehand all available information (including financial information) regarding the aforesaid persons, in order to determine their respectability and the legitimacy of their business activities.

Recipients shall also follow all the accounting, record-keeping and financial reporting requirements applicable to cash and payments in connection with other transactions and payments.

The Group shall always observe the enforcement of laws against money laundering in any competent jurisdiction.

Competitors

DiaSorin acknowledges the fundamental importance of a competitive market, where relations with competitors are based on principles of fair competition. Therefore, the Company is committed to complying with all applicable laws on competition, wherever they are enforced; Diasorin is fully conscious that a free market evolution occurs through fair competition, with all the benefits that this can bring.

To protect effective competition, the Group and its employees avoid all practices (establishment of cartels, market divisions, limitations on production or sale or tying agreements, etc.) that may constitute an infringement of the laws on competition.

In accordance with fair trade practices, the Group does not knowingly infringe third party intellectual property rights and refrains from deliberately spreading false news and valuations that may discredit rival products and activities (the so-called unfair competition).

Laws on embargo and export controls

DiaSorin is committed to ensuring that its business activities never violate, in any circumstances, national, international and supranational laws concerning trade restrictions (the so-called “*embargo*”) and export control laws in force in the countries where the DiaSorin Group operates.

Group companies comply with all regulations concerning export control and customs laws applicable in countries where the Group operates. Their infringement may result in sanctions against the Group (including fines or revocation of simplified import and export procedures by competent governmental authorities).

Recipients importing and exporting goods, services, hardware, software or technology shall comply with restrictions imposed by foreign States, by supranational or national bodies, by laws and control regulations concerning applicable imports and exports and abide by any decision and procedure established in their sectors.

In the case of diverging regulations on embargo, after consulting the Legal Affairs Department, the question will be submitted to the decision of the Chief Executive Officer (or equivalent director) of the Group company concerned.

Share Capital, Creditors and Market protection

One of the fundamental aspects that regulate the conduct of DiaSorin is compliance with principles of behaviour intended to guarantee integrity of the share capital, the protection of creditors and of third parties who establish relations with the company. Such values are also protected by penal laws that may configure the liability of DiaSorin S.p.A. and/or of the companies belonging to the Group when such offences are committed in the interest of the company.

3.2 Shareholders

Participation in corporate governance

The Shareholders’ meeting is the most appropriate moment for establishing a fruitful dialogue between the shareholders and the Board of Directors.

To this end, regular participation of members of the Board of Directors (or equivalent corporate governing body) in the proceedings of the Shareholders’ Meetings is ensured and specific measures are applied to facilitate the collection of voting proxies from shareholders for the exercise of voting rights.

Compliance with reference standards

DiaSorin adopts a policy intended to deploy, at all levels, a culture of awareness of the existence of controls and a mental attitude oriented towards the application of control. In view of its contribution to improving efficiency, a positive attitude must be adopted to controls.

Internal controls include all those instruments necessary or useful in managing and verifying the activities of the company, intended to ensure compliance with laws and company procedures, to protect company assets, promote efficient management of activities and provide accurate and complete accounting and financial data.

Each level of the organisation is responsible for setting up an efficient system of internal control; therefore, all employees of the Group, within the scope of their functions, are responsible for the setting up and correct functioning of the control system.

As part of their duties, managers are required to participate in the company control system and to inform their subordinates thereof.

Each person is responsible for safeguarding company assets (tangible and intangible) that are instrumental to the activity carried out. No employee shall make improper use of the company's assets and resources or permit others to do so. The Corporate Internal Audit function and the Independent Auditors have free access to data, documentation and information useful for auditing purposes.

Diasorin is committed to maximising long-term shareholder value.

To meet this commitment, the Group adopts high standards of financial planning and control and accounting systems consistent with and adequate to the accounting principles applicable to Group companies.

In carrying out such activities, the Group applies maximum transparency consistent with best business practice:

- *ensuring that all transactions carried out are duly authorised, verifiable and coherent;*
- *ensuring that all transactions are properly recorded and accounted in compliance with laws and local and international accounting principles and properly documented;*
- *producing comprehensive, accurate, reliable, clear and comprehensible financial reports on a timely basis;*
- *operating in strict compliance with Corporate Internal Audit requirements;*
- *making its employees aware of and informing them of the existence, purposes and importance of Corporate Internal Audit function;*
- *analysing and managing the business risks inherent in all Group activities with professional diligence;*
- *establishing rigorous business processes to ensure that management decisions (including those relating to investments and disposals) are based on sound economic analyses including a prudent assessment of risks and provide a guarantee that company assets are optimally employed;*
- *ensuring that decisions on finance, tax and accounting issues are made by the correct level of management;*
- *preparing the documentation to be sent to the market supervisory authorities or to be disclosed to the public in a timely fashion and making sure that such documentation is complete, accurate, reliable, clear and comprehensible.*

DiaSorin considers that transparency in accounting for each single transaction is of vital importance for its success, therefore, the Company demands accurate, timely and detailed reporting from its employees with regard to financial transactions. True and accurate records of all financial transactions must be kept by employees, together with proper supporting evidence.

The irregular keeping of accounting registers is a violation of the Code of Conduct and is considered illegal in almost all jurisdictions. All employees are therefore forbidden to behave in such a way or to be responsible for omissions that might lead to:

- *recording of false transactions;*
- *misreporting of transactions or the recording of operations that are not adequately documented;*
- *failure to record commitments, even only guarantees, that may generate responsibilities or obligations for DiaSorin Group companies.*

As part of an audit plan or at the request of the top management of DiaSorin Group companies or of Control and Risks Committee and of the Supervisory Body, the Corporate Internal Audit function shall review the quality and effectiveness of the Internal Control System and report to the specifically delegated entities.

Employees of the DiaSorin Group are required to assist in monitoring the quality and effectiveness of the Internal Control System. The Corporate Internal Audit function, the Statutory Auditors, the Independent Auditors and the delegated members of the Supervisory Body have full access to all the data, documents and information necessary to carry out their functions.

Within the scope of their responsibilities, employees who are asked to cooperate in the preparation and presentation of documents destined for the Supervisory Authorities or for the public must ensure that such documents are complete, accurate, reliable, clear and comprehensible.

The set of rules and procedures on which management and control of the companies of the Group are based, in order to guarantee achievement of the efficiency effectiveness, transparency, legitimacy objectives of DiaSorin, guarantee value:

- *for the shareholders*
- *for customers, suppliers, employees, creditors, consumers and the community.*

To this end, the system of corporate governance is designed to:

- *maximise shareholder value;*
- *ensure maximum transparency towards the market and stakeholders;*
- *control risks.*

3.3 Stakeholders

Personnel selection and employment relationship

Employees of the Group are forbidden to accept or solicit promises or payments of money or goods or benefits, pressure or services of any type intended to promote hiring as employee of a worker or his/her transfer or promotion.

To contribute to the development of the company's goals and ensure such goals are globally achieved, the personnel selection must be carried out on the basis of the company's criteria to guarantee compliance with the provisions and values of the Code of Conduct; the evaluation of personnel for hiring is performed on the basis of the degree to which the candidate's profile corresponds to the characteristics required and to the company's needs and expectations (without any discrimination regarding candidates private sphere and opinions), and in compliance with the principle of equal opportunity for all the individuals involved without any favouritism and undue facilitation.

All personnel must be hired with regular employment contracts; no form of irregular employment tolerated.

At the moment in which the employment relationship is established, each employee or staff member will receive complete information regarding the characteristics of the function and the tasks to be performed; rules of employment and salary considerations, regulations and procedures to be adopted in order to avoid possible health risks. He/she shall also explicitly accept the commitments deriving from this Code of Conduct.

Personnel policy

Any form of discrimination towards employees or staff members is prohibited.

All decisions regarding personnel management and development are based on considerations of merit and/or correspondence between expected profiles and those of staff members. The same consideration applies to the decision to assign employees to different roles or positions.

Personnel empowerment and management

In managing hierarchical relations, company stakeholders undertake to guarantee that authority is exercised fairly and correctly, avoiding any type of abuse.

Requesting, as something due to a superior, services, personal favours or any other form of conduct that infringes this Code of Conduct constitutes an abuse of position of authority.

Each manager is required to use and fully exploit all the professional competencies of the structure, activating available levers to promote development and professional growth of personnel.

Health and Safety

DiaSorin S.p.A. and Group companies are aware of the importance of guaranteeing complete workplace safety. This topic represents a primary goal for the Company: for this reason, they undertake to deploy and reinforce a culture of safety, developing an awareness of risk management in employees and staff members, promoting responsible forms of behaviour and adopting mainly preventive actions to preserve the health and safety of all personnel. All employees are required to promote company's efforts to ensure the highest safety standards in business management.

Responsibility towards employees and external staff members requires the best prevention and safety measures and for this purpose, an internal structure has been set up at DiaSorin S.p.A. and Group companies responsible for management of safety and health issues, with the aim of applying an integrated risk management and safety system that includes suitable moments of training and communication, continuous update of methods and systems according to the best technologies available and analysis of risk, of critical aspects of processes and of the resources to be protected. Company stakeholders undertake to comply with the rules and obligations established by reference health and safety laws.

Wellbeing and protection of individuals

DiaSorin S.p.A. and Group companies guarantee the right to working conditions that respect the dignity of the individual.

To this end, they protect employees and staff members from acts of psychological violence and oppose any attitudes or forms of behaviour that result in discrimination or harmful to the individual, of his/her convictions or preferences.

Any employee or staff member who retains that he/she has been subject to harassment or discrimination for reasons tied to sexual preferences, race, state of health, nationality, political opinions and religious beliefs or for any other reason not justified by objective and reasonable criteria may report the fact to the Supervisory Body, or to his/her supervisor or direct superior, which will carefully evaluate the violation of the Code of Conduct and notify the results to the competent function.

Duties of personnel

All stakeholders and staff members are committed to:

- *know and act in compliance with the Code of Conduct regulations, quality system procedures, internal rules and laws regulating activities carried out within the scope of their functions;*
- *behave fairly to fulfil obligations deriving from their employment contracts and from the provisions of the Code of conduct, ensuring their services*

If the employee or staff member belongs to a professional category with its own Code of Conduct or ethics (e.g. engineers, etc.), he/she shall comply fully with such codes.

All stakeholders and staff members are required to:

- *avoid all behaviours, even their inactions, which are contrary to the abovementioned provisions and standards;*
- *contact their supervisor or direct superior, or Supervisory Body, for explanations regarding the application of the Code of Conduct and procedures and reference standards;*
- *inform immediately their supervisor or direct superior, or the Supervisory Body, of any possible violations of the Code of Conduct, of the procedures and laws;*
- *cooperate with the Company in case of possible violations;*
- *avoid any personal investigation regarding any possible violations;*

Employees shall use their best efforts to maintain a decorous working environment in which the dignity of each person is respected.

In particular, employees of the DiaSorin Group shall:

- *not work under the influence of alcohol or drugs;*
- *avoid any type of behaviour that may create an intimidating or offensive climate with respect to colleagues or subordinates for the purpose of marginalizing or discrediting them in the workplace.*

Employees in position of responsibility

The culture of integrity and compliance arises from the top management of an organization: according to this principle, any individual who acts as a leader, supervisor or manager shall act by way of example and provide leadership and guidance in accordance with the business and ethical principles of the Code; each individual is expected to comply with his/her organizational and control obligations, to be responsible for the acts of any member of his/her staff and earn their respect through an exemplary behaviour, efficiency, loyalty and competence.

These individuals, through their behaviour, shall demonstrate to employees and staff members that the observance of the Code and, more generally, of the ethical principles, is an essential aspect of their work and make sure that employees are aware of the importance of the Code of Conduct. Employees shall act in accordance with principle set out in the Code (even through leadership and training) as business results cannot be separated from the compliance with the Code of Conduct principles.

Employees with a position of responsibility shall set clear, ambitious and realistic targets and carry out their leading role through the concept of “*management by example*”; they shall show their willingness to their staff members who express concerns relating to compliance, or want discuss questions and personal or professional matters. Within their area of responsibility, all senior managers, supervisors and executives shall verify any violation of laws, regulations and procedure that could have been anticipated or at least prevented through proper controls (they shall be responsible of the functions delegated to their staff members). They shall report any failure to comply with the Code of Conduct.

They shall ensure protection from any form of retaliation or pressure of those who have reported– to them or to the Supervisory Body- Code violations in good faith (or cooperate in corporate investigations or in the compliance of the Code of Conduct) and they shall prevent other employees from carrying out retaliations or pressure for the reasons given above.

Through Human Resources department and, after consulting the competent Internal Control System, sanctions commensurate with the violation committed and sufficient to represent a deterrent against any further violations will be adopted and applied.

In addition to complying with the Code, all persons who hold the position of Chief Executive Officer, Head of Administration, Finance and Control, Account Manager, Controller, Finance Manager and Head of Legal

Affairs or who hold, even de facto, similar positions in one or more companies of the Group (“Officer”) are required to comply strictly with the prescriptions set forth in **Appendix I- Prescriptions regarding financial Officers**.

Any waiver, even if partial or limited in time and scope, to the prescriptions set out in Appendix I must be authorised by the Board of Directors only for serious and justified reasons.

Equal opportunities

DiaSorin is committed to providing equal opportunities to all its employees, both at the workplace and as regards career advancement.

The supervisor shall ensure that, with regard to all aspects of employment such as recruitment, training, remuneration, promotion, transfer and termination, employees are treated according to their ability to meet job requirements, avoiding any form of discrimination, in particular discrimination based on race, sex, age, nationality, religion and personal beliefs.

Harassment

The DiaSorin S.p.A. Group considers any type of harassment or unacceptable behaviour, such as racial or sexual harassment or harassment related to other personal characteristics, with the purpose or the effect of violating the dignity of the victim of such harassment or behaviour, to be unacceptable whether it takes place inside or outside the workplace.

3.4 Customers

Standards of behaviour towards customers

The standards of behaviour adopted by DiaSorin S.p.A. and Group companies in dealings with customers are inspired by safety, assistance, willingness to serve, combined with respect and courtesy, intended to establish a relationship of utmost cooperation and high level professional expertise.

The primary goal of the Company is fully satisfy its customers, creating a relationship based on honesty, fairness, efficiency and professionalism in compliance with the obligations of both parties: this must be done in total compliance with the laws and rules contained in this Code of Conduct.

Communications and contact with customers

Communications and contacts with customers of DiaSorin S.p.A. and Group companies (including advertising messages) must be:

- *clear and simple, formulated in a language as similar as possible to that normally used by counterparts;*
- *comply with current regulations, where applicable;*
- *complete, in order to avoid omitting any element conducive to understanding by the customer.*

The most suitable channel of contact (notice board, letter, telephone, daily newspapers, e-mail) is determined case by case according to the purpose and recipients of the communications, without exerting excessive pressure or insistence, and undertaking not to use advertising instruments that are misleading or untruthful.

Quality Control, product market monitoring and customer satisfaction

DiaSorin S.p.A. and Group companies are committed to guarantee adequate standards of quality and safety of the equipment and systems offered according to the levels predefined in the expected quality standard.

As far as possible, DiaSorin S.p.A. and Group companies undertake to consult consumer protection associations in case of projects with a major impact on customers.

DiaSorin S.p.A. and Group companies have decided to align their quality systems to UNI EN ISO 9001:2008, UN EN ISO 134485:2004 international standards in accordance with the Code of Federal Regulation 21 - Food and Drug Administration - and the requirements of the European regulations.

Therefore, the quality control system adopted by DiaSorin S.p.A. and Group companies covers all operating and supporting processes: from design to production of the products and issue on the market up to and including after-sales supervision. Such quality control system extends to all company functions involved in activities throughout all phases of life of the product up to reception of feedback after delivery of the product to the customer.

With regard to improvement processes, monitoring of the product on the market is extremely important in order to measure and analyse the level of quality achieved. DiaSorin S.p.A. and Group companies have established methods able to guarantee that feedback from customers reaches the companies; they have also established methods for processing this information in order to assess whether the product/services meet the customer's expectations. All improvement-related activities are planned, applied and measured according to the information collected and processed.

Involvement of customers

DiaSorin S.p.A. and Group companies undertake to always acknowledge customers' suggestions and complaints using suitable, prompt communication systems (for example, call centre services, e-mail addresses etc.).

Relations with the media

The communication of information to the media plays an important role in constructing the image of DiaSorin; therefore all information concerning the Group must be furnished in a truthful, uniform manner and only by employees responsible for communications to the media. No other employee must provide any information not of public knowledge concerning DiaSorin to media representatives, or have any contact therewith for the purpose of disclosing confidential company information, referring any inquiries from the media to the appropriate person or function.

In accordance with the principles of furnishing complete, transparent information, external communications of DiaSorin S.p.A. and of Group companies are formulated in respect for the right to information. Under no circumstances shall company stakeholders disclose false or misleading information or comments.

3.5 Staff members and suppliers

Relations with external staff members and suppliers

DiaSorin S.p.A. and Group companies require and expect that suppliers and external staff members comply with applicable laws and observe and respect DiaSorin's values and principles of ethical conduct, considering this aspect to be of fundamental importance in establishing or continuing a business relationship.

In particular, suppliers and external staff members shall assume responsibility towards their stakeholders and the environment, by adhering to:

- *observe all applicable laws;*
- *comply with the prohibition of corruption and bribery;*
- *to respect basic human rights of employees;*
- *comply with the prohibition of child labour;*
- *assume responsibility for the health and safety of employees;*
- *ensure environmental protection in accordance with the applicable rules.*

Choice of staff members and suppliers

The Company is committed to verifying fairly and impartially its suppliers' services: therefore, goods and service procurement processes are directed towards obtaining maximum competitive advantage, the granting of equal opportunities for all external staff members and suppliers in a framework of fairness and impartiality.

DiaSorin S.p.A. and of Group companies assigned to these processes are required to:

- *comply with the selection procedures and evaluation of suppliers, established by the Company and particular attention should be paid to the following provisions: to refrain from denying anyone in possession of the stipulated prerequisites the possibility of competing for the awarding of contracts, adopting objective criteria subject to documentation; in case of competitive tenders, suppliers must not be favoured or unfairly undermined and consequently candidate suppliers must not be unfairly precluded from the chance to win the tender once they fulfil the qualification requirements the company from time to time may require and resorting, if necessary, to impartial evaluation and selection criteria and transparent procedures;*
- *ensure a sufficient level of competition in each tender, considering, for example, at least three enterprises when selecting a supplier; any waivers must be authorised and documented.*
- *communicate to their supervisor or to the corporate body appointed by the Company for such purpose any personal interest in the performance of their duties that may involve a conflict of interest;*
- *accept counterparts invitations only if the reason and the scope thereupon are consistent and appropriate;*
- *not to order individuals with whom they have business relations generating unfairly advantages: this applies notably in the event that such conduct may directly or indirectly influence DiaSorin S.p.A or Group companies in assigning the task to the supplier;*
- *not to ask for or obtain money, gifts, favours or advantages of any type to or from current or perspective suppliers.*

The following are reference requirements for DiaSorin S.p.A. and Group companies to choose suppliers and external staff members:

- *appropriately documented availability of resources, including financial assets, organisational structures, planning capabilities and resources, know-how etc.;*
- *where required by DiaSorin S.p.A. and Group company specifications, the existence and effective implementation of adequate national and international corporate quality systems (for example, ISO 9000);*
- *in cases in which the supply includes know-how or rights belonging to third parties, procurement by the supplier of a significant share of value added.*

The selection of external staff members and/or of suppliers and determination of purchase conditions must be based on an objective evaluation of quality, price and the ability to furnish and guarantee services of suitable quality.

Suppliers and external staff members must be selected exclusively on the basis of the Company's interests and in compliance with the Code of Conduct.

For certain categories of goods, DiaSorin S.p.A. and the companies belonging to the Group draw up a "list of qualified suppliers", the classification criteria of which do not constitute a barrier to access.

Integrity and independence of relations

Relations with external staff members and suppliers are governed by the principles indicated above and are constantly monitored.

Stipulation of a contract with an external staff member and/or supplier must always be based on extremely clear relationships avoiding, wherever possible, excessive reciprocal dependence.

To guarantee maximum transparency and efficiency of the purchase process, DiaSorin S.p.A. and the companies belonging to the Group impose:

- *separation of roles between the unit requesting the supply, regardless of whether this is a service or good, and the unit that stipulates the contract;*
- *adequate traceability of decisions;*
- *preservation of information and also of official tender and contractual documents for the periods established by current legislation and indicated in internal purchasing procedures.*

3.6 Public Administration

Relations with Public Administration and institutions

Relations with Public Administration (local health offices and national healthcare service authorities, universities, etc.) are issues of particular relevance to the Company, also considering the remarkable share of turnover generated by these clients.

Therefore Recipients should fully comply with the following rules of conduct:

- *The Company's relationships with the Public Administration, public officials, subjects appointed by a public service, public officers must be inspired by the strictest observance of the applicable provisions of the law and besides other specific policies approved by the Company and cannot in any way compromise the Company's integrity or reputation.*
- *Negotiations, offers and the assumption of obligations with Public Administrations and Public Institutions are exclusively reserved to the appointed and authorized departments; carrying out these activities Recipients are required to comply with the principles of propriety and transparency and with corporate procedure, therefore documentation summing up the procedures through which DiaSorin S.p.A. and Group companies have maintained relations with the Public Administration must be collected and preserved.*
- *DiaSorin S.p.A. and the companies belonging to the Group shall not, through their employees or representatives, promise or offer public officials providing public service, employees, in general, of the Public Administration or other similar Public Institutions, money, money-like assets or other gratuities to promote and favour their interests and to obtain advantage therefrom.*
Any infringement of this prohibition could entail the application of disciplinary sanctions, including dismissals and rescission of contracts.
- *Within the framework of negotiations and more generally of commercial relations with the Public Administration, DiaSorin S.p.A. and Group companies prohibits the following actions:*
 - (a) offering, also through parties intermediary, employment or commercial opportunities that could benefit public officials and/or public service representatives of any nature or kind, whether in Italy or abroad, or to their families or to subjects with whom they have relations, in order to influence the independence of judgement or induce these people to grant any kind of advantage to Diasorin S.p.A and the Group companies.*
 - (b) Offering any form of gratuity, gift or benefit (except those of modest value and not exceeding standard commercial practice or courtesy) in favour of subjects and for the reasons referred to in point (a) above;*

- (c) *Hiring, as DiaSorin Group employees, people who employed in Public Administration (or their relatives) who have personally and actively participated in a business negotiation, tenders or backing request made by the company to the Public Administration, in the year following their conclusion or settlement;*
- (d) *Influence or trying to influence, directly or indirectly, relations with the Public Administration through favours and personal advantages;*
- (e) *press to obtain confidential information beyond what is required.*

Any employee who receives, directly or indirectly, proposals of benefits from public officials providing public service or employees, in general, of the Public Administration or of other similar Public Institutions shall immediately report these to the Supervisory Body, if an employee, or to the related reference person if a third party subject.

Relations with other Public Administrations

DiaSorin S.p.A. and Group companies maintain regular relations with public authorities, such as Municipalities, Ministries, Revenue Agencies, Financial Police, Labour Inspectorate, National Social Security Institute, etc.

Even though they are less common and not significant from an economic standpoint, such relations are subject to the requirements established under point 3.6.

In these cases, Recipients are required to:

- *provide full cooperation and avoid obstructive behaviours in the event of inspections conducted by public body or authority, or of simple information request;*
- *comply with the provisions specified in circulars, decrees or other enactments issued by public bodies, in accordance with all regulations in force;*
- *make sure that all documents and certificates sent to the Public Administrations, including applications and statements of any type, do not contain errors and misrepresentations that may spotted in the issue of administrative documents or an unfair economic advantage for the Company.*

Correct information to the Public Administration

All relations with Government or international institutions shall be based on forms of communication intended to clarify the activity of DiaSorin S.p.A. and Group companies, to reply to formal requests or legitimate inspections (inquiries, investigations), or, in any case, to make known the position of the company on relevant matters.

To this end, they undertake to:

- *operate, without any type of discrimination, through specifically established communication channels, with institutional counterparts at national and international, community and territorial level;*
- *represent the interest and positions of DiaSorin S.p.A. and of Group companies in a transparent, rigorous and coherent manner, avoiding collusive behaviour.*

Furthermore, company stakeholders, consultants of the company and third parties are forbidden:

- *to falsify and/ or alter financial reports in order to obtain undue advantage or any other benefit for the company;*
- *falsify and/ or alter documental data in order to obtain favour or approval of a project not complying with applicable laws;*
- *use public funds for purposes other than those for which they have been obtained.*

Anti-Trust Authority and regulatory bodies

DiaSorin S.p.A. and Group companies fully and scrupulously comply with the rules of the Anti-trust and market regulation authorities and they do not refuse, hide or delay presentation of any information requested

by the Antitrust Authorities or by the other regulatory bodies in the course of their inspection activities and cooperate actively during any preliminary investigative procedures, supporting and avoiding any type of impediment or obstacle to control activities.

3.7 Relationship with Healthcare Professionals (HCPs) and Healthcare Organizations (HCOs)

All aspects of the industry's relationship with Healthcare Professionals (HCPs) and Healthcare Organizations (HCOs), such as, among others, company-organized events, arrangements with consultants, as well as research and financial support to medical education and demonstration of samples and products shall comply with the following 5 *Main Principles*. Also the *General Criteria for Events* and the provisions under *Arrangements with Consultants* shall apply.

Moreover, starting from January 1, 2018, the companies of DiaSorin Group – when the criteria described in the Section “The Healthcare Sector impacted by new MedTech Europe Code provisions” are met – are not permitted to pay registration fees, travel or hospitality expenses directly to individual Healthcare Professionals for their participation in Third Party Organized Educational Events² (the so called “phasing out of direct sponsorship”) in order not to be perceived as creating a potential commercial bias. Medical education may be supported through the provision of educational grants to healthcare professional in compliance with the rules set out below.

Main Principles

All interactions between Companies of DiaSorin Group and Healthcare Professionals/Healthcare Organisations shall follow 5 main principles.

1. Principles of image and perception.

At all times, Companies of DiaSorin Group when dealing with Healthcare Professionals/Healthcare Organisations shall consider the image and perception of the medical technology industry that will be projected to the public

2. Principles of separation.

Interaction between industry and Healthcare Professionals/Healthcare Organisations must not be misused to influence through undue or improper advantages, purchasing decisions, nor should such interaction be contingent upon sales transactions or use or recommendation of companies of DiaSorin Group' products.

3. Principle of Transparency

Interaction between industry and Healthcare Professionals/Healthcare Organisations must be transparent and comply with national and local laws, regulations or professional codes of conduct, implying at least the prior written notification to the hospital administration, the Healthcare Professional's superior or other locally-designated competent authority, fully disclosing the purpose and scope of the interaction.

4. Principle of Equivalence

Where HCPs are engaged by the Company to perform a service for the Company, the remuneration paid must be commensurate with, and present a fair market value for, the services performed by the HCPs.

5. Principle of Documentation

For interactions between the Company and a Healthcare Professional there must be a written agreement setting out, inter alia, the purpose of the interaction, the services to be performed, the method for

² **Third Party Organised Educational Events** means activities of any type that are planned, budgeted, managed and executed in whole or in part by or on behalf of a person or entity other than a Company to fulfil Healthcare Professional medical educational needs, including Third Party Organized Educational Conferences.

reimbursement of expenses as well as the remuneration to be paid. The activities envisaged by the agreement must be substantiated and evidenced by activity reports and the like. Adequate documentation such as the agreement, related reports, invoices etc. must be retained by the Company for a reasonable period of time to support the need for, and materiality of, the services as well as the reasonableness of the remuneration paid.

General Criteria for Events

Companies when inviting Healthcare Professionals to Third Party Organised Educational Events and Company Events³ (“Events”) shall comply with the following criteria.

<p>EVENT PROGRAM</p> <p><i>Related to the medical practice of the attendees. No entertainment activities directly connected to the event.</i></p>	<ul style="list-style-type: none"> ❖ The event program shall directly relate to the specialty and/or medical practice of the Healthcare Professionals who will attend the Event or be sufficiently relevant to justify the attendance of the Healthcare Professionals. ❖ For Third Party Organised Educational Events, the agenda shall be under the sole control and responsibility of the third party organizer and Entertainment must be outside of the educational program schedule and paid for separately by the Healthcare Professionals and shall not be the main attraction. ❖ Companies belonging to DiaSorin group shall not organise Events which include social, sporting and/or leisure activities or other forms of Entertainment, nor support such elements where part of Third Party Organised Educational Events. ❖ Entertainment shall not dominate or interfere with the overall scientific content of the program and must be held during times that do not overlap with a scientific session.
<p>EVENT LOCATION AND VENUE</p> <p><i>The perceived image of the location and venue must not be luxury or holiday oriented. The selected time of year must not be associated with a touristic season.</i></p>	<ul style="list-style-type: none"> ❖ The event location/venue shall not become the main attraction of the Event. ❖ The perceived image of the location and venue must not be luxury, or tourist/holiday-oriented, or that of an Entertainment venue. ❖ The venue shall be centrally located when regard is given to the place of residence of the majority of invited participants, ease of access for attendees, in or near a city or town which is a recognised scientific or business centre, suitable for hosting an Event which is conducive to the exchange of ideas and the transmission of knowledge. ❖ The selected time of year must not be associated with a touristic season for the selected geographic location. Events from July 1 to September 15 for seaside resorts and from January 1 to March 15 for mountain resorts are strictly forbidden.
<p>GUESTS</p> <p><i>“facilitation” for guests of healthcare professional is prohibited.</i></p>	<ul style="list-style-type: none"> ❖ Companies are not permitted to facilitate or pay for meals, travel, accommodation or other expenses for Guests of Healthcare Professionals, or for any other person who does not have a bona fide professional interest in the information being shared at the Event. <p>“Facilitate” refers to the prior arrangement, organisation or booking of meals, travel or accommodation by a Company on behalf of the spouse/guest of a Healthcare Professional participant. Such organisation or booking is not permitted unless the individual qualifies as a participant in their own right. If Healthcare Professionals attending product training wish to be accompanied by a spouse/guest who does not have a professional interest in the information being shared, the Healthcare Professional must take sole responsibility for the payment and organisation of the spouse/guest’s expenses.</p>
<p>HOSPITALITY</p> <p><i>Shall be reasonable, hence</i></p>	<ul style="list-style-type: none"> ❖ Any hospitality offered must be subordinated in time and ancillary to the Event purpose and shall not cover a period of stay BEYOND the official duration of the Event.

³ **Company Events** means activities of any type that are planned, budgeted, managed and executed in whole or in part by or on behalf of the Company to fulfil a legitimate, documented business need of the Company, including but not limited to a legitimate business need to interact with customers including Healthcare Professionals and/or Healthcare Organisations. Company Events include product and procedure training, education event and sales, promotional and other business meetings.

<i>shall not cover a period of stay beyond the official duration of the Event.</i>	<ul style="list-style-type: none"> ❖ Hospitality shall be “reasonable” (i.e. to be interpreted as the appropriate standard for the given location and must comply with the national laws, regulations and professional codes of conduct. ❖ The term “hospitality” includes meals and accommodation ❖ No top category of luxury hotels can be arranged for.
<p>TRAVEL</p> <p><i>First class is never appropriate</i></p>	<ul style="list-style-type: none"> ❖ Companies may only pay or reimburse for reasonable and actual travel. ❖ Travel provided to Healthcare Professionals shall not cover a period of stay beyond the official duration of the Event. ❖ For air travel Companies can only pay or reimburse economy or standard class unless the flight time is of a duration of greater than 5 hours including connection flights, in which case “Business” class can be considered. “First” class for flights is never appropriate.
<p>TRANSPARENCY</p> <p><i>A prior written notification to the healthcare Organization, HCPS 'superior or competent authority about the interaction</i></p>	<ul style="list-style-type: none"> ❖ Companies must ensure full compliance with national laws with regard to the disclosure or approval requirements associated with such financial support. ❖ Where no such requirements are prescribed, as a minimum, Company shall notify the healthcare Organization, HCPs 'superior or competent authority about the interaction with the HCPs prior to the Event.

Arrangement with consultants

Companies may engage Healthcare Professionals as consultants and advisors to provide bona fide consulting and other services, including but not limited to research, participation on advisory boards, presentations at Company’s events and product development. Companies may pay Healthcare Professionals reasonable remuneration for performing these services.

- ❖ Consulting arrangements must be entered into only where a legitimate business need for the services is identified in advance.
- ❖ The number of consultants retained must not be greater than the number reasonably necessary to achieve the identified need.
- ❖ Selection of consultants must be based on criteria directly related to the identified business need and the relevance of the consultant’s qualifications, expertise and experience to address the identified need. The volume or value of business generated by a prospective consultant or the Healthcare Organisation where s/he performs her/his professional activity is not a relevant criterion.
- ❖ Consulting arrangements with Healthcare Professionals must be documented in a written agreement, signed by the parties in advance of the commencement of the services, which must specify the nature of the services to be provided and the basis for payment for those services.
- ❖ The hiring of the consultant must not be an inducement to purchase, lease, recommend, prescribe, use, supply or procure the Company’s products or services.
- ❖ The remuneration for the services rendered must be reasonable and reflect the **fair market value** of the services provided.
- ❖ Companies must maintain records of the services, and associated work products, provided by the consultant Healthcare Professionals and of the use made of those services by the Company.

The Healthcare Sector impacted by new MedTech Europe Code provisions.

Following the implementation of the new “MedTech Europe Code of Ethical Business Practice”, regulating the relationship with Healthcare Professionals and Healthcare Organizations, being DiaSorin S.p.A. a

member of EDMA (*European Diagnostic Manufacturers Association*), associate to MedTech Europe, all companies of DiaSorin Group (to the extent applicable) shall comply furthermore with the following sections.

The provisions below are applicable when at least one of the following criteria is met:

- The Company of DiaSorin Group interacts with HCPs or HCOs registered or based in the MedTech Europe geographical area⁴ regardless of where the activity takes place;
- The activity in question takes place in the MedTech Europe geographical area, regardless of where HCPs or HCOs is registered and practicing.

Third Party Organized Educational Events

Companies may provide financial and/or in kind support to Third Party Organised Educational Events (always provided that they have been approved via the **Conference Vetting System**)⁵ through grants and other types of funding, such as:

EDUCATIONAL GRANTS	PROMOTIONAL ACTIVITY	SATELLITE SYMPOSIA
<p>Companies may provide Educational Grants, but the relevant Grant agreement shall (i) specify the intended purpose of the Educational Grant (ii) includes company's rights to verify that the Grant is in fact used for the agreed intended purpose, and (iii) as of January 1, 2018 shall be documented and annually publicly disclosed⁶ – to support:</p> <ol style="list-style-type: none"> 1. HCPs participation at Third Party Organized educational Events → the Healthcare Organisation receiving the Grant shall be solely responsible for selection of participants and this shall be expressly reflected in the written Grant agreement. <p>Companies will be able to define the type of recipients which should be eligible for the grant but not individual recipients.</p> <ol style="list-style-type: none"> 2. Third Party Organized Educational Events → The 	<p>Companies may purchase packages that may include promotional and advertising services (advertisement space and booth space for company displays)</p>	<ul style="list-style-type: none"> • Companies may purchase satellite symposia packages at Third Party Organised Educational Conferences and provide presentations on subjects that are consistent with the overall content of the Third Party Organised Educational Conference. • Companies may determine the content of these satellite symposia and be responsible for speaker selection. • Companies must enter into a consulting agreement with the HCP speaker engaged to speak at the satellite symposium. The consulting agreement may include payments in respect of registration fee, travel and/or accommodation where appropriate.

⁴ MedTech Europe geographical area means: (i) all EU member states, plus Iceland, Liechtenstein and Norway; (ii) Russia, Turkey and Switzerland, as countries where a national association is based and (iii) the countries of Middle East and North Africa where the Mecomed association is active (for further details, see www.mecomed.com).

⁵ **Conference Vetting System (CVS)**: means the centralised decision-making process which reviews the compliance of Third Party Organised Educational Events with the Code and which is managed independently of MedTech Europe under the supervision of the MedTech Europe Compliance Panel. For more information see www.ethicalmedtech.eu/conference-vetting-system/conference-database.

⁶ Disclosed on the MedTech Europe Transparency platform at www.ethicalmedtech.com, or where locally required.

<p>recipient Healthcare Organisation shall be solely responsible for: the programme content; the selection of podium speaker, moderator and chair; and the payment of their honoraria, if any.</p>		
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Until December 31st, 2017 Companies may provide financial support directly to individual Healthcare Professionals to cover the costs of attendance at Third Party Organised Educational Events where this is permitted under national laws, regulations and professional codes of conduct, but (i) the financial support must comply with the General Criteria for Events (but in addition Companies may pay the registration fee) and (ii) where applicable, the Third Party Organised Educational Event has to be approved by the Conference Vetting System.

3.8 The environment and the community

Environmental policy



DiaSorin is committed to guaranteeing compliance with current legislation on protection of the environment. The objective of sustainability implies complete legal compliance as a fundamental assumption underlying a commitment to continuous improvement.

Employees, as part of their duties, participate in the process of risk prevention, of protection of the environment and protection of their own health and that of colleagues and third parties.

DiaSorin does not accept any compromise as regards protection of health and safety of its employees at the workplace and no employee of the Group shall expose other employees to unnecessary risks that may endanger their health or physical safety.

The DiaSorin Group pursues the objective of guaranteeing effective management of health, safety and the environment which it considers to be decisive factors of success; all those who work for the Group are responsible for the pursuit of this goal.

The Group adopts an efficient system of environmental management that complies with all national and international regulations on this subject.

These are the principles according to which it operates:

- *do not pollute;*
- *constantly optimise the use of resources;*
- *develop products increasingly compatible with the environment.*

DiaSorin aims to maintain public confidence in the integrity of its activities through communications and open discussions with other subjects in order to improve knowledge of internal and external issues concerning health, safety and the environment pertinent to its activities.

Relations with interest groups

DiaSorin S.p.A. and Group companies acknowledge the fundamental importance of constant dialogue with associations for the correct development of its business activities; they therefore set up a stable channel of communication with the associations representing its stakeholders, for the purpose of cooperating, in accordance with the reciprocal interests of the parties involved, in presenting the development plans and positions of the DiaSorin S.p.A. Group and of Group companies and to avoid possible situations of conflict. To this end, DiaSorin S.p.A. and Group companies :

- *guarantee that they will respond to the observations of all the associations;*
- *inform and involve them, when possible, regarding topics of interest to specific categories of stakeholders and category associations.*

Relations with political parties, Unions representatives and associations

DiaSorin S.p.A. and Group companies directly or indirectly do not support or discriminate any political or trade union organizations refraining from applying any direct or indirect pressure on politicians (for example, through concession of the use of structures of DiaSorin S.p.A. and of companies belonging to the Groups, do not accept hiring recommendations, consulting contracts). They do not finance directly or indirectly political parties, movements, political and trade union organizations and committees in Italy or abroad, except for those provided for by specific laws. They do not sponsor conventions or festivities with the sole purpose of political propaganda

Group companies do not make contributions to organisations with which conflicts of interest could arise (for example, unions, environmentalist associations or consumer protection groups); nevertheless, they may cooperate with such organisations, also financially, on specific projects that comply with the following criteria:

- *their goals reflect the mission of DiaSorin;*
- *clear documented allocation of resources.*

Donations, sponsorship and other forms of contributions

Committed to corporate social responsibility, DiaSorin S.p.A. and Group companies offers money or in-kind contributions to support educational, scientific, artistic, cultural, social and humanitarian projects.

Donations

DiaSorin S.p.A. and Group companies may agree to requests for contributions provided that such proposals are received from bodies or associations which explicitly declare their non-profit status, are endowed with regular by-laws and deeds of incorporation, are of high cultural value or benefit and for purposes intended only for events that guarantee high quality (progress in medical education, support of scientific research, public education, etc.).

It is expressly forbidden to make donations to:

- individuals or organizations for profit;
- private accounts;
- organizations whose aims diverge from the company's principle; or
- who may damage the Company's reputation.

The giving of donations must always be conducted in a transparent manner: this means, among other things, that the recipient's identity and planned use of the donation must be clear and the reason and purpose for the donation must be justifiable and documented. Quasi-donations, meaning donations which appear to be compensation for a service but are substantially larger than the value of the service (the exceeding value of the service may be intended as donation), are prohibited as violating the principles of transparency (in this case the contract conceals a donation – hence the meaning of quasi-donations- or an unwarranted donation of money or of other benefits).

Donations to the Public Administration must be properly formalized by specific procedure. In details:

- The Company prepares and send a communication to the Public Administration indicating its willingness to donate a sum of money or a particular piece of equipment or the Public body concerned sends to the donor a request for a donation;
- the beneficiary Public Administration shall follow the regulations in force in order to implement the donation;
- the Company, after taking due note of the acceptance, shall provide all the details of the donation and shall prepare the obligations *ex lege*.

DiaSorin Group companies are allowed to make low value donations to public authorities in the health sector, in compliance with laws and regulations in force; as a general rule, donations shall be to the benefit of patients or shall be essentially training by nature and shall not be in the form of cash or equivalent.

The company may also occasionally provide low-value products related to the work of the Health Sector Professional, for promotional purposes or for the benefit of patients. The above provisions do not apply to the legitimate practice of providing appropriate product samples necessary for their evaluation.

Sponsorship

Sponsorship is understood as cash contribution or in-kind contribution sponsored by the Company or by third-parties to promote their own brands (displaying the company logo, mentioning the Company in the opening and closing speeches, participating in a round table as speakers, etc.).

Sponsorship may concern health and social issues or the environment and may be destined to events which offer guarantees of quality or events in which DiaSorin and Group companies are somehow involved in the planning.

All contributions provided in the form of sponsorship shall be given transparently and regulated by written agreement, in order to pursue legitimate commercial purposes and to be proportionate to the Event organizers' service.

Furthermore, such contributions shall not be promised, offered or donated to provide illicit competitive advantages to DiaSorin S.p.A. and to the Group companies or for illegal purposes.

Contributions shall not be donated to events organized by individuals or organizations whose principles may be in contrast or damage the Company's reputation.

In any case, in selecting the proposals put forward, DiaSorin S.p.A. and Group companies pay particular attention to all possible conflicts of interest, both personal and corporate (for example, family ties with the interested parties or ties with organisations).

Scholarship

In compliance with the provisions in force on the matter, scholarships must be assigned according to candidates screening and evaluation procedures that must be transparent, objective and based on recognised scientific principles.

Institutional relations

All relations with the Italian or international Public Administrations are based exclusively on the forms of communication established by current legislation or informal requests and the deeds of inspection or to make known the position of the DiaSorin Group on relevant topics.

In order to guarantee maximum clarity, contacts with institutional counterparts take place exclusively through representatives who have received an explicit assignment from the management of DiaSorin S.p.A. and DiaSorin Group companies.

4. SUPERVISORY BODY AND CONTROL PROCEDURES

4.1 The Supervisory Body

Pursuant to art. 6, paragraph 1, letter *b* and *d* of Legislative Decree 231/2001, the correct functioning and compliance with the Code of Conduct in all the Group Companies is supervised and monitored by the **Supervisory Body** (whose composition, functions, rights and duties are completely defined in DiaSorin S.p.A. Organisation, Management and Control Model) together with the Corporate Internal Audit function

In particular, the Supervisory Body shall:

- *constantly monitor application of the Code of Conduct by the stakeholders concerned, also gathering any reports or suggestions;*
- *report any major violations of the Code;*
- *express binding opinions on any review of the Code of Conduct or of the most significant corporate policies and procedures in order to guarantee that they are consistent with the Code.*

The Supervisory Body shall notify the corporate structures in charge of the application of sanctions of any violations committed by company employees or external staff members, proposing the application of suitable disciplinary measures. It is also responsible for informing the Board of Directors and the Control function of any violations committed by Company Directors.

4.2 Reporting infringements of the Code of Conduct

Any employee or staff member who believes in good faith that a rule or a principle of the Code of Conduct has been violated or will be violated can report these violations to:

- his/her supervisor or direct superior;
- The Supervisory Body (also through the following e-mail address at odv@diasorin.it), should not the violation (or alleged violation) be followed up by employee supervisor or direct superior or should employee feel uncomfortable in reporting the violation.

The Corporate Legal Affairs Department may be contacted for any questions concerning specific rules or explanations about the Code of Conduct.

Third parties in relation to the company wishing to notify a violation (or alleged violation) of the Code should contact the Supervisory Body or use the specific channels established by Group companies for this purpose.

In the case in which confidential treatment (including protection of anonymity) of the notifications is required, according to currently applicable regulations, DiaSorin S.p.A. and Group companies undertake to protect such confidentiality, without prejudice to legal provisions or legal procedures applicable in the specific case.

DiaSorin S.p.A. and Group companies do not permit any form of retaliation for reports made in good faith, considering that the possibility of unrestricted communication is a necessary condition for application of the Code of Conduct. The Company guarantees that no one, in the work environment, will be victim of retaliation, illicit conditioning, inconvenience or discrimination of any kind for reporting any infringement of the Code of Ethics.

Recipients of the Code of Conduct are also asked to cooperate in internal investigations regarding violations and behaviour in contrast with the Code.

Any reports received in anonymous form and in writing will be taken into account only if they provide sufficient information to identify the terms of the violation and to permit DiaSorin S.p.A. and companies belonging to the Group to make an appropriate investigation.

4.3 Disciplinary measures

Violation of the fixed precepts of the Ethical Code and of the procedures as expected on the internal protocols, compromises the trusty relation between the Group company and its directors, employees, external staff members, customers and suppliers: violations shall be promptly and rapidly prosecuted.

Violation of the provisions of the Code of Conduct constitutes a **breach of discipline** and, as regards external staff members and suppliers, **of contractual conditions**, and as such, sanctions may be imposed. The Management defines disciplinary actions on ascertainment of violations of the Code of Conduct: actions shall be proportionate, regardless of any criminal aspect of their conduct and of criminal proceedings in cases where such conduct constitutes an offence.

In particular, disciplinary measures will be applied, in accordance with the provisions of the applicable Collective Bargaining Agreement or of the individual contract, to the following violations:

- authorisation of activities that infringe the Code of Conduct;
- participation in activities that infringe the Code of Conduct;
- failure to report violations of the Code of Conduct;
- refusal to cooperate in ascertaining violations of the Code of Conduct;
- retaliation towards those who have reported violations of the Code of Conduct.

Appendix I - Prescriptions regarding Financial Officers

The undersigned _____, in his/her capacity as _____ of the company _____, affirms that in the course of discharging the aforesaid duties in addition to respecting the DiaSorin Group Code of Conduct, he/she will abide by the following rules, which represent an integral and essential part of his/her obligations by virtue of his/her position at the Company:

- behave with honesty and integrity, avoiding all conflicts of interest, including potential ones, deriving from his/her personal or professional relationships;
- promptly provide his/her own direct superior and - if so required by virtue of his/her position at the Company – the Independent Auditors, the Board of Directors, the Board of Statutory Auditors, and the shareholders with complete, accurate, objective, and immediately comprehensible data and information;
- promptly report to the most appropriate person or, as the case may be, the competent Supervisor of the Internal Control System or Supervisory Body of DiaSorin S.p.A. violations of the DiaSorin S.p.A: Code of Conduct of which he/she has actual knowledge or credible evidence;
- act in such a way as to ensure full, fair, accurate and understandable disclosure in the various documents that are to be filed with the public authorities (and in all documents instrumental to the presentation and filing of such documents) and in any other public communication;
- act in full compliance with the norms and regulations applicable to the company;
- act with maximum professional objectivity, avoiding situations where his/her independent judgment might be unduly influenced by external circumstances;
- treat information not in the public domain and obtained by virtue of his/her position at the company with the maximum confidentiality, avoiding any use of such information to his/her personal benefit or the benefit of others;
- promote the highest standards of integrity and professional conduct amongst his/her own subordinates;
- use Company assets and resources in the most correct and professional manner.

