


CODE ETHICS and CODE OF CONDUCT



Approved on 25.01.2022 by	
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PREAMBLE

CIBAS SRL VIEW

CIBAS S.r.l. is aware that the authority of a company is recognized, beyond the competence of its collaborators and the high quality of the service provided to the clientele, to the attention given to the necessity of the entire community. The principles that have always inspired the occupation of this Company are formally collected in a Code of Ethics or professional conduct, in the conviction that the reliability is built daily, respecting the rules and enhancing people.

Hence, this Code of Ethics represents a distinctive and defined element towards the market and the third parties, of whom knowledge and sharing, requested to all those operating in the Company or collaborating with it, builds the foundations of our activity and the first step to contribute to the pursuit of our view.

The aim of CIBAS S.r.l. is therefore to pursue the excellence in the market in which it operates, through a sustainable development, safeguarding the environment and the safety of the people involved through the respectful behavior consistency of the Social Ethics, to obtain the satisfaction and ensure added value for the employee, for the client and in general, for the community.

AIMS AND INTERESTED PARTIES

This Code of Ethics (later called, the “**Code**”) illustrates a set of ethical and moral principles, which are the basis of CIBAS S.r.l. activities (later called, the “**Company**”) as well as the line of conduct implemented by the Company, both in the internal of its own activity (in the relationships among employees) and in the external (in the relations with the institutions, the suppliers, the customers, the commercial partners, the political organizations and trade unions, and also press service (later called, the “**Bearer of Interests**”).

The respect of these principles is of fundamental importance to reach the business mission of CIBAS S.r.l. and to guarantee its reputation in the socioeconomic context in which it operates.

Firstly, it is emphasized that CIBAS S.r.l. strongly believes that every activity must be ethically accomplished, recognizing itself in the principle enshrined in the article 41 of the Constitution, based on which the private finance initiative “cannot occur against the social value or in a way to cause damage to the safety, to the freedom, to the human dignity”.

This Code is binding for the administrators and CIBAS S.r.l. employees, as well as those who operate and collaborate, permanently or temporarily, on behalf of the Company (later called, the “**Interested Parties**”).

Widespread circulation will be given to the Code in the context of the internal governance structure, and large communication on the outside, also through its own website.

CIBAS S.r.l. is also committed to adopt further regulation to punctually disclose and apply the principles and requirements of the Code.

1. GENERAL PRINCIPLES

The conduct of the interested parties, at all business levels, is based on the principles of legality, honesty, non-discrimination, confidentiality, diligence, and loyalty.

1.1 Legality

CIBAS S.r.l. operates in the absolute respect of the law and this Code.

Therefore, all the interested parties are required to comply with every applicable regulation and to constantly keep abreast of the legislative evolution, also using educational opportunities offered by CIBAS S.r.l.

The Company considers the transparency of the balance and accounting a fundamental principle for the management of its own activity and for the safeguard of its reputation.

1.2 Honesty

Honesty and moral integrity are an indefectible duty for all the Interested Parties.

The Interested Parties are required to not establish any privileged relations with third parties, as a result of external elicitation aimed to obtain improper advantages.

Performing its own activity, the Interested Parties are required to not accept donations, favors or any form of benefit (except objects with a reasonable value) and generally, to not accept any compensation in order to grant advantages to third parties in an inappropriate way.

The Interested Parties in turn must not make donations with money or goods to third parties or anyhow offer benefit or illicit favor of any kind (except objects with a reasonable value or business courtesy presents authorized by the Company) linked to the activity they perform to the benefit of CIBAS S.r.l.

The intrinsic conviction to act in the interests of the Company does not exempt the Interested Parties from the obligation to regularly follow the rules and the principles of this Code.

1.3 Non-discrimination

In relations with the Bearer of Interests and particularly the Personnel selection and management, the work organization, the choice, suppliers' selection and management, as well as the relations with the Authorities and Institutions, CIBAS S.r.l. avoids and rejects every discrimination regarding the age, gender, race, sexual orientation, state of health, political and trade union opinions, religion, culture, nationality of its interlocutor.

Concurrently, CIBAS S.r.l. supports integration, advocating for the intercultural dialogue, the safeguarding of the protection of minority rights and vulnerable subjects.

1.4 Confidentiality

CIBAS S.r.l. commits to ensure the personal data protection and confidentiality of the Interested Parties and Bearer of Interests, in accordance with the legislation applicable in relation to the protection of personal data.

The Interested Parties are required to not use confidential information, acquired in relation to their own working activities, for any purpose outside of such activities, and anyhow to always act in accordance with the obligation of confidentiality undertaken by CIBAS S.r.l. towards all the Bearer of Interests.

Particularly, the Interested Parties are required to comply with the utmost confidentiality on documents eligible to reveal the know-how, transport information, commercial information and corporate operations.

1.5 Diligence

The relationship between CIBAS S.r.l. and its own employees is based on mutual trust: the employees are therefore, required to operate in order to support the business interests, in accordance with the value of this Code.

The Interested Parties must abstain from any activity that may lead to a conflict with CIBAS S.r.l. interests, renouncing to the pursuit of personal interests in conflict with the legitimate interests of the Company.

In cases in which the conflict of interest's possibility of subsistence can be illustrated, the Interested Parties are required to immediately address to their hierarchical superior, to enable the Company to evaluate, and to possibly authorize the potentially in conflict activity.

In cases of violation, the Company will adopt appropriate measure to cease the conflict of interest, reserving the right to act for its own protection.

1.6 Loyalty

CIBAS S.r.l. and the Interested Parties commit to establish a loyal competition, in accordance with the national and EU legislation, in the awareness that an honest competition encourages a healthy incentive to the process of innovation and development, also safeguarding the interests of the users and the community.

2. RELATIONSHIP WITH THE EMPLOYEES AND WITH THE COLLABORATORS

2.1 Personnel selection

The evaluation and the selection of personnel are executed according to the honesty and the transparency, respecting the equal opportunities to the aim of combining the needs of CIBAS S.r.l. with the professional profiles, the ambitions and the expectation of the applicants.

CIBAS S.r.l. commits to adopt every useful measure and to avoid any form of favoritism in the process of personnel selection, using impartial and meritocratic criteria, in accordance with the dignity of the applicants, as well as the good business performance.

The Companies of the Group do not accept child labor. It is forbidden to employ any person under the age established by the Law.

Every company must activate every necessary measure to ensure that no workers under the age established by the Law is employed, and/or that each company performs the working hours established by the national collective agreements.

The staff recruited, also through the implementation of this Code, receives a clear and proper information regarding the roles, responsibilities, rights and duties of the parties.

2.2 Personnel management

CIBAS S.r.l. safeguards and valorizes its own human resources, committing itself to constantly maintain the necessary conditions for the professional development, the knowledge and the abilities of each person, executing the appropriate education for the professional update and whatsoever initiative designed to achieve this aim.

CIBAS S.r.l. advocates the participation of the workers to the business life, providing participatory tools, capable of collecting the workers' opinions and suggestions, guaranteeing their large participation.

Notwithstanding the maximum availability towards the Company, no worker can be compelled to execute tasks, services or favors not due according to its own working contract and to its own business role.

CIBAS S.r.l. strongly commits to oppose events of mobbing, stalking, psychological violence and every discriminatory or harmful behavior to the dignity of the individual inside and outside the business spaces.

The relationship between employers must be conducted with loyalty, honesty and mutual respect, in compliance with the values of the civil coexistence and people's freedom.

3. WORKING ENVIRONMENT

CIBAS S.r.l. commits to offer to its personnel a working environment which is healthy, safe and respectful of the dignity of workers.

The safety in the workplace is assured, both rigorously increasing the devices provided by the law in force, and actively advocating the safety culture through specified training programs. The personnel training represents a core element of the adopted management system.

CIBAS S.r.l. safeguards the health of its own workers, guaranteeing also the compliance with hygiene standards and health prevention.

4. COMPANY MANAGEMENT

4.1 Internal procedure observance

CIBAS S.r.l. believes that the management efficiency and the culture of control are necessary elements for the achievement of the aims.

The Interested Parties are required to comply with the strict observance of the procedure and the internal business instructions.

The Interested Parties must act according to the respective authorization profiles and must store every suitable documentation to keep track of the actions taken on behalf of the company.

4.2 Accounting management

In the activity of accounting management, the Interested Parties are called to act in accordance with the principles of truthfulness, accuracy and transparency, in order to safeguard the reputation of CIBAS S.r.l. both internally and externally.

The respect of these principles also allows the company to plan its own operational strategies, based on its actual economic and financial situation.

Thus, all the entries reported in the accounting must be supported by a complete, clear and valid documentation, avoiding any form of omission, forging, and/or irregularity.

In cases of economic and financial elements founded on assessments and estimates, the relative registration must be inspired by the criteria of good sense and prudence.

4.3 Safeguarding resources

The Interested Parties perform their own duties, attempting to rationalize and include the use of the business resources.

The Interested Parties are required to comply with the correct application of the devices related to the security to protect the hardware from unauthorized access, which may severely damage the rights to the protection of CIBAS S.r.l. personnel and customer personal data.

4.4 Communication

CIBAS S.r.l. provides appropriate communication tools to the Bearer of Interests, through which they can interact with the company to forward requests, inquire for clarification or file a complaint. CIBAS S.r.l. advocates an effective business communication, which is able to connect the company with the civil society, aimed to receive requests, necessities and community needs and to spread its own values and its own mission.

The spread of information to the Bearer of Interests are complete and accurate, in order to allow the Interested Parties to make a correct and conscious decision.

CIBAS S.r.l. advertising promotion respects the ethical values, by protecting children and rejecting vulgar and offensive messages.

5. EXTERNAL RELATIONS

5.1 Relations with the Authorities and Public Administration

The relations with the Authorities and with the Public Administration must be heavily oriented towards the utmost clarity, transparency and collaboration, in full accordance with the law and according to the highest moral and professional standard.

The Interested Parties, except for express authorization, cannot relate to the name or on behalf of CIBAS S.r.l. with the Authorities and with the Public Administration.

In relations with the Public Officials, with the representatives of Public Service, and the Public Administration in general, the authorized Interested Parties will abide by the highest level of honesty and integrity, abstaining from any form of pressure, explicit or veiled, aimed to obtain any improper advantage for itself or for CIBAS S.r.l.

In this regard, authorized Interested Parties will be required to adhere strictly to this Code, also in wider terms, to what is established by the guidelines given by the management of CIBAS S.r.l.

5.2 Relations with political organizations and trade unions

CIBAS S.r.l. does not facilitate or discriminate any political organizations or trade unions.

The Company abstains from providing any undue contribution in whatsoever form to political parties, trade unions or other social groups, except for specific derogations and always within the limit allowed by the regulations in force.

The Interested Parties are required to abstain from any direct pressure, indirect or boasted towards political figures or trade union representatives.

5.3 Relations with customers and suppliers

The Interested Parties relate to third parties with courtesy, competence and professionalism, in the belief that the protection of the image and reputation of the company depends on their conduct and consequently, the achievement of business goals.

Particularly, the Interested Parties must abstain from any form of disloyal or deceptive behavior, which may lead clients or suppliers to rely on unfounded facts or circumstances.

The Interested Parties are required to be constantly committed to offer punctual and high quality services to the customer, attempting to limit any form of disruption or delay in order to maximize the customer satisfaction.

Relations with customers are oriented towards loyalty, honesty and transparency.

The choice of suppliers is fulfilled, based on the objective criteria of affordability, opportunity and efficiency.

It is precluded to determine suppliers purely on subjective and personal basis, or in any case, by virtue of conflicting interest with those of the company.

The Interested Parties must implement every possible control, to also enable suppliers and customers to respect the fundamental ethical principles in this Code.

6. INTERNAL SYSTEM CONTROL

The observance of the requirements of this Code is entrusted to the cautious, reasonable and careful supervision of each of the Interested Parties, within the scope of the respective roles and functions inside the company.

All the Interested Parties are invited to anonymously report facts and circumstances, potentially in conflict with the principles and the regulation of this Code, depositing a written report in the mailbox.

CIBAS S.r.l. management and the specifically designated authorities in charge, adopt any necessary measure to end violations, being able to take any disciplinary action, in accordance with the law and with the labor rights, including the trade union rights.

7. PENALTY SYSTEM GUIDELINE

The internal control system is oriented towards the implementation of work tools and methodologies, designed to contrast potential business risks, in order to guarantee, not only the respect for the law, but also for the regulation and internal procedure.

In fact, the violation of principles established by the Code and the indicated procedures in the internal audit compromises trust relationship between the Company and its own administrators, employers, consultants, collaborators in various ways, customers, suppliers, commercial and financial partners.

Hence, these breaches will be immediately prosecuted by CIBAS S.r.l. in an incisive and prompt manner, through the adoption of appropriate and proportionate disciplinary actions.

The effects of the violations of the Code of Ethics and of the internal protocols must be taken into consideration by those who maintain relations of any kind with CIBAS S.r.l. Depending on the seriousness of the inadequate conduct of the person involved in one of the illegal activities established by the Code, CIBAS S.r.l. will take appropriate disciplinary action without hesitation, regardless of a possible criminal prosecution executed by the judicial authority.

Notwithstanding the foregoing, the behavior in breach of the Code of Ethics establishes:

- Serious breach for employees (factory workers, office workers, executives and managers), with sanctions applied according to the seriousness established by NCLA/National Collective Labor Agreement (verbal reprimand, written reprimand, a fine not exceeding three hours of pay, suspension from work up to a maximum of 3 working days, dismissal for just cause or justified reason); in the case of a pending criminal charge, or rather enforcement of restraining order against personal freedom, acquired towards the employer, before taking disciplinary action, the sanction of service and salary suspension can be adopted, for the duration corresponding to the outcome of the criminal charge, in other words, until the end of the extent of the restraining order against personal freedom;
- Just cause for termination of the mandate to the administrators;
- Cause of immediate termination of relations, in more severe cases, for external and semi-subordinate collaborators;
- Cause of immediate termination of relations, in more severe cases, for the suppliers, contractors and subcontractors.

The detection and the application of sanctions will always take into account the general principles of proportionality and adequacy in compliance with the disputed violation.

In all the above-mentioned cases, CIBAS S.r.l. also reserves the right to take action, considered appropriate for the compensation of the damage suffered as a result of the conduct in breach of the Code of Ethics.