

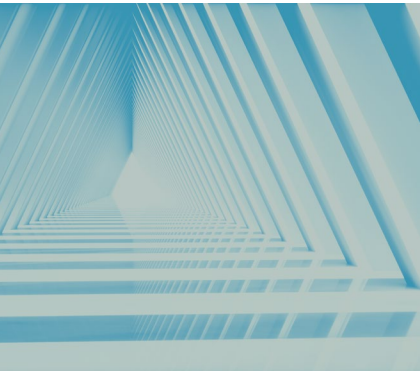


**Dedalus**

# **DEDALUS GROUP BUSINESS PARTNERS CODE OF CONDUCT**



Life Flows Through Our Software



# INDEX

## DEDALUS GROUP BUSINESS PARTNERS CODE OF CONDUCT

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## 1. LETTER FROM THE CEO

Dear Everyone,

it is with pleasure that we present to you the Dedalus' Code of Conduct for Business Partners.

As an international Group, we operate with respect for human dignity, human rights, and the environment through our operations and in the products and services we offer, requiring the same from our Business Partners and suppliers.

These elements are essential for a sustainable and successful business and for setting goals along the entire supply chain. Indeed, we believe that the integration of these principles in corporate strategies and development of solid, ethical and transparent relationships, based on a environment of continuous collaboration with our suppliers, Business Partners and external stakeholders, are the basis for successful strategies and the creation of shared values.

We hope that this Code can be a reference point for the definition of positive and common strategies with our suppliers, in the knowledge that responsible and sustainable business management is necessary at every level of the supply chain.

**Alberto Calcagno,**  
Dedalus CEO

## 2. INTRODUCTION

Founded in Florence in 1982, Dedalus Group (hereafter also “Dedalus” or “we” or the “Group”) is the leading provider of healthcare and diagnostic software in Europe and one of the largest in the world. Since 2016, Dedalus has embarked on an expansion strategy, focusing on the growing demand for innovative and comprehensive solutions to support the digital transformation of the healthcare ecosystem.

We support healthcare organizations, their staff and patients with innovative end-to-end solutions, focused on clinical cooperation and process optimization, which can be activated gradually, thus protecting our customers' past investments. The person, as a complex individual with diverse needs, is the end point of our activities and the ultimate beneficiary. For this reason, we are aware and very proud to do a “special job”: life flows in our software.

Our corporate mission is to conduct our business with integrity and in compliance with applicable laws and ethical standards. This basic principle is the foundation of our activities and an essential factor when it comes to securing our long-term sustainable success for the future.

Dedalus is committed to establish relationships of trust and build lasting and ethical partnerships with its Business Partner, fostering a fair, sustainable and transparent supply chain.

Business Partners means a public or private external party with whom Dedalus has, or plans to establish, some form of business relationship (e.g. clients, customers, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, sub-contractors, suppliers, vendors, advisors, agents, distributors, representatives, intermediaries, investors, etc.) (hereafter also referred to as the “Recipients”).

In accordance with the provisions of the Group's Code of Ethics, the Group considers its collaboration with the Business Partners fundamental to achieve the highest ethical and sustainable business development standards. To this end, the Group has decided to adopt a Business Partners Code of Conduct (hereafter also referred to as the “Code”), which sets forth the ethical principles and rules of conduct that, along with the legal, regulatory and procedural norms, must characterize the commercial relations between the Group and its partners.

This Code is intended to ensure that Business Partners:

- provide their workers with fair and safe working conditions;
- operate in an environmentally friendly way;
- operate legally, with integrity, transparency and fairness;
- operate in accordance with applicable laws and regulations.

### 3. SCOPE OF APPLICATION

This Code applies to all Recipients in all the Group countries and regions where the Group operates.

We expect our Business Partners to follow the principles defined in this Code, published on the Dedalus website (<https://www.dedalus.com/global/en/>).

Furthermore, Business Partners are required to share the contents of this document with their employees and collaborators globally, as well as to foster, within their own supply chain, ethical behaviors that ensure compliance with this Code, in their internal organizational structures as well as with their sub suppliers/subcontractors, so as to encourage compliance monitoring at all levels of the supply chain.

## 4. REFERENCES

The Code is inspired by the values and principles described in the Dedalus Group Code of Ethics, Anti-Corruption Policy and further relevant Guidelines, Policies and Work Instructions adopted by Dedalus, as well as the main standards issued by international organizations, including:

- the United Nations International Bill of Human Rights, including the Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights and the International Covenant on Economic, Social and Cultural Rights;
- the United Nations Convention on the Rights of the Child;
- the UN Convention on the Elimination of All Forms of Discrimination against Women;
- the UN Guiding Principles on Business and Human Rights;
- the “CEO Guide to Human Rights” of the World Business Council for Sustainable Development (WBCSD);
- the Declaration on Fundamental Principles and Rights at Work of the International Labor Organization (ILO) and its applicable conventions;
- the OECD Guidelines for Multinational Enterprises;
- the Sustainable Development Goals (SDGs) of the United Nations;
- the 10 principles of the Global Compact;
- the Women’s Empowerment Principles (WEPs) for the promotion of gender equality.

We consider our Code as an essential condition for the selection and appraisal of, and for our collaboration with, our Business Partners. Our Business Partners need to act in compliance with all applicable laws and to observe ethical standards, they also need to take it into account when selecting their suppliers, and to work towards realizing this basic understanding throughout Dedalus’ entire supply chain.

Any statutory national, supranational or international laws and regulations remain in force where applicable and take precedence over this Code wherever they set higher standards. In case of lower standards, this Code shall take precedence.

## 5. ETHICS AND BUSINESS INTEGRITY

### 5.1. Integrity, transparency and compliance with the laws

Dedalus promotes and respects the principles of legality, integrity and fairness. The Recipients are

required to abide by these principles and to operate with maximum transparency in compliance with the provisions of the applicable laws and regulations in the context in which they operate, as well as with the commitments undertaken with the Group. In the event that the provisions of the Code diverge from other applicable laws, regulations and commitments undertaken with the Group, the Recipients are expected to guarantee their compliance with the highest standard of current legislation and to report to the Group such instance using the Reference Contacts indicated in chapter eight (8) of this Code.

The Group encourages the Recipients to adopt policies and implement procedures aimed at guaranteeing compliance with applicable laws and regulations to protect the integrity of the organization and the company's activities.

## 5.2 Prohibition of corruption and bribery

Dedalus does not tolerate any form of bribery or business practices that may give rise to the impression that there is any impermissible exercise of influence or manipulation amongst its own employees as well as its Business Partners.

Our Business Partners must refrain from promising, offering or granting illegal benefits of any kind to third parties and must not receive illegal advantages, directly or indirectly, from third parties. Our Business Partners must not tolerate any form of illegal gift-giving, particularly in business dealings with public figures and authorities at home and abroad. Similarly, our Business Partners must ensure the integrity of their employees' conduct and procedures.

Gratuities (e.g. gifts or invitations) must never be promised, offered, given, or received by our Business Partners in circumstances in which an impartial third-party observer would reasonably conclude that they are intended to create a duty of gratitude or to improperly influence a decision or activity by the recipient in order to obtain an undue advantage. Offering Gratuities is only permitted where it meets all the following conditions:

- there is a legitimate business purpose;
- they are offered as a sign of common business courtesy (i.e., it is not requested by the Third Party);
- they have a modest value, i.e. if they are of low value and if they can be considered as an expression of locally generally accepted business practice. As per the gifts they cannot exceed the threshold provided by our Gift Policy (<https://www.dedalus.com/global/en/esg/compliance-and-anticorruption/>);
- do not consist of a cash payment (e.g., cash, transfers, coupons), or luxury goods or assets;
- it is recorded clearly and transparently, including for accounting purposes, and with appropriate

supporting documentation;

- gifts cannot be offered to Public Officials, except for branded promotional and educational gadgets.

Invitations and gifts to Dedalus employees or persons connected to them will only be granted if the reason and value are appropriate, i.e. if they are of modest value and can be considered an expression of a commercial practice that is generally accepted locally and complies with applicable regulations.

Business Partners must ensure that invitations and gifts given to Dedalus employees comply with the criteria outlined in this Code and in the Policies published on the institutional website. If the gift exceeds the threshold or does not meet the established criteria, it must not be offered by the Business Partner. Dedalus employees are required to refuse such benefits in order to maintain transparency and avoid potential conflicts of interest.

Similarly, Business Partners must not request inappropriate benefits from Dedalus employees, who must refuse any such requests and report them promptly in accordance with paragraph 8 of this Code.

### **5.3 Fair competition and Antitrust law**

Dedalus expects that its Business Partners act fairly in competition and observe the applicable antitrust and competition laws and regulations. Business Partners shall neither participate in any agreements with Business Partners and competitors contrary to applicable antitrust regulations nor take advantage from any possible existing market-controlling position.

### **5.4 Financial responsibility**

We expect our Business Partners to accurately record, maintain and report on all business documents, including, but not limited to, financial statements and all transactions records which are relevant for accounting purposes.

Our Business Partners must comply with accounting regulations and regularly publish information on their business activities and their financial situation in accordance with applicable legal requirements.



### **5.5 Export control and trade sanctions**

We expect our Business Partners to comply with relevant import and export regulations for the movement of goods, services and information and to respect national and international restrictions on trade and monetary transactions for individual countries, regions or individuals, including relevant sanctions lists.

### **5.6 Anti-money laundering**

Dedalus expects its Business Partners to observe the relevant legal requirements for the prevention of money laundering, not to get involved in money-laundering activities, and to support the international fight against money laundering.

### **5.7 Intellectual property and plagiarism**

We expect our Business Partners to respect third-parties' know-how, inventions, patents, trademarks, copyrights and other intellectual property rights.

Our Business Partners are committed to prevent the introduction and use of plagiarism and counterfeit materials. When plagiarism and/or counterfeit materials are detected, they must be isolated and, if necessary, law enforcement authorities must be informed.

### **5.8 Conflict of interests**

We expect that our Business Partners make their decisions regarding their business with Dedalus exclusively on the basis of objective considerations. Conflicts of interest involving private or family matters, as well as business or other activities - including those related to associated individuals, entities, or other affiliated persons or organizations - must be avoided. If they arise, they must always be reported to the Dedalus Compliance Team.

### **5.9 Handling of confidential information**

In order to protect confidential information, data and plans, the Business Partner shall store these securely and protect them against access from third parties.

The Recipients may use information exclusively for authorized purposes and in an appropriate manner. All Business Partners undertake not to disclose any confidential data or business secrets to third parties without Dedalus written authorization and not to use these for their own benefit.



### 5.10 Data privacy

Dedalus expects its Business Partners to observe all relevant laws and regulations regarding data privacy and to collect, process and use personal data only in accordance with the conditions of applicable data protection laws and regulations.

Furthermore, our Business Partners must have an adequate set of data protection policies in place, as well as technical and organizational security measures which take into account the level of risk for the personal data in relation to the activities they perform.

### 5.11 Information Security

Dedalus expects its Business Partners to comply with all information security laws and regulations and to implement all the appropriate technical and organizational measures. Business Partners shall regularly update these measures to meet the up-to-date information security best practices. Business Partners which are managing data (e. g. intellectual property, PII - Personally Identifiable Information or PHI - Protected Health Information) on behalf of Dedalus are required to at a minimum being ISO 27001 certified. In addition to the certification for all services provided to Dedalus, the Business Partner shall conduct regular risk assessments according to best practices and report to us without undue delay of any risks which could impact our business.

In the event of a Security Incident related to the service provided to Dedalus or to data handled on behalf of Dedalus, the Business Partner shall notify this incident to the Dedalus Security Operation Centre - SOC (mailto: [soc@dedalus.com](mailto:soc@dedalus.com)) within 24 hours.

All employees shall be trained regularly, to ensure the necessary information security knowledge level within the Business Partners organization.

### 5.12 Artificial Intelligence (AI)

Dedalus expects its Business Partners to comply with all Artificial Intelligence applicable laws, regulations and guidelines and to implement all appropriate technical and organizational measures to ensure its ethical, responsible, secure and safe development, import, distribution and use, with the aim of avoiding discrimination and respecting fundamental rights.

## 6. HUMAN RIGHTS AND LABOR CONDITIONS

Dedalus expects its Business Partners to comply with the “Universal Charter of Human Rights” of the United Nations, the principles of the UN Global Compact, and the core work standards of the International Labor Organization (ILO), in consideration of the country-specific laws applicable at the different sites. Dedalus expects its Business Partners to ensure compliance with fundamental human rights in their business operations in accordance with applicable national laws and regulations.

### 6.1 Child labor

Dedalus promotes respect of the rights of minors and their correct and harmonious physical, mental and emotional development and expects that its Business Partners condemn, prohibit and refrain from any kind of child labor, in line with the provisions of the applicable legislation, the relevant ILO Conventions and the International Convention on the Rights of the Child.

### 6.2 Forced labor

Dedalus prohibits any form of human trafficking, slavery, forced labor or comparable practices and expects the same from its Business Partners. In particular, the Recipients must refrain from engaging in any form of modern slavery including, but not limited to, resorting to non-voluntary work, retaining workers' original documents, requesting payment of a deposit as a condition of employment and operating restrictions on the freedom of movement of employees.

### 6.3 Discrimination

Dedalus expects that its Business Partners treat their employees fairly and that they prevent discrimination in the hiring of employees as well as for promotions, work remuneration or the provision of training or upskilling courses.

Dedalus expects from each Business Partner that they do not discriminate against anyone on the basis of their gender, skin color, national and ethnic origin, age, citizenship, political opinion, world view, religion or belief, social origin, sex, health status, disability, sexual orientation or any other circumstances that may give rise to discrimination or abuse, as well as any form of harassment or inappropriate or disrespectful behavior in the workplace.

## 6.4 Diversity, equality and inclusion

Dedalus expects its Business Partners to actively promote gender equality and ensure equal opportunities and equal rights for women and men in all aspects of education, personal and professional development. Business Partners are expected to actively promote diversity, in all its forms, and inclusion.

## 6.5 Disciplinary practices, harassment and persecutory actions

Dedalus expects its Business Partners to treat all employees with fairness, respect and dignity and to refrain from subjecting them to abuse or to the threat of physical abuse, physical disciplinary measures, sexual harassment, verbal abuse or other forms of intimidation, in compliance with applicable legislation.

Consistent with applicable laws and regulations, illegal monetary sanctions used in place of disciplinary sanctions are also prohibited.

## 6.6 Rights of minorities and indigenous people

The rights of minorities and indigenous peoples shall be respected and protected by Dedalus' Business Partners.

## 6.7 Occupational Health and Safety

Dedalus expects its Business Partners to observe the applicable legislation on health and safety in the workplace. The Business Partner shall support the protection of its employees' health and safety through appropriate measures, such as implementing preventive and consistent work protection, and providing appropriate instructions and training as well as a safe and healthy work environment.

## 6.8 Compensation and working hours

Dedalus expects its Business Partners to only employ workers who meet the legal requirements for access to employment according to the regulations of the country in which the work is carried out. Dedalus expects that its Business Partners observe the relevant applicable legislation on working hours and minimum wage. We expect that the employees of our Business Partners receive compensation that is consistent with applicable laws and that also guarantees satisfaction of primary needs and standards of living that are respectful of the dignity of the individual.

## 6.9 Freedom of association

Dedalus expects its Business Partners to respect the freedom of association as well as the right to form interest groups. Thus, they shall grant their employees the right to represent their interests collectively, subject to applicable laws and regulations.

## 6.10 Security forces

Dedalus expects that its Business Partners, when hiring or using private or public security forces for business purposes, will discourage the use of violence and interference with freedom of association and Workers' rights by providing adequate instruction and supervision to the security forces.

## 6.11 Land acquisition

Dedalus expects that when acquiring land, its Business Partners will not engage in unlawful evictions or other forms of unlawful deprivation of land, forests, and waters whose use provides a person's livelihood.

# 7. RESPECT OF THE ECOSYSTEM

Dedalus constantly pays attention to the environment and we are committed to reducing our impact on it, respecting all the legislation and environmental regulation applicable to our industry, protecting the surrounding environment and contributing to the sustainable development of the territory. We are always looking for ways to maximize energy efficiency and minimize water consumption and waste generation across our operations.

In order to promote environmental responsibility in the corporate strategy, our Business Partners and their own suppliers are required to comply with the following principles.

## 7.1 Efficient dealing with resources

The Business Partner shall, as far as their capabilities allow, advocate for the efficient use of energy, water and raw materials, the use of renewable resources, the decarbonization and the minimization of environmental and health damage. Non-renewable resources, in particular, should be used as sparingly as possible. Dedalus expects the Business Partner to continuously identify and implement potential improvements as part of its environmental policy.

## 7.2 Management of energy consumption and emissions

Dedalus asks its Business Partners to contribute to the reduction of CO<sub>2</sub>/greenhouse gas emissions and improvement of air quality along the value chain. As such, Dedalus expects its Business Partners to record and monitor direct and indirect CO<sub>2</sub>/greenhouse gas emissions, including the upstream supply chain. The Business Partner must strive to continuously improve air quality and reduce such CO<sub>2</sub>/greenhouse gas emissions contributing to the achievement of national and international emission reduction targets.

## 7.3 Water quality and consumption

The Recipients are required to comply with the provisions of the law concerning water withdrawals and discharges. The Business Partner are required to use water resources responsibly. Dedalus expects targeted prevention from its Business Partners, particularly in areas where environmental pollution can have a damaging effect on the basis of food production, access to sanitary facilities and safe drinking water, or the health of individuals. Water consumption is to be recorded accurately and transparently and continuously monitored to identify opportunities for reduction.

## 7.4 Soil quality and noise emission

Business Partners shall ensure that they do not cause harmful soil changes or harmful noise emissions that may lead to a significant impact on the ecosystems or human health.

## 7.5 Hazardous substances and waste

The Business Partner shall observe the guidelines set by applicable laws and international agreements (e.g. REACH, the Minamata Convention on Mercury of October 10, 2013, the Stockholm Convention on Persistent Organic Pollutants of May 6, 2005, the Basel Convention on the Control of Transboundary Movements of Hazardous Wastes and their Disposal of March 22, 1989 the Regulation (EC) No 1013/2006 of the European Parliament and of the Council of June 14, 2006 on shipments of waste) in the use, production and trade of hazardous substances, other chemicals and waste.

Business Partners are therefore obliged to monitor and manage the impact of its business activities on the local environment, ensuring compliance with waste management regulations. Whenever possible, they must prioritize recycling, recovery, and/or reuse, or dispose of waste in appropriate facilities. Additionally, Business Partners commit to set up systems aimed at preventing or reducing

discharges of polluting agents (into the air, as well as marine, surface and underground waters) in order to minimize the environmental impact of their business operations.

## **7.6 Sustainable products and recycling**

When developing products and services, the Business Partner must take into account the environmental impact of its products and services, right from the design stage, applying a life-cycle approach and according to the principles of the circular economy. For their products, services and production processes, the Business Partners shall assess potential risks to the environment as well as to customer health and safety, implementing appropriate measures when necessary. This includes taking into account reusing, recycling and disposing of waste in a safe and environmentally friendly way, while also minimizing waste as much as possible. Dedalus expects its Business Partners to comply with all applicable environmental laws, regulations and standards.

## **7.7 Biodiversity, land use and animal welfare**

Dedalus expects its Business Partners to ensure the protection of natural ecosystems (including marine ecosystems), in particular the protection of endangered wildlife habitats, and the sustainable use of natural resources. Within the framework of applicable laws and international regulations on biodiversity, Business Partners shall strive for supply chains that do not create deforestation and land degradation, and that make a careful use of land. Business Partners shall support and promote the ethical and species-appropriate treatment of animals.

# **8. COMPLIANCE WITH THE CODE**

## **8.1 Implementation procedure**

The Business Partner has the responsibility of guaranteeing its compliance with the principles outlined in this Code. The Recipients must inform their employees and collaborators about the contents of this Code and, if necessary, provide training. General training about human rights and environmental protection is considered equivalent to training on this Code.

Furthermore, the Business Partner is responsible for promoting and ensuring compliance with the Code among its suppliers, external collaborators and other parties involved in its supply chain, in order to prevent violations of human and environmental rights. If the Business Partner believes that

it cannot meet a requirement of this Code without violating applicable law, it shall inform Dedalus without undue delay.

The Business Partner that identity instances of non-compliance with the Code are required to notify them Dedalus and, if deemed appropriate, to request support to adapt their activities and operations according to the methods and timelines agreed. Dedalus may, at any time, request the Business Partner to provide supply chain mapping details in order to facilitate risk assessments and/or the implementation of preventive or corrective measures.

For inquiries regarding the Code, including its interpretation and application, please contact [sustainability@dedalus.com](mailto:sustainability@dedalus.com).

## 8.2 Reporting of violations and inspection

The Business Partner must report any violations of this Code or any associated risks. The same applies to violations or risks of violations of human rights or environmental rights in the Business Partner's supply chain.

Reports may be submitted via the Dedalus Integrity Line Portal: <https://dedalus.integrityline.com>.

The Business Partner must inform its employees and collaborators about the existence of the Integrity Line portal set up by Dedalus, its purpose and how it works. Recipients shall refrain from obstructing any information provided to Dedalus by employees or collaborators of the Business Partner who work on behalf of Dedalus regarding violations of this Code. Dedalus has the right to interview the employees and collaborators of the Business Partner to verify compliance with the above obligation to provide information and the information received.

Dedalus expects its Business Partners to promote a culture of openness and transparency and, to this end, encourages Recipients to adopt and promote internal mechanisms and tools to ensure that their employees, as well as third parties, have the opportunity to report anonymously and confidentially any actual or suspected violations and misconduct. When implementing these mechanisms, it is recommended that protection systems be put in place for whistleblowers who report suspected or confirmed violations in good faith, without suffering retaliation for doing so.

In order to ensure compliance with the provisions set out in the Code, the Group reserves the right to conduct monitoring activities directly or through third parties on the Business Partner. These activities may include requesting any documentation deemed necessary or conducting audits at production



sites and offices. Alternatively, Dedalus may require the Business Partner to undergo a recognized certification or audit system that guarantees independent and adequate controls. Cases of refusal or lack of cooperation in monitoring activities may be assessed by the Group and considered instances non-compliance, according to the procedures outlined in the next section of this document.

### **8.3 Management of non-compliance cases**

If non-compliance is identified, including through the audit activities described in the previous paragraph, the Business Partner is required to implement corrective actions necessary for the adjustment of its activities and operations within an agreed timeframe. Dedalus will monitor the implementation of the above actions.

In addition to the above, Dedalus reserves the right to review the business relationship with each Business Partner. In doing so, Dedalus will adhere to the principle of proportionality, carefully evaluating which consequences are appropriate, suitable and required in each individual case. This may lead to an immediate termination of the business relationship with the Business Partner as well as potential claims for damages, especially in cases of:

- serious or repeated violations of the Code;
- failure to implement an improvement plan and/ or failure to comply agreed arrangements and timelines;
- refusal or lack of cooperation in carrying out monitoring activities, as described in the previous paragraph.