



# CODE OF ETHICS

*as per Leg. Dec. 231/2001*



Management  
System  
ISO 45001:2018  
ISO 9001:2015  
ISO 14001:2015



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## TERMS & DEFINITIONS

<b>“Leg. Dec. no. 231/2001” or “Decree”</b>	Legislative Decree no. 231 of 8th June 2001, concerning the <i>“Administrative liability of legal persons, companies and associations, including those without legal status”</i>
<b>“Sodai” or the “Company”</b>	Sodai S.p.A.
<b>BoD</b>	Company Board of Directors
<b>Organisational Model or Model</b>	Organisation, Management, and Control Model adopted pursuant to Legislative Decree no. 231/2001
<b>SB</b>	Supervisory Body
<b>P.A.</b>	Public Administration
<b>Code of Ethics</b>	This Code of Ethics, adopted by the Board of Directors (hereinafter also “BoD”) of the Company pursuant to Legislative Decree no. 231/2001
<b>Disciplinary System</b>	Disciplinary System adopted pursuant to Decree 231
<b>Recipients</b>	All those who act on behalf of the Company and/or who operate and/or collaborate in any capacity with the latter (employees, consultants, suppliers, partners, and third parties in general).

## FOREWORD

This Code of Ethics, developed to ensure the Company's ethical values are clearly defined and constitute the basis of the corporate culture, and also the standard of conduct of the Board of Directors, partners, employees, and collaborators of the Company itself in conducting their business and activities, constitutes one of the essential elements of the Organisation, Management, and Control Model adopted pursuant to articles 6 and 7 of Legislative Decree no. 231/2001.

The company is strongly motivated to respect environmental ethical principles. Continuous investment in research has in fact allowed SODAI to develop innovative processes and technologies and to operate in the Circular Economy with excellent results, achieving its goal of optimising purification yields and solving industrial problems associated with Environmental Sustainability.

## PREMISES, AIMS, AND VALUES OF CODE

### What is the code of ethics for?

The aim of this Code of Ethics is to provide general ethical and behavioural guidelines to be followed in carrying out one's activities, as well as to help prevent administrative offences giving rise to criminal liability pursuant to the Decree.

### Who is the code of ethics for?

In carrying out their duties, all those who act, operate, and collaborate in any capacity with the Company (employees, consultants, suppliers, and third parties in general) find themselves needing to address situations requiring the adoption of certain behaviour with several important implications, among which most importantly, ethical and legal ones (so-called "Recipients" of the Code).

The principles and rules in the Code apply to:

- all employees of the Company, regardless of their role and department;
- all members of the various corporate bodies;
- any third parties that act on behalf of the Company;
- third parties having relations with the Company, for example, but not limited to, suppliers, business partners and contractual counterparts with whom the Company enters into negotiations or finalises agreements in any capacity.

### What does Sodai S.p.A expect of its employees, collaborators, and partners?

All Recipients of this Code as identified above have a duty to behave, and to ensure their collaborators and persons with whom they deal behave, in accordance with the general principles of absolute honesty, loyalty, good faith, balance, fairness, and diligence, and also in accordance with any specific obligations derived from professional ethics, and in any case derived from those principles deemed applicable by virtue of the context and objectives of their mission.

In the presence or absence of specific provisions, it is nonetheless absolutely necessary that their every action be inspired by the highest standards of behaviour, with which the Company in turn aligns its conduct, taking

into account that the correct behaviour to be adopted in any situation is always based on good faith, but also transparency, impartiality, and above all honesty and loyalty in the thinking of those who act.

The Company does not intend to hold relations with subjects who do not undertake to comply with the principles and rules contained in this Code. To this end, the Company shall insert clauses of compliance with this Code in any agreements with said subjects.

In no way can the belief that one is acting in the interests or to the advantage of the Company justify the adoption of behaviour in contrast with the principles described in this Code. Furthermore, the application of, and compliance with, the stated principles forms part of the more general obligations for collaboration, fairness, diligence, and loyalty required by the nature of the expected task and by the interest of the company, and which must be fulfilled by all in carrying out all tasks for or on behalf of the company.

The aforementioned obligations, in particular for Company employees, are supplementary to that established by articles 2104 and 2105 of the Italian Civil Code and the Metalworking National Collective Agreement currently in force.

This Code constitutes an integral part of the Organisation, Management, and Control Model adopted by the Company pursuant to Legislative Decree no. 231/2001.

## 1 GENERAL PRINCIPLES

### 1.1 *Compliance with the law, professional ethics, regulations, and procedures*

Recipients are required to diligently comply with the laws in force, the Code, any other professional ethics to which the Company has adhered, and internal regulations. Under no circumstances may the pursuit of the Company's interests justify dishonest conduct in breach of current legislation, the professional ethics of reference, and this Code.

Moreover, Recipients are required to comply with the operating procedures and company protocols.

In carrying out their respective activities, Recipients are required to know and comply with the rules of the legal system in which they operate. Any legislative breaches must be reported to the competent Authorities.

Each collaborator is called upon to contribute with their behaviour and work activities to promoting integrity, legality, and transparency, while also providing the Supervisory Body and subjects/bodies responsible for monitoring activities, with any data/information within their competence in accordance with the terms prescribed by the legislation in force.

The decision-making processes adopted by employees must be suitably documented and thus traceable, allowing their replication at any time.

### 1.2 *Conflict of interest*

A conflict of interest implies a situation whereby an interest other than the Company's corporate mission is pursued, or activities are carried out which may in any case interfere with the capacity to make decisions in the exclusive interest of the Company, or personal advantages are reaped from the business opportunities of the Company itself; or in the event representatives of suppliers or public institutions act in conflict with the fiduciary duties associated with their role.

#### **General principles**

A conflict of interest may arise when in carrying out one's activities, among other things:

- one has interests, including therein economic and financial ones, whether direct or indirect, which may influence one's activities;
- one may reap a personal advantage, financial or otherwise, through the access and improper use of information;
- one works with or on behalf of the Company's suppliers;
- confidential information is disseminated, even during informal meetings, regarding the activities carried out by the Company before the latter has made an official announcement;
- one's position or role is exploited in such a way as to reap a personal advantage, of any nature;
- money, favours, or benefits are accepted from people or companies who hold or intend to hold business relations with the Company.

## **Operating precepts**

In the event the recipients of the Code find themselves or believe they may find themselves in a position of conflict of interest, or in the presence of serious reasons of expediency, they must refrain from making any type of decision and/or carrying out any activity, the effects of which may be directly or indirectly suffered by the Company.

Both in the case of abstention, and when it is not possible to abstain, one has the duty to inform one's Manager, communicating the reasons for the potential conflict; the Manager is in turn required to promptly inform Senior management, which shall assess the effective existence of said conflict and eventually authorise the potentially conflicting work activity only after having implemented the actions necessary to eliminate the conflictual situation.

Further to the request of the Company and/or Supervisory Body, the interested party is required to provide additional information regarding the real or potential conflict of interest in which they believe to be involved.

It is therefore prohibited to:

- implement actions and adopt behaviour potentially in conflict with the Company's activities or with the aims and interests pursued by the latter, and to
- carry out activities or make decisions which may be directly or indirectly linked to one's own interest, whether financial or otherwise, or that of a spouse, relatives three times removed and/or cohabitants, or of connected persons (friends, acquaintances, etc.) or organisations of which the aforementioned subjects are directors or managers, which may compromise the duty of impartiality and create a situation of conflict with the activities and aims of the Company in whose name or on whose behalf one operates;
- give in to unlawful pressure and/or accept to provide services in the event of offers or proposals for remuneration, compensation, or benefits of any kind which may compromise one's own independent judgement;
- make offers, accept appointments, or provide one's services in any way whatsoever when it can be reasonably inferred from known elements that the activity contributes to illegal or illegitimate operations and/or in any case incompatible with the principles of lawfulness, morality, and transparency;
- promote any form of participation or contiguity in unlawful business in any capacity linked and/or attributable to organised crime or in any case to subjects of ill repute;
- disseminate confidential information acquired through the carrying out of one's professional duties.

## **1.3 Harassment and discrimination**

### **General principles**

The Company:

- guarantees a work environment that celebrates diversity among employees in compliance with the principle of equality, seeking to protect the dignity and freedom of every employee in the workplace;
- does not tolerate any type of discrimination on the grounds of race, sex, politics, trade union membership, or religion, or based on one's age or health status;
- imposes the obligation to refrain from any form of intimidation, harassing actions or behaviour;
- does not allow sexual harassment, whereby "sexual harassment" is intended as any unwanted act or behaviour, even verbal, with a sexual connotation causing offence to the dignity of the person to which it is directed;

- also does not allow the creation of a climate of intimidation towards the persons who suffered said harassment.

### **Operating precepts**

Those who believe they are the object of harassing or discriminatory behaviour, or who are aware of any intimidation, discrimination, or harassing and/or discriminatory behaviour under way, must inform their Manager and/or Senior management, and also the Supervisory Body, who shall, with utmost care and confidentiality, implement any and all actions they deem necessary in order to overcome the difficult situation and restore a peaceful work environment.

## **1.4 Quality of services**

### **General principles**

The Company does business with the aim of satisfying and protecting its clients, listening to any requests that may lead to an improvement in the quality of services; for this reason, the Company focuses on ensuring a high standard of quality of its services.

### **Operating precepts**

The Company undertakes to ensure that:

- work contracts and appointments are fulfilled in accordance with that knowingly established by the parties;
- any ignorance or incapacity of one's counterparts is not exploited;
- no recipients take advantage of contractual shortcomings or unexpected events to renegotiate the contract, for the sole purpose of exploiting the condition of dependence or weakness in which the counterpart finds themselves;
- the quality standards defined by the Company are always adopted, checked, and respected.

## **2 RULES OF CONDUCT TOWARD PERSONNEL**

### **2.1 Human resources – equal opportunity**

#### **General principles**

Human resources are an indispensable element of the company organisation and therefore represent the main source of the Company's success, both in more general institutional terms, and more strictly corporate terms.

The Company offers all employees the same opportunities based on criteria of merit and in respect of the principle of equality, and allows each person to develop their own aptitude, skills, and competence, providing education and training and/or refresher courses where necessary.

The Company protects disabled workers by encouraging their integration in the work environment.



The Company undertakes to promote the value of all professional skills in the company organisation, activating mechanisms to encourage the growth and development of its own collaborators/employees.

The Company undertakes to comply with legal regulations in force on the matter of counteracting undeclared work and the exploitation of labour, undertaking not to hire labour for the purpose of assigning it to third-party work in conditions of worker exploitation, and not to use, hire, or employ labour for subjection to worker exploitation, taking advantage of their state of need.

Moreover, the Company undertakes, in regards to its own workers, not to:

- pay wages in a manner clearly not aligned with national or territorial collective agreements stipulated by the most representative trade unions at a national level, or in any case in a disproportionate manner with respect to the quantity and quality of work provided;
- violate legislation concerning work hours, rest periods, days off per week, mandatory leave, holiday leave;
- violate regulations concerning safety and hygiene in the workplace;
- subject workers to degrading working conditions, surveillance methods, or housing situations.

### **Operating precepts**

All employees must be familiar with the legislation regulating the fulfilment of their functions and consequent behaviour; otherwise, the employee must report the nonconforming situation in which they find themselves to their Manager.

The Company ensures that all collaborators/employees shall have access to information and training tools with the aim of promoting their specific skills and preserving each person's professional worth.

## **2.2 Selection of personnel**

### **General principles**

A mere promise to employ someone in exchange for favours may constitute an offence.

The process of selecting personnel to be employed must be aimed at selecting the most suitable and most valid person based on the correspondence of the candidates' profiles and specific skills with the company's needs, as indicated by the proposal submitted by the requesting department, and always in respect of equal opportunity for all interested parties.

The information requested is strictly for the purpose of verifying the requested professional characteristics and aptitude, while respecting the candidate's private life and opinions.

### **Operating precepts**

Favouritism, nepotism, or forms of clientelism during the selection and employment stages is generally prohibited.

The Company must verify compliance with the aforementioned principles within the limits of the available information, as well as adopt suitable prevention measures.

The Company strictly prohibits the employment of foreign workers without a valid permit of stay or with a revoked or expired permit of stay, for which no application for renewal has been submitted documented by the relative postal receipt.

## 2.3 *Assessment of personnel*

### General principles

The Company undertakes to ensure that within its own organisation, the general and individual objectives set for personnel are such not to induce unlawful behaviour, and rather are geared toward possible, specific, concrete, measurable results, placed in relation to the expected time for their achievement.

### Operating precepts

Any situations of difficulty or conflict with the aforementioned principle must be promptly reported by anyone to their Manager, as well as to the Supervisory Body, in order that any corrective actions can be promptly implemented.

## 2.4 *Employees' rights and duties*

### Operating precepts

Employees of the Company, among other things, are required to:

- know and comply with the legislation in force, the company processes, procedures and guidelines, as well as the principles contained in this Code;
- comply with the provisions and instructions imparted by the Company, Manager, or in any case one's supervisor;
- fulfil all the obligations necessary to protect health and safety in the workplace;
- effectively collaborate with one's colleagues, Managers, and/or supervisors, providing all information and implementing all behaviour making it possible to work with utmost efficiency in fulfilling one's assigned tasks and pursuing common goals;
- avoid abusing or generating false beliefs in relation to one's position, role, or powers held within the Company and the role of the Company itself, immediately intervening in order to eliminate any and all misunderstandings;
- not carry out acts in conflict with one's official duties, and not omit or delay an official duty for the unlawful obtainment or promise of money or other benefit for oneself or others;
- in order to maintain the trust of the market and in particular of the Company's suppliers, treat all correctly and fairly, avoiding favours or pressure, whether real or apparent, in order to obtain special advantages from certain suppliers;
- keep confidential any information concerning the Company's activities, as well as that of a financial and economic nature;
- not use information acquired during the course of one's activities carried out for the Company for personal gain or to obtain advantages of a financial or other nature;
- promote awareness of the Code among all subjects with whom relations are held, whether formal or informal, in carrying out one's activities;
- not disclose any information regarding the Company's suppliers to third parties and in particular to the Company's other suppliers;
- not denigrate, in any case, the Company and/or anybody who has relations of any kind and in any capacity with the latter;
- not participate in informal meetings with subjects interested in acquiring information concerning issues relating to business activities, unless expressly authorised by one's Manager;

- avoid frequenting associations, clubs, or other bodies of any kind, in the event this might give rise to obligations, constraints, expectations such that may interfere with the fulfilment of one's activities;
- report truthfully and correctly to the Company any required information, such as for example the summary report of the hours worked, expenses sustained, report of the activities carried out, etc.;
- not use work instruments for personal reasons, except in special urgent situations, including therein phone lines, and to take proper care of the spaces, furniture, vehicles, or materials made available to them;
- acquire the professional skills necessary to perform one's activities, and to maintain, for the entire duration of the work relationship, a suitable level of knowledge and experience, constantly updating one's skills and attending any refresher or requalification courses proposed and activated by the Company;
- not derive profits or advantages, whether direct or indirect, financial or otherwise, with or without damage to the Company, from carrying out one's work activities;
- maintain suitable conduct and use language and clothing suitable to the work environment;
- promptly and proactively fulfil all obligations set out by the Model (such as, for example, training courses, the sending of reports, attendance of meetings with the SB, etc.), avoiding obstructive behaviour that may compromise the effectiveness of the Model, of the SB, and the supervisory activities of the departments responsible for monitoring.

## 2.5 *Protection of health and safety in the workplace*

### General principles

Under current legislation, the Company undertakes to adopt all measures necessary to protect the physical and moral integrity of its workers.

In particular, the Company undertakes to ensure that:

- compliance with current worker health and safety legislation is considered a priority;
- risks to workers are avoided, insofar as possible and guaranteed by the evolution of best practices, also by selecting the most suitable and least dangerous materials and equipment and such as to mitigate the risks at the source;
- unavoidable risks are properly assessed and suitably mitigated through appropriate collective and individual safety measures;
- worker information and training is disseminated, up to date, and specific with reference to the task carried out;
- consultation with workers on the matter of workplace health and safety is guaranteed;
- any needs or nonconformities on the matter of safety which emerge during work activities or during inspections and audits are promptly and efficiently dealt with;
- the organisation of work and relative operational aspects are developed in such a way as to safeguard the health of workers, third parties, and the community in which the Company operates.

### Operating precepts

Workers, each within the limits of their competence, are required to ensure full compliance with:

- the laws in force in the different countries in which the Company operates, and their subsequent updates,
- the principles of this Code and the company procedures, and any other internal provisions intended to guarantee the protection of health and safety in the workplace;

- and also to report any violations or even simply actions or practices in conflict with the provisions of the Code of Ethics and the Model and any other company provisions intended to protect health and safety in the workplace.

## 2.6 *Environmental protection*

### General principles

Under current legislation, the Company undertakes to adopt all measures necessary to guarantee a safe and protected work environment, which is also respectful of the surrounding environment. To this end, the Company undertakes to:

- continuously improve the environmental performance of its processes and to satisfy all legislative and regulatory requirements in this regard;
- minimise its environmental impact, optimising the use of resources;
- search, in practising its business, for solutions compatible with the practice of sustainable development, aiming to promote the value of natural resources, minimise territorial consumption, and minimise energy wastage;
- avoid, within the limits of its functions, causing any alterations to the environment in which it operates, which may affect the ecological balance and/or preservation of cultural, artistic, historical, and landscape heritage.

### Operating precepts

The Company monitors the environmental impacts of its activities and systematically seeks improvement in a coherent, efficient, and sustainable manner.

In particular, the Company undertakes to:

- favour suppliers who demonstrate best performance in terms of sustainability;
- if in order to fulfil its obligations on the matter of environmental protection, it becomes necessary to resort to authorised subjects (waste disposal companies, carriers, etc.), the latter shall be selected from among those satisfying the highest levels of reliability, professionalism, and ethics.

It also uses products with a low environmental impact and promotes waste sorting within its offices. The Company's commitment to the environment also involves awareness-raising among its employees, who must:

- contribute to the fulfilment of the obligations set out by legal provisions concerning environmental matters;
- immediately report any anomalies in environmental matters to the aforementioned subjects;
- participate in organised education and training programs.
- take all reasonable precautions to ensure a safe and healthy work environment;
- avoid placing themselves or others at risk with their own actions;
- promptly report to the relevant departments and SB regarding any behaviour noted, or about which they become aware, which may compromise the safety of the work environment.

Moreover, it is strictly prohibited for all Recipients to:

- provide services under the influence of drugs or alcohol;

- ignore the smoking bans applicable to the workplaces, or in any case, if smoking is not prohibited by law, to engage in behaviour insensitive to the needs of those who might feel discomfort due to the effects of “passive smoking”.

### **3 RULES OF CONDUCT TOWARD THE PUBLIC ADMINISTRATION**

#### **3.1 *Relations with the public administration***

##### **General principles**

The Company’s relations with the Public Administration, public officials, or public service providers, must be inspired by absolute impartiality and fairness, compliance with legal provisions and applicable regulations, and must not in any way compromise the integrity or reputation of the Company.

##### **Operating precepts**

Making commitments and managing relations of any type with the Public Administration, public officials, or public service providers, is reserved exclusively to company departments in charge of doing so, and to authorised personnel.

In any case, said subjects are required to diligently file all documentation relative to their relations with the Public Administration.

In the context of relations with the Public Administration, public officials, or public service providers, Recipients are required to refrain from:

- offering, also through a third party, money, work or business opportunities, or more generally other benefits to the public official, their relatives or persons connected to them in any way;
- unlawfully seeking or establishing personal relations of favour, influence, or interference intended to influence, either directly or indirectly, the outcome of the relationship.

#### **3.2 *Respect for impartiality and proper conduct of the P.A.***

##### **General principles**

The Company, Corporate bodies and their members, employees, consultants, collaborators, and third parties in general who act on behalf of said Company in its relations with the Public Administration, whether Italian or foreign, are inspired by and adapt their conduct to the principle of impartiality and proper conduct to which the Public Administration is bound.

#### **3.3 *Relations with public institutions and supervisory authorities***

##### **General principles**

The Company nurtures relations with public institutions based on the principles of integrity, fairness, and professionalism.

### **Operating precepts**

Recipients are required to strictly comply with legislation in force in the sectors connected to their respective areas of activity, and any provisions issued by the competent Institutions and/or Supervisory Authorities.

Recipients shall promptly comply with any request made by Inspection and/or Supervisory Authorities authorised to carry out inspections and audits, offering their full collaboration and refraining from any obstructive behaviour.

### **3.4 *Relations with the judicial authority***

#### **General principles**

The Company operates in a lawful and fair manner, collaborating with the Judicial Authority and its delegated Bodies.

In the event of any disputes, these must be managed based on principles of lawfulness, fairness, transparency and all other ethical principles defined in the Code.

#### **Operating precepts**

All Company personnel and those who work on behalf of said Company must promptly inform the department with which they collaborate of any information concerning possible or existing criminal proceedings for a crime envisaged by the Decree, against themselves or any other person in the Company and which concerns the activities they carry out within the Company.

In particular, managers, employees and collaborators in any capacity of the Company must refrain from unlawful behaviour, for example but not limited to:

- giving or promising money or other benefits to Public Officials or Public Service Providers or persons indicated by the latter in order to also influence the impartiality of their judgement;
- send false documents, make false claims or provide guarantees/declarations that do not correspond to the truth;
- delete documents or destroy filed documents;
- give or promise money or other benefits to the legal consultants of counterpart Companies in a dispute in order to secure a favourable outcome.

The Company must take steps to protect the confidentiality of any information received in regards to ongoing proceedings, identifying the subjects to whom said information may be disclosed and how it must be filed and stored.

It is prohibited to exert any type of pressure on subjects involved in proceedings in any capacity or role, such as, by way of example:

- promising an increase in wages or promotions, or
- threatening dismissal or pay reductions, as well as other forms of demotion or relocation.

All are required to strictly comply with the company rules/procedures aimed at establishing how to deal with any subjects involved in proceedings in any capacity or role, who have the right not to respond (in terms of phone contact and possible measures including suspension from their role, suspension of bonus assessments,

suspension of disciplinary measures, etc.) in accordance with the legal regulations characterising the relationship between the subject and the Company.

The SB must be promptly informed of any legal proceedings concerning the crimes set out by the Decree.

Employees who have been convicted, even with a non-definitive judgement, or who have been committed for trial for crimes against the Public Administration are required to inform the Manager of their facility.

### **3.5 Offer of money, gifts, or other benefits**

#### **General principles**

The Company condemns any behaviour on its behalf by the Corporate Bodies and their members, or by employees of the Company, as well as by consultants, collaborators, and third parties acting on behalf of said Company, consisting in promising or offering, either directly or indirectly, money, services or other benefits to Public Officials and/or Public Service Providers, whether Italian or foreign, except in the case of gifts or other benefits of modest value, which, in any case, must fall within legitimate uses, customs, or activities, from which the Company may reap an unlawful or illegal interest or advantage.

It is also prohibited to accept gifts, remuneration or other benefits except those of modest value for use. Any gifts and other benefits received must be immediately returned to the sender.

For the purposes of this section, as a criterion for defining the “*modest value*” of gifts and other benefits, a quantified limit of € 150,00 can be used as a reference, as provided by Presidential Decree 62/2013, an amount to be understood as the maximum limit during the calendar year for donations made by a single person.

#### **Operating precepts**

The Company refrains from practices that are not permitted by law or the Codes of ethics – if known – of the entities with which it holds relations.

The offer of any gifts must always be authorised by the department manager and must be suitably documented in order to allow for any audits.

Each department manager, either periodically and/or further to a specific request by the SB, sends specific reports/information concerning the quantity, extent, and beneficiaries of any approved/authorised gifts.

### **3.6 Influence on decisions of the P.A.**

#### **General principles**

Persons appointed by the Company to make requests or liaison with the P.A. must not, for any reason whatsoever, seek to unlawfully influence the decisions of Public Officials or Public Service Providers who deal with and make decisions on behalf of the P.A.

#### **Operating precepts**

During business negotiations, requests or dealings with Public Officials and/or Public Service Providers, the following actions must not be taken, either directly or indirectly:

- propose – in any way whatsoever – opportunities for employment that may benefit Public Officials and/or Public Service Providers either personally or through a third party;
- offer money or other benefits in any way, except in the case of gifts or other benefits of modest value, which, in any case, must fall within legitimate uses or customs;
- any other acts intended to induce Public Officials to do or refrain from doing something in violation of the laws in force.

### **3.7 Work relations with the P.A.**

#### **Operating precepts**

It is prohibited to establish employment and/or any other type of work relationships, including therein consultancy with *ex-employees* of the P.A., who, by way of their institutional role, personally and actively participate or have participated in business negotiations or have endorsed requests made by the Company to the P.A., except in the event said relations have been formerly and suitably assessed by Senior management, and also communicated to the Supervisory Body, before proceeding with employment/establishment of the relationship.

### **3.8 Transparency in managing funding and contributions by the P.A.**

#### **General principles**

The Company condemns any behaviour aimed at obtaining any type of contribution, funding, discounted loan or other similar distribution of funds from the State, European Bodies or any other public entity, by means of altered or falsified declarations and/or documents, or by omitting information or more generally, through deception or contrivance, including by means of computer and/or electronic systems intended to mislead the distributing entity.



### **3.9 Conflicts of interest with the P.A.**

#### **Operating precepts**

The Company shall not be represented in its relations with the Public Administration by subjects having a recognised conflict of interest, unless said situation has been formerly and suitably declared to Senior management and the Supervisory Body, and assessed by the former in regards to the possibility of conferring the aforementioned power of representation.

Subjects that operate on behalf of the Company are required to refrain from holding relations with the Public Administration in any situations in which a conflict of interest exists.

## **4 RULES OF CONDUCT IN RELATIONS WITH SUPPLIERS**

### **4.1 Selection**

#### **General principles**

In relations with suppliers, all must be inspired by the principles of absolute honesty, loyalty, good faith, balance, fairness, diligence, efficacy, clarity, impartiality, transparency, and confidentiality.

#### **Operating precepts**

In particular, it is necessary to avoid any behaviour that may cause prejudice or damage to the Company, even if indirectly, and which may cause unjust favouritism, to the advantage of one supplier with respect to the others.

In selecting suppliers, the primary objective is to avoid any discrimination and allow utmost participation and competition among potential suppliers. It is therefore necessary to comply with established procedures, within the context of that provided for by current legislation and internal provisions, in order to make the best possible choice of suppliers and properly manage the relationship with the latter, also when executing the agreement.

Business relations must be held exclusively with reputable Companies, Partners, and suppliers, which perform lawful business activities and whose profits are derived from legitimate sources.

### **4.2 Management of contractual relationship**

#### **Operating precepts**

In relations with suppliers, Recipients are required not to:

- accept non-existent services;
- authorise undue payments,
- appoint third party subjects to carry out illegal or unethical activities.

At the same time, Recipients must:

- give third party subjects the possibility to compare themselves according to rules of fairness in order to hold business relations with the Company;
- consider the presence of any potential conflicts of interest before involving a third party;
- choose qualified business partners with a good reputation in terms of quality and honesty;
- make sure that all agreements with business partners comply with the Company's corporate policies.

### **4.3 Gifts, offers, and benefits**

Gifts imply material goods, whether gifts or money, but also immaterial goods or services or any other benefit, whether direct or indirect.

#### **General principles**

As regards gifts and entertainment expenses, these must be compatible with current legislation and market practices, must not exceed the allowed limits in terms of value, and must have been approved and recorded in accordance with internal rules.

The general principles expressed in section 3.5 of this Code of Ethics are recalled in this respect.

#### **Operating precepts**

Nobody may solicit, or in any case accept, either directly or indirectly, for example through family members, gifts from existing or potential suppliers of the Company, in the event they may appear connected, in any way, to the existing relationships with the Company, or in any case, may be understood as being intended to acquire undue advantages.

Gifts of symbolic value or modest value can be accepted provided they are also:

- made in accordance with the applicable legislation;
- cannot be understood as being connected to obtained advantages, or intended to acquire undue advantages;
- are normally offered to every subject that has similar relations or on occasion of celebrations or festivities.

The following obligation also exists:

- not to make or offer, either directly or indirectly, payments and material benefits of any value to influence or remunerate their official duties;
- not to engage in illegal, collusive practices and behaviour, make illicit payments and attempts at corruption and favouritism.

Anybody who receives gifts, also at their own home, as a result of activities performed or to be performed in favour of the Company and falling within the scope of prohibitions indicated above, is required to inform their Manager or Senior management and see to the immediate return of said gifts.

The offer of any gifts/benefits must always be authorised by the department manager and must be suitably documented in order to allow for any audits.

Each department manager, either periodically and/or further to a specific request by the SB, sends specific reports/information concerning the quantity, extent, and beneficiaries of any approved/authorised gifts.

## 5 RULES OF CONDUCT IN RELATIONS WITH THE COMMUNITY

### 5.1 *Relations with the mass media*

#### **General principles**

The Company's communication with the mass media must be transparent and truthful. Any form of pressure or attempt to obtain favourable treatment by the media is strictly avoided.

#### **Operating precepts**

Relations with the mass media are reserved exclusively to the company departments in charge of said relations, which manages them with prior authorisation by Senior management and in accordance with Company policy. All other Recipients are prohibited from providing information to media representatives, and are required to notify the competent department of any questions posed to them by the media.

The Company also requests that all Recipients:

- not speak or write on behalf of the Company, unless previously authorised to do so;
- not speak or write about topics outside of their professional competence;
- make sure there is no confusion between personal interests and those of the Company (for example, it is important to avoid using the Company's letterhead paper or email address to express personal opinions or authorise personal transactions).

### 5.2 *Economic relations with political parties and trade union organisations on a national level*

#### **Operating precepts**

It is prohibited to make any contributions in any form whatsoever, whether direct or indirect, to parties, movements, committees, and political or trade union organisations, as well as to their representatives and candidates.

The Company also prohibits any sponsorship of events/conferences or gatherings, the scope of which is political propaganda, except within the limits allowed by the law and subject to the adoption of an express resolution by the administrative body, refraining from any direct or indirect pressure on politicians.

## 6 RULES OF CONDUCT IN COMPANY ACTIVITIES

### 6.1 *Operations and transactions*

#### **Operating precepts**

Every operation and/or transaction intended in the broadest sense of the word, must be legitimate, authorised, coherent, congruous, documented, recorded, and verifiable at any time.

The procedures that regulate operations must allow the possibility to carry out checks on the characteristics of the transaction, the reasons that allowed its execution, the authorisations for its execution, the execution of said operation.

Every subject that performs operations and/or transactions involving sums of money, goods, or other economically valuable assets belonging to the Company, must act only with authorisation, and upon request provide all valid evidence for its verification at any time.

Each company department is responsible for the truthfulness, authenticity, and originality of the documentation produced and information provided in carrying out the activity within its competence.

Respect for principles of fairness, transparency, and good faith in relations with all contractual counterparts must be guaranteed.

Any appointment of services companies and/or natural persons responsible for looking after the economic/financial interests of the Company must be made in writing, indicating the specific contents of the agreement and its economic terms. Any exemptions must be duly authorised and motivated.

As regards the commercial/professional reliability of suppliers and partners, all information necessary to evaluate the reputation/reliability of the contractual counterpart must be requested and obtained.

### 6.2 *Purchase of goods and services and appointment of third-party consultants*

#### **General principles**

Employees and subjects who make any type of purchase of goods and/or services, including the appointment of third-party consultants, on behalf of the Company, must act in accordance with principles of transparency, fairness, cost-effectiveness, quality, inherency and lawfulness and operate with normal care and in accordance with the Company's specific internal procedures and/or regulations.

#### **Operating precepts**

Moreover, said subjects must undertake:

- to select consultants based on the procedures in force in accordance with the criteria of professional reliability and competence, granting said appointments through a formal contract/letter of appointment;
- to define as much as possible the exact content of the service and any project outputs in order to allow verification of the service rendered after the fact;

- to duly file all documentation, in particular the final version of documents, including therein any correspondence;
- to deliver the Code of Ethics to the consultant, acquire their formal commitment to adhere to the provisions contained therein and insert a specific clause of compliance with the Code of Ethics in the contracts, in order that any behaviour in conflict with the company's ethical principles can be sanctioned;
- not to make or offer, either directly or indirectly, payments and material benefits of any value to influence or remunerate their official duties;
- not to engage in illegal, collusive practices and behaviour, make illicit payments and attempts at corruption and favouritism;
- to avoid the exchange of courtesy gifts or acts of hospitality that do not have an eminently symbolic value;
- not to recognise any remuneration not justified by the type of appointment or local customs.

### **6.3 Management of computer systems, data confidentiality and privacy protection**

#### **General principles**

The Company condemns any behaviour consisting in altering the operation of a computer or electronic system, or unauthorised access to data, information, or programs contained therein, intended to procure an unfair profit for the Company to the detriment of the State.

The Company undertakes to ensure that all confidential information acquired during the course of its normal business affairs is processed in compliance with all applicable laws in force in all the countries in which it operates, and with the best practices in place to protect the confidentiality of information and processing of sensitive data.

#### **Operating precepts**

It is also prohibited to:

- install, download and/or use computer programs and tools that make it possible to alter, forge, falsely claim, suppress, destroy, and/or conceal public or private electronic documents;
- install, download and/or use computer programs and tools allowing illegal access to computer or electronic systems protected by safety measures, or which allow permanence (without authorisation) within said systems in violation of the measures put in place to protect them by the controller of the data or programs which must be protected or kept confidential;
- find, disseminate, share and/or communicate passwords, access keys, or other means allowing the conduct referred to in the preceding two points;
- use, find, disseminate, share and/or communicate the methods of use of equipment, devices, or computer programs intended to damage or interrupt a computer or electronic system;
- use, find, disseminate, install, download, share and/or communicate the methods of use of equipment, devices, or computer programs intended to unlawfully intercept, impede, or interrupt computer or electronic communications, even if occurring between multiple systems;
- destroy, deteriorate, cancel, render totally or partially useless, alter or suppress others' data or computer programs or pose a serious obstacle to their operation;
- use, install, download and/or communicate techniques, computer programs or tools making it possible to modify the server field or any other information related thereto, or making it possible to hide the sender's identity or modify the settings of computer tools supplied by the Company;
- use file sharing software.

All Recipients are also required to:

- comply with corporate policies for the protection of information, and requirements for data protection;
- correctly use and protect credentials providing access to the company systems and network;
- store sensitive, proprietary, or confidential information in protected files on protected company servers in accordance with the Company's internal regulations;
- protect all electronic devices used to carry out activities on behalf of the Company.