



Code of Ethics and Conduct

Syscons S.r.l.

Adopted under Legislative Decree 8 June 2001 no. 231

“Discipline of the administrative liability of legal entities, companies and associations including those without legal personality”

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1. INTRODUCTION

Syscons S.r.l. (henceforth Syscons or the Company) is essentially active in the production, acquisition, and sale of software products of supplies and accessories and in market research and data processing for third parties, excluding any activity reserved for natural persons.

Syscons acts on the national territory and is the partner of medium and large companies for technological innovation projects, boasting a wide range of competencies to realize solutions and systems in various Information Technology sectors: ERP (supporting, in particular, the implementation of SAP platform), CRM, SCM and Customer Service, but also Project Management, Business Intelligence, and Knowledge Management.

The services are provided in constant compliance with the methodological approach and professional ethics while maintaining customer satisfaction.

On 12/19/2019, the Company's Board of Directors decided to adopt this Code of Ethics (from now on also "Code") to clearly and transparently define the values that inspire it in carrying out its activities.

The Code contains the ethical principles and rules of conduct that the top Management, employees, consultants, collaborators, agents, suppliers, *business partners*, and all of those who operate in the name of or on behalf of the Company (from now on "Recipients") are required to respect and enforce. The Code is a guideline for drafting the Company's internal regulations and procedures and applies to its Subsidiaries and Associates.

Through this Code of Ethics, Syscons intends to:

- explain the values and ethical principles that characterize its own culture, and which are the basis of relations with customers, suppliers, employees, collaborators, public institutions, and any other person with whom the Company gets in touch;
- support the values that characterize a virtuous company, including compliance with rules, fairness, protection, and respect for the person, environmental protection, commitment, transparency, attention to safety and workers' health, as founding elements of its business activity;
- indicate to its employees, directors, collaborators, and commercial agents the principles of conduct and the responsibilities they will have to refer to in carrying out their work activities.

2. ETHICS PRINCIPLES

2.1 Compliance with laws and regulations

All activities conducted in the name and on behalf of the Company must be carried out in full compliance with laws and regulations in force in all the countries it operates.

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The Company promotes the acquisition by its employees and collaborators of the necessary knowledge of the applicable laws and regulations, as in force at the time.

2.2 Integrity

The Company is inspired by moral integrity, transparency, honesty, and good faith and hence, promotes their protection both inside and outside of the workplace.

2.3 Dignity and equality

The Company recognizes and respects the personal dignity, privacy, and personality rights of any individual, in both internal and external relationships, and does not tolerate discrimination, harassment, or sexual, personal, or other offenses.

In the Management of hierarchical relationships, the Company prohibits any behavior that may harm the personal dignity and professionalism of the employee in any way.

Finally, the Company undertakes to guarantee *privacy* respect, especially about information concerning the private sphere and the opinions of each of its employees and, more broadly, of those who interact with it.

2.4 Business ethics

Syscons S.r.l. develops its activities following the logic of efficiency and openness to the market, preserving the value of fair competition with other players. Competitive acts carried out with violence or threat or, more generally, acts that fall under the concept of unfair competition are not tolerated and are not put into practice.

2.5 Professionalism and spirit of cooperation

The Company promotes the professional skills development within itself according to the tasks and functions exercised, promoting each subject's commitment to achieving the objectives assigned following the provisions of this Code.

Mutual cooperation between the parties involved in any capacity of the same project is an essential principle for the Company.

2.6 Safety of working environment and workers' health

Syscons S.r.l. considers safety and health of workers safeguarding to be of primary importance, setting as its objective not only the respect of what is required by the relevant regulations but also a steady action aimed at the continuous improvement of working conditions.

The Company, therefore, complies with the current regulations on safety and hygiene of the working environment and invites its employees and collaborators to pay the utmost attention in carrying out their activities, strictly observing all the safety and prevention measures established, to avoid any possible

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risk for themselves, their collaborators and colleagues and the community. In particular, all the provisions laid down concerning the Consolidated Law on Health and Safety (Legislative Decree 9 April 2008 no. 81) and any other law applicable to Syscons S.r.l. must be observed.

The Company also undertakes to provide the Recipients with all the instructions and directives necessary to ensure the fulfillment of their safety obligations.

The Company also provides continuous training and awareness-raising for all its staff to implement its workplace safety policy.

2.7 Activities' traceability

Through its own procedures, the Company establishes the rules for the adequate documentation of each operation carried out, to allow and to be able to proceed at any time to verify the reasons and characteristics of the operation, during the phases of authorization, execution, registration, and verification of the operation.

2.8 Confidentiality

The Company guarantees, in compliance with law provisions, the confidentiality of the information in its possession and requires all Recipients to use it exclusively for purposes related to the exercise of their professional activities.

2.9 Transparency and completeness of the information

The Company is committed, through the working methods and procedures adopted, to ensuring that internal and external communication is complete, clear, and accurate.

2.10 Conflicts of interest

In carrying out all its activities, the Company works to avoid situations like a conflict of interest, genuine or even only potential.

The Company promotes a similar spirit of transparency both internally and towards third parties and invites each Recipient to promptly inform their superiors or contacts of situations or activities in which they may have interests that conflict with those of the Company or its Clients, and in any other case in which there are relevant reasons of convenience.

2.11 Relations with Public Administration and Supervisory Authorities

The Company bases its relations with Public Administration and Supervisory and Control Authorities in the countries where it operates on the principles of transparency and loyal cooperation.

The Company fulfills its legal obligations towards Public Administration and Authorities, guaranteeing completeness and integrity of the information, the objectivity of evaluations, ensuring that they are promptly forwarded, and avoiding behavior that could create the impression of wanting to improperly influence the decisions of the counterpart or to request preferential treatment.

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To this end, Management undertakes not to offer or promise, directly or by intermediaries, amounts of money or other payment means to public officials or public service officers to influence their activity in the performance of their duties.

2.12 Relationships with clients, suppliers, consultants, collaborators, agents, and business partners

Syscons S.r.l. establishes relations with clients, suppliers, consultants, collaborators, agents, and business partners exclusively based on criteria of trust, quality, competitiveness, professionalism, and respect for rules.

By developing initiatives with them, the Company is committed to:

- establish relationships only with parties that are sharing values and principles comparable to those expressed in this Code, are committed to respecting them;
- ensure the transparency of agreements and avoid the signing of secret pacts or agreements against the Law.

2.13 Human Resources

The Company prohibits any form of harassment, i.e., psychological, physical, sexual - against managers, other employees, collaborators, suppliers, or visitors. Harassment refers to any form of intimidation or threat (including non-verbal or resulting attitudes to intimidate) that is an obstacle to the quiet performance of their duties or the abuse of the authority position by the hierarchical superior. In particular, any and all forms of mobbing are prohibited according to the concept elaborated from time to time by the prevailing jurisprudential orientation in Italy and/or in the country in which the Company operates.

It is also prohibited the mere foreshadowing of increases in remuneration, other advantages, or career progression as compensation for activities inconsistent with laws, Code and internal rules and regulations.

Any act of retaliation against those who reject, complain, or report the unfortunate facts described above is prohibited.

The selection and hiring of staff must be strictly compliant with the procedures and be guided by transparency criteria in assessing the requirements of competence and professionalism, individual capacity, and potential.

2.14 Accounting records

In keeping its accounting records, the Company intends to act in accordance with current legislation and adheres to the principles of truthfulness, completeness, clarity, precision, and accuracy.

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For each operation, the Company requires adequate supporting documentation to be produced and kept, to allow, at first, the correct accounting record and, subsequently, the reconstruction of the operation and the identification of responsibilities.

As part of the preparation of the financial statements, the Company complies with the principles laid down by the current legislation and regulations, explaining clearly, truthfully, and correctly the criteria that guided the establishment of the budget items value and ensuring compliance with them.

2.15 Anti-money laundering

The Company carries out its activities in full compliance with the current anti-money laundering regulations and the provisions issued by the relevant Italian and foreign authorities.

The Company verifies - as far as possible - the information available on its business partners, suppliers, associates, collaborators, and consultants, before establishing business relations with them.

The Company refuses to carry out any activity aimed at the illicit creation of funds to be used subsequently in entrepreneurial, economic, and financial activities.

2.16 Anti-corruption

Syscons S.r.l. carries out monetary and financial operations based on the transparency and fairness principles in compliance with the current regulations.

The Company condemns behavior aimed at promising or paying amounts of money to directors, general managers, and Management to unlawfully promote the interests of the Company.

Syscons does not make payments or acknowledge compensation to third parties that are not adequately justified in the context of the contractual relationship established with them and does not distribute giveaways or gifts unless of modest value.

2.17 Use of Company equipment, devices, and facilities

The Company undertakes to provide its employees and collaborators with equipment, devices, and facilities appropriate to the tasks assigned from time to time.

The Company carries out appropriate controls to ensure that the aforementioned equipment, devices, and facilities are not used for purposes contrary to the Law, public order, or morality, as well as to commit or incite to commit crimes or to racial hatred, violence, exaltation or violation of human and constitutional rights.

The Company prohibits any conduct that in any way may damage, alter, deteriorate, or destroy computer or telematic systems, computer programs, and data of both the Company and third parties.

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3. STANDARDS OF CONDUCT AND DISCIPLINE

Without prejudice to legal provisions and contractual dispositions with regard to the rights and duties of workers, Syscons' employees and collaborators are required to be professional, loyal, honest, transparent, collaborative, and mutually respectful.

Each Syscons' employee and collaborator:

- contributes to being the pursuit of common objectives, in synergy with colleagues, superiors, and collaborators;
- carries out his/her/their work, whatever the level of responsibility related to the role, to the highest degree of efficiency and effectiveness that he/she/they can achieve through his/her/their own abilities and skills, complying with the operating instructions given by his/her/their superiors and supervisors;
- adheres to all company instructions in terms of hygiene and safety in the workplace, in compliance with current legislation;
- considers the confidentiality and protection of information available to it as a key principle of its activity.

Employees, and any other entity representing Syscons in dealings with public bodies, customers, and stakeholders in general, are absolutely forbidden:

- to pursue personal interests to the detriment of company interests;
- to exploit Syscons' name and reputation for private purposes;
- to take personal advantage of the position held within Syscons and the information acquired during his/her/their work;
- to engage in behavior that may damage the image and reputation of the Company;
- to use corporate assets for different purposes than those for which they were allocated;
- to use the Company's resources in a non-rational and inefficient way;
- to disseminate - also through IT tools or social networks - to third parties, information and news concerning Syscons or other subjects, such as customers or suppliers, who have provided their own information;
- to carry out duties - even free of charge - in contrast or competition with the Company.

Every employee is obliged to comply with the current laws and regulations; moreover, the person is obliged to report to his/her/their manager (or to the Company's top Management directly or to the Supervisory Body, if the illicit or potentially illicit conduct was assumed by his/her/their manager):

- each violation of the Law, company regulations, and principles set out in this Code;
- each episode of information misuse;
- each irregularity or malfunctioning during the work, which causes or could cause damage to the Company.

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Syscons employees and collaborators are also required to report the situation in which a person with whom they have been in contact for business or non-business reasons is carrying out activities that harm the interests of the Company or otherwise interfere with them.

The Syscons' employee or collaborator abstains, as far as possible, from attending individuals who have legal proceedings or disputes with the Company in progress and, in any case, does not transmit to the latter any kind of information about the Company.

The interruption or termination of the working relationship with the Company, regardless of the cause, does not justify the disclosure of confidential information or the expression of considerations that may damage the image and interests of the Company.

It shall be permitted to use, at a residual level, instruments, and equipment, including telephone and data, made available for carrying out work, for personal purposes, provided that such use does not involve even potential risks for the Company and is not for purposes contrary to the Law or to this Code.

The system of controls contributes to improving the efficiency of the Company's processes. Therefore, it is the common objective of all levels of the organizational structure to contribute to its effective functioning, first and foremost through punctual compliance with internal procedures.

4. CODE IMPLEMENTATION

4.1 Management Responsibility

In order to protect the reputation and assets of the Company and contribute to its growth, the Management of Syscons is required to respect and enforce the principles and contents of this Code in the fulfilment of its management and guidance tasks with their responsibilities.

In carrying out their activities, each manager is required to assume the responsibilities that fall to him and to start initiatives that can generate a benefit for the Company, without disregarding in any way the laws, rules, company guidelines, and values of honesty, loyalty, fairness, respect and attention to the employees and customers' needs.

Management is expected to promote a proactive approach to control activities involving all members of the organization.

Managers and employees who are assigned responsibilities or tasks of supervision and coordination, in addition to complying with the values of the Code, must be an example for their employees and establish with them the same relationships marked by mutual respect and fruitful cooperation, encouraging the development of team spirit.

Their job is to spread the Company's values and establish transparent communication, providing employees with an awareness of their contribution to the Company's business and making every effort to provide all members of the organization with the same opportunities to express their job potential.

Each manager pays due attention to the respect of the quality levels of the process, giving suggestions to his/her/their collaborators and taking corrective actions where is possible and appropriate.

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4.2 Supervisory Board

The Company has established an internal Supervisory Body, endowed with autonomous powers of initiative and control, appointed pursuant to Legislative Decree no. 231/2001.

Without prejudice to compliance with any protection provided by applicable laws or collective agreements and without prejudice to legal obligations, the Supervisory Body is entitled to receive notifications, clarification requests claims, or news of potential or current violations of this Code to the following e-mail address organismodivigilanza@syscons.it or physical mail Syscons S.r.l. Corso Vittorio Emanuele II, 12 10123 Torino.

5. SANCTION SYSTEM

5.1 Code of Ethics Violations

Compliance with the rules contained in this Code must be considered an essential part of the contractual obligations expected of Employees, Consultants, Collaborators, and other third parties with whom the Company maintains relations.

Each Recipient is required to promptly report and in writing to the Supervisory Body the violations of the requirements of the Code by anyone who has undertaken to accept the contents.

The above-mentioned notifications will be handled with absolute confidentiality, in accordance with the applicable legal rules, to ensure confidentiality about the identity of the reporter and to ensure the reporter against retaliation, unlawful conditioning, inconvenience, and discrimination of any kind in the workplace, for having reported a violation of the Code contents.

5.2 Sanctions

Violation of the provisions of the Code by employees represents a contract violation and, according to Art. 2106 of the Civil Code, depending on the case, may result in:

- the application of sanctions and disciplinary measures provided by the National Collective Labour Agreements, to which the Company refers;
- the resolution of the employment relationship;
- the application of penalties;
- the compensation for damage.