


CODE OF ETHICS and CONDUCT



Approved on 25.09.2032 by	
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INTRODUCTION

THE VISION OF CIBAS SRL

With this Code of Ethics and Conduct, CIBAS S.r.l. acknowledges the value of Corporate Social Responsibility, in its broadest and most extensive sense, and therefore believes that it cannot be indifferent to the social fabric and the particular territorial context in which it carries out its business, but also believes that Social Responsibility cannot be concretely expressed without full awareness of the individual responsibilities of all the personnel involved, in every capacity and in every role, in the company's activities.

CIBAS S.r.l. is aware that the success of a company in terms of prestige, credibility, reliability and good reputation, besides by the expertise of its collaborators and the high quality of the products and services provided to customers, is also gained by the attention it pays to the needs of the community as a whole.

The principles that have always inspired the work of this Company are formally contained in this Code of Ethics and Conduct in the belief that reliability is built on a daily basis by respecting standards and valuing people.

The aim of CIBAS S.r.l. is therefore to pursue excellence in the market in which it operates, through Sustainable Development, safeguarding the Environment and the Safety of the people involved through consistent behaviour that respects Social Ethics, obtaining satisfaction and ensuring added value for the Employee, the Customer and, in general, the Community.

PURPOSE AND RECIPIENTS

This Code of Ethics (hereinafter, the "**Code**") illustrates the set of ethical and moral principles that lie at the heart of the activities of CIBAS S.r.l. (hereinafter, "Company") as well as the lines of conduct adopted by the Company both in its business (in relations between employees) and in relations with institutions, suppliers, customers, business partners, political and trade union organizations as well as the press (hereinafter, the "**Stakeholders**"). Compliance with these principles is of fundamental importance to achieve the corporate mission of CIBAS S.r.l. and to guarantee its reputation in the socio-economic context in which it operates.

First of all it should be noted that CIBAS S.r.l. firmly believes that all activities must be carried out ethically, recognizing the principle enshrined in art. 41 of the Constitution, according to which private economic initiative "*may not be carried out contrary to social utility or in such a way as to harm security, freedom, human dignity.*"

This Code is the set of binding values, principles and lines of conduct for directors, employees, collaborators but also for suppliers, partners and, in general, all third parties who enter into relations with CIBAS within the scope of their work and all those who directly or indirectly, permanently or temporarily, establish relationships or operate in the interest of the Company (hereinafter, the "**Recipients**").

CIBAS also promotes the principles of this Code to Customers in the belief that economic relations with its reference market can only be based on maximum fairness and rectitude.

The Code sets as its objectives the correctness and economic efficiency in the internal and external relations of the organization and represents a guideline in economic, financial, social and relational relations.

The Code will be widely disseminated within the internal governance structure, and widely communicated externally, including through its website.

CIBAS S.r.l. also undertakes to adopt any other tools able to promptly disseminate and apply the principles and provisions of the Code.

1 GENERAL PRINCIPLES

The conduct of the Recipients, both internal and external to CIBAS (management, employees, collaborators, partners, suppliers), is based on the principles illustrated below. CIBAS promotes these principles with all organizations, professionals and bodies with which it has established business relationships and/or which operate in its interest.

1.1 Human Rights and Labour Law

1.1.1 *Human rights*

All Recipients are required to treat people with respect and dignity, encourage diversity, respect different opinions, promote equal opportunities for all, foster an inclusive and ethical culture, in accordance with the conventions of the International Labour Organisation (ILO).

1.1.2 *Child labour*

CIBAS S.r.l. categorically rejects illegal child labour, where "minors" means persons under the minimum legal age for employment in the place where the work is carried out, provided that the legal age is consistent with the minimum working ages defined by the International Labour Organization (ILO Conventions 138 and 182).

The Company recognizes the human rights of children, such as the right to education, the right to play and their fundamental needs.

All Recipients are required to comply fully with the laws established in their countries and/or the ILO guidelines, if more restrictive, regarding child labour.

1.1.3 *Trafficking in human beings, including forced or bonded labour*

CIBAS observes the regulations prohibiting trafficking in human beings and complies with all local laws applicable in Italy and in the countries where its suppliers and/or customers operate.

Recipients are required to refuse the use of any type of compulsory forced labour, including forced labour in prison, forced labour, trafficking and exploitation of human beings in all its forms, as well as practices of confiscation of money or identity documents at the beginning of the employment relationship for the purpose of holding the worker against their will (ILO Conventions C29 and C105).

Recipients are required to ensure that all their employees and the employees of their business partners enjoy freedom of movement and are not restricted by physical restrictions, abuse, threats or psychological constraints and that they have the right to work freely, knowing in advance the working conditions and being paid correctly. CIBAS S.r.l. considers it essential that the remuneration of employees is at least equal to that established by collective agreements and legislative provisions applicable in the countries in which they operate. CIBAS S.r.l. also promotes the pursuit of higher standards, i.e. a fair income and a living wage.

1.1.4 Non-Discrimination

CIBAS S.r.l. does not accept any type of discrimination and considers it an obligation to guarantee all people equal opportunities, regardless of age, sex, race, sexual orientation, health status, political and trade union opinions, religion, culture and nationality (ILO Conventions 100 and 111).

The Recipients, in relations with Stakeholders and in particular in the selection and management of personnel, in the work organization, in the choice, selection and management of suppliers, as well as in relations with Bodies and Institutions, are required to avoid and repudiate any discrimination and, at the same time, encourage integration, promoting intercultural dialogue, the protection of the rights of minorities and weak subjects.

1.1.5 Wages and benefits

CIBAS S.r.l., in defining employment contracts, adopts the National Collective Bargaining Agreement (CCNL), thus guaranteeing the minimum remuneration and the recognition of benefits and overtime as provided for by the National Collective Bargaining Agreement.

Recipients are required to adopt government or industry standard wages or those of collective bargaining agreements (if any) of the Country they operate in, ensuring the minimum wage and benefits established in same.

Wages and benefits will be paid on time, regularly and transparently. The pay level must reflect the skills and qualifications held and must refer to regular working hours. Overtime must be notified in advance and paid at a bonus rate for overtime.

No wage deductions are allowed as disciplinary measures, unless provided for by law or set in a collective agreement.

1.1.6 Working hours

CIBAS S.r.l. complies with the rules defined in the CCNL regarding working and rest hours, vacation days and maximum consecutive working days.

Recipients are required to comply with all applicable local laws governing working hours, rest and holidays, ensuring that hours worked beyond the normal working week are voluntary, unless a collective bargaining agreement provides for a mandatory time under certain conditions and/or, if lawful, in exceptional circumstances. Employers are required to record working hours to demonstrate compliance with all applicable laws and requirements regarding working time.

1.1.7 Freedom of assembly and collective bargaining

CIBAS S.r.l. and the Recipients are required to respect the fundamental right of employees to establish and join freely, voluntarily and without interference, trade unions and workers' representative organizations of their choice and to bargain collectively. If trade unions are prohibited by law, the Recipients shall facilitate internal communication.

1.1.8 Forms of harassment

CIBAS S.r.l. and the Recipients must ensure that there is no harsh and inhumane treatment, including sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers, or threat of such treatment.

1.2 Ethics

1.2.1 Legality

CIBAS S.r.l. operates in absolute compliance with this Code and with Italian, European and international law as well as with the mandatory regulations specific to the countries in which its suppliers and/or customers operate.

Likewise, CIBAS asks Recipients to comply with the laws and regulations of the countries in which they operate and of the countries in which they provide the products and services.

All Recipients are required to observe all applicable regulations and to constantly update their knowledge of legislative developments, also making use of the training opportunities offered by CIBAS S.r.l.

1.2.2 Anti-Corruption and Anti-Bribery

CIBAS S.r.l. rejects and prevents all forms of corruption and operates in absolute compliance with national and international laws, directives and regulations on anti-corruption, both with public bodies and private parties.

All Recipients of this Code must comply with the anti-corruption laws, directives and regulations governing operations in the countries in which they operate. The Recipients are required to refrain from offering or accepting improper payments of money or anything of value to officials of public bodies and/or top executives of private organizations. Recipients are required to exercise due diligence to prevent and identify corruption in all business arrangements, including partnerships, joint ventures, netting agreements and the assignment of intermediaries as agents or consultants.

Recipients shall adopt a zero tolerance policy for all forms of bribery, extortion and embezzlement.

This obligation also applies in places where such activity does not violate local laws.

1.2.3 Fairness

Fairness and moral integrity are an unfulfilling duty for all Recipients.

The Recipients are required not to establish any privileged relationship with third parties, which is the result of external solicitations aimed at obtaining improper advantages.

In carrying out their activities, the Recipients are required not to accept donations, favours or benefits of any kind (barring objects of modest value) and, in general, not to accept any compensation in order to improperly grant advantages to third parties.

In turn, Recipients must not make donations of money or goods to third parties or otherwise offer illicit benefits or favours of any kind (barring objects of modest value or gifts of commercial courtesy authorized by the Company) related to the activity provided by them for the benefit of CIBAS Srl.

The intrinsic belief of acting in the interest of the Company does not exempt the Recipients from the obligation to observe the rules and principles of this Code in a timely manner.

The Company considers the transparency of financial statements and accounting a fundamental principle for the exercise of its business and for the protection of its reputation.

Recipients are required to keep accurate records and not alter any recording entries to conceal or misrepresent the original underlying transaction.

Recipients are required to avoid all conflicts of interest or situations that give the impression of a potential conflict of interest. Recipients are required to inform all stakeholders in the event of an actual or potential conflict of interest.

1.2.4 Confidentiality

CIBAS S.r.l. considers the protection of data used to carry out its activities to be of fundamental importance, whether it is personal and/or sensitive data or corporate and/or industrial data, such as patents, copyrights and intellectual property.

The Recipients are obliged to undertake to ensure the protection and confidentiality of the data they become aware of and not to use such data for purposes other than those of the company for which they were provided, in compliance with any applicable legislation on the protection of personal data.

The Recipients are required not to use confidential information, learned by reason of their work activity, for purposes unrelated to the performance of this activity and, in any case, to always act in compliance with the confidentiality obligations undertaken by CIBAS S.r.l. with all Stakeholders.

Specifically, the Recipients are bound to the utmost confidentiality for documents able to reveal know-how, transport information, commercial information and corporate operations.

1.2.5 Diligence and conflict of interest

The relationship between CIBAS S.r.l. and the Recipients is based on mutual trust: employees are, therefore, required to work to promote the interests of the company, in compliance with the values set out in this Code. The Recipients must refrain from any activity that may conflict with the interests of CIBAS S.r.l. by renouncing the pursuit of personal interests in conflict with the legitimate interests of the Company.

In cases where a potential conflict of interest may arise, the Recipients are required to promptly contact their hierarchical superior so that the company can assess, and possibly authorize, the potentially conflicting activity.

In the event of a breach, the Company will take all appropriate measures to settle the conflict of interest, reserving the right to act to protect its interests.

1.2.6 Fair competition

CIBAS S.r.l. and the Recipients undertake to create fair competition, in compliance with national and European legislation, aware that virtuous competition is a healthy incentive for innovation and growth, also protecting the interests of consumers and the community.

Recipients must not seek to obtain benefits of any kind by acting fraudulently, misleading people or making false claims, or by allowing others to do so. This includes fraud or theft against CIBAS S.r.l., a Supplier, Customer or Third Parties, as well as any type of misappropriation of property.

It is forbidden to fix prices or rig bids by agreeing with competitors as well as to exchange information on current, recent or future prices with competitors. Recipients must refrain from participating in a cartel.

Recipients must compete on the merits of their products and services. The exchange of business courtesies may not be used to gain an unfair competitive advantage. In all business relationships, Recipients must ensure that the offer or receipt of gifts or business courtesies is permitted by law and regulations, and that such exchanges do not violate the rules and standards of the organization involved and are consistent with reasonable market practices and practices.

1.3 Environment, Health and Safety

CIBAS S.r.l. operates in compliance with regulations concerning the protection of the environment and safety in the workplace.

The Recipients are required to comply with the laws in force regarding the environment, health and safety

in the workplace applicable in the countries in which they operate and in the countries in which their Customers operate.

Moreover, CIBAS S.r.l. encourages the search for technologies and the reorganization of work activities that minimize impacts on the environment, both in terms of the consumption of resources and the emission of pollutants, and maximize protection and safety in the workplace for all its employees, collaborators, contractors, visitors and for all those who may be involved in their activities.

2 RELATIONS WITH EMPLOYEES AND COLLABORATORS

2.1 Recruitment and contractual conditions

The assessment and selection of personnel are carried out in accordance with principles of fairness and transparency, respecting equal opportunities in order to match the needs of CIBAS S.r.l. with the professional profiles, ambitions and expectations of the candidates.

CIBAS S.r.l. undertakes to take all useful measures to avoid any form of favouritism and/or discrimination in the personnel selection process using objective and meritocratic criteria, respecting the dignity of the candidates as well as in the interest of the good performance of the company.

CIBAS S.r.l. does not accept child labour, therefore no person under the age established by law may be hired.

In defining employment contracts, CIBAS S.r.l. adopts the National Collective Bargaining Agreement.

The personnel hired, also through the implementation of this Code, receive clear and correct information about the roles, responsibilities, rights and duties of the parties.

2.2 Personnel management

CIBAS S.r.l. protects and values its human resources, undertaking to maintain the necessary conditions for professional growth, the know-how and skills of each person, providing appropriate training for professional upskilling and any initiative aimed at pursuing this purpose.

CIBAS S.r.l. promotes the participation of workers in the life of the company, providing participatory tools able to gather the opinion and suggestions of workers, ensuring their wider involvement.

Without prejudice to full respect for the Company's needs, no worker may be obliged to perform tasks, services or favours not due under their employment contract and their role within the company.

The Company is firmly committed to countering incidents of harassment, stalking, psychological violence and any discriminatory behaviour or behaviour detrimental to the dignity of the person on and outside the company premises.

CIBAS S.r.l. offers employees equal employment opportunities and professional growth, without discrimination.

Relations among employees must be based on loyalty, fairness and mutual respect, in compliance with the values of civil coexistence and the freedom of people.

3 WORK ENVIRONMENT

CIBAS S.r.l. undertakes to offer its staff a healthy, safe working environment, respectful of the dignity of workers and free from physical, psychological and verbal harassment or other abusive behaviour.

Safety in the workplace is ensured both by strictly implementing the provisions of the law in force, and by actively promoting the culture of safety through specific training programmes. Staff training is a central element of the management system adopted.

CIBAS S.r.l. protects the health of its workers, also ensuring compliance with hygiene and health prevention standards.

4 BUSINESS MANAGEMENT

4.1 *Observance of internal procedures*

CIBAS S.r.l. believes that management efficiency and the culture of control are essential elements in achieving goals.

Directors, Employees and Collaborators are required to strictly observe the procedures and instructions in the company as well as maintain a conduct that respects the principles of this Code of Ethics.

Employees and Collaborators must act according to their respective authorization profiles and must retain all appropriate documentation to keep track of the actions taken on behalf of the company.

4.2 *Accounting management*

In accounting management activities, Directors, Employees and Collaborators are required to act in compliance with the principles of truthfulness, accuracy and transparency, so that the reputation of CIBAS S.r.l. is protected both internally and externally.

Compliance with these principles also allows the company to plan its operating strategies based on its actual economic and financial situation.

All entries in the accounts must therefore be supported by complete, clear and valid documentation, avoiding any form of omission, falsification and/or irregularity.

In the case of equity or economic elements based on valuations and estimates, their recording must be based on criteria of reasonableness and prudence.

4.3 Protection of assets

Directors, Employees and Collaborators exercise their functions by seeking to rationalize and limit the use of company resources.

Directors, Employees and Collaborators are required to correctly apply the security provisions to protect hardware devices from unauthorized access, which could seriously undermine the personal data protection rights of CIBAS S.r.l. personnel and customers.

4.4 Communication

CIBAS S.r.l. provides stakeholders with suitable communication tools with which they can interact with the company to submit requests, request clarifications or make complaints. CIBAS S.r.l. promotes effective corporate communication able to put the company in contact with civil society, in order to assimilate the requests, needs and requirements of the community and to disseminate its values and mission.

The information disseminated to Stakeholders is complete and accurate to enable recipients to make correct and informed decisions.

The advertising of CIBAS S.r.l. respects ethical values, protecting minors and repudiating vulgar or offensive messages.

5 RELATIONS WITH THE OUTSIDE WORLD

5.1 Relations with Authorities and Public Administrations

Relations with the Authorities and with the Public Administration must be based on the utmost clarity, transparency and collaboration, in full compliance with the law and according to the highest moral and professional standards.

Non-delegated Employees and Collaborators, unless expressly authorized, may not interact with the Authorities and with the Public Administration in the name and on behalf of CIBAS S.r.l.

In relations with Public Officials, Public Service Officers, and the Public Administration in general, Authorized Employees and Collaborators observe the highest levels of correctness and honesty, refraining from any form of pressure, explicit or veiled, aimed at obtaining any undue advantage for themselves or for CIBAS S.r.l..

In this regard, authorized Employees and Collaborators will be required to strictly observe the provisions of this Code, as well as, more generally, the provisions of the directives issued by the management of CIBAS Srl.

5.2 Relations with political and trade union organizations

CIBAS S.r.l. does not favour or discriminate against any political or trade union organisation.

The Company refrains from providing any undue contribution in any form to parties, trade unions or other

social formations, except in specific circumstances and in any case always within the limits permitted by current regulations.

Directors, Employees and Collaborators are required to refrain from any direct, indirect or falsely claimed pressure on politicians or trade union representatives.

5.3 Relationship with customers and suppliers

Directors, Employees and Collaborators deal with third parties with courtesy, competence and professionalism, in the belief that their conduct depends on the protection of the image and reputation of the company and, consequently, the achievement of company objectives.

In particular, Directors, Employees and Collaborators must refrain from any form of unfair or deceptive behaviour that may cause customers or suppliers to rely on unfounded facts or circumstances.

Directors, Employees and Collaborators are required to constantly strive to offer timely and high quality services to customers, trying to limit any form of disruption or delay in order to maximize customer satisfaction.

Relations with suppliers are based on loyalty, fairness and transparency.

Suppliers are chosen based on objective criteria of cost-effectiveness, opportunity and efficiency.

The choice of suppliers on purely subjective and personal grounds or, in any case, based on interests that conflict with those of the business is precluded.

Directors, Employees and Collaborators must put in place every possible control so that suppliers and customers are also able to comply with the fundamental ethical principles referred to in this Code.

6 INTERNAL CONTROL SYSTEM

Compliance with the provisions of this Code is entrusted to the prudent, reasonable and careful supervision of each of the Directors, Employees and Collaborators, within the scope of their respective roles and functions within the company.

All Employees and Collaborators are invited to report facts and circumstances potentially contrary to the principles and provisions of this Code anonymously by placing a written report in the letterbox (Whistleblowing).

The management of CIBAS S.r.l. and the bodies responsible for this take all necessary measures to put an end to the violations, being able to adopt any disciplinary measure in compliance with the law and workers' rights, including trade union rights.

7 SANCTIONING SYSTEM GUIDELINES

The internal control system is aimed at adopting tools and methodologies to counter potential business risks, in order to ensure compliance not only with laws, but also with internal provisions and procedures.

Indeed, the violation of the principles established in the Code and in the procedures indicated in the internal controls compromises the relationship of trust between the Company and its directors, employees, consultants, collaborators in various capacities, customers, suppliers, commercial and financial partners.

These violations will therefore be immediately prosecuted by CIBAS S.r.l. in an incisive and timely manner, through the adoption of appropriate and proportionate disciplinary measures.

The effects of violations of the Code of Ethics and internal protocols must be taken into account by all those who, for any reason, have relations with CIBAS S.r.l.. Depending on the seriousness of the conduct put in place by the person involved in one of the illegal activities provided for by the Code, CIBAS S.r.l. will take the appropriate measures without delay, regardless of possible prosecution by the judicial authority.

Without prejudice to the foregoing, conduct in violation of the Code of Ethics constitutes:

- serious non-compliance for employees (workers, employees, line managers and managers), with the sanctions, applied based on the severity, provided for by the category National Collective Labour Agreement (verbal reprimand, written reprimand, fine not exceeding three hours of pay, suspension from work and pay up to a maximum of three working days, dismissal for just cause or justified reason); in the case of pending prosecution or execution of a measure restricting personal freedom taken against the employee, before adopting the disciplinary measure, the sanction of suspension from service and pay may be adopted, for the duration corresponding to the outcome of the criminal action or until the end of the duration of the measure restricting personal freedom;
- just cause for revocation of the mandate to the directors;
- cause for immediate termination of the relationship, in the most serious cases, for external collaborators and para-subordinates;
- cause for immediate termination of the relationship, in the most serious cases, for suppliers, contractors and subcontractors.

The identification and application of sanctions will always take into account the general principles of proportionality and adequacy with respect to the alleged violation.

In all the aforementioned cases, CIBAS S.r.l. also reserves the right to take all actions it deems appropriate for compensation for the damage suffered as a result of conduct in violation of the Code of Ethics.