
Special Part A

CODE OF ETHICS

BIOPSYBELL S.R.L.

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SECTION I - PREMISE

CORPORATE MISSION

The Ethical Code represents the “Charter of Values”, therefore, the moral rights and duties through which Biopsybell S.r.l. defines its responsibilities and its ethical and social commitment to various stakeholders.

The object is to ensure that everyone participates in its dissemination and realisation, making it the main reference of the corporate style.

The Society has the essential principle the compliance of the laws and of the regulations; this Code is an essential element to the System of preventive control used to prevent the commission of crimes that may be committed in the performance of activities, in particular the offences provided for by D. Lgs. 231/01 on the administrative liability of legal persons.

The Code of Ethics is a key part of the Organisation, Management, and Control Model adopted under the relevant law.

It is approved by the Board of Directors, which makes sure it is shared with everyone involved and that any changes or updates are communicated quickly.

Everyone who works for Biopsybell S.r.l., without exception, must follow these principles and help others follow them too.

No one should ever act against these principles, even if they believe it would benefit the company. This applies both inside the company and in dealing with people or organisations outside it, especially with public authorities and government offices.

Respecting the Code of Ethics is essential for anyone who wants to work or collaborate with the company.

SECTION II – MODES OF APPLICATION

Article 1: ADOPTION AND UPDATE

This Code, approved by the Company's Board of Directors on 2024/09/18, isn't meant to be a fixed or unchangeable document. It should be seen as a flexible tool that can be updated or expanded over time, based on changes inside or outside the Company and on the experience the Company gains.

The goal is to keep a strong alignment between the core values the Company believes in and the behaviours expected, as outlined in this Code.

Biopsybell's Code of Ethics is based on the Confindustria Guidelines for building organisation, management, and control models under Legislative Decree 231/2001, last updated in June 2021.

Article 2: ADDRESSEES

<input type="checkbox"/> Shareholders
<input type="checkbox"/> Members of the company governing bodies
<input type="checkbox"/> Senior management
<input type="checkbox"/> Employees
<input type="checkbox"/> Managers
<input type="checkbox"/> External parties working directly or indirectly with the Company (like agents, distributors, etc.)
<input type="checkbox"/> Shareholders

All the addressees listed above are expected to follow the principles in this Code of Ethics and, where it makes sense, help make sure others follow them too.

No situation or claim of acting in the Company's interest can justify behaviour that goes against what is stated in this document. Also, for employees, respecting the Code is an important part of their job duties, as set out in the Italian Civil Code (Article 2104 and following).

Article 3: CODE OF ETHICS and ORGANIZATION MODEL (MOG)

The Company's Organisation Model follows the rules in this Code of Ethics, which is part of it. In particular:

- The Code of Ethics is voluntarily adopted by the Company and shows the values and behaviour everyone is expected to follow. It's the first tool to help prevent any wrongdoing.
- The Organisation Model, based on Legislative Decree 231/01 and inspired by the Code of Ethics, meets legal requirements to help prevent certain types of crimes.

The Company works to keep improving how it operates and its internal processes to make management more effective and efficient. This includes encouraging the use of digital tools to cut down on repetitive tasks and focus more on professional, higher-value work. The goal is to respond quickly and accurately to requests from customers and partners, while making sure all rules are followed. Through this, the Company protects its own interests and those of its shareholders.

Article 4: TRAINING ACTIVITIES

The Human Resources team will include initiatives in the annual training plan to help everyone get familiar with the values and behaviour rules in this Code of Ethics.

New hires will go through a training program on the Code of Ethics as part of their onboarding courses.

Training on the Code of Ethics is usually done together with training on the Company's adopted Model 231 and the rules about administrative liability of legal entities.

SECTION III – GENERAL PRINCIPLES

Introduction: THE Confindustria CODE OF ETHICS FOR MEDICAL DEVICES

The Confindustria Code of Ethics for Medical Devices is part of this Code of Ethics. The medical technology sector, like many others, is ruled by national and international laws that cover many aspects of how companies work in this field. The Confindustria Code of Ethics for Medical Devices points out that following the laws below is especially important in the medical tech sector:

- Safety laws
- Quality and performance laws
- Laws about advertising and promotions
- Data protection laws
- Anti-corruption laws
- Health and environmental safety laws
- Competition laws

Here are the main principles highlighted in the Confindustria Code of Ethics for Medical Devices.

Principle	Description
Image and Perception	Companies should always consider how the medical technology sector is seen by the public whenever they interact with Healthcare Professionals and organisations.
Separation	It's not allowed to misuse the interaction between the sector, Professionals, and Healthcare organisations to influence buying decisions by giving improper or illegal benefits, nor can such interaction depend on business deals or the use or recommendation of company products.
Transparency	The interaction between the sector, Professionals, and Healthcare organisations must be transparent and comply with all national and local laws, rules, and professional codes of conduct.
Fairness	When a Healthcare Professional works with a Member Company to provide services for or on behalf of the Company, the payment from the Company must be fair and reflect the market value of the services.
Documentation	When a Member Company interacts with a Healthcare Professional who provides services for or on behalf of the Company, a written contract must be signed detailing the purpose, services, expense reimbursements, and payment. The activities must be justified and supported by activity reports or similar documents. Proper documentation, including contracts, reports, invoices, etc., must be kept by the Member Company for a reasonable period to justify the need and relevance of the services and the fairness of the payment.

Article 5: VALUES

All actions, operations, transactions, and generally all behaviour by the recipients in carrying out their roles and responsibilities must be based on the highest levels of integrity, honesty, fairness, loyalty, transparency, equity, objectivity, respect for people, and responsibility in the careful use of company, environmental, and social resources.

Everyone, within the scope of their role, should bring their best professionalism to properly meet the needs of customers and internal users.

It's important that each person commits fully to their tasks, helping the company reach its goals and uphold its values.

Building a sense of belonging to the Company and improving its image are common goals that guide everyone's behaviour.

Article 6: INTEGRITY, HONESTY, FAIRNESS, AND LOYALTY

Respecting the values of integrity, honesty, fairness, and loyalty means the Company is committed to:

- Promoting and requiring compliance with internal rules and all laws by employees, collaborators, customers, suppliers, and any third parties it deals with;
- Strictly following anti-money laundering laws and refusing to carry out any suspicious activities related to honesty and transparency;
- Promoting practices at all levels to prevent local and international corruption;
- Ensuring and encouraging internal compliance with the Organisation and Management Model designed to prevent crimes under Legislative Decree 231/01;
- Recording every operation and transaction only if supported by proper documents, so it can always be checked who authorised, carried out, recorded, and verified it. Employees and collaborators must keep accounting records accurately, on time, and completely, following civil, tax laws and internal accounting rules. Every record should exactly match the supporting documents, which must be carefully kept for possible checks. Reliable management facts and correct, timely records allow the Company to reconstruct the overall situation later, which is a constant goal.
- Preventing the formation of groups of three or more people inside the Company with the specific intent to engage in illegal behaviour.

Article 7: FAIRNESS, OBJECTIVITY, AND RESPECT FOR THE PERSON; FIGHT AGAINST DISCRIMINATION

The Company values above all the protection of personal safety, freedom, and individual dignity. It rejects any activity that could harm a person's safety or exploit or oppress someone. The Company also condemns any behaviour aimed at helping an illegal entry of a foreigner into Italy or any other country where that person isn't a citizen or resident, especially if done for profit, even indirectly.

The Company strongly rejects and condemns all forms of discrimination or violence based on race, ethnicity, nationality, or religion, including any incitement or propaganda. Protecting minors and fighting exploitation in any form against them is also a top priority for the Company.

Therefore, misuse of IT tools, especially for activities related to child pornography — including virtual images — is strictly forbidden and completely against the Company's values. To fully respect every person, the Company commits to following and enforcing labour laws for its employees, suppliers, collaborators, and partners, paying special attention to child labour and working conditions, social security, and pay conditions.

Any employee who becomes aware, during their work, of acts or behaviour that might harm someone's safety, exploit or oppress a person, or discriminate against anyone must immediately inform their supervisors and the Supervisory Body, while respecting legal obligations.

Also, respecting fairness and objectivity means the Company commits to:

- Avoiding all discrimination, especially based on race, nationality, gender, age, disabilities, sexual orientation, political or union opinions, philosophy, or religion;
- Not tolerating sexual harassment or physical or psychological abuse in any form or situation;

- Listening to colleagues, customers, and suppliers without bias or just defending their own position;
- Avoiding decisions or actions that conflict with the Company's interests or violate job duties;
- Showing respect and sensitivity to others by avoiding any behaviour that could be offensive;
- Condemning any behaviour promoting child pornography;
- Condemning any behaviour that supports illegal immigration, drug trafficking, or tobacco smuggling;
- Condemning the exploitation of workers in any form.

Article 8: TRANSPARENCY AND CONFIDENTIALITY

Respecting transparency and confidentiality means that the Company is committed to:

- Sharing truthful, complete, clear, and easy-to-understand information so that everyone involved can make informed decisions;
- Updating, sharing, and enforcing the Company's "Policy" on how to manage, handle, and share confidential information with third parties, and asking everyone to follow it;
- Protecting the confidentiality of data and information that employees or collaborators may have, especially when this info could affect financial instrument prices if made public. Board members, employees, and collaborators must fully understand that they're not allowed to buy or sell, or suggest buying or selling, using insider info from their work;
- Treating confidentiality as a key part of the Company's activities, essential for the Company's reputation and the trust customers place in it. Employees and collaborators must strictly follow this rule even after their job or collaboration ends. It's strictly forbidden to share, spread, or misuse any confidential data or info about customers or third parties the Company works with or plans to work with. Personal data can only be shared with those who really need to know it for their job. Anyone working with the Company must avoid sharing or spreading such data or information improperly.

Therefore, it is forbidden to:

- In financial statements, reports, or any other company communications required by law and addressed to shareholders or the public, present important facts that are not true or leave out information required by law about the company's financial, economic, or asset situation (including assets held or managed by the company on behalf of third parties) in a way that could mislead the recipients about the company's situation, possibly causing financial damage to shareholders or creditors, with the intent to deceive and gain unfair profit for oneself or others;
- In reports or other company communications, knowingly provide false information or hide facts about the company's financial, economic, or asset situation, with the intention to mislead recipients and gain unfair profit for oneself or others;
- Hide documents or use other tricks to prevent or obstruct the legally assigned control or audit activities carried out by shareholders or other company bodies;
- Distribute profits or advance payments on profits that haven't actually been made or are legally required to be kept as reserves, or distribute reserves that by law cannot be distributed;
- Except when allowed by law, buy or subscribe to company shares or quotas in a way that harms the company's capital or reserves that can't be legally distributed;
- Use fake or fraudulent actions to control the majority in meetings in order to get unfair profit for oneself or others;

- Spread false news or carry out fake transactions or other tricks that can significantly affect the price of financial instruments.

Anyone who becomes aware of omissions, falsifications, or carelessness in accounting or related documentation must report this to the Supervisory Body. Specifically, for every accounting operation, proper supporting documentation must be kept to allow:

- a) Easy accounting entries;
- b) Identification of different levels of responsibility;
- c) Accurate reconstruction of the transactions, to reduce the chance of errors or misunderstandings. Every important business transaction must be properly documented, consistent, and reasonable, so it's always possible to identify who was responsible (who evaluated, decided, authorised, performed, recorded, or checked the transaction). Within a business process, different roles should separately decide, authorise, execute, record, and check a transaction. Separating responsibilities helps prevent mistakes or fraud by one role and makes it easier to spot problems by another.

Article 9: RESPONSIBILITY

Everyone covered by this Code should do their work carefully, efficiently, and honestly, making good use of the resources and time available, and taking responsibility for their duties. Anyone in a leadership role—like a manager or supervisor—should set a good example, provide guidance, and lead by following the business conduct principles in the Code. They should show employees and collaborators that respecting the Code is a key part of their work, making sure everyone understands that business results must always go hand in hand with following the Code's principles.

Respecting responsibility means that the Company's activities should be carried out:

- following sound and careful management principles, aiming to be a solid, reliable, and transparent company that embraces innovation, understands customers' changing needs, cares about its shareholders, supports the growth and best use of human resources, and runs as efficiently as possible;
- pursuing business interests while respecting laws and regulations, behaving fairly and honestly, seeing competition as a positive driver to keep improving the quality of products and services, and keeping commercial behaviour fair and honest;
- protecting the company's reputation and assets.

Article 10: MANAGING WORKPLACE SAFETY

The Company must clearly state, in a formal document, the main principles and rules used to make decisions at all levels about health and safety at work.

These principles include:

- avoiding risks;
- assessing risks that can't be avoided;
- tackling risks at their source;
- adapting the work to the worker, especially when designing workplaces, choosing equipment, and planning work methods to reduce repetitive or boring tasks and their effects on health;
- considering technological progress;
- replacing dangerous things with safer alternatives;
- planning prevention by combining technology, work organisation, working conditions, social relationships, and environmental factors;
- prioritising collective protection measures over individual ones;
- giving workers proper instructions.

The Company uses these principles to protect workers' health and safety, including risk prevention, training, information, and organising necessary resources. Both top management and operational staff must follow these principles, especially when making decisions and carrying them out.

The Company's main goal is to create a positive work environment that improves employee well-being and productivity and reduces accidents.

Following Italian law (d.lgs. n. 81/2008), the Company monitors the quality and ergonomics of personal protective equipment (PPE) and works to continuously improve it. To better manage health and safety, the Company clearly defines responsibilities, starting with appointing safety delegates.

Article 11: MANAGING COMPANY ACTIVITIES RELATED TO ENVIRONMENTAL CRIMES

The Company commits to protecting the environment and continuously improving its environmental performance. This includes:

- following national and EU environmental laws;
- preventing pollution;
- raising awareness among shareholders, employees, and collaborators about environmental issues;
- designing activities to minimise environmental impacts.

All employees must:

- run business with respect for protecting: water, air, soil, and underground; ecosystems, biodiversity, plants, and animals;
- avoid doing anything harmful without proper authorisation;
- not handle or transport highly radioactive materials illegally;
- quickly fix any environmental damage;
- not kill, capture, or keep protected wild animals unless allowed;
- not destroy or take protected plants unless allowed;
- not damage protected habitats;
- avoid illegal industrial wastewater discharge;
- not handle waste without proper permits;
- prevent soil and water pollution and clean up if it happens;
- provide correct info on waste certificates;
- not traffic waste illegally;
- respect limits on air pollution emissions.

The Company believes protecting the environment requires responsible daily actions by everyone.

Therefore, suppliers are asked to:

- reduce waste and separate recycling;
- use fewer natural resources (electricity, water, gas), especially when working at Company sites;
- reduce waste of raw materials;
- reduce pollution to air, water, and soil;
- reduce noise emissions;
- use less hazardous substances;
- choose energy-efficient tools and equipment;
- work in ways that minimise risks to the environment and people's health.

Article 12: QUALITY

Biopsybell works hard to keep improving the quality of its products and services, so it can quickly meet what the market wants. To do this, management will:

- always focus on making customers happy by understanding market needs, knowing what customers expect, and creating new products and services to meet the demand for quality and safety;
- follow all the rules and laws that apply, which are getting stricter over time;
- make sure important safety information is shared clearly and quickly with everyone—from suppliers to customers, partners, managers, and staff;
- keep the company's management system working well by following clear procedures, watching risks closely, and paying special attention to the most important areas;
- keep improving products, services, and the management system by working closely with suppliers.

SECTION IV – RULES OF CONDUCT

Article 13: RELATIONS WITH STAFF – FIGHTING ALL FORMS OF EXPLOITATION

The Company recognises that its staff is essential for its growth and success, and values building trustful relationships with employees and collaborators.

Biopsybell is committed to helping employees develop their skills and potential, so they can fully achieve their goals while contributing to the company's objectives. This commitment guides all departments, especially Human Resources.

The Company offers equal job and career opportunities to everyone based on skills and qualifications, without discrimination, nepotism, or favouritism.

When hiring, candidates are chosen only based on how well they fit the job requirements. Employment contracts are always regular—no irregular or illegal work is allowed. Candidates are fully informed about the job conditions before starting.

During employment, workers receive clear information about their rights, pay, and job duties, and guidance to perform their tasks properly according to their role.

Biopsybell supports ongoing training and encourages staff to take part in courses and learning programs, helping employees grow while meeting business goals.

In summary:

- The Company hires, pays, and manages staff based on merit and skills.
- Employee evaluations are fair, transparent, and objective.

The Company also expects its suppliers and partners to fully follow labour laws, especially regarding child labour, women's work rights, working hours, social security, and wages. The Company strongly opposes illegal labour practices like "caporalato" (labour exploitation). The Society respects labour laws and collective bargaining agreements.

The Company commits to:

- Not using child labour or forced labour;
- Respecting workers' rights to join unions and bargain collectively;
- Fully applying collective labour contracts and paying agreed wages on time;
- Supporting employee growth, stable jobs, and training based on personal and company needs;
- Promoting employees based on skills and company needs;
- Protecting maternity, paternity, and disadvantaged workers;
- Following legal retirement rules;
- Only dismissing employees when allowed by law and contracts, never for discriminatory reasons.

The Company guarantees fair and decent pay for all employees according to contracts. Payslips clearly show all earnings and deductions. Biopsybell requires its suppliers and partners to strictly follow labour laws, especially regarding child labour, women's rights, working conditions, social security, and wages.

Article 14: EMPLOYEE RESPONSIBILITIES

Professionalism and commitment are essential duties of all employees and collaborators to help the Company reach its goals. Everyone must follow the rules in this Code of Ethics.

Employees must:

Avoid any personal situations or activities that could create a conflict of interest, even a potential one, with the Company or affect their ability to make fair decisions in the Company's best interest;

Not accept, directly or indirectly, money, gifts, favours, services, or anything else from anyone who has a business relationship with the Company to influence decisions or get unfair advantages;

Report immediately to their manager and the Supervisory Body any offers or requests for money, gifts, or favours as described above;

Keep all information learned during their work confidential and protect it, following data protection laws (like GDPR), and never share it with outsiders;

Take care of Company property and use resources responsibly, avoiding misuse that could cause damage or reduce efficiency;

Always cooperate with legal authorities during investigations and trials. Specifically, it is forbidden to:

Pressure anyone to not speak or to lie to the authorities;

Help anyone avoid legal investigations or escape the authorities.

Article 15: RELATIONS WITH POLITICAL AND UNION ORGANIZATIONS

The Company's relations with political and union organisations must be transparent, independent, and honest. These relations aim to promote respectful dialogue without discrimination and to build trust for finding flexible solutions.

Only authorised company functions deal with political and union representatives.

Employees may participate in political organisations only in their personal time and without any connection to their job in the Company.

The Company does not support events or activities with solely political goals. It also avoids any direct or indirect pressure on politicians and does not give money, goods, or

any other support to political parties, movements, committees, unions, their representatives, or any groups that could create a conflict of interest.

Article 16: CONDUCT OF COMPANY BODIES

The members of the Company's governing bodies know their responsibilities and must follow the law, company rules, and this Code of Ethics. They are expected to:

Act independently, fairly, and honestly with public institutions, private parties, economic groups, political forces, and all other national or international entities;

Behave with integrity, loyalty, and responsibility;

Participate regularly and be informed in meetings and company activities;

Identify and avoid conflicts of interest or incompatible roles inside or outside the Company, and refrain from acting in such situations;

Keep confidential information they have because of their position and not use their role to get personal benefits, directly or indirectly;

Provide truthful, complete, and unaltered documents and reports in meetings;

Not buy or subscribe to shares or reserves that cannot legally be distributed;

Not reduce the company's capital, merge with others, or split the company in ways that could harm creditors.

Article 17: RELATIONS WITH CUSTOMERS AND SUPPLIERS

The Company always pays attention to the quality of its relationships with customers and works to constantly improve them. This is essential for creating and sharing value within the Company. Customers are, in fact, a key part of the Company's assets.

In dealings with customers, every person covered by this Code represents the Company. For this reason, they must act with professionalism, competence, helpfulness, fairness, courtesy, and transparency. The Company is committed to offering excellent products and services, and to providing quick and qualified responses to customer needs.

All behaviour must respect confidentiality and the law on personal data protection.

Business relationships must follow the rules of fairness and legality. Any illegal or dishonest actions, including violations of copyright, are strictly forbidden.

All people working with or for Biopsybell must:

- Always act with fairness and honesty, including in business, and reject any form of unfair competition, fraud, or use of fake or stolen trademarks and products. All employees and partners must follow the law protecting industry, trade, and copyright.
- Refuse any attempt to get business opportunities using illegal methods, such as offering or promising money or other benefits.

To protect the Company's image and reputation — built through hard work and professionalism — relationships with customers must be based on:

- Full transparency and honesty, helping customers understand the products and services they buy or are offered.
- High-quality standards and customer satisfaction, supported by internal procedures and IT systems that allow constant monitoring.
- Careful identification of customer risk profiles to offer suitable products.
- Quick and effective responses to complaints, which are seen as chances to improve and rebuild trust.
- Respect for the law, especially regarding anti-money laundering and fighting the use of illegal funds.
- Independence from any internal or external pressure.
- Regular monitoring of customer satisfaction and loyalty. Employees who contribute to this goal are rewarded. The Company is open to feedback and suggestions from customers.

When starting or continuing business with customers, the Company must avoid, based on available information:

- Having direct or indirect relations with people involved in illegal activities (e.g. arms trafficking, drugs, terrorism), or who are not serious and reliable.
- Financing the production or sale of harmful or polluting products.
- Having financial ties with businesses that harm human development or violate human rights (e.g. child labour or worker exploitation).

With regard to customers, it is forbidden for employees or collaborators to promise or offer benefits or favours in order to gain advantages for the Company. Specifically, it is not allowed to:

- Offer gifts to customers, except small symbolic items that are part of normal business courtesy and do not appear illegal or improper. The Company has strict rules to prevent corruption, especially in the public and private sectors.
- Offer jobs or business opportunities to customers that may unfairly benefit them.
- Make unjustified or non-contractual expenses that are not aimed at promoting the Company's image.

The Company and its employees commit to:

- Selecting and managing suppliers in a fair and objective way, for the good of the Company.
- Choosing suppliers based on the quality, skill, reliability, and cost of the service.
- Making sure suppliers can meet contract terms, avoid conflicts of interest, follow the law, and act with social responsibility.
- Looking for innovation and partnerships that help the Company grow.
- Not accepting money or gifts from anyone who is or wants to become a supplier, except symbolic items.
- If a supplier offers a gift, it must be reported to the responsible manager to decide what to do according to Company policy.

Following these principles is ensured by internal procedures for purchases and supplier selection. Suppliers are encouraged to act with the same values, especially by:

- Being serious and reliable,
- Respecting their workers' rights,
- Focusing on quality,
- Managing environmental and social impacts responsibly.

It is forbidden for anyone working with suppliers to ask for gifts or favours (including money or goods) that could unfairly influence business decisions or harm the Company.

Article 18: RELATIONS WITH SHAREHOLDERS

The Company respects its founding values and aims to build strong and lasting relationships with its shareholders. To achieve this, the Company guarantees:

- Timely and transparent communication about the implementation of strategies and the Company's results, to provide clear, complete, and accurate information.
- Equal access to information for all shareholders, without discrimination or favouritism.
- Full participation in shareholders' meetings, encouraging informed voting decisions.

Article 19: RELATIONS WITH PUBLIC AUTHORITIES, THE SCIENTIFIC AND HEALTHCARE SECTORS

The Company defines official channels for communication with Public Authorities (such as Ministries, the Competition Authority, the Data Protection Authority, the Tax Office, hospitals, doctors, etc.), at local, national, and international levels.

Only the authorised departments of the Company may make commitments to Public Authorities. These departments must act with honesty, independence, and fairness. Cooperation must always be respectful and should never interfere with public duties or aim to improperly influence decisions.

It is strictly forbidden for employees or collaborators to promise or offer money, gifts, or any benefits to Public Officials or employees of Public Authorities to gain business advantages.

Specifically, it is forbidden to:

- Offer gifts (even during holidays), except for small, symbolic items that reflect normal business courtesy and do not create the impression of illegal or unethical intent.
- Offer jobs or business opportunities to Public Authority employees (or their relatives) to gain unfair advantages.
- Make unjustified or unauthorised representation expenses.
- Request, give, or share confidential documents or information that could harm either party's reputation.
- Use suppliers recommended by Public Authority employees as a condition for getting contracts.
- Show false or altered documents, hide information, or omit important data to influence public decisions unfairly.
- Mislead public officials in evaluating products or services.
- Use false documents or hide required information to unlawfully obtain public funds, grants, or loans.
- Offer or receive bribes, or engage in corruption.
- Use relationships with public contacts to gain unlawful advantages.

Employees must ensure that public funds or grants are used only for the purposes they were intended. Any other use is forbidden.

If any employee is asked (explicitly or implicitly) by a Public Official to provide benefits or favours, they must:

- Immediately stop any dealings with that person.
- Report the incident to their direct manager and notify the Supervisory Body in writing.

In communications with regulatory authorities (national, EU, or international), the Company provides accurate, complete, and timely information, and collaborates fully while respecting their role.

The same transparency must be shown during interactions with tax authorities, especially during inspections.

Article 20: RELATIONS WITH THE MEDIA

The Company values the important role of the media in informing the public. It works openly and equally with all media organisations, respecting each other's responsibilities. Any public communication must be truthful, clear, transparent, and not misleading. Messages should align with the Company's values, strategies, and ethical standards, avoiding vulgar or offensive content. Only authorised departments may communicate with the media. Any public statements must first be approved by the responsible Company departments. The Company ensures that the official website shares accurate, complete, and market-relevant information.

Article 21: RELATIONS WITH COMPETITORS

The Company supports fair competition. It fully respects all competition and market protection laws in every country where it operates.

No employee should participate in activities or discussions with competitors that could appear to break competition laws (e.g. price-fixing agreements).

Respect for antitrust laws is a core principle for the Company, helping to ensure healthy market competition, economic efficiency, innovation, and lower prices for consumers.

The following are strictly forbidden:

- Agreements or practices between companies that limit, reduce, or distort competition.
- Abusing a dominant position in the market, for example, through unfair pricing, tying practices, predatory discounts, or limiting competitors' access to the market.

Article 22: MANAGEMENT OF DOCUMENTS AND IT SYSTEMS

It is forbidden to:

- Forge public or private digital documents.
- Use fake documents or destroy/hide real ones.
- Illegally access or remain in a protected IT system without permission.
- Share or use passwords, access codes, or tools that allow unauthorised access to IT systems.
- Create, distribute, or use devices or software that can damage IT systems or alter their functioning.
- Intercept or disrupt digital communications.
- Reveal or share intercepted information with others.
- Install devices to block or intercept communications.
- Damage or delete IT systems, data, or programs used by the State or other public or private entities.

Article 23: PROTECTION OF TRADEMARKS, PATENTS AND COPYRIGHT

It is forbidden to:

- Forge or alter trademarks or product labels, national or foreign.
- Use counterfeit or altered trademarks, patents, or designs.
- Import counterfeit products into the country to sell for profit.
- Illegally copy or distribute software, including software not marked with a SIAE license.
- Copy or use databases without the author's permission.

Employees must not:

- Use other companies' trade secrets.
- Interfere with the normal business of competitors.
- Mislead customers or damage competitors through fraud.
- Copy or manipulate third-party trademarks, designs, or patents.
- Use fake or counterfeit trademarks or patents in business.
- Import or sell products with counterfeit marks made by others.

Article 24: ACCOUNTING RECORDS AND COMPANY REGISTERS

The Company records all business activities and operations in a complete and accurate way to ensure full accounting transparency.

Administrative and accounting processes use updated digital tools that ensure accuracy, compliance with standards, and effective internal controls.

The Society cooperates fully with relevant authorities by providing truthful and complete information about its operations and assets.

To ensure accounting is clear and correct, every transaction must be supported by documentation that allows:

- Accurate recording,

- Easy identification of the reasons behind the transaction,
- Clear tracking of the transaction timeline,
- Verification of the approval and execution process, including responsibilities.

Every accounting entry must match the supporting documents. All employees involved in recordkeeping must ensure documents are organised and easy to access. No payments may be made without proper supporting documentation. If any employee finds errors, omissions, or false information in the accounting records, they must report it to their manager. If the manager does not act, or if the employee feels uncomfortable doing so, they must report the issue directly to the Supervisory Body.

Article 25: TAX RISK MANAGEMENT

Biopsybell believes that properly handling tax matters and following all tax laws is important to create and protect value for its stakeholders — especially employees, partners, shareholders, and public institutions. In all activities, Biopsybell aims to avoid any violation of tax rules or actions that go against the purpose of tax systems.

The company avoids disputes with tax authorities by being transparent and open in its communication with them.

Biopsybell does **not** use aggressive tax strategies just to save money. Instead, it follows a responsible tax policy to:

- Ensure all tax duties are done correctly and on time, in all countries where it operates;
- Manage taxes efficiently, avoiding double taxation or unfair tax burdens.

The company follows these key principles:

- **Corporate culture:** Promote an honest and law-abiding tax culture among employees.
- **Tax compliance:** Respect all tax laws and practices in the countries where it works.
- **Tax risk management:** Identify and manage tax risks early, not just during tax filings.
- **Relations with tax authorities:** Maintain open and cooperative relationships with tax offices in all countries.

Article 26: ANTI-MONEY LAUNDERING AND SELF-LAUNDERING

Everyone covered by this Code must **never** be involved in money laundering — accepting or moving money from illegal activities — or in self-laundering, which means using illegally obtained money in business or finance. When working with partners, clients, or suppliers, you must ensure they are honest and reliable. Biopsybell follows all national and international laws against money laundering and self-laundering.

Article 27: SPONSORSHIPS, DONATIONS AND GIFTS

The Company, with strong local roots, sponsors exclusively events that have a charitable, cultural or sporting value. Donations are granted only to recognised associations and foundations, as well as to properly established non-profit organisations, in compliance with accounting, civil and tax laws. It is strictly forbidden to offer requests or receive sponsorships, gifts, rewards, compensation or any benefit that could even be interpreted as going beyond normal business courtesy or as attempting to obtain an improper advantage connected to the Company's activities.

Article 28: CUSTOMS DUTIES

It's forbidden for the recipients of the Code of Ethics to engage in any conduct aimed, in any way, at evading customs duties.

The company firmly condemns all forms of smuggling and forbids doing business with individuals involved in smuggling in any capacity, or who do not comply with customs regulations and use tricks to avoid paying duties.

Biopsybell, therefore, requires all suppliers and collaborators to strictly apply customs laws in

import and export activities. Relations with the Customs Agency are based on the principles of full cooperation and transparency.

Article 29: MANAGEMENT OF ELECTRONIC TOOLS AND NON-CASH PAYMENT METHODS

Biopsybell requires all recipients to follow the specific rules set for the use of electronic tools, credit cards and/or other payment instruments, and internet access in the workplace, with an obligation for all users to read and understand them; in particular:

- each internal recipient is responsible for contributing to the security of the Company's information assets, data, access codes provided, and the information contained and managed through IT assets/systems
- the assigned IT assets/systems (e.g. desktop or laptop computers, credit cards and/or other payment tools) must be used properly and only for work-related purposes; these resources must be stored appropriately, and Biopsybell must be promptly informed in case of theft or damage
- access to IT procedures and sections related to electronic payments is limited to authorised personnel only and must follow internal procedures in order to avoid changes or damage to Biopsybell's information assets
- it is forbidden to install unauthorised software on the computers and/or phones provided to recipients, as such software may carry viruses; it is also forbidden to connect unauthorised devices or tools to Biopsybell's network
- recipients must protect their login credentials with maximum care and secrecy, avoiding unauthorised access; these credentials must follow Biopsybell's rules for selection and use, must be changed within the defined timeframes, and must not be shared with anyone who is not officially authorised
- it is forbidden to install and use any software at one's workstation without prior approval, especially if it lacks a valid usage license

Article 30: CULTURAL HERITAGE

Biopsybell does not hold investments in artworks or art collections, nor does it operate in areas subject to landscape protection. In any case, the company and all recipients must act in compliance with laws protecting cultural and landscape heritage. Therefore, Biopsybell prohibits and opposes any behaviour that could damage or even endanger cultural property, landscape assets, or works of art.

Article 31: DONATIONS FOR CHARITABLE OR PHILANTHROPIC PURPOSES

The company can make donations aimed at supporting social, humanitarian, philanthropic or charitable projects.

In particular, donations will be considered eligible if aimed at:

- care of the needy
 - patient education, including awareness campaigns
 - improvement of patient conditions
 - public education
 - humanitarian projects and donations in case of natural disasters
 - support of events whose proceeds go to charity
 - Donations must be made only on specific requests from the beneficiary entity free from any commercial interest only to organizations and entities entitled to receive them according to applicable laws and regulations and after verifying no conflicts of interest
- Therefore any donation to individuals is prohibited All donations must be properly

documented and evaluated respecting a fair rotation criterion Money goods equipment etc donations must comply with laws applicable to the beneficiary and must be authorized in advance by top management Proof of the actual destination and use of the donation must be requested from the beneficiary Transparency procedures must always be applied

Article 32: SCHOLARSHIPS

The Company can make donations to finance scholarships granted by third parties. The rules in the previous article apply, as well as for scholarships funded by the Public Administration, along with further rules in subsequent articles and Model 231 protocols. Scholarships must be awarded based on written agreements between the Company and the requesting Healthcare Organisation, specifying that the choice will be made by the Organisation itself according to transparent and objective candidate evaluation procedures and recognised scientific and training criteria. The Company will remain totally separate from candidate selection. Scholarships can be granted only to the requesting Healthcare Organisation, respecting a fair rotation criterion. Transparency procedures must always be applied.

Article 33: SCIENTIFIC INFORMATION

Scientific information is the Company's main communication activity. It must be accurate, balanced, correct, objective, unambiguous, not misleading, and documented or documentable. Information must be created and shared following applicable regulations. The company is responsible for information and promotional actions on its products and those it has sales rights for, even if done by third parties, consultants, agents, agencies, etc. The contents must always be documented or documentable. Exaggerated statements, universal or hyperbolic assertions, and undemonstrable comparisons lacking a clear objective basis are not allowed. In the context of information and presentation of medicines to doctors, it is forbidden to grant, offer, or promise prizes, monetary or in kind. Offering economic incentives to compensate healthcare professionals for time taken from their normal work to attend congresses is also forbidden.

Article 34: RELATIONS WITH HCPs, HEALTHCARE ORGANIZATIONS AND/OR THIRD PARTIES: GENERAL

Recipients must implement ethical commercial practices and maintain socially responsible conduct in relation to interactions with Healthcare Professionals.

Recipients must also respect Healthcare Professionals' obligation to make independent decisions regarding clinical-diagnostic practice.

Generally, from the moment Recipients become aware, even before the publication of a tender notice (or other comparable document or act), of the existence of an administrative procedure aimed at its publication, they should refrain from offering any opportunity for collaboration or otherwise, even free of charge (e.g., consultancy assignments, speaking engagements, moderation activities, training, etc.) that personally benefit public administration employees who may have negotiating and/or authoritative powers or who could otherwise influence the outcome of the procedure.

Relationships established by Recipients at all levels—international, national, regional, and local—including promotional and propaganda activities towards public administration employees and Healthcare Professionals in the public and private sectors, must always be based on principles of formality, transparency, ethical correctness, and professionalism.

Recipients must not promise or pay sums, promise or grant goods in kind, benefits, or other advantages to public employees and/or equivalent persons, or to Healthcare Professionals in the public and private sectors who intervene in acquisition processes in any capacity, even personally, with the purpose of promoting or favouring the Company's interests.

In relations with the Public Administration, it is forbidden, directly or indirectly through third parties, to undertake the following actions: a) pursuant to art. 53 paragraph 16-ter of Legislative Decree 165/2001, within three years following the termination of public employment, to hire or assign tasks to former public administration employees who, in the last three years of service, exercised authoritative or negotiating powers towards which the shareholders were recipients; b) offer or provide gifts that are not of modest value and could be interpreted as remuneration; c) solicit or obtain confidential information beyond what is allowed by law; d) carry out activities that improperly interfere with the will formation of the Public Administration regarding the object of the tender procedure.

Whenever interaction between the Company and Healthcare Professionals involves transfers of value or potential conflicts of interest, it is necessary for the Company to provide an informative communication to the top management of the hospital administration of the Healthcare Professional's institution.

The interaction between the Company, Healthcare Organisations, and/or Third Parties must be addressed exclusively to subjects who meet the compliance requirements as exemplified in Annex 1 of the Assobiomedica Code of Ethics, now Confindustria Medical Devices.

Article 35: RELATIONS WITH HCPs: THE PRINCIPLE OF SOBRIETY

Relations with Healthcare Professionals must be inspired by the “principle of sobriety,” as specified by the Confindustria Medical Devices Code of Ethics.

It must always be ensured that interactions with Healthcare Professionals comply with current national, European, and local laws and regulations, as well as professional codes and regulations. Relationships established at all levels—international, national, regional, or local—with public administration employees, including public health operators, must be based on maximum transparency and correctness.

Article 36: RELATIONS WITH HCPs: EDUCATIONAL AND CONGRESS ACTIVITIES

The Company may collaborate with HCPs for:

- development of medical technologies;
- provision of training, education, service, and support to enable the effective and safe use of medical technologies;
- support of medical research, education, and professional skills enhancement.

These activities are necessary for the progress of medical science and the improvement of patient care, but must occur through interactions based on maximum transparency, correctness, and ethics.

Educational and training programs must be held in appropriate venues.

The chosen venue must not become the main attraction of the event.

Recipients must ensure that all relations with Healthcare Professionals are based on scrupulous compliance with current national, European, and local laws and regulations, as well as professional codes and regulations.

In any case, these subjects must respect Healthcare Professionals' obligation to make independent decisions regarding therapies to be administered.

The procedure concerning the coverage of expenses related to registration and/or participation in a specific event by a healthcare operator employed by a public or private healthcare facility expressly forbids direct economic support to individual Healthcare Professionals to cover participation costs in educational activities organised by Third Parties. Such support may only be provided to the Healthcare Professional's institution or to the Third Party organising the event. Biopsybell undertakes, also in relation to its agents and distributors, not to organise directly or indirectly, nor to participate in any form, in congresses, conferences, workshops, and similar events where:

- tourism and recreational aspects prevail over technical-scientific ones;
- hospitality and travel expenses are extended to invitees' companions;
- hospitality and travel expenses exceed 24 hours before the event starts and/or after its end.

The Company also undertakes not to organise directly or indirectly, nor to participate in any form, in congresses, conferences, workshops, and similar events that do not respect the principle of sobriety, as specified in articles 2.7, 2.7.1, and 2.7.2 of the Confindustria Medical Devices Code of Ethics.

The procedure for participation in education and training programs for Healthcare Professionals must provide that the Company:

- may provide low-cost meals to participants at such programs and, for training programs requiring an overnight stay, may provide additional hotel services. Any hotel service must have contained costs, the hotel must be no higher than four stars or equivalent, be proportional to the duration and functional to the educational purpose of the training course, and comply with applicable regulations; this is without prejudice to protocols signed between Confindustria Medical Devices and associations representing hotel and congress facilities, as per Annex 3 of the Confindustria Medical Devices Code of Ethics;
- may reimburse reasonable travel and accommodation costs incurred by Healthcare Professionals attending, in compliance with applicable regulations. Air travel must be exclusively economy class except for intercontinental flights;
- must not cover travel or other expenses for spouses, guests of the Professionals, or for any other persons who do not have a legitimate professional interest in good faith in the topics that will be addressed during the meeting;
- must not participate in or cover wholly or partially any expenses related to activities not strictly educational of the event itself (e.g., concerts, shows, social programs, etc.).

In any case, Biopsybell undertakes to comply with the rules on the matter set forth by Confindustria Medical Devices and the indications of the Medtech Code.

Article 37: RELATIONS WITH HCPs: INFORMATIONAL AND/OR PROMOTIONAL MEETINGS

The Company may organise meetings with Healthcare Professionals (HCPs) to present the features of its products.

As a general rule, such meetings should be held near the location where the Healthcare Professionals operate; the choice of location or venue must be justified by logistical, scientific, and organisational reasons. Locations that are primarily tourist destinations are strictly excluded during the periods from June 1 to September 30 for seaside locations and from December 15 to March 31, as well as from June 15 to September 15 for mountain locations.

- Regarding these meetings, Biopsybell may offer meals and hotel accommodations for participating Healthcare Professionals. Hotel services must be provided in hotels with a maximum rating of four stars, subject to the provisions mentioned in the Protocols signed between Confindustria Medical Devices and the Associations representing hotel and congress facilities, according to the scheme approved by the ordinary Assembly of Confindustria Medical Devices (see Annex 3 of the Confindustria Medical Devices Code of Ethics).
- The Company may also reimburse reasonable travel expenses incurred by participants when necessary (e.g., for plant visits or reference centers). Any air travel must be exclusively in economy class, except for intercontinental flights.

- Offering any form of hospitality, payment for meals, travel, and other hotel services to guests of the professionals or any other persons without a bona fide legitimate professional interest in the subjects addressed during the meeting is prohibited.

Article 38: RELATIONS WITH HCPs: ASSIGNMENTS, CONSULTANCIES, AND STUDY AGREEMENTS WITH PUBLIC ADMINISTRATION EMPLOYEES

Healthcare Professionals may, in good faith and in compliance with current legislation, provide freelance consultancy activities to the Company, as well as collaborate on research, development, and use of products.

Consultancy agreements with Healthcare Professionals (public or private) must be supported by the following elements:

- a) They must be stipulated only when a preliminary and rational scientific interest by the Company regarding the activity is identified, consistent with the Professional's competencies;
- b) They must be in writing, duly informed by the parties, and include the activities and services to be provided, the compensation, and any ancillary expenses;
- c) They must comply with the laws and regulations of the country where the Healthcare Professional practices, with necessary prior authorisations from the competent top authority;
- d) Compensation for Healthcare Professionals providing services to the Company must be predetermined according to objective fair market value criteria, based on the Professional's qualification and experience, the nature of the assignment, and proportional to the services actually rendered;

e) Payment must be made only upon:

- adequate documentation confirming the performance of the service;
- regular invoice or receipt issued by the Professional, payable through traceable means to the Professional;
- Consultant selection must be based on qualifications and experience, through an internal evaluation and selection process aimed at achieving the identified purpose.
- In compliance with Article 53 of Legislative Decree 165/2001 (paragraphs 6 and 7-bis) and Article 4 of Presidential Decree 62/2013, particular attention must be paid when remuneration is paid, except for exceptions provided by the legislation, to certain categories of public employees following relevant activities. It is also necessary, pursuant to the aforementioned legislation and where indicated, to notify the public administration of the amount paid within fifteen days from the remuneration payment.

Article 39: RELATIONS WITH HCPs: RESEARCH PROJECTS

The decision to undertake or support a research project in collaboration with public or private entities, in case of scientific research or trials promoted by the Company or entities receiving external support from the Company, must always be inspired by a genuine scientific interest aimed at developing clinical procedures or evaluating products clinically.

Within the Company's internal organisation, the evaluation and decision-making process related to research projects (e.g., assessment of interest and feasibility, selection of research sites, rotation principle where applicable, etc.) is separated from promotional, sales processes, and commercial organisation, even if the entity has a different approach.

The decision to conduct or support research by an entity must be documented, clearly defining the scientific objectives to be achieved and the benefit to the company.

Any research collaboration with entities must be based on the existence of a Research Protocol, approval or notification to the competent Ethics Committee, the signing of a contract or agreement with the involved entity, and the conduct of research in compliance with all applicable laws and regulations.

Compensation eventually paid to the research-performing entity on behalf of the Company must be determined based on the fair market value principle.

If the research promoter is a Healthcare Professional, besides respecting the above rules, the Company shall ensure that the collaboration takes place with maximum transparency and after all necessary authorisations and permits from the Professional's employer or affiliated entity. Any medical device instrumental to the research may only be delivered to the investigator through their affiliated entity and must be included in the contract, together with its return upon completion of the research project.

The transparency procedure must be applied in all cases.

Article 40: RELATIONS WITH HCPs: CONGRESS EVENTS

Regarding the sponsorship of Continuing Medical Education (CME) congresses, it is forbidden to directly or indirectly select or appoint speakers, moderators, or to interfere with the scientific content of the congress, in accordance with applicable regulations for such events. The Company has implemented internal procedures that provide suitable mechanisms to verify the economic appropriateness of sponsorship expenses sustained to support congress events. Authorisation for sponsoring congress events is entrusted to the Company's scientific manager. Participation in congress events must be connected to roles in research, development, and scientific information and be guided by ethics, scientific rigour, and cost-effectiveness criteria. The primary goal of participation or organisation of national, regional, or international congresses and conferences must be directed toward fostering scientific collaboration with the medical community.

It is forbidden to organise or sponsor congress events that take place in or provide hospitality in facilities whose offered services conflict with the principles of the Confindustria Medical Devices Code of Ethics.

Article 41: RELATIONS WITH HCPs: TRANSPARENCY

The Company must annually document and publicly disclose, through a specific Transparency Model, which is an integral part of the Confindustria Medical Devices Code of Ethics, all transfers of value made directly or indirectly to Healthcare Professionals, Healthcare Organisations, and third parties.

Data must be published on the Company's website, respecting personal data protection laws. The Company is required to keep, also electronically, proper documentation showing that consent was requested from the Healthcare Professional for the publication of data concerning them for at least three years.

Transfers of value related to promotional materials, meals, beverages, and product samples are excluded from the publication obligation.

- Publication methods:
Data on transfers of value must be published annually. In particular, transfers made during each year must be disclosed within the first six months of the following year. The information must remain publicly available for at least three years from publication. The Company must also retain, including electronically, supporting documentation for at least five years and make it available in detail upon request from the Healthcare Professional/Healthcare Organisation/third party. Provisions of Article 4.6 of the Confindustria Medical Devices Code of Ethics apply.
- Data to be published: The following must be published on an individual basis for each recipient, with the amount of transfers of value made during the previous year, referring to:
 - a) expenses for participation in training, educational, and promotional activities on Company products organised by the Company (excluding meals and beverages);

b) fees for consultancy activities and professional services, including speaker engagements, defined by a specific contract between the Company and the Professional indicating the type of service, including related travel and hospitality expenses (excluding meals and beverages).

If the Healthcare Professional does not consent to the processing of personal data, the Company must publish the data in aggregated form.

- The following must be published on an individual basis for each Healthcare Organisation or other third party, regarding:
 - a) contributions to fund events (e.g., sponsorship of conferences, congresses, scientific meetings, etc.) aimed at fulfilling an educational/training need of scientific or other nature as described in points 2.7.1 and 2.7.2 of the Confindustria Medical Devices Code of Ethics (excluding meals and beverages);
 - b) fees for consultancy and professional services, including speaker activities defined by a contract between the Company and the Healthcare Organisation, including related travel and hospitality expenses (excluding meals and beverages);
 - c) donations in cash or in kind made to the Healthcare Organisation.
- The following must also be published in aggregated form:
 - a) all donations in cash or in kind to third parties other than Healthcare Organisations;
 - b) expenses for research and development activities;
 - c) scholarships.

SECTION V – IMPLEMENTATION METHODS

Article 42: SUPERVISORY BODY AND CODE OF ETHICS

Control, implementation, and respect for this Code of Ethics are entrusted to the Supervisory Body appointed according to Articles 6 and 7 of Legislative Decree 231/01. In particular, the tasks of the Supervisory Body, without prejudice to what is set out in the specific document called “Regulation of the Supervisory Body,” are the following:

- to check compliance with the Code of Ethics, aiming to reduce the risk of crimes under Legislative Decree 231/01;
- to follow and coordinate the updating of the Code of Ethics, also by proposing adjustments and/or updates;
- to promote and monitor initiatives aimed at encouraging communication and spreading the Code of Ethics among all those who must respect its rules and principles;
- to suggest the ethical training plan according to what is established in Biopsybell’s Organisational Management Model;
- to make observations about alleged violations of the Code of Ethics they become aware of, reporting any breaches found to the competent company bodies.

Article 43: REPORTING

The Code of Ethics and its updates are made known to all Recipients (internal and external) through suitable communication and dissemination activities so that the values and principles contained in it are known and applied, and to avoid individual actions that may generate behaviours inconsistent with the company’s reputation profile.

The Code of Ethics is published on the website, accessible to everyone.

A paper copy of the Code is given to each director, employee, or collaborator at the time of their appointment, hiring, or start of the relationship with the company, respectively. The Code of Ethics is subject to specific awareness campaigns for customers or other interested parties, also through press and mail or in other ways considered appropriate from time to time.

Recipients of this code must report any instructions received that conflict with the law, work contracts, internal rules, or this Code of Ethics.

Failure to report is expressly sanctioned.

In particular, any violation of the principles and provisions of this Code of Ethics must be promptly reported by Recipients in writing, even anonymously, to the Supervisory Body or to the Head of Office/Service, who will then directly inform the Supervisory Body.

The Supervisory Body assesses the existence and risk level of reported violations in relation to company values and current laws; it also evaluates violations of the Code and the existence of possible criminal conduct, always within its powers according to Legislative Decree 231/01.

Contact with the Supervisory Body can be made by any means, including sending a letter by mail, internal mail, or via email to the dedicated and confidential email box of the Supervisory Body.

Contacts of the Supervisory Body are as follows:

- at the company headquarters
- email box: odv@biopsybell.it

Article 44: SANCTIONS

For the classification of violations of the prescriptions and principles of this Code of Ethics, as well as the applicable sanctions, reference is made to what is established in the Sanctioning System issued by the Company, which forms an integral part of the Company’s Organisational Management Model. The Sanctioning System, in summary, identifies:

- the subjects involved;
- the types of relevant violations;
- the criteria for identifying and applying sanctions;

- the types of sanctions applicable;
- the procedure for applying disciplinary measures.

In particular, the Sanctioning System, within the limits and according to the requirements established therein, is addressed to:

- Subordinate employees;
- Members of Corporate Bodies;
- Auditing Companies; Consultants (consulting firms, lawyers, etc.); Collaborators (para-subordinate workers, agents (e.g., promoters...), interns, etc.); Suppliers; other Third Parties who have contractual relations with Biopsybell (e.g., outsourcing companies, temporary work agencies) – hereinafter, Third Parties.

Regarding subordinate employees, disciplinary sanctions provided by the respective National Collective Labour Agreement applied by the Company apply, respecting the procedures set by Law No. 300 of 1970 – the so-called Workers' Statute. The disciplinary measures that can be imposed are:

- written warning;
- fine not exceeding the value of 3 hours of work;
- suspension from service and pay for a period not exceeding 3 days;
- dismissal for significant non-fulfilment of contractual obligations (just cause);
- dismissal for a serious offense that does not allow even provisional continuation of the relationship (just cause);
- removal from service with pay for workers under criminal proceedings under Legislative Decree 231/2001.

Regarding management, disciplinary measures applicable include warning, revocation of delegations, and deduction of remuneration or, in more serious cases, convening the Shareholders' Meeting to adopt the revocation measure.

Regarding auditors, disciplinary measures applicable include warning or, in more serious cases, revocation of the mandate according to the methods established by the civil code. Regarding Third Party Recipients, due to specific clauses inserted in the relevant contracts, failure to respect the principles and rules in this Code of Ethics results in the application of warnings and contract termination.

Finally, for members of the Supervisory Body, the CEO takes appropriate measures according to what is established in the Disciplinary System for the respective category of the different members (subordinate employees or freelancers) and respecting the rules of the Supervisory Body Regulation. Regarding shareholders, in case of serious breaches of obligations deriving from law or contract or of the prescriptions and principles established in this Code of Ethics with relevance under Legislative Decree 231/01, exclusion from the Company may be imposed.

Moreover, in case of violation of the Supervisory Body Regulation by its members, the sole director may apply warnings, salary reductions, or revocation of the mandate.

Article 45: WHISTLEBLOWING

The Company promotes the prevention and verification of any illegal or otherwise unlawful conduct against the Code of Ethics and Model 231.

In this perspective, the Company promotes a speak-up culture, meaning the freedom to ask, in a spirit of dialogue, colleagues and/or superiors whenever it is considered appropriate or necessary to express doubts or concerns, expose problems, make proposals and ideas, or, generally, express opinions to improve work within the organisation.

The Company has also guaranteed its employees and top managers the possibility to report, even confidentially, a possible crime, offense, or any irregular conduct committed by other members of the Company itself ("Whistleblowing").

Specifically, in compliance with the new rules introduced by Legislative Decree 24/2023, effective March 10, 2023, the Company has activated the following internal channels to allow legitimate subjects to report:

- a telematic channel accessible at the following link: <https://whistleblowing.biopsybell.it>

- a telephone channel, already active by calling the following number: 0535 020008. Also, the Company protects employees who have consulted with each other or made a report, guaranteeing all protection measures under Chapter III of Legislative Decree 24/2023, in the forms and ways provided by the same decree.

These protection measures – right to confidentiality, prohibition of retaliation, limitation of liability, and support measures – are extended to all subjects listed in Article 3 of Legislative Decree 24/2023.