



**INTEGRA LIFESCIENCES ITALY S.R.L.**

## **Model of Organization, Management and Control**

*(pursuant Italian Legislative Decree 231/2001)*

*[TRANSLATED FROM THE ORIGINAL ITALIAN VERSION]*

Special Part I

**Legal and Corporate Affairs Management**

## 1. Special Part Aim

This Special Part aims to define do's-and-don'ts as well as control activities that all Addressees are required to adhere to and execute whenever operating within activities and process listed in subsequent chapter 2, for the purpose of *i)* preventing the risk of specific "231" relevant crimes commission as well as of *ii)* assuring correctness and transparency in conducting business activities.

In addition, this Special Part aims to provide Supervisory Body and all other control bodies with relevant information to perform its control activities.

Addressees should adhere to each of the extent applicable:

- Model of Organization, Management and Control, General Part;
- Standard of Business Conduct and Ethics;
- Delegation of Authorities in place;
- each and all other Company and Group documents addressing activities relevant for the Italian Legislative Decree 231/2001 compliance.

In general, all actions and behaviors in violation of existing and valid laws are forbidden.

## 2. Special Part Scope

This Special Part and, specifically, do's-and-don'ts as well as control activities detailed in subsequent chapters, apply to all Integra managers, employees and other professionals involved with the below listed processes:

- Corporate extraordinary transactions management;
- litigation management;
- corporate affairs management.

## 3. Applicable 231 crime

231 crimes theoretically applicable to Integra Lifesciences Italy S.r.l. are the following:

- offences against the Public Administration (artt. 24 and 25 Leg. D. 231/2001);
- corporate offences (including corruption between private parties) (art. 25-ter Leg. D. 231/2001);
- receiving, laundering and using money, goods or benefits of unlawful origin, as well as self laundering (art. 25-octies Leg. D. 231/2001);
- crimes connected to inducement to refrain from making statements or to make false statements to the legal authorities (art. 25-decies Leg. D. 231/2001);
- tax crimes (art. 25-quinquiesdecies Leg. D. 231/2001).

## 4. Do's-and-don'ts

All Addressees must:

- ensure that all corporate transactions are conducted by the Company in full compliance with the applicable laws and regulations, including tax legislation;
- ensure that each extraordinary transaction is also legitimate, authorized and verifiable, as well as registered in compliance with the legal requirements;
- be correct, transparent and collaborative in all activities concerning prospectuses preparation and other corporate communications for corporate transaction, in order to provide truthful and correct information on the economic, capital and financial statements of Company to shareholders and third parties;
- strictly comply with all the rules established by law in order to protect share capital integrity and effectiveness and not to damage creditors guarantees and third parties;
- comply with obligations contained in any confidentiality agreements signed with external counterparties and Company confidentiality principles;
- provide complete, transparent and immediate collaboration with the Judicial Authority, promptly and exhaustively providing the requested documentation and information;
- always declare truthful, complete, correct and representative statements of the facts to the Judicial Authority;
- freely express their facts representations or exercise right to remain silent, provided by law, if investigated or accused in criminal proceedings;
- submit documentation to people with appropriate powers, based on the system of proxies and powers, in order to verify and approve it before forwarding all documents to the Judicial Authority;
- promptly notify to management any threat, pressure, offer or promise of money or other benefits, received in order to alter statements functional to criminal proceedings;
- guarantee correct storage of all documentation produced and delivered in order to guarantee various process phases traceability;
- ensure Company and Corporate Bodies' orderly functioning, guaranteeing and facilitating all forms of internal control over social management;
- be correct, transparent and collaborative towards Statutory Auditors and Auditors in order to allow them to carry out all activities assigned by the law;
- promptly and completely fulfill requests for documentation submitted by Supervisory Board and Auditors during administrative-accounting processes verification and assessment;
- guarantee to the Supervisory Board complete and prompt information on all ordinary and extraordinary transactions.

It is explicitly forbidden to:

- return contributions to shareholders or release them from the obligation to execute them, except for share capital legitimate reduction required by law;
- distribute profits or profits advances not effectively earned or allocated by law to reserves;
- allocate reserves if not permitted by law;
- purchase or sign Company or subsidiaries' shares outside cases defined by law, with share capital integrity violation;
- make share capital reduction, mergers or demergers, in violation of law focus on protect creditors, causing them damage;
- influence or induce parties called to respond to the Judicial Authority, not to make statements or declare facts that do not correspond to the truth;
- intervene, without being entitled to do so, on the data or information received or to be transferred to the Public Administration, including Public Supervisory Authorities, securing an unfair profit for themselves or others;
- correspond, offer or promise, directly or indirectly (e.g. through the intermediation of a third party), also under different forms of contributions (e.g. sponsorships and donations), payments or material benefits to public officials or public service representatives or to persons close to them, in order to influence their behavior and assure advantages to the Company;
- offer, or just promise, money or other benefits as remuneration for an illegal intermediation activity carried out by a third party that has existing or even alleged relationships with a public official;
- yield pressure or accept recommendations from public officials or public service representatives;
- behave in a misleading way that could induce Judicial Authority to misjudge presented documentation;
- bribe a public agent of Trademarks and Patents Office in order to facilitate successful procedure completion for registering a corporate patent;
- provide incomplete or misleading documents and information or hide documents and information requested by Supervisory Board and Auditors or obstruct their control activities in any way;
- promise or offer money or other benefits to Supervisory Board or Auditors, making interest for the Company
- provide a false accounting record within a fiscal transaction procedure;
- carry out behaviours that prevent control activity by the Financial Administration (i.e. Judicial Authority) through the concealment of documents and information required and / or providing incomplete or misleading documents and information;
- use false documentation, functional to reporting fictitious passive items in one of the declarations to be submitted in the event of extraordinary transactions;
- use false documentation or other artifice in order to simulate extraordinary transactions, with the effect of indicating in one of the declarations relating to income or value added taxes fictitious assets or credits, or liabilities for an amount less than the actual one;

- carry out a simulated alienation of corporate assets in order to avoid paying taxes, with the further effect of making, in whole or in part, ineffective the enforced collection procedure.

## **5. Extraordinary transactions management**

Extraordinary operations are defined within a Group strategic plan. The execution (e.g. identification of the possible target, closing and integration) is in charge of the competent Headquarter structures, supported locally for local operational aspects.

Here follow the control activities to be put in place within extraordinary transactions management process.

- Documentation is prepared by competent local or Group structures, with external professionals' support (selected as specified in the Procurement Special Section);
- transactions must be approved on the basis of the existing powers and powers of attorney system;
- fiscal impacts (e.g. fiscal due diligence) of the initiatives, with potential effects on the executive phase and consolidation of post-transaction accounting values, are subject to timely evaluation;
- the correct accounting of the economic effects of an initiative / project with potential fiscal implications is verified;
- all relevant documentation, highlighting process and critical decision moments, must be duly archived by the competent function.

## **6. Litigation management**

Activities related to litigation and legal disputes management are respectively headed by the Legal Department of the company affiliated in France (ILS Service France), based on specific service contract, to which reference is made.

Here follow the control activities to be put in place within litigation management process.

- Litigation management is under responsibility of the Chairman of the Board of Directors, Chief Executive Officer and Managers of the other departments involved, in line with proxies and powers of attorney system;
- before transmitting the required documentation to the Judicial Authority (such as, for example, evidence, deeds, defensive writings, etc.), this must be verified for accuracy and comprehensiveness and finally signed by subjects with appropriate powers in compliance with proxies and delegations system;
- contracts / engagement letters stipulated with consultants and/or collaborators (selected in line with procurement Special Section provisions) directly involved in relationships with Public Administration during litigation, in the name or on behalf of Integra Lifesciences Italy, must include a specific clause providing:
  - an express declaration by the consultant and/or collaborator that they are aware of and comply with the legislation pursuant to Legislative Decree 231/2001, that they have never

been involved in judicial proceedings relating to crimes contemplated in the same and that they commit to compliance with Group Code of Ethics;

- consequences for the consultant and/or collaborator in case of violation of what has been declared (including possible contract termination);
- any settlement agreements must be authorized in line with proxies and powers of attorney system;
- all relevant documentation concerning disputes (such as deeds, opinions, pleadings, judgments and any other element that makes it possible to carry out checks on judicial and extrajudicial outcomes) as well as evidence of critical decision process, must be duly filed by competent function.

## **7. Corporate Affairs management**

Here follow the control activities to be put in place within Corporate Affairs management process.

- Company secretary activities (i.e.: Board of Directors and the Shareholders' Meeting planning, appointment letter within time required by Statute, minutes drafting) are managed by the Corporate Legal Function;
- the Corporate Legal Function, with the Finance Function supports and collects all company documentation that will be discussed during Board of Directors meetings and then forwards it in advance;
- the Corporate Legal Function draws up meetings minutes and shares them for approval with the Directors;
- an external tax advisor is in charge of filing the financial statements approved minutes to the Chamber of Commerce;
- Supervisory Body and Legal Auditing Firm verify and validate the financial statements before their finalization and approval;
- all relevant documentation, highlighting process and critical decision must be duly archived by the competent function.