

CODE OF ETHICS

Approved by the Board of Directors
of Rand S.r.l. on October 9th, 2013

Rev. 1

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FOREWORD

The present code of ethics encloses the values, behavioral norms and principles of business deontology that Rand S.r.l. acknowledges as its own, in accordance to which the business decision making processes are oriented, in the pursuit of the business purpose.

The present code of ethics forms an integral part of the Organization, Management and Control Model adopted by Rand.

The conduct norms here stated, around which the work of Rand is constantly and daily shaped, contribute to execute also Rand S.r.l. social responsibility policy, in full respect of fundamental human rights, human dignity, as well as the safeguard of environmental resources and goods.

1. OUR VISION

For years Rand S.r.l. has been performing design, production and commercialization with all the methods allowed by the law on medical devices, medical surgical devices, health and hygiene items and medicinal specialties in general. Thanks to the great experience acquired, to a series of high-level instruments and technologies and to the QMS certification in accordance to EN ISO 13485, issued by TUV SUD, Rand has all the credits also for the cooperation with public health authorities. Rand achievements are the outcome of a multi-year commitment in the manufacture of electro-medical devices characterized by the highest design and production

standards, by a production distinguished by the respect of the environment and the health and safety of its workers, as well as by the will to integrate the concepts of quality, work efficiency and occupational safety, still in the respect of the environment.

2. OUR MISSION

RanD S.r.l. Mission is to provide the patients with high-technology products that contribute in a significant manner to improve their health, following a path of technological innovation, based on the awareness of respect of the ethical and conduct principles stated in the present code.

3. AREA OF APPLICATION

The dispositions stated in the code of ethics are applied by all the subjects that, in accordance with the principles of healthy and safe management and in compliance with regional, national and community laws, as well as policies, plans, regulations and internal procedures, contribute to RanD *mission*.

Furthermore, the same Organization, Management and Control Model adopted by RanD are inspired by the principles of the present code of ethics in order to prevent and detect wrongdoing.

The present code of ethics is binding for the shareholders, the members of Company Bodies, the Top Management, the employees working in any

location, in Italy as well as abroad, and also for all those external to Rand but working directly or indirectly for Rand itself (e.g.: collaborators, self-employed workers, agents, consultants, auditing firms, customers, suppliers or any third party having or not contractual relationships with Rand S.r.l.), thus also for third parties.

The present code represents also a fundamental element of the Organization, Management and Control Model adopted by Rand in accordance and for the purposes of the Legislative Decree 231/01 with specific approval of the Board of Directors and represents an integral part of Model itself as concerns the expression and communication of the values and the basic behavioral norms.

In particular:

- all the subjects so called "addressees", with no exception, align the execution of their tasks, assignments and roles, for what concerns their responsibilities, to the principles stated in the code of ethics.

Rand commits to utilize the most suitable tools so that the code of ethics is properly divulged and fully implemented by the addressees, also including the third parties.

It is duty of all the addressees to know the content of the code of ethics, understand its meaning and actively ask for further explanations.

Lastly, the code of ethics becomes complementary to the principles and the rules stated in the procedural guidelines in force in Rand.

4. REFERENCE ETHICAL PRINCIPLES

With the adoption of the code of ethics, Rand commits to respect, in all its activities, the international, community, national and regional laws and regulations in force in Italy.

In the respect of the legality principle above stated and in Rand belief that, besides the technical-professional expertise, it is fundamental for the addressees to be aware of their ethical responsibilities, Rand commits to conform its own activities to the following principles:

- **Honesty:** in the relationships with the customers, the suppliers and third parties; it is the basic element of the good business practice.
- **Reciprocal respect:** all the activities of the addressees are performed in reciprocal respect; Rand commits to respect people's freedom of thought while asking them to accept and respect Rand identity.
- **Transparency:** Rand commits, in any kind of relationship with any stakeholder, to ensure that any operation and transaction is properly recorded, authorized, verifiable, lawful, coherent and congruous, while respecting the commitments deriving from the regulations in force about handling of personal information.
- **Verifiability:** all Rand activities are properly recorded in such manner to allow the assessment of the decision-making, authorization and development processes.

- **Confidentiality:** RanD assures the confidentiality of the owned information and their handling in accordance with what provided by the Consolidated Text on Privacy and by the "Safety Programmatic Document" adopted by RanD.
- **Quality:** Every employee has the responsibility to ensure that the highest quality standards are maintained for the products and services supplied by RanD. Disregarding RanD procedures and quality policy can lead to the application of disciplinary measures by regulatory agencies towards our plants and our products. But what is most important is that our customers and patients rely on our competence to receive efficacious and safe products and services. Each employee has a fundamental role to achieve and maintain the conformity to the Quality principles established by RanD and is responsible towards regulatory agencies, customers and patients.

5. COMPANY MANAGEMENT PRINCIPLES

RanD carries out an administrative, accounting and financial management aimed at ensuring the company continuity in the interests of customers, suppliers, third parties and, in general of all RanD stakeholders.

RanD accounting system ensures that recording of any economical/financial action is in full compliance with the accounting principles, criteria and modalities defined by the regulations in force.

6. RELATIONSHIPS WITH THE CUSTOMERS.

Rand S.r.l. adopts behavioral norms aiming at good quality relationships with customers and suppliers, in order to improve cooperation and maintain high professional standards.

In particular, regarding the relationships with the customers, all addressees of the present code of ethics shall:

- execute their tasks according to the principles of efficiency, expertise, professionalism, transparency, availability, alacrity and accuracy, in view of the fulfillment of the customer's needs and expectations;
- supply exhaustive and truthful information about the products and services supplied, in order to ensure high quality standards and enable the customer to make knowledgeable decisions;
- act in accordance with the laws, without abusing their position and with impartiality;
- ensure the confidentiality of the information gathered during the contacts, also in accordance to the personal data handling regulations;
- respect the law and, in particular, the legislative dispositions within the area of anti-laundering, against fencing and use of money, goods or utilities of illicit source.

7. RELATIONSHIPS WITH THE SUPPLIERS.

The behavioral norms indicated in the previous paragraph shall be applied also when dealing with the suppliers, towards which every addressee of the code of ethics shall:

- set behaviors driven by honesty and transparency;
- adopt, in the supplier selection, homogeneous evaluation criteria, ensuring equal opportunities and dignity; in particular, during the selection phase, objective parameters shall be implemented, such as: business structure, quality, benefit, price, efficiency, order processing and delivery timeliness;
- maintain the relationships already funded, also through a constant monitoring of the supplier over time.

In the selection of any kind of supplier, Rand applies criteria of comparative evaluation adequate to identify the most suitable contractor, in the proportion of the good/service quality compared to the best price or the most convenient offer, where relevant, also considering the supplier's expertise.

The subjects appointed to the drawing up of the contracts or to the assignment of any kind of charges on Rand behalf shall lead the negotiations in the pursuit of the maximum advantage for Rand and according to Rand implementation indications given as a guarantee of the contractor's choice, and aligning their actions to the principles of Transparency and Impartiality,

as defined in the paragraph "Reference ethical principles".

The above-mentioned subjects, during the execution of the charges assigned to them, shall act in the sole interest of Rand, abstaining from any behavior in which a conflict of interest might be seen, or that might constitute the grounds for a crime or other offences.

In the subcontract, operational or supply relationships, besides all the criteria and the principles stated, for customers as well as suppliers, all the addressees shall also:

- verify that the subcontractor or the self-employed worker has the expertise and the necessary skills and holds the assets, the equipment and the working resources necessary to assure the execution of the assigned tasks, managing the risks on its own, in the respect of the safety norms laid down in the L.Decree n. 81/08.

8. RELATIONSHIPS WITH THE MEDIA

Every communication towards the outside of Rand, realized by means of documentation, radio-tv, computer or oral form, shall be done in accordance with the rules and the discipline set to control the individual professional conducts.

In order to ensure complete and coherent information, it is stated that the relationships of Rand with the *mass-media* are held only by the people each time designated on purpose by the top management.

Each addressee shall respect the principles stated in the present code of ethics in every circumstance in which they, in any capacity, hold a relationship with the *mass-media* or use them to issue a statement that might, even only potentially, have a consequence for Rand image.

9. RELATIONSHIPS WITH THE EMPLOYEES

9.1 general principles.

Every employee and collaborator shall act fairly and in good faith respecting the obligations endorsed in the employment contract or in the charge undertaken and ensuring an active and intense cooperation, according to Rand guidelines, as well as know and observe the deontological norms stated in the present code of ethics, basing their behavior on respect, cooperation and mutual collaboration.

Every action, operation and negotiation and, in general, the behaviors set during the working activity shall be based on the principles of honesty, decency, integrity, transparency, legitimacy, clarity and mutual respect as well as being open to verifications and audits according to the regulations in force and to the internal procedures.

All the activities shall be carried out with professional care. Everyone must give his/her professional contribution in proportion to the assigned responsibilities.

The managers accept the position when they believe they can engage the

necessary time to the diligent execution of their duties, also considering the number of administrator or statutory auditor positions already held in other societies.

The personnel shall know and execute what planned by Rand in terms of environmental conservation, working safety and hygiene and confidentiality safeguard, in relation to his/her function and/or responsibility level.

9.2 Recruitment

Rand aligns its processes of recruitment and acquisition of personnel to the principles and values stated in the code of ethics according to comparative criteria based on credit and in accordance with the laws in force.

Moreover, Rand provides for optimizing the use of the human resources, aligning the related decision-making processes to the criterion of the pursuit of the highest efficiency and goal achievement. To this purpose, Rand human resources are employed following the criteria of credit, efficacy and efficiency, according to the Law, to the Collective Bargaining in force and to the reference ethical principles.

It is absolutely forbidden to the addressees to promise and carry out activities for the benefit of the customers or the suppliers, aimed at creating unequal treatment or privileged positions.

9.3 Norms of conduct

The employees fulfill their duties in accordance with the general principles of decency and good faith, with the dispositions stated in the art. 2104 and 2105 related to the duties of professional care, obedience and loyalty, to the commitments endorsed in the employment contract signed with Rand, working in accordance with what stated in the organization, management and control model and aligning their behavior to the dispositions of the present code of ethics.

The compliance with the dispositions of the code of ethics, in fact, constitutes integral and fundamental part of the contract duties referred to the employees.

The violation of these dispositions constitutes a failure to comply with the obligations deriving from any type of relationships held with Rand and, as such, disciplinary offence.

Employees are prohibited to receive money, gifts, goods, services, performances, favors or any kind of utilities (unless its modest value is a clear sign of mere courtesy) by customers, suppliers and, in any case, by third parties with which Rand holds relationships, with the mere purpose to influence the decisions to make, with a view to obtain more favorable treatments, undeserved services or to any other purpose.

On the occasion of festivities or particular recurrences, the employees who receive gifts or other utilities, other than those of modest value which are

due to usual courtesy, shall promptly inform their superior and the SB, that will estimate the entity and the relevance and, if necessary, arrange for its return, informing the customer, the supplier or the third party about Rand policy on the subject.

Rand requires that, in the internal and external working relationships, no harassment of any nature shall take place towards employees, suppliers, customers, visitors or other third parties. By harassment it is meant any form of threat, menace, behavior or verbal offense that is an obstacle to the untroubled line of duty or the abuse of authority by a superior.

Moreover, Rand requires that in the internal and external working relationships no discriminations of any nature towards employees, suppliers or users shall take place because of differences in gender, race, language, religion, political opinions, personal or social conditions.

Any person that, while working for Rand, holds the belief of being harassed or discriminated for any reason can inform the Personnel Manager. Any retaliation against who denounces or signals these regrettable facts is forbidden.

Rand promotes and appraises a system of continuous professional, ethical and moral training and updating.

9.4 Abuse of alcoholics or narcotic substances

Rand forbids the abuse of alcoholics during working hours and before

starting working to every employee or collaborator; moreover, RanD forbids and censures the consumption during working hours or before starting working of narcotic or hallucinogenic substances or any substances that might impede or prevent the regular working activity.

In any case, RanD discourages the abuse of alcoholics and the consumption of narcotic substances by all employees or collaborators also outside working hours and regardless of the effect of such behaviors on the regular working activity.

Chronic dependence by alcoholics and drugs having effects on the working performance and that might disturb the normal working activity will be treated as the above mentioned cases, regardless of the fact that the alcoholics abuse or the drug consumption by the employee or the collaborator did not take place during working hours.

9.5 Smoke

RanD imposes to respect the smoking ban defined by the law in force and, in any case, in the areas where it might cause a danger for people safety and locations healthiness.

10. RELATIONSHIPS WITH PUBLIC AUTHORITIES

The undertaking of charges with Public Authorities and Public Institutions at a local, national, EU and international level, is limited by RanD exclusively to the appointed and authorized functions, who are bound to fulfill their

tasks with integrity, independence and decency, in the respect of the laws and the principles of this code of ethics and in full compliance with the internal procedures as per the Model in force, according to the L.Decree. n. 231/01.

The relationships with the Public Authorities (including but not limited to: Ministries, Antitrust Authority, Authority for Communications Guarantees, Data Protection Authority, Internal Revenue Service, State Railways Company, Local Health Offices etc...) are, moreover, characterized by the maximum cooperation and aim at avoiding to obstacle the institutional activities in any way, as well as to behave or act in such ways that might be interpreted as attempts to influence the decisions of the P.A. in order to obtain more favorable treatments or any other purpose.

The addressees have the duty to verify that public funding, subsidies, loans and benefits possibly received by RanD are used for the activities or the realization of the initiatives for which they were granted, being forbidden any other use.

In detail, it is forbidden to the addressees of this code to:

- accept, offer or promise, even indirectly, money, gifts, goods, services, performances or undue favors in connection with the relationships with Functionaries or officeholders of the Public Authorities in general, Italian or foreigner, to promote or facilitate RanD business in the management of the relations of any nature with

the P.A.;

- consciously produce false documents or documents containing false or forged data, remove or omit due documents or information in order to influence or adjust the decisions of the P.A. or rather in order to obtain undeserved contributes, loans, preferential treatments or other disbursement by any P.A. body;
- take deceptive attitudes that might lead the P.A. to a wrong evaluation of the products or services offered by Rand.

11. WORKERS' HEALTH AND SAFETY (L.DECREE 81/08)

RanD commits to spread and strengthen a safety culture by developing a consciousness of risks and promoting responsible behaviors by all employees and collaborators; moreover, with the same goal in mind RanD S.r.l. works to preserve the health and safety of the workers in their working place as well as of any person entering RanD areas and facilities, mostly by means of preventive actions, by removing possible source of harms from the working area and at the same time equipping the employees with all the proper tools and the personal and collective protective devices necessary to safeguard them by any risk or danger for their safety.

For this purpose, RanD trains and informs all the employees about the conditions dictated by the law, as well as about the practices and

procedures adopted about health and safety care.

In the area of their own tasks and assignments, in turn, the employees and the collaborators actively participate and collaborate to the risk prevention, environment safeguard and health and safety care of the workplace towards themselves, their colleagues and third parties, and commit to respect the conditions fixed by the law and by activities and internal procedures adopted by Rand.

In the context described above, the phases of planning, procedurizing and proactive participation of the workers have the goal to make effective the preventive safeguard, being aimed at implementing the following general protection measures:

- eliminating the risks and, when this is not possible, reducing the risk to the minimum allowed by the acquired knowledge and by the technological progress;
- reducing the risks at their source;
- replacing what is dangerous with what is not, or less dangerous;
- updating the preventive measures following the organizational and production changes and the technological development;
- limiting the number of workers exposed to the risk;
- limiting the use of chemical, physical and biological agents in the work place;
- removing the worker from exposure to risk for reasons connected to

his/her person and relocating him/her to another position, when possible;

- giving adequate instructions to the workers;
- giving collective protective measures priority over the individual ones;
- respecting the ergonomic principles in the work arrangement, in the layout of the workspace, in the selection of the equipment and in the definition of the working methods, with the specific purpose to reduce the consequences on health of monotonous and repetitive tasks.

12. CONFLICT OF INTEREST

Administrators, statutory auditors, managers, employees and collaborators of Rand shall avoid to undertake activities that might even potentially be in conflict with Rand business or that might interfere with the competence to take fair decisions in the best interest of Rand and in full compliance with the norms in the code of ethics.

Rand S.r.l. acknowledges and respects the right of the above mentioned subjects to participate to investments, businesses or other kind of activities out of what done for Rand business, provided that these are activities allowed by the law and by contractual norms and compatible with the charges taken as members of the Top Management, employees and collaborators.

Situations that might cause conflict of interest include, but are not limited to:

- having top management roles or having economic or financial interests in competitor companies or firms;
- performing any kind of working tasks for competitor companies or firms;
- taking advantage of the role in Rand to carry on interests against those of Rand;
- closing, refining or beginning deals and/or contracts on behalf of Rand, from which might derive personal advantages, or accepting money or other benefits, or favors by natural or judicial persons that do or are willing to do business with Rand.

Before accepting a consultancy, managerial, administrative, employee or self-employee position, or other position by another subject, or in case a conflict of interest, even potential, may arise, every employee shall inform his/her superior or the Personnel Manager.

Equally, every employee who has learnt about situations of conflict of interests regarding other employees shall inform Rand, following the above mentioned methods.

It is forbidden to use confidential information gathered during the execution of the tasks to take advantage for oneself or for a third party.

13. SAFEGUARD OF RAN D ASSETS AND OF THE WORK ENVIRONMENT

Every addressee of the present Code shall safeguard RanD assets, taking care of the movable properties and the buildings as well as all RanD equipment.

13.1 IT and telematic resources of RanD

All the addressees of the code of ethics shall safeguard the IT and telematic properties of RanD, protecting the technological resources and the IT services of RanD.

Every employee and collaborator:

- shall follow with great care what stated by the above-mentioned internal procedures and by RanD security policy, also with the purpose of not compromising the features and security of the information system;
- shall not send threatening and/or harassing e-mails and, in general, not pertinent to his/her working activities or damaging for RanD image;
- shall keep and not share with unauthorized third parties personal passwords and codes for accessing RanD databases;
- shall not copy for personal use any company software, nor use for personal purposes the available equipment;
- shall not download on company computers unauthorized software and/or files that are not strictly connected to the tasks performed or

that are illegal;

- shall not browse web sites not relevant to the working tasks;
- shall not use RanD communication systems (e-mail, intranet, etc.) to negotiate the purchase or the sale of goods and services unrelated to the working activities or spread material that is indecorous, offensive or damaging for RanD or for third parties.

Every addressee is responsible for protecting the technological goods and resources received and shall immediately inform their manager in case of potential damaging events for such goods and resources.

14. INTERNAL CONTROLS

The term "internal controls" refers to all the tools necessary or useful to drive, check and pursuit RanD business with the purpose to ensure the compliance with the laws and RanD procedures, protect RanD assets, effectively manage RanD activities and give trustworthy, reliable and accurate information about the assets & liabilities statement and the economic and financial situation of RanD, as well as identify and prevent any risk to which RanD might be exposed.

It is duty of RanD to promote at any level an internal culture characterized by the awareness of the controls and driven by the implementation of such controls.

As pertaining to their area of competence, employees shall:

- contribute to the proper functioning of the control system;
- responsibly protect Rand assets, tangible or intangible, necessary for the execution of the assignments and avoid misuse.

The tasks of supervising over observance the updating of the organization, management and control model, of this code of ethics - with reference to the dispositions, the rules, principles and bans aimed at reducing the risks of committing offence as per L.Decree 231/01 -, to spread Rand values and ethical principles, to suggest improvements to the Model and Code, to clarify possible doubts about interpretation and applicability are assigned to the Supervisory Body set up in accordance with the L.Decree 231/01 with dedicated approval by the Board of Directors.

The task to monitor and supervise the compliance and updating of this code of ethics for any other dispositions, norms, principles and bans not strictly aimed at reducing the risks of committing offence as per L.Decree 231/01 are assigned to the Supervisory Body.

The Supervisory Body has also the task to receive the warnings of possible violations of this code - with reference to the dispositions, norms, principles and bans aimed at reducing the risks of committing offence as per L.Decree 231/01.

In fact, the Supervisory Body is in charge of applying typified disciplinary sanctions, also on the occasion of proven behaviors not led by the principles and norms stated in the present code and in the disciplinary sanctioning

system, to which it is recommended to make reference, which forms integral part of the Model adopted by Rand.

The warnings of possible violations of the code will also be notified to the C.E.O. by the Supervisory Body in accordance with the procedures defined in the organization, management and control model.

**APPENDIX A
MODIFICATION HISTORY**

Rev.	Date	Change description
1	09/10/2013	First document issue