

The logo for Vesenda, featuring the word "vesenda" in a white, lowercase, sans-serif font. The letter 's' is stylized with a small square cutout in its center. The background is a dark blue gradient with a faint network of white lines and dots.

vesenda

CODE OF ETHICS

— 2023 —

Vesenda s.r.l.

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INTRODUCTION

Vesenda s.r.l. (hereinafter "**Vesenda**" or the "Company") is an IT Consulting Company for the design, implementation, development, installation and supply of software and data processing and analysis, with headquarters at the Pavia Technology Park.

This Code of Ethics (hereinafter also the "Code"), prepared according to the main laws, guidelines, and documents existing at national and international level on Human Rights, corporate social responsibility, and corporate governance, intends to summarize the rules of conduct that the Company places at the base of the conduct of its business.

Therefore, the adoption of this Code aims to meet the needs and expectations of all **Vesenda's** internal and external stakeholders, in order to constitute a transparent reality oriented towards ethical and behavioral standards, distinguishing by a style characterized by excellence and reliability.

Through this Code is presented the *standard* of conduct that all collaborators, understood as directors, employees, and those who, regardless of the legal qualification of the relationship, operate under the direction or supervision of **Vesenda**, are required to respect and enforce.

This Code of Ethics is divided into three sections:

- General principles.
- Rules of conduct.
- Implementation and compliance with the Code.

GENERAL PRINCIPLES

- *Centrality of the Person:* the Company recognizes the Person as the expression and foundation of all values and, therefore, the presupposition of all its activities. For this purpose, **Vesenda** undertakes to renounce a priori all choices that do not respect the physical, cultural and moral integrity of the Persona.
- *Equity and impartiality:* in relations with its interlocutors, **Vesenda** avoids any form of discrimination related to sex, sexual orientation, age, nationality, health, political opinions, to race and religious beliefs and in general to any characteristic of the Person.
- *Fairness and transparency:* **Vesenda** disseminates complete, clear, and transparent information to enable its interlocutors to make informed decisions about the relations to be maintained with the Company.
- *Excellence:* the Company is committed to constantly improve its products and services, in compliance with the highest quality standards.
- *Experience:* **Vesenda** offers its decades of expertise at the service of customers to better meet their needs.
- *Reliability:* it is the objective of the Company to always guarantee, as a priority, a reliable product
- *Innovation:* the continuous investment in the training of people, in the innovation of the products and the processes, to answer with rapidity to the demands of the market, is considered fundamental element for the long-term success of **Vesenda**.

RULES OF CONDUCT

This section highlights the areas of responsibility and behaviour that the different recipients of the Code must maintain in order to comply with **Vesenda's** values and style.

COLLABORATORS

*Collaborators are all those who maintain a relationship of subordination ("employees") or collaboration with **Vesenda**, which implies the existence of a working relationship with the Company's staff. This category also includes agents and those who "represent" **Vesenda** outside and take care of its relations with stakeholders.*

Ethical, honest and transparent conduct includes, first of all, decent and dignified behavior in the context of the work carried out and the ethical management of conflicts of interest, in personal and professional relations.

Ethical conduct also includes compliance with all laws and regulations applicable to the performance of the assignment and this Code.

It is desirable that each employee has a knowledge of the legal requirements relating to their function, which allows them to recognize the possible risks and to understand what are the behaviors to be adopted in risky situations.

Protection of physical and cultural integrity

Vesenda is committed to ensuring a working environment that complies with current safety and health regulations, through the prevention, monitoring and management of risks related to the performance of the professional activity.

The objective of the Company in this regard is to prevent accidents or diseases related to the conditions of the workplace, implementing all necessary or appropriate actions such as, for example, the continuous training of company staff on the activities carried out and on safety issues, as well as the careful and diligent monitoring of

employees' compliance with the requirements of the law and company regulations.

What the Company has set up, however, cannot be separated from the constant and careful contribution of each collaborator who is required to respect and diligently enforce all the provisions provided for in the field of work.

Collaboration and sharing

Collaboration and sharing are considered relevant behaviors within the Company, as they allow to create a positive and stimulating working environment, based on mutual trust and respect.

In this way, a positive climate develops within the organization, which allows to find valid and effective solutions to any problem encountered during work.

Everyone must try to contribute to the performance of the management activities, to the improvement of the operating efficiency and to the achievement of a performance of excellence.

Conflict of interest

Any decision and action in the course of the employment relationship must be taken exclusively in the interest of the Company and not in consideration of personal relationships or benefits.

All employees must avoid situations in which conflicts of interest may be expressed and must refrain from taking personal advantage of possible business opportunities related to the performance of their duties. By way of example, but not exhaustive, it constitutes a conflict of interest:

- have economic and financial interests (significant ownership of shares, professional positions, etc.) also through family members, with customers, suppliers, competitors, Public Administration;
- accept/offer money, gifts or favors of any nature, from/to persons, companies, or entities that are, or intend to enter, in business relationships with the Company;
- use your position in **Vesenda**, or the information acquired in your work, so that you can create a conflict between your own interests and those of the Company.

Any person operating in a conflict of interest must

immediately notify the hierarchical superior and refrain from performing the conflicting activity.

Gifts and benefits

Employees of Vesenda and their immediate family members are not allowed to receive or offer money, gifts, utilities, or benefits from/to third parties (Public Administration, customers, suppliers, etc.), to gain undue advantage for themselves or for the Company.

Any acts of commercial courtesy must be of modest value and must not infringe laws or appear inappropriate.

You may not offer or accept cash or other benefits that may be interpreted as bribery or bribery.

Use of company resources

Each employee of Vesenda is required to operate with the necessary diligence to protect company resources, through responsible behavior and in line with the operating procedures established to regulate the use of the same, avoiding improper use that could cause damage or reduction of efficiency, or otherwise contrary to the corporate interest.

Likewise, it is the care of the collaborators, not only to protect such goods, but also to prevent their fraudulent or improper use, to their advantage, of third parties or even of the Company.

Transparency and fairness of information

All employees in their working relationship with the Company must ensure the veracity, transparency, accuracy and completeness of the documentation and information provided in the performance of the activity within their competence. In addition, any entity that carries out transactions and/or transactions involving sums of money, assets or other economically valuable utilities belonging to the Company, be required to inform their supervisor to obtain his or her authorization and to retain the documentary evidence for possible verification.

Vesenda condemns any conduct aimed at altering the correctness and truthfulness of the data and information contained in the financial statements, reports or other social communications required by law, or disseminated to the public and directed to the collaborators, the supervisory authorities, the board of auditors and the auditors.

Staff involved in the preparation of accounting records or financial statements shall use due diligence to ensure that such records and statements are true and correct.

Confidentially of information

Vesenda's collaborators guarantee the correct management of confidential information and are obliged not to disclose it to any person inside or outside the Company unless it is mandatory by law or as a result of statutory obligations or internal regulations. Improper use of confidential information is against company regulations and may constitute a breach of law. By way of example, confidential information refers to projects, business strategies, organizational characteristics and Vesenda partners.

Privacy protection

Vesenda, in carrying out its activity, protects the personal data of collaborators and third parties, avoiding any misuse of their information, in compliance with the relevant regulations and internal procedures.

Selection, enhancement, and protection of employees

Vesenda is aware that qualified and loyal employees are an intangible asset of primary

value, necessary for the achievement of company goals and the maintenance of optimal quality standards.

In this perspective, the creation and preservation of a serene and proactive working environment, including through respect for the privacy of its employees, and the protection of equal opportunities are considered important, ensuring growth paths based exclusively on personal merit and skills, and aimed at consolidating the level of professionalism of each.

Therefore, also in the selection phase, Vesenda makes evaluations on the basis of the correspondence between expected profiles and profiles of candidates and transparent and verifiable substantive considerations and takes appropriate measures to avoid any form of discrimination and favoritism, not allowing distinctions on grounds of nationality, skin color, religious belief, political affiliation, trade union or gender.

The Company also guarantees its employees a training course aimed at combining the needs of business growth with the training needs expressed by the workers, and provides the appropriate tools for professional updating and development.

CLIENTS

Clients are all those who use the services offered by Vesenda (but not limited to: Automotive, Consumer Goods, Facility Management, Fashion & Luxury, Finance, Government & Utilities, IT & Data Services, Logistics, Pharma, Real Estate and Retail/GDO).

Quality and efficiency of products and services

Customer satisfaction is the main objective of Vesenda, which directs its organization to the continuous improvement of its performance. Vesenda is committed, towards its customers, to the achievement and maintenance of the highest quality standards of the services offered, in any case, aligning with the quality targets requested by customers and the regulations in force and directing its action towards the excellence of

performance.

In 2018, Vesenda has installed a quality management system in compliance with ISO 9001:2015.

Product safety and innovation

Vesenda pays constant attention to technological research to offer innovative and reliable products and guarantees the end user maximum safety in the use of products and informs its customers of all the risks related to the use of the same.

Vesenda s.r.l.

Company registration in the Pavia Business Register no. 275578 | Tax Code/VAT number 02463130183 | Share Capital: 197.000,00 € i.v.
Headquarter: Via Fratelli Cuzio, 42 - 27100 Pavia (PV) | Tel. 0382 1726245

Negotiating and contractual fairness

The contracts concluded with customers are based on criteria of simplicity, clarity and completeness, avoiding the use of any deceptive practice, in order to create and maintain over time a solid relationship inspired by the general values of fairness, honesty and professionalism.

When unforeseen events occur, the Company undertakes not to exploit situations of dependence or weakness of the counterparty.

Ethical aspects of the relationship

Vesenda requires its customers to respect, in addition to the commitments based on the commercial parameters of effectiveness/efficiency, also the best practices in terms of human rights and the environment, as well as to subscribe to the principles set out in this Code of Ethics, and to undertake to concretely ensure compliance.

Vesenda is committed to avoiding situations that

may affect the activity of customers and, in a context of trust and collaboration with them, the Company aims to achieve both economic and ethical objectives.

Gifts and benefits

It is strictly forbidden to offer (or receive), directly or indirectly, to/from customers gifts and/or benefits (money, objects, services, benefits, favors or other utilities) such that they can be interpreted by an impartial observer as aiming at obtaining an advantage, even a non-economic one, contrary to mandatory rules of law, regulations, and the principles of this Code.

Protection of personal data

To guarantee the protection of personal data, Vesenda undertakes to treat them in compliance with the relevant regulations and according to the principles of transparency, lawfulness, guarantee of quality and fairness.

SUPPLIERS

Suppliers are all those who, in various ways, provide the goods, resources and services needed to carry out the activities and who contribute to determining quality and efficiency.

Good faith

Vesenda establishes long-term relationships with its suppliers, basing each agreement on criteria of fair negotiations and transparency, requiring them to operate in a manner compatible with respect for the person and the environment.

Selection of suppliers

The supplier selection process is based on objective evaluations based on the principles of fairness, quality, economy, innovation, continuity, loyalty, punctuality, and ethics.

Ethical aspects of supplies

Vesenda requires suppliers to respect, in addition to the commitments based on the commercial parameters of effectiveness/efficiency, also the best practices on human rights and the environment, as well as to subscribe to the principles set out in this Code, and to commit to ensuring that they are actually respected.

Vesenda is committed to avoiding situations of

dependence that may affect the activity of the supplier and in a context of trust and collaboration with its suppliers, the Company aims to achieve both economic and ethical objectives.

Gifts and benefits

Vesenda is absolutely prohibited from offering or receiving gifts and/or benefits (money, objects, services, services, favors or other utilities) to/from suppliers and/or their representatives (potential or actual) such as to result in unlawful conduct or, in any event, such that they can be interpreted by an impartial observer as having the aim of obtaining an advantage, even if it is not economic.

The fee to be paid must always be commensurate with the performance indicated in the contract and payments cannot be made to a person other than the counterparty nor in a country other than that of all the contractual parties or the execution of the contract.

Vesenda s.r.l.

Confidentiality and intellectual property

In compliance with the relevant legislation, Vesenda maintains the utmost confidentiality on strategic information, confidential or related to

the intellectual property of its suppliers from which it expects the same behavior.

FUNDERS

Funders are all the entities providing financial support to Vesenda.

Transparency of information

Vesenda ensures the veracity and timeliness of the information requested by funders, so that their investment decision is based on a true representation of the Company's financial position.

Respect for commitments

In return for funding received, Vesenda honors the commitments made with the paying agencies, punctually respecting the agreed deadlines.

PUBLIC ADMINISTRATION

Public Administration means all those subjects, of public or private law, who carry out a "public function" or a "public service", with which Vesenda and its collaborators interact. The following are examples and not exhaustive: local authorities (municipalities, provinces, regions, etc.), INPS, ASL, certification bodies for compulsory certifications, etc.

Legality, fairness, and transparency in the relationship with the Public Administration

Vesenda is inspired by and adapts its conduct, in its relationship with the Public Administration, to respect for fair and transparent negotiations.

Persons assigned to follow any negotiation, request, or institutional relationship with the Public Administration, shall not seek to influence its decisions improperly, or engage in any unlawful conduct, such as offering money or other utilities, that may alter the impartiality of judgment of the representative of the Public Administration.

The use of altered, falsified statements or documents or the omission of information or, in general, the accomplishment of tricks and deceptions, aimed at obtaining concessions, authorizations, financing, contributions from the European Union, constitutes unlawful behavior, of the State or other public body.

If the Company make use a consultant or a third party to be represented in its dealings with the Public Administration or public service concessionaires, they must accept in writing all

the rules of this Code.

In relations with the Public Administration or concessionaire of a public service, Vesenda shall not be represented by third parties who may be in a potential conflict of interest or without good repute requirements.

In the context of relations with the Public Administration, moreover, it is forbidden to alter the functioning of a computer or telematic system of the Public Administration or to manipulate the data contained in it in order to obtain an unfair profit.

Employment relations with former civil servants

The recruitment, or the definition of any employment relationship with former employees of the Public Administration, who in the exercise of their duties have maintained relations with the Company, or their relatives and/or relatives, takes place in strict compliance with the standard procedures defined by Vesenda for the selection of staff, without the previous qualification of the candidate can influence the final decision on the completion of the relationship.

Grants and subsidies

Vesenda guarantees the correctness and completeness of the documentation prepared to obtain contributions, financing, authorizations,

and concessions from the Public Administration (European Community, State, Local Authorities). It also ensures that the grants or funds obtained are used exclusively for the purposes for which they were requested and granted.

COMMUNITY AND ENVIRONMENT

This includes all stakeholders whose interests are affected by the direct and indirect effects of Vesenda's activities. Examples are not exhaustive: the local community, the media, and the natural environment.

Economic and social context

Vesenda, with a view to improving the social context in which it operates, shows its commitment to issues sensitive and relevant to the community, such as employment and culture, through collaboration with local institutions.

Support for social and cultural initiatives

In supporting social and cultural initiatives and in general sponsorship, Vesenda takes into account only initiatives that are consistent with its strategic objectives and with the principles of environmental and social responsibility.

Vesenda does not finance political parties, their representatives or candidates and trade union organizations in Italy or abroad, refraining from sponsoring events related to them.

Donations and gifts

In any donations and gifts, Vesenda supports initiatives that offer a guarantee of quality, that

are distinguished by the ethical message transmitted, and that contribute to social development.

Media

The external communication of data or information, when carried out, must be truthful, transparent, adequate, appropriate, and consistent with the policies of the Company, as well as handled only by the designated functions.

In this regard, the collaborators must refrain from behaving or making statements that may, in any way, affect the image and interest of Vesenda.

Environmental protection

Subject to compliance with the specific applicable legislation, Vesenda takes appropriate measures to preserve the environment and the community, promoting the development of activities in line with this objective and taking initiatives to raise awareness.

IMPLEMENTATION AND COMPLIANCE WITH THE CODE

Through this Code of Conduct, Vesenda wishes to reaffirm its adherence to the highest ethical standards in which it believes and is recognized.

Employees of Vesenda, understood as directors, employees, and those who, regardless of the legal qualification of the relationship, operate under the direction or supervision of the Company, must observe, and enforce, the principles of this Code.

The observance of the principles of the Code must be considered an essential part of the contractual

obligations of the Company pursuant to and for the effects of the current regulations (art. 2104 of the Civil Code "diligence of the employee").

Guarantor of the Code implementation

Communications such as the reporting of an alleged infringement, the request for clarification or an opinion, should be made in a preferably non-anonymous form and can be sent by the recipients and all other interlocutors, to the following reference: vesendasrl@legalmail.it.

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Vesenda is committed to:

- clarify interpretative doubts and situations of ethical dilemma.
- Collect reports of alleged infringement.
- Ensure that appropriate investigations are carried out and that the relevant functions are informed of the outcome.
- Guarantee the confidentiality of the identity of the complainant, protecting him from any retaliation.

- Protect, against possible intimidation or retaliation, those who in good faith make reports of alleged or obvious violations of the Code.

Vesenda undertakes to enforce this Code also through the timely application of the sanctions provided for by the disciplinary system provided by the applicable CCNL or by the reference contracts concluded with the relevant counterparties.

This Code is also available on the Company's website and is distributed to the recipients in the manner, from time to time, deemed most suitable for disclosure.