

COMPANY CODE OF CONDUCT

This Code of Conduct is addressed to all **Promemoria s.r.l.**'s employees and/or contractors, and represents a set of laws that govern corporate life and behaviour that all **Promemoria s.r.l.**'s staff are uniformly required to observe, regardless of their job title, job description and/or nature of employment agreement, in order to ensure the proper conduct of the company's business, its full operation and the respect of the rights and duties that arise from the employment relationship.

Purpose

In the development of its business activities, **Promemoria s.r.l.** is committed to the protection of human rights, labour, safety, the environment, as well as the system of values and principles regarding transparency and honesty, energy efficiency and sustainable development. **Promemoria s.r.l.** is therefore committed to actively contributing to the promotion of the quality of life and socio-economic development of the communities in which the Company is active, as well as to employee training for the development of individual skills while, at the same time, carrying out its business activities in a manner compatible with sound business practice.

Recitals

Everyone who works at **Promemoria s.r.l.**, without distinction or exception, is committed to observing and ensuring observance of the principles of the code of conduct within the scope of their functions and responsibilities.

Each employee and contractor is, therefore, required to be familiar with the Code and to actively contribute to its implementation, including by reporting any shortcomings.

Promemoria s.r.l. undertakes to facilitate and promote awareness of this Code of Conduct by all employees and collaborators as well as to obtain their constructive contribution on its contents. Any behaviour contrary to the letter and spirit of this Code of Conduct will be sanctioned according to the provisions of the Company By-laws.

1. BUSINESS CONDUCT AND CUSTOMER RELATIONS

In business relations, **Promemoria s.r.l.** is inspired by the principles of loyalty, fairness, transparency, efficiency and openness to the market.

Promemoria s.r.l.'s employees shall behave properly in business dealings of interest to the company and in relations with the Public Administration, regardless of the competitiveness of the market and the importance of the business being transacted.

Corrupt practices, illegitimate favours, collusive behaviour, solicitation, direct and/or through third parties, of personal and career advantages for oneself or others, are prohibited.

Employees shall be required to define and communicate to Customers:

- 1) clearly, simply and comprehensibly;
- 2) in compliance with the applicable laws, without resorting to elusive and vexatious practices; and
- 3) comprehensively, avoiding omissions or misleading statements, to enable the client to make a fully informed decision.

Every employee of **Promemoria s.r.l.**, must avoid all situations and activities in which a conflict with the interests of the company may arise or which may interfere with their ability to make impartial decisions in the best interests of the company.

Direct or indirect payments and material benefits of any kind may not be made or offered to third parties, public officials or private individuals, to influence or compensate them for an act of their office. Acts of commercial courtesy, such as gifts or forms of hospitality, are permitted only if they are of a modest amount and explicitly approved by Management.

2. SUPPLIER RELATIONS

In contract relations, and in general for the supply of goods and/or services, employees are required to:

- observe internal procedures for the selection and management of relations with suppliers;
- not prevent any supplier company in possession of the required requisites from competing for the award of a supply contract to **Promemoria s.r.l.**, adopting objective evaluation criteria in the selection, according to declared and transparent procedures;
- use, to the greatest extent possible, products and services supplied on competitive terms and conditions, in compliance with the applicable laws;
- observe contractually agreed upon terms and conditions;
- maintain a sincere and open dialogue with suppliers, in line with good business practice; and
- bring relevant problems arising with a supplier to the attention of **Promemoria s.r.l.** management so that it may assess their consequences and, if possible, remedy them.

3. PUBLIC ADMINISTRATION RELATIONS

Public administration relations must be conducted in accordance with the highest ethical standards and in compliance with all applicable laws and regulations. These relations are managed exclusively by the appointed and authorised corporate departments, which have the duty to act without ever compromising the integrity and reputation of **Promemoria s.r.l.**

4. HUMAN RESOURCES

Human resources are an indispensable element of the company's existence. Employees' dedication and professionalism are decisive values and conditions for achieving **Promemoria s.r.l.**'s objectives. Hence the Company's commitment to develop the skills and competences of each employee so that the energy and creativity of individuals may be fully expressed to realise their potential.

Promemoria s.r.l. is therefore committed to being a company in which people, ideas and beliefs from all backgrounds are treated, evaluated and considered on the basis of individual merits and contributions, recognising and promoting the diversity of people as an essential element for corporate growth.

Maintaining a diverse and inclusive workplace is indeed fundamental to ensuring an environment in which professionalism can best develop.

Promemoria s.r.l. offers all workers the same work opportunities, ensuring that everyone can enjoy fair treatment based on merit considerations, without any discrimination.

Promemoria s.r.l. does not tolerate discrimination based on diversity (differences in ethnicity and gender, religious beliefs and traditions, political opinions, abilities, education levels, socio-economic and cultural backgrounds).

4.1. Colleague relations

Each employee shall ensure that their personal relations with colleagues do not influence the working environment.

When dealing with colleagues, employees shall:

- Treat everyone with respect, regardless of position or level;
- Carry out their activities in a collaborative spirit towards colleagues and third parties, fully respecting the dignity and individuality of each person;
- Understand that what may be acceptable to one person may not be acceptable to another, and consequently behave accordingly;
- Take into account the potential impact of words or actions and how they may be interpreted;
- Speak up honestly if you feel that the actions of a colleague or co-worker are offensive or disrespectful; and

- Keep an open mind to different points of view, trying to overcome prejudices and welcoming any form of diversity.

In addition, Managers are required to:

- adopt merit- and competence-based considerations, and in any event strictly professional ones, for any decision concerning an employee;
- select, hire, train, remunerate and manage employees without any discrimination; and
- create a work environment in which personal characteristics do not result in discrimination.
- Be open when both giving and accepting feedback. Good feedback is friendly, respectful, clear, constructive and focused on goals and values rather than personal opinions;
- Adopt inclusive, effective and productive routines for team members wherever they are, using asynchronous communication tools and paying attention to the needs of individuals when planning meetings.

5. OCCUPATIONAL HEALTH AND SAFETY

Promemoria s.r.l. recognises health and safety in the workplace as a fundamental right of employees and a key element of the company's sustainability. All decisions made by management must respect health and safety in the workplace.

Promemoria s.r.l. recognises that safety can only be achieved by ensuring, on an ongoing basis,

the correct assessment of risks, behaviour, prevention measures and a system of controls

which involve all employees.

Employees and contractors, in carrying out their activities, are called upon to contribute to the maintenance of safe working conditions – for themselves and for others – by scrupulously complying with all applicable laws

and company rules on hygiene, health and safety, avoiding dangerous situations and behaviour,

participating in training sessions and wearing – when required – the appropriate personal protective equipment.

6. ACCOUNTING RECORDS

All operations and transactions, carried out by and on behalf of **Promemoria s.r.l.**, must be correctly recorded and their authorisation, legitimacy, consistency and

congruity must be easily verifiable. Each transaction must be accompanied by adequate documentation in order to be able, at any time, to carry out controls that attest to the characteristics and motivations of the transaction itself and identify who authorised, performed, recorded and verified it.

7. DATA AND INFORMATION PROCESSING

Promemoria s.r.l. undertakes to protect the personal information – of recipients and third parties – in its possession and to avoid any improper or unauthorised use of such information. Employees and contractors acquire and process only the personal information necessary to perform their activities in compliance with the applicable requirements and security standards defined by the company.

Moreover, confidential information, i.e. strategic, financial, technical or commercial information that is not in the public domain, must be protected.

Recipients are required to maintain absolute confidentiality on any confidential information, whether it refers to **Promemoria s.r.l.** or to its customers, that they become aware of in the course of their work.

8. INTELLECTUAL PROPERTY

Promemoria s.r.l. is aware of the importance of intellectual and industrial property and is committed to respecting and protecting the substance of all of its own and others' rights, be they copyrights, patents, trade marks or products. Employees and contractors are required to actively contribute, within the scope of their functions and responsibilities, to safeguarding and managing intellectual property in order to enable its development, protection and growth. To this end, it is forbidden to purchase or make use of, in an industrial and/or commercial context, products, patents, designs and/or industrial projects altered or counterfeited by third parties.

9. ENVIRONMENT

Promemoria s.r.l. is committed to conducting its business in full compliance with the laws and regulations aimed at protecting the environment and the sustainable use of natural resources.

In defining its business strategies, **Promemoria s.r.l.** always considers environmental issues, favouring the use of processes, technologies and materials that allow for a reduction in energy consumption and

natural resources, and limit the negative impacts – in terms of pollution, emissions and waste production

– that its business may have on the environment.

Employees and contractors, each within the scope of their duties, are required to scrupulously comply with all applicable laws and company regulations on

environmental matters and to adopt, whenever possible, stricter requirements than the laws themselves.

Promemoria s.r.l. expects its employees, at all levels, and/or contractors to cooperate in maintaining within the company a climate of mutual respect for everyone's dignity, honour and reputation. **Promemoria s.r.l.** will intervene to prevent offensive or defamatory interpersonal behaviour.

Management