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EXTRACT

Organisation, Management and Control Model

General Part

of

Mediberg S.r.l.

Calcinate, 26 November 2014

Mediberg S.r.l. - Registered office and production facility: Via Vezze 16/18 - 24050 Calcinate (Bg) ITALY
Tel. +39/0358354911 (automatic answer) - Fax +39/0354429074 - e mailinfo@mediberg.com - Tax Code and VAT Number 0147280162
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I Organisation and Management Model of Mediberg S.r.l.

Having regard to the purposes of a Model pursuant to Legislative Decree 231/01 Mediberg S.r.l. - aware of the need to ensure conditions of fairness and transparency in the conduct of business and corporate activities in order to protect its image, shareholders and employees - deemed it compliant with its corporate policies to implement the Model.

II this document, in addition to representing a possible exemption from liability, pursues the following fundamental objectives:

- to raise awareness and remind the Recipients of the Model to behave correctly and to comply with internal and external regulations;
- effectively prevent the commission of the offences envisaged by the Decree;
- implement the values declared in its Code of Ethics in a practical sense.

Consequently, from an organisational point of view, the Company believes that the adoption of the Model can also contribute to the achievement of the following results:

- increase the effectiveness and efficiency of corporate operations in implementing company strategies. The Model implements control mechanisms and behaviours that promote compliance with internal and external regulations;
- improve competitiveness on national and international markets. The Model constitutes a form of guarantee for the company's "Stakeholders (all private and public subjects, Italian and foreign - individuals, groups, companies, institutions - who have contact with the company in any capacity: suppliers, investors, employees, etc.) against the issue of economic crime.

  By making the Company increasingly ethical in the eyes of *"third parties",* the image of Mediberg S.r.l. is strengthened in the public opinion, with a consequent increase in trust in business relationships between the company and investors and between itself and customers (both potential and acquired);
- improve the internal working environment. The Model promotes the training of personnel and the empowerment of individuals. The contribution of human resources (employees and collaborators) to the supervision of operational compliance with internal and external regulations is enhanced, and behaviours based on principles such as honesty, professionalism, seriousness and loyalty are encouraged.

In conclusion, the Model allows the Company both to protect its corporate assets, avoiding the application of pecuniary and disqualifying sanctions, and to manage the Company in a more organised and more aware manner, based on the principles of

correct administration, favouring the achievement of economic development objectives.

1.1 Methodology followed for the preparation of the Model

1.1.1 Premise

Art. 6, paragraph 2, lett. a) of the Decree indicates, as one of the requirements of the Model, the identification of the so-called "sensitive activities", that is, those company activities in which there is a potential risk of commission or, where provided, of attempted commission of one of the offences expressly referred to by the Decree itself or by Law 146/2006.

Therefore, the operational reality of Mediberg S.r.l. was analysed, searching for the company sectors in which the aforementioned risk resides, highlighting the most significant moments and processes.

At the same time, an investigation was carried out on the constitutive elements of the predicate offences in relation to the Company's activity, in order to identify the specific behaviours that, in the corporate context, could lead to the criminal offences.

1.1.2 Preparatory phases for the creation of the Model

The Company, in consideration of the provisions of the Decree, has launched a project aimed at preparing this Model, giving a specific mandate to external consultants with the necessary know-how.

The drafting of the Model was preceded by a series of preparatory actions, listed below:

1.1.2.1 Identification of the methodology for drafting the Mediberg S.r.l. Model

This phase aimed to identify the methodological approach that Mediberg S.r.l. adopted for the drafting of the Model.

This preliminary phase is made necessary by the fact that the Legislative Decree 231/01 does not provide clear and exhaustive indications on how to build a Model so that a Company is exempt from liability, in the event that a predicate crime is committed in its interest/to its advantage. The only normative references are represented by articles 5, 6 and 7 of the Decree.

Both the Trade Associations and the law, with some rulings on the matter, have intervened in the legislator's omission with the issue of Guidelines; this was not enough to eliminate some interpretative uncertainties on the Decree

and, consequently, on how to draw up the Model.

Therefore, Mediberg S.r.l., has prepared a document regarding the methodology for the drafting of the Model which was approved by resolution of the Sole Director on 27 February 2014.

1.1.2.2 Preliminary analysis of the business context

The subsequent phase aimed to preventively examine, through documentary analysis, the organisation and activities of the Company, as well as to identify the risk profiles outlined in the Decree through ad-hoc interviews with some members of the Company.
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From this phase it was possible to identify, within the Company's structure, a series of Sensitive Activities in the performance of which one or more predicate offences could be hypothesised. Following this investigation phase, the methods for managing the Sensitive Activities, the existing control system for the same, as well as the compliance of the latter with the commonly accepted internal control principles were identified.

1.1.2.3 Carrying out the "Gap Analysis"

On the basis of the situation of the existing controls and procedures in relation to Sensitive Activities and the provisions and purposes of the Decree, the actions for improving the current internal control system and the essential organisational requirements for the definition of this Model were identified.

The *"Gap Analysis"* consists of an analysis of the organisation and activities of Mediberg S.r.l. aimed at:

a) verifying that the Company's organisational system is sufficiently clear - especially as regards the attribution of responsibilities, the lines of hierarchical dependence and the description of tasks - and formalised in:
    - an organisation chart, which clearly defines the lines of hierarchical dependence and the functional links between the various positions that make up the structure itself;
    - a document which indicates, for each corporate function, the attribution of responsibilities and the description of duties;
    - an organisational system that assigns any powers of authorisation and signature in line with organisational and managerial responsibilities, precisely indicating the approval thresholds for expenses, especially as regards those activities considered at risk of offences;

b) identify the so-called "Sensitive Activities" (SA), i.e. the activities carried out by the corporate functions of Mediberg S.r.l. where there is a risk of potential commission of an offence provided for by the Decree or by Law 146/2006;

c) locate the so-called "Internal Control System" (ICS) existing for the SA (for example, written procedures, computer applications, etc. ...) adopted by the Company, assessing its suitability for preventing the risk of potential commission of an offence envisaged by the Decree or by Law 146/2006;

d) on the basis of the situation of the existing controls and the identified organisational structure, indicate any improvement actions for the current internal control system and organisational requirements.

1.2 Constitutive elements and adoption of the Model

The Mediberg S.r.l. Model consists of the following documents:

e) a general part: *"General Part Model - GP Model";*

f) a special part: *"Special Part Model - SPModel";*

g) four Annexes:

- *"Guidelines"*
- *"Code of Ethics";*
- *"Disciplinary System"*
- *"Regulations of the Supervisory Body".*

All the aforementioned components (GP Model, SP Model PS, Annexes) are to be considered an integral part of the Company's Model itself.

The Model General Part, Special Part, the Guidelines, the Code of Ethics and the Disciplinary System are approved by resolution of the Sole Director.

The SB Regulations are approved and updated by the Supervisory Body itself.

1.2.1 General Part (OMM - GP)

The Model GP is the document in which the Company sets out the principles of the Decree and outlines the structure of the Model to Mediberg S.r.l. Recipients..

1.2.2 Special Part (OMM - SP)

The Model Special Part constitutes the summary of the *"Risk Mapping"* activity carried out by the Company and, in particular, has the following objective:

- to promote knowledge of relevant offences pursuant to the Decree within the Company's activities;
- to identify the general principles of control in place at the Company;
- to reaffirm the principles of conduct to be followed in carrying out activities at risk of offences.

The Model SP consists of:

- as many Special Parts as there are Organisational Units featuring one or more sensitive activities;
- a Special Section pursuant to art. 25 septies of Legislative Decree 231/01 (protection of health and safety at work).

The Special Parts of the Model for each OU display the Sensitive Activities. Each SA is associated with the heading and the article of the offence or offences provided for by Legislative Decree 231/01 or Law 146/2006, in a table, and for each predicate offence identified, the following are specified:

- the relevance of this association by clarifying the causal link between organisational responsibility and predicate offence;
- the protocol or protocols for the prevention of the related predicate offence.

The Special Section pursuant to art. 25 septies of Legislative Decree 231/01 displays the Sensitive Activity and, for each SA, the Organisational Units involved in the Sensitive Activity in question, their activities and the protocols for the prevention of offences pursuant to art. 589 and 590 of the Italian Criminal Code are identified in a table.

1.2.2.1 Prevention protocols

The Mediberg S.r.l. Model illustrates the measures aimed at preventing the risk of commission of the predicate offences, relevant for the purposes of the Company's liability.

These safeguards are divided into two levels of control:

- The *"general protocols"* which, as they are always present in all sensitive activities taken into consideration by the Model Special Part, are described in the Model General Part;
- The *"specific protocols"* which outline particular provisions aimed at regulating the specific aspects of Sensitive Activities are described in the Model Special Part.

The general prevention protocols of the activities are:

a) Internal regulations

Over time Mediberg S.r.l. has acquired a set of corporate provisions suitable for

provide those who work on its behalf with both general and specific reference principles for regulating the activities carried out and which the operators themselves are required to comply with; the provisions are continuously updated.

The internal regulations of the Company are composed of:

- Statute;
- Organisational chart;
- Organisational Handbook;
- Quality handbook with related procedures, forms, instruction notes and operating instructions.

Regarding quality system documentation, the procedure *"PR03 Document Management"* regulates the issue and updating of internal regulations, defining tasks, procedures and responsibilities for their proper and efficient management.

b) Quality management system (QMS)

The Mediberg S.r.l. quality management system (QMS) is certified to ISO 9001. The QMS certification is the Company's certificate of conformity with the applicable requirements of the ISO 9001 standard, currently in the 2008 edition.

The Quality Management System comprises the organisational structure, capabilities, resources, synergies, activities, controls and responsibilities that aim to ensure compliance of products and services with the specified requirements for complete Customer satisfaction. This system is described in the *"Quality Handbook"* and in a series of procedures and technical instructions or work notes collected separately as well as in the documentation referred to in the Handbook and procedures.

In particular, the Quality Management System implemented at Mediberg S.r.l., also in compliance with the principle of "*continuous improvement*", keeps work processes under control by assigning responsibility, managing information flows and storing the inherent documentation, acting, in this sense, as a general prevention protocol for the purposes of the Company Model.

The QMS is subject to the following on a regular basis:

- an annual review by the Company's senior management and by the Quality Assurance Manager, a review aimed at ensuring the adequacy and effectiveness of the QMS, identifying and implementing any corrective and improvement actions deemed necessary. The QMS review is expressly regulated in the procedure *"PR01 Review of the quality system*";

- Internal audits of the quality system, aimed at ascertaining the correct and effective application of the Quality Management System and adopting any corrective actions if it is inadequate. The audit of the QMS is specifically covered in the *"PR11 Internal Audits"* procedure.

c) *Criteria for archiving documentation and traceability of operations*

The formation of deeds and information/document sources, used to support the activity carried out, can always be reconstructed, in order to guarantee the transparency and controllability of the choices made and each operation and/or corporate transaction is authorised by those with the power to do so. The documents concerning the activity are archived and kept by the competent department. The operations carried out within Mediberg S.r.l. are governed by mechanisms that allow the identification of the activities carried out, of the authors, and of the information elements relating to the decisions taken.

1.2.3 Guidelines

The Guidelines represent the legal description of the types of offence.

In this document, for each individual type of offence referred to by the Decree or by Law 146/2006, the following are outlined:

- the methods by which the offence was committed;
- the possible authors identified by the incriminating law;
- one or more examples of how the offence could occur within the company reality.

1.2.4 Code of Ethics

The Code of Ethics is the document with which an entity sets out the set of rights, duties and responsibilities of the company with respect to all the subjects with which it enters into a relationship for the achievement of its corporate purpose. Furthermore, the Code of Ethics aims to establish ethical "standards" of reference and rules of conduct that the Recipients of the Code must respect in their relations with the entity for the purpose of preventing and repressing illegal conduct, which may or may not be classified as offences.

The Code is necessary pursuant to article 6 paragraph 2 lett. b) of the Decree.

1.2.5 Disciplinary System

The preparation of an adequate Disciplinary System for the violation of the rules of conduct imposed by the Code of Ethics and/or by the OMM and the Preventive Protocols envisaged therein, is an essential requirement to effectively implement the Model, as required by Articles 6 paragraph 2 and 7, fourth paragraph of Legislative Decree No. 231 of

2001.

The Disciplinary System protects the effectiveness of the control mechanism on compliance with the provisions contained in the Model and in the Code of Ethics.

1.2.6 Supervisory Body Regulations

The SB Regulations is the document which governs the functioning of this Body.

1.2.7 Relationship between Model, Code of Ethics and Disciplinary System

The Mediberg S.r.l. Code of Ethics is the document adopted by the Company which expresses the commitments, principles and ethical responsibilities of Mediberg S.r.l. in the conduct of business and company activities and defines the lines of conduct that must be adopted by the Recipients of this document.

Consequently, the Code of Ethics:

h) identifies the principles to which Mediberg S.r.l. must adhere in relations with Stakeholders, recognises a positive ethical value in order to direct its activity and that of the Recipients towards a path of legality, efficiency, transparency, competence, integrity and correctness;

i) recommends, promotes or prohibits certain behaviours that the Recipients of the Code of Ethics must uphold in relathion to Mediberg S.r.l., beyond and independently of the provisions of the law.

The Mediberg S.r.l. Model is the document adopted by the Company with which Mediberg S.r.l. has built a structured and organic system of procedures and control activities, to be carried out also in a preventive manner (ex ante control), aimed at preventing the commission of the various offences contemplated by the Decree. It complies with the provisions contained in the Code of Ethics, which is an integral part of it as a prevention protocol.

In this respect:

j) the Code of Ethics represents a tool adopted autonomously and is susceptible to application on a general level by the Company in order to express the principles of "corporate ethics" recognised as its own and on which it requires everyone to comply with;

k) the Model, although inspired by the principles of the Code of Ethics, responds instead to specific provisions contained in the Decree, aimed at preventing the commission of particular types of offences (for facts which, apparently committed to the advantage of the company, may involve administrative liability under the provisions of the same Decree) and apply to the subjects identified as Recipients of the Model.

The Code of Ethics conforms to the principles indicated in the "Confindustria Guidelines for the construction of organisation, management and control models pursuant to Legislative Decree 231/2001".

Compliance with the provisions contained in the Model and in the Code of Ethics entails the provision of an adequate Disciplinary System. To this end, Mediberg S.r.l. has drawn up the Model by making the violations of the provisions of the Model and the Code of Ethics homogeneous and uniform in terms of sanctions.

1.3 Recipients of the Model

1.3.1 Senior managers or subordinates

The Decree identifies the potential perpetrators of the predicate offences which, if committed, could render Mediberg S.r.l. liable. In accordance with art. 5 of Legislative Decree 231/01, these are:

a) persons who hold representative, administrative or management functions in the Company or one of its Organisational Units with financial and functional autonomy, as well as persons who exercise, even de facto, the management and control of the same (the so-called "*Senior Management*");

b) the individuals subject to the management or supervision of one of the subjects referred to in the previous letter a) (the so-called "*Subordinates*").

On the basis of the provisions of the aforementioned article, the Company identifies the following persons as Senior Managers or Subordinates for the purposes of the Model:

- The Partners;
- the Sole Director;
- the members of the Supervisory Body;
- employees as defined in the National Collective Labour Agreement applied by the Company (by way of example, blue-collar, clerk, middle manager, manager);
- Collaborators, such as interns, project workers, temporary workers, agency workers;
- single agents or multiple agents.

I Shareholders, the Sole Director, the members of the Supervisory Body are Senior Managers as they have functions of representation and/or administration and/or management and/or control of Mediberg S.r.l. Having said that, the Company adopts, with regard to the control functions, a logical interpretation of art. 5 of the Decree including the aforementioned functions among the subjects falling into this category.

II Employees are Subordinates pursuant to art. 2094 of the Civil Code[1] which considers the

[1] Art. 2094 of the Italian Civil Code. Employee: an employee is a person who undertakes

employee to be in the employ and under the direction of the Company.

Even if Collaborators such as interns, project workers, temporary workers, agency workers do not carry out an activity attributable to an employment contract, they are subordinates as they operate under the direction and supervision of the Company's internal staff.

With regard to single agents or multiple agents, they are subordinates to Senior Management as they operate under the direction of the Company in accordance with the provisions of CHAPTER X - *On the agency contract* - of the Civil Code. The activity they carry out,while autonomous, is characterised by continuity of service and coordination with the Company's activity which, pursuant to art. 1746 of the Italian Civil Code[* 2] , has a power of direction over the Agent.

Pursuant to art. 5 of the Decree, *"Third Parties",* such as Distributors, commercial partners, consultants and suppliers of goods and services are not subordinates, as they do not perform the functions of Senior Management and are not subject to the power of direction and/or supervision by the Company. However, Mediberg S.r.l. is aware of the fact that it could be liable for an offence where the Senior Manager or the Subordinate participates in the commission of the predicate offence, in the interest and/or to the advantage of Mediberg S.r.l.., with Third Parties. This hypothesis is represented in the Italian Criminal Code under articles 110 and 113.

Having said that, Third Parties are Recipients of the Code of Ethics of Mediberg S.r.l. and contractual relations with them include specific contractual clauses in which the contractor declares to be aware the content of the Company's Code of Ethics, also with reference to the disciplinary provisions, with the assumption of the obligation to comply with them, under penalty of termination of the contractual relationship and compensation for the greater damage suffered by the Company due to illicit behaviour, also deriving from the application, by the judicial authority, of the measures/sanctions provided for by the Decree.

1.3.2 Recipients of the various components of the Model

Given that the Model is made up of a General Part, a Special Part and Annexes, the different components of the Model may have different Recipients.

The "*Recipients of the Model GP and SP*" are the Senior Management and the Subordinates.

1 "*Recipients of the Code of Ethics*" are people who, linked by a legal relationship

for remuneration, to collaborate in the undertaking by providing intellectual or manual labour in the employ

[2] Article 1746 Obligations of the agent - paragraph 1: In carrying out the assignment, the agent must protect the interests of the principal and act with loyalty and good faith. In particular, they must fulfil the task entrusted to them in accordance with the instructions received and provide the principal with information regarding market conditions in the area assigned to them, and any other information useful for evaluating the convenience of individual business. Any contrary agreement is void. (..)

with the Company, must comply with the principles and provisions of the aforementioned Code.

They are Senior Management, the Subordinates and the Third Parties.

The "*Recipients of the Disciplinary System*" are the Recipients of the Model and/or the Recipients of the Code of Ethics. They are Senior Management, the Subordinates and the Third Parties.

The "*Recipients of the Supervisory Body Regulations*" are the members of the SB.

1.4 Dissemination and communication of the Model

With regard to the dissemination of the Model, Mediberg S.r.l. publishes a declaration on the company website in which it states the Company's voluntary adaptation to the Decree, making a copy of the Code of Ethics available to anyone who intends to view it.

With regard to communication, the Company proceeds as follows:

a) Model General Part and Model Special Part

A paper copy of the Model General Part and Model Special Part is delivered, with an accompanying letter to be signed as proof of receipt, to Senior Management and Subordinates under the Model. In particular, with regard to the Model Special Part, this document, organised by Organisational Unit, is distributed to the relevant OU.

With the exception of agents and production and warehouse personnel, the remaining Recipients are provided - in a company directory dedicated to the Decree - with a copy of the Model GP Model in an electronic and non-editable version.

b) Code of Ethics

A hard copy of the Code of Ethics is delivered, with an accompanying letter to be signed for proof of receipt, to Senior Management and Subordinates under the Model.

With the exception of agents and production and warehouse personnel, the remaining Senior Management and subordinates are provided - in a company directory dedicated to the Decree - with a copy of the Code of Ethics in an electronic and non-editable version.

With regard to Third Parties, the Code of Ethics is available on the Company's website.

c) Disciplinary System

A paper copy of the Disciplinary System is delivered, with an accompanying letter to be signed for proof of receipt, to Senior Management and Subordinates under the Model.

With the exception of agents and production and warehouse personnel, the remaining Senior Management and Subordinates are provided - in a company directory dedicated to the Decree - with a copy of the Disciplinary System in an electronic and non-editable

version.

With regard to Third Parties, the part of the Disciplinary System applicable to them is communicated through the clauses to be affixed to the related contracts.

d) Supervisory Body Regulations

The SB Regulations are under the responsibility of the Supervisory Body and are communicated only to the Sole Director.

1.5 Training of Senior Management and Subordinates

Following the adoption of the Model, training on the contents and updates of the OMM is carried out on the instigation of the Supervisory Body which, in cooperation with the competent functions, defines the programme of training courses each year, making sure that it is relevant to the roles and the responsibilities of the Recipients. Participation in training courses is mandatory for Recipients

The training interventions include the following contents:

- a general part concerning the reference regulatory framework (Legislative Decree 231/2001 and predicate offences) and other aspects contained in the general part of the Model;
- a special part concerning sensitive activities and pertinent prevention protocols, to be established also according to organisational, legislative and risk perception changes;
- a test to assess the degree to which the training received has been learned.

The training is delivered through classroom sessions, with dedicated meetings or through the introduction of specific modules in the context of other training sessions, depending on the contents and recipients of the latter, with questionnaires to test the degree of learning.

The contents of the training sessions are updated whenever the Model is updated.

The following sessions are foreseen:

- sessions for each organisational unit;
- sessions for agents;
- sessions for new hires (in addition to what has been prepared as information on the subject during the hiring phase);
- specific sessions in case of updates.

Participation in training sessions is mandatory. The Supervisory Body,

also through the appropriate corporate structures, collects and archives the evidence/certificates relating to actual participation in said training.

1.5.1 Training of the Supervisory Body

The training of the Supervisory Body is aimed at providing it with a high level of understanding - from a technical point of view - of the Model as well as the tools useful for carrying out its supervisory duties in an appropriate manner. This training can generally take place through participation in:

- organised courses, conferences or seminars;
- meetings with experts in liability, pursuant to Legislative Decree 231/01, or in criminal matters.

1.6 Updating the Model

In compliance with the provisions of art. 6, paragraph 1, lett. b) of the Decree, the Supervisory Body is entrusted with the task of updating the Model.

To this end, the Supervisory Body, possibly availing itself of the support of the corporate functions in charge of organisational changes and, where existing, dedicated to monitoring regulatory and legal innovations, shall inform the Sole Director of the need to update the Model, also providing indications on how to make these changes.

The Sole Director - having assessed the need to update the Model reported by the Supervisory Body - resolves on the updating of the Model, identifying the ways to make these changes and the company functions possibly involved in the project.

The factors that make it necessary to adapt and update the Model are:

- issuing of a new regulatory provision that integrates the predicate offences;
- modification or repeal of a legislative provision in force;
- issue of a new jurisprudential provision affecting the Model adopted by Mediberg S.r.l.;
- changes to the corporate structure of Mediberg S.r.l. (e.g. acquisitions of new shareholdings, sale of company branches);
- changes to the organisational Handbook of Mediberg S.r.l.;

- changes to the Mediberg S.r.l. organisational chart;
- changes to the company regulations recorded as a prevention protocol in the Mediberg S.r.l. Model;
- changes to company information systems that may affect the risk profile of Mediberg S.r.l.;
- significant violations of the Mediberg S.r.l. Model and/or results of checks on the effectiveness of the same.

The approval of the update of the Model shall be immediately communicated to the Supervisory Body, which, in turn, supervises the correct implementation and dissemination of the updates made.