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Ethical Code

Preamble

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Preamble

This Code sets out the "ethical principles", understood as the set of values, principles and rules of conduct in the management of business affairs and corporate activities adopted by Fideliomed's corporate officers, employees and collaborators (hereinafter also the "Company"), whether shareholders, directors or employees in any capacity.

The Company is convinced that ethics in the conduct of its business is an essential condition for its success, a tool for promoting its image and an essential asset of the Company.

To this end, Fideliomed has decided to adopt its own Ethical Code which, in line with the principles of fairness, loyalty and honesty already shared within the company, is intended to govern the company's activities through rules of conduct.

A company behaves ethically when it operates in full compliance with the applicable laws and embraces the social values that underpin our civilization. It establishes fair relationships with all stakeholders and plays a positive role in the social and economic context in which it operates.

In daily actions and decision-making, everyone must always bear in mind that at stake are not only the interests, rights and duties of Fideliomed, but also those of other internal and external stakeholders.

Approval of the Ethical Code is a fundamental step in the implementation of an Organization, Management and Control Model in accordance with the provisions of Legislative Decree 231/2001.

This Code is binding on the Company and all its corporate officers, employees and collaborators.

Fideliomed also requires all its main stakeholders (such as significant suppliers and clients) to comply, within the scope of their autonomous operations and in particular in their dealings with Fideliomed, with the general principles of this Code, while respecting religious, cultural and social specificities.

To protect its image and safeguard its resources, the Company will not maintain relationships of any kind with parties that do not intend to operate in full compliance with applicable legislation and/or that refuse to behave in accordance with the ethical principles and rules of conduct laid down in this Code.

This Code forms an integral part of the Company's organization, management and control system pursuant to Legislative Decree 8 June 2001, no. 231, "Regulations on the administrative liability of legal entities, companies and associations, including those without legal personality, pursuant to Article 11 of Law 29 September 2000, no. 300".

For the effectiveness and mandatory nature of the Ethical Code, it will be published on the Company's website (www.fideliomed.com) and will be made available to and accepted by all the Company's stakeholders.

Definitions

In this Code, the following terms shall have the meanings set out below:

“Code” means this Code and any annexes, as amended or supplemented from time to time.

“Recipients” means the persons to whom the provisions of this Code apply and, in particular, shareholders, directors, Employees, Managers, Collaborators (e.g. consultants, agents), suppliers and clients.

“Employees” means persons who have an employment relationship with the Company, including fixed-term or part-time workers.

“Corporate Officers” means, from time to time, the Chair and the members of the other corporate bodies possibly established pursuant to Article 2380 of the Italian Civil Code (as amended by Legislative Decree 17 January 2003 no. 6) or special laws, as well as any other person in a senior position, meaning any person who performs representation, administration or management functions.

“Supervisory Body” means the body provided for by Article 6 of the “Decree”, responsible for monitoring the functioning of and compliance with the organization, management and control model and its updating.

“Managers” means each person responsible for one or more areas, in accordance with the Company’s organizational chart as updated from time to time.

2.2 Activities

The Company’s exclusive purpose is the development, production and commercialization of innovative products and/or services with high technological value and, more specifically, the design and development of medical diagnostic devices aimed at real-time testing of common and treatable diseases and at clinical decision support at the level of community medicine, outpatient clinics, pharmacies, home care and specialist care, with particular focus on vulnerable populations. The Company also envisages integration of the medical device with a digital platform, supported by AI, for predictive diagnostics and data analysis. The Company may carry out commercial and industrial operations that are necessary or useful to achieve its corporate purpose.

2.3 Scope of Application and Effectiveness of the Code

The provisions of this Code apply to the Recipients, without prejudice to the application of mandatory provisions of law and contract (including national, territorial and company collective bargaining), as applicable from time to time to their relationships with the Company.

This Code also applies to all those who, in various capacities, directly or indirectly, on a permanent or temporary basis, operate in the interest of the Company as well as to its clients and suppliers, in accordance with the law and/or the agreements concluded with them and within the limits set by this Code.

The principles and rules set out in this Ethical Code must be interpreted in line with applicable legislation and, at company level, are implemented through company policies, protocols and procedures, including those of the Organizational Model pursuant to Legislative Decree 231/01 and the integrated Company Management System.

2.4 Effectiveness of this Code with regard to Employees, Collaborators, Managers and Corporate Officers

Directors and Managers have a duty to know the contents of the Ethical Code, to adopt conduct consistent with its contents and to set an example for their collaborators.

Employees must comply with the provisions of the Ethical Code as an essential part of their contractual obligations arising from their employment relationship, pursuant to Article 2104 of the Italian Civil Code.

Violation of the principles set out in this Code may constitute a breach of contract and/or a disciplinary offence and, where appropriate, may entail compensation for any damage suffered by the Company as a result of such violation, in accordance with applicable legislation and collective agreements, as in force from time to time.

Recipients are required to comply with the provisions of this Code both in their relationships with each other (so-called internal relationships) and in their dealings with third parties (so-called external relationships). In particular:

For the purposes of this Code, each Manager is directly responsible for coordinating and/or supervising the collaborators under his or her direction and for preventing violations of this Code. In particular, each Manager is required to:

- clearly, precisely and comprehensively inform their collaborators of the obligations to be fulfilled and, specifically, of the obligation to comply with statutory provisions and with this Code;
- make it clear to their collaborators that, in addition to disapproving any violations of this Code, such violations may constitute a breach of contract and/or a disciplinary offence, in accordance with applicable legislation, and may therefore be subject to sanctions;
- promptly report to their superior or to the Supervisory Body their own findings as well as any information they may receive from their collaborators regarding violations of this Code by any Employee or Collaborator;
- within the scope of their responsibilities, implement or promote the adoption of appropriate measures to prevent ongoing violations and prevent retaliation against their collaborators or any other Employee or Collaborator.

2.5 Effectiveness of this Code with regard to third parties

Any Recipient who, in the performance of their duties, comes into contact with third parties must:

- (i) inform the third party, where necessary, of the obligations laid down in the Code;
- (ii) require compliance with the obligations arising from this Code that directly concern the third party’s activities;
- (iii) report to the Supervisory Body any conduct by third parties that is contrary to this Code or that may induce Recipients to violate this Code.

The Company promotes the application of the fundamental principles of this Code by including specific clauses that require such third parties, in the course of their activities and within their own organizations, to comply with the provisions of this Code.

Ethical Principles

3.1 Lawfulness

All activities carried out in the name and on behalf of the Company must be performed in compliance with the laws and regulations in force in all countries where it operates.

Within the scope of their duties, Recipients are required to comply with the rules of the legal system (national, supranational or foreign) in which they operate and must in any event refrain from committing violations of the law, whether or not such violations are subject to imprisonment, fines, administrative penalties or other sanctions.

To this end, each Recipient undertakes diligently to acquire the necessary knowledge of the laws applicable to the performance of their duties, as in force from time to time.

Each Recipient complies, in addition to the general principles of diligence and loyalty set forth in Article 2104 of the Italian Civil Code, with the conduct requirements contained in the collective agreements applicable to them.

3.2 Integrity

In performing their duties, each Recipient must behave with moral integrity and transparency, as well as in accordance with the values of honesty and good faith.

3.3 Dignity and equality

Each Recipient recognizes and respects the personal dignity, privacy and personal rights of every individual, both in internal and external relations. Each Recipient works with women and men of different nationalities, cultures, religions, sexual orientations and races. Discrimination, harassment or offensive behaviour of a sexual, personal or other nature are not tolerated.

In the management of hierarchical relationships, the Company requires that authority be exercised fairly and prohibits any conduct that may in any way harm the personal dignity and professionalism of collaborators.

The Company is also committed to ensuring respect for privacy, in particular with regard to information relating to the private sphere and the opinions of each of its employees and, more generally, of all those who interact with it.

3.4 Business ethics

The Company conducts its activities according to principles of efficiency and market openness, preserving the value of fair competition with other operators and refraining from any collusive or abusive conduct to the detriment of clients and partners in general, or from pursuing interests for its own unfair advantage.

3.5 Professionalism and team spirit

Each Recipient performs their duties with the level of professionalism required by the nature of the tasks and functions carried out, making every effort to achieve the assigned objectives and assuming the responsibilities connected with their role. Each Recipient carries out the necessary activities of study and updating with due diligence.

Mutual cooperation among all parties involved in the same project or production process, in any capacity, is an essential principle for the Company. Each Recipient must therefore, through their conduct, contribute to safeguarding these values, both in the workplace and outside it.

4. External Relations

Before entering into any collaboration, transaction or project with third parties, the Company considers any available information regarding the behaviour and reputation of such third parties and assesses, among other things, potential risks of corruption or extortion linked to factors such as the country in which the collaboration, transaction or project will take place, the potential business partners of the third party and its possible effects.

4.1 Gifts, benefits or other advantages

In the performance of their duties, Recipients are prohibited from offering or granting to third parties, as well as from accepting or receiving from third parties, directly or indirectly, including on festive occasions, gifts, benefits or other advantages (including sums of money, goods or services of any kind) that could influence, or give the impression of influencing, business decisions in favour of any person with whom the Company has business relations, with the exception of gifts attributable to normal courtesy relations and, in any event, such as not to create in the other party, or in an impartial third party, the impression that they are intended to obtain or grant undue advantages or that they could in any way appear unlawful or improper.

Any Recipient who receives gifts or offers of gifts that do not comply with the above must immediately inform in writing, in the case of an Employee or Collaborator, their Manager, and in the case of a Manager, the Legal Representative, so that appropriate measures can be taken.

Fideliomed allows donations and/or sponsorships in favour of third parties or sporting events, provided that they are not made in order to obtain undue advantages for the Company.

In any case, donations/sponsorships must be addressed to entities whose purpose is to contribute to the development of the local area in the cultural, social and sporting spheres, with charitable aims, where the values promoted are in line

with the Company's guidelines.

The Company prohibits donations and sponsorships that may constitute favours to private individuals or representatives of Public Administration in exchange for economic benefits or preferential treatment.

4.2 Relations with clients, suppliers, consultants, collaborators, agents and business partners

The Company bases its relations with clients, suppliers, consultants, collaborators, agents and business partners exclusively on criteria of trust, quality, competitiveness, professionalism and compliance with the rules.

In developing initiatives with them, the Company requires that:

- relationships be established only with parties who enjoy a respectable reputation, are engaged solely in lawful activities and whose corporate ethical culture is comparable to that of the Company, also by means of prior verification of available information about such parties;
- the transparency of agreements be ensured and the signing of secret agreements or pacts contrary to the law be avoided.
In particular, with regard to the selection of suppliers, consultants, collaborators and agents for the purchase of goods or services, the Company ensures that such activities are based exclusively on objective parameters of quality, convenience, price, capability and efficiency, so as to establish a relationship of trust with such parties.

4.3 Relations with Public Administration, institutions and public officials

Relations of Fideliomed with Public Administration, public employees, managers and officials acting on behalf of Public Administration and public entities or similar bodies, including Supervisory Authorities and, in any case, with institutional counterparts, both Italian and foreign (hereinafter collectively "Public Institutions"), are conducted in accordance with the law and with the principles of lawfulness, legitimacy, integrity, fairness and transparency expressed in this Ethical Code. Fideliomed condemns all forms of corruption, extortion or conflict of interest and adopts all appropriate measures to prevent and avoid such events. In particular, towards representatives, managers, officials or employees of Public Institutions, whether Italian or foreign, it is expressly forbidden to:

- seek and establish personal relations of favour, improper influence or undue interference capable of conditioning, directly or indirectly, the decisions of the counterpart, including those of persons acting on behalf of Public Institutions, and/or the proper conduct of relations;
- engage in any conduct aimed at creating opportunities for employment or other forms of collaboration and/or business opportunities and any other activity that may personally benefit representatives of Public Institutions, in Italy or abroad;
- offer or promise money, goods or other benefits (in any form or manner) to representatives, managers, officials or employees of Public Institutions or their relatives, whether Italian or foreign, directly or indirectly and/or through third parties, except for gifts or goods or other benefits of modest value that are appropriate in nature, consistent with customary practice in the relevant legal and social context and with applicable laws, and provided that such gifts, goods or other benefits cannot be interpreted as being aimed at seeking favours;
- offer or accept any object, service, performance or favour of value in order to obtain or grant more favourable treatment in connection with any relationship with Public Institutions;
- take action to solicit or obtain from Public Institutions confidential information beyond what is permitted by law. Anyone who, in any capacity, during the performance of tasks and activities on behalf of the Company, receives explicit or implicit requests or offers must promptly inform their superior or contact person and, for information, the Supervisory Body, and suspend all relations with the third parties concerned until specific instructions are received.

4.4 Relations with political and trade-union organizations

Relations with political and trade-union organizations are maintained by the Corporate Officers authorised to do so or by persons delegated by them, in compliance with this Code, the Company's Articles of Association and special laws, with particular regard to the principles of impartiality and independence at both national and international level.

In any event, any form of financing or other type of contribution to political parties and their representatives is forbidden.

4.5 Competition

Each Recipient must comply with the rules on fair competition and antitrust.

The Company recognizes that competition is a fundamental factor for the development and economic and social progress of the country. To this end, in the conduct of its business, it ensures that the general conditions for freedom of enterprise are respected, enabling economic operators to access the market and compete on equal terms and protecting its clients by promoting price containment and service quality improvements arising from free competition.

The Company does not deny, conceal or delay any information requested by the Antitrust Authority and regulatory bodies in the performance of their supervisory functions and cooperates actively during investigations.

In order not to violate competition law, the Company operates exclusively on the basis of its own strategic and commercial choices, defining its policies autonomously and independently from those of its competitors.

Employees and Collaborators are required to report to their Manager, and Managers and Corporate Officers are required to report to the competent Supervisory Body, any conduct that conflicts with the above prohibitions.

The Company's products and services must be sold solely on the basis of their merits and the benefits they offer. This Code does not allow false disparagement of competitors or their products and services.

4.6 Fight against corruption

In line with the values of honesty and transparency, the Company undertakes to implement all necessary measures to prevent and avoid public and private corruption.

This Ethical Code is the reference document setting out the principles of conduct to be followed in order to mitigate the risk of breaches of the various anti-corruption laws and regulations in force in the countries where the Company operates and is adopted to help create sustainable value through professionalism, lawfulness, morality, dignity and equality.

Where certain aspects are not covered by such laws and regulations, Recipients and any involved third parties are required to refer to the principles and guidelines set out in this document.

Entry into force

This Code and its subsequent additions and amendments are adopted by the Company's Board of Directors, with the relevant resolutions taking effect as recorded in the Board of Directors'