

CODE OF ETHICS

Approved by the Board of Directors on 21 November 2011.

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INTRODUCTION

Legislative Decree No. 231 of 08 June 2001 (hereinafter the “**Decree**”) introduced the rule of administrative responsibility of the company. Said regulation establishes, in compliance with OECD guidelines for multinationals, that companies can be deemed as responsible and, subsequently, suffer economic sanctions for certain offences that are either committed or attempted in the interest or to the advantage of the company itself by its directors or employees.

To rule out the aforementioned responsibility, companies adopt organisation, management and control models that can prevent said offences, models whose principles can be found in the code of conduct (guidelines) drafted by Confindustria. Therefore, the model can be defined as a complex organ of principles, rules, provisions, organisational patterns and related duties and responsibilities that are functional toward the implementation and diligent management of a control and monitoring system for sensitive activities in view of preventing the commitment or even the attempted commitment of offences envisaged by Leg. Dec. 231/2001.

In the framework of its corporate activity, Zhermack Group (hereinafter the “**Group**”) has decided to adopt, pursuant to and in accordance with Leg. Dec. No. 231 of 08 June 2001, this Code of Ethics (hereinafter also the “**Code**”), which is an integral part of the “Organisation, Management and Control Model” (hereinafter the “**Model**”). By adopting the Code of Ethics, Zhermack Group wishes to ensure that the ethical values of the Company are clearly defined and form the pillars of the corporate culture and behavioural standards of all collaborators when they carry out corporate activities and business.

Since Zhermack Group considers compliance with the law as an essential condition for performing corporate activities, if the specific circumstance experienced by the employee/collaborator/director has not been encoded, the Code of Ethics shall be the general guide, save resorting to the direct superior in case of doubts concerning the management of a specific professional situation.

In building its activities as an international company, Zhermack Group focuses on protecting human rights, labour, safety, environment, value system and principles on the subject of transparency and probity, energy efficiency and sustainable development, as stated by international institutions and agreements.

Zhermack Group operates in the once again acknowledged reference frameworks of the Universal Declaration of Human Rights defined by the United Nations, of the essential ILO – International Labour Organisation – conventions, and of OECD guidelines for multinationals. Said frameworks particularly refer to the topics of protection of labour rights, trade union freedom, renunciation of any sort of discrimination, renunciation of forced labour and child



labour, of any form of corruption, of safeguarding dignity, health and safety in operating frameworks, of respect for natural biodiversities and environmental protection.

Moreover, Zhermack Group is committed to practically contributing toward promoting the quality of life and social and economic development of communities in which the Group is present, and toward the formation of human capital and local skills, while concurrently carrying out its business activities in domestic and foreign markets, in compliance with methods that are compatible with a healthy commercial practice.

All Zhermack Group activities are performed with awareness of the Group's social responsibility toward all its stakeholders (employees, shareholders, clients, suppliers, communities, business and financial partners, external collaborators, competitors, public administration, environment, institutions, specialist associations, trade union representatives, etc.), convinced that dialogue and interaction skills are an important asset for the company and that they can contribute in several ways toward continuing the mission of the Group. Encouraging the cooperation of stakeholders means taking into account the legitimate expectations of each one in view of a single goal: cooperation will be more efficient as each interlocutor increasingly feels treated fairly and will see that his commitment is oriented toward a valid purpose.

The commitment of each Zhermack Group collaborator and, firstly, of directors and managers shall be to comply with said rules of conduct and to ensure that their collaborators too abide by them.

In the light of the above, Zhermack Group shall undertake to spread the knowledge of corporate values and principles both inside and outside the Group and to establish adequate control procedures, in view of organising operations, behavioural patterns and all relations on the basis of the essential values specified below:

- COMPLIANCE WITH THE LAW

Zhermack Group shall operate in rigorous compliance with the law and ensure that all its collaborators do the same; collaborators shall adopt a conduct that complies with the law, whatever the context and activities performed;

- RESPECT FOR PERSONS

Zhermack Group shall guarantee a safe work environment that facilitates the performance of work and makes the most of the talents of each person; the company refuses all forms of coercive labour and shall not tolerate violations of human rights; in the framework of their professional activity, collaborators shall always adopt a conduct that respects the people with whom they come in contact on behalf of the company, treating everybody fairly and with dignity;

- INTEGRITY



Zhermack Group shall undertake to implement and provide quality products and to compete on the market in compliance with principles of fair and free competition and transparency, maintaining fair relations with public, governmental and administrative institutions, with citizens and third party companies; each one shall operate in any situation with integrity, transparency, consistency and fairness, conducting all business relations with honesty;

- LOYALTY

Zhermack Group collaborators shall be loyal toward their company;

- PROFESSIONALISM

Collaborators shall act with the utmost professionalism and carry out their duties with all the necessary diligence;

- TRANSPARENCY

Collaborators shall provide precise information that is complete, transparent, comprehensible and accurate so that stakeholders can make autonomous and informed decisions when they establish their relations with the company; in particular, when formulating any contractual commitments, Zhermack Group shall clearly and comprehensibly inform the contracting party about the conduct to be adopted in all envisaged and reasonably predictable circumstances;

- CONFIDENTIALITY

Zhermack Group shall guarantee the confidentiality of information in its possession and refrain from searching and processing confidential data, except for the case of explicit and informed authorisation and of compliance with the juridical rules in force; in addition to this, its collaborators shall not use confidential information for purposes other than the performance of their professional activity (e.g. insider trading);

- IMPARTIALITY

In relations with its stakeholders, Zhermack Group shall avoid any form of discrimination based on age, sex, sexual habits, health condition, race, nationality, political opinions and religious beliefs of the interlocutors;

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- VALUE OF HUMAN RESOURCES

Collaborators are the essential and irreplaceable asset for the success of Zhermack Group which shall, therefore, protect and promote the value of its human resources to improve and build their competences.

TITLE I
GENERAL RULES

ART. 1

ADDRESSEES AND FIELDS OF APPLICATION OF THE CODE

The provisions of this Code of Ethics are binding for the conduct of all **Addressees**, including:

- a) directors and members of the social organs of the Group;
- b) the general managers and any other executive, namely any person who has representative, administrative or managerial duties or who, even in fact, manages and controls one of the companies of the Group or one of its units or divisions ("**corporate members**");
- c) all employed personnel of the Group, including contracted workers or part-time workers and similar workers ("**Employees**");
- d) all those who either directly or indirectly, stably or temporarily, establish with the Group the same relations or who, anyhow, pursue its objectives in all countries where the Group operates ("**Collaborators**");
- e) all those who, either stably or temporarily, lend assets and/or services to the Group, under any form ("**Suppliers**").

The Code of Ethics is placed at the disposal of all Addressees, who shall comply with its provisions both in their mutual relations (so-called internal relations), and in their relations with third parties (so-called external relations), to actively contribute toward its implementation and to report any deficiencies to the competent corporate position.

All actions, operations and negotiations carried out and, generally, all conduct implemented by Employees and, in a broad sense, by the Addressees in carrying out their job-related activities or services to the advantage of the Group and/or for the same shall, therefore, be inspired by the utmost fairness in terms of management, completeness and transparency of information, by both formal and substantial legality and by clarity and truth in accounting entries, in compliance with current regulations and internal procedures.

In particular, corporate members shall concretise the values and principles contained in the Code of Ethics, accepting the responsibility both inside and outside and strengthening trust, cohesion and group spirit.

In defining corporate strategies and objectives, in proposing investments and implementing projects, and in any decision or action related to Group management, members of the Boards of Directors shall be inspired by the principles contained in the Code of Ethics.



Group Employees, in due compliance with the law and with current regulations, shall adjust their actions and conduct to the principles, objectives and commitments envisaged by the Code of Ethics.

For total compliance with the Code of Ethics, if an Employee comes to know about situations that, actually or potentially, can be a violation of the Code of Ethics, he/she shall promptly report it to his direct superior in terms of function and/or service and/or to the Guarantor of the Code, as specified below.

The Code of Ethics is an integral part of work relations.

Compliance with the rules of the Code of Ethics shall be deemed as essential for the obligations of Group Employees, even pursuant to and in accordance with Article 2104 of the Civil Procedural Code.

Violation of the rules of the Code of Ethics can represent failure to fulfil the primary obligations of work relations or it can be professional misconduct, with all the legal consequences, even regarding preservation of work relations. It can entail actions for the compensation of damages caused by said violation.

For Addressees who are non-employees, compliance with the Code of Ethics is a prerequisite for continuing the existing professional or collaborative relations with the Group.

Every corporate Unit/Function Manager shall be obliged to:

- be an example for his employees through his conduct;
- guide employees to comply with the Code of Ethics and encourage the same to raise problems and issues regarding rules;
- ensure that employees understand that compliance with the rules of the Code of Ethics is an essential part of the quality of work provided;
- carefully select, within their competence, employees and external collaborators to prevent tasks being assigned to persons who are not fully reliable in terms of commitment to observe the rule of the Code of Ethics;
- promptly report their findings to their superior, or Guarantor, even regarding information provided by employees on potential cases of violation of the rules;
- adopt immediate corrective measures when required by the situation;
- prevent any type of retaliation.

ART. 2

EXTERNAL COLLABORATORS

Collaborators (including consultants, representatives, intermediaries, agents, etc.) shall comply with the principles contained in the Code of Ethics.

To this end every Collaborator, depending on his duties, shall:



- comply with the principles and internal procedures for screening external collaborators and managing relations with them;
- select only qualified persons and companies that have a good reputation;
- take adequate account of indications provided by any source about the feasibility of using certain external collaborators;
- promptly report to their superior, or Guarantor, any doubts regarding potential violations of the Code of Ethics on the part of external collaborators;
- include, when envisaged by procedures, the express obligation to comply with the principles of the Code of Ethics in external collaboration contracts.

In any case, the fee to be paid shall only be proportional to the service indicated in the contract, and payments shall not be made to a subject other than the contracting party, nor to a third party country other than the one of the contracting parties or the one where the contract is implemented.

ART. 3

ZHERMACK GROUP COMMITMENTS

Zhermack Group shall ensure, even by assigning specific internal positions:

- the utmost circulation of the Code of Ethics with Addressees and partners; detailed study and updating of the Code of Ethics to adapt it to the evolution of society's sensitivities and of regulations that are important for the Code of Ethics itself;
- availability of every possible instrument of knowledge and clarification regarding the interpretation and implementation of rules contained in the Code of Ethics;
- performance of checks regarding information about the violation of rules of the Code of Ethics or of reference rules;
- assessment of the facts and subsequent implementation, in case of ascertained violation, of adequate sanctions;
- that nobody will suffer retaliation of any sort for providing information about potential violations of the Code of Ethics or reference rules.

ART. 4

REFERENCE STRUCTURES, IMPLEMENTATION AND CONTROL

Zhermack Group has created the position of "Guarantor of the Code", namely the Surveillance Organ, pursuant to the Decree, which shall study information about potential violations and about promoting the most appropriate inquiries and checks, making use of the competent structures of the Group. Subsequently, it shall assess and



communicate to corporate organs that are competent for the nature and gravity of the violation, and to the Human Resources Administration, the results of verifications for the corrective provisions to be adopted. The Guarantor shall also be the landmark for interpreting important aspects of the Code of Ethics.

In particular, the Guarantor shall:

- communicate the operative methods adopted for its position (telephone lines, fax, e-mail, etc.);
- establish criteria and procedures designed to reduce the risk of violation of the Code of Ethics;
- promote issuance of guidelines and of operative procedures by participating with the competent units toward their definition;
- define communication and training programmes for employees designed to improve knowledge of the objectives of the Code of Ethics;
- promote and verify knowledge of the Code of Ethics inside and outside Zhermack Group and its implementation;
- study information about potential violations of the Code of Ethics, promoting the most appropriate checks;
- inform the Human Resources Department and the Organisation about the results of important checks for the adoption of any sanctions;
- inform the competent structures about the results of important checks for the adoption of appropriate measures;
- propose to the President, who shall report it to the Board of Directors, initiatives that are useful to enhance spreading and updating of the Code of Ethics;
- activate and maintain an adequate flow of reporting and communication with similar structures of subsidiary companies;
- submit to the President, who shall report it to the Board of Directors, a yearly report on the implementation of the Code of Ethics at Zhermack Group and its subsidiary companies.

When performing his duties, the Guarantor shall make use of the competent structures of Zhermack Group, A similar structure shall be created by the companies of the Group.

TITLE II
BUSINESS CONDUCT

ART. 5
ETHICAL RULES

For business relations the Group shall be inspired by the principles of loyalty, fairness, transparency, efficiency and opening to the market.



Addressees who act on behalf of the Group shall, in business relations that concern the said Group and in relations with the public administration, adopt an ethical conduct that complies with the law, based on the utmost transparency, clarity, fairness and efficiency.

When establishing commercial or promotional relations, Addressees shall also adopt a conduct that is consistent with the corporate policies of the Group, which shall never become actions that go against the law, against current rules, namely against corporate procedures that have been adopted for the single corporate positions, despite focus on pursuing the social objective.

Corruption, illegal favours, collusive conduct, requests, either direct and/or through third parties, of personal and carrier-related advantages for themselves and others, are forbidden.

The Group acknowledges and respects the right of its Employees to participate in investments, business or other activities outside actions performed in the interest of the Zhermack Group, as long as said actions are allowed by the law and compatible with the obligations undertaken as Employees.

Relations with clients, suppliers and third parties in a broad sense shall not allow direct or indirect offers or transfers of money, gifts or benefits of any sort, on a personal basis, designed to obtain undue advantages – actual or apparent – of any nature (e.g. promises of economic benefits, favours, recommendations, promises of job offers, etc.) or, anyhow, designed to acquire or reserve special treatment when performing any activity that can be related to the Group.

In any case, actions of commercial courtesy shall be allowed as long as they have a moderate value and are implemented in compliance with the rules that might be applicable, and anyhow, such as not to impair the integrity and reputation of the Addressee or influence his/her autonomous judgement.

The Addressee who receives gifts exceeding the limits of normal courtesy relations, gifts that exceed a moderate value, shall refuse them and promptly inform his/her superior and/or the Guarantor of the Code.

The Addressee who receives gifts or special treatment that cannot be directly attributed to normal courtesy relations shall inform the superior.

ART. 6

ANTI-MONEY LAUNDERING AND SMUGGLING

Zhermack Group shall undertake to comply with all the rules and provisions, both national and international, on the topic of money laundering and the prohibition of smuggling.

Before establishing relations or drafting contracts with business partners, Addressees shall ascertain the identity and reputation of the counter party.

ART. 7

CONFLICT OF INTEREST

In any case, Addressees shall avoid all situations and activities entailing conflict with Group interests or that can interfere with their capacity to make an impartial decision in the best interest of the Company and in total compliance with the rules of the Code of Ethics.

Every situation that can form or determine a conflict of interest shall be promptly reported to the superior. In particular, all Addressees shall avoid conflicts of interest between personal and family economic activities and the duties they hold inside their operating framework.

The following situations, for example, determine conflicts of interest:

- economic and financial interests of the employee and/or of his family in the activities of suppliers, clients and competitors;
- use of their position in the company or of information acquired while carrying out their work to create a conflict between their personal interests and those of the company;
- performance of working activities, of any type, at the facilities of clients, suppliers, competitors;
- acceptance of money, favours or accessories from persons or companies that either have established or plan on establishing business relations with Zhermack Group;
- purchase or sale of shares of Group member companies or outside companies when duties carried out entail gaining important information that is not of public domain.

In any case, the negotiation of corporate bonds of companies belonging to the Group shall always be guided by a sense of absolute and transparent fairness toward investors and shall not, anyhow, generate expectations, alarm and evaluation errors on the part of third parties.

ART. 8

CUSTOMER RELATIONS

Zhermack Group pursues its corporate success on markets by offering quality products and services at competitive conditions and in compliance with all rules implemented to protect fair competition.

Zhermack Group undertakes to guarantee the achievement and maintenance of adequate quality standards of products offered based on established levels, and it has submitted both the production and distribution process to international certifications UNI EN ISO 9001:2000 and UNI EN ISO 13485:2004.

It shall be mandatory for Zhermack Group employees to:

- observe internal procedures for management of customer relations;
- provide high quality products that meet and exceed the reasonable expectations and needs of the client with efficiency and courtesy, as established by contractual provisions;



- provide accurate and exhaustive information about products and services so that the client might make informed decisions;
- be truthful in advertisements or other communications.

ART. 9

CHOICE AND CONTRACTUAL RELATIONS WITH SUPPLIERS

The choice of suppliers and draft of conditions for purchasing assets and services for the Group shall be inspired by respect for the values of competition, objectiveness, fairness, impartiality, price equity, quality of asset and/or service, carefully assessing the guarantees of assistance and overall offers in a broad sense.

Purchase processes shall seek the maximum competitive advantage for the Group and be based on loyalty and impartiality toward every supplier who is in possession of the required requisites. The collaboration of suppliers shall also be pursued, constantly ensuring that client demands are met in terms of quality and delivery times.

The draft of a contract with a supplier shall always be based on relations of extreme clarity, without entering into contractual bonds, when possible, that entail forms of dependence toward the contracting supplier. Every contract shall contain a special clause in which the supplier undertakes to ensure precise and total compliance with the principles of this Code of Ethics, with the penalty of the right to terminate relations and claim compensation for any damages.

Moreover, to guarantee respect for the person, when selecting suppliers (especially in countries that are defined as “at risk” by recognised organisations) the Group shall be inspired by criteria that guarantee workers respect for basic rights, principles of fair treatment and of non discrimination, and of protection against child labour.

For the very nature of its activity, Zhermack Group has collaboration relations with scientific institutions, universities and professionals. The only selection criteria for said relations are related to the quality and scientific or specific competence of the supplier.

TITLE III
TRANSPARENT ACCOUNTING

ART. 10
ENTRIES IN THE ACCOUNTS

Transparent accounting is based on the truth, accuracy and exhaustiveness of basic information for the related entries in the accounts. Each Employee shall collaborate to ensure that management-related facts are correctly and promptly recorded in the accounts.

Adequate documentation shall be preserved in the acts for each operation to underpin the activity performed, in order to allow:

- easy recording of accounts;
- detection of the various levels of responsibility;
- accurate reconstruction of the operation, also to reduce the probability of interpretational errors.

Each record shall exactly mirror that which results from supportive documentation. It is the duty of each Employee to ensure that documentation can be easily traced and ordered according to logical criteria.

Addressees who come to know about omissions, forgery, negligent accounting or about the documentation on which accounting entries are based shall report the facts to their superior or Guarantor.

TITLE IV
EXTERNAL RELATIONS

ART. 11
POLITICAL PARTIES, TRADE UNION ORGANISATIONS AND ASSOCIATIONS

Relations with political parties, trade union organisations and other associations related to interests shall be established by corporate members who are authorised to do so, namely by the persons delegated by them, in compliance with the rules of this Code of Ethics, and of the social statute and of special laws, with specific concern for the principles of impartiality and independence.

The Group shall not issue direct or indirect contributions to political parties, nor to their representatives or candidates, and it shall abstain from applying any direct or indirect pressure to members of the political framework (e.g. by accepting requests for recruitment, consultancy contracts, etc.).

Every Employee shall acknowledge that any form of involvement in political activities occurs on a personal basis, during his/her leisure time, at his/her own expense and in compliance with the laws in force.

Moreover the Group shall not issue contributions to organisations with which there can be a conflict of interest (such as trade unions, associations for the protection of consumers or environmentalists).

Strictly institutional forms of cooperation shall be envisaged when: (i) the purpose can be traced to the mission of the Group or can be referred to projects of public interest; (ii) the allocation of resources is clear and can be documented; (iii) it is expressly authorised by the assigned corporate positions.

ART. 12
OTHER AUTHORITIES AND INSTITUTIONS

For institutional relations, Zhermack Group undertakes to:

- establish, without any type of discrimination, stable communication channels with all institutional interlocutors at a territorial, nation-wide and Community level;
- represent the interests and positions of the Group in a transparent, rigorous, consistent and fair manner, avoiding collusive attitudes;
- be inspired by the most rigorous observance of national and international regulatory provisions and of corporate procedures;
- interface with institutional interlocutors only through persons who are expressly delegated by the Executives of the Group and who are not in a condition of conflict of interest.



The Group shall operate legally and fairly in performing its activities, collaborating with the Judiciary Authority, police forces and any public officers and/or appointed public servant who has inspection powers and performs investigations against it.

None of the Addressees belonging to the Group shall undertake economic activities, assign professional appointments, give or promise gifts, money or other advantages to those who perform investigations and inspections, namely to organs of the Judiciary Authority.

Addressees who will, even personally, be the focus of investigations on events related to work relations, or who receive summons to appear in Court, and/or those who are notified through other judiciary provisions shall promptly inform the Surveillance Organ.

ART. 13

"NON PROFIT" INITIATIVES AND "SPONSORSHIPS"

Zhermack Group shall encourage "non profit" activities that witness the commitment of the company to freely meet the requirements of the society in which it operates. Likewise, it shall encourage and sponsor the activities it deems appropriate to improve its relations with society and to benefit the same.

TITLE V
CORPORATE POLICIES

ART. 14
ENVIRONMENTAL PROTECTION AND SAFETY

The Group undertakes to spread and consolidate a safety-oriented culture by developing awareness of risks, promoting responsible conduct on the part of all collaborators and working to preserve, especially through preventive actions, the health and safety of workers.

Group activities shall be carried out in total compliance with current regulations on the subject of prevention and protection. Operative management shall refer to advanced criteria of environmental protection and energy efficiency, pursuing the improvement of health conditions and safety at work. The Group also undertakes to guarantee the defence of work conditions to protect the psychological and physical integrity of the worker, in compliance with his/her moral personality to prevent him/her from suffering illegal influences or undue inconvenience.

In particular, the principles and essential criteria on which decisions of every type are made at all levels regarding health and work safety can be defined as follows:

- avoid risks;
- assess risks that cannot be avoided;
- fight the risks at the source;
- adjust the work to suit the person, particularly regarding the concept of work places and the choice of work equipment and methods of work and production, especially to relieve monotonous and repetitive work and to reduce the effects of such work on health;
- take the degree of technical evolution into account;
- replace that which is dangerous with that which is not or which is less dangerous;
- schedule prevention, focusing on a consistent complex that integrates technique, work organisation, labour conditions, social relations and the influence of work environment factors;
- give priority to collective protection measures, compared to individual protection measures;
- provide workers with adequate instructions.

Said principles shall be used by the Group to adopt the necessary measures to protect the safety and health of workers, including activities for preventing professional risks, for providing information and training, and for establishing the necessary organisation and devices.

The entire company, both Executives and workforce, shall comply with these principles, particularly when decisions or choices must be made and, later, when the same must be implemented.

ART. 15

Every Addressee is responsible for the protection and correct use of the assets of the Group, both material and immaterial, including confidential information and IT and network resources, and shall promptly inform the competent structures about any threats or hazardous events for the company.

In particular, every Addressee shall:

- work diligently to protect corporate assets through responsible conduct that is consistent with operative procedures envisaged for regulating the use of the same;
- refrain from inappropriate use of corporate assets for ends that contrast with imperative legal regulations, public order or public morals, and from committing or inducing commission of offences and/or, anyhow, racial intolerance, exaltation of violence or the violation of human rights;
- obtain the necessary authorisations if an asset is used outside the corporate framework.

The use of corporate assets for any ends outside corporate activity might cause serious harm (economic, image, competitiveness, etc.) to the Group with the aggravating factor that improper use might entail potential penal and administrative sanctions for the Group as the consequence of any illegal actions, with the subsequent need to implement disciplinary measures against the Addressees.

Growing dependence on IT technology requires an assurance of availability, security, integrity and the utmost efficiency of corporate data that is electronically transmitted or stored.

Every Addressee shall, therefore:

- refrain from using IT tools for personal purposes and, anyhow, for purposes that are foreign to strictly corporate objectives;- refrain from sending threatening and insulting e-mail messages, from resorting to obscene or, anyhow, low level language, from making inappropriate or undesirable remarks that might cause offence to the person and/or damage the corporate image and that, anyhow, represent a violation of the values and policies of the company, such as for example, sexual harassment, racial discrimination and other forms of discrimination;
- avoid spamming or the so-called "chain messages" that can generate a traffic of data/information/processes inside the corporate telematic network with a subsequent considerable reduction in network efficiency and a negative impact on productivity;
- refrain from browsing Internet websites that have undignified and offensive contents and, especially, pornographic contents or contents that are either unacceptable or against the law or common morals;
- scrupulously adopt measures prescribed by corporate security policies to avoid impairing IT system function and protection;
- avoid loading onto corporate systems software taken on loan or unauthorised software, and never make unauthorised copies of software that is licensed for personal, corporate or third party use.



The documents and confidential information of the Group (including projects, proposals, strategies, negotiations, understandings, commitments, agreements, contracts that are being defined, products yet to be marketed, research results, financial projections and lists of clients), with special reference to price-sensitive information (namely, information and documents that are not of public domain and which might, if publicised, considerably influence the price of any financial tools that might be issued or impact Group activities) can only be disclosed or communicated outside in compliance with corporate procedures.

Confidential information obtained in the capacity of Addressee shall not be used for the personal benefit of Employees or Addressees or other subjects that might be associated or correlated with the same. The use of said information for personal ends includes profiting by the same (a) by operating or providing information to others in order to perform Stock Exchange operations on shares that might be issued by the Company or (b) by gaining some interest of any sort.

This Code of Ethics is adopted with deliberation of the Zhermack Group Board of Directors on 21 November 2011, and is immediately effective from said date.

Every update, amendment or revision of this Code of Ethics shall be approved by the Board of Directors.

The Group shall, through special deliberation of the Corporate Members' Assembly, take note of the adoption of this Code of Ethics and the related approval, implementing any adjustment that might be necessary for compliance with regulations that are applicable from time to time.

Communications and reports envisaged by this Code of Ethics shall be addressed to:

ZHERMACK GROUP SURVEILLANCE ORGAN

Via Bovazecchino 100, 45021 Badia Polesine (RO), Italy

E-mail: odv@zhermack.com

