



# CODE OF ETHICS AND CONDUCT

## INNOVERY GROUP

<i>Produced by</i>	<b>RISK &amp; COMPLIANCE</b> <i>Daniela Albania</i>	<i>Approved by</i>	<b>INNOVERY GROUP</b> <i>Gianvittorio Abate</i>	<i>Date</i> <b>18.01.2023</b>
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## 1 General Introduction

This document, henceforth referred to as the 'Code of Ethics', regulates the set of rights and responsibilities that the group expressly assumes towards those with whom it interacts in the performance of its activities.

In full agreement with the positions expressed and protected by the accreditation system to which it adheres, the organization is aware that it contributes with its work, with a sense of responsibility and moral integrity, to the development process of the local economy and beyond and to the civil growth of the country.

The Innovery Group wants to play a leading role in the ICT markets, becoming a reference point for excellence in customer services and the capacity for continuous innovation. Our horizon is rapid growth and constant strengthening of our global presence, through acquisitions and integrations with other companies, but we want to continue to grow and create value in an ethical, long-lasting, and sustainable manner, in compliance with the laws and regulations in force in the countries where we operate, protecting people and the environment, providing safe and quality services and products.

The group believes in the value of work and considers legality, fairness and transparency of action to be indispensable prerequisites for achieving its economic, production and social objectives.

The group affirms the appropriateness of its Code of Ethics in the pursuit of its social mission.

The Code of Ethics is also intended to introduce and make binding for the group the principles and rules of conduct relevant to the reasonable prevention of any type of offence with the commitment to conduct all activities in an ethical, transparent and honest manner in all the countries in which we operate, respecting the laws in force, the associative codes of ethics, the Organizational, Management and Control Models and the internal procedures.

The Code of Ethics, considered as a whole and together with all the specific implementation procedures approved by the group, is considered an integral part of the employment contracts in place and to be stipulated. Violation of its provisions shall therefore constitute an offence of a disciplinary nature and, as such, shall be prosecuted and sanctioned by the group pursuant to and in accordance with the laws in force in the countries in which we operate and may entail compensation for damages caused to the organization.

As for the collaborators, consultants and self-employed workers (specified below among the addressees) who perform their activities in favour of the group and other third parties, the signing of this Code of Ethics or of an abstract of it or, in any case, the adherence to the provisions and principles provided for herein, represent a *conditio sine qua non* for the stipulation of contracts of any nature between the group and such subjects. The provisions thus undersigned or, in any case, approved, even by concluding facts, form an integral part of the contracts themselves.

In view of the foregoing, any violations by the persons referred to in the preceding paragraph of specific provisions of the Code of Ethics, depending on their seriousness, may legitimize the termination by the group of existing contractual relations with such persons and may also be identified *ex ante* as grounds for automatic termination of the contract.

### 1.1 Addressees of the Group Code of Ethics

By adopting the Code of Ethics, the group intended to define moral values, clear rules and procedures to be followed.

The Code of Ethics is aimed at:

- **Members of the board of auditors**
- **Employees (both fixed-term and permanent)**
- **Project collaborators**
- **External Consultants and Employees**
- **Suppliers of goods and services**
- **Any other person who may act in the name of and on behalf of the group either directly or indirectly, permanently or temporarily, or those who establish relations or relationships with the group and work to pursue its objectives.**

The addressees of this Code of Ethics are required to learn its contents and comply with its precepts. The Code of Ethics will be made available to them, as specified below.

Management, or a delegate of the group, is responsible for the effective implementation of the Code of Ethics and its dissemination within and outside the organization.

Company employees, in addition to compliance per se with current regulations and the provisions of collective bargaining agreements - where applicable -, undertake to adapt the way they perform their work to the purposes and provisions of this Code of Ethics.

This is true both in intra-company relations and in relations with parties outside the group and, in particular, with public administrations and other public authorities.



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An essential requirement of any profitable cooperation relationship with the group is compliance by the other addressees with the principles and provisions contained in this Code of Ethics. To this end, when entering into contracts or agreements with other addressees, the group provides its interlocutors with a copy of this document.

**2 Principles of Conduct for the Organization**

The principles listed below are considered fundamental, so our organization is committed to respecting them towards everyone.

However, it is essential that these values do not remain mere utterances but are translated into conduct and behaviour that is immanent to the group.

As an organization and as individuals, all recipients in the working environment are expected to apply them correctly in both internal and external operations and relationships.

The core values on which the group's activities are based are:

- 1.1 Integrity in compliance with laws and regulations**
- 1.2 Repudiation of all discrimination**
- 1.3 Centrality, development and valorization of human resources and equity of authority**
- 1.4 Territorial rootedness**
- 1.5 Transparency and business ethics**
- 1.6 Quality**
- 1.7 Diversity**
- 1.8 Legality and combating terrorism and crime**

The group expects these values to define its identity, to unite employees and collaborators to the global organization. The Innovery group, through its code of ethics approved and shared by the entire organizational structure, adheres to the Global Compact by incorporating the ten principles of the Global Compact in the procedures of the integrated corporate management system, in its organizational model, in the MOP and in all actions promoted inside and outside the group:

Human Rights	Principle I: The Innovery Group promotes, and respects universally recognized human rights within its sphere of influence.
	Principle II: The Innovery Group ensures that it is not, even indirectly, complicit in human rights abuses.
Work	Principle III: The Innovery group upholds the freedom of association of workers and recognizes the right to collective bargaining; Principle IV: The Innovery group upholds the elimination of all forms of forced and compulsory labour; Principle V: The Innovery group works for the effective elimination of child labour; Principle VI: The Innovery group upholds the elimination of all forms of discrimination in respect of employment and occupation.
Environment	Principle VII: The Innovery Group supports a precautionary approach to environmental challenges; Principle VIII: The Innovery Group undertakes initiatives that promote greater environmental responsibility; Principle IX: The Innovery Group encourages the development and dissemination of environmentally friendly technologies.
Fighting corruption	Principle X: The Innovery Group is committed to fighting corruption in all its forms, including extortion and bribery.

The Innovery Group, through its code of ethics approved and shared by the entire organizational structure, adheres to the OECD Guidelines by adopting responsible behaviour in the Disclosure of Information, Respect for Human Rights, for Employment and Industrial Relations, for the Environment, in the Fight against Corruption and Bribery, in Consumer Interests, in the Use of Science and Technology, in the Management of Competition, in the Respect of Taxation.



### **2.1 Integrity of Conduct and Compliance with Laws and Regulations**

The group is committed to realising and providing quality services and to competing on the market according to principles of fair and free competition and transparency, maintaining fair relations with all public, governmental and administrative institutions, citizens and third-party companies.

Everyone is expected to act, in any situation, with integrity, transparency, consistency and fairness, conducting every business relationship with honesty.

The group operates in strict compliance with the Law and ensures that all personnel act accordingly: people must behave in accordance with the Law, whatever the context and the activities carried out and wherever they work.

This commitment must also apply to consultants, suppliers, customers and anyone who has dealings with our organization.

The group will neither initiate nor continue any relationship with those who do not wish to align themselves with this principle.

### **2.2 Repudiation of discrimination**

In decisions affecting relations with stakeholders (personnel management and work organization, selection and management of suppliers, relations with the surrounding community and its representative institutions), our organization avoids any discrimination on the basis of age, gender, sexuality, health status, disability, race, nationality, political opinions and religious beliefs of its stakeholders.

### **2.3 Centrality, development and valorization of human resources and equity of authority**

The group recognizes the centrality of human resources and believes that an essential success and development factor is the professional contribution of its people.

Innovery S.p.A. has always placed the professionalism and individual contribution of its people at the center of its work, giving continuity to a style of relations that aims to recognize the work of each person as a fundamental element of corporate and personal development.

At the same time, the group places dialogue, the exchange of information - at whatever level -, the enhancement and professional development of its employees and the establishment of a corporate identity and sense of belonging at the centre of its daily work.

This value translates into:

- **In the creation of a working environment that enhances the contribution and potential of the individual through the gradual empowerment of staff**
- **In the realization of a relationship system that privileges teamwork over hierarchical relationships**
- **In the daily effort to share skills and knowledge also using innovative systems**

The group attaches the utmost importance to those who work within its organization, contributing to its development, as it is through human resources that the group is able to provide, develop, improve and guarantee optimal management of its services.

Without prejudice to legal and contractual provisions on workers' duties, employees are required to be professional, dedicated to their work, loyal, cooperative, mutually respectful, and have a sense of belonging and morality.

In the management of contractual relationships involving the establishment of hierarchical relations, our company undertakes to ensure that authority is exercised with fairness and correctness and that all forms of abuse are avoided: in particular, the group ensures that authority does not turn into the exercise of power detrimental to the dignity and autonomy of the person. These values must in any case be safeguarded when making choices about the organization of work.

### **2.4 Territorial rootedness**

The group's aim is to implement projects aimed at directly involving citizens, public and private institutions, business and associations in all matters concerning health education, prevention and taking charge of one's own wellbeing. The group takes action and will continue to take action so that the realities collaborating with it comply with the same behavioral regulations and direct their business to the same principles and values.

The group also promotes local development through a strong connection with the various actors in the local community. It acts, therefore, in the local community for the development of a rich and generative society, capable of recognizing and enhancing the resources that make it up, the skills and potentialities present, the gender, cultural and ethnic differences, promoting wellbeing, integration and social development and enhancing the recognition of these by the users and those who materially offer the service.

### **2.5 Transparency and business ethics**

The organization's history, identity and values are embodied in a business ethic based on:



- **Reliability**  
intended as a guarantee of absolute seriousness in the projects launched, the transactions and commitments made.
- **Financial strength**  
relating to an entity with a defined asset base, as evidenced by its prolonged activity.
- **Transparency**  
consequent to the conception of the social role that requires not only respect for principles and ethical work, but also the implementation of modalities that allow the communities of reference and social actors to have the information to be able to reconstruct their actions.
- **Fairness in contractual matters**  
avoiding that, in existing relations, anyone acting in the name and on behalf of the group tries to take advantage of contractual gaps or unforeseen events to renegotiate the contract for the sole purpose of exploiting the position of dependence or weakness in which the interlocutor has found itself.
- **Protection of competition**  
refraining from collusive, predatory behaviour and abuse of position

## 2.6 Quality

Quality is a hallmark of our company. The organization is committed to and responsible for ensuring quality in every activity, consistent with its long-term strategy.

The activities are implemented by the group through a set of processes managed through a quality management system that offers uniformity, transparency, and service improvement to the outside world.

## 2.7 Diversity

The group understands that diversity is the key to attracting the best talent in a globalized and constantly changing society. Furthermore, as a company we reaffirm our commitment to the protection and promotion of human rights. Therefore, our talent management processes promote respect for diversity through equal opportunities and non-discriminatory treatment for our employees, regardless of religion, gender, nationality, ethnic origin, sexual orientation, age, skills, abilities, among others.

The group demands that its directors, employees and collaborators behave in such a way as to ensure absolute respect for the dignity of persons:

- Ensures the most scrupulous observance of regulations on the protection of child and child labour, workers' freedoms and rights.
- Guarantees the conditions for free membership of trade unions.
- Does not tolerate human rights violations.
- It promotes integration in the complex social fabric as a form of collective enrichment.
- In accordance with the European Parliament, it strengthens the will to protect the rights of the lgbtq+ community in its work.

The group also prohibits the use of forced labour, slavery and human trafficking.  
Suppliers are required to adhere to and respect this code of conduct.

## 2.8 Legality and combating terrorism and crime

The group believes deeply in democratic values and condemns any activity that may have the purpose of terrorism or subversion of the democratic order.

The organization also condemns any activity involving:

- Forgery, counterfeiting, counterfeiting and/or spending of coins, public credit cards and stamps.
- Acceptance and processing of proceeds from criminal activities (money laundering).
- Unauthorized access to external computer systems.
- Illegal possession of access codes.
- Damage to equipment and data.
- Fraud in the handling of electronic signature certification.
- Interceptions, obstructions and interruptions of computer communications.
- Dissemination of ideas of tolerance and omertà related to drug use or any addictive substance.



- Incitement to commit unlawful acts or acts contrary to the moral sense.
- Negligence in combating violence, damage to public property and compliance with internal regulations.
- Behaviour that may amount to corruption or attempted corruption and that may undermine strict compliance with existing legislation on preventing and combating corruption.

### **3 Social Actors**

#### **3.1 Customers**

It is the primary objective of the group to fully satisfy the needs of its customers.

Within this framework, the organization ensures the best execution of the tasks entrusted to the customer and is constantly oriented towards proposing increasingly advanced and innovative solutions with a view to integration, effectiveness, efficiency, and cost-effectiveness.

The group provides accurate, complete, and truthful information so that the customer can make a rational and informed decision. It protects the privacy of its customers in accordance with the relevant regulations, undertaking not to disclose or disseminate their personal data except as required by law.

The group also adopts a communication style based on efficiency, cooperation, and courtesy.

#### **3.2 Financial Institutions**

The organization maintains relations with financial institutions based on fairness and transparency, with a view to creating value for the group itself.

For this, financial institutions are chosen based on their reputation, including for their adherence to values comparable to those expressed in this Code of Ethics.

#### **3.3 Suppliers**

##### **Suppliers of goods and services**

The group establishes collaborative relationships with its suppliers, in compliance with current regulations and the principles of this Code of Ethics, paying attention to the best professional standards, best practices in ethics, health and safety protection and respect for the environment.

##### **Internal and external consultants**

Consultants are chosen based on professionalism and reputation as well as reliability and adherence to values comparable to those expressed in this document.

Relations with consultants are based on transparent agreements and a constructive dialogue aimed at achieving common goals, consistent with the regulations and principles of this Code of Ethics.

#### **3.4 Public Administration**

The term Public Administration refers to any person, subject, interlocutor qualifying as a Public Official or Person in Charge of a Public Service operating on behalf of the central or peripheral Public Administration, or of Public Supervisory Authorities, Independent Authorities, Community Institutions as well as private partners who are concessionaires of a Public Service.

**Innoverly** inspires and adapts its conduct, in relations with the Public Administration, to the principles of fairness and honesty. On this basis, persons entrusted by the group to follow any negotiation, request or institutional relationship with the Public Administration, whether Italian or foreign, must not for any reason seek to improperly influence its decisions or engage in unlawful conduct, such as the offer of money or other benefits, which may alter the impartiality of judgment of the representative of the Public Administration

The persons entrusted by the corporate organization with the management of relations with any authority of the Public Administration must verify that the information provided in any manner and for any reason is true, accurate and correct. The only persons allowed to have direct contact with the Public Administration on behalf of the group are those expressly indicated by the group for this purpose.

No other collaborators may have any relationship whatsoever with the public administration for activities inherent to the corporate purpose of the group.

When carrying out tenders, the parties commissioned by the group must comply with the law and the relevant regulations.

##### **Labour relations with former public administration employees**

The recruitment of former employees of the public administration who in the course of their duties have had relations with the group or their relatives and/or relatives-in-law, takes place in strict compliance with the standard procedures defined by the organization for personnel selection.

The establishment of other employment and/or consultancy relationships with former employees of the public administration or their relatives and/or relatives-in-law also takes place in strict compliance with standard procedures.

##### **Grants and financing**

Contributions, subsidies, or funding obtained from the European Union, the State or another public body, even if of small value and/or amount, must be used for the purposes for which they were requested and granted.





The group prohibits the recipients of this Code of Ethics from using funds received from public administrations and/or inter-professional funds for purposes other than those for which they were granted.

Similarly, in the event of participation in public tenders, the addressees of this Code of Ethics are required to operate in compliance with the law and correct business practice, avoiding in particular inducing public authorities to operate unduly in favour of the group.

The organization is committed to preventing acts that lead the addressees of this Code of Ethics to perform actions that could procure unlawful advantages.

The use of altered or falsified declarations or documents or the omission of information or, in general, the use of artifices or deception, aimed at obtaining concessions, authorizations, financing, contributions from the European Union, the State or another Public Entity, also constitutes unlawful conduct.

### 3.5 Public Supervisory Authorities

The addressees of this Code of Ethics undertake:

- To scrupulously observe the provisions issued by the competent institutions or public supervisory authorities for compliance with the regulations in force in the sectors related to their respective areas of activity.
- No applications or requests containing untrue declarations are submitted in the context of investigations with Public Supervisory Institutions and/or Authorities in order to obtain public grants, contributions or subsidized loans or to unduly obtain concessions, authorizations, licenses or other administrative acts.
- To comply with any request from the above-mentioned institutions or authorities within the scope of their respective supervisory functions, providing - where requested - full cooperation and avoiding obstructive behaviour.

### 3.6 Political forces, associations, and interest-bearing institutions

The group consults in a transparent manner with all political forces, associations in the area and public institutions (territorial and national) in order to duly represent its positions on topics and issues of interest.

## 4 Principles of conduct to be followed by personnel

### 4.1 Professionalism

Each person performs his or her work and services with diligence, efficiency, and fairness, using the tools and time at his or her disposal to the best of his or her ability and assuming the responsibilities associated with performance.

### 4.2 Loyalty

People are expected to be loyal to the group.

### 4.3 Honesty

Within the scope of their work, the group's people are required to know and diligently respect the company's Organizational Model, the integrated management system, the MOP and the laws in force. Honesty is the fundamental principle for all the group's activities, for its initiatives and constitutes an essential value of organizational management. Relations with stakeholders, at all levels, must be based on criteria and conduct of fairness, collaboration, loyalty and mutual respect. In no case may the pursuit of the corporate interest justify dishonest conduct.

### 4.4 Legality

The organization is committed to complying with all national and international standards, laws, directives and regulations and all generally recognized practices. In addition, it inspires its decisions and conduct to the care of the public interest entrusted to it

### 4.5 Fairness and transparency

Individuals shall not use for personal purposes any information, goods, and equipment at their disposal in the performance of their assigned function or task. Each person shall not accept or make for him/herself or for others any pressure, recommendation or report that could be detrimental to the group or unduly benefit him/herself, the group or third parties. Each person shall reject and not make promises of undue offers of money or other benefits. The group is committed to operating in a clear and transparent manner, without favoring any interest group or individual.

### 4.6 Confidentiality



People ensure the utmost confidentiality about news and information constituting the company's assets or inherent to the company's business, in compliance with the law, current regulations and Internet procedures. Moreover, the group's people are bound not to use confidential information for purposes unconnected with the exercise of their activity.

#### 4.7 Responsibility to the community

The group, aware of its social role on the territory of reference, on economic and social development and on the general wellbeing of the community, intends to operate in respect of the national and local communities, supporting initiatives of cultural and social value in order to improve its reputation and legitimacy to operate.

#### 4.8 Resolution of Conflicts of Interest

In carrying out their work, persons shall pursue the general objectives and interests of the group. They shall inform their superiors or contact persons without delay of situations or activities in which there may be an interest in conflict with that of the group, on the part of the persons themselves or of their close relatives and in any other case in which there are relevant reasons of convenience. Persons shall respect the decisions taken by the group in this respect.

#### 4.9 Sense of belonging

People pursue, in the performance of their work activities, everything that does not hinder or prejudice in any way the creation of a sense of belonging of people to their organization, work group or to third parties.

#### 4.10 Mutual Respect

Persons engaged in any capacity in collaboration with the group demand and actively manifest respect for the tasks, competences, manner of performing the tasks also through the omission of personal remarks to third parties.

#### 4.11 Specific Obligations

Group employees must follow the instructions given:

##### *Transparency*

It is a good rule that all information concerning the activities carried out within the company is within everyone's reach.

Each employee is responsible for liaising with his or her supervisor and colleague with regard to the work he or she carries out.

In the event of misunderstandings or problems, it is the duty of everyone to first contact their supervisor or contact person.

Behave in a scrupulously loyal manner and independently from influences of any nature that may influence their actions both towards their principal and towards external Organizations in relations with them. Not entertain improper economic relations nor accept gifts of value or favors of any kind from Organizations, suppliers of one's Principal.

Report, at the time of acceptance of the professional assignment or during its performance, any relationship or interest in common with external organizations that have relations with its principal that may lead to conflicts of interest

##### *Consistency*

Once a commitment is made, one completes it. Never leave a job unfinished and never take on commitments you already know you won't be able to fulfil

##### *Courtesy and kindness*

Courtesy and kindness are and must be the basis of every day-to-day activity, they must also be a constant in interpersonal relationships both inside and outside the company

##### *Punctuality*

If you are late for an appointment, it is a good rule to give notice before the agreed time expires; to do so afterwards is rude. Punctuality is a form of respect for those who are waiting for us

##### *Confidentiality*

All information and data handled in the workplace are company property and confidential and should be treated as such. In particular, one should never discuss work-related problems or situations in public places where one can be overheard, or in the presence of people who do not have a right to be affected by the information.

##### *Workstation*

Each employee is responsible for his or her own workplace. Each person is responsible for the care and cleanliness of the tools at his or her disposal.

##### *Professionalism*

Being professional means knowing all the appropriate behaviors, all that is needed to do one's job in the best possible way, considering the needs of customers and the company.

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Whatever the activity, it is always necessary to be professional.

*Working environment*

Everyone should have the ability to understand the phenomena underlying interpersonal relations and adopt a behaviour consistent with the context of reference, always trying to maintain a courteous, cordial and cooperative climate with their colleagues.

*Loyalty and corporate respect*

It is everyone's duty to share company policies and to ensure that they are adhered to.

During daily work, each employee should always preserve the interests and image of the company, as well as have the utmost respect for company property.

While carrying out one's activity, one should always assess the economic implications of one's choices and avoid wastefulness.

*Respect for the customer*

The company, like all free market companies, lives thanks to its customers

Respect, kindness and courtesy should be a constant in the relationships of those who make contact with the organization.

*Mobile phones*

The use of mobile phones has rules of good behaviour.

Given that it is a business tool, the mobile phone should always be kept silent during meetings and encounters with customers, especially when on their premises.

The use of mobile phones for personal purposes must be severely restricted.

*Personal computer*

The use of the company-owned personal computer assigned to the employee is for the purpose of satisfying the work requirements arising from the relationship between the company and the employee.

It is the employee's responsibility to exercise the utmost diligence in the use of company equipment, preserving its physical and logical integrity and state of operation, exclusively for lawful purposes and in compliance with applicable laws, company rules and regulations.

It is also the employee's responsibility to take the utmost care and attention during the processing, by means of the aforementioned equipment, of any information to which the employee has access or becomes aware of as a result of the employment relationship with the Company.

The use of Personal Computers is only allowed to the employee who is its assignee, it is absolutely forbidden to lend them out or allow third parties to use them.

The Company adopts identification and authentication mechanisms for users accessing networks, systems, services, and applications. Where passwords are used for authentication, they must comply with the Policies defined by the Company.

*Internet*

The Company allows employees the mixed use of certain equipment, in particular: Personal computer and company telephone, internet access from company offices, mobile phone only on certain occasions and/or when provided for by internal procedures.

The employee may connect to the Internet where authorized, provided that he/she fully complies with applicable laws and regulations and takes the same precautions as when using it for work purposes.

The use of social media for work purposes is limited to cases identified and permitted by the Company.

The use of social media for personal purposes using company equipment is not permitted during working hours.

During working hours and/or when using company connections, the use of equipment for personal purposes is in any case permitted under conditions of obvious necessity, is of a temporary nature and is in any case not for recreational purposes.

*Electronic Mail*

E-mail is a company tool and is not to be considered private correspondence. In addition to the compulsory consultation of the company e-mail box, which is always allowed, consultation of personal e-mail boxes is permitted, paying the utmost attention to a correct and respectful use of the company resources used and to the adoption of all precautions to defend against threats potentially present in e-mail messages or their attachments, in view of the fact that it is not possible for the Company to impose security criteria on e-mail systems outside its control, in particular

- Avoid downloading messages with large attachments when using corporate connections.
- Do not open suspicious messages and their attachments.

Do not open spam, phishing or generally suspicious messages.



It is not permitted to use the company e-mail address for reasons not related to the performance of assigned duties.

It is not permitted to send or store messages (internal or external) of an insulting nature, discriminatory on grounds of sex, language, religion, race, ethnic origin, opinion or trade union and/or political affiliation, etc.

#### *Company cars*

The company car is the full responsibility of the person to whom it has been assigned, and like all company property it should be used and maintained with the utmost care.

It must be conducted in full compliance with the requirements of the highway code.

It is the responsibility of the driver assigned to the vehicle to take care of cleaning, maintenance and to ensure that the vehicle is always in top condition.

Any fines arising from traffic offences remain the responsibility of the driver.

#### *Private cars*

The use of the private car for business purposes is envisaged and as in the case of the company car, the driver must operate in full compliance with the requirements of the highway code.

Any fines arising from traffic offences remain the responsibility of the driver

## **5 Rules of conduct**

The rules contained in this section are intended to indicate to the addressees of this Code of Ethics the attitudes and behaviour to be observed when carrying out the various company activities in accordance with the values that inspire this document.

All the addressees of this Code of Ethics (identified in Chapter 0 of this document) must observe correct and transparent conduct in the performance of their duties, thus contributing to the effectiveness of the internal control system to protect corporate value.

In compliance with the law, all addressees must maintain an attitude of helpfulness to the corporate bodies and supervisory authorities.

### **5.1 Relations with staff**

For further details, please also refer to the relevant Procedures of the Organizational Model. In general:

#### ▪ **Personnel Selection**

The evaluation of staff to be recruited, or in collaboration, is carried out on the basis of the correspondence of the candidates' profiles with those expected and with internal requirements, respecting equal opportunities for all concerned. The information requested is strictly related to the verification of the aspects envisaged by the professional and psycho-aptitude profile, respecting the candidate's privacy and opinions. In its selection activities, the Management adopts appropriate measures to avoid favoritism and facilitations of any kind, and makes a careful selection based not only on compulsory aspects, but also on preferential aspects decided by the Board of Directors.

#### ▪ **Establishment of the employment relationships**

Staff are employed under regular employment, professional service or internship contracts: no form of irregular employment is tolerated.

#### ▪ **Integrity and protection of the person**

In personnel management and development processes, as well as in the selection phase, decisions made are based on the correspondence between expected profiles and profiles possessed by people and/or on merit considerations. Access to roles and positions is based on skills and abilities. In addition, consistent with general work efficiency, flexible forms of work organization are favored to facilitate maternity and childcare facilities.

#### ▪ **Enhancement and training of Resources**

The group provides people with information and training tools with the aim of enhancing their specific skills and preserving their professional value. There is institutional training, provided at certain moments in the person's professional life (e.g.: an introduction to the activity is provided for new recruits) and recurring training aimed at operational staff (e.g.: training on safety in the workplace, on managing code of ethics, privacy).



### 5.1.1 Health and Safety

The group is committed to providing a working environment that protects the health and safety of its staff by disseminating and consolidating a safety culture, developing risk awareness and promoting responsible behaviour by all personnel. The group also works to preserve, especially with preventive actions, the health and safety of workers.

One of the main objectives is to protect human resources by constantly seeking the necessary synergies not only internally but also with suppliers, external consultants and customers involved in the company's activities.

All employees are required to comply with internal rules and procedures on risk prevention and health and safety protection and to promptly report any shortcomings or non-compliance with the applicable regulations.

The group adopts the general measures for the protection of health and safety at work prescribed by law, with reference to the provisions of the occupational safety regulations. The organization is committed to scrupulous compliance with all regulations concerning health and safety at work for employees, collaborators, and users. In particular:

- **Defines the operational procedures to be followed and coordinates occupational health and safety activities.**
- **Ensures the application of current regulations, including through the creation of risk assessment documents and the definition of working procedures in line with current safety standards.**
- **Constantly monitors legislative innovations and works towards their implementation.**

The group also undertakes to ensure:

- The assessment of all health and safety risks.
- Prevention planning, aimed at a complex that coherently integrates operational conditions, as well as the influence of environmental factors and work organization into prevention.
- The elimination of risks and, where this is not possible, their reduction to a minimum in relation to knowledge gained from technical progress.
- Observance of ergonomic principles in the organization of work, in the design of workplaces, in the choice of equipment and in the definition of working and service delivery methods, particularly with a view to reducing the health effects of monotonous and repetitive work.
- Risk reduction at source.
- The replacement of what is dangerous with what is not or is less dangerous.
- Limiting to a minimum the number of workers who are or may be exposed to the risk.
- The limited use of chemical, physical and biological agents in the workplace.
- The priority of collective protective measures over individual protective measures.
- The health monitoring of workers.
- The removal of the worker from exposure to the risk for health reasons relating to his or her person and transfer where possible to another task.
- Adequate information and training for workers, managers, proposers, workers' safety representatives and all personnel.
- Appropriate instructions to workers.
- The participation and consultation of workers and
- The planning of measures deemed appropriate to ensure the improvement of safety levels over time, including through the adoption of codes of conduct and good practices.
- The emergency measures to be implemented in the event of first aid, firefighting, evacuation of workers and serious and immediate danger.
- The use of warning and safety signs.
- The regular maintenance of rooms, equipment, facilities with particular regard to any safety devices in accordance with the respective manufacturers' instructions.
- Appropriate instructions to employees, collaborators and users and training for them in accordance with the law and the employment contract applied to personnel.

### 5.1.2 Protection of privacy

When processing the data of its personnel, the group complies with the provisions of **EU Regulation 679/2016 (GDPR)**, which determines the guidelines to be adopted on the Protection of Natural Persons with regard to the Processing of Personal Data as well as the free movement of such data. People are given a privacy policy which identifies:

- **Purpose and method of processing**
- **Persons to whom the data are disclosed if any.**



▪ **Information needed to exercise the right of access.**

Where regulations require it, individuals are asked for specific consent to process their personal data. Any investigation into the ideas, preferences, personal tastes and in general the private life of employees and collaborators is excluded.

The same procedure is also applied for the telematic management of personal data.

5.1.3 *Environmental Protection*

The organization is committed to pursuing environmental protection through compliance with national and EU legislation and regulations.

It is committed to implementing pollution prevention and raising awareness of environmental issues among employees and collaborators.

**5.2 Duties of Personnel**

Please also refer to the company's management system procedures for further details.

People must act loyally in order to comply with the obligations entered into in the employment contract and the provisions of the Code of Ethics by ensuring the required performance.

5.2.1 *Delegations and responsibilities*

The duties, responsibilities and powers of directors, employees and collaborators are defined by means of specific resolutions and/or procedures.

These tasks, responsibilities and powers must be known, accepted and respected.

5.2.2 *Obligations of Heads of Departments towards the Code of Ethics*

Each function head, identified as such in the organizational chart, job description and/or delegation system, is obliged to:

- **Ensuring compliance with the Code of Ethics by those directly or indirectly subject to its responsibility**
- **Set an example to your employees/collaborators by your behaviour.**
- **Ensure that employees understand that the provisions contained in this Code of Ethics form an integral part of their work performance.**
- **Promptly report to the Management or any delegate or the Supervisory Board any reports or special needs of their subordinates**

Failure by department heads to comply with the obligations set out in this chapter may lead to the application of disciplinary sanctions, as provided for in the sanctions system.

5.2.3 *Obligations of all employees towards the Code of Ethics and the documents produced by the group*

Each employee is required to be familiar with the provisions contained in or referred to in the Code of Ethics, as well as with the relevant laws governing the activities carried out within the scope of his or her function, which form an integral part of each employee's work performance.

An employee who becomes aware of alleged unlawful conduct is obliged to communicate the information he or she has concerned such conduct only to his or her superiors or to the Supervisory Board and/or Management in the manner provided for by the internal system.

The Management adopts monitoring systems on the actual reading and comprehension of the statutory documents by employees, collaborators, etc., by means of anonymous tests, activating the most appropriate actions to constantly increase the level of dissemination and comprehension of their contents.

Employees also have the obligation to:



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- **Refrain from conduct contrary to these provisions and standards.**
- **Contact their superiors or the Supervisory Board and/or delegate responsible for managing the prevention model for any necessary clarifications on how to apply the Code of Ethics or reference regulations.**
- **Promptly report to at least one of the above-mentioned persons any news of possible violations of the Code of Ethics.**
- **Co-operate with the organization in the event of any investigations aimed at verifying and possibly sanctioning possible violations.**

These behavioral requirements are also required of external consultants and collaborators of all kinds.

### 5.2.4 Protection of corporate assets

Each addressee is required to act diligently to protect corporate assets from improper or incorrect use.

Individuals must know and implement internal information security policies to ensure integrity, confidentiality, and availability.

Information and know-how must be protected with the utmost confidentiality. The most significant data that the group acquires or creates during its business must be considered confidential information and given appropriate attention: this also includes information acquired from and concerning third parties (customers, contacts, partners, employees, etc.).

Persons who, in the performance of their duties, come into possession of confidential information, materials or documents shall inform their superiors.

Both during and after termination of employment with the group, individuals may use confidential data solely in the interest of the company and never for their own benefit and/or the benefit of third parties.

### 5.2.5 Confidential information on third parties

Company personnel must refrain from using unlawful means to acquire confidential information about other organizations and third parties.

Persons who, within the framework of a contractual relationship, become aware of confidential information on other persons shall be obliged to use it exclusively for the purposes provided for in the contract in question.

Without due authorization, persons may not request, receive or use confidential information about third parties. If you learn confidential information about another person that is not already subject to a non-disclosure agreement or other form of protection, you must contact your manager for assistance in handling such information.

### 5.2.6 Use of company assets

Each person is required to act with diligence to protect the company assets through responsible behaviour and in line with the operating procedures drawn up to regulate their use, accurately documenting their use.

Each person must:

- **Use the assets entrusted to him scrupulously and sparingly.**
- **Avoid improper use of company assets that may cause damage or reduced efficiency or are otherwise contrary to the company's interest.**
- **Properly guard the resources entrusted to him/her and promptly inform the units in charge of any threats or harmful events to the group.**

As far as computer applications are concerned, everyone is expressly required to:

- **Scrupulously adopt company security policies so as not to compromise the functionality and protection of computer systems.**
- **Refrain from sending threatening or insulting e-mail messages or using low-level language or making inappropriate comments that may offend persons and/or damage the group's image.**
- **Refrain from surfing Internet sites with indecorous and offensive content and in any case not related to professional activities.**

## 5.3 Customer Relations



Please also refer to the operating procedures of the management system for further details.

### 5.3.1 *Impartiality*

The group is committed to offering its products and services without any discrimination between private customers or potential dowry holders, with a special focus on the latter.

### 5.3.2 *Contracts and customer Communication*

Contracts and communications to customers by the group must always be:

- **Clear and simple, formulated in language as close as possible to that normally used by interlocutors.**
- **Compliant with applicable regulations and such as not to constitute circumvention or otherwise unfair practices.**
- **Complete so as not to overlook any element relevant to the customer's decision.**

### 5.3.3 *Style of staff behaviour towards customers*

The style of conduct of the group's people towards customers is characterized by helpfulness, respect and courtesy, with a view to a collaborative and highly professional relationship.

### 5.3.4 *Data processing*

When processing customers' personal data, the organization complies with the provisions contained in **EU Regulation 679/2016** (GDPR), which determines the guidelines to be adopted on the Protection of Natural Persons with regard to the Processing of Personal Data and the free movement of such data.

A privacy policy is obtained that identifies:

- **Purpose and method of processing.**
- **Persons to whom the data are disclosed if any.**
- **Information needed to exercise the right of access.**

Where regulations require it, people are asked for specific consent to process their personal data; any investigation into the ideas, preferences, personal tastes and in general the private life of customers is excluded. Staff are obliged to treat data with the utmost discretion and confidentiality, especially towards internal staff; the same procedure is also applied to the telematic management of information and personal data.

## 5.4 Relations with Suppliers

Please also refer to the management system procedures for further details.

### 5.4.1 *Choice of supplier*

Purchasing processes are important:

- **Seeking maximum competitive advantage for the group**
- **To the granting of equal opportunities to suppliers**
- **To loyalty**
- **To Impartiality**

The selection of suppliers and the determination of purchasing conditions are based on an objective assessment of the quality, price of the good or service, its actual availability and guarantees of service and timeliness.

A further selection criterion is the exclusion of suppliers with ongoing criminal proceedings for procurement or other mafia-related matters.

### 5.4.2 *Integrity and Independence in relationships*

Relations with suppliers, including those concerning financial and consultancy contracts, are constantly monitored by the group.





The conclusion of a contract with a supplier must always be based on a relationship of extreme clarity, avoiding, where possible, forms of dependence.

Documents exchanged with suppliers must be appropriately archived: in particular, those of an accounting nature must be retained for the periods stipulated by the regulations in force.

## 5.5 Relations with Public Administrations

This section deals with relations between the group and public administrations.

### 5.5.1. Fairness and loyalty

The group intends to conduct relations with the Public Administration with the utmost transparency and ethical behaviour. These relations, which must take place in compliance with the regulations in force, are uniform to the general principles of fairness and loyalty so as not to compromise the integrity of both parties.

### 5.5.2. Gifts, giveaways and benefits

No person in the group may give money or offer financial or other benefits to persons in the public administration for the purpose of obtaining appointments or other advantages for themselves or for the group.

No form of gift is permitted that may be construed as exceeding normal business or courtesy practices or otherwise aimed at acquiring favorable treatment in the conduct of any activity related to the group.

In this sense, a 'normal business practice or courtesy' with a value of less than € 100.00 is regarded as a gift.

Any form of gifts to Italian and foreign public officials or their family members that may influence their independence of judgement for the purpose of obtaining more favorable treatment or undue benefits or advantages of any kind is prohibited.

A gift means any kind of benefit: not only material goods but also, for example, free attendance at conferences, training courses, the promise of a job offer, etc.

The above cannot be circumvented by resorting to third parties: in this respect, not only illicit payments made directly to entities, or their employees are considered acts of corruption, but also illicit payments made to persons acting on behalf of such entities.

On festivities, anniversaries and/or holidays, donations of goods are permitted, if they are of a modest size and in any case within the limits decided by the Board of Directors or the Management, subject to prior notification to the Supervisory Board, suitably documented in order to allow the appropriate checks to be carried out.

On the other hand, if a person in the group receives an explicit or implicit request for benefits from a member of the Public Administration, he/she shall immediately inform the Board of Directors or the person to whom he/she is required to report for the adoption of appropriate checks and initiatives.

## 5.6 External Relations

This section deals with details of the group's external relations.

### 5.6.1. External effectiveness of the Code of Ethics

Anyone acting in the name and on behalf of the group who comes into contact with third parties with whom the organization intends to enter into business relations or is required to have institutional, social, political or any other kind of relations with the same, is obliged to

- **Inform them of the commitments and obligations imposed by the Code of Ethics**
- **Demanding compliance with the obligations of the Code of Ethics in the performance of their activities**
- **Take the necessary initiatives in the event of refusal by third parties to comply with the Code of Ethics or in the event of failure or partial fulfilment of the commitment undertaken to observe the provisions contained in the Code of Ethics, informing the Management or delegates and the Supervisory Board.**

### 5.6.2. Conflict of interest

All addressees must ensure that every decision taken in the context of their activities is taken in the interest of the group.



All addressees are required to avoid any activity or situation of personal interest that constitutes or may constitute, even potentially, a conflict between their own interests and those of the organization and, in any case, shall comply with the specific procedures adopted by the group on the matter.

All addressees of the Code of Ethics must refrain from taking advantage of their relationship with the group in order to favour themselves or third parties to the detriment or disadvantage of the organization itself.

It is forbidden for any employee to take part, directly or indirectly, in any capacity whatsoever, in commercial initiatives that are in direct competition with the group, unless such participation has been communicated in advance to the competent Board of Directors and approved by the same, having heard the opinion of the Supervisory Board

If situations of conflict of interest, even potential, are identified, whether internal or external to the group's activity, each person involved is required to refrain from engaging in the conduct of conflict by promptly notifying the Supervisory Body, which is responsible for assessing the existence, on a case-by-case basis, of any incompatibility or prejudicial situations.

#### 5.6.3. *Competitive practices*

It is of paramount importance to the group that the market is based on fair competition.

The group is committed to scrupulously observing the relevant laws and cooperating with the market regulatory authorities. In particular:

- **It undertakes to carry out activities in compliance with the rationale of the law for the supply of goods and services that are entrusted through express agreements with public entities, including economic entities and joint-stock companies with public participation.**
- **Compete fairly on the market by respecting the rules of competition.**
- **It undertakes to provide correct information about its activities both internally and externally or in response to legitimate requests.**
- **Ensures the truthfulness and correctness of corporate data relating to financial statements, reports and other official documents.**

#### 5.6.4. *Gifts and Benefits*

No form of donation (including: money, economic benefits, gifts, other types of benefits, etc.) contrary to the laws in force that may be interpreted as exceeding normal business practices or courtesy or in any case aimed at acquiring benefits in the performance of any activity connected to the company - especially towards Public Administration subjects for the purpose of obtaining appointments or other personal benefits or for the company itself - is allowed. In any case, any form of donation to Italian and foreign public officials or their relatives that may influence their independence of judgement for the purpose of obtaining more favorable treatment or undue benefits or advantages of any kind is not permitted. The use of third parties is also not permitted. Donations must be inspired by criteria of probity and proportionality and must take into account the economic activity of the enterprise and the economic condition of the beneficiary. A donation is any kind of benefit: including but not limited to material goods, free participation in conferences, training courses, the promise of a job offer, etc. On festivities, anniversaries and/or holidays, donations of modest value are permitted, and in any case within the limits decided by the Management, subject to notification to the Board of Auditors, adequately documented in order to allow for the appropriate checks. On the other hand, if a person in the company receives explicit or implicit requests for benefits from a member of the Public Administration, he/she shall immediately inform the Management or the person to whom he/she is required to report for the adoption of appropriate checks and initiatives.



## 6 Enforcement Mechanisms of the Code of Ethics

### 6.1 Organizational Principles

The group ensures that the organizational system is based on the criterion of separation between those who decide, those who execute and those who control. In particular, the organization makes all operations verifiable because they are recorded.

The group binds those performing the audit function to the truthfulness and correctness of the data and information.

Every operation and/or activity must be lawful, authorized, consistent, documented, verifiable, in accordance with the principle of traceability and company procedures in accordance with the criteria of prudence and protection of company interests.

Company procedures must allow for controls to be carried out on operations, authorization processes and the execution of operations.

Any employee who carries out transactions involving sums of money, goods or other utilities that can be economically evaluated as belonging to the group must reasonably provide appropriate evidence in order to allow the verification of such transactions.

### 6.2 Transparency of Accounting

The group's accounts meet the generally accepted principles of truthfulness, accuracy, completeness, and transparency of the recorded data.

The addressees of this Code of Ethics undertake to refrain from any conduct, whether active or omissive, that directly or indirectly violates the regulatory principles and/or internal procedures concerning the formation of accounting documents and their external representation

The addressees of this Code of Ethics are also required to keep and make available adequate supporting documentation for each operation or transaction carried out:

- **Accurate accounting records**
- **The immediate identification of the underlying characteristics and motivations**
- **The easy formal and chronological reconstruction**
- **The verification of the decision-making, authorization, and implementation process, in terms of legitimacy, consistency and appropriateness as well as the identification of the various levels of responsibility**

Recipients of this Code of Ethics who become aware of cases of omission, falsification, or negligence in accounting records or supporting documents are required to promptly report them to their superior or to the Supervisory Board and/or the Management.

The group promotes training and updating to make the addressees of this Code of Ethics aware of the rules (laws or regulations, internal prescriptions, provisions of trade associations) that govern the formation and management of accounting documents.

### 6.3 Checks and verifications

The group ensures the availability, through the competent persons, to provide all necessary information and viewing of documents, and requests to the audit and control bodies.

The group guarantees the accessibility of all information and documents to those entitled to them and provides, through the availability of its directors and employees, who are responsible for their function, all information that facilitates the exercise of supervisory functions.

The organization prohibits its directors and employees and/or collaborators from making false declarations rather than submitting false documents or attesting to untrue situations, including by means of computer systems, with the aim of unduly receiving public funds and/or obtaining and retaining possible benefits.

#### 6.3.1. Supervision of the implementation of the Code of Ethics

The task of verifying the implementation and enforcement of the Code of Ethics falls to:

- **Board of Directors**
- **Direction**
- **Coordinators**



- **Supervisory Board: this board, in particular, in addition to monitoring compliance with the Code of Ethics, having access to all the group's sources of information for this purpose, suggests appropriate updates to the Code, also on the basis of reports received from personnel.**

The Supervisory Board is responsible for the following tasks:

- **Communicate to the Management, for the adoption of appropriate measures, reports received concerning violations of the Code of Ethics**
- **Express binding opinions on the revision of the most relevant policies and procedures to ensure consistency with the Code of Ethics**
- **Contribute to the periodic review of the Code of Ethics: to this end, the Supervisory Board makes appropriate proposals to the Board of Directors, which assesses them and, if necessary, approves and formalizes them**

The Supervisory Board maintains the requirements of autonomy and independence, assumes powers of investigation and control as well as powers of initiative for the performance of the assigned functions.

### 6.3.2. *Reporting problems or suspected violations*

Violations of the Code of Ethics by the addressees, if any, are subject to the disciplinary system provided for by the legislation in force.

It should be noted, in fact, that in the event of violations of the Code of Ethics, the group will take disciplinary measures against those responsible for such violations, where deemed necessary for the protection of the organization's interests, which may go as far as the removal from the group of those responsible, in addition to compensation for any damages resulting from the violations.

Non-compliance with the rules of the Code of Ethics by members of the corporate bodies may lead to the adoption, by the competent corporate bodies, of the most appropriate measures provided for and permitted by law.

Violations of the rules of the Code of Ethics by employees constitute a breach of the obligations arising from the employment relationship, with all contractual and legal consequences, also with reference to their relevance as a disciplinary offence.

Violations committed by suppliers and external collaborators shall be sanctioned in accordance with the provisions of the relevant contractual assignments, except for more serious violations of the law.

Particular attention is paid to the handling of computer data through internal systems: any problems and suspected breaches must be reported immediately to the Head of IT Services and/or Management for appropriate action.

### 6.3.3. *Disciplinary measures resulting from violations*

The provisions of this Code of Ethics form an integral part of the contractual obligations undertaken by staff as well as by persons having business relations with the group.

Violation of the principles and conduct set out in the Code of Ethics compromises the relationship of trust between the group and the perpetrators of the violation, be they directors, employees, consultants, collaborators, customers or suppliers.

For details of the disciplinary system and sanction mechanisms, please refer to the Organizational Model adopted by the group.

In general, violations will be prosecuted in the following terms:

- **About employees (including members of corporate bodies and the Supervisory Board itself) through appropriate disciplinary measures, regardless of the possible criminal relevance of the conduct and the institution of criminal proceedings in cases where the conduct constitutes a crime. Sanctions will comply with the rules and logic of the employment contract applied. Disciplinary measures range from a warning or reprimand to suspension without pay, demotion and, in the most serious cases, dismissal. Before a disciplinary measure is taken, the person concerned is given the opportunity to explain his/her behaviour.**



- **About consultants, collaborators, customers, suppliers, and other persons having contractual relations with the group, specific termination modalities will be activated.**

It is also without prejudice to any compensation for damages that the group may suffer because of the breach by the above-mentioned persons of the provisions contained in the Code of Ethics

#### 6.3.4. *Whistleblowing*

The group has set up a specific communication channel ([whistleblowing@innoverly.net](mailto:whistleblowing@innoverly.net)) to enable its employees to promptly report any action or omission deemed not compliant with the Code of Ethics or any circumstance that suggests the existence of an offence or a danger of an offence, or in any case the presence of 'improper' behaviour deemed inappropriate or not compliant with current policies.

This channel ensures confidentiality and the protection of the reporter from unfair and retaliatory actions.

#### 6.3.5. *Appointment from public service*

The group applies the following behaviour when performing public service activities:

- **Respect for the principles of impartiality, typical of public administration**
- **Non-acceptance of benefits, money, and utilities**
- **Not accepting illegitimate influences from third parties**
- **Avoiding conflicts of interest of their appointees**

#### 6.3.6. *Confidentiality*

Recipients are required to observe strict confidentiality on information, documents, studies, initiatives, projects, contracts, known to them.

The group puts in place measures to protect the information it handles and prevent it from being accessed by unauthorized personnel.

#### 6.3.7. *Dissemination, Communication and Training*

This Code of Ethics is brought to the attention of all internal and external parties concerned or otherwise involved in the group's mission through appropriate communication and training activities.

#### 6.3.8. *Operational procedures and decision-making protocols*

This Code of Ethics forms an integral part and constitutes implementation of the Organizational Model adopted by the group for the purpose of preventing offences committed in the interest or to the advantage of the organization itself.

In order to prevent violations of the regulations in force, as well as of the Code of Ethics itself, the group envisages the adoption of specific procedures by all those involved in the operational process, aimed at identifying the persons responsible for the processes of decision-making, authorization and execution of the operations themselves.

#### 6.3.9. *Delegation system*

Apart from the persons already qualified (Management), the group uses a system of delegation because of which certain activities can only be carried out by persons expressly authorized to do so because they have the power to do so by means of an official power of attorney and/or notarized power of attorney.

In fact, it is necessary that the individual operations are carried out in the various phases by different persons, whose competences are clearly defined and known within the organization to avoid unlimited or excessive powers being attributed to individual persons.



## **7 Final Provisions**

### **7.1 Conflicts with the Code of Ethics**

In cases where even one of the provisions of this Code of Ethics conflicts with the provisions of internal regulations or procedures, the Code of Ethics shall prevail over any of these provisions.

This Code of Ethics brings together the ethical principles and values that inform the corporate culture and which must inspire the conduct and behaviour of those who work in the interest of the Innovery Group both inside and outside the organization.

It is an essential element of the organization, management and control model adopted by the Company pursuant to and for the purposes of current legislation.