Code of Ethics

Model 231/2001

amita health care Italia S.r.l.

Approved by the Board of the Directors on September 14, 2020

The principles and provisions of this Code of Ethics provides general guidelines on the subject of diligence, honesty and loyalty that characterize the performance of work and behavior in the workplace.

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PREAMBLE

The Company operates in compliance with the principles of honesty, appropriate behaviour, responsibility, liberty, dignity of the individual and respect of diversity, and repudiates any form of discrimination based on sex, race, language, personal and social conditions, and religious and political beliefs.

To this end the Company advocates a working environment which, based on respect, appropriate behaviour and collaboration, in addition to the experience gained in the sectors where it is involved, encourages the employees and consultants to become involved in and take responsibility for the specific objectives and the methods adopted for achieving them.

In the current context of growing attention to corporate governance, the Company, leads its internal and external activity based on the respect of the principles of this document (hereinafter “Code of Ethics”).

The Code of Ethics represents, among other things, a basic component of the organization, management and control model as per the Legislative Decree 231/01 (hereinafter “Model 231”), believing that ethics in business management is to be pursued as a requirement for the company success.

In this perspective, the principles and values expressed in the Code of Ethics are also a useful interpretation reference in the actual implementation of Model 231 with regard to company’s dynamics.

The Code of Ethics has been drawn up with the aim of clearly defining the values that the Company recognizes, accepts and shares.

The Company guarantees that it will promote an information program concerning the provisions of the Code of Ethics and its application to the subjects it refers to, in such a way as to ensure that the employees, the managers and all individuals who work for the Company carry out their jobs and/or duties in strict and constant observation of the principles and values contained in this Code.

SECTION I – GENERAL PROVISIONS

Art. 1 - Application fields and subjects

1. The provisions of the present Code of Ethics express the main principles guiding the Company and moreover constitute illustrative specifications of the general obligations for diligence, appropriate behaviour and honesty that qualify the method of working and behaving in the working environment.

2. The principles and provisions of the Code of Ethics are binding for managers (“Managers”) and all individuals who are employed by the Company (“Employees”) and all individuals who work in the Company regardless of the working relationship, including temporary, they have with the Company (“Consultants”). Managers, Auditors, Employees and Consultants are henceforth referred to collectively as the Subjects.

Any third parties who are employed by the Company or who have either stable or temporary work relations with it will be given a copy of the Code of Ethics.

SECTION II – GENERAL PRINCIPLES

Art. 2 – General Principles

1. The Code of Ethics constitutes a series of principles the observation of which is of crucial importance for the correct functioning and reliability of the management and image of the Company. These principles apply to all operations, conduct and relations, both inside and outside the Company.

2. The Company rejects and deplores the use of unlawful or improper for the achievement of their business objectives and adopt organizational structures designed to prevent violation of the provisions of the law, principles and values expressed in the Code of Ethics and in the business by its recipients, monitoring their compliance and implementation.

3. The Company recognises that human resources are crucial for the Company’s development and considers the professional contribution of the individual operating in the Company as an essential factor for the success and development of the company. Human resources management is based on respect for the personality and professional skills of each individual in a general context of honesty and trust.

Art. 3 - Communications

1. The Company provides for informing all the Subjects of the provisions and applications of the Code of Ethics, recommending its observation.

2. In particular, the Company undertakes, through specifically appointed internal functions, to:

- distribute the Code of Ethics to the Subjects, by handing out copies of the same
- construe and clarify the provisions contained in the Code of Ethics;
- verify the effective compliance with the Code of Ethics;
- possibly update and implement the provisions of the Code of Ethics based on the needs which shall from time to time become apparent.

3. The Code of Ethics is moreover present, with an adequate relevance, in the Section “Model 231/2001” on the Company website.

Art. 4 - Responsibility

Each Subject must carry out their own working activity and duties with professional skill, diligence, efficiency and appropriate behaviour, using the equipment and time put at their disposal in the best possible way and assuming the necessary responsibility connected with carrying out these duties.

Art. 5 - Appropriate behaviour

1. All actions and operations, together with the conduct of each Subject when carrying out their work and duties, must be inspired to transparency, appropriate behaviour and mutual respect as well as legitimacy both in a formal and material way, according to the existing laws and internal procedures, also in view of safeguarding the company's image and assets.

2. In particular,

- pursuing personal or third party's interests to the detriment of the company's,
- the abusive exploitation, in one or third party's personal interest, of the name and reputation of the Company, as well as the information acquired and business opportunities known in performing one's task and duties
- the use of goods and equipment the Subjects may use in the performance of their duty or task for different purposes from those pertaining their office are forbidden.

3. No Subject may, either for themselves or for others, bow to or exert pressure, or make or accept recommendations or preferences that could result in prejudice against the Company or could bring undue advantages either for themselves, the Company or for third parties.

Each Subject must also reject and not make promises and/or undue offers of money or other benefits, unless such benefits are of a modest value and are not related to any type of request.

4. If any Subject receives from a third party an offer of or request for benefits – except for commercial or low value gifts - they must immediately inform the legal representative designated to deal with such eventualities.

Art. 6 - Conflict of interests

1. When carrying out their jobs and/or duties, the Subjects must pursue the objectives and the general interests of the Company and therefore refrain from activities, behaviours and acts in any case not consistent with the obligations connected to the relationship they have with the Company.

2. The Subjects must inform without delay considering the circumstances, their superior or the Legal representative or the Watch Structure, of situations or activities they (or one of their kin) are holder of which could conflict with the interests of the Company and in any other case that could create relevant problems of suitability. The Subjects must respect any decisions taken on such matters by the Company.

Art. 7 - Confidentiality

1. The Company, in the performance of its activities, collects a significant amount of personal data and confidential information that is committed to processing in compliance with all the rules on privacy regulations and best practices for protecting confidentiality.

2. The Subjects guarantee to maintain maximum confidentiality concerning any news and information relating either to corporate assets or the activity of the Company, acquired and/or processed in performing their task or office.

Art. 8 - Equality, non-discrimination, equal opportunities

1. The Company rejects and excludes all forms of exploitation of workers and discrimination against people on the basis of gender, age, race, language, nationality, religion, personal and social conditions, sexual orientation, political opinions or trade union in all decisions that affect relationships with its stakeholders.

2. The Company contrasts, therefore, any behavior or attitude that discriminates or harms a person, their beliefs or preferences.

3. The Company is committed to encouraging the promotion of equal opportunities in relation to the conditions and employment opportunities, training, development and professional growth, in full compliance with current legislation and the values that inspire the present Code of Ethics.

Art. 9 - Integrity and protection of the person

1. The Company rejects child labor, as well as all forms of illegal recruitment and employment of irregular workers or workers, and is actively working to ensure that working conditions in its interior are respectful of moral integrity and personal dignity of 'individual. Also, is committed to maintaining a work environment safe, healthy and free from any conduct involving personal harassment of any kind, requiring all recipients to contribute to this objective through interpersonal relationships and individual behavior for respectful of the sensibilities of others.

2. The Company, in compliance with local regulations and in view of the desire to create for its Employees, Partners and Beneficiaries generally a healthy and comfortable environment, has planned a ban on smoking in the workplace.

3. The Company, in its dealings with him, forbids paying the activity and / or to perform the task or function assigned while impaired by alcoholic substances, narcotics or psychotropic substances, which discourages, however, the abuse outside the work environment.

Art. 10 - Intellectual and industrial property

1. Subjects whose activity, task or function requires, in any way, the processing of data, information or documents relating to intellectual property rights and / or the Company's business have a duty to keep them with the utmost care, accuracy and confidentiality.

2. The intellectual property rights and / or industrial products, works and / or knowledge gained from working belong to the Company who hold the right to use such knowledge, manner and time it deems appropriate, in accordance with the laws of time time applicable.

3. Similarly, the Company will recognize and respect the rights of others intellectual and industrial property, ensuring that the Company's activities are only used products and original works, regularly dismissed from their legitimate owners and used in accordance with authorizations received.

Art. 11 - Use of the assets and business materials (including e-mail, etc.).

1. Every employee must safeguard the assets of the Company. In particular, each employee is responsible for the protection of goods and materials and corporate borrowers are required to work diligently to protect the same (but not limited to, theft, from the loss, damage from misuse or inappropriate), through behave responsibly and in line with the company prepared to regulate the use of the same.

2. Particular care and attention is required in the use of computer and electronic systems (eg, supports hardware, networks, internet and intranet, corporate email, remote access, etc..), Which all employees are required to use for reasons connected with their activities professional and in compliance with the regulations and the instructions contained in the relevant procedures.

3. As described above is also applicable to other categories of Subjects, to the extent that they may be actually involved in the protection of company assets, as they are able to use goods, materials or resources of the Company.

Art. 12 - Control and transparency of accounts

1. Subjects, in accordance with their roles, functions and responsibilities, are committed to ensure that the facts relating to the management of the Company are represented in a true and fair view in the accounts of the same, according to the following principles:

- maximum proper management;
- completeness and transparency of information;
- legitimacy from the legal and substantial;
- clarity and truthfulness of accounting, in accordance with the law and procedures from time to time in force.

2. The Company requires that the operations or transactions carried out in the course of all their activities are properly and timely recorded in the accounting system in accordance with the criteria laid down by the law and on the basis of accounting principles, so that each operation or transaction is authorized consistent, legitimate, verifiable and supported by appropriate and complete documentation proving the activity.

3. Documents proving the business of accounting may need to allow for the swift reconstruction of each transaction, the identification of any error and the degree of responsibility within the single operating process.

4. Recipients, always in accordance with their roles, functions and responsibilities, have to check the correctness and accuracy of the accounting records and to disclose to whom it may concern, errors, omissions and / or falsification of the same.

Art. 13 - Anti-Money Laundering

The Company complies with all rules and regulations, both national and international, on money laundering and requires recipients to refrain from carrying out any operation which could contribute to the transfer, substitution or any use of illicit proceeds or which may at any way hinder the identification of money, goods or other assets of criminal origin.

Art. 14 - Protection of individual personality

1. The Company assesses as valuable to the protection of freedom of the individual and, therefore, deplores and condemns any conduct or activities that could lead to exploitation or a state of subjection of the individual.

2. The Company gives also important to the protection of minors and the suppression of any form of exploitation - including through electronic instruments and computer - put in place in respect of the same.

SECTION III - BUSINESS CONDUCT

Art. 15 - Business relations

1. The Company in the conduct of business relations is based on the principles of legality, honesty, fairness, transparency and efficiency.

2. Subjects who act for or on behalf of the Company, in business dealings of the same interest and relations with the public administration, regardless of the competitiveness of the market or on the scale of the deal treaty shall behave in an ethical and respectful of laws and regulations and must act in accordance with the principles of fairness, diligence and economy.

3. In relations with suppliers, customers and third parties in general are not permitted offers of money, gifts or benefits of any kind in their personal capacity aimed at obtaining undue advantages of any real or apparent nature.

4. Each Subjects does not accept, nor does it, for themselves or for others, pressures, recommendations or reports, which could harm the Company or undue advantages for themselves, for the Company or third parties.

Each Subjetcs also rejects and does not make promises and / or improper offers of money, gifts or other benefits, except that they are of little value and not related to requests of any kind.

If a Subjects receives from a third party offer or a request for money, gifts or benefits of any kind, except for commercial or gifts of small value, it shall immediately inform their line manager or the Watch Structure, so that the necessary steps are taken.

Art. 16 - Protection of competition

The Company recognizes that fair competition, free and fair is a decisive factor for market growth and continuous improvement of the company and shall not, therefore, to behaviors in order to promote the conclusion of business for their own benefit in violation of the law.

Art. 17 - Relations with Suppliers

1. The selection of suppliers, the determination of the purchase of goods and / or services and the formulation of the conditions of purchase must be in accordance with the principles of this Code of Ethics and are based on an assessment of objective parameters such as quality, price of the good or service, warranty service, timeliness and efficiency. Particular attention in the choice of suppliers is also dedicated to the verification of their reliability and seriousness in terms of compliance with regulations from time to time in force and the specific rules governing the course of their work.

2. Procurement processes are governed by specific business rules that ensure the timely identification of suppliers and traceability of supply channels, in order to guarantee the quality and legitimacy of the goods and services purchased. In compliance with the law and best practice commercial, all purchasing processes are designed to obtain the maximum competitive advantage for the company as well as impartiality and granting equal opportunities to all suppliers in meeting the requirements.

3. If a Supplier in the performance of its business for the Company to adopt behaviors that are not in line with the principles contained in this Code or in the Organizational Model 231, will be adopted appropriate measures, such as - in severe cases - the resolution of outstanding contracts to the foreclosure of further collaboration.

Art. 18 - Relations with Customers

1. The Company pursues its activities by offering quality products and services at competitive and in compliance with industry standards and those for the protection of competition.

2. The Company recognizes that the appreciation of its customers is of paramount importance for its success in business. Therefore, the objective is to ensure an immediate response, qualified and competent to requests from its customers, inspiring their behavior in contractual correctness and transparency of contractual commitments as well as courtesy and cooperation.

Art. 19 - Relations with public institutions

1. The Company maintains a collaborative and transparent public institutions with national, EU and international ("Institutions") with the aim of facilitating dialogue on topics of specific interest.

2. The reports of the Company to the institutions and to public officials or public service, or organs, representatives, agents, representatives, members, employees, consultants, charged with public functions or services, public institutions, public administrations, public bodies, including economics, public bodies or companies to local, national or international level ("Public Officials") are held by the Legal representative and each employee, regardless of the work performed, the position held or function performed, or, if appropriate, by each collaborator, or other subjects, in compliance with current legislation, the principles set out in this Code of Ethics and company procedures applicable, on the basis of general principles of fairness, transparency and fairness.

3. They are, therefore, prohibited illegal payments in relations with institutions and with public officials. It is also prohibited practices of corruption, favoritism, collusion, requests for direct and / or indirect through promises of personal benefits in respect of any part of the Public Administration.

SECTION IV - HEALTH, SAFETY AND ENVIRONMENT

Art. 20 - Health and safety at work

The Company recognizes the importance and centrality of health and safety in the workplace, intended to be the fundamental rights of workers, in the performance of all business activities and is committed, therefore, to pursue the continuous improvement of business performance in the field of prevention and protection in the workplace.

Art. 21 - Environmental protection

1. The Company considers environmental protection as a key factor of the business and is inspired by the principles of respect and protection of the environment and the land, of the utmost importance, both for their intrinsic value and

in relation to their impact on the health of 'man and other living species. To this end, the Company is committed to compliance with applicable law and shall ensure that its business activities, in any industry is carried out, is in accordance with the highest standards of environmental compatibility and safety.

2. Particular attention is devoted to the collection and disposal of waste from business activities, which - if possible - are treated in accordance with the principles of differentiation and recycling, as required by current legislation and best practices.

SECTION V - DISCIPLINARY REGULATIONS

Art. 22 - Disciplinary Provisions

1. The violation of the provisions of this Code and the principles contained in the Organizational Models 231 (and related business processes to them) means the Recipients responsible for these violations - in order to protect the interests of the Company and in accordance with the provisions of the regulatory framework current - the application of disciplinary measures indicated, among other things, in the Organizational Model 231.

These violations, in fact, undermine the relationship of trust - characterized in terms of transparency, fairness, integrity and loyalty - established with the Company.

2. As to the Employees, compliance with the provisions of the Code of Ethics and Models 231 must be considered as an essential part of the contract obligations undertaken by the same Employees as per article 2104 of the Italian Civil Code. Therefore, their behaviours in violation of the conduct rules envisaged by the Code of Ethics and Models 231 are deemed as lack of compliance with primary obligations of the working relationship and they are relevant also as disciplinary non compliance, in the respect of the special rules (in particular the National Working Contract and the Companies' integrative contracts) and of the existing sector procedures (art. 7 of the Workers' Statute).

The kind and the entity of the sanctions envisaged by the existing contractual provisions shall be enforced taking into account:

- the intention of the behaviour or the degree of negligence, imprudence and unskillfulness shown
- the whole behaviour of the Employee with particular reference to the existence or not of previous disciplinary sanctions
- the functional position and the tasks of the Employee involved
- other particular relevant circumstances accompanying the infringement.

As to the Employees with a "manager" qualification, the above is applicable which refers to Employees with specific reference to the applicable National Working Contract of the Managers

3. As to the Consultants and/or any subject having business relations with the Company, regardless of their also temporary relation, the lack of compliance with the provisions of the Code of Ethics and Models 231 shall, as the case may be, constitute a lack of compliance with the contract obligations undertaken with all legal consequences, also as to the contract termination and/or the charge and may entail payment for damages occurred to the Company.

4. As to the Directors and Auditors, the relevant company's body shall from time to time adopt the most appropriate safeguard measures among those envisaged by the law from time to time applicable.

As to the subjects member of the Vigilance and Control Body as per the Legislative Decree 231/01, in case the relation with the Company involved is one of employer/employee, provisions applicable to the Employees shall be applied. In case, on the contrary, the relation is a collaboration/consultancy, the provisions envisaged for Consultants shall be applied.

SECTION VI - FINAL PROVISIONS

Art. 23 - Approval and amendment

The Code of Ethics, has been approved by the Board of the Directors of the Company.

Any possible future update, due to legal adjustments or to the evolution of civil sensitivity, shall be approved of by the Board of the Directors and timely handed out to all relevant Subjects.