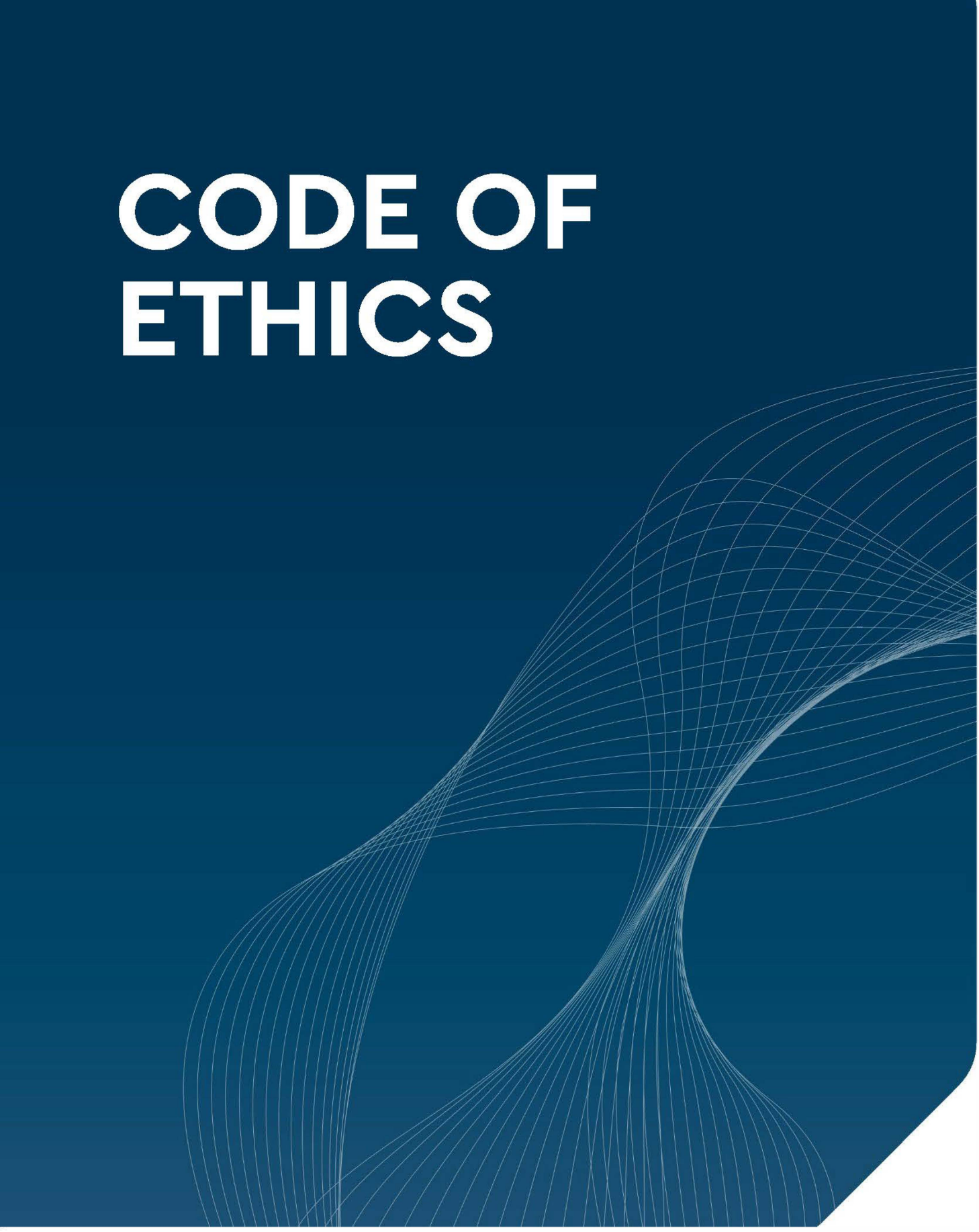
CODE OF ETHICS



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of directors with a deliberation
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TEMA SINERGIE
High tech, high care

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PREFACE

Tema Sinergie S.p.A. (herein after also "Tema Sinergie" or the "Company") is a company oriented toward innovation and the development of highly specialised clinical solutions and technological systems destined for sectors that use or control ionising radiations, like hospitals, research institutes, universities, and industries, as well as the development of aseptic isolation systems and containment technologies, engineered to meet the needs of pharmaceutical and biotechnology companies and industrial partners who implement large automated production lines. The Company is also known in the Italian market as a reference point in the sector of modern radiotherapy.

In keeping with the corporate mission, the Company is one of the businesses associated with Confindustria Dispositivi Medici, the Confindustria Federation that unites, represents, and promotes the businesses that operate in the medical devices sector.

The members of the Confindustria Dispositivi Medici acknowledge that respect for the applicable laws and rules and observance of ethical principles is an obligation and critical phase for the achievement of the aforementioned objectives. Furthermore, they may enhance the reputation and success of the medical devices sector.

All the above, as well as this Code of Ethics, is to be integrated with the provisions of the Confindustria Dispositivi Medici Code of Ethics, which precisely expresses an intention to inspire its own conduct, not only in terms of compliance with laws, but also concerning respect for the moral principles that regulate the relations between private and public companies, institutions, and even relations between individuals. Likewise, by subscribing to the Confindustria Dispositivi Medici, the Company commits to respecting and promoting the principles and rules established in the aforementioned Code.

The Code of Ethics expresses, therefore, a nobler and higher conception of private business, because it harmonically combines the indispensable demands of productivity and profit with a moral dimension, embracing the idea of competitiveness and free competition, yet regulated by the criteria of transparency and fairness towards others, which, ultimately, goes hand in hand with self-respect.

Tema Sinergie, also as a Company associated with Confindustria Dispositivi Medici, is aware that it operates in a particularly delicate and important sector, that of health care, and notes with satisfaction its commitment of contributing significantly to the safeguarding of an absolutely primary good, the health of citizens and, therefore, the improvement of the health system and the development of civil society.

Relations with Confindustria Dispositivi Medici and the Companies associated with internal and external collaborators, with public administrations, with Health Care Sector professionals and with customers and suppliers find their rule in the respect of laws and ethical values.

Operating in the Health Care sector, the Company is well aware of the importance and the responsibility that such activity implies, as it is a determining component in meeting such an important need as health care for citizens and the improvement of the Health Care System and, therefore a factor of development for the Company: health care expenses are therefore an investment, not a cost.

As a partner of Confindustria Dispositivi Medici, Tema Sinergie recognises that respecting the applicable laws and rules and observance of ethical principles constitutes both an obligation and a critical phase for achieving objectives.

The Code of Ethics is an integral part of the Organisational, Management, and Control Model adopted by the Company pursuant to Lgs. D. no. 231/2001.

First Part

a. Premise

Tema Sinergie S.p.A. is a joint stock company with the objective of development, engineering, mechanical and electronic construction, the relative marketing, leasing, and free loaning of equipment for the handling of radioactive substances and the processing, control, containment, dosing, and handling of radioactive (and non-radioactive) pharmaceuticals and ionising radiations; the calibration service for instruments used to measure and control of ionising radiations and diagnostics service and therapy in collaboration with the health care structures; as well as the representation, marketing, leasing and free loaning of equipment produced by Italian and foreign companies operating in the fields of radiotherapy, diagnostic and interventionist radiology, and urology.

The Company actuates its own business purpose and standardises its activity to respect the principles contained in this Code of Ethics (hereinafter, also "Code"), an essential and functional element of the Organisational Model of management and control that the Company adopts pursuant to Legislative Decree no. 231 of 8 June 2001 (hereinafter, also "Decree") and the overall internal system of control, convinced that the ethics of conducting business is also a condition for the success of the business activity. Indeed, the main objective of Tema Sinergie is to create well-being for all its stakeholders, like partners, employees, suppliers, customers, and society in general.

b. Introduction

Article 1 – Purpose and contents of the Code of Ethics

This Code of Ethics provides behavioural rules and corporate professional ethics aimed at preventing, according to the Italian legal system, the crimes referred to in the Decree and the manifestation of behaviours in contrast with the values that the Company intends to promote. These rules and principles embrace a positive ethical value and respect of the same constitutes an unavoidable condition for the achievement, by Tema Sinergie, of its own corporate mission.

The main contents of this Code integrate the legislative, statutory, regulatory, and contractual provisions that govern the functioning of corporate bodies and the rights and duties of the recipients of the Code itself.

The Code regulates the pertinent conducts from an ethical profile, with the scope of making the activity of Tema Sinergie transparent, both in internal relations and in those with third parties, and to contribute to the diffusion of an image of reliability, transparency, loyalty, and integrity of the activities carried out in pursuit of its objectives, with specific regard to the purposes expressed in the Decree.

Article 2 – Recipients and diffusion of the Code

The provisions of the Code are binding for the components of the corporate bodies, the managers, employees, and collaborators in any way of the Company and in general by whosoever carries out for it, in any way, functions of representation, also de facto (hereinafter jointly referred to as "Recipients").

The Recipients of the Code regulations are obliged to observe the prescriptions and adapt their own behaviours and their actions to the principles expressed therein, also in external relations. In particular, they must inform third parties concerning the content of the provisions of the Code, with a view to demanding respect for their own decisions and behaviour.

The Company also requires its own suppliers, customers, and consultants to act, even in relations with the Company itself, in keeping with the provisions of this Code. Furthermore, it is committed to call attention to the provisions of this code in all the relations forged. Tema Sinergie personnel, therefore, are always required to provide necessary support in interpreting the provisions contained therein as needed, with a view to informing their own private and institutional suppliers, buyers, and representatives concerning their company policy and the values it intends to promote.

A copy of this Code was delivered to every employee following the initial approval or at the onset of the working activity with the Company. Given every successive update or modification, each employee will receive an updated copy. The delivery may also occur by means of e-mail and with other instruments that enable the traceability of the missive.

Special training programs will be adopted in order to ensure a generalised diffusion of the Code and a correct comprehension of the same within the company.

Article 3 – Effectiveness and field of application of the Code of Ethics

The behaviours prescribed by this Code integrate, under the ethical profile, the conduct required of members of the corporate bodies, with particular reference to administrators, top management positions and all employees, for the purpose of successfully meeting obligations of diligence and loyalty required by Law, by the statute, and by the nature of their respective positions.

Moreover, they integrate the general obligation of good faith required of collaborators in any position and by service suppliers.

Within the internal control system, the Code of Ethics constitutes both a preventive instrument and a reference for ethical conduct in company business dealings and an effective element of the corporate strategy and organisation; it is an integral part of the Organisational Management Model and the sanctioning system for the violation of the rules established therein, adopted by the Company, according to the provisions of Articles 6 and 7 of the Decree.

Failure to comply with behaviours to which the Company explicitly attributes ethical value, is proportionally sanctioned, resorting to extremes, from a civil, criminal, and disciplinary viewpoint.

Article 4 – Approval, updating, and actuation of the Code of Ethics

The Code is adopted by the Company by means of a resolution by the Board of Directors which, also in response to a proposal of the Supervisory Body or to reports of the subjects involved and/or on the basis of indications from Trade Associations, will carry out successive modifications or integrations.

The oversight of the adequacy, efficiency, and actuation of the Code is guaranteed by the Supervisory Body, which then reports its work to the administrative body.

c. Principles general

Article 5 – Ethical principles: definitions

In the actuation of its own business purpose and in carrying out its own activity, Tema Sinergie conforms to the general ethical principles of honesty and legality, transparency, fairness, efficiency, spirit of service, collaboration among colleagues and professional enhancement, fair competition, with specific attention to the purposes outlined in the Decree.

The recipients of the Code commit to producing and supplying medical technologies and correlated high-quality services in the interest of the safety and well-being of the patient. The ethicalness of behaviours does not have only strict observance as a paradigm, but goes beyond, and lies in the willingness to adopt the highest standards of behaviour in different situations.

Respect for the applicable laws and the observance of ethical standards are important for meeting the need for strict collaboration between the medical technologies sector and the Health Care Sector Professionals.

In no case can the pursuit of social or individual interest justify a conduct in violation of the principles expressed by this Code.

Article 5.1 - Honesty and Legality

Honesty represents the ethical principle of reference for all the activities undertaken by the Company for fulfilling its own mission.

The Recipients of the Code are required:

- to respect current national and community laws in force, in conformity with the procedures outlined by the protocols adopted by the Company and with the principles expressed by this Code;
- to diligently acquire the necessary knowledge of the laws and regulations applicable to the carrying out of one's own function.

Each employee is obliged, furthermore, to observe, in addition to the general principles of diligence and loyalty pursuant to Articles 2104 and 2105 of the Italian Civil code, also the behavioural prescriptions contained in the applicable collective contracts.

Article 5.2 – Transparency

The principle of transparency is founded on truthfulness, clarity, and completeness of the information.

In the information concerning third parties as well as in the formulation of contracts, the Company communicates clearly and comprehensibly, always ensuring the maintenance of joint conditions.

The Recipients must strive to ensure that every relevant operation, transaction, and action is recorded, verifiable, and therefore documented, as well as authorised, legitimate, coherent and congruous.

To this view, for every relevant operation there must be - where objectively possible - an adequate and complete documentary support on which one may proceed at any time with the actuation of controls that attest to the characteristics and the motivations of the operation and identify who authorised, carried out, recorded and verified the operation itself.

In carrying out company activities, the principle of transparency also reflects on the management of financial resources, which is founded on criteria of verifiability, coherence, and congruity, with special attention paid to the purposes expressed in the Decree.

Tema Sinergie is obliged to document and annually publish through a special Model of Transparency, which constitutes an integral part of the Confindustria Dispositivi Medici Code of Ethics (attachment 2), the transfers of value made directly or indirectly to the Health Care Sector Professionals, Health Care Organisations, and to Third Parties. The burden of publishing the data belongs to the Partner who orders the payment/ transfer of value.

Article 5.3 – Fairness

The principle of fairness implies that all the Recipients must respect, in carrying out their own working and professional activity, the rights of each subject involved, beyond the mere compliance with the rules of law and the Employment Contract. This respect also consists in refusing any situation capable of creating discrimination and is to be understood, also from the viewpoint of protecting the personal information of each subject involved, as being safeguarded by the adoption of specific rules and specific processing methods.

Article 5.4 – Efficiency

The principle of efficiency requires that in every working activity there be the best professional quality in keeping with the most advanced sector standards and activity profile.

In the performance and distribution of services, the commitment necessary to ensure a service that meets the needs of the customers and the highest standards of cost-effectiveness in the management of the resources used must always be guaranteed.

Article 5.5 - Spirit of service

The spirit of service implies the fundamental sharing, by everyone, of the company mission.

This implies that each Recipient of the provisions of the Code is constantly inspired, in his/her own behaviours, by the ultimate objective of providing a service of high social value and utility for the community, which must benefit from the highest standards of quality, the fairest economic conditions and rules, without any arbitrary discrimination.

Article 5.6 - Professional enhancement and collaboration between colleagues

Human resources constitute the fundamental factor for the development and growth of company activities and aptitudes. The Company safeguards and promotes the professional growth of its own human resources for the purpose of increasing the wealth of business skills.

Behaviours among employees, at all levels and degrees of responsibility, and among the latter and collaborators, must be constantly and reciprocally aimed at facilitating the best professional performance possible.

Article 5.7 – Competition

The Company intends to develop the value of the competition, operating according to the principles of integrity, fair competition, and transparency when dealing with all the operators present on the market.

Therefore, behaviours that are violent or against professional integrity, collusive, corruptive, predatory, abusive of a dominant position and/or tending towards the creation of economic dependency or, likewise, any other conduct aiming at altering the fairness and balance of market competition founded on the free encounter between potential demand and supply.

The Company practises its own commercial activity in compliance with the legal requirements on competition and on supply contracts. The protective law (so-called antitrust) establishes precise rules in this regard and, in particular, severely impacts those who adopt restrictive interpretations of competition or abuse their own dominant position.

Tema Sinergie condemns behaviours against the principle of competition and is committed to observing them, adopting opportune measures to avoid the possibility of associative meeting becoming, even involuntarily, an occasion for anti-competitive behaviours: to this view, the recipients must not be involved, either personally or through third parties, in initiatives or contacts between competitors (by way of example, but not limited to: discussions on prices or quantities, subdivision of markets, limitations of production or sales, agreements to share customers, exchanges of pricing information, etc.) that may appear as a violation of the laws that protect competition and the market.

Article 5.8 - Conflicts of interest

It is a primary duty of every administrator and/or employee to use company assets and his/her own working capacity to advance the company's interests in conformity with the principles established by the Code of Ethics, which represent the values that inspire the Company.

In carrying out their own activity, the Recipients avoid any type of situation in which they may find themselves, even only potentially, in conflict of interests with Tema Sinergie, with the services that the Company offers and/or with the values that the same protects and promotes. The Recipients categorically abstain from obtaining personal advantages by reason of duties carried out by the Company.

Conflict of interests, by way of example and not exhaustive, with the exception of legislative prescriptions to this regard, may include the following situations::

- carrying out a top-management position (CEO, adviser, managers of functions) and have direct or indirect economic interests, or relative to oneself or to one's own family members and relatives, in suppliers', customers', or competitors' companies or organisations (for example, ownership of shares, professional mandates);
- entering into business dealings, on behalf of Tema Sinergie, with members of one's own family or with their partners or with companies in which they, members of their family or their partners hold shares amounting to more than 1% or managerial mandates;
- obtaining a financial gain or avoiding a financial loss at the cost of the Company's interests;

- being a stakeholder in the result of the service performed for the customer, other than the one of the same customer and Tema Sinergie;
- having an incentive to favour the interests of customers other than those for whom the service is performed;
- using the confidential information acquired during and for the purpose of one's own working activity in contrast with the interests of Tema Sinergie and to the advantage of oneself and/or third parties;
- receiving, also indirectly, any incentive, in the form of cash, assets, services, favours, or benefits from individuals or companies who are in business relations with Tema Sinergie or who intend to enter into dealings with the same.

In the event that a conflict of interest should arise or even appear to arise, the Recipients, naturally without prejudice to any legislative or contractual prescriptions to this regard, are obliged to promptly communicate it to their own supervisor or, in case of members of the corporate bodies, to the Supervisory Body, who then inform the Board of Directors, who then evaluates, case by case, its actual existence.

The employee is obliged to provide information concerning the activities carried out also outside of the standard working hours in the case in which these may appear to be in a conflict of interest with Tema Sinergie.

Neither is the employee allowed to accept payments or other earnings for services that must be provided as a part of his/her own job specifications.

Article 5.9 - Confidentiality

Tema Sinergie guarantees the principle of confidentiality of the information and notices relative to business activities, also for the purpose of ensuring the protection of company know-how in various corporate sectors.

The Recipients are therefore required, also outside of regular working hours, not to disclose in any way the privileged information they may come to know, even inadvertently, while carrying out their own functions, like:

- information of any nature concerning third parties' relations with the Company, concerning the data or information shared by these, in any form, with the Company as part of their jobs;
- financial or economic data or information of the Company that are not of public domain;
- data relative to plans, acquisitions, mergers, and marketing strategies of the company.

The aforementioned subjects are required:

- to communicate such information to others only when it is strictly required by the normal performance of one's job, office, or function;
- not to abuse one's own informational privilege in one's own interest and/or in the interest of third parties, or induce others to do so;
- to make use of it exclusively for purposes connected to their own corporate functions.

The privileged information and any other information provided outside the company, also during conferences, interviews, or publications, is communicated in compliance with laws and regulations, by

those offices assigned to do so, or subject to the authorisation of the same, and in such a way as to always guarantee the clarity, the fairness, timeliness, and equal access to the public.

It is also absolutely prohibited to intentionally spread false news about the Company and/or its collaborators in any way..

Article 5.10 - Sustainability and the Environment

Company activities are carried out with constant attention to respect for the environment and natural eco-system, without neglecting the impact and effects on architectural décor. The Company's ongoing and constant commitment is to minimising, in every context, the impact of its own development activities and always temper every corporate need with respect for environmental values and sustainable development.

Tema Sinergie, for this reason, is committed to adopting strategies aimed at the continuative improvement of the results in the field of environmental protection and management, concentrating their efforts on the prevention of pollution and the minimisation of environmental risks, and operating in keeping with the following principles:

- planning productive processes and corporate activities founded on criteria intended to reduce the wastes and environmental impacts;
- guaranteeing respect for environmental and safety legislation in force and the constant updating of developments on the environmental regulatory and legislative panorama.

Article 5.11 - Organised crime and money laundering

Tema Sinergie considers it of fundamental importance to prevent and avoid the infiltration of organised crime in the national economy and is committed to guaranteeing the respect for all the national and international laws and provisions in force against organised crime and money laundering.

To this view, the Recipients must not, in any way or under any circumstances, be implicated in situations relative to criminal conspiracies or in money laundering originating in illegal or criminal activities, not even if they are in the form of facilitation (also economical) for the activities of the aforementioned associations.

In order to avoid the risk of any kind of support, even indirect, for criminal associations, the responsible bodies control that every expense is always readily accounted for, in full correspondence to its reason for payment and refers to contracts with subjects whose identities are verifiable.

Moreover, to all subjects with whom the company intends to establish financial relations of a certain importance, in the field of preventive controls and in the field of entry controls, a self-certification may be required, declaring that there are no direct and/or indirect relations with Mafia-style associations, in addition to a required anti-Mafia declaration certified by the Chamber of Industry and Commerce. The same controls will be carried out on aspiring new partners in the event when, in the future, the Company shares should be offered to other subjects.

Tema Sinergie is committed not to use, substitute, transfer, in economic, financial, business, or speculative activities, monies, assets or other values originating from a crime committed without criminal intent, in such a way as to concretely obstruct the identification of their criminal origins.

Article 5.12 - Corruption and bribery

When conducting its business, Tema Sinergie prohibits any action towards third parties and rejects any action that may originate with them, intended to unduly promote or favour its own interests for the purpose of illegally gaining an advantage and/or capable of undermining the third party's impartiality and autonomy of judgement.

In order to prevent behaviours aimed at corruption/bribery or that may be interpreted as such, the Company has established a line of conduct concerning its gifts to those outside the company, considering them exclusively as a means of promoting the company's image. Therefore:

- forms of gifts of considerable value (not even in the form of a promise) that may also only be interpreted as being excessive in standard marketing practises or courtesy, or in any case are intended to obtain favourable treatment in any business dealings, are prohibited. In particular, any form of gift that may influence the independence of judgement - or induce the assurance of any advantage whatsoever for the Company - toward Italian and foreign public officials as well as top managers or those with managerial functions in private companies or bodies from whom an interest or advantage for the company may be obtained, is prohibited;
- gifts not of modest value (not even in the form or a promise) are not allowed even in Countries where this type of exchange is customary between commercial partners.

Moreover, whosoever works in the name of and on behalf of the company must not offer, make, receive, or promise inappropriate payments to anyone, for any reason, in particular to officials of the Public Administration or to officials of credit institutes, as well as to top managers or those with managerial positions in companies or private bodies.

Inappropriate payments are not limited to payments in cash or any currency. Inappropriate payments may include anything that has a sufficient value (trips, gifts, etc.) and may be interpreted as a means to influence the decision of the recipient. Inappropriate payments violate the Company's policy and values; their offer to the above-mentioned subjects constitutes an unlawful act that may be sanctioned. The employee who wants to know if a payment or gift is inappropriate must consult his/her own superior and/or the Supervisory Body.

Article 5.13 - Share capital and creditors

The Company establishes its own activity on respect for legislative prescriptions for the protection of creditors and orients its own market strategies by making rational investments; indeed, Tema Sinergie recognises that the protection of the integrity of the share capital, of creditor and third party interests in general is an ethical value of reference.

Article 5.14 – Protection of personal data and IT security

Regarding the collection and processing of personal data – or of any information that identifies or makes identifiable, directly or indirectly, a natural person - as well as data security, Tema Sinergie takes all the opportune cautious measures made necessary by its activity and by the applicable laws on the protection of personal data.

More specifically, Tema Sinergie protects the personal data of all its Recipients and all those that enter into contact with the Company, avoiding all inappropriate uses of such information in compliance with legal provisions on the protection of personal data [Regulation (EU) 2016/679 on the protection of

personal data, the so-called GDPR and Lgs. D. 196/2003, as modified by Lgs. D. 101/2018): to this view, specific policies and procedures for the protection of information are applied and constantly updated.

The collection and processing of personal data are strictly limited to the assigned company bodies and are carried out solely where there is a suitable condition of lawful processing (Art. 6 GDPR).

The employees and collaborators of Tema Sinergie are, as a consequence, responsible for maintaining the confidentiality of the information they possess and must not use it for purposes other than those pertaining to their own jobs. Communications outside of the company is required only of authorised collaborators.

Tema Sinergie informs those interested about the subject who will process the data and the methods and purposes of the processing, guaranteeing that the same occurs only for specific explicit and legitimate purposes, in full compliance with the principles of lawfulness, fairness, and transparency of the processing (Art. 5 GDPR).

The Company guarantees the use of IT systems and software that reduce the use of personal and identification data to a minimum and – where possible – guarantees the use of other suitable methods to maintain the anonymity of the data subjects.

In any case, the data that come into the possession of Tema Sinergie are stored for only the period of time strictly necessary for the purposes for which they were collected and/or successively processed and are stored by means of special security measures capable of minimising the risk of destruction, loss, unauthorised access, and processing that is not allowed or not in conformity with the purposes of the collection (Art. 32 GDPR).

Article 5.15 – Safety and health in the workplace

Tema Sinergie considers the protection of the suitability of working conditions, of the premises, of the machinery and working equipment, of the psycho-physical well-being of the employees, of the security of all company activities, in full compliance with laws currently in force regarding the prevention and protection in the workplace, as significant aspects of its activity.

Concerning the topic of working hours and methods for recording their presence in the company, all Tema Sinergie employees must adapt their own behaviour to the unavoidable principles of fairness and loyalty.

Second part

d. Criteria of conduct in human resources management

Article 6 – Personnel policies

Human resources constitute the determining factor of the success of Tema Sinergie and an indispensable element for the existence and progress of the Company, which considers the professionalism of its own employees and collaborators as a necessary element and essential value for pursuing its own corporate mission and for reaching its objectives.

In the management of relations with employees and collaborators, Tema Sinergie recognises and protects the rights they enjoy, also in consideration of their subordination to the organisational, hierarchical, and directional power.

Article 6.1 - Duties of employees and collaborators

The behaviour of each employee and collaborator must comply with the principles of loyalty, transparency, fairness, and professionalism expressed by our legal system, by current laws in force, and by this Code. Every Recipient is required to respect the rules and laws of reference contained in this Code, which are intended to regulate the company activity. Each employee and each collaborator are required to know the provisions of the Code in relation to his/her own position.

Tema Sinergie employees are obliged to abstain from behaviours in contrast with these laws and to contact their own superiors if they should need clarification on the methods of applying the same.

It is the responsibility of each Manager of an Organisational Unit/Company Office to act as a role model for his/her own employees by manifesting appropriate behaviour at all times.

Article 6.2 - Duties of the managers

In his/her own behaviour, every director is required to observe, like all the employees and collaborators, the principles of loyalty, transparency, fairness, and professionalism expressed by our legal system and by this Code.

He/she is also obliged to oversee the observance of the laws and the Code by employees and collaborators, verifying that employees and collaborators work in compliance with corporate policies and in keeping with the values expressed by the Code and behave appropriately, willingly and courteously with the colleagues and individuals with whom they come into contact when fulfilling their job specifications.

It is absolutely prohibited for a director to require his/her own employees and collaborators to manifest behaviours that contrast with those prescribed by this Code.

Article 6.3 – Selecting personnel and hiring

In the selection of employees and collaborators, the Company abstains from discriminatory behaviours by evaluating the profiles of candidates and taking into account the correspondence of their profiles to

those being sought and the specific needs of the company, in respect for equal opportunities for all those involved.

The Personnel Office, within the limits of the information available, adopts opportune measures to avoid favouritisms or forms of patronage during the selection and hiring phases.

The employees and collaborators are hired with a regular contract, in conformity with what is established from time to time by the applicable laws and by collective contracts. No form of irregular work or exploitation of particular forms of collaboration will be tolerated.

During the constitution of the working relationship, each employee or collaborator signs the commitment to respect the provisions of the Code and receives accurate information concerning:

- characteristics of the role and job specifications to be carried out;
- legal and salary elements, as regulated by the national collective labour contract and company contracts;
- internal protocols and procedures to be followed when carrying out one's working activity, also for the purpose of avoiding potential health risks

Such information is presented to the employee or collaborator in the form of documentation and in such a way that the acceptance of the position is based on effective comprehension.

Article 6.4 - Enrichment and training of resources

During the personnel management processes, the decisions taken are based on the correspondence between the needs of the Company and the profiles of the employees/collaborators as well as on considerations of merit.

It is absolutely prohibited for anyone to propose career advancements or salary increases to employees as services in return for activities that do not comply with the law, the Code, and the internal procedures.

The remuneration system is formally validated during the course of the annual budget cycle; it is the competence of the Board of Directors with the support of the personnel office in compliance with the law, the regulation, and the Code. The remuneration, in any case, must conform to what is established by the national collective labour contract and is inspired, like the benefits, by an objective evaluation of scholastic training, the specific expertise of the worker, the position covered, previous experience, merit and objectives achieved.

In the case of assigning of the objectives, one must take into account the actual, and not merely abstract, possibility that these will be achieved and must be proportionate to the position covered and to the actual skills of the personnel involved.

Tema Sinergie safeguards and promotes the training of their own human resources in order to enrich the experience and ensure professional and cultural growth. The Company also invest in the ongoing instruction of its personnel, both technical and managerial, through the organisation of training and update courses to perfect the skills necessary for their own job activities.

The managers of company offices are responsible for fully enriching all the forms of expertise found in the structure by means of activating the available incentives to favour the development and growth of their collaborators, also through communication and dialogue, providing them with specific behavioural and professional directives.

Article 6.5 - Safety and health

Tema Sinergie considers respect for the psycho-physical well-being of its workers an ethical value of reference on which it founds its business unwaveringly. For this reason, the Company is committed to spreading and consolidating a culture of safety and health in the workplace, developing an awareness of risks - also through the use of instruments like the training of personnel and the periodic inspections - and fostering responsible behaviours in all its employees and collaborators, aimed at identifying and ascertaining, preventing, instructing, informing, and spreading useful information, which is also necessary and obligatory for the purpose of warding off accidents and injuries in the workplace.

Tema Sinergie is committed and works to protect the health and safety of workers, above all with preventive actions aimed at avoiding, whenever possible, risks for the health and safety of workers and evaluating the impact when such risks cannot be totally avoided. Tema Sinergie is committed to carrying out all the activities in full compliance with laws currently in force on environmental protection, of accident-prevention laws, and the protection of hygiene and health in the workplace, with special regard for the purposes outlined in the Decree.

For this reason, the Company always gives its workers specific instructions and always takes into due account the degree of evolution of technique in planning prevention, preparing the necessary means to reduce as much as possible the impact of working conditions and social and environmental factors on the health and safety of the workers, also always giving priority to collective prevention measures over individual prevention measures.

The objective of Tema Sinergie is to protect its own human resources, constantly searching for the necessary synergies not only within the Company, but also with suppliers and customers involved in its own activities, soliciting the utmost concern for and control over respect for safety and health in every context.

Article 6.6 – Protection of the rights of the person

Tema Sinergie is committed to guaranteeing each of its own employees and collaborators the right to working conditions that are respectful of a person's dignity, in compliance with current laws, collective and individual working contracts, and the Workers' Statute (Italian Law no. 300 of 20 May 1970).

The company oversees so that there are no violent or psychologically coercive actions and combats every attitude that is detrimental to a person's dignity. The Company also strives to prevent tolerance of any form of sexual molestation and discrimination based on age, gender, sexual preference, race, health, nationality, political opinions and religious beliefs, so that the manifestation of behaviours that may induce or oblige employees and collaborators to act in violation of this Code will not occur.

Article 6.7 - Use of corporate assets, means, and resources as well as IT instruments

Every Recipient is required to work diligently to safeguard the preservation and functionality of corporate assets, means, and resources entrusted to him/her, through responsible behaviours that respect their intended use and are in line with the established operating procedures to regulate their use, precisely documenting it.

More specifically, all the employees and collaborators must remember that the tangible and intangible corporate assets made available to them by Tema Sinergie are to be used:

- with the utmost conscientiousness and appropriately, also in order to avoid damages to objects or people;
- while avoiding, insofar as possible, wastes, tampering, or uses that may compromise the efficiency status or accelerate its deterioration;
- exclusively for the purposes connected and instrumental to the working activity, with the exception of those destined for mixed use;
- while absolutely avoiding – with the exception of what is established by specific laws – the use or sale of the assets themselves by third parties or to third parties, even only temporarily.

All the employees and the collaborators are responsible for the use and care of the assets granted to them by the Company.

Even the benefits and IT applications must be used with respect for the above, and more specifically, employees and collaborators must:

- carefully follow company safety and confidentiality policies;
- not surf Internet sites with undignified and offensive content or that support terrorism or organised crime, to any level and with any method;
- in general, not use company IT equipment for illegal purposes or for uses that may in any way alter its functionality in terms of corporate uses;
- absolutely avoid the acquisition, use or transmission, especially if massive, of information and contents not pertinent to the working activity;
- not alter the hardware or software configurations provided by the company;

The use of company IT systems to access IT systems of other subjects for the purpose of obtaining information, damaging or interrupting IT systems, or acquiring codes for the functioning of the systems themselves are prohibited.

In compliance with current laws in force, the Company carries out controls and actuate measures for the purpose of preventing behaviours that are not in line with the above.

All the employees must also work in order to reduce the risk of theft, damages, or other external threats to the resources assigned or present in the company, promptly informing supervisors or managers in the event of anomalies.

e. Criteria of conduct in relations with stakeholders

Article 7 – General principles in relations with third parties

The Company requires that all the Recipients of this Code respect laws currently in force and the principles and procedures established for this purpose. They must also adopt appropriate behaviours, in such a way as to not compromise moral and professional reliability.

More specifically, it is prohibited for the Recipients to give or promise to third parties, either directly or indirectly, cash or other benefits with the intent to unduly favour the interest of the Company or to accept for himself/herself or for others cash or benefits to unduly favour the interest of third parties. Only the donating of gifts of a symbolic or modest value as a courtesy or promotional activity is allowed.

The principles that inspire Tema Sinergie are communicated to business partners, customers, suppliers and all those who, for various reasons, come into contact with it, so as to contribute to the consolidation of a corporate image that is faithful to the values of transparency, fairness, and loyalty.

Tema Sinergie will not begin nor pursue any relations with those who do not intend to follow these principles.

Article 8 – Relations with customers

The Company wants to satisfy the needs of its own customers in fulfilment of the obligations established by current laws in force and quality standards.

Tema Sinergie is committed to instilling a relationship with customers that is characterised by high professionalism and efficiency, founding it on willingness, respect, courtesy, fairness, and transparency, as well as the search for and offer of the utmost collaboration.

Tema Sinergie directors carefully evaluate the congruity and feasibility of the services requested, with particular attention paid to the legal, technical, and economic conditions, so as to promptly detect anomalies and in no case assume commitments that may put the Company in a position where it must resort to unacceptable compromises on the quality of the service, on personnel costs, or on safety in the workplace.

Article 9 – Relations with suppliers

The choice of suppliers of goods and services is based on objective criteria concerning the quality-price ratio of the services, products, and materials offered, as well as the reliability in terms of the specific services to be performed.

The choice of suppliers and the acquisition of goods and services, both material and immaterial, must take place with respect for the principles of transparency, competition, equity of the conditions of bidders and based on the objective evaluation of competitiveness, quality, usefulness, and price of the supply.

The Company requires that suppliers assure operating methods that are compatible with the respect for human rights, the worker, and the environment. To this view, Tema Sinergie requires that suppliers

respect laws concerning environmental protection, adopting company policies that reduce wastes and toxic emissions and, in general, limit the environmental impact of productions.

Moreover, with potential suppliers, contractors, and sub-contractors from Countries defined "at risk" by recognised organisations, contractual clauses are introduced that call for, at least, the supplier's self-certification of having met specific social obligations (for example, measures that guarantee respect for the workers' fundamental rights, the principles of equity and no discrimination, protection from child labour, and not supporting terrorism) and the possibility of making use of control actions at the suppliers' production units or operational sites.

In relations with suppliers, employees must:

- diligently follow the internal procedures established for the selection, qualification, and awarding of the supply contracts and acceptance of the products or services, clearly and transparently documenting the evaluation criteria in such a way as to ensure the utmost competitive advantage for Tema Sinergie and guarantee the best level of product quality offered to the Company;
- avoid resorting to suppliers with whom Tema Sinergie has family relationships or affinity;
- adopt all the possible precautions to avoid resorting to suppliers who are not, in turn inspired by the ethical principles of Tema Sinergie;
- promptly contact one's own direct superior in case of potential violations of the Code of Ethics by a supplier; if ever there should be no response to the report, or the employee feels uncomfortable reporting to his/her own direct superior, filing a report with the Supervisory Body is another option.

Article 10 – Relations with consultants

The methods for selecting the consultants for Tema Sinergie are regulated by principles of impartiality and lack of discrimination, based on the criteria of technical capacity and efficiency. Relations with the same are regulated by specific agreements founded on criteria of clarity, completeness, and intelligibility in compliance with current laws.

Article 11 – Relations with political parties, union organisations and associations

As a rule, Tema Sinergie does not make contributions, either directly or indirectly, to political parties or to their representatives or candidates or union organisations and abstains from any form of direct pressure to obtain favours or privileged treatments and influence their conduct concerning its own initiatives and activities.

Tema Sinergie can meet requests for contributions, within limits, to proposals from bodies and associations declared to be non-profit and with regular statutes and articles of incorporation , whether of a high cultural, social, charitable value and, in any case, that involve a significant number of citizens.

In any case, when selecting the proposals to support, Tema Sinergie pays particular attention to every potential conflict of interest, either personal or corporate, and in stipulating contracts maintains correct and transparent conduct, avoiding every form of pressure on the subjects involved.

It is allowed to contribute to the activities of political parties or their representatives or candidates, union members or associations only in a way and in the forms outlined by the law on specific projects and initiatives and according to the precise rules of conduct, like the documented destination of resources,

the preventive examination of the Supervisory Body, and the express authorisation of the Board of Directors.

Tema Sinergie forbids circumventing such prescriptions by resorting to forms of aid or contributions that, under the guise of sponsorship, commissions, consultations, or publicity, attains the prohibited objective.

Article 12 – Relations with public institutions and the public administration

The relations of Tema Sinergie with national, community, and international institutions (hereinafter "Institutions") as well as with public officials or those charged with public service, with the judicial system, with public oversight authorities and with other independent authorities, or bodies, representatives, agents, exponents, members, employees, consultants, public office or service officials, public institutions, public administrations, public or economic bodies, also local, national, or international public bodies or companies ("Public Officials") are maintained by each Recipient, in compliance with current laws in force, of principles defined in this Code of Ethics, based on the general criteria of fairness and loyalty.

All the Recipients are required to pay particular attention to and to diligently comply with the principles outlined in Article 5.12 of this Code of Ethics in relations with the above-mentioned subjects, in particular in operations concerning: tenders, contracts, authorizations, licenses, concessions, requests and/or management and utilisation of financing in any case of public origins (national or community), management of potential orders, relations with oversight authorities or other independent authorities, social security bodies, tax collection bodies, bankruptcy procedure bodies, and civil, criminal or administrative lawsuits, etc.

The Company refuses every type of conditioning of the decisions of Public Officials, in every actuated or attempted form, even by means of mediators, aimed at influencing the decisions in its own favour or to request or obtain privileged treatment. It is prohibited to consent to requests by Public Officials concerning any type of acknowledgement tending to influence decisions and acts in their own favour.

Relations with Institutions and Public Officials are maintained by the exponents designated for this purpose. All the documentation concerning the occasions on which the Company entered into contact with Public Officials is duly collected and stored.

In any case, during the course of business dealings or a relationship, also commercial, with Public Officials, in Italy or in other countries, the Company is committed to:

- not offering work and/or commercial opportunities in favour of public administration personnel involved in negotiations or in the relationship, or in favour of their family members and relatives, if not for justified needs and following opportune assessment and oversight;
- not offering gifts or benefits or any type, with the exception of those of modest value within the value limits established by the company;
- not offering or obtaining confidential information that compromises the integrity or the reputation of the Company;
- not changing the purpose or destination of funds obtained from the State, or by another public body or by the European Community, even of modest value and/or amount.

Acts of commercial courtesy, like gifts or forms of hospitality, or any other form of benefits (also in the form of a donation), are allowed only if of modest value, if they do not compromise the integrity and the reputation of the parties, and only if they are conforming to customary standards. However, such acts

must always be authorised and adequately documented and traceable and must not in any case be able to be interpreted, by an outside and impartial observer, as destined to obtain advantages and favours in an inappropriate manner.

Regarding relations with Judicial Authorities, no one can exercise violence, threats, offers and promises of cash or other values, for the purpose of inducing any person not to make declarations or to make false declarations, when called upon to offer testimony before judicial authorities that can be used in a criminal trial, when the same person has the right not to respond.

No one can also only attempt to exercise any activity, also by means of mediators, finalised at influencing the work of components of the Judicial Authorities.

Article 13 – Management of financial resources

According to the provision of Art. 6 paragraph 2 letter c) of the Decree, Tema Sinergie has identified the methods of managing financial resources capable of preventing crimes from being committed. The company adopts procedures for managing financial resources that are based on the following principles:

- traceability of financial flows, intended as the possibility of precisely reconstructing ex post the decisional and formal path of the flow from the starting point (who paid) to the point of arrival (who was paid, by what means, how and where the money was withdrawn);
- allocation of the payment, or the precise identification of the justification of the payment flow.

Every subject that is involved in accounting processes and/or management of financial resources is obliged to document and refer all the commercial information truthfully and accurately.

No Recipient may make payments in the interest of and on behalf of the Company without adequate support documentation and the formal authorisation of the competent company subject.

The documentation of financial flows must report, at least, the identification of the subject who ordered the flow, the form of payment (ex. cash, cheque, bank transfer, etc.), the funds from which the payment was drawn, the beneficiary, and the reason for the payment.

It is prohibited to deliberately hide or conceal the real nature of any company transaction recorded in the accounting books and/or omit reporting it; the same is true for other documentation capable of influencing representation of the Company's economic situation. Creating and/or holding hidden funds or reserves if absolutely prohibited.

Article 14 – The relationship with partners

Tema Sinergie performs services that are instrumental to the interests of its own partners, and is committed to guaranteeing full respect for said interests and relative capital and management rights, also ensuring that they receive accurate, truthful, and timely information capable of improving their contributions to corporate decision-making.

Given that the partners invest in the Company, Tema Sinergie is committed to maximising the value of its own business through the optimisation of corporate management, the pursuit of high standards in production commitments and the safeguarding of the integrity of corporate assets.

The Recipients must avoid any action that impedes or obstructs the control and/or auditing activities that the partners, company administrators, and the Supervisory Body must carry out or that may influence their behaviour.

In order to protect the integrity of the corporate assets it is especially prohibited, with the exception of cases where it is expressly allowed by law, to return in any form capital contributions or free the partner from the obligation of making them; to distribute profits not actually attained or destined to reserves by law, or reserves that cannot be distributed by law; acquire or underwrite company quotas or quotas/shares of parent companies; reduce the corporate assets or make mergers or demergers, violating the established protection laws in favour of the creditors; falsely form or increase company capital; satisfy, in case of liquidation, the expectations of the partner at the cost of corporate creditors.

Fourth part

f. The Activities of the corporate bodies

Article 15 – The shareholders' meeting

Tema Sinergie S.p.A. promotes maximum participation in the corporate shareholders' meetings and ensures the correct management of the meetings and the possibility of the participants to knowingly exercise their rights of control, information, proposal, and vote in order to guarantee the correct formation of shareholders' will.

Article 16 - The Board of Directors

The Board of Directors carries out its functions with seriousness, fairness, and diligence, oversees the work of delegated subjects and their duty to report on the execution of the delegated functions, assuring all its members adequate information on the topics of the agenda.

The Board of Directors passes resolutions concerning the Company's Organisational Management Model as outlined in the Decree in compliance with legislative and statutory provisions in force, taking into account the guidelines provided by Trade Associations of reference. It also ensures the Supervisory Body following the Model itself, the necessary autonomy, independence, continuity, and freedom of action, also proposing, if necessary, potential statutory modifications.

Article 17 - Accounting and corporate reporting

The corporate and executive bodies, employees, and collaborators of company functions involved assure that the establishment of the procedures for approving the financial statements and, more in general, the report on accounting and corporate matters takes place in compliance with legislative and statutory provisions, embracing the principles of transparency and respect for the canons of truth, accuracy, and completeness of the basic information for the relative accounting records.

In the case of economic-financial elements founded on assessment, the connected registration must be performed in compliance with the criteria of reasonableness and prudence, of correct estimation and conjecture, according to the best accounting practices (also international), clearly illustrating in the relative documentation the criteria that guided the calculation of the value of the asset.

The corporate and executive bodies, employees, and collaborators of company functions involved are also responsible for providing maximum collaboration so that the management actions are represented correctly and promptly in the accounting books.

In carrying out the operations concerning contributions, profits, or reserves and in the operations of increasing or reducing share capital, mergers or demergers, corporate bodies and company functions involved act with particular care to safeguard the integrity of the company assets and protecting the interests of company creditors, embracing criteria of fairness and transparency with particular attention paid to the completeness and truthfulness of the data and information used.

For every operation, adequate documentation to support the activities carried out is stored in such a way as to allow:

- facilitated accounting records;
- the immediate identification of the characteristics and motivations at the base of the same;
- the verification of the decision-making, authorisation, and execution process, as well as the identification of the various levels of responsibility and control;
- the accurate reconstruction of the operation, also to reduce the probability of interpretive errors.

Each entry must reflect exactly whatever is found in the support documentation.

In relations with subjects who exercise the accounting audit and with other subjects responsible for producing, by law or by virtue of a Company decision, opinions, reports or estimates concerning documents, deeds, or operations of the Company itself, the corporate or executive bodies, employees, and collaborators of company functions involved must manifest appropriate and transparent conduct based on an active collaboration suitable to enable the drafting of truthful and accurate reports and documents.

Fifth part

g. Methods for actuating and controlling the Code of Ethics

Article 18 – Control and Sanctions.

To guarantee control of the observance and updating of the Organisational Management Model 231/01, of which this Code is an integral part, Tema Sinergie has instituted a special body, explicitly required by the Decree, called the "Supervisory Body" (SB).

The SB, answering directly to the Board of Directors:

- oversees respect for the prescriptions of the Organisational Management Model 231/01 and, specifically, of this Code;
- receives reports of potential unlawful acts committed during company activities and informs the Board of Directors;
- promotes potential modifications to the crime prevention system, for the purpose of maintaining it adequately updated;
- conducts the activity of internal inspections, directly and/or with the support of professionals and auditors, promoting, when necessary, the established sanction procedures with the Board of Directors.

Every employee and collaborator, whenever he/she recognises activities or behaviours that are not in keeping with the ethical principles or with the rules set out in this Code, can report them - detailing insofar as possible the report itself – through the Whistleblowing report channel adopted by the Company.

Collaborators outside of the corporate organisational chart may refer to, initially, their company contacts or, where this is not possible or inappropriate, to the SB through the e-mail address indicated (231@temasinergie.cloud).

Every report will be processed with the utmost confidentiality regarding both the whistleblower and the potential persons accused, without prejudice to legal obligations; whosoever presents a report in good faith is protected from any form of retaliation, discrimination, or punishment. The internal authors of report that are obviously unfounded and in bad faith, instead, are subjected to disciplinary sanctions; while the external authors of such reports are subject to the sanctions pursuant to laws currently in force.

Whenever, following the investigative activities carried out on the reports received, failure to comply with this Code should be confirmed, they will be reported to the competent offices so as to adopt the consequential provisions according to the current sanctions system, with a view to always guaranteeing the maximum compliance, attention, and awareness of the values and ethical principles adopted.

Article 19 – Disciplinary system

Violation of the rules of the Code of Ethics by its recipients damages the relationship of trust established with the company and may result in the application of disciplinary sanctions, graduated on the base of the gravity of the violation; maintaining without prejudice any claim for damages.

For employees, observance of the rules of the Code of Ethics is an essential part of the contractual obligations pursuant to and for the effects of Articles 2104, 2105 and 2106 of the Italian Civil Code and the trade National Collective Labour Contracts and individual contracts.

The sanctions system is in conformity with the provisions of Italian Law no. 300 of 20 May 1970, of the specific sector regulations, of the collective bargaining, and by current company provisions in force.

The disciplinary unlawful acts are collected (either directly or indirectly) by the SB that, following the recommended investigations to verify the breaches, will propose the application of the sanctions found in the following model to the body that is competent to make the final decision on the sanction to be applied..

Article 20 - Enactment.

This code was adopted by Tema Sinergie S.r.l. with a resolution of the Board of Directors on 27 May 2024.