

The Metisoft logo is displayed in white text on a dark, abstract background with a gradient from purple to green. The logo consists of three slanted parallel lines followed by the word "metisoft".

.//metisoft

231 MODELLO
ORGANIZZATIVO
AI SENSI DEL
D.LGS 231/2001



CODE OF ETHICS

Alone we go faster, but together we go further.

(African proverb)

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CONTEXT AND ORGANIZATION

Chi siamo

Da più di 35 anni guidiamo i nostri clienti nella trasformazione digitale con soluzioni e servizi che supportano i processi di business, abbattendo le sfide tecnologiche.

In the Italian IT landscape, **Metisoft** is a positively anomalous reality.

It is due to its geographical location and its development model that has always placed technological content and the valorization of people on the same level: from **collaborators, first of all**, to the stakeholders who constitute its ecological niche. When we talk about valorization, we want to underline that we are not just talking about know-how and careers, but also about human relationships, trust, honesty and mutual understanding.

Today we provide IT services to companies in Italy: we are a tailor-made system integrator that innovates and uses technologies based on customer needs to develop their business processes.

We have been growing for 35 years. The world and the market have changed, and today is time to move towards new models of organization, management, communication and business. We want to grow and evolve, but always following our founding model.

The challenge is to further enhance the value of Metisoft people, together with customers, partners, suppliers, that is, the human capital that, with its wealth of skills and experiences, has allowed Metisoft to grow up to now.

Our ambition is to be protagonists of the digital transformation of companies and our country. With this in mind, we have implemented an Evolutionary Process that leads us towards our Vision.

We are Metisoft

How we got here

The history of **Metisoft** SpA dates back to 2006, the year of the merger between two companies from the Marche region: SIM Srl and SINPRO SVILUPPO Srl

From the two entities, born in the mid-80s, a solid team able to express its skills to the fullest was born, highlighting complementary activities and resources for strategic investments.



Since then, new business scenarios that have positioned **Metisoft** among the most important players of the landscape have been opened up.

In 2007 **Metisoft** acquired Adria Lab Srl, a web agency specialized in web marketing and communication.

Metisoft is certified according to the UNI EN ISO 9001:2015 standard, since March 31, 2020, for the quality management system relating to: *"Design, development, marketing, installation, support of software applications. Design, installation and maintenance of network architectures"* and certified by the accredited body DNV Business Assurance Italy Srl

Where we are

FABRIANO (sede legale)

Brodolini Street, 117
60044 Fabriano (AN)

MILANO

Assago Junction - Viale Milanofiori
Building Q5 – Primo Piano snc
20057 Rozzano (MI)

JESI

Via Gallodoro, 70Bis/A
60035 Jesi (AN)

TEVEROLA

Via Alessandro Volta, 2
81030 Teverola (CE)

PORTO POTENZA PICENA

Pergolesi Street, 31
62018 Port Potenza (MC)

S. BENEDETTO DEL TRONTO

Via dell'Airone, snc
63074 San Benedetto del T. (AP)

Evolution and vision

Giving value to people and organizations

Numerical targets for results and growth are important and essential, but in the first place they must serve to develop value and well-being for both the individual and the overall, both for our collaborators, first of all, and for our customers and partners.

Being digital enablers of our client's processes

We want to be recognized by the market as digital enablers of our clients' business processes, and not as simple sellers of technologies often detached from their real needs. This implies the ability to accompany the client also on a human level, putting them in a position to understand and choose the most suitable digital solutions to produce the maximum benefit in terms of process improvement.

Accompanying the digital journey

We want to put our client in a position to welcome and develop digital change in a medium-long term path rather than implementing mere technologies or solving contingent problems. We are aware that the strategic digital journey occurs in phases of growth and maturation that must be physiologically and structurally respected and absorbed.

Growing together

Instead of working "for" or "with" someone, we want to grow "together" with our collaborators and partners and "together" with our client. We believe in teamwork and in the value of others, because it is possible to multiply success sharing tasks. In **Metisoft culture**, the client's objectives become the objectives of our organization and our people and are harmonized with those of our partners.

Governance & Team

Governance



Vincenzo Galeassi
Presidente del consiglio di
amministrazione



Giulio Norici
Direttore generale



Claudio Margaritini
Amministratore delegato



Giuseppe Pastocchi
Consigliere
d'Amministrazione

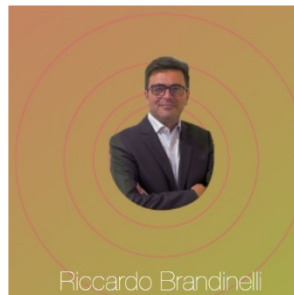


Roberto Guidotti
Consigliere
d'Amministrazione

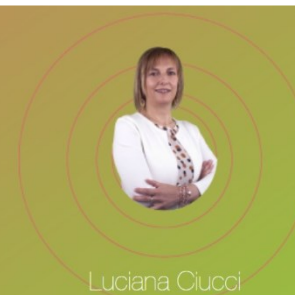


Maurizio Marconi
Consigliere
d'Amministrazione

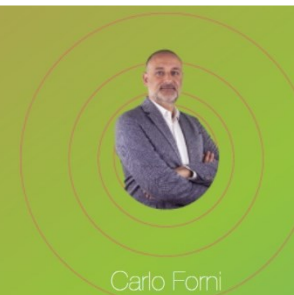
Management Team



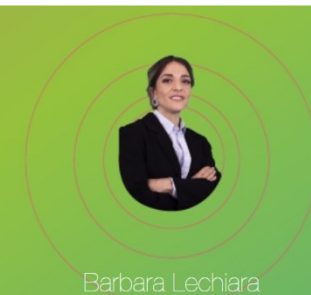
Riccardo Brandinelli
Head of Business



Luciana Ciucci
Head of Finance &
Administration



Carlo Forni
Head of Delivery



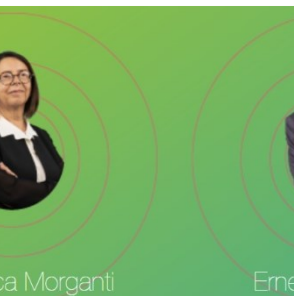
Barbara Lechiara
Head of Human Resource



Eleonora Mincarelli
Head of Marketing



Francesca Morganti
Head of Partnership

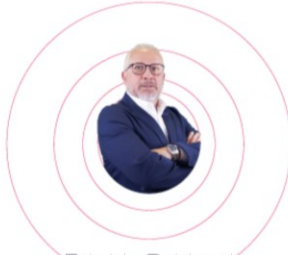


Ernesto Patrino
Head of R&D

Competence Centres



Gianluca Acciari
Dev Solution
Competence Center Manager
– Business Development



Fabrizio Balducci
ERP Competence Center
Manager



Antonio Bettini
ERP Competence Center –
Strategy Manager



Raffaele Camilletti
Data Analytics Competence
Center Manager



Franco Colavita
Compliance
Competence Center Manager



Vincenzo Consorti
Compliance
Competence Center Manager
– Business Development



Abramo Franceschini
Dev Solution
Competence Center Manager
– Strategy



Giuseppe Iorio
Manufacturing Competence
Center Manager



Gianluca Micci
CRM Competence Center
Manager



Barbara Palini
Service Management
Competence Center Manager



Vittoria Pibia
ERP Competence Center -
People Manager



Riccardo Renzetti
ERP Competence Center
Manager – PMI



Stefano Rizzi
Business Development
Competence Center Manager



Domenico Schiavone
Systems Solutions
Competence Center Manager



Fabio Spurio
Dev Solution Competence
Center Manager

Service & Solution

Metisoft 's technological, organizational and project management skills are active in various fields:



Trade Compliance

Trade compliance is the state of corporate compliance with rules and regulations governing commercial transactions, import and export. The digital solution for managing these processes supports large, small and medium-sized businesses, ensuring perfect fulfilment of procedures and solid competitiveness in the market.



ERP Solutions

ERP solutions offer full visibility and integrated management of the main business processes. The flow of information, constantly updated, covers different functions, even generating connections between players in the sector, even external to the company. The most advanced tools are able to provide visibility and efficiency in the management of the most complex business processes.



CRM

CRM helps companies create and develop relationships with their customers by managing contact points, interactions, preferences, purchasing behavior, and activity history. The strategic tool represents a valuable information asset in order to optimize sales, marketing, and customer service processes.



Software solutions for manufacturing

Today, the most advanced tools for manufacturing are designed with a smart factory perspective, that is, an automated, interconnected and quick factory. Digital tools and technologies are accessible to both large and small companies that wish to achieve a high standard of efficiency and production quality.



Service Management

The Advanced Assistance approach allows to establish direct interactions to respond to the increasingly widespread need for rapid and efficient assistance, in the context of customer relationship management even in cases where specific skills are required.



Portal & Collaboration

Metisoft provides the best tools to streamline collaboration and communication in organizations, with the aim of accompanying and guiding the digital transformation of companies. With this in mind, the tools proposed create quick, dynamic and digital work environments, based on the fluid exchange and sharing of information.

Cybersecurity

Metisoft's proposal in the field of prevention, interception and mitigation of cyber attacks takes the form of a complete solution, an all-round security package to monitor the company's IT architecture, relieving it from worries and huge burdens.

Data Analytics

Adopting a Business Intelligence software in your company allows you to make strategic decisions based on precise, updated and relevant information in the reference context.

Being a consciously responsible company

According to **Metisoft**, being a company with a responsible spirit means having a complex and articulated DNA looks beyond the economic result of its business.

Metisoft is careful to the protection of the environment, the health of its employees and the well-being of the system of the brought into being relationships.

In order to give substance to this responsible awareness, **Metisoft** not only does it comply with current legislation, but also takes a proactive attitude that intends to pursue the improvement of quality standards in the regulation of relationships with all interested parties who come into contact with our organization.

Therefore, this Code of Ethics (from now on Code) explains the “system of relationships” with the interested parties, declaring the values in which **Metisoft** intends to recognize itself and to which it wishes to commit itself.

The Code of Ethics represents the values that inspire **Metisoft** and constitutes the model within which we set out the rights, duties and responsibilities that the company assumes towards the interested parties ⁽¹⁾ with which it interacts in the development of its business activities.

Metisoft pays particular attention to the implementation of the guidelines of this Code, which must inspire the development of the business and guide the behavior of the company's governing bodies, managers, employees, collaborators, consultants, suppliers and partners. All of them have the duty to behave in conformity with the principles, objectives and commitments set out in this Code on a daily basis.

Metisoft wishes that all addressees complied with the company directives and/or procedures addressed to them in their actions, even if these are more stringent than the regulations contained in this Code.

⁽¹⁾ The interested parties are represented by the stakeholders towards **Metisoft**, and can be summarised as: shareholders, members of the corporate bodies, employees, collaborators, public and private customers, suppliers, consultants, partners, Public Administration in general.

GENERAL PRINCIPLES

The Code and Model 231

Metisoft Code of Ethics aims to explain the set of ethical values, principles and behavioural norms that guide and orient the company's operations and which inspire the internal procedures that regulate the company's activity and relationships with the interested parties.

It arises from the awareness that respect for the law is the only path on which to make our choices and which has led us to introduce within our organization the "organization, management and control model" (Model 231 from now on) compliant with the provisions of Legislative Decree 8 June 2001, n. 231 regarding the administrative liability of legal entities.

Metisoft has equipped itself with a Model 231 aimed at preventing the commission of the underlying crimes in its sphere of activity.

This Code is an integral part of Model 231 and both are dynamic tools, intended to be constantly updated over time, with the changes in the regulatory framework and organization. The drafting of the Code and the decision to adopt Model 231 aimed at preventing the underlying crimes represents a strategic choice for Metisoft .

Model 231 that **Metisoft** has decided to implement and maintain intends to pursue the following objectives:

- Ensure the separation between operational and control functions, if possible;
- avoid conflict of interest situations;
- operate within the logic of risk management in the various operating segments of the organization;
- define appropriate control activities at various levels of the organization;
- allow for adequate recording of management facts;
- monitor the activities/processes that may lead to the commission of the underlying crimes;
- exclude that anyone operating within **Metisoft** or on its behalf can justify wrongdoing by justifying the lack of rules;
- implement internal procedures aimed at regulating risky activities, to ensure that the commission of crimes cannot reasonably and knowingly occur;
- inform and raise awareness among all those who operate in the areas of risky activities, of the possibility of incurring an offence punishable by sanctions, on a criminal and administrative level, not only against themselves but also against **Metisoft** itself.

Addressees of the code

Metisoft aims to promote the acquisition and dissemination of shared principles among all addressees through the development and dissemination of the Code.

The addresses of the Code of Ethics are all those who not only act in the interests of **Metisoft** , but who in any way have relationships with it, such as:

- shareholders;
- members of the corporate bodies and members of the corporate governance;
- employees (i.e. all **Metisoft employed people**, including managers);
- collaborators, in any capacity, even occasional and/or temporary ⁽²⁾;
- third parties in general, who have commercial and/or financial relationships of any nature with **Metisoft**, or act on its behalf on the basis of specific mandates (for example consultants, suppliers, etc.).

The Code defines the rules of conduct whose observance by all Addressees is fundamental for the proper functioning, reliability and reputation of **Metisoft** in relation to the parties concerned.

The Addressees are required to know and make their own the contents of the Code and to respect its precepts, taking into account that the Code is made available to them, according to the process defined below.

Should even one of the Code's provisions conflict with other company provisions (models, regulations, procedures, etc.), the Code will prevail over any of these provisions.

Ethical principles

Premise

Metisoft operates by making fact-based choices, building relationships based on trust that enable the implementation of ethical principles in every area, always aiming at full customer satisfaction.

These principles express **Metisoft**'s philosophy, which everyone from shareholders to employees are called upon to act on a daily basis.

In fact, behavioral guidelines and specific operating procedures are derived from these principles. All this builds a common identity in **Metisoft** that is shared with all interested parties.

For this reason, the relationships maintained by **Metisoft**, at every level and in every area, are characterised by responsibility and awareness towards legality and the sharing of the ethical principles set out below.

Fairness and Transparency

Maintain proper behavior, acting with diligence and good faith and respecting the commitments undertaken in relationships with customers and interested parties, ensuring correct information, transparency of action and full credibility.

Honesty and loyalty

Pursue the interests of the company (or of the individual shareholder, employee and/or collaborator) by repudiating unfair conduct, any form of corruption and illegality.

⁽²⁾ This category includes forms of collaboration carried out in coordination with the organizational structure of the employer, but without subordination constraints (so-called "pseudo self-employment"), as well as occasional workers and those seconded to the Company.

Impartiality

Impartiality in relationships at every level and in every area of interest. Avoid any distinction of age, gender, sexual orientation, health, race, nationality, religion, political opinions, personal and social conditions.

Ensure impartiality and fairness in compliance with the rules and principles set out in this Code.

Value of human capital

Support the continuous enhancement of technical and professional skills of human resources, also through a continuous exchange of information and experiences aimed at sharing knowledge and corporate values.

Innovation

Update skills, technologies and processes aimed at achieving the highest quality standards of services/products provided and requested by customers.

Legality

Metisoft guarantees and requires all members of its organization that the company's business is carried out in full compliance with current legislation (European Union, state, regional, local and regulatory) and with the principles established by this Code.

Integrity

Metisoft pursues its objectives with honesty, fairness and responsibility, in full compliance with the law, professional ethics and signed agreements.

It ensures respect for the physical and moral integrity of human resources, creating working conditions that respect individual dignity and healthy working environments.

The application of the principle of integrity entails the repudiation of all forms of corruption.

People at the centre

Employees and collaborators

Metisoft's human resources are the engine of its success. For this reason, the Company protects and promotes the value of the person, in order to increase the skills possessed by each collaborator, their motivation and sense of belonging.

Metisoft promotes the physical and moral integrity of its employees, exercises power and authority within its organization with equity and fairness and promotes working conditions that respect individual dignity within safe and healthy work environments.

Metisoft is committed to ensuring the work safety of its partners, employees and collaborators in accordance with the provisions in force (Legislative Decree 81/2008 and subsequent amendments), in every work environment specified both within its own offices and at the customer's ones.

Metisoft encourages dialogue as a lever to stimulate relationships with all its employees, an essential factor for the improvement of business processes and performance.

Metisoft personnel, at all levels, must contribute to the provision and circulation of complete, transparent, comprehensible and accurate information in dealings at every level, so that those person in charge are able to make autonomous and informed decisions.

The customers

Metisoft pays great attention to the relationship with the customer, pursuing their full satisfaction and ensuring the provision of services at the highest levels of competence, efficiency and effectiveness.

Metisoft guarantees the confidentiality of information acquired in carrying out activities on behalf of the client, unless expressly authorised by the client.

Any employee or collaborator working on projects that have an impact on **Metisoft** customers must sign a specific **secrecy agreement**.

Metisoft guarantees the presence of suitable measures for the processing and protection of data required by EU Regulation no. 2016/679 – GDPR – in force, adopting in this a systemic logic and a data life cycle approach (from its acquisition to its definitive deletion).

Contracts with customers must be executed taking into account what is defined and established in the documents signed between the parties.

Competitors

Metisoft pursues its business objectives through a transparent attitude, excluding conduct that constitutes unfair competition.

Metisoft does not enter into agreements with competitors to manipulate bids or establish price policies that violate free market competition.

Metisoft guarantees the total secrecy of the data in its possession and excludes sharing it with competitors. Likewise, it does not accept confidential data from competitors.

SPECIFIC PRINCIPLES

Premise

Metisoft has defined specific principles of behavior that must be followed by all individuals operating within and on behalf of the Company. The addressees of the following principles of behavior are:

- individuals who hold representative, management or administrative roles;
- employees, hired according to the specific CCNL, including managerial staff;
- collaborators and employees of any kind, whether self-employed, para-subordinate or project-based.

Relationships with employees and collaborators

Diversity, Equity and Inclusion

Metisoft believes that the protection of individual freedom and personality is an inalienable value, and for this reason it is committed to developing the skills and competences of each employee and collaborator so that everyone's energy and creativity can find its full expression and their potential can be fully realized.

Metisoft is committed to offering equal employment opportunities for all, based on professional qualifications and performance capabilities, without any discrimination, selecting, hiring and remunerating staff on the basis of merit and competence, without any political, union, religious, racial, language or gender discrimination, in compliance with all applicable laws, regulations and directives.

This is why at **Metisoft** we work to:

- ensure a working environment that values the diversity of employees, in accordance with the principle of equality, pursuing the protection, dignity and freedom of each employee in the workplace;
- eliminate all forms of racial, sexual, political, trade union or religious discrimination;
- repudiate, refuse and condemn any intimidation, harassing act or behaviour, even of a sexual nature (the latter being understood as an unwanted act or behaviour, even verbal, with a sexual connotation causing offence to the dignity of the person subjected to), nor the creation of a climate of intimidation towards the person who suffers the aforementioned harassment.

Those who believe they are the object of harassing or discriminatory behavior or are aware of intimidation, discrimination or harassing and/or discriminatory behavior in progress must inform the Supervisory Body, which will promptly and confidentially take all appropriate actions, in order to allow the situation of discomfort to be overcome and a peaceful working environment to be restored.

Diligence, correctness, good faith, obedience and fidelity

Employees and collaborators are required to respect the principles of diligence, correctness and good faith, respectively, in carrying out the tasks assigned according to articles 2104 and 2105 of the Italian

Civil Code and in fulfilling contractual obligations. They must also know and observe the content of this Code, basing their conduct on respect, cooperation and mutual collaboration.

Metisoft will make this Code available to all interested parties, so that behaviors in violation of the principles contained herein are avoided. To this end, **Metisoft** will include in the relevant contracts termination clauses expressed with reference to the hypothesis of violations of the precepts of this Code.

The heads of organizational structures (Departments/Functions/Organizational Units) are also required to:

- represent an example for all employees and collaborators through their behavior;
- direct employees to comply with this Code;
- make the internal rules known and enforce compliance to **Metisoft** staff;
- work to ensure that employees understand that compliance with the provisions of the Code is an essential part of the quality of work performance;
- carry out a careful and constant assessment of the operational risks associated with the performance of the activities pertaining to its structure, ensuring the relevant controls;
- manage staff in the best possible way, planning activities, providing accurate information on tasks to be performed and responsibilities, enhancing existing professional skills and developing new skills, motivation and participation in company processes;
- evaluate the personnel to be recruited, within their area of competence, exclusively on the basis of consistency with the requirements of the position to be filled and preventing assignments to persons who do not give full confidence in their commitment to comply with the provisions of the Code;
- refrain from requesting personal services or favors, avoid forms of favoritism, nepotism and clientelism or any behavior in violation of this Code;
- prevent any kind of retaliation against employees who have reported violations of the Code;
- promptly report information provided by employees and collaborators regarding possible violation of the rules;
- take immediate corrective measures, when the situation requires.

Each employee and collaborator:

- must act loyally and in good faith, respecting the obligations arising from the provisions regulating the employment relationship or arising from the signing of the contract, ensuring the required performance with appropriate quality and quantity standards;
- must carry out its duties and functions within the system of responsibilities and competences defined by the provisions of law and the internal job description;
- must ensure, in the workplace, behaviors characterized by correctness and respect for the dignity of each individual;
- must maintain, where necessary, with the Public Administration, relationships inspired by the utmost correctness, honesty and impartiality, in total transparency, avoiding behaviors that may have negative effects on the serenity of their judgment;

- must treat the information that comes into its possession with respect for secrecy and may not be communicated outside of **Metisoft** , except where such communication is necessary to comply with legal provisions;
- must not appropriate reserved or confidential documents and records, unless specifically authorised and for reasons strictly connected to the performance of the work;
- must refrain from disclosing to third parties information relating to the performance of work activities, unless specifically authorised, or information that is detrimental to the rights of third parties;
- is not required to execute an order or implement a directive issued by an incompetent or an unauthorized person.

Secrecy

The Addressees are required to observe the utmost confidentiality on information, documents, studies, initiatives, projects, contracts, plans, etc., known to them for the services performed, with particular reference to those that may compromise the image or interests of **Metisoft** or its customers.

The Addressees shall keep the news and information learned in the exercise of their functions confidential, in compliance with the law and regulations; they shall consult and use only the data, documents and files directly connected to their activity and use them in compliance with their office duties, allowing access only to those who are entitled to it and in compliance with company provisions and procedures.

All information that is considered confidential, especially information learned in the context of activities carried out for clients, cannot be disclosed to third parties, nor used to obtain direct or indirect personal advantages.

Metisoft implements measures to protect the information managed and prevent it from being accessible to unauthorized persons.

Protection of company assets

Metisoft 's corporate assets consist of both tangible physical assets, such as buildings, technological infrastructure, systems, computers, equipment, etc., and intangible assets, such as information, confidential data and know-how developed and disseminated within our organization.

Security, or the protection and conservation of these assets, constitutes a fundamental value for safeguarding **Metisoft** 's interests.

In particular, given the specific nature of the assets managed by **Metisoft** , each Addressee is required to scrupulously adopt the provisions of the company security policies in order not to compromise the functionality and protection of applications, systems and data.

To this end:

- each Addressee shall act diligently to protect company assets from improper or incorrect use;
- each employee is personally responsible for maintaining such security, by complying with and disseminating the relevant company directives and by preventing fraudulent or improper use of company assets.

Addressees who misappropriate **Metisoft's** property, including documents, equipment, personal belongings of other employees, cash or other items, or who improperly use Metisoft's intellectual property, will be subject to the measures provided by law and defined by the CCNL applied in the company.

Addressees are required to report any theft, as defined above, to the competent company organizational structure.

The use of such assets by employees must be functional and exclusive to the performance of company activities or authorised purposes, in compliance with the provisions issued by **Metisoft** .

Each Addressee is responsible for protecting the company resources entrusted to him/her and has the duty to promptly inform his/her direct managers of events potentially damaging to **Metisoft**, contributing to the correct functioning of the control system.

Each Addressee, to the extent of his/her own competence, must feel responsible for the company assets (tangible and intangible) that are instrumental to the activity carried out, must refrain from improper use and comply with internal regulations.

Use of ICT infrastructure

The use of **Metisoft's** computer systems, databases and Internet connection must be carried out in compliance with internal procedures, current legislation and based on the principles of correctness and honesty. To this end, each Addressee is responsible for the correct use of the computer resources assigned to him/her as well as the access codes to the systems themselves. Each Addressee is also required to ensure that the company security regulations are respected also for the activities carried out by collaborators who operate on behalf of **Metisoft**.

Regardless of whether the act constitutes a criminal offence, the Addressees must mandatorily refrain from:

- from installing, storing, using software and making copies of it without having authorization and/or without having a regular license for use acquired by **Metisoft** ;
- from using the company's IT, email and internet tools, made available to them for the exercise or by virtue of the functions performed, for purposes not permitted and outside the prescribed authorisations;
- from sending electronic communications in any form (including e-mails, blogs, forums, comments, etc.) that may directly or indirectly damage the image of **Metisoft** or that are in any case related to the technological solutions provided to customers;
- from surfing on websites with paedophile/pornographic content, virtual casinos, webchats, warez sites and similar and in any case illegal sites;
- from downloading programs and, more generally, files from external sources onto the computer provided in use by **Metisoft** , where not related to work activity;
- from illegally entering computer systems protected by security measures, as well as illegally obtaining or distributing access codes to systems and damaging information, data and computer programs;

- from possessing or abusively using codes, passwords or other means suitable for accessing a computer or telematic system;
- from transferring outside **Metisoft** and/or transmitting files or any other confidential documentation except for purposes strictly related to the performance of one's duties and, in any case, without prior authorization of the head of the company organizational structure to which one belongs;
- from leaving one's PC unattended and/or accessible to others or improperly allowing other people to use it;
- from using the IT credentials of another Addressee to access protected areas, even in the name and on behalf of the same;
- from improper use of one's own private accounts when accessing social networks, in order to safeguard the Company and its employees.

Privacy Policy

Metisoft **guarantees** compliance with the legislation on the protection of personal data (EU General Regulation 2016/679, Legislative Decree 196/2003) and, more generally, the secrecy, integrity and availability of information both as Data Controller for the processing of data relating to its business sphere (data of employees, suppliers, visitors, etc.) and, as Data Processor for the processing of data of which the various organizational structures of **Metisoft are Data Controllers** .

The organizational procedures that the Addressees must follow in order to ensure, in particular, the secrecy of data, range from the rules for using data access credentials, to the obligation to use encryption systems, up to the methods for safely disposing of any media containing personal data, as well as the tracking and storage of all the operations performed.

Safety and health protection

Metisoft guarantees the safety of its employees and collaborators. All personnel, therefore, each within their own area of expertise, are required to comply with the provisions of Legislative Decree no 81 of 8 April 2008 (and subsequent amendments) and internal health and safety regulations, to ensure the correct assessment and control of risks, to avoid harm to people, loss of business and to guarantee a safe working environment.

Metisoft , in compliance with regulatory requirements:

- develops and periodically updates the risk DVR provided for by art. 28, Legislative Decree no. 81/2008;
- appoints an RSPP, as provided for by art. 17, paragraph 1, letter b), of Legislative Decree no. 81/2008;
- carries out a thorough assessment of all health and safety risks;
- adopts appropriate measures to eliminate risks and, where this is not possible, to reduce them to a minimum in relation to the knowledge acquired on the basis of technical progress;
- limits to a minimum the number of workers who are, or may be, exposed to risk;
- carries out periodic health checks on workers;
- adequately informs and trains workers, managers and supervisors on safety issues;

- adequately informs and trains the RLS and supervisors;
- determines the emergency measures to be implemented in the event of first aid, fire-fighting, evacuation of workers and serious and immediate danger;
- ensures regular maintenance of environments, equipment, systems, with particular attention to safety devices in compliance with the manufacturers' indications.

Conflict of interest

Each shareholder and employee, in the exercise of his/her functions and at different levels of responsibility, must not take decisions or carry out activities in conflict of interest with **Metisoft** or incompatible with official duties.

Conflict of interest conduct refers to the circumstance in which an employee or shareholder pursues, for personal or other people purposes, objectives that are different from those he or she is required to achieve in fulfillment of the assignment received and the agreed objectives.

Gifts, Courtesies and Other Benefits

In their relations with interested parties, in particular with the Public Administration, employees and corporate bodies, in connection with the performance of their functions or tasks assigned to them, may not accept or solicit, for themselves or for others, gifts, acts of courtesy, such as gifts or forms of hospitality, or other benefits, except those made occasionally and within the limits of modest value and such as to be considered usual in relation to the occasion and not be interpreted, by an impartial observer, as aimed at acquiring advantages in an improper manner.

Likewise, it is not permitted to offer, promise, give gifts, acts of courtesy, such as homages or forms of hospitality, or other benefits unless they are of modest value. In any case, such expenses must always be authorized and documented.

For the purposes of this Code, “modest value” means a value that does not exceed 150.00 euros, even in the form of a discount. This figure is to be understood as the maximum threshold that can be reached for each Addressee. For the purposes of quantification, reference shall be made to the market value.

In any case, the employee, regardless of whether the act constitutes a crime or not, shall not ask for or receive, for themselves or for others, money, gifts or other benefits for the exercise of their functions or powers and not accept the promise of such from subjects who may benefit from decisions or activities inherent to their work activity, nor from subjects with respect to whom they are or are about to be called upon to exercise activities or powers specific to the role held. The employee shall not offer, directly or indirectly, gifts or other benefits - other than of modest value - to a superior.

Small gifts, meals and entertainment may be provided or accepted in the ordinary course of business provided that they are reasonable and consistent with applicable laws and this Code and are of negligible value and are properly recorded in **Metisoft 's accounting records** so that they cannot be construed as bribes or illegal gains.

Participation in associations and organizations

Every employee or collaborator has the right to voluntarily join trade union or other associations, freely and without any conditioning.

Metisoft allows its employees and collaborators to carry out political activities in support of candidates or parties of their choice, provided that such activity is carried out only in their own free time and with their own financial means.

Company time, property, and resources including emails must never be used for personal political activities.

Corruption prevention

The employee complies with the measures necessary to prevent illicit activities in the administration. In particular, the employee complies with the provisions contained in the **Metisoft “Model 231”**.

The employee reports to his hierarchical superior any risky situation encountered in the performance of company activities in terms of corruption and the latter immediately notifies the ODV of the report received.

The employee can avail himself of the “whistleblowing” institution as regulated in Model 231 in order to report the corruption situation of which he has become aware and in which he has found himself unwittingly involved.

Behavior in relationships between private individuals

In private relationships, including extra-work relationships, the employee does not exploit or mention the position he holds in **Metisoft** in order to obtain benefits that are not due to him, does not improperly use the **Metisoft logo** and does not engage in behavior that could damage the image of the Company itself.

Special provisions for managers

Without prejudice to the application of the other provisions of the Code, the provisions of this article apply to managers and people performing equivalent functions.

The manager diligently carries out the functions assigned to him on the basis of the act of assignment of the task, pursues the assigned objectives and adopts an organizational behavior appropriate to the fulfillment of the task.

The manager assumes a loyal and transparent attitude and adopts exemplary and impartial behavior in relationships with his/her colleagues, collaborators and subjects to whom the administrative action is addressed.

The manager also ensures that the resources assigned to his organizational structure are used for exclusive assignment purposes and, in no case, for personal needs.

The manager takes care of the organizational well-being in the structure he is in charge of, depending on the available resources, encouraging the establishment of cordial and respectful relationships between collaborators, takes initiatives aimed at the circulation of information, training and updating of personnel, inclusion and valorization of differences in gender, age and personal conditions.

The manager assigns activities on the basis of a fair distribution of the workload, taking into account the skills, aptitudes and professionalism of the staff at his/her disposal.

The manager assigns additional tasks based on professionalism and, where possible, according to rotation criteria.

The manager carries out the evaluation of the personnel assigned to the structure he is in charge of with impartial judgment.

In the event that he/she receives a report of an illicit act from an employee, he/she shall take all legal precautions to ensure that the whistleblower is protected and his or her identity is not unduly disclosed in the disciplinary proceedings.

The manager, to the extent of his possibilities, prevents the spread of untrue news regarding the organization, the activity and the employees. He promotes the diffusion of knowledge of good practices and good examples in order to strengthen the sense of trust towards **Metisoft**.

Shareholder Relations

Metisoft works to generate value for shareholders and bases its conduct on the principles already mentioned. In this framework, it undertakes to provide shareholders with appropriate, timely and complete information on company management and the general performance of the various business lines.

Metisoft believes that it is its fundamental duty to protect and increase the value of its business, in response to the commitment made to shareholders, providing a qualified, competent and effective response to the needs of its customers, at every level of business.

Relations with the Public Administration

Relations with the Public Administration, public officials ⁽³⁾ or the subjects in charge of a public service ⁽⁴⁾ (for simplicity PA from now on) maintained by **Metisoft** must be inspired by compliance with the provisions of the law and applicable regulations and cannot in any way compromise the integrity or reputation of **Metisoft** itself, having to be based on transparency, loyalty and correctness.

Metisoft repudiates corruption in any form and prohibits its shareholders, employees or collaborators from engaging in any behavior that may influence the proper functioning and impartiality of the Public Administration, aimed at obtaining any undue advantage for themselves or for **Metisoft**.

It is forbidden to offer improper payments, offer or procure undue gifts and services, or any other advantage to public officials, employees of public institutions, for themselves or for their relatives and family members.

In relations with public officials, it is forbidden to be represented by consultants or third parties who may find themselves in conflict of interest with the administration itself.

⁽³⁾ For the purposes of criminal law, public officials are those who exercise a public legislative, judicial or administrative function. For the same purposes, the administrative function regulated by public law provisions and by authoritative acts and characterized by the formation and manifestation of the will of the public administration or by its performance by means of authoritative or certifying powers is public (art. 357 cp).

⁽⁴⁾ For the purposes of criminal law, those who, in any capacity, provide a public service are entrusted with a public service. Public service must be understood as an activity regulated in the same forms as public function, but characterized by the lack of the powers typical of the latter, and with the exclusion of the performance of simple administrative tasks and the provision of merely material work (art. 358 cp).

Any conduct which, through deception, aims to obtain undue advantages for people and/or **Metisoft** in exchange for unjust damages or disbursements to the assets of public institutions or the State is prohibited.

Violation of the rules regarding relations with the Public Administration may result in the application of severe civil and criminal sanctions, both against the individuals involved and against **Metisoft**.

Customer Relations

Metisoft **considers** the relationship with the customer a real technological partnership aimed at fully satisfying the customer's expectations.

For this reason, **Metisoft** ensures its customers an effective and efficient execution of the tasks entrusted to them, through the proposal of advanced and innovative solutions, with a view to integration and cost-effectiveness, tenaciously pursuing the improvement of the customers' business.

Every member of **Metisoft**, from the company's top management to its collaborators, must:

- observe the provisions of this Code of Ethics and the internal procedures relating to the management of customer relations, as well as all contractual provisions defined in accordance with current legislation;
- ensure the quality and reliability of the products and services offered and rendered to the customer.

Supplier Relations

Relationships with suppliers are based on listening and discussion, with an attitude based on trust that involves suppliers in a logic of mutual fairness and transparency, set off by clear contracts that respect payment terms.

In the relationships we maintain, therefore:

- we select suppliers on the basis of clear and documentable criteria, through an objective and transparent procedure, according to the criterion of the “most economically advantageous” proposal (best quality/price ratio), using criteria of competition, objectivity, correctness, guarantee of efficiency, fairness of the price of goods and/or services;
- we maintain relationships based on correctness, especially in the management and conclusion of contracts, avoiding even potential conflicts of interest;
- in the specific case of professional consultancy, we base our choices on criteria of professionalism and competence;
- we guarantee equal opportunities in the selection of suppliers and business partners, taking into account their compatibility and suitability to the size and needs of **Metisoft**;
- in no case may a supplier be preferred to another on the basis of personal relationships, favoritism or other advantages, other than those of the exclusive interest and benefit of **Metisoft**;
- we work to ensure that contracts stipulated with suppliers are fair, especially with reference to payment terms and the burden of administrative obligations.

All suppliers must undertake to operate in full compliance with the current legislation applicable to the sector in which they operate, and, in particular, in compliance with the provisions of Legislative Decree no. 231/2001, the legislation on workers' rights and the prohibition of the use of child labor.

This Code of Ethics is made available to suppliers, who undertake not to engage in any behavior in violation of the principles contained therein, under penalty of the application of the sanctions provided for by the Sanctions System, which in the most serious cases may lead to the termination of existing contracts.

Relations with the media

In relations with the information bodies, reserved exclusively for corporate bodies, top management and delegated company managers, **Metisoft**:

- establishes relationships with the information bodies, without any conditioning, in relation to the context and needs of the specific situation;
- establishes, without any type of discrimination, communication relationships with all journalists at national, local, community and international level, when necessary;
- does not provide or promise confidential information and/or documents;
- does not display false or altered documents or data.

Community Relations

We believe that dialogue with the community is important to develop our business in a sustainable way and to increase our reputation. To this end:

- we take into account any comments on our activity expressed by various parts of civil society;
- we maintain active contacts with associations that represent the voice of our stakeholders;
- we try to dialogue with all institutional interlocutors at national and local level;
- we evaluate collaborative relationships with non-profit associations, to provide, where considered possible and appropriate, financial contributions for the realization of projects that have a positive impact on the social/cultural fabric of the territory in which we operate.

Metisoft does not make contributions of **any** kind, directly or indirectly, to political parties, movements, committees and political and trade union organizations, as well as to organisations representing a variety of interests in general - nor to their representatives or candidates, with the exception of contributions due on the basis of specific regulations applicable to the performance of the company's business and to the exercise of the employer relationship.

Furthermore, **Metisoft** refrains from exerting any direct or indirect pressure on political representatives, nor does it accept recommendations for hiring, consultancy contracts or the like. Addressees may not carry out political activities in Metisoft offices **or** use Metisoft assets or equipment for this purpose.

Environmental protection

Safeguarding the environment is one of the priorities we intend to pursue, paying attention to reducing waste and saving environmental resources, which we try to implement in the choices we make every day.

Metisoft 's commitment is expressed in:

- ensure compliance with environmental legislation;
- seek innovative and effective solutions in the environmental field, also with the collaboration of our suppliers;
- promote a conscious consumption of the resources needed to carry out our business, also through a progressive improvement in the energy efficiency of our activities;
- evaluate obtaining environmental certifications in the future;
- continuously improve the behavior of each member of our organization towards the environment.

IMPLEMENTATION OF THE CODE

Accounting and financial management

Metisoft carries out an administrative management that must give a truthful, correct and transparent representation of its accounting records carried out in compliance with the Civil Code, accounting principles and in compliance with current tax rules.

Metisoft undertakes to absolutely avoid that the accounting records and communications directed to the authorities or to third parties in general contain untrue facts, and that information on the economic, patrimonial and financial situation required by law is omitted, in such a way as to induce a false representation of the accounting situation, or to cause patrimonial damage to creditors or to obtain an unfair advantage for **Metisoft** itself.

Measures and controls are implemented, based on the division of powers, separation of duties and control of different subjects, aimed at avoiding absolutely prohibited behaviors, such as false, incomplete or deceptive registrations and the establishment of secret or unregistered funds or deposited in personal accounts, as well as the issuing of invoices for non-existent services.

Such organizational measures also aim to prevent individual subjects from being granted unlimited or in any case excessive and uncontrolled powers.

It is expressly forbidden for anyone to dispose of sums of money from **Metisoft without the authorization of the competent subjects**, and to create funds that do not appear in the official accounts.

The person who arranges and makes payments on behalf of **Metisoft** must, generally, be different from the person who carries out checks.

All contracts and transactions must always be accompanied by appropriate documentation and authorization and be easily traceable and verifiable.

It is forbidden to counterfeit or put into circulation banknotes, coins, public credit cards, stamps and watermarked paper in the interest and/or to the advantage of **Metisoft**.

Sanctioning system

Compliance with the principles contained in the Code of Ethics and the provisions of the **Metisoft Model 231** is guaranteed through the adoption of specific measures, included within the Model 231 adopted by the Board of Directors of **Metisoft**, which establish the consequences of violations by the Addressees of the internal provisions adopted by the company.

The provision of sanctions duly brought in line with the violation of the principles of the Code and of Model 231 has the purpose of contributing to guaranteeing the effectiveness of the provisions put in place and the control action carried out by the Supervisory Body.

The Sanction System provides for the application of the sanctions prescribed by the relevant CCNL with respect to individuals bound by a subordinate employment relationship.

With regard to subjects with autonomy, the Sanctioning System provides for the adoption of specific contractual instruments that allow for the application of sanctions in the event of behavior contrary to the law and the principles adopted by **Metisoft**.

The following are considered behaviors subject to sanctions:

- the performance of actions or behaviors that do not comply with the provisions of this Code, of Model 231;
- the omission of actions or behaviors prescribed by this Code or by Model 231;
- the performance, in general, of actions or behaviors contrary to current or binding laws and regulations.

Supervisory body

Metisoft, within the **scope** of the activities connected to the management of Model 231, identifies and establishes its own body, called "Supervisory Body", also responsible for the implementation of the principles contained in this Code.

Among the activities expected, the Supervisory Body must:

- monitor compliance with the Code;
- monitor the actions to disseminate the Code, including communication and training initiatives;
- propose amendments to the Code, if application problems arise relating to company decisions or violations of the Code;
- support the implementation of the Code, as a behavioral approach in carrying out one's business;
- propose the adaptation or updating of the Code, should it be necessary in relation to changed corporate and/or legislative conditions, to be submitted to the Board of Directors for approval;
- report any violations of the Code to the human resources function, suggesting the sanction to be imposed on the basis of the type of violation and in relation to the existing disciplinary regulation.

The Addressees are required to collaborate with the Supervisory Body also by ensuring free access to all documentation deemed useful.

Reports

The Addressees may report to the Supervisory Body, at any time, even anonymously, any violation of the Code. The provisions regarding the reporting of illicit acts take into account the provisions of Legislative Decree 10 March 2023, no. 24 regarding "the protection of people reporting violations of Union law and containing provisions regarding the protection of persons reporting violations of national regulatory provisions.

Please refer to the specific content of Model 231 for details on this issue.

CONCLUSIVE RULES

Entry into force

This Code of Ethics enters into force within 30 days of the date of approval by the Board of Directors and in any case from the 15th day after publication on the institutional website, to allow everyone to take the necessary and appropriate view.

From the moment of its entry into force, it replaces all previous Codes and becomes mandatory for all Addressees.

This Code, being an integral part of Model 231, incorporates all updates that, from time to time, will affect Legislative Decree no. 231/2001, in particular the list of underlying crimes.

Code of Ethics Update

The responsibility for updating the Code of Ethics is attributed to the Board of Directors. On an annual basis, the governing body of **Metisoft** evaluates the need to proceed with the updating of the Code, also acquiring the opinion of the Supervisory Body.

Dissemination of the Code of Ethics

Metisoft undertakes to disseminate the content of this Code to all Addressees and to make it understandable and known to all subjects involved in its activity.

To this end, the Code of Ethics is published both on the institutional website (www.metisoft.it) accessible to interested parties, and posted on the company notice board at each office.

A copy of the Code of Ethics is delivered to the Addressees at the time of appointment, hiring or commencement of the collaboration relationship.

The values and principles contained in the Code of Ethics will be the subject of specific training, aimed at creating sharing and awareness of the contents and procedures in place to translate ethical principles into concrete behaviors.