



## **CODE OF ETHICS**

<b>ADOPTION</b>	<b>DATE</b>	<b>APPROVED</b>	<b>NOTES</b>
Vers. 1.0	22.12.2021	Board of Directors	This English version has been translated from the Italian version 1.0. approved on date 22.12.2021. This latter Italian version remains the only officially approved version.

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## 1. Introduction

The company OverIT S.p.A. (herein following “OverIT” or “Company”) is recognized as “Leader” in the field of Information Technology services, with specific reference to the Field Service Management market. The Company supplies the largest companies within the Energy & Utilities, Petroleum, Transport & Infrastructure, Industry and Services industries, by providing these latter with its products, technologies and competence in the Field Service Management processes.

The Company pursues the objective of developing software products to support the execution of works on field, as well as sharing the competencies between technicians, guaranteeing security, quality of the resources working on field by providing related training.

OverIT S.p.A. has developed outstanding ethical standards, a culture impregnated with transparency and integrity, a strong mission feeling and the awareness of the value of work carried – out in every daily activity. It is conscious of the fact that by guaranteeing integrity conditions when managing the company’s activities is way to safeguard its Company’s image.

Following the company’s belief, OverIT understands and is sensible to the necessity of divulging and enhancing a transparency and correctness culture.

Compliant to what required by the Decree, OverIT has adopted its Organization Management and Control Model, as well as a Code of Ethics in order to enunciate the precepts to be observed when performing the company’s activities.

## 2. Scope of the Code of Ethics and its Recipients

All the ethical principles, the values and the rules of behavior of this Code of Ethics shall inspire the activities of all the actors which operate, internally company rather than from outside, within OverIT’s and its controlled companies’ scope of action.

The Code of Ethics constitutes integrating part of the Organization and Control Model adopted by the Company and represents the foundations upon which the preventive control system is based on, as pursuant to Legislative Decree 231/2001.

The following subjects shall abide to the principles of the Code of Ethics (herein following defined together as “**Recipients**”):

- the Shareholders, when exercising their rights connected with the share capital or with their shareholdings;
- the administrative body, that inspires itself to the Ethic Code’s principles when establishing the objectives of the enterprise;
- the members of the regulatory body, insuring respect and observance of the Code of Ethic contents while exercising its functions;
- the various department heads and the managers of the various corporate functions, that give concreteness to the values and principles contained in the Ethical Code by bearing the internal and external liability and enforcing the trust, the cohesion and the spirit of teamwork;
- all the employees in general, even if detached from the Company, that, by properly respecting the law and rules in force, adapt their actions and behavior to the principles, objectives, and commitments established by the Ethical Code.
- all those who operate trying to achieve the Company’s scope and objectives, amongst which may be the Company’s Partners and, broadly, all those who operate in name and/or on behalf of OverIT and maintain contractual relations.

All the Recipients are required to observe and, to the best of their knowledge, to make others observe the principles of the Ethic Code. In particular, the administrative and the management body have the duty to lead by example on the consistency between the principles of the Ethic Code with their daily behaviors.

In no circumstance the achievement of OverIT and/or its controlled companies' interest shall justify the adoption of behaviors contrasting the ones herein specified.

OverIT and its controlled companies are committed in promoting the knowledge of the present Code of Ethics and in guaranteeing a punctual communication, as well as training activities by means of:

- distribution to all the corporate bodies;
- distribution to all the employees, by attaching the Ethic Code to their employment contract;
- distribution to all third parties, by attaching the Ethic Code to the reference contract;
- billposting in an area accessible to everyone;
- making the Ethic Code available on the Company's internal portal / website;
- training activities for internal Recipients.

## **FIRST PART**

### **3. Values and Principles**

OverIT is a cohesive, dynamic and ambitious organization, composed by people, together with its shareholders, resellers, distributors, consultants, clients, the community and the institutions with which the Company relates within the environment where it acts, with the mission of creating products characterized by authentic quality and at the best market price.

In order to tackle successfully its challenges, OverIT avails itself of highly qualified resources in the administration function, the legal support, the sales management, in the activities of innovation and development, assistance, communication, marketing and logistics.

The values and principles of OverIT, built throughout 20 years of story, find today their natural essence in this Code of Ethics, where the Company strengthens with clarity its values and responsibilities, which have always distinguished the corporation's culture.

### **4. Ethical Foundations**

Here following the principles and the values considered fundamental, to which the Recipients should refer to in order to encourage and favor OverIT's good functioning, its trustworthiness and its reputation.

#### **❖ *Legality***

OverIT, in carrying out its activities, acts in the respect of the legislation and all the current laws in force in the territories where it operates, as well as the Code of Ethics and the company's procedures, applying them with righteousness and equity.

#### **❖ *Confidentiality and Intellectual Property respect***

OverIT assures not only the confidentiality of the personal data object of data processing, of the information and Intellectual Property rights of other subjects as acquired during the business activities, but it adopts even all the necessary measures in order to protect its own business and commercial information, as well as its intellectual property rights.

#### **❖ *Loyalty, Transparency, Honesty and Correctness***

In its business relations, OverIT always inspires itself and observes all the loyalty, transparency, honesty, correctness principles, without distinction whether the business opportunity is less or more important. All the actions, the operations, and negotiations carried-out and, in general, the behaviors arising from these latter activities are inspired to the maximum degree of correctness, to the completeness and transparency of information disclosed, to the legitimacy – both under the formal and substantial point of view – to the clarity and to the truthfulness of the accounting documents, as pursuant to the current laws and internal procedures.

#### ❖ *Safeguarding Competitors*

OverIT operates in national and international markets, competing fairly with the competitors present in those reference markets and respecting the international, European and national laws and principles that protect competition.

#### ❖ *Respect for the Human Person and Dignity*

OverIT commits promoting the respect of physical and cultural integrity, as well as the respect of the relationship dimension with others. The Company guarantees that its working environments are respectful places for each person's individual dignity, it safeguards and promotes the human resources' value, the capacities and the competences, the diversities, as personal life and working hours.

#### ❖ *Non-discrimination*

In the context of both its internal and its external relations with third parties, OverIT recognizes and respects principles of equality and does not discriminate on grounds of racial or ethnic origin, age, nationality, political and union's opinions, religious beliefs, sexual orientation, gender, physical and psychical invalidities, as well as any other personal quality not inherent the professional sphere.

#### ❖ *Quality*

OverIT commits to be careful with regards to the continuously changing market needs and to the constant improvement of the quality of its products in order to guarantee security, trustworthiness and innovation.

#### ❖ *Health and environmental protection*

OverIT undertakes to adopt all measures in order to assure its employees and collaborators healthy and safe working-places, in compliance with current health and safety laws and regulations. OverIT promotes a culture oriented towards security and safety of its resources within the workplace, as well as the respect of the environment, understood as a common resource that needs to be safeguarded for the community' benefit, as well as for the future generations to come in view of sustainable development.

#### ❖ *Stakeholders*

OverIT commits to conduct all its activities considering the stakeholders' interests, with the awareness that common values may be created by means of dialogue and by sharing objectives.

#### ❖ *Sustainability*

OverIT guarantees all its activities are sustainable because it has implemented a management model for its processes which has been declined and is transversal to all its organization's functions, oriented towards innovation and intended for the achievement of long-term objectives, thanks to a risk evaluation and management that contributes to their prevention and mitigation.

## SECOND PART

### 5. Code of Conduct

#### 5.1. *Code of Conduct in Relations with Suppliers/Consultants and Business Partners*

OverIT commits to search for suppliers, external collaborators, and business Partners (including affiliates) who have adequate professional expertise and fully share the principles and contents of the present Code of Ethics; it encourages the development of longstanding relationships in an effort to improve the performance in terms of safeguarding and promoting the principles and contents of the present Code of Ethics.

OverIT professionalism and commitment can be found in the identification and definition of the actions to apply, the methods underlying the projects as well as the choice of those suppliers, external collaborators, and business Partners (including affiliates) identified to establish a complementary relationship relying on their specific expertise, by organizing forms of cooperation and mutual exchange and delegating the execution of parts of its activities to them.

The professional and business relationships shall be characterized by commitment and professional rigor and comply with the level of expertise and responsibility characterizing OverIT, relying on dedication and precision required to achieve respect and contribute to the consolidation of OverIT prestige and reputation.

OverIT does not tolerate but counter any corruption practices, collusive behaviors, solicitation of personal advantages, payment of tangible and intangible benefits, as well as any actions aimed at influencing or paying representatives of institutions or members of corporate/dependent bodies.

Suppliers, consultants, and business Partners (including affiliates) are identified in accordance with criteria of transparency, competitiveness, and efficiency.

### **5.2. Code of Conduct in Relations with Customers**

OverIT purports to make its conduct in relations with customers compliant to the principles of transparency, reliability, accountability, and quality.

For instance, each Code Recipient is required to:

- observe the law and regulations governing the execution of the activities;
- scrupulously observe the Code of Ethics provisions and internal procedures related to the management of relations with customers;
- provide customers with information on the contractual terms and conditions, for customers to be fully aware of them at the time of concluding the agreement, on any possible changes in the economic conditions and the outcome of any checks required by the customer;
- establish relationships with customers relying on collaboration, respect and courtesy complying with OverIT standards, which are characterized by a high level of professionalism.

OverIT undertakes to provide feedback to suggestions and reply to claims and complaints from customers, by using suitable and prompt communication systems, and provide accurate, exhaustive, and honest information for customers to be able to make informed decisions.

Advertising communications and messages addressed to customers are based on the criteria of simplicity, clearness, and completeness, avoiding any misleading, elusive, or incorrect content. Products and services offered to customers are guaranteed to correspond with the business standards and the aforementioned communications. OverIT excludes any advertising and/or communication instrument which are likely to mislead the customer over the quantity, quality, origin, and provenance of the products/services offered.

Should accidents caused by the products supplied be notified, OverIT undertakes to enter into consultations to determine the cause and, where necessary, take all the measures aimed at removing the factors which are likely to represent a serious threat to public health and safety and preventing such accidents from happening again.

### **5.3. Code of Conduct in Relations with Human Resources**

OverIT recognizes the central role played by human resources in reaching the corporate mission and thus applies selection, training and work processes and methods complying with the respect of human

rights, autonomy and accountability as well as underlines the importance of the personal and organized participation and adherence to the corporate aims and values.

It is OverIT primary interest encouraging the professional development of each employee or collaborator and operating in order to create a work environment and organization, as well as applying working procedures constantly relying on:

- the respect of the individual's personality and dignity, avoiding the creation of any form of discomfort, hostility, and intimidation, even in the selection phase;
- the prevention of any discriminatory behaviors and abuses;
- the valorization of the innovative and entrepreneurial potential within the limits of everyone's responsibility;
- the definition of roles, responsibilities, authorities, and availability of accurate information in order to ensure that each member of the organization can carry out their duties in the interests of OverIT;
- a careful, balanced, and objective exercise of the delegated powers received.

#### **5.4. Code of Conduct in Relations with the Public Administration**

OverIT relations with the Public Administration are centered on transparency and fairness.

In further detail, the necessary relations with State agencies in Italy or other countries shall be maintained in compliance with roles and functions as provided for by the law and with an approach based on full cooperation.

Relations with officers of public institutions are limited to the specific dedicated and authorized company departments on the basis of the highest degree of compliance with legal and regulatory requirements. Any relations of this type may by no means impair OverIT integrity and reputation.

To that end, OverIT shall not pay or offer – either directly or through intermediaries – any sums of money or other equivalent payments, assets in kind or other benefits to third parties, representatives of governments, public officers, or persons in charge of a public service in order to influence their activities in the fulfillment of their duties.

Such prescriptions may not be eluded through different forms of remuneration, such as sponsorships, assignments, advisory and advertising services, gifts, free items, and similar compensations which have the same illicit purposes as those referred to above.

The Code Recipients shall not, under any circumstances:

- unduly procure OverIT grants, funding, subsidized loans, or other funds of the same type whatever they may be called, granted, or assigned by the Public Administration through the use or submission of false or misleading documents or the omission of required information;
- use grants, subsidies or funding intended for OverIT for purposes other than those for which they were allocated;
- unduly procure OverIT or third parties any other type of revenue (e.g., licenses, authorizations, relief or non-payment of social security contributions, tax benefits), causing damage to the Public Administration through artifices or deceptions (e.g., by transmitting false documents containing false information).

### **5.5 *Work Relationships with Former Employees of the Public Administration***

Former employees of the Public Administration, who participated in business negotiations with OverIT because of their institutional functions, or their relatives and/or family members are hired in strict compliance with the standard procedures for the personnel selection set by OverIT.

Other work relationships with former employees of the Public Administration or with their relatives and/or family members are strictly defined according to the standard processes.

### **5.6. *Relations with the Judiciary Authority***

In the relations with the Judiciary Authority, it is forbidden to exert any sort of pressure on the person called to testify before the Judiciary Authority, with the aim of inducing the person not to make declarations or to make untruthful declarations.

### **5.7. *Code of Conduct in General Business***

Each operation and transaction carried out or proposed for the benefit of OverIT or in its interest shall be conducted according to the maximum degree of accuracy in terms of management, completeness and transparency of the information, the formal and substantial legitimacy, and the clarity and truthfulness of the accounting verifications, in compliance with current legislation and with the procedures adopted by OverIT and shall likewise be subject to control.

### **5.8. *Conflict of Interest***

All situations that may generate a conflict of interest between personal or family economic activities and the work performed on behalf of the Company shall be avoided.

As an illustrative but by no means exhaustive example, the following situations may present a conflict of interest:

- having personal economic or financial interests with suppliers, business partners, customers, or competitors, also through family members;
- misusing the staff's function for the fulfillment of interests running counter to those of OverIT;
- concluding, executing, or initiating negotiations and/or contracts in the name and/or on behalf of OverIT, when the counterparty is a family member or business partner, or any other legal entity that the person owns or has an interest in;
- accepting payments, gifts or favors from individuals or legal entities, including potential suppliers and tenderer, who have or intend to enter into a business relationship with OverIT;
- using the staff's function or the information acquired in the fulfillment of working activities to one's own advantage or to the advantage of third parties and to the detriment of OverIT interests;
- carrying out work of any kind (work and intellectual performance, holding shares) for customers, suppliers or third parties in conflict with the interests of OverIT.

In any event, it is necessary to:

- avoid situations or activities that may generate a conflict with the interests of OverIT, or which may jeopardize the ability to make independent decisions in the Company's best interest and in full compliance with the rules set forth in the present Code of Ethics;
- precisely fulfill functions and responsibilities, in general.

In the event of a conflict of interest, each Code Recipient shall refrain from participating, directly or indirectly, in any decision or resolution the conflict relates to.

Any interests held by the members of the Company Bodies in a certain OverIT transaction either directly or on behalf of third parties shall be promptly reported to the shareholders.



### **5.9. *Relations with the Mass Media***

Relations between OverIT and the mass media shall be the sole responsibility of the designated company function and shall be managed in compliance with the communication policy defined by OverIT.

Thus, no one can provide information to representatives of the mass media without having specific authorization from the company departments in charge.

In any case, OverIT external information and communication shall be consistent, truthful, extensive, transparent, and mutually coherent.

### **5.10. *Relations with the Shareholders***

OverIT shall ensure its shareholders the transparency of any action and recognize the right to be informed on any circumstance deemed of interest, over and above the cases provided for by the applicable legislation.

To that end, it shall establish suitable information flows – from operational functions to the top management and from the latter to shareholders – as to ensure that information is constantly updated and comprehensive.

OverIT adopts a system of checks, organization and management aimed at ensuring the Company communication to be transparent, correct, and truthful (e.g., balance sheets, periodic reports, informative prospectuses) and avoiding corporate crimes to be committed. Shareholders shall not be intentionally or actually favored through the selective use of confidential information. Communication with shareholders shall be timely, clear, and extensive in order to ensure that their decisions rely on thorough knowledge of the Company strategic choices and management operations.

### **5.11. *Accounting Records and Following Issuance of Financial Statements***

Any operation or transaction shall correctly and promptly be recorded in the corporate accounting system in accordance with the methods provided for by the law and the applicable accounting principles; each operation or transaction shall be authorized, verifiable, legitimate, consistent, and appropriate.

For the accounting system to comply with the requirements of truthfulness, completeness and transparency, full documental evidence supporting any activity performed shall be kept by the Company so as to enable:

- the recording of each operation in the accounting system;
- the immediate definition of the features and reasons behind such operation;
- an easy formal and chronological reconstruction of each operation;
- the verification of the decision-making, authorization, and implementation process, as well as the identification of different levels of responsibility and control.

Each accounting record shall exactly reflect the contents of documental evidence. As a result, the Code Recipients shall be responsible for documental evidence to be easily retrievable and sorted in accordance with logical criteria and in compliance with corporate procedures and instructions.

Any omissions, counterfeits, or negligence in accounting records or in documental evidence shall be promptly reported to the manager.

The Code Recipients are expressly forbidden to disseminate information, they may become aware of during the execution of their tasks, to colleagues or departments outside the scope of their work or located abroad.

### **5.12. Tax Strategy**

OverIT aims at ensuring the formal and substantial compliance with the tax rules of the countries it operates in by applying the principles of transparency, honesty, correctness, and good faith.

Being OverIT objective to reduce to a minimum the financial risk, specific controls are performed to ensure the correct and timely tax settlement and payment as to reach a transparent and accurate compliance and prevent disputes. To this end, OverIT encourages a prior consultation with tax authorities in accordance with the concerning legislative instruments.

### **5.13. Internal Controls**

By internal controls are meant all instruments necessary or useful to drive, verify and manage OverIT activities in order to ensure compliance with the laws and corporate procedures, protect corporate assets, efficiently manage the Company activities, and provide true and correct accounting, financial and assets data of OverIT, as well as identify and prevent risks the Company may incur.

OverIT shall disseminate at all levels a corporate culture based on the awareness of the existence of such controls and on a control-oriented approach.

### **5.14. Anti-Money Laundering**

OverIT strictly complies with the rules intended to prevent money laundering, self-laundering, and criminal activities financing.

To this end, OverIT is committed to complying with all regulations and provisions, both national and international, regarding anti-money laundering.

Before establishing business, relationships or concluding contracts with unusual customers and other Partners (including affiliates) having a long-term business relationship, the Code Recipients shall verify the moral integrity, reputation, and good name of the counterparty.

It is therefore mandatory for the Code Recipients to:

- promptly report any situation leading to a potential anomaly they may become aware of in order to facilitate the prevention of and fight against money laundering;
- accurately verify the information available on counterparties and avoid establishing or maintaining any business or financial relations whenever there is reasonable doubt that their activities may favor the laundering of money;
- carry out and accept cash payments to the extent and for the amounts permitted by the law;
- ensure appropriate collaboration with the authorities responsible for the prevention of, fight against and repression of counterfeiting and falsification of bank notes, coins, and any other means of payment.

In the financial flow it is forbidden to tolerate irregularities which in accordance with the professional diligence, may give rise to suspicions about the legality and regularity of the provenance of the money received.

### **5.15. Relations with the Local Communities**

The relation with the local communities is based on the recognition of the role of OverIT as a company pursuing business goals. OverIT is committed to contributing to the economic and social development of the territory it is based in.

### **5.16. Intragroup Relations**

All intragroup relations are managed in full compliance with the regulations in force and current market conditions, as well as in accordance with the principles set forth in the present Code of Ethics.

The relations between the group companies and the information on each company used for the issuance of the consolidated financial statement comply with the criteria of transparency, correctness, effectiveness, and traceability of the economic relationships and the financial flows.

All relations among the subsidiary companies of OverIT are managed in full compliance with the regulations in force and current market conditions, as well as in accordance with the principles set forth in the present Code of Ethics.

The relations among the subsidiary companies of OverIT and the information on each company comply with the criteria of transparency, correctness, effectiveness, and traceability of the economic relationships and the financial flows.

#### **5.17. *Gifts, Acts of Business Courtesy and Other Perquisites***

Gifts towards representatives of the Public Administration or public officers or private individuals considered as exceeding normal business practices or courtesy or aiming at acquiring advantage in the conduct of any OverIT activity, are prohibited. For the sake of clarity, by gift” is meant any type of benefit (e.g., promise of a job offer as employee or consultant, provision of services, journeys).

Similarly, managers, employees and all those operating in the name and/or on behalf of OverIT are forbidden from receiving gifts or favorable treatment, unless they fall within the limits of normal business courtesy and as long as they have a modest value. Any gift received outside normal practice shall be properly documented and communicated to the Supervisory Board.

In any event, such expenses shall be authorized in accordance with specific corporate regulations and properly documented.

The above-mentioned regulations concerning promised, offered, or received gifts also apply in those countries where it is customary to offer high value gifts.

#### **5.18. *Sponsorships***

Sponsorships are permitted by previously defining specific agreements and verifying the honorability of the recipient and the event/initiative promoted, avoiding sponsoring counterparties who are known or only suspected to belong to criminal organizations or to commit offenses in connection with money laundering.

#### **5.19. *Relations with the Supervisory Board***

OverIT is committed to fully and closely complying with the rules imposed by the Supervisory Board, as well as establishing collaboration relationships with such Board respecting their institutional role and undertaking to promptly carry out their provisions.

In further detail, the Code Recipients are required:

- to operate in accordance with the laws and regulations in force;
- to adopt behavior towards the Supervisory Board based on efficiency, cooperation, and courtesy, fulfilling all requests carried out in the performance of checks or inspections and collaborating during the investigation procedures;
- to provide accurate, complete, and truthful information as to allow the Supervisory Board to obtain the necessary knowledge to make decisions;
- not to hinder in any way their work, by omitting data and/or information required directly and/or indirectly.

### **5.20. *Relations with Political Organizations, Trade Unions and Other Associations***

OverIT interacts with trade unions, political organizations, and other associations during the performance of the company mission. The delegated representatives who are authorized by OverIT to interact with such entities are required to comply with the laws and avoid any collusive or corrupt practices.

### **5.21. *Protection of Industrial and Intellectual Property***

The Code Recipients act by fully complying with the industrial and intellectual property rights belonging to third parties, as well as with the laws, regulations, and conventions regarding the protection of said rights.

OverIT encourages and promotes the creative contribution and technology development of products and processes proposed by its employees and third parties performing their activity for OverIT, seeking to prevent or eliminate any infringements of OverIT rights.

To this end, the Code Recipients shall:

- refrain from any conduct which might represent the encroachment of industrial property rights, the alteration or counterfeiting of the distinguishing marks and features of industrial products, patents, designs, or industrial models, whether in Italy or abroad, and shall abstain from importing, selling, using, or otherwise putting into circulation industrial products with counterfeited or altered distinguishing marks by encroaching on industrial property rights;
- not illicitly use or misuse in the interests of the company or of third parties, intellectual works, or parts thereof, protected by copyright.

### **5.22. *Protection of Privacy and Cybercrime***

OverIT undertakes to comply with the provisions set forth in the European Regulation no. 2016/679 (General Data Protection Regulation - "GDPR") and in the Legislative Decree 196/2003 ("Privacy Code") as amended by the Legislative Decree 101/2018.

OverIT activities require the constant acquisition, storage, processing, communication and dissemination of data, documents and information about negotiations, operations, and contracts.

OverIT databases may also contain personal data protected by privacy laws, data that cannot be disclosed outside the Company and data whose disclosure may damage OverIT itself.

The Code Recipient are thus required to protect discretion and confidentiality of information acquired during the execution of their activities.

Information, facts, and data acquired or processed by the Code Recipients because of their tasks shall not be used, communicated, or disclosed.

The Code Recipients shall:

- acquire and process exclusively the data necessary and directly connected to their roles;
- store data in such a way as to prevent third parties to take knowledge of;
- communicate or disclose data within the bounds of the procedures established by OverIT after prior authorization by the person expressly authorized;
- determine the confidential and private nature of the information in compliance with the procedures established by OverIT.

In turn, OverIT undertakes to protect the information and data concerning its own Recipients and third parties and avoid any improper use thereof.

### **5.23. Use of Company Assets**

The Code Recipients are required to protect and use the company assets and equipment provided for the execution of their duties with due diligence, avoiding that the improper use and the use for personal purposes damage them.

The use of ICT tools which may infringe the legal provisions and cause undue intrusion or damages to third-party ICT systems is forbidden.

The Code Recipients are required to comply with the company procedures and policies for computer security and use the company tools in accordance with such procedures and policies.

As to prevent the operational risks related to the use of ICT systems which may undermine the security when exchanging information which are deemed confidential or critical for the company business with third parties, OverIT undertakes to apply the highest security standards by adopting a system controlling the access to information, including:

- a) the personal authentication of the users through the user's ID code and password or other secure authentication system;
- b) the closure of inactive sessions after a limited period of time;
- c) the inactivation of the user upon a given number of failed login attempts.

## **THIRD PART**

### **6. Implementation, Control and Monitoring**

#### **6.1. Entity Responsible for the Application of the Code of Ethics**

Supervision of compliance with the Code of Ethics is in the responsibility of the Supervisory Board appointed, as pursuant to Legislative Decree 231/01.

As regards the Code of Ethics, the Supervisory Board is in charge of the following:

- monitoring that the Code of Ethics is complied with, also for the purpose of preventing any danger related to the commission of the crimes specified in Legislative Decree 231/01;
- formulating its own considerations concerning the ethical issues that may arise in the decision-making process of the Company, as well as regards any alleged violations of the Code of Ethics related to it;
- providing operational support in interpreting and implementing the Code of Ethics, to be deemed as a permanent reference tool for the most appropriate conduct to adopt during the performance of activities;
- monitoring and coordinating the periodic review of the Code of Ethics, also by means of its own proposals for adjusting and/or updating it; so as to keep record of any corporate governance and/or organizational changes;
- drawing and approving the ethics communication and training program;
- reporting any violations of the Code of Ethics to the company bodies in charge, indicating the penalty to be applied and supervising the enforcement of any measures eventually taken.

#### **6.2. Notifications**

All Code Recipients may report any violations or suspected violations of the Code of Ethics to the Supervisory Board, which will analyze the report, possibly consulting the author (if known) and the perpetrator of the alleged violation.

Any reports of wrongdoing, submitted for the protection of OverIT's integrity, shall be detailed and based on accurate and consistent evidence.

The Supervisory Board shall evaluate the reports received; any subsequent measures shall be applied in compliance with the provisions of the following paragraph.

Any decisions concerning the outcome of the investigation shall be justified in writing.

Whistle-blowers in good faith (bona fide) shall be guaranteed against any form of retaliation, discrimination or penalization and the confidentiality of the whistle-blower's identity shall be ensured in any case, without prejudice to legal obligations and the protection of the rights of the Company or of those accused by mistake and/or in bad faith.

In order to facilitate the most effective compliance with the provisions set forth in this paragraph, the following mailbox has been created [231@overit.it](mailto:231@overit.it).

Violations may be notified to the Supervisory Board's email address [231@overit.it](mailto:231@overit.it).

### **6.3. Penalties**

Compliance with the rules contained in the Code of Ethics, shall be considered an essential part of the contractual obligations provided for employees, pursuant to articles 2104 and 2106 of the Civil Code.

OverIT, depending on the gravity of the wrongdoing committed by the defendant, will take the most appropriate measures.

More specifically, any violations of this Code of Ethics that are committed by employees, will cause the adoption of disciplinary measures proportionate to the seriousness or recurrence of the misconduct or to the degree of guilt, as pursuant to Law no. 300 of 20 May 1970 and to the provisions contained in the applicable National Collective Labor Agreements.

As regards the administrative body and the statutory auditors, the Supervisory Board shall inform the competent corporate bodies so that they may proceed without delay and in accordance with the powers provided for by the law and/or the Statute, to take the most appropriate measures against those who are guilty of the violation.

With regard to suppliers/consultants and business partners (including affiliates), the violation of the provisions set forth in this Code of Ethics is punished by means of specific contractual clauses, with the termination of any existing contracts with them, without prejudice to OverIT's right to claim compensation for damages incurred as a result of such misconduct.

## **7. Final Provisions**

The administrative body of OverIT S.p.A. approves the Code of Ethics, as well as any changes/integrations it may be subject to, supervising the possible review of the Code of Ethics, and evaluating any amendment/integration proposals made by the Supervisory Board.