



**ORGANISATIONAL, MANAGEMENT  
AND CONTROL MODEL  
PURSUANT TO  
ITALIAN LEG. DECREE  
No. 231 OF 08 JUNE 2001**

**GENERALS  
ANNEX B**

<b>Company</b>	<b>BICOMET S.p.A., with registered office at Via Oberdan 6/A, Brescia (BS), Italy</b>
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<b>Chronology</b>	
<b>Date</b>	<b>Brief description</b>
21 December 2020	Code of Ethics and Conduct



## **CODE OF ETHICS AND CONDUCT**



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## 1. INTRODUCTION

This Code of Ethics and Conduct (hereinafter referred to as the **Code**) collects the ethical principles and values that underpin the company's culture and which must inspire the conduct and behaviour of those who work in the interest of BICOMET S.p.A. (hereinafter referred to as **BICOMET** or the **Company**) both inside and outside the company's structure. The Code is an essential element of the organisational, management and control model (hereinafter referred to as the **Model**) adopted by BICOMET pursuant to and for the purposes of Italian Legislative Decree No. 231/2001.

Nowadays, since BICOMET has grown and its business as well as the size and importance of its activities are in constant evolution, the company is operating in multiple contexts that are constantly and rapidly evolving, and plays a key role in the market, and the economic development and well-being of the communities in which it is present. Given this context, it is important that BICOMET clearly sets out the set of values that the Company supports, accepts and shares, as well as the responsibilities it assumes both internally and externally.

All BICOMET activities must be carried out in compliance with the law, within a framework of fair competition, honestly, and with integrity, fairness and good faith, observing the legitimate interests of customers, employees, shareholders, commercial and financial partners and the community. All those who work at or collaborate with BICOMET, without any distinction or exception whatsoever, are committed to observe and enforce these principles within the scope of their functions and responsibilities. Acting in the belief that this is for the benefit of BICOMET cannot, in any way, condone any behaviour contrary to the principles, values and rules of conduct expressed in this Code. It is essential that BICOMET employees and any other intended readers of the Code observe such principles and rules, explained in depth further on, so that BICOMET can operate properly and the company's reliability and reputation are not affected.



## 2. INTENDED READERS AND SCOPE OF APPLICATION

### 2.1 Intended readers and Scope of application of the Code of Ethics

The provisions of this Code are addressed, without exception, to all those who collaborate with the Company on an ongoing basis, in particular to BICOMET's executives, department managers, employees, consultants, the Board of Directors, statutory auditors, and independent auditors as well as to all those who, directly or indirectly, permanently or temporarily establish business or working relationships- regardless of how they are called - with BICOMET or operate in the interest of the company. Therefore, all the above-mentioned individuals are the **Intended readers** of the Code.

All Intended readers must comply with the Code and must model their behaviour on the principles set forth therein. In particular, by way of example:

- the members of the Board of Directors must be inspired by the principles expressed in the Code when setting the objectives pursued by the company;
- the members of the Board of Statutory Auditors must ensure compliance with and observance of the principles of sound administration in the performance of their duties pursuant to the provisions of art. 2403 of the Italian Civil Code;
- executives and department managers must enforce compliance with the values and rules set in the Code in a concrete way and assume the responsibilities these values and rules entail both within and outside the Company. They must be a reference model and example for their employees and guide them to comply with the Code and the standards, reinforcing trust, cohesion and team spirit;
- employees must comply with all applicable regulations and laws, and, in line with this, must adapt their actions and behaviour to the principles, objectives and values expressed in the Code;
- collaborators, commercial partners, suppliers, and all stakeholders must conform their conduct and professional practices to the principles contained in the Code.

All those who collaborate with BICOMET, including employees, are required to know the Code and the rules expressed therein; they must refrain from any conduct contrary to the Code and the rules, must actively contribute to implement, update and improve them, and report any shortcomings by contacting their supervisor or the Supervisory Body. In particular, observance and compliance with the rules of the Code is an essential part of the contractual obligations of all BICOMET employees pursuant to and for the purposes of art. 2104 of the Italian Civil Code<sup>1</sup>.

BICOMET undertakes to encourage and ensure that the Code is known by all Intended readers, disclosing it and making it known to them through specific and adequate communication methods (e.g. posting on the company noticeboard, delivery to all employees, dedicated sections on the Intranet and/or the company's website, etc.). The Code shall be also made available to all those with whom BICOMET has business relations. Any updates, modifications and/or additions to the Code shall be immediately disclosed to all Intended readers via suitable means of communication.

### 2.2 Monitoring and implementing the Code of Ethics and Conduct

By adopting all possible measures, BICOMET is committed to ensuring:

- the widest possible diffusion of the Code among its Intended readers;

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<sup>1</sup> Art. 2401 of Italian Civil Code: «Employees shall use the care and diligence required by the nature of their duties, in the interests of the company and the higher interest of national production. They must also comply with the instructions for performing the work and the rules governing it as given by the employer and collaborators to whom employees are subordinated»



- that the Code is analysed in detail and updated in order to adapt it to the evolution of the reference values and regulations that are relevant for the Code;
- that information and clarification tools to interpret and implement the rules contained in the Code are made available;
- that controls on any information about a breach of the Code or the reference rules are conducted;
- that facts and the subsequent actions are assessed, and where a breach of the Code is proven, that adequate sanctions are implemented;
- that no one may be subjected to retaliations of any kind for having reported a potential breach of the Code or the reference standards.

BICOMET undertakes to enforce the rules contained in the Code also by setting up a Supervisory Body, which is in charge of monitoring and controlling tasks regarding the implementation of the Code. In particular, the tasks to be performed by the Supervisory Body are:

- To cooperate in decisions regarding breaches of the Code, proven by the Supervisory Body itself either on its own initiative or reported to the Body by other company departments, in agreement with the Managing Director (as regards the imposition of any sanctions) and with the hierarchical superior of the person charged with breach in question;
- To report breaches committed by company's executives and department managers to the Managing Body and the Board of Statutory Auditors;
- To express opinions on any revisions to the Code or the most relevant company's policies and procedures in order to ensure that they are consistent with the Code;
- To check that the Code is applied and complied with, to ensure and promote continuous improvement of ethics through analysing and evaluating control and risk processes;
- To monitor initiatives aimed at distributing the Code so that it is known and understood;
- To constantly monitor that Intended readers apply the Code at all time, also by receiving any alerts or suggestions.

### **3. BICOMET'S VALUES AND PRINCIPLES**

#### **3.1 Principles**

Collaborators must act in full compliance with BICOMET's values and principles (hereinafter the 'Principles'), which they have the duty to know and adopt.

##### **Legality**

Collaborators are required to comply with both national and international laws and regulations in force.

##### **Honesty**

In every internal and external relationship, collaborators must behave with transparency, integrity and honesty, and must not pursue personal goals and/or corporate interests in violation of this Code and the Model as well as the applicable legislation and the NCLA.

##### **Fairness**

All behaviour and activity by Collaborators must be inspired by the maximum fairness, also in their relationship with colleagues, suppliers, customers and, more generally, with all those with whom they come into contact based on the tasks performed. Besides compliance with the procedures referred to in the Model, the Integrated Management System and the company's policies, this principle implies that any situation of discrimination and conflict of interest must be avoided.



### **Responsibility**

Collaborators must behave responsibly and be mindful of the implications and consequences of their actions when performing the tasks assigned by the company, and must observe the Principles established in this Code.

### **Impartiality**

In accordance with its guiding Principles on conducting business and activities, BICOMET does not tolerate discriminatory behaviour of any kind, on the basis of factors such as race, gender, religious beliefs, ethnicity, language or nationality. This also implies that the principle of equal opportunities in management and in the daily routine of company's life is applied.

### **Transparency**

BICOMET considers that it is essential for conducting business and for the company's life that the information divulged both inside and outside the Company should be true, complete, and accurate.

### **Excellence**

The highest standards of effectiveness and efficiency must be pursued in every scope of activity. Collaborators must guarantee commitment and professionalism to provide an excellence-oriented service.

### **Competition**

BICOMET considers fair trade as a value, and operates in the market in compliance with the principle of fair trade and fairness.

### **Separation of the roles of powers**

The Company develops and improves its organisational system in order to internally guarantee the principle of the separation of the roles and powers of those who execute, verify and approve tasks and decisions. The operating procedures are planned and described in the job list, procedures, instructions and models of the Integrated Management System and, more generally, in the company's policies.

### **Satisfaction of human resources**

In the search for the staff's satisfaction, BICOMET supports all initiatives aimed at obtaining a dynamic work environment, inspired by motivation and engagement, favours teamwork and the acquisition of new skills. BICOMET also evaluates, recognises and rewards each individual's contribution.

BICOMET engages its Collaborators in the company's business by guaranteeing a work environment based on care, listening, trust and professional recognition. Besides, BICOMET takes care of places and working conditions that protect the physical and psychological integrity of people.

To enhance the skills and safety of its human resources, BICOMET provides them with training, updating and professional development tools.

### **Community and Environment**

The Company is aware of the social role it plays in the community and the environmental aspects involved when the company's business interacts with the region and the community. For this reason, the Company has adopted an Integrated Management System and has obtained the following certifications:

- UNI EN ISO 14001:2015 Environmental Management Systems certification,
- UNI EN ISO 9001:2015 Quality Management Systems certification,
- OHSAS 18001:2017 Occupational Health and Safety Management System certification.





The Company has also obtained the following certifications:

- Certificate of Regulation (EU) No. 333/2011 establishing criteria determining when certain types of scrap metal cease to be waste under Directive 2008/98/EC of the European Parliament and of the Council, in relation to iron, steel and aluminium scrap;
- Certificate of Regulation (EU) No. 715/2013 establishing criteria determining when copper scrap ceases to be waste under Directive 2008/98/EC of the European Parliament and of the Council, in relation to copper scrap and their alloys.

### **Confidentiality**

BICOMET acts respecting the confidentiality of the information acquired whether from its Collaborators, suppliers or clients in the course of its business.

### **3.2 Obligations of employees, executives and department managers**

Each employee must know the rules contained in both the Code and the reference standards that govern the activity within the scope of their role.

In particular, BICOMET employees shall:

- refrain from behaving in a manner contrary to these rules;
- contact their superiors in case any clarification is needed on how to apply these rules;
- immediately report to their superiors any information either directly detected or reported by others regarding any possible breaches of the Code;
- immediately report to their superiors any request made to them and/or any pressure they have received so that they might act in violation of the Code;
- collaborate with the appointed bodies to verify any possible infringements.

If after having reported a possible breach, the employee believes that the matter has not been adequately handled or resolved, or that he has been retaliated against, he can contact the Supervisory Body.

Employees are not allowed to conduct personal investigations or report information to anyone other than their managers or the Supervisory Body.

Each executive and/or department manager shall:

- be a behaviour model for their employees and collaborators;
- guide employees to comply with the Code and encourage them to raise issues and concerns regarding its rules and observance;
- work so that employees understand that complying with the rules of the Code is an important element in job performance;
- carefully select, within the scope of their duties, employees and external partners in order to prevent that tasks are entrusted to people who do not inspire full confidence in their commitment to observe the rules of the Code;
- immediately report to their hierarchical superior or the Supervisory Body their own investigations as well as any information given by either employees or external sources about any possible breaches of the rules;
- take immediate corrective measures whenever the case so requires;
- prevent any type of retaliation against employees who have reported violations of the Code.



### **3.3 Obligations towards third parties**

As regards obligations towards third parties, all BICOMET employees, executives and department managers must, to the extent of their duties,:

- adequately inform them about the responsibilities and obligations imposed by the Code;
- demand compliance with the obligations that directly affect their activities;
- adopt any appropriate internal and, if within their duties, external initiatives in case the obligation to comply with the rules of the Code by third parties is not fulfilled.

### **3.4 Auditing**

BICOMET's policy is to spread at every level of its organisation, a culture based on awareness of individual and collective responsibilities, and of the existence of audits, and a control-oriented mentality. A proactive attitude to such controls is crucial as they contribute to enhance efficiency.

'Internal audits' means all the measures necessary or useful to steer, manage and monitor the company's business in order to ensure compliance, with both the law and the corporate procedures, to protect the company's assets, to efficiently manage business and to supply full and accurate accounting and financial data.

BICOMET has described those audits that are specifically relevant for the purposes of implementing the Model in the Model itself. In any case, each level of the company's structure shares in the responsibility of implementing an internal auditing system. Therefore, all employees, within the scope of their duties, are to set up an auditing system and see that it works properly.

To the extent of their responsibilities, executives and department managers are required to take part in the corporate auditing system and to engage their employees and subordinates. Everyone should feel responsible for the company's (tangible and intangible) assets that make up the capital goods of the activity developed. No employee may misuse company's assets and resources or allow others to do so.



## 4. CODE OF CONDUCT

### 4.1 Conduct in business activities

BICOMET's business activities are imbued with the principles of loyalty, correctness, transparency, efficiency and openness to the market.

All Intended readers of the Code, including external partners, whose actions may in some way be related to BICOMET, must behave correctly in the business activity of interest of BICOMET and in relationships with the Public Administration, regardless of the competitiveness of the market and the importance of the deal.

Corrupt behaviour, illegitimate favours, conniving conducts, illegal influences, solicitations, either direct and/or through third parties, and promises of personal and career advantages for oneself or for others are prohibited.

BICOMET recognises and respects the right of its employees, department managers and executives to participate in investments, businesses or other activities other than those carried out in the interest of the Company, provided that these activities are permitted by law and compatible with their obligations towards BICOMET.

In any case, BICOMET employees, department managers and executives are required to avoid all situations and all activities in which a conflict with the Company's interests may arise or which may interfere with their ability to take decisions impartially, in the best interest of the Company and in full compliance with the rules of the Code. Any situation that can become or cause a conflict of interest should be timely reported to the relevant supervisor or the Supervisory Body. In particular, all BICOMET's employees, department managers and executives are required to avoid conflicts of interest between personal and family economic activities and the tasks they carry out within the structure to which they belong. By way of example, the following situations may lead to a conflict of interest:

- economic and financial interests of the employee and/or members of his family concerning the activities of suppliers, customers and competitors;
- if employees use their position within the company or the information acquired while performing their duties in a way that may give rise to a conflict between personal interests and corporate interests;
- having business relationships of any kind with customers, suppliers, competitors;
- accepting money, favours or benefits from people or companies that would like to do business with BICOMET.

No money and/or material benefits of any kind and/or entity shall be paid, offered or promised, directly or indirectly, to third parties, public officials, persons entrusted with public services or private individuals in order to influence or compensate them for an act of their office or to induce them to do or omit an activity of their own.

Business courtesy practices, such as gifts or forms of hospitality, are allowed only if their value is modest and they do not compromise the integrity or reputation of one of the parties, and cannot be interpreted, to the eyes of an impartial observer, as aimed at gaining benefits improperly. In any case, this type of expense must always be authorised and adequately documented.

The employee, department manager and/or executive who receives gifts or preferential treatment not directly attributable to ordinary courtesy relationships must immediately inform their superior and/or the Supervisory Body of this.



After a case-by-case evaluation, the superior or the Supervisory Body shall authorise or not that the gift can be kept. In any case, the authorisation must be issued in writing to the employee, department manager and/or executive and must contain the relevant reasons.

BICOMET's external partners (including consultants, intermediaries, etc.) are required to observe the principles stated in the Code. For this purpose, each employee, department manager or executive, within their tasks, shall:

- observe the principles and internal procedures for selecting external partners and managing relationships with them;
- select only people and companies who are qualified and have a good reputation;
- take into account, in an appropriate manner, the recommendations, coming from any source, regarding the suitability of hiring certain external partners;
- immediately report to their superior or the Supervisory Body any doubt regarding possible breaches of the Code by external partners;
- include in external partnership contracts, whenever required by the procedures, the express provision of the partner's obligation to observe the principles of the Code.

In any case, the remuneration to be paid must be in accordance with the service specified in the contract. Payments cannot be made in favour of a person other than the other party to the contract, nor in a third country other than that of the parties or where the contract is performed.

## **4.2 Relationships with employees**

Human resources are an essential element for the company.

BICOMET guarantees equal opportunities to all employees, on the basis of professional skills and individual abilities, without any discrimination based on gender, age, religious belief, race, labour union membership and/or political affiliation.

The relevant departments shall:

- Apply criteria of merit and skills from a strictly professional point of view when they take any decision involving employees;
- Not discriminate employees in any way upon recruiting, employing, training, remunerating and managing them;
- Create a work environment in which discrimination could never arise as a consequence of personal characteristics.

The company fully understands its entrepreneurial role to both ensure proper work conditions and safeguard the psychophysical health of employees, and therefore respects employees' moral character and prevent their being illegally annoyed or conditioned.

All company's workers, regardless their level, are expected to help keep a work environment of mutual respect for the dignity, honour and reputation of each individual. Therefore, they are expected to take any action aimed at preventing offensive and defamatory interpersonal attitudes.

### **4.2.1. Staff selection policies**

Employees are chosen exclusively on the basis of the candidates' professional skills and abilities, taking into account the roles that, in accordance with BICOMET's needs, have to be adequately covered. With this in mind, the Company selects employees in full compliance with the principle of equal opportunities, without discriminations of any kind and avoiding any form of favouritism or cronyism.



#### 4.2.2. Treatment of employees

BICOMET guarantees equal opportunities to its employees, who are treated with respect and dignity. Each employee is required to know the Integrated Management System in full and, more generally, the internal procedures and protocols existing within BICOMET, as well as the Model and its annexes. To this end, the Company informs and trains its employees on these documents and any update and/or modification thereof.

#### 4.2.3. Protecting the health and safety of employees in the workplace

BICOMET undertakes to create and maintain a work environment that protects the physical integrity and moral dignity of its employees by complying with current legislation on safety and risks at work. For this purpose, BICOMET constantly monitors the safety and health conditions at the workplace, and implements any appropriate technical and organisational measure that may be necessary to ensure the best working conditions.

Furthermore, the Company has adopted an Integrated Management System and has been OHSAS 18001: 2007 certified.

All BICOMET employees are required to use company's assets efficiently and safely in order to maintain a healthy and safe environment as free as possible from health or safety hazards.

Employees must respect safety directives and immediately report any accidents, dangerous conditions or behaviours and potentially harmful work situations to the designated safety managers.

#### 4.2.4. Behaviour at the workplace

In line with the ethical principles underpinning the company's business, BICOMET protects the physical and moral integrity of its employees, and guarantee working conditions that respect the dignity of the person.

As part of the working relationship, relations between employees, at all levels of responsibility within the company's structure, will be based on mutual fairness, respect and education.

In line with the dignity of employees, superiors will establish their relations with employees on the principles of total correctness and respect.

BICOMET does not admit any behaviour at the workplace that offends the dignity of others in general and, especially, if they are motivated by race, ethnicity, sexual preference, age, religion, social origin, political opinions, health, or any other reason of a discriminatory nature.

#### 4.2.5. Harassment

Every employee has the right to work in an environment free from any kind of discrimination based on race, religion, sex, ethnicity, labour union membership or political affiliation.

BICOMET demands that no internal and external relationships could give rise to harassment.

Harassment means:

- To create a threatening, hostile or segregatory work environment for individual workers or groups of workers;
- To gratuitously interfere with other people's performance of duties;
- To hinder other people's work perspectives due to personal rivalry.

BICOMET does not admit and does not tolerate sexual harassment. Sexual harassment means:

- That employees must not be asked sexual favours in return of relevant determinations concerning career opportunities;
- Proposals of private interpersonal relations without express or reasonably evident consent, that can, depending on the specific circumstance, disturb an intended reader's peace of mind and interfere with his working expression.



In particular, executives are due to show and promote, with their balanced behaviour, a polite, correct and responsible manner to handle issues related to sexual harassment.

#### 4.2.6. Violence

BICOMET does not tolerate violence, threats, psychological abuse or harmful behaviour, both physical and moral, at the workplace.

Violent acts, or threats of violence, committed by an employee against another person or the family or property of this person are unacceptable and will, therefore, be sanctioned.

Therefore, it is strictly prohibited to bring weapons or other dangerous or offensive objects into the workplace, as well as onto company vehicles, except if staff is specifically and previously authorised.

#### 4.2.7. Privacy Observance

BICOMET is committed to safeguarding the privacy of information related to the private sphere of each employee and, in general, of those who interact with the Company.

Privacy is respected not only by complying with current legislation on the subject, but also by the prohibition to exercise any form of control on employees that is not permitted by law.

Personal data relating to collaborators that is collected and processed by BICOMET for the purposes strictly related to managing employment relationship and conducting business may be processed in accordance with the provisions of General Data Protection Regulation No. 2016/679, Italian Legislative Decree No. 196/2003 as amended, and any provision and/or opinion and/or authorisation and/or guidelines issued by the Personal Data Protection Supervisor.

#### 4.2.8 Child labour

BICOMET does not use child or forced labour, nor has it stipulated or stipulates contracts with suppliers or subcontractors who use it.

#### 4.2.9 Conflict of interest

BICOMET undertakes to implement the necessary measures to prevent and avoid conflicts of interest.

BICOMET's employees are required to avoid all situations and all activities in which a conflict with the Company's interests may arise or which may interfere with their ability to take decisions impartially, in the best interest of the Company and in full compliance with the rules of the Code of Ethics and Conduct. Employees must also refrain from taking personal advantage of business opportunities of which they have become aware in the course of their duties.

### **4.3 Relationships with customers**

BICOMET pursues its business success on the markets by offering goods and services in compliance with all the rules set out to protect the environment and fair trade.

BICOMET understands that the image its customers perceive of the goods and services the company offers is essential for its business success. Therefore, BICOMET's employees, department managers and executives are required:

- To thoroughly observe all the rules and internal procedures on managing relationships with customers;
- Not to undermine, directly or indirectly, the reputation that BICOMET has gained over the years towards its customers;



- To provide, with efficiency and courtesy and within the limits of contractual provisions, goods and services as agreed, that meet or exceed the reasonable expectations and needs of customers;
- To provide accurate and exhaustive information about goods and services so that customers can take informed decisions;
- To be truthful and clear in commercial communications with customers.

When BICOMET is to supply goods and services to public bodies (also through taking part in tenders), all employees, department managers, executives and partners, regardless the way they are involved in such supply, must strictly comply with the principles set forth in section 4 herein below.

#### **4.4 Relationships with suppliers**

As regards tender and procurement contracts and, in general, agreements for the supply of goods and/or services, BICOMET's employees, department managers and executives are required:

- To thoroughly observe all the rules and internal procedures for selecting and managing relationships with suppliers;
- Not to prevent any suppliers having the necessary requirements from competing to be awarded a contract, by adopting objective evaluation criteria in the selection according to the declared and transparent methods;
- To choose suppliers based on business needs in order to obtain the best possible price-quality conditions for the services offered;
- To obtain the utmost collaboration from suppliers in ensuring that the needs of BICOMET and its customers are constantly satisfied, or at least that their expectations are met, in terms of quality, cost and delivery times;
- To maintain an honest and open dialogue with suppliers, in line with good commercial practices and the company's tradition;
- To inform the management of any significant problems that have arisen with suppliers in order to evaluate the consequences and take appropriate remedies.

#### **4.5 Relationships with the mass media**

Information to the public must be truthful, honest, transparent and fair. Communication with the mass media lies exclusively with the corporate departments and executives appointed to that end. All BICOMET's employees cannot provide or commit themselves to provide information to any mass media representatives, except if authorised by the competent departments.

In no way or form may BICOMET's employees, department managers or executives offer or promise payments, gifts or other benefits intended to influence the professional activity of mass media, or that may reasonably be interpreted as such.



## **5. TRANSPARENCY OF ACCOUNTS AND TAX SYSTEM MANAGEMENT**

Transparency of accounts and tax compliance is based on true, accurate and complete information on which the relevant accounting records are based. All employees, department managers or executives are obliged to help so that all business and management activities are duly and timely recorded in the company's books.

A due documentation for each operation must be filed to support the activity developed in order to permit:

- An easy recording in the accounting books;
- Identifying the different levels of responsibility;
- An accurate tracking of the operation, also with the aim to reduce the chances of interpretation errors.

Each activity recorded is to exactly reflect what is inferred from the back-up information. Each employee, department manager or executive shall ensure, within the scope of their tasks and obligations, that the documentation is filed, easily tracked, and ordered according to logical criteria.

Any BICOMET' employee, department manager and manager who becomes aware of any omissions, falsifications, negligence in the accounting books or the documentation on which the accounting records are based, is required to report the facts to their superior or the Supervisory Body. In case of doubts about how to process and store the above-mentioned documentation, they can contact the same bodies.

All documents used by employees in the interest of BICOMET must be filed and stored. No employee is allowed to arbitrarily destroy or modify documents used in their work. If a Company's employee had doubts about the methods to process and store document, the employee must request information from his/her superior or Supervisory Body.

### **5.1 Fulfilment of accounting and fiscal obligations**

BICOMET's employees, department managers and executives are required to behave in a correct, transparent and collaborative manner with the tax authorities, in full compliance with the law and any internal company's procedures.

BICOMET guarantees the correct recalculation of contracts and the constant monitoring of the truthfulness of the data contained in the accounting documents.

Tax returns must be based on truthful accounting records and represent legitimate, existing and correctly recorded transactions.

Tax returns are signed exclusively by authorised persons. Tax obligations are fulfilled in compliance with the deadlines set by the relevant legislation and by the provisions of the competent authorities.





## **6. CORPORATE IT SYSTEMS**

It is essential to maintain an IT security level appropriate to the risks in order to protect the information that BICOMET uses every day and that is vital to development corporate business policies and strategies effectively. As new technologies expand and spread, the Company is exposed to risks involving property or a criminal offence, which results in image and security problems.

### **6.1 How to use corporate IT systems**

Given that the use of company IT and telematic resources must always be based on the principles of diligence and correctness, attitudes which are intended to support any act or behaviour within the context of the employment relationship, employees are in any case obliged to adopt additional internal rules of common behaviour, aimed at avoiding unconscious and/or incorrect behaviour, which could harm the company, other employees or customers.

### **6.2 Corporate IT systems**

A personal computer (desktop or laptop) and its programs and/or applications entrusted to the employee and the management are, as it is well known, work tools.

Therefore,

- these instruments must be kept in an appropriate way;
- these tools can be used only for professional purposes (of course, associated to the tasks assigned) and not for personal purposes, least of all for illegal purposes;
- employees are to immediately inform the company if such instruments are stolen, damaged or lost.

Therefore, for the above-mentioned purposes, acts or behaviours that are contrary to these instructions should be avoided.



## **7. INTERNET AND E-MAIL**

BICOMET considers that the development and use of new information technologies are fundamental and strategically important to conduct business and achieve its objectives.

### **7.1 Use of personal computer**

In order to avoid the serious danger that computer viruses entail and not to alter the stability of the computer applications, BICOMET's employees and management:

- are allowed to install programs from outside only if expressly authorised by the Department in charge of managing the company's IT systems;
- are not allowed to use programs not officially distributed by the Department in charge of managing the company's IT systems;
- are not allowed to use software and/or hardware to intercept, falsify, alter or suppress the content of IT communications and/or documents;
- are not allowed to modify the configurations set on their PC;
- are not allowed to install their communication devices (such as modems) on their PCs;
- are not allowed to listening to audio or music programs, files, etc. on PCs equipped with an audio board and/or CD player, except for purely business purposes.

### **7.2 Use of magnetic media and/or external memory devices**

Employees and the management are not allowed to download files that have no connection whatsoever with their tasks or work and that are contained in magnetic/optical media.

All files of uncertain or external origin, even if relating to the task or work, must be checked and authorised for use by the Department in charge of managing the company's IT systems.

### **7.3 Use of the company's network**

Network drives are strictly professional areas for information sharing and cannot, in any way, be used for purposes other than those intended.

Therefore, any file that is not related to a task or work cannot be placed in these drives even if for short periods.

BICOMET reserves the right to remove any file or application that it deems to be dangerous for the security of the system or acquired or installed in violation of this Code.

### **7.4 Use of Internet and related services: Internet browsing**

Employees and the management:

- are not allowed to browse sites not related to the performance of the duties assigned, especially those sites that may reveal the employee's political, religious or labour union opinions;
- are not allowed to carry out any kind of financial transaction, including remote banking, on-line purchases and similar activities, unless expressly authorised by the Managing Director or by the person with specific powers, and always within the scope of their roles and responsibilities;



- are not allowed to download free software (freeware and shareware) taken from websites, unless expressly authorised by the Department in charge of managing the company's IT systems;
- are not allowed to register in sites whose contents are not related to work;
- are not allowed to take part, for private reasons, in Forums, to use chat rooms, electronic bulletin boards and guest book records, even if they use pseudonyms (or nicknames);
- are not allowed to store electronic documents of an outrageous and/or discriminatory nature based on sex, language, religion, race, ethnic origin, opinion and labour union membership and/or political affiliation.

## **7.5 E-mail**

Since e-mail is also a work tool, it is considered useful to inform all employees and the management that:

- using (internal and external) e-mail for reasons not related to the performance of the duties assigned is not allowed;
- sending or storing (internal and external) messages of an outrageous and/or discriminatory nature based on sex, language, religion, race, ethnic origin, opinion and labour union membership and/or political affiliation is not allowed;
- e-mail directed outside the company's IT network can be intercepted by parties unrelated to the company, and therefore, must not be used to send 'strictly confidential' work documents;
- using the company's email address for taking part in debates, forums or mail-lists is not allowed, unless otherwise expressly authorised;

Since the use of e-mail is configured exclusively as a work tool, each employee acknowledges and accepts that the Employer may conduct appropriate and/or necessary checks and verifications on it.

## **7.6 Monitoring and checking tasks**

Since in the event of contractual and legal violations, both BICOMET and the individual employee are potentially punishable with sanctions, including of a criminal nature, the Company will verify, within the limits permitted by legal and contractual regulations, compliance with the rules and procedures, as well as integrity of its IT system.

Failure to comply with the provisions of this Code may result in disciplinary, but also civil and criminal, sanctions.



## 8. HEALTH, SAFETY AND ENVIRONMENT

Within the scope of their business activities, BICOMET is committed to develop and contribute to the well-being of the societies where they work by pursuing to protect the safety and health of their employees, external collaborators, customers and the community involved in such activities, and to minimise the environmental impact they may cause.

BICOMET actively contributes to promote technological development aimed at guaranteeing the quality and safety of the services and goods sold. In particular, BICOMET operates exclusively within the limits of the authorisations received and with the due care the activity conducted requires.

BICOMET complies with all EU and Italian legislation on environmental protection. The Company also pays constant attention to the evolution of the regulations in force in order to immediately adapt to the requirements that gradually arise.

Operational procedures must be based on stringent environmental-protection and energy-efficiency standards, pursuing the improvement of health conditions, safety at work, prevention and protection at the workplace, in order to safeguard the health and safety of all those who work at BICOMET or collaborate with it.

Research and innovation in technology should focus on promoting services and processes that must always protect the environment and enhance the safety and health of operators and final customers.

BICOMET's employees, department managers and executives undertake to help maintain and improve the safety and quality of services and the work environments.

For this reason, as previously mentioned, the Company has adopted an Integrated Management System and has obtained the following certifications:

- UNI EN ISO 14001:2015 Environmental Management Systems certification,
- UNI EN ISO 9001:2015 Quality Management Systems certification,
- OHSAS 18001:2017 Occupational Health and Safety Management System certification.

The Company has also obtained the following certifications:

- Certificate of Regulation (EU) No. 333/2011 establishing criteria determining when certain types of scrap metal cease to be waste under Directive 2008/98/EC of the European Parliament and of the Council, in relation to iron, steel and aluminium scrap;
- Certificate of Regulation (EU) No. 715/2013 establishing criteria determining when copper scrap ceases to be waste under Directive 2008/98/EC of the European Parliament and of the Council, in relation to copper scrap and their alloys.



## **9. CONFIDENTIALITY AND DISCRETION**

Employees, department managers, executives and partners must observe the confidentiality principle the circumstance calls for, if some news is learned as a result of their position.

BICOMET undertakes to protect the information related to their employees or third parties, either generated or collected internally and during their business activities; they also promise not to misuse said information. Information, knowledge and data acquired or processed by employees, department managers or executives during their work or through their duties are the property of BICOMET and cannot be used, communicated or disclosed without a specific authorisation.

Without prejudice to the prohibition to disclose information relating to the company and its manufacturing methods or to use it in such a way as to be prejudicial to the company, every BICOMET's employee, department manager or executive must behave in accordance with the provisions of the law/applicable legislation on data protection and confidentiality.



## 10. BREACHES OF THE CODE OF ETHICS AND CONDUCT - DISCIPLINARY SYSTEM

If the provisions of this Code are breached, that means that the contract has been breached as well and, in the case of employees, it also entails a disciplinary violation that results in a sanction, in compliance with art. 7 of Italian Law No. 300/70 and the provisions of the applicable NCLA, as well as a compensation for any damage to the Company resulting from such conduct.

Failure to comply with the provisions contained in this Code by a company's employee may result in disciplinary measures in accordance with the provisions of the law, from the disciplinary section provided for in the National Collective Labour Agreement applied, the text of which is available on the notice boards of companies as well as in the disciplinary system provided for in the Model, to be understood herein in full and transcribed.

### 10.1 Warning procedures and safeguards (whistle-blowing) - Supervisory Body

Violations of the rules referred to in the Code and the Model must be reported in compliance with the provisions of the relevant sections of the Generals of the Model:

- 6.4 *'Report to the Supervisory Body by the Intended readers of the Model - Warning procedures and safeguards (whistle-blowing)';*
- 11.2.1 *'Report to the Control Body by Third Parties', to which it is referred for more details.*

The powers, tasks and duties provided for in the Model are granted to the Supervisory Body of the Company. Please, refer to the Model.

The Supervisory Body is entitled to receive requests for clarification, complaints or notifications of potential or current violations of the Code.

In accordance with current legislation and the provisions of the Model, any information thus obtained will be processed in compliance with the provisions described in section 6.4.3 of the Generals of the Model, entitled *'Safeguard of the reporting party'*.

A handwritten signature in blue ink, appearing to read "Robert Benu", is located in the lower right quadrant of the page.