



CODE OF ETHICS

Conselice (RA)

28/07/2022

table of contents

INTRODUCTION	/ 3
The History of Surgital S.p.A.	4
Introducing Surgital	7
1. . MISSION, POLICIES AND OBJECTIVES	/ 8
1.1. Surgital's Mission	9
1.2. Surgital's Policies	9
1.3. Surgital's Primary Objectives	10
2. CODE OF ETHICS	/ 11
2.1. Recipients of the Code of Ethics	12
2.2. Surgital's Stakeholders	13
3. ETHICAL PRINCIPLES	/ 14
3.1. Fairness, Honesty and Transparency	15
3.2. Impartiality	16
3.3. Corruption Prevention	16
3.4. Professionalism and Enhancement of Human Resources	17
3.5. Conflicts of Interest	17
3.6. Free Competition	18
3.7. Completeness of Information	18
3.8. Health and Safety of Workers	18
3.9. Environmental Protection	19
3.10. Consumer Protection and Food Safety	19
3.11. Protection of Corporate Image and Assets	20
3.12. Prevention of Money Laundering and Possession and Handling of Stolen Goods, Management of Financial Flows and Cash	20
4. RULES OF CONDUCT	/ 21
4.1. Relations with Interested Parties	22
4.2. Marketing and Communication	22
4.3. Corporate Information and Reporting Activities	23
4.4. Internal Control	23
4.5. Human Resources Management	24
4.6. Relations with the Public Administration	24
4.7. Relations with Suppliers	25
4.8. Protection of Share Capital, Creditors and the Market	25
4.9. Ethical Use of IT Equipment and Systems	26
4.10. Protection of Industrial and Intellectual Property	26
4.11. Fight against Tax Fraud and Trafficking	26
5. APPLICATION PROCEDURE	/ 27
5.1. Implementation and Dissemination	28
5.2. Compliance with and Violations of the Code of Ethics	28
5.3. Supervisory Bodies	29

INTRO- DUC- TION

The History of Surgital S.p.A.
/ Introducing Surgital

THE HISTORY OF SURGITAL S.P.A.

By then, the Company had been manufacturing about 60 types of fresh pasta, sold within a distribution channel that included the regions of Emilia Romagna, Veneto, Lombardy, Piedmont, Tuscany and Marche.

The marketing department plays today a strategic corporate role, organising every year more than 300 events, to include national and international tastings and fairs.

1980

Surgital was born as an artisan company, with the name **Laboratorio Artigianale Tortellini**. The 45 m² facility specialised in the production of Garganelli, Tortellini and Ravioli.

1984

Edoardo Bacchini patents the **machine for making Garganelli**. Innovation speeds up production times, allowing us to satisfy growing market demand.

1986

The application of the **deep-freezing technique to fresh pasta** is the real business idea that allows the Company to make a quality leap, becoming what it is today.

1990

The Company changes its name to **Laboratorio Tortellini srl** and moves to a new industrial site, today's headquarters. The first pasteurization tunnel is installed at the new production site.

1991

In response to production growth, the Company takes its first steps in broadening its reach by participating for the first time in the **CIBUS International Fair in Parma** and in the **Expo Food in Milan**.

1993

A new expansion is needed to double the size of production area. The entire production process complies with the newly introduced **HACCP system**.

1996

The company becomes **Surgital S.r.l.**, reflecting in its name the deep-frozen channel in which it operates and the geographical origin. The following year it becomes a joint stock company (S.p.A.).

1997

Anticipating the needs to respond to the increase in consumption of on-the-go meals, a trend that would grow within a few years, the Company launches the **Fiordiprimi** brand, a true revolution in the fast catering market.

2000

Continuous growth leads to the expansion of the corporate facilities, which by now occupy a **20,000 m² area**, thus significantly increasing the production capabilities; this occasion offers the opportunity to install machinery for new specialties. The turn of the century also sees the institution of the **Research and Development Centre**, to reflect the corporate desire to continuously improve.

2004

The Company's growth and awareness with regard to quality system and food safety management is reflected in the award of **UNI EN ISO 9001** and **BRCGS** certifications.

2005

The last expansion of the corporate premises was completed, bringing the production area to **26,000 square metres**, to include 22,000 m³ of cold rooms and 6000 pallet racks. The new wing of the factory features the machinery for the production of the most prestigious line of deep-frozen fresh pasta the Company developed between 2004 and 2005: the **"Divine Creazioni"** Line.

This line was entirely assembled by the Technical Department led by Edoardo Bacchini.

This site is the ideal place to experiment with new products and develop new knowledge through interactions between young chefs and important names in the catering scene.

2007

The new line of sauces in nuggets is born with the **"Sugosi"** brand. That same year the Company was also awarded **UNI EN ISO 14001** certification and **food safety certification according to IFS standards**.

2009

"De Gusto", the Pasta Academy, is inaugurated. This new room is the beating heart of Surgital S.p.A*, which features a kitchen equipped with the most modern appliances and gadgets, a cozy tasting room.

2010

The **trigeneration power plant** is inaugurated, supplying electricity, hot water, water vapour and cold water to the production plants, in addition to the **photovoltaic** system. These two important investments signal Surgital's desire to invest in the local economy and reduce the environmental impact of its production activities.

* hereinafter, also "Surgital" or the "Company"

Since 2010, Surgital has been enhancing the idea that knowledge passed on from generation to generation and respect for tradition are indebted to love for the territory. For this reason, the Company adopted energy production systems that help to minimise the environmental impact of its production activities.

The system is integrated and allows a total monthly CO2 saving of 642 tons.

The waste water from the production activities is purified and undergoes an additional osmosis treatment, then reused for cooling the evaporative towers. The roof of the production plant is covered with 3,700 solar panels, having a yearly production output of 1,100,000 kW. All the electricity produced is used to power the plant day after day, all year long.

During the night the steam generated is transformed into cold energy. Any excess energy is fed into the grid.

Among the successes achieved we can also cite the significant **growth of distribution** which, over thirty years, transitioned from local markets to expansion in over 60 countries worldwide.

Surgital productions make use of cutting-edge deep-frozen technology, heat treatments and quick continuous deep-freezing.

Thanks to the use of **deep-freezing as the only method of preservation**, the products do not contain added preservatives.

2011

To address the growing need to pursue social responsibility, the Company was awarded the **SA8000** standard certification.

2013

Work begins on the construction of a new fully automated storage warehouse with a capacity of 14,000 pallet racks at -20°C, which was commissioned in 2015.

2019

The Company obtains **Industry 4.0** certification and launches the **Piacere Mio!** brand, catered to domestic consumers, thus entering the Italian large-distribution channel (GDO).

Fresh pasta is produced according to “handmade pasta” preparation steps, and, thanks to the use of technology that dramatically reduces moisture content (not less than 24%), it is possible to obtain a high cooking yield. Stuffed pastas have rich fillings with well-defined ingredients.

INTRODUCING SURGITAL

In solidifying its long experience honed in the food sector, Surgital has always been inspired by the principles of honesty, transparency and correctness in conducting business activities.

In light of the urge for greater attention to the need to better manage business risks, we deem necessary to formalise and disseminate to all our concerned parties, a document that embraces the most salient ethics principles that have long inspired our business. The Company intends to have relations with all the parties based on compliance with the principles of this document,*¹ and sincerely hopes that such parties will internalise and comply with the principles.

The adoption of the Code of Ethics rests upon a long-term commitment which accompanies and provides an ethical underpinning for the Company's strategy and economic objectives. At the same time, the Company is aware that the adoption of

a Code of Conduct is of primary importance also to prevent the crimes envisaged by Legislative Decree no. 231 of 8 June 2001*², which introduced the concept of administrative liability of companies into the Italian legal system. As a result, this Code of Ethics, adopted by the Board of Directors of the Company, sets out the ethical principles to which Directors, managers, function managers, other employees and any party who interacts with the Company in pursuit of the corporate purpose must adhere.

*¹ hereinafter, the "Code of Ethics" / *² hereinafter, also the "Decree"

MISSION, POLICIES AND OBJECTI- VES

Surgital's Mission
/ Surgital's Policies
/ Surgital's Primary Objectives

SURGITAL'S MISSION

The Surgital Management places sustainability, understood as economic, social, environmental and food safety responsibility, as the foundation of the Company's governance.

Surgital intends to offer, to both national and foreign markets, high quality, healthy and safe products, respectful of applicable

food hygiene standards, innovative and good, which, "to the palate", make people appreciate those authentic tastes and flavours of our land of origin: Italy.

The corporate Mission consists in producing deep-frozen fresh pasta, ready meals and sauces that are true to the quality artisan experience, but on an industrial scale.

SURGITAL'S POLICIES

In line with the corporate guidelines aimed at achieving an effective and efficient organisation capable of guaranteeing quality products, and which interact with the surrounding environment with a view to continuous improvement, the Surgital Management intends to promote the protection of Environment, Social Responsibility, Food Safety and Health and Safety of company personnel and workers.

Management ensures the continuous updating and dissemination of the principles, the monitoring of objectives and the supervision of system performance, and makes available all the human, material, instrumental and financial resources necessary to achieve the objectives, defining roles and responsibilities for facilitating system implementation.

ATTENTION TO OUR EMPLOYEES

- continuous skill development and enhancement;
- constant compliance with ethical principles and current legislation applicable to work activities;
- continuous technological and plant engineering updates to ensure health and safety at work;
- constant improvement of the working environment and the production site;
- constant attention to personnel needs and suggestions;
- involvement in the choices and development of Surgital.

ATTENTION TO OUR CUSTOMERS

- participation in national and international fairs and conferences;
- publications in trade press;
- organisation of tastings, events and conferences;
- loyalty reward programmes;
- traceability of our raw materials and products;
- availability to their requests;
- compliance with their specifications.

ATTENTION TO OUR SUPPLIERS

- continuous involvement in the development of new products;
- continuous search for new raw materials;
- our loyalty;
- continuous monitoring of their performance;
- continuous involvement in compliance with the legislation applicable to the product and corporate activities relating to ethical principles, health and safety in the workplace, the environment and food safety.

SURGITAL'S PRIMARY OBJECTIVES

The main objectives of the Company are:

MANAGEMENT

- analysis of business risks and their management for the purpose of mitigation or elimination;
- involvement and listening to the voice of the interested parties;
- ensure constant training, enhancement, motivation and professional growth of people, defining roles and responsibilities;
- technological, scientific and procedural updating, taking into account the need to achieve constant improvement of the food safety management system;
- development of innovative and sustainable projects and products, respecting society and the environment, while maintaining constant commitment to food safety and hygiene;
- ensure the availability of sufficient resources for the safe production and distribution of food;
- constant updating to reflect statutory and regulatory amendments and in compliance with agreements entered into voluntarily;
- dissemination of the culture of quality and food safety through communication and the continuous involvement of resources.

FOOD QUALITY AND SAFETY

- research and development of innovative products, of the highest quality and safe for consumers;
- quality, freshness and genuineness of raw materials, with the rejection of GMO products;
- products that respect the needs of sensitive individuals;
- processes controlled daily in an efficient and documented manner;
- products that meet the legislative requirements of healthiness, hygiene and food safety, in compliance with production specifications;
- competent Sales Office with knowledge concerning our products and their use.

ENVIRONMENT

- maintain high attention to the principles of sustainability and environmental protection;
- environmental protection and prevention of all forms of pollution;
- promote the use of energy obtained from renewable sources;
- promote the rational and efficient use of energy and natural resources and raw materials;
- reduce, where possible, the impact of the corporate activities on the environment;
- use, as far as economically possible, the best technologies available for the containment of emissions into the atmosphere, discharges into water bodies, and waste;
- monitoring and improvement of processes for the purpose of optimising the amount of greenhouse gases emitted into the atmosphere (GHG).

HEALTH AND SAFETY AND SOCIAL RESPONSIBILITY

- identification and improvement of hazards and risks;
- dissemination of the culture of prevention, also through communication, involvement, consultation and awareness of personnel in risk prevention and control activities;
- commitment in compliance with SA8000 requirements, and their dissemination to interested parties;
- compliance with national and international sector legislation, as well as agreements signed voluntarily by the Company, and the international instruments and their interpretations, as detailed in Section II of SA8000 (ILO conventions).

CODE OF ETHICS

Recipients of the Code of Ethics
/ Surgital's Stakeholders

The activities of Surgital and of all its collaborators fully comply with the national laws, as well as with European Directives and Regulations, international legislation and any applicable ILO conventions, the Universal Declaration of Human Rights, the International Convention on Economic, Social and Cultural Heritage, the International Convention on Civil and Political Rights, the United Nations Convention on the Rights of the Child, the United Nations Convention to Eliminate All Forms of Discrimination Against Women, and the International Convention on the Elimination of All Forms of Racial Discrimination.

Nonetheless, the Company believes that this corpus is not sufficient to ensure a conduct that is always and everywhere compatible with its mission and ethics.

Therefore, for Surgital this Code of Ethics stands as the self-regulation tool capable of guiding decision-making processes and behaviours consistent with our inspiring principles.

RECIPIENTS OF THE CODE OF ETHICS

The principles of this Code of Ethics are binding for all those who, within the Company, hold functions of representation, administration or management, or who exercise, even de facto, the management and control of the Company, and for all employees without exception (hereinafter the “Recipients”).

The Company also expects that the principles of this Code of Ethics be shared with those who, though not being part of the corporate organisation, nevertheless

cooperate and collaborate with Surgital - for whatever reason - in the pursuit of the corporate objectives and - more generally - anyone who has business relationships with the Company.

The Recipients must be familiar with this Code of Ethics.

To this end, the Code of Ethics is brought to the attention of all Recipients by the Company, in the manner described in paragraph 5.1.

SURGITAL'S STAKEHOLDERS

Surgital identifies as “stakeholders”, understood as an individual or group interested in or affected by the social impact of the Company and its Code of Ethics:

- Families of employees
- Communities and Citizens
- Trade Union Associations
- Local Public Administration (Region, Province, Municipality and LHA).

FAMILIES OF EMPLOYEES

They are an essential component of the Organisation. Their commitment, competence, professionalism and well-being are paramount for the achievement of the corporate mission.

CORPORATE BODIES

This means the Shareholders' Meeting, the Board of Directors, the Board of Statutory Auditors and the BoD Chair.

SUPPLIERS AND SUB-CONTRACTORS

They are the commercial partners in the pursuit of the mutual interest to optimally meet the expectations of parties involved, from the partners all the way to final consumers.

CUSTOMERS AND CONSUMERS

They are all those to whom the Company serves, with the aim of meeting their direct and indirect needs.

COMMUNITIES AND CITIZENS

it is the set of territorial and social aggregates within which Surgital operates. More generally, it is the entirety of people (single or in aggregate) to which the Company directs its social commitments, including those of national and international solidarity. The physical and natural environment is also an integral part of the concept of “Community”.

TRADE UNION ASSOCIATIONS

As workers' representatives, they are the interlocutors with whom the Company engages as it pertains to the implementation of contracts and the management of regulations, with a view to enhancing work in business activities.

PUBLIC ADMINISTRATION

is the entirety of institutional subjects (local and national) with which Surgital relates in the conduct of its social and entrepreneurial activities.

Stakeholders can consult the Code of Ethics on the Company website www.surgital.it.

ETHICAL PRINCIPLES

Fairness, Honesty and Transparency
/ Impartiality / Corruption Prevention
/ Professionalism, Enhancement of
Human Resources and Confidentiality
/ Conflicts of Interest / Free Competition
/ Completeness of Information / Health
and Safety of Workers / Environmental
Protection / Protection of Corporate
Image and Assets / Prevention of
Money Laundering and Possession and
Handling of Stolen Goods, Management
of Financial Flows and Cash

In conducting activities performed on behalf of the Company, the Recipients must comply with the ethical principles (hereinafter, the “Principles”) set out herein. The belief of acting in the interest or for the benefit of the Company does not justify conduct contrary to the Principles, and the Company rejects any conduct that deviates from the aforementioned Principles.

FAIRNESS, HONESTY AND TRANSPARENCY

The Company operates in compliance with applicable laws, professional ethics and internal regulations. The pursuit of the interest of the Company can never justify a conduct contrary to the principles of fairness, honesty and transparency.

Specifically, the Principles to be complied with in order to behave honestly and transparently are:

- comply with applicable laws and regulations;
- operate in accordance with the corporate mission and within the established rules and procedures;
- do not make false or incorrect communications;
- assume one’s responsibilities towards all internal and external interlocutors;
- establish and maintain professional internal and external relationships, in the name of transparency.

Transparency towards internal interlocutors must be absolute while, as it pertains to external parties, it is limited to applicable confidentiality requirements.

The Code of Ethics cannot, by its nature, foresee and identify all the situations that may arise during corporate activities. In case of doubt about the ethics of a behaviour, before engaging in it, it is useful to ask oneself some questions, such as, and not limited to:

- Is my behaviour honest?
- Is my behaviour consistent with the corporate mission and ethics?
- Is my behaviour consistent with the spirit and tradition of the Company?
- In similar situations, outside the Company, would I behave in the same way?
- Would I feel comfortable if someone acted in this way towards me or my Company?

Any doubts, despite the questions, should linger, please contact your Supervisor or the person in charge of supervising conduct by and on behalf of the Company.

IMPARTIALITY

In relations with all counterparties, the Company avoids all forms of discrimination in hiring, remuneration, access to training, promotion, dismissal or pre-retirement, in the definition of contractual relationships, based on race, social class, national origin, caste, birth, religion, disability, sex, sexual orientation, family responsibilities, marital status, trade union membership, political opinions, age or any other condition that could lead to discrimination based on age, racial or ethnic origin, nationality, political

opinions, religious beliefs, sex, sexuality or the state of health of its interlocutors.

The Recipients of this Code of Ethics must undertake to act fairly and impartially, avoiding any form of discrimination or prejudice in order to prevent arbitrary advantages or disadvantages to customers, employees, suppliers, shareholders, and public institutions with which they come into contact.

CORRUPTION PREVENTION

Any form of corruption, whether direct or indirect, active and passive, against any third party, be it a Public Administration or a Private Entity, is prohibited.

The Recipients may request, accept or offer gifts for themselves or in the name or on behalf of the Company, provided that such gifts are in compliance with locally accepted good business practices and only on condition that the gifts are lawful and of modest value, as detailed in the Organizational Model, and

offered in a transparent and explicit way, occasional or delivered at the time of routine occasions involving the exchange of gifts, and such as not to potentially or effectively affect the integrity and independence of those who receive them.

Any form of benefit or gift, received or offered, which can be understood as an instrument aimed at influencing the independence of judgment and conduct of the parties involved is prohibited.

PROFESSIONALISM, ENHANCEMENT OF HUMAN RESOURCES AND CONFIDENTIALITY

The Company guarantees an adequate degree of professionalism in the execution of the tasks assigned to its Collaborators. To this end, the Company is committed to enhancing the skills of its human resources, providing them with suitable training, professional refreshers and enhancement tools, encouraging their skills on the basis of merit criteria.

Confidentiality: The Company considers confidentiality to be essential in business conduct.

Therefore, the Company guarantees the confidentiality of information in its possession. No employee can take advantage of any kind, direct or indirect, personal or financial, from the use of confidential information, or communicate such information to others. Associates are prohibited from using confidential information for purposes not related to the exercise of their professional activity.

Confidentiality is also guaranteed through adequate protection measures applied to corporate data stored on IT support.

CONFLICTS OF INTEREST

In the conduct of its activities, the Company endeavours to avoid running into situations of real or even potential conflict of interest. Among the “conflict of interest” situations, in addition to those defined by the law, we also mean the case in which an associate operates to pursue an interest other than an interest of the Company and shareholders, in order to achieve a personal benefit. In general terms, a conflict of interest arises whenever a person, by the mere fact of operating in or for the Company, obtains a personal benefit that is not in line with that of the Company.

All Recipients must avoid any situation that could put their interests in conflict with those of the Company and, in particular, interests between personal and family economic and financial activities and the corporate duties.

Any situation that could engender, even if only potentially, said conflict must be promptly communicated by the interested party to his/her own manager.

Situations that generate a conflict of interest can be, by way of example:

- performance by an employee of activities with competitors, consultants, or suppliers;
- assignment of tasks or duties of personal nature to suppliers who already work in a stable and continuous manner with the Company.

The conflict of interest does not always transition from potential to real, but it is essential to inform your manager in case of doubts.

FREE COMPETITION

The Company recognises free competition in a market economy as a decisive factor for growth and constant business improvement.

Aware that a healthy and correct competition system contributes to continuous improvement and development, the Company refrains from engaging in and/or encouraging conduct that could engender forms of unfair competition.

COMPLETENESS OF INFORMATION

The information that is disseminated by the Company is complete, transparent, understandable and accurate, in order to allow the recipients to make informed decisions regarding the relationships to be entertained with it.

Corporate bodies, Management, employees and external associates of the Company

must provide, during negotiations, complete, transparent, understandable and accurate information, so that the recipients are able to make independent decisions.

The Company undertakes not to exploit any contractual or information and knowledge gaps, or conditions of economic weakness of its counterparties.

HEALTH AND SAFETY OF WORKERS

The Company's associates, whose physical and moral integrity is considered a primary corporate value, are guaranteed working conditions that are respectful of individual dignity, in safe and healthy environments and in compliance with the regulations on the protection of health and safety in the workplace.

In particular, all workers are informed, trained, and prepared to perform their duties safely, and to assume their responsibilities in terms of health and safety at work at the time of hiring, when they change duties, periodically, and in the event of serious injuries.

The achievement of the assigned safety objectives implies:

- the design of machines, plants and equipment, workplaces, operating methods and organisational aspects as such as to safeguard

- the health of workers, company assets and third parties;
- that information on workplace risks is disseminated to all workers; their training is delivered and constantly refreshed on the basis of tasks performed;
- the needs emerging during work activities are addressed rapidly, effectively and diligently, with consequent updating and implementation of the protection techniques deriving from the analysis and resolution of such needs;
- the fostering of cooperation between the various corporate resources, and the collaboration with business and trade union organisations and concerned external bodies in charge;
- activities are managed above all with the aim of preventing accidents, injuries and occupational diseases.

Surgical requires similar attention to safety issues from all its suppliers of goods and services.

ENVIRONMENTAL PROTECTION

The Company is particularly sensitive to all issues relating to respect for and protection of the environment. For this reason, it defines its business on the basis of the correct use of resources and investment in equipment that reduces the business environmental impact as much as possible.

The Recipients of this Code of Ethics undertake to pay particular attention to the type of packaging, to the challenges of disposal and to the use of substances potentially harmful to the environment.

In particular, attention is paid to the following:

- continuous commitment to reduce the impact on the environment;
- partnership with internal (e.g., HSE/Protection and Prevention Manager) and external (e.g., Institutions in charge of control) subjects to optimise the management of environmental issues;
- the pursuit of adequate levels of environmental protection through the implementation of management and monitoring systems.

CONSUMER PROTECTION AND FOOD SAFETY

The Company defines its business keeping consumers' safety at the core, committing itself to ensure quality, food safety and excellent products, and providing true and accurate information to consumers.

Surgital operates in compliance with the laws in force in the food sector and constantly monitors the production process to ensure healthy and safe products.

To this end, the Company has adopted a Corporate Hygiene Self-Control Plan through the application of the HACCP method (Hazard Analysis Critical Control Point), which constitutes the core corporate operational guidelines and the first and most effective preventive action to guarantee safe and genuine food products.

Accordingly, any purchase/sale of non-original or non-genuine or counterfeit goods, or any action aimed at misleading the final consumer as to the origin, provenance or quality of the goods are considered to be behaviours that violate this Code.

The Company is also committed to full compliance with the regulations in force regarding labeling, traceability, classification, packaging and transport of food, ensuring that the information addressed to consumers is always inspired by the principles of:

- transparency about the food characteristics (nature, identity, properties, composition, quantity, shelf life, country of origin and place of provenance, and production methods);
- precision, clarity and comprehensibility, i.e., accuracy, readability, intelligibility of food information to consumers.

This commitment also guarantees product traceability, consumer protection and the consumers' right to make informed choices.

PROTECTION OF CORPORATE IMAGE AND ASSETS

Surgital defines its actions with the aim of protecting its image linked to its own commodity sector (food). More specifically, the Company offers products and services that are consistent with the advertised characteristics and, in particular, the Corporate Mission defined in this Code of Ethics.

Accordingly, Company assets are leveraged in accordance with the applicable legislation, with utmost care and appropriately, in order to minimise the risk of waste, tampering, damage, theft or loss.

PREVENTION OF MONEY LAUNDERING AND POSSESSION AND HANDLING OF STOLEN GOODS, MANAGEMENT OF FINANCIAL FLOWS AND CASH

The Recipients, within the different levels of engagement with the Company, must not, in any way and under any circumstances, be involved in events connected with money laundering and the handling of funds originating from criminal activities, or the handling of goods or other benefits of illicit origin.

Financial flows must be managed guaranteeing the complete traceability of transactions, keeping adequate documentation, always within the limits of the responsibilities assigned to each recipient.

Surgital implements all the necessary audits to verify the lawfulness of cash collected and used in the context of corporate activities. Recipients are required to apply utmost diligence and attention in the management of cash to ensure that counterfeit money is not collected or spent, or for amounts in violation of the limits established by law concerning cash transactions.

RULES OF CON- DUCT

Relations with Interested Parties
/ Marketing and Communication
/ Corporate Information and
Reporting Activities / Internal
Control / Human Resources
Management / Relations with the
Public Administration / Relations
with Suppliers / Protection of Share
Capital, Creditors and the Market
/ Ethical Use of IT Equipment and
Systems / Protection of Industrial and
Intellectual Property / Fight against
Tax Fraud and Trafficking

RELATIONS WITH INTERESTED PARTIES

Relations with interested parties, at all levels, must be based on criteria and conduct of absolute correctness, cooperative spirit, loyalty and mutual respect.

The Company considers as its interested parties all the categories listed in point 2.2 of this document.

MARKETING AND COMMUNICATION

All marketing activities must be conducted in full compliance with the set of values shared by the Company and its Corporate Mission. Therefore, it is necessary to keep in mind that the final purchasers of the Company's products have the right to receive all the information necessary to make an informed choice at the time of purchase.

Accordingly, corporate communication:

- will always consider at the core the importance of the consumer as a "person" with physical, psychological, cultural and affective needs. Market dynamics must never hinder full transparency regarding the content and correct use of the products;
- will reject vulgar, contradictory, uncertain or ambiguous messages;
- will always have in mind its responsibility in shaping people's choices, guaranteeing a quality interaction between Company and people.

CORPORATE INFORMATION AND REPORTING ACTIVITIES

All information and interaction activities with interested parties must be clear, transparent, timely, complete and coherent, in compliance with the right to information. Each employee is required to give his/her support so that any facts under review are correctly represented internally and promptly disclosed, on the basis of truthful, accurate, complete and verifiable information. Each operation and transaction must be correctly recorded, authorised, verifiable, legitimate, consistent and congruous. Therefore, it is the responsibility of each employee to ensure that the supporting documentation is easily traceable and logically organised.

The Company believes that accounting transparency, as well as the keeping of accounting records according to the principles of truthfulness, completeness, clarity, precision, accuracy and compliance with current legislation are the fundamental prerequisites for efficient control.

In order for the accounting documents to meet the aforementioned requirements, adequate and complete supporting documentation is stored in the Company's records for each accounting transaction, in order to allow:

- accurate and faithful accounting registration;
- immediate identification of the characteristics and reasons underlying the transaction itself;
- easy reconstruction of the operational and decision-making process, as well as the identification of the levels of responsibility;
- performance of control or auditing activities legally attributed to the shareholders, the Board of Statutory Auditors, other corporate bodies or the auditing company.

The Recipients must comply with all the rules set by law to protect the integrity and effectiveness of the share capital, in order not to damage the guarantees of creditors and third parties in general.

INTERNAL CONTROL

Utmost relevance is given to internal control activities in order to promote the achievement of corporate objectives, in compliance with all those who may be involved in corporate activities.

To this end, a set of tools and procedures have been created and developed in order to manage the corporate operations in the best possible way for all those involved. Surgital undertakes to operate in the ways deemed most effective to enhance and increase the awareness of staff and collaborators regarding the needs of internal control.

Specifically:

- everyone must feel responsible for safeguarding the Company's assets, be they tangible or intangible, and for their correct use;
- it is forbidden to misuse or damage the Company's assets and resources and to allow others to do so.

HUMAN RESOURCES MANAGEMENT

Human resources are a core corporate asset. In order to better protect its human resources, the Company undertakes to hire personnel under employment contracts, since irregular work and exploitation are not tolerated, nor is any form of discrimination, both in the recruitment phase and in the management and career development.

The Company is committed to rejecting any type of abuse of authority or treatment that violates the dignity and psycho-physical integrity of the person, as well as to treating all confidential information

concerning associates, in a manner that ensures maximum transparency towards the person to whom the information belongs and maximum confidentiality towards third parties, in accordance with the Privacy legislation.

Associates undertake to comply, with diligence and loyalty, with the requirements applicable to him/her and to protect corporate assets through responsible behaviour that is in line with the applicable operating procedures.

RELATIONS WITH THE PUBLIC ADMINISTRATION

All relations between Company and Public Institutions are based on principles of correctness, transparency, collaboration and non-interference.

The Company rejects any conduct that can even be interpreted as being of a collusive nature or, in any case, likely to prejudice the aforementioned principles and to obtain an undue advantage for Surgital.

Commitments with Local, State, Community and International Public Institutions can only be undertaken by the designated and authorised functions. For this reason, it is advisable to collect and keep the documentation that summarises the ways in which the Company has come into contact with the Institutions.

It is absolutely forbidden to:

- consider or propose employment and/or commercial opportunities that may benefit employees of the Public Administration on a personal basis;
- accept or offer any gift, emolument or other form of benefit that is not in line with commercial practice or that exceeds basic acts of courtesy;
- solicit or obtain confidential information.

Relations with public officials or persons in charge of a public service and, in any case, any relationship of a public nature are inspired by the most rigorous compliance with the applicable legal provisions and the principles of transparency, honesty and fairness.

The Company provides support for any investigation conducted by Supervisory bodies and the conduct of every associate will be inspired by availability to help and transparency.

In these relationships, the Recipients must not improperly influence the decisions of officials who negotiate or decide on behalf of the Public Administration. The management of relations with Public Institutions is under the purview of corporate personnel authorised to do so on the basis of the system of proxies and powers of attorney in force at the Company.

Inspection visits by supervisory authorities and relations with judicial authorities must be managed by authorised personnel in a spirit of collaboration, fairness and transparency, with the absolute prohibition of obstructing the inspection activities by concealing or destroying documentation.

RELATIONS WITH SUPPLIERS

The suppliers of the Company allow, with their support, the concrete daily achievement of business activities.

In this regard, the Company, recognising the important contribution of Suppliers, undertakes to:

- deal with them on equal terms and mutual respect, recognising their legitimate expectation to receive clear instructions regarding the nature of the engagement;

- select its Suppliers through well-defined, unequivocal and non-discriminatory procedures, using exclusively criteria linked to the objective competitiveness of the services and products offered and their quality, also understood as a supplier's compliance with the ethical parameters set forth herein, and with workers' health and safety requirements.

PROTECTION OF SHARE CAPITAL, CREDITORS AND THE MARKET

One of the core aspects levied upon the Company is its compliance with the principles of conduct intended to guarantee the integrity of the share capital and the protection of creditors and third parties who establish relationships with the Company.

ETHICAL USE OF IT EQUIPMENT AND SYSTEMS

All users authorised to use IT equipment and systems must leverage the corporate IT resources in compliance with the laws and regulations in force, including internal ones; it is expressly forbidden to behave in a manner that could damage, alter, deteriorate or destroy the IT or electronic systems, as well as programmes and IT data of the Company or third parties.

All users protect the integrity of the equipment and internal computer systems, refraining from manipulation that could modify their functionality in any way.

It is expressly forbidden to use the equipment, corporate IT systems, Internet pages or social networks for purposes contrary to the law, the public order or morality, as well as to commit or induce the commission of crimes, to instigate racial hatred, xenophobia, violence, discriminatory actions or violation of human rights, or which may lead to undue intrusion into or damage to the computer systems of third parties.

PROTECTION OF INDUSTRIAL AND INTELLECTUAL PROPERTY

In implementation of the principle of compliance with the laws, the Company pledges to implement national, EU and international rules set up to protect industrial and intellectual property.

It is forbidden to use unauthorised software and databases on computers.

FIGHT AGAINST TAX FRAUD AND TRAFFICKING

Compliance with all tax and customs regulations in force is ensured.

The Company undertakes to comply with tax obligations within the terms and in the manner prescribed by law or by the competent tax authority.

With a view to maximum transparency, the Company undertakes to collaborate with every tax and customs agency.

APPLI- CATION PROCE- DURE

Implementation and Dissemination
/ Compliance with and Violations
of the Code of Ethics
/ Supervisory Bodies

IMPLEMENTATION AND DISSEMINATION

The Code of Ethics and any future updates thereof are defined and approved by the Board of Directors of the Company, and in accordance with the procedures established by the document management procedure of the Integrated Management System.

This Code of Ethics, drawn up in Italian, is published with adequate prominence on the Company website www.surgical.it, and made available to current and future staff and to anyone who requests it.

COMPLIANCE WITH AND VIOLATIONS OF THE CODE OF ETHICS

The Company and its Supervisory Bodies undertake to enforce the rules of this Code of Ethics by:

- constantly monitoring the application of the Code of Ethics by the interested parties, and also by accepting any reports and suggestions;
- taking note of any violations of the Code of significant importance;
- expressing binding opinions on any revision of the Code of Ethics or of Company policies and procedures, in order to ensure consistency with the Code itself.

Moreover, compliance with the rules of the Code of Ethics must be considered an essential part of the contractual obligations of employees, pursuant to and by effect of Art. 2104 of the Italian Civil Code.

The violation of the rules of the Code of Ethics may constitute a breach of the primary obligations assumed in the employment contract, or a disciplinary offense, as defined in the procedures provided for by Art. 7 of Law 300/1970 (Workers' Statute), with all legal consequences, including employment termination or disciplinary actions that may also entail compensation for any damage arising from the violation.

Furthermore, anyone who becomes aware of non-compliant behaviour or violations of the Code of Ethics by any person who has relations with the Company is required to promptly inform the Bodies referred to in paragraph 5.3. The identity of any whistleblower will be protected, without prejudice to the fulfillment of legal requirements applicable to violations. The Company denies any retaliation or discriminatory action, direct or indirect, taken against the whistleblower for reasons connected directly or indirectly to a report.

In the event of violations of the Code of Ethics, the Company adopts the appropriate measures against any party responsible for a violation, as deemed necessary for the protection of corporate interests. Such measures may include the suspension of commercial relations with a Supplier, as defined in the clauses provided for by internal policies and the applicable contract.

SUPERVISORY BODIES

CORPORATE BODIES RESPONSIBLE FOR THE IMPLEMENTATION AND CONTROL OF THE CODE OF ETHICS

- Directors;
- Supervisory Body.

DIRECTORS

- evaluate the proposed amendments to this Code of Ethics;
- evaluate the adequacy and applicability of the rules of the Code of Ethics;
- receive reports of any violations of the Code of Ethics;
- define any actions to be taken in the event of serious violations.

SUPERVISORY BODY

The Supervisory Body, established pursuant to Decree 231/2001, receives reports of alleged violations of this Code, in accordance with the same procedures provided for in the Organisational Model, and preliminarily assesses whether they are relevant to the issues related to the Decree. In case of relevance, the Supervisory Body defines the possible actions, referring them to the relevant departments for follow up.

For their part, the Recipients will notify to the Supervisory Body, promptly and in the manner deemed most appropriate, any reports and/or facts of which they become aware, in order to allow the Body to evaluate facts and circumstances in order to determine their relevance vis-à-vis matters defined in the Decree.

Code:
Code of Ethics

Revision:
1

Date:
28/07/2022



SURGITAL S.p.A. - via Bastia, 16/1 - 48017 Lavezzola (RA) Emilia-Romagna - ITALY
Tel +39 0545 80328 - Fax +39 0545 80121 - surgital@surgital.it
surgital.it