

SWISSLOG HEALTHCARE ITALY SRL



November 27, 2019

ORGANISMO DI VIGILANZA E CONTROLLO O. d. V. (SUPERVISION AND CONTROL ORGANISATION)	
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1. Introduction

Technological research and innovation are essential to the activities of Swisslog Healthcare Italy S.r.l. in developing its business of providing automation in various sectors, in particular the industrial and hospital sectors.

Swisslog Healthcare Italy S.r.l. is aware that the healthy, sound and sustainable development of the company must be based on clear shared principles underlying the daily activities of everyone who works for or in any way represents the Company.

To underline this, in addition to the Code of Conduct adopted at Group level, Swisslog Healthcare Italy S.r.l. has prepared and issued this Code of Ethics, in order to restate and reinforce the main values which the continued growth of the Company should follow.

2. Application of the Code of Ethics

The Code of Ethics adopted by Swisslog Healthcare Italy S.r.l. applies to the following persons:

- a) the official bodies responsible for company policy and their members;
- b) managers, employees and workers, including temporary and casual workers, without exception;
- c) consultants, contractors in any capacity, agents and any other persons, within or outside the Company, who may act in the name and on behalf of the Company.

All persons to whom this Code applies, as specified above, are required to familiarise themselves with the contents of the Code and to comply with its requirements as set out below.

It is of the highest importance that the Code should be well known, and for this purpose Swisslog Healthcare Italy S.r.l. will be responsible for its distribution, both within and outside the Company, and will ensure that it is sent or made available to all persons to whom it applies.

Given the importance of the Code to the Company, it is hereby stated that compliance with the principles and provisions of this Code, by all persons to whom it applies, are an essential condition of every constructive working relationship with Swisslog Healthcare Italy S.r.l.

3. Principles and rules of conduct

3.1 Compliance with statute, regulations and ethical principles

All persons (managers, employees, contractors, professionals, consultants) who in any capacity act on behalf of Swisslog Healthcare Italy S.r.l. are required to act with propriety and transparency in the exercise of their functions, and must comply with the relevant statutes and regulations and with the ethical principles adopted by the Company.

Accordingly, Swisslog Healthcare Italy S.r.l. condemns with immediate effect all conduct contrary to that required by statute or by this Code.

3.2 Quality and integrity

The products and services offered by Swisslog Healthcare Italy S.r.l. must always aim at achieving the highest standards of quality, which should be a hallmark of the reliability of the Company.

Quality, together with integrity and honesty, should be the guiding principles acknowledged by Swisslog Healthcare Italy S.r.l. as the basis for its growth.

The Company pays the utmost attention to these values, so as to maintain the credibility and reputation which Swisslog Healthcare Italy S.r.l. has built up over the years it has been in business.

3.3 Personal welfare and human dignity

Swisslog Healthcare Italy S.r.l. believes in the importance of looking after, protecting and encouraging all members of staff, as a basic condition of company growth.

For this reason, Swisslog Healthcare Italy S.r.l. undertakes to ensure a working environment in which everyone is looked after and encouraged to develop their skills.

Accordingly, in the process of selecting and recruiting staff, Swisslog Healthcare Italy S.r.l. complies with all legislation in force, including that concerning the employment of foreign workers, and bans any discriminatory behaviour, whether direct or indirect, on the ground of trade union membership, political views, religion, race, language or gender, in recognition of the supreme importance of the fundamental principles of the Constitution of the Republic of Italy.

In the Company's relations with outside persons and bodies the same principle means that no negotiations can be entered into and no work may be allotted contrary to the fundamental principles based on respect for human dignity, and that the Company will not work with partners, including international partners, that violate the basic rights of workers, especially by employing under-age labour and irregular workers.

Following these principles, Swisslog Healthcare Italy S.r.l. emphasises that recruitment and promotion must be based entirely on merit, skill, professional qualifications and the match between the profile required for the job and the personal characteristics of the applicant, in accordance with the procedures laid down.

3.4 Health and safety at work

The protection of the health and safety of workers is a priority objective for Swisslog Healthcare Italy S.r.l., and for this reason the Company commits organisational, personal and economic resources to this on a daily and continuous basis.

Health and safety at work includes the prevention of accidents and illnesses, in application of the general principles sanctioned by articles 4, 32 and 35 of the Constitution.

Swisslog Healthcare Italy S.r.l. shall ensure that the assignment of responsibilities relating to health and safety at work to outside consultants or individual company employees will be made solely on the basis of proved and adequate competence and experience in the subject matter in question.

In carrying on its business, the Company undertakes to comply with all safety legislation, and shall require a similar undertaking from all persons and bodies involved in the management of any internal or external tenders.

Accordingly, so as to keep risk prevention constantly in view, Swisslog Healthcare Italy S.r.l. undertakes to consolidate and spread a culture of safety, developing awareness of risks and promoting responsible behaviour by all staff.

In this connection, the Company abides by the following principles:

- a. combatting risks at the source, and assessing risks that cannot be avoided;
- b. keeping abreast of technical developments;
- c. replacing dangerous articles with articles that are not dangerous or less dangerous;
- d. maintaining an adequate prevention programme, aiming at a coherent framework taking account of the way work is organised, work conditions, social relations and the influence of factors connected with the work environment;
- e. giving collective protection measures priority over individual protection measures;
- f. giving adequate instructions to workers;
- g. investing in research so as to maintain the highest safety standards.

3.5 Relations with government

Given the business it carries on, Swisslog Healthcare Italy S.r.l. frequently interacts with public bodies and government in general.

All relations with public bodies and government, whether of an institutional, political or commercial nature, must be conducted on the basis of principles of transparency, propriety, honesty and integrity.

Swisslog Healthcare Italy S.r.l. must unambiguously specify which individuals are to have authority to represent the Company in dealing with public bodies and the government and must clearly state the limits of their authority. The Company emphasises that individuals so appointed may not for any reason seek to exercise unlawful influence on decisions or engage in improper conduct such as offering money or other benefits which may affect the impartiality of judgment of the government.

This prohibition applies equally to the offering of money or other benefits to individuals appointed by the government.

Persons appointed by Swisslog Healthcare Italy S.r.l. to represent the Company in its relations with the government, by sending documents and/or statements, requesting authorisations, participation in invitations to tender etc., must abide by the principles of transparency and honesty and check that all information supplied by whatever means and for whatever purpose is truthful and accurate.

Should the Company receive contributions, subsidies or finance from the European Union, the State or any other public body, even if only of a modest value and/or amount, it undertakes to use them wholly and exclusively for the purposes for which they were applied for and granted.

Swisslog Healthcare Italy S.r.l. forbids and condemns conduct of any kind aimed at presenting applications or requests containing statements which are untrue, altered, falsified or incomplete, for the purpose of obtaining public grants, contributions or finance on easy terms or of improperly obtaining permissions, authorisations, licences or other administrative acts.

3.6 Customer relations

Swisslog Healthcare Italy S.r.l. aims to satisfy the requirements of its customers as fully as possible, by the exercise of the utmost competence and professionalism. In order to build up a relationship of trust with its customers, Swisslog Healthcare Italy S.r.l. encourages the sending of commercial information that is true, transparent and complete, so that customers are as fully aware as possible of the state of pending negotiations.

Swisslog Healthcare Italy S.r.l. forbids conduct of any kind aimed solely at improperly influencing the mind of customers in the course of commercial negotiations, such as the offer of money or other benefits, even indirect. The same prohibition applies equally to the offer of money or benefits to individuals appointed by or connected to the customer.

3.7 Management of gifts and presents

Swisslog Healthcare Italy S.r.l. forbids conduct of any kind which might constitute an improper inducement or condition for services received or rendered, and lays down that no gifts or presents may be given or received to a value exceeding 50.00 euros; such presents must in any case not exceed the limits of normal commercial practice, and must take into account the standard of living of the donor and recipient.

For this reason, no type of gift, treat or favour for the purpose of securing favourable treatment at any stage of the transaction of business is permissible. There must be no exception to this principle even in countries where it is the custom to offer valuable gifts to commercial partners; and the principle applies equally to presents promised or offered and presents received. "Present" in this context includes any type of benefit, treat or favour.

3.8 Relations with suppliers

Swisslog Healthcare Italy S.r.l. exercises the utmost care and consideration in choosing its suppliers and requires them to abide by the Company's values of reliability, propriety, quality and integrity.

The suppliers of Swisslog Healthcare Italy S.r.l. must guarantee the source of their products and their compliance with all legislation in force, especially that concerning job security, regularity of work, the protection of intellectual property rights and environmental protection.

3.9 Advertising, public relations and sponsorship

All advertising and public relations activity carried on by the Company is aimed at promoting a marketing image characterised by the reliability of its products and integrity in the conduct of its business.

In this perspective, all information supplied, and statements made to the media must respect the reputation and confidentiality of individuals and companies and may only be disclosed by persons authorised to do so.

Swisslog Healthcare Italy S.r.l. may provide grants and sponsorship in support of initiatives proposed by public and private bodies and non-profit organisations, in compliance with statute, with the correct procedures and with the ethical principles contained in this Code, giving suitable publicity for them. The sponsorship and grants may be in connection with events and initiatives of a social, political, cultural, sporting or artistic nature, and may also be for the purpose of arranging studies, research, conferences and seminars on topics of interest to the Company's business.

Swisslog Healthcare Italy S.r.l. does not permit any initiative aimed solely at obtaining favourable treatment contrary to the principles of this Code.

3.10 Competition and fair trading

Swisslog Healthcare Italy S.r.l. believes that the only way to strengthen its market image is through the quality and reliability of its products and services.

Accordingly, the Company respects every form of lawful competition and forbids any conduct constituting unfair competition.

In the spirit of what is laid down in article 41 of the Constitution, Swisslog Healthcare Italy S.r.l. regards it as fundamental that the market should be characterised in a proper and lawful way for all competitors, given that only genuine market freedom ensures the opportunity to participate and succeed on one's merits by quality products.

3.11 Transmission of funds and company transactions

Swisslog Healthcare Italy S.r.l. undertakes to abide by the principles of transparency, propriety and truthfulness in relation to the transmission of funds.

Accordingly, every transaction and all business must be lawful, duly authorised, consistent, documented and verifiable, in compliance with the company procedures.

The principle of transparency as applied to financial management requires that it must be possible to reconstruct and verify transactions by others, while respecting the principles of segregation of roles and traceability.

Swisslog Healthcare Italy S.r.l. complies with all accountancy and financial procedures for the avoidance of irregularities, illegality and the violation of specific statutory provisions, particularly those relating to money laundering and the receipt or use of money or goods of doubtful provenance. The principles of transparency and truthfulness also impose a duty to provide information which is accurate, complete, transparent and comprehensible, so as to allow recipients of that information to make informed decisions. For these reasons, the Company confirms that balance sheets, directors' reports and other company statements required by statute, whether addressed to shareholders or to members of the public, may not state material facts that do not correspond to reality or that are still subject to valuation, or omit information concerning the economic, property or financial position of the company which there is a legal duty to disclose, in such a way as to mislead the recipients about the company's position and possibly cause financial loss to shareholders or creditors, with the intention of deceiving shareholders or the public so as to obtain an unfair profit

for oneself or another.

3.12 Intellectual property rights

Swisslog Healthcare Italy S.r.l. is constantly engaged in research and technological innovation. For this reason, the Company takes the utmost care to ensure the protection of intellectual property rights and undertakes that any new projects are checked and implemented in full compliance with the legislation in force.

Swisslog Healthcare Italy S.r.l. requires the same standard of care from its suppliers.

3.13 Use of technology, IT system, confidentiality and copyright

Swisslog Healthcare Italy S.r.l. warrants that technology and the IT system shall be used in such a way as to respect human dignity and the right of confidentiality.

The Company prohibits any use of the IT network other than for the purposes of the company or in any way that does not respect people, their dignity and the environmental and work context in which they live.

Swisslog Healthcare Italy S.r.l. regards confidentiality as a basic element in the relation of trust with customers and emphasises that all employees and contractors must observe the highest standard of confidentiality concerning data, including sensitive data, research, information, documents, studies, initiatives, plans etc. of which they become aware in the course of their activities.

All information, particularly information learned in the course of customers' business, must be treated as confidential and may not be disclosed to third parties or used to obtain any advantage, whether direct or indirect.

For this reason, employees and contractors are required to continue to abide rigorously by the above principles after the employment or engagement has come to an end for any reason whatever, within the time limits set by statute or in the contract.

The Company takes measures to safeguard information managed by it and to prevent it becoming accessible to unauthorised persons, in accordance with the provisions of Legislative Decree No. 196 of 2003 as from time to time amended.

The Company forbids the use of downloaded or unlicensed software, and the downloading or copying of files or programs in breach of copyright.

Swisslog Healthcare Italy S.r.l. undertakes to use all necessary means to identify any irregularities, access to forbidden or unauthorised websites or other acts in breach of copyright.

3.14 Environmental protection

In accordance with the provisions of article 9 of the Constitution, Swisslog Healthcare Italy S.r.l. complies with the legislation relating to environmental protection, in particular Legislative Decree No. 152 of 2006.

The Company regards environmental protection as an important factor to take into account in choosing technology and business programmes and strategies, so as to prevent pollution of every kind.

3.15 Conflict of interests

Swisslog Healthcare Italy S.r.l. recommends that one should avoid activities or situations that involve or potentially gives rise to a conflict between one's personal interests or those of third parties and those of the Company.

Should any situation occur that involves or potentially gives rise to a conflict of interest, whether within or outside the Company's activities, every person concerned is required to notify the Company of it immediately, and the person in relation to whom the conflict could arise must withdraw from the activity or situation in question.

3.16 Cooperation with justice system

Swisslog Healthcare Italy S.r.l. acknowledges its duty to cooperate with the justice system with the utmost transparency, by answering any requests with true and complete statements and providing all information necessary to establish the facts.

3.17 Compliance with requirements of public supervisory authorities

Swisslog Healthcare Italy S.r.l. scrupulously adheres to the requirements issued by the competent public supervisory Institutions or authorities in pursuance of the legislation in force in sectors connected with its areas of business.

Should it become necessary to send statements or documents in the course of pending investigations by public supervisory institutions or authorities, Swisslog Healthcare Italy S.r.l. shall adhere to the principles of truthfulness, completeness and transparency.

4. Enforcement and supervision

4.1 Publication, notification and effect of Code of Ethics

Swisslog Healthcare Italy S.r.l. undertakes to publicise this Code of Ethics, by whatever means it considers most appropriate, and bring it to the attention of all persons to whom it applies, as specified above. Publicity and training events designed for this purpose will be arranged for persons within the Company, while as concerns any outside persons to whom this Code applies, Swisslog Healthcare Italy S.r.l.

S.p.A. undertakes to incorporate specific clauses into their contracts and/or obtain signed statements confirming that they have been provided with and have read the Code of Ethics, agree to it and will observe the principles there set out.

4.2 Duties of employees

Each employee of Swisslog Healthcare Italy S.r.l. must be aware of the provisions of this Code, as well as of all laws and internal procedures that apply to activities falling within his functions and form an integral part of his terms of employment.

Any employee who becomes aware of behaviour that is or could be illegal is required to notify his superiors, the supervisory organisation and/or the person in charge of human resources.

All employees of Swisslog Healthcare Italy S.r.l. must in addition:

- refrain from conduct contrary to the provisions of the legislation in force, of this Code, of the internal procedures and of the Company's organisation plan;
- seek any necessary clarification of the detailed application of this Code or of the applicable legislation from their superiors, from the supervisory organisation and/or the person in charge of human resources.

All managers and supervisors have the additional duty:

- to ensure so far as possible that all persons for whom they have direct or indirect management responsibility comply with the Code;
- to conduct themselves so as to be a role model for their subordinates;
- to communicate any notification provided by or needs experienced by their subordinates to the person in charge of human resources or the supervisory organisation.

Compliance with the Code of Ethics is an essential term of every contract of employment, whether in force or to be entered into in the future, in accordance with article 2104 of the Civil Code. Accordingly, any breach of it shall be prosecuted and punished by the Company in accordance with the provisions of the applicable National Collective Labour Agreements and of article 7 of

Statute No. 300 of 1970 (the Workers' Code).

4.3 Duties of contractors

All contractors, consultants and self-employed workers who offer services to or on behalf of Swisslog Healthcare Italy S.r.l. must be made aware of and sign a statement that they agree to the principles and rules provided by this Ethical Code, as a basic condition of all contracts of any kind between these persons and the Company.

The provisions of the Code, as agreed by signature or, as the case may be, by implication through a course of conduct, are a basic condition of those contracts, and any breach by those persons of the detailed provisions of the Code of Ethics may, depending on the seriousness of the breach, give the Company the right to withdraw from its existing contractual relations with those persons and may also be specified in advance as a cause of automatic termination of the contract in accordance with article 1456 of the Civil Code.

4.4 Duties of third parties

Anyone who enters into a contract with third parties in the name or on behalf of Swisslog Healthcare Italy S.r.l. must inform those persons of the duties and undertakings imposed by this Code of Ethics and require them to agree and comply with them.

Accordingly, the Company requires suitable clauses to be inserted into contracts with third parties, and/or signed declarations accepting a duty to comply with the Code of Ethics.

Should any third person to whom the Code applies refuse to sign or agree, this fact must be notified to the appropriate managers and to the supervisory organisation.

4.5 Internal controls

Swisslog Healthcare Italy S.r.l. promotes the exercise of internal controls as a desirable practice which significantly contributes to the improvement of business efficiency.

Internal controls refer to all mechanisms introduced by the Company for the purpose of managing and checking the activities of the organisation in order to ensure compliance with statute and with company procedures, protect company assets, manage the company's activities efficiently and provide accurate and complete accounting and financial data.

4.6 Supervisory organisation

In accordance with article 6 of Legislative Decree No. 231 of 2001, Swisslog Healthcare Italy S.r.l. has appointed a supervisory organisation responsible for checking the effectiveness and suitability of the Organisation Plan adopted by the Company pursuant to Legislative Decree No. 231 of 2001, of which this Code of Ethics is an integral part.

4.7 Reports to the OdV and Whistleblowing

If a person required to comply with the Organisation Plan and this Code of Ethics becomes aware of illegal conduct, relevant pursuant to Legislative Decree No. 231 of 2001, or violations, including potential violations, of the Organisation Plan and the Code of Ethics, of which it became aware due to the functions performed, must promptly provide detailed reporting to the Supervision and Control Organisation, in order to protect the integrity of the Company.

The report, based on precise and consistent factual elements, can be send as follows:

- by e-mail at the specific email address accessible only to members of the Supervision and Control Organisation: odv@swisslog.com;

- by e-mail at the specific email address accessible to both members of the Supervision and Control Organisation and Board of Directors: whistleblowing@swisslog.com.

The above-mentioned channels can guarantee the confidentiality related to the whistleblower's identity who reports the non-conformity to the Organisation Plan and this Code of Ethics.

In any case, the OdV shall ensure that the whistleblowers who made the reports are not subjected to retaliation, discrimination or, in any case, direct or indirect penalties, for reasons connected, directly or indirectly, to the report, thus ensuring adequate confidentiality of these persons.

The adoption of discriminatory measures against whistleblower can be reported to the national labor inspectorate, for the measures of its competence, by the person making the report, as well as by the trade union organization indicated by this person.

The retaliatory or discriminatory dismissal of the whistleblower is null and void. Pursuant to art. 2103 of Civil Code, also the change of duties, as well as any other retaliatory or discriminatory measure adopted against the whistleblower are null and void. In the event of disputes arising from or in connection with the imposition of disciplinary sanctions, demotion, layoffs, transfers, or submission of the whistleblower to another organizational measure having direct or indirect negative effects on the working conditions following the presentation of the report, Employer shall be responsible to demonstrate that these measures are based on reasons unrelated to the report received by the whistleblower.

4.8 Sanctions

In the event of a violation of this Code of Ethics, Swisslog Healthcare Italy S.r.l. will institute disciplinary proceedings against those responsible for the violation, where expressly provided, in accordance with statute and with all provisions in force. These proceedings may result in the dismissal of those responsible by the Company, in addition to damages for any loss which may have arisen from the breach.

Should a member of any of the official bodies responsible for company policy fail to comply with the requirements of the Code of Ethics, the relevant official bodies may adopt more appropriate measures as provided and sanctioned by statute.

Violation of the requirements of the Code by employees is a breach of the terms of the contract of employment, with all the contractual and statutory consequences which that entails, including the power to treat such violation as a disciplinary offence.

Violations of the Code by suppliers and independent contractors shall be dealt with in accordance with the terms of the relevant contracts, subject to any more serious infraction of the law.

5. Final provisions

5.1 Conflict with the Code

Should any one provision of this Code conflict with the provisions of any internal regulations or procedures of the Company, the terms of the Code shall prevail.

5.2 Amendments to the Code

Any amendment and/or replacement of this Code must be made in the same manner in which the Code was originally adopted by the Board of Directors.

This Code must be checked and updated, if necessary, by the Board of Directors, at least once a year, and at any other time if so proposed by the supervisory organisation.

Declaration that the Code of Ethics has been read and agreed to

I the undersigned,, confirm that I have received and read my personal copy of this Code of Ethics.

I the undersigned further confirm that I have understood and accepted, and intend to abide by, the principles and rules of conduct set out in this Code.

I the undersigned finally confirm that my conduct will be in conformity with the rules laid down in this Code, and accept all liabilities arising from breach of those rules.

Signed:

Full name

Date
