

ORGANISATION, MANAGEMENT AND CONTROL MODEL

(Summary document)

The adoption of the Model is both a liability exemption tool for Optikon with regard to the committing of some offences, and an act of corporate social responsibility for the company towards its stakeholders (shareholders, employees, clients, suppliers) and the community at large, as well as a statement on the ethical values in which Optikon firmly believes.

Optikon first adopted a model pursuant to the provisions of legislative decree 231/2001 as far back as 2011.

In adopting this Model, Optikon has been inspired by Guidelines for the construction of organisation, management and control models (the "Confindustria Guidelines"), the guidelines drafted by Assobiomedica, the principles set forth in the Medtech Code and the doctrine and case law on the subject of legislative decree 231.

To draft this Model the Company has worked to identify and assess sensitive areas and processes within its organisation.

Further to the above, the project has been rolled out in three distinct operational phases:

PHASE I – Identification of Sensitive Areas (*Risk Assessment*), i.e. analysis of the corporate environment in order to identify which Company activities/roles may give rise to the relevant offences set forth in legislative decree 231;

PHASE II – Gap Analysis, i.e. assessment of the adequacy of the company's organisation and relative safeguards for preventing such offences, comparing general rules contained in the reference organisational model (meeting the needs of legislative decree 231) with the actual ways in which activities are performed by the Company, as outlined by company practice;

PHASE III – Creation of internal control system, consisting of:

- Adoption of the measures indicated in the Gap Analysis document;
- Review and updating of existing procedures, drafting of new procedures to prevent relevant offences pursuant to the provisions of legislative decree 231;
- Analysis and updating of the disciplinary system already applied by the Company;
- Assignment of the task to the Supervisory Body;

- Analysis and updating of the system concerning information flows and reporting in relations with the Supervisory Body.

The present Model was drafted upon the completion of the above-described activity, in all its parts.

The Model is divided into a “General Part”, containing a description of activities performed by the Company and of the structure needed to implement the Model, and a “Special Part”, consisting of the identification of sensitive areas with relative safeguards and of the Annex to the Model, which lists and illustrates the offences set forth in legislative decree 231.