



## Code of Ethics

<b>INTRODUCTION</b>	<b>4</b>
<b>1. GENERAL PRINCIPLES</b>	<b>5</b>
1.1 RECIPIENTS	5
1.2 ROSSOEVOLUTION'S COMMITMENT	5
1.3 AREAS OF APPLICATION	6
1.4 CONTRACTUAL VALUES OF THE CODE OF ETHICS	6
<b>2. GUIDE LINES</b>	<b>7</b>
<b>2.1 ROSSOEVOLUTION'S VALUES</b>	<b>7</b>
2.1.1 Fair competition	7
2.1.2 Fairness	7
2.1.3 Definition of tasks	8
2.1.4 Due diligence and accuracy executing tasks and contracts	8
2.1.5 Equality	8
2.1.6 Impartiality	8
2.1.7 Integrity	8
2.1.8 Honesty	8
2.1.9 Quality of services and products	8
2.1.10 Community responsibility	8
2.1.11 Privacy	9
2.1.12 Transparency and completeness of information	9
2.1.13 Environmental sustainability	9
2.1.14 Valorisation of human resources	9
<b>2.2 BUSINESS ETHICS: CONDUCT CRITERIA</b>	<b>9</b>
2.2.1 With Clients	10
2.2.2 With Public Administration	11
2.2.3 With Banks, Auditors, Compliance Officers and Legal Administration	11
2.2.4 With Suppliers	11
2.2.5 With Speakers/ lecturers	12
2.2.6 With HCPs	12
2.2.7 Gifts, presents and benefits	12
<b>2.3 ACCOUNTING &amp; BUDGET MANAGEMENT</b>	<b>12</b>
2.3.1 Transparency in accounting books	12
2.3.2 Accounts auditing	13
<b>2.4 HUMAN RESOURCE POLICIES</b>	<b>13</b>
2.4.1 Candidate selection	13
2.4.2 Management	13
2.4.3 Health and safety	13
2.4.4 Data privacy	14
2.4.5 Integrity and the protection of Individuals	14
2.4.6 Duties of employee and consultants	14
2.4.7 Information management	15
2.4.8 Conflict of interest	15
2.4.9 Use of company assets	15
2.4.10 Cyber Crimes	16



<b>2.5 CONDUCT WITH EXTERNAL RELATIONS</b>	<b>16</b>
2.5.1 External Communications	16
2.5.2 Donations and Sponsorship	16
2.5.3 Political associations and trade unions	16
<b>2.6 CONFIDENTIALITY</b>	<b>17</b>
<b>3. DISCIPLINARY MEASURES</b>	<b>17</b>
<b>3.1 EVALUATION OF DISCIPLINARY MEASURES</b>	<b>17</b>
<b>3.2 DISCIPLINARY MEASURES FOR EXTERNAL STAFF</b>	<b>17</b>
<b>3.3 DISCIPLINARY MEASURES FOR ADMINISTRATION</b>	<b>18</b>
<b>3.4 RIGHT TO DEFENCE</b>	<b>18</b>
<b>3.5 SYSTEM FOR DELEGATION</b>	<b>18</b>



## INTRODUCTION

ROSSOEVOLUTION SRL (hereinafter referred to as RE) is an events company, specialised in the incentives, events and communications, healthcare and sport sectors. It is formed of a team of over 60 professionals working in four offices throughout Italy. They combine past, present and future like no one else: 30 years of experience, an eagerness to grow and the conviction that evolution is the future.

RE has a clear vision: to maintain their position as market leaders in their areas, a chosen partner for their ability to innovate, the uniqueness of their product, the completeness of their offer and their distinctive style. To meet these ambitious goals, they rely on the deep-rooted experience and the skills of their team: people who strive for excellence and to exceed themselves are traits which distinguish RE from their competitors, thanks to extraordinary enthusiasm, effort, professionalism and integrity of their core values.

All management, staff and collaborators must endeavour to identify and prevent any type of illicit or inappropriate conduct and full attention will always be given to these objectives. RE's Code of Ethics represent a key source for conveying trust and confidence in RE to their stakeholders. RE complies with the Code of Ethics and will adopt adequate measures to provide information, prevention and supervision, guaranteeing the transparency of these measures.

Compliance with the Code of Ethics, and consistently abiding by and promoting them is an essential and integral part of the contractual obligations of each employee and collaborator.



## 1. GENERAL PRINCIPLES

### 1.1 The Recipients

The Code of Ethics aims to discipline and regulate conducts and relationships between the following groups:

- Administrators
- Employees and consultants
- Clients
- Public Administration
- Suppliers

The Board of Directors must make constant reference to the contents of the Code of Ethics, in relation to its activities and decisions on managing the company

Directors must endorse the values and principles in the Code, inspiring values of trust, cohesion and solidarity. Employees and consultants, following the law and existing regulations, must ensure that their actions and conduct follow the principles, goals and commitments specified in the Code of Ethics. Every action, operation and negotiation and general conduct adopted in work activities, be it independent or subordinate, must be inspired by the utmost correctness with regard to the managing, completeness and transparency of information, legitimacy from a formal point of view, clarity and truth in accounting, according to current regulations and internal procedures.

All activities inside the company must be carried out with commitment and professional rigor. Each employee must provide an adequate professional contribution to their assigned responsibilities and must act in order to protect the reputation of the company. Relationships between employees and consultants, at every level, must adhere to the principles of correctness, cooperation, loyalty and mutual respect.

Every administrator, director, employee and consultant, even in a senior position, must cooperate with the Supervisory Committee, whose role, within the company, is to control the adequacy, functionality and compliance of the Code of Ethics in RE, providing when necessary reports of potentially inappropriate conduct or violation of the rules.

Moral integrity is an obligation for each and everyone working with and for RE, and it must be reflected in the conduct of the whole organisation.

### 1.2 RE's COMMITMENT

RE will employ the following measure to ensure:

- The circulation of the Code of Ethics among directors, employees, consultants and stakeholders
- The consistent revision of the Code of Ethics to reflect evolving civil sensitivity and regulations in the Code of Ethics itself
- To examine every report or referral of a violation of the rules of the Code of Ethics, evaluating facts and ensuring adequate sanctioning measures are taken in case of a proven violation
- That nobody is a victim of retaliation of any kind as a result of the reporting of a possible violation to the Code of Ethics or regulations.



### 1.3 AREAS OF APPLICATION

The values described in the Code of Ethics are applied with rules, guidelines and manuals, and form an integral part of the procedures and RE's managing guidelines, valid for both the Board of Directors, management and for all other employees and consultants. Every employee and consultant is personally bound to respect the Code of Ethics. Company management will ensure that awareness of the Code is included in training programs and will organise supervision to ensure its application.

Constant vigilance is the best prevention and that is why the company encourages its employees and consultants to communicate any possible violation of the Code of Ethics. Every report must be addressed directly to an individual's supervisor or to a Supervisory Committee. For this purpose, an email address has been created [codice.etico@rossoevolution.com](mailto:codice.etico@rossoevolution.com) where it is possible to report violations, also anonymously. These reports will be handled by the company in total confidentiality and, if not motivated by deliberate malice or gross negligence, will not entail any disciplinary proceedings against the person reporting the violation, even if the alleged violation should result unfounded after internal investigation. On the contrary, any falsification or improper accusation by the person reporting the complaint will result in disciplinary action.

All administrators, directors, employees and consultants of RE, must adequately inform third parties of the Code of Ethics relative to their duties, and must insist that these obligations be respected and must reported if not fulfilled.

### 1.4 CONTRACTUAL VALUE OF THE CODE OF ETHICS

Compliance with the rules set out in the Code of Ethics is an essential part of contractual obligations for RE employees. It refers to Art. 2104 of the Civil Code, and also applies to consultants when signing their contracts. A violation of the rules of the code may constitute a breach of the primary obligations of the employment relationship or a disciplinary offense, legally accountable, also with regard to the continuation of employment, and may result in compensation for damages deriving from it. All employees and consultants must be familiar with the values set out in the Code of Ethics that are relevant to their activity and must act with integrity and in accordance with the law.

The Code of Ethics sets out general principles and values, and cannot take into consideration every single situation in which an ethical conflict may rise, also due to the fact that RE, as international company operating worldwide, must deal with different laws, cultures, habits and customs, that could create situations that lack clarity.

In the case of a serious ethical conflict with co-workers and/or supervisors, employees and consultants must use common sense in order to decide the best line of conduct. In this case, answering the following questions might help: Are my actions legal? Am I complying with relevant values, rules and regulations? Am I aware of RE's values, internal policies and regulations? Ethically does this action create a personal problem for me? Am I behaving in a way that is fair, honest and responsible? Can I justify my actions to my family, my friends and colleagues? Have I considered every alternative? Have I consulted my colleagues and supervisors? In hindsight, how do I judge my actions? If I were to find my actions on the front page of newspapers, how would I feel? If clients and stakeholders were to know about these actions, would RE risk losing them?

If an employee or consultant still does not know how to proceed, they should consult their supervisor or, if they see fit, inform the Supervisory Committee.



## 2. GUIDE LINES

### 2.1 ROSSOEVOLUTION'S VALUES

The Code of Ethics details principles for conduct required from company management, employees and consultants. The values these principles represent can be considered norms of “good conduct” for everyone working at RE.

The Code of Ethics is based on the following principles:

- Correct conduct, in compliance with the law
- Acknowledgement of International Human Rights
- Respect other cultures and opinions
- Social responsibility
- Environmental awareness
- Loyalty to RE
- Fair, considerate and respectful relationships with colleagues, supervisors and consultants
- Professional and respectful conduct in the matter of ethical rules in business for both internal and external procedures
- Protection against discrimination
- Open, transparent and constructive business style.

These general principles are achieved with behaviour and actions granted by the following values, and are considered implicit factors for the type of business handled by RE.

#### 2.1.1 Fair competition

RE's strives to protect the value of fair competition, above all by refraining from collusion or covetous conduct.

#### 2.1.2 Fairness

When conducting any activity, a conflict of interest exists when the interests or benefits of a person or entity conflicts with the interests or benefits of the company. A person has a conflict of interest if, in the course of performing duties for the company, that person's judgment and discretion is or may be influenced by considerations of personal benefit or gain to themselves, to a client or supplier or a public institution or any third party other than the company.

#### 2.1.3 Definition of tasks

Every business activity and operation must be motivated by and carried out with respect for the organisational guidelines defined by the company. They also set out the order of responsibilities and consequently the decision-making process that every function must define clearly, so that accountability of the decision-making process that leads to a given action is possible, in particular in the determination of specific reasons as to why people in charge authorised, executed and verified the suitability of that action. In order to guarantee satisfactory tasks attribution in RE and to effectively manage operations considered of particular relevance, with regards to their economical and financial aspect, it is crucial for them not to be managed and executed by the same individual. Approval, operative and supervising phases must be under the responsibility of different individuals, so that the application of the principles of transparency and clarity is ensured.

#### 2.1.4 Diligence and accuracy executing tasks and contracts

Contracts and job assignments must be executed in the manner established by all parties. RE commits to neither take advantage of unawareness of circumstances nor to abuse a potentially leading position. Therefore, both in existing relationships and in those to be defined, people operating in the name of or on behalf of RE must not take advantage of contractual omissions or unforeseen events, to order to renegotiate the contract with the sole aim of taking advantage of the position of dependency or weakness of the interlocutor.



### **2.1.5 Equality**

In contributing to and managing contractual relationships that involve hierarchical relationships, especially with employees and consultants, RE commits to use authority with equality and fairness, avoiding any abuse. In particular, RE guarantees that managers will not abuse power that could be either detrimental to a person's dignity and independence, and that its organisational work choices will protect the values of employees and consultants.

### **2.1.6 Impartiality**

RE desists any type of discrimination based on the age, sex, sexual orientation, state of health, race, nationality, political opinions and religious beliefs of its interlocutors, in the process of decision-making regarding relationships with its stakeholders (choice of clients to attend to, relationships with stakeholders, human resources management or job organisation, selection and management of suppliers, relationships with the surrounding community and the institutions that represent it).

### **2.1.7 Integrity**

RE guarantees respect for the physical and ethical integrity of its employees and consultants, work conditions that respect a person's dignity and safe and healthy work environments. Any requests or threats that could make people act against the law or the Code of Ethics, or adopt behaviours detrimental to another person's beliefs and ethics or the personal preferences of individuals will not be tolerated.

### **2.1.8 Honesty**

Employees and consultants of RE must diligently respect the Law, the Code of Ethics and internal guidelines in their professional activity. A pursuit of RE's interest should never justify dishonest conduct in any situation.

### **2.1.9 Quality of products and services**

RE's activity is focused towards a client's satisfaction and their well being, attentive to requests that can improve the quality of products and services. For this reason RE activities aim to achieve the highest quality standards in its services and products.

### **2.1.10 Community responsibility**

RE is conscious of the effect its activities might have on economical and social development, and on the general wellbeing of the community. For this reason RE aims to conduct its activities in a way that is environmentally sustainable, with respect for local communities, national values, giving support, where possible, through cultural and social initiatives, to increase its reputation and social approval.

### **2.1.11 Privacy**

RE guarantees the privacy of data in its possession and will refrain from using it, except in the case of express and deliberate authorisation and in compliance with current legal regulations.

Furthermore, RE employees and collaborators must not to use confidential information for purposes other than those connected with carrying out their business, an example being insider trading.

More specifically, confidential information refers to non-public information or any data acquired while conducting one's work that could harm data privacy rights. This information relates, by way of example but is not limited to, confidential financial data, business mergers, indications on negotiations, agreements, contracts, accounting and personal information, deemed to be strictly necessary for the performance of specific tasks.





#### **2.1.12 Transparency and completeness of Information**

RE requires that employees and consultants give complete, transparent, comprehensive and accurate information, so that stakeholders, when establishing their relationship with the company, may make independent decisions, bearing in mind the interests involved, alternatives and potential consequences. In particular while preparing prospective contracts, job assignments and offers, RE specifies expected behaviours with its counterparty in all foreseen circumstances, in a clear and comprehensive way.

#### **2.1.13 Environmental sustainability**

The environment is a precious resource and RE is committed to its protection. For this purpose, RE plans its activities evaluating economical initiatives and environmental needs, taking into consideration the rights of future generations.

#### **2.1.14 Valuing human resources**

Employees and consultants of RE are essential constituents for its success. For this reason RE protects and promotes the value of human resources, endeavouring to improve and grow the patrimony and competitiveness of skills in each individual.

### **2.2. BUSINESS ETHICS: CONDUCT CRITERIA**

RE is inspired by principles of loyalty, fairness and transparency, operating both effectively and efficiently in business relationships. Employees and consultants must behave appropriately when conducting business on RE's behalf or in dealing with Public Administration, regardless of market competition or the importance of a given business deal.

The following behaviours are prohibited: corruption, improper favours, collusion, misappropriation and embezzlement (with particular reference to Public Administration organisations), direct or indirect soliciting of personal benefits and of careers, personal or for others.

RE recognises and respects the rights of its employees and consultants to take part in activities outside of those undertaken in the company's interest, once they are lawful activities, compatible with the obligations undertaken as employees and consultants of RE. Once each employee and consultant is aware of the contents of the Code of Ethics, they must report any case or situations that constitutes a conflict of interest to the Supervisory Committee immediately. In general, all employees and consultants in RE must avoid any conflict of interest between family and personal economical activities and tasks they perform in their given department within the company, avoiding all situations and activities where there can be a conflict of interest with the company or where it may interfere with their ability to make decisions in the best interest of the company and in full respect of rules in the Code of Ethics.

The following situations are example that constitute a conflict of interest:

- Economical and financial interests of an employee and/or his/her family in dealing with suppliers, clients and competitors
- Taking advantage of their own position in the company or of the information acquired while at work to gain personal benefits, even if indirectly, that conflict with the interests of the company
- Performing work activities, of any kind, on behalf of clients, suppliers, competitors
- Accepting money, trips, goods, favours or benefits from people or companies that are or intend to become suppliers or start dealing business with RE.



Consultants, sales representatives, middlemen, agents, etc. must comply with the rules of the Code of Ethics. For this purpose all employees and consultants, according to their role, will ensure they:

- Abide by internal guidelines and procedures for the selection and management of suppliers, partners, consultants, etc., selecting people and qualified companies of good repute
- Report any doubt or information of any instance of potential violations of the Code of Ethics to the Supervisory Committee immediately
- Include express indications in contracts, when required by procedures, to comply with the principles in the Code of Ethics. Payments made will be exclusively in relation to services specified in the contract
- Moreover RE employees and consultants specifically dealing with externals (clients, suppliers, etc.) must behave appropriately while executing their tasks, both professionally and respectfully, in written and verbal correspondence.

### **2.2.1 With Clients**

RE pursues its success as a company in its markets by supplying quality products and services with competitive conditions and by complying with the norms protecting fair competition. RE recognises that the appreciation of those requiring its products and services is of primary importance to its success.

It is mandatory for RE's employees and consultants to:

- Follow internal procedures in managing relationships with clients
- Supply high quality products, which satisfy or exceed reasonable client expectations needs with efficiency and courtesy, within the foreseen contractual limits.
- Abide by the truth in advertising and promotion

In an increasingly competitive and demanding market, the "centrality of the Client" as the commercial strategy of the company is now a given. RE's employees and consultants, especially those with front office roles, must reflect the company's values, empathise with clients, analyse and understand their business, think of innovative solutions to meet their needs, diversifying from what other competitors are offering. It is a fundamental task, anticipating their needs and providing an innovative, complete, tailor-made and operative project. RE's employees and consultants must strive to become an irreplaceable partner to their clients, chosen for innovation, unique products, completeness in supply and unmistakable style, extending a sense of pride and belonging to a group, and promoting an organised and flexible cultural model.

The ultimate goal aims for profitable internal growth, through business development, repetitions and change, and the efficiency of a production process that is fast, simple and clear.

### **2.2.2 With Public Administration**

Particular attention must be given to handling the relationship with Government and Public Authorities (Public Administration in general).

Money or gifts offered to directors, officers or employees of Public Administration is prohibited, regardless of their economic value.

During business negotiations and any other relationship with the Public Administration, RE's staff must not attempt to influence, the decision or behaviour of directors, officers or employees all operating in the name of and on behalf, of a Public Administration.

It is also not permitted to offer or accept services or favours of value, even indirectly through third parties, with the goal of obtaining preferential treatment, or a more favourable one, regarding any relationship with Public Administration. Access to public funding must proceed with absolute accordance of requirements, purposes and procedures for which they have been allocated and granted.

Therefore any action or conduct damaging the Government or another Public Entity or that aims to commit a crime (including but not limited to fraud, bribery, corruption, embezzlement, etc.) will be severely punished, regardless of the fact that RE might have obtained something in return or not.



### **2.2.3 With Banks, Auditors, Compliance officers, Data privacy and Legal Administration**

Individuals conducting relationships with banks, auditors, compliance officers, data privacy and legal administration must do so in a transparent manner.

The communication of information regarding the activities and the organisational, economical and financial situation of RE, is only permitted to delegated employees and any information supplied must be communicated truthfully and correctly.

### **2.2.4 With Suppliers**

RE Suppliers of goods and/or services, RE employees and collaborators are required to observe the following:

- Do not prevent any supplier with suitable qualifications from competing for a supply contract with RE, adopting objective evaluation criteria in the selection, ensuring transparency and if required providing adequate facts or documentation as proof
- Get the supplier's cooperation to ensure constant satisfaction of RE Clients' needs in terms of quality, cost, delivery time, to match their expectations
- Keep an open and frank dialogue with suppliers, in accordance with good commercial practices
- Only promote commercial relationships with companies that guarantee to respect the fundamental human rights of their employees and consultants.

### **2.2.5 With Speakers / Lecturers**

RE collaborates with Speakers/ Lecturers selected by a Scientific Committee, who form part of a medical educational training project. With dedicated staff, capable of providing professional and extensive assistance, the team is responsible for providing these Speakers/ Lecturers with information and documentation relating to travel, hotel reservations, scientific information and any other type of service agreed with the Scientific Committee, respecting the budget and the guidelines provided. It is essential for employees and collaborators to comply with what is strictly indicated by the Committee itself, as well as complying with the rules that also define occasional employment relationships with members of the Public Administration (Hospitals, Universities, etc.), in relation to the management methods of services and relations with the Speakers / Lecturers and with reference to the information to be transmitted.

### **2.2.6 With HCPs**

With reference to the HEALTHCARE sector, scientific and medical-professional events and conferences of a technical-scientific nature organised by RE must comply ethically, scientifically and economically with applicable laws and regulations for that sector with particular attention being paid to the Farmindustria Code of Conduct regarding hospitality rules for all participants and speakers, financial transfers, the appointment of public employees and any non-compliance of the assignment; RE also ensures adherence with current laws and regulations.

### **2.2.7 Gifts, presents and benefits**

No form of gift is permitted that may be interpreted as exceeding normal commercial or courtesy practices, or that could appear to acquire favourable treatments in any activity connected to RE. This rule, does not allow for exceptions even in countries where offering gifts of value to commercial partners is customary, this holds for both offered gifts and those received; it should be noted that a gift means any type of benefit (e.g. free travel and accommodation, conferences and /or events, payment of personal expenses, promise of a job offer, etc.). RE desists practices not permitted legally, commercially or ethically, of any companies or organisations with which it has relations.

Gifts may only be made to promote RE's corporate image and for social and cultural initiatives. Any gifts must be adequately documented and checked and must be authorised in advance by the relevant manager.



## 2.3 ACCOUNTING AND BUDGET MANAGEMENT

### 2.3.1 Transparency of accounting books

The accounts must guarantee a true and correct representation of the information they contain. Each employee and collaborator must provide an accurate record of the management procedures for which they are responsible so that they are correctly and punctually represented in the accounts. Each accounting operation must be supported by adequate documentation in order to allow the correct accounting registration, verification and accurate recording of the operation. Each registration must reflect exactly what appears in support documents. It is the duty of each employee and collaborator to ensure that the documentation is correctly archived according to established criteria. If employees and collaborators become aware of omissions, falsifications, negligence in book keeping or documentation on which the accounting records are based, they are required to notify their superior or to write to the dedicated email address, Expenses claims must be reasonable and accurate and must be submitted with the correct accounting documents specified by the guidelines. Furthermore, personal expenses may not be included in the expense claims nor is it allowed to present personal expenses using the company's official documents for personal expenses.

### 2.3.2 Accounts audit

Auditing of RE's Book keeping is handled by an external company. The company in question must have full access to data, documents and useful information for carrying out its activity.

## 2.4 HUMAN RESOURCE POLICIES

### 2.4.1 Candidate selection

Candidates are selected on the basis of their profile being judged a suitable match to the needs of the company, while respecting equal opportunities for all interested parties. Any information of a professional or psychological nature is requested only to confirm their suitability and with full respect for their personal privacy and opinions. The Human Resources Department, using information available to them, uses appropriate measures to avoid favouritism, nepotism, or any form of client favouritism in the selection and hiring phases (for example, avoiding that the recruiter is related to the candidate).

The evaluation process for hiring staff is based on the suitability of candidates in meeting company expectations and requirements, while respecting equal opportunities for all individuals. Information required is strictly required for the verification of a professional and aptitude profile, respectful of the privacy and opinions of the candidate. Human Resources Management, within the limits of available information, adopts appropriate methods to avoid favouritism, nepotism or any form of influence used in the selection process (for example avoiding the situation in which the person making the selection is related to the candidate). The relationship with each employee or consultant will be made official through a type of contract that is most suitable to the activity required and to the ways it will be executed, complying with the law and being mutually agreed. Once hired, be they dependent or independent workers, all employees and consultants will receive accurate information about:

- The type of the activity or tasks to carry out
- Their economical and normative status
- Rules and procedures to adopt in order to avoid possible health hazards connected with work activity. This information is presented to employees or consultants so that acceptance of the position is based on actual understanding.

According to rules based on specific laws, all those carrying out work, including interns must follow guidelines and procedures set out to avoid any possible health risks associated with work.



#### 2.4.2 Management

RE avoids any form of discrimination against its employees and consultants. With regard to staff management and development and also in the selection phase, decisions are made based on expected profiles and on the actual employee profiles (eg. in the case of promotion or relocation) and/or on a basis of merit (eg. in case of awards based on results achieved). Employee evaluation is undertaken by managers, the human resources department and, where possible, individuals relating to said employee.

#### 2.4.3 Health and safety

RE is committed to promoting and reinforcing safety, developing an awareness of risks, promoting responsible conduct for all employees and consultants; it also strives to protect, especially through prevention, the health and safety of its workers and interests of other stakeholders. RE's goal is to protect its human and financial resources and its' assets, always seeking the right collaborations not only inside the company, but also with suppliers, companies and clients involved in RE's activities.

In particular, key principles and criteria for decision making, of any kind and at any level, about health and safety in the workplace are to: a) avoid risks; b) evaluate risks that cannot be avoided; c) combat risks at source; d) adapt work to people, in particular regarding the workplace and the choice of work tools and methods of work and production; e) be aware of the degree of technical evolution; f) replace what is dangerous with what is not or, where not possible, with something less dangerous; g) plan prevention, creating a coherent environment that incorporates technique, work organisation and conditions, social relationships and the influence of workplace environmental factors; h) prioritise measures for group protection instead of individual ones; i) give workers adequate instructions.

These principles are used by RE to take appropriate measures for the protection of workers' safety and health, including activities to prevent professional risks through information and education, also through the organisation of mandatory courses.

#### 2.4.4 Data privacy

The privacy of employees and collaborators is protected specifying the information that the company requires and the related methods of processing and storing this information in accordance with current legislation. Any investigation into ideas, preferences, personal tastes and, in general, the private life of employees and collaborators is excluded.

#### 2.4.5 Integrity and the protection of individuals

RE commits to protect the moral integrity of its employees and consultants, providing work conditions that respect human dignity. For this reason it protects workers from acts of psychological violence and will not tolerate any discriminatory attitude or conduct that can be detrimental to individuals, their beliefs or preferences (for example in case of insults, threats, isolation or excessive intrusiveness), and requires that work relationships, both internal and external, to be free of harassment, intimidation, hostility or isolation against individuals or groups of workers.

Sexual harassment is not permitted, and defined as:

- The denigration of important decisions for the working life of an individual to accept sexual favours of any kind
- Proposals of private relationships, made despite an express or evident dislike which can disturb the recipient's serenity and have implications on his/her work

Conduct or conversations that could upset an individual's sensitivity must be avoided (for example, showing sexually implicit images, harassment and continuous sexual innuendo). Employees and consultants of RE who believe they have been harassed or discriminated against for reasons connected with age, sex, sexual orientation, race, state of health, nationality, political opinions, religious beliefs, etc., may report facts to the Supervisory Committee, that will evaluate if there has been an effective violation of the Code of Ethics. Inequalities are not to be considered as discriminatory if justified or justifiable with objective criteria.



#### **2.4.6 Duties of employees and consultants**

RE employees and collaborators, in addition to fulfilling the general duties of loyalty, correctness, execution of the contract with the Company in good faith, must refrain from carrying out activities in competition with those of RE, comply with company rules, ensure the services required comply with the Code of Ethics.

All managers of specific organisational units have a primary responsibility in relation to the Code of Ethics. For this end they must:

- Behave according to rules of the Code of Ethics, thereby constituting an example for employees and consultants
- Give direction to people so they perceive compliance with the Code as essential to the quality of their work
- Encourage employees and consultants to jointly examine aspects connected to the application and interpretation of the Code of Ethics
- Authorise expense accounts ensuring they are reasonable, genuine and supported by adequate documentation, in compliance with the rules for specific procedures, and by verifying the absence of personal expenses.

RE employees and collaborators, in addition to fulfilling the general duties of loyalty, correctness, fulfilling their contractual obligations with the company in good faith, must refrain from carrying out activities in competition with those of RE, complying with company rules and the Code of Ethics.

#### **2.4.7 Information management**

Employees and consultants must be aware of and adhere to company policies relating to data privacy, to ensure integrity, privacy and availability. They must ensure their documents are clear, with clear language, allowing them to be checked by colleagues, supervisors or outsiders authorised to do so.

In the matter of information acquired while executing one's tasks inside the company, it is absolutely forbidden to use this information inappropriately for personal advantage, be it direct or indirect, or to damage another person or the company's reputation.

#### **2.4.8 Conflict of interest**

All employees and consultants of RE are urged to avoid situations in which a conflict of interest may present itself, and to abstain from taking personal advantage of business opportunities they come to know about while executing their work tasks.

These are some examples included, but not limited to, situations that can determine a conflict of interest:

- Economical and financial interests of an employee and/or his/her family working with suppliers, clients and competitors
- Using one's position in the company or information acquired while working in order to have personal advantage, even indirectly, in conflict with company's interests
- Undertaking any work activity while at a client, supplier or competitor
- Accepting money, trips, goods, favours or benefits from people or companies that are in or intend to enter a business relationship with RE
- Authorising expense notes, verifying that they be reasonable, real and supported by adequate records, as required by the rules set out in designated procedures, and verifying that they do not include personal expenses.



#### 2.4.9 Use of company assets

All employees and consultants are required to work diligently in order to protect company assets, by behaving responsibly, following the correct procedures and carefully documenting their use. Specifically, every employee and consultant must:

- Use carefully and sparingly goods in his/her custody according to the use and responsibilities they have (for example, computer, mobile phone, car, etc.)
- Avoid the inappropriate use of company goods that can cause damage or lower efficiency, or that is not in the company's interest. Every employee and consultant is responsible for the protection of resources in his/her custody, and any potential threats or damages must be reported immediately

Company goods are considered consumer products, stationery and even offices and common spaces that employees and consultants use daily while at work: care and attention towards them is a sign of respect towards others. With this in mind, supervising the access of people/third parties not belonging to the company is crucial, recording access through required procedures. In the case of possible exceptions, if employees and consultants accompany someone they must do so with a greater sense of responsibility.

#### 2.4.10 Cyber crime

With regard to computer applications, employees and consultants are required to:

- Adopt and adhere to the company's security policies, so as to ensure the function and protection of IT systems
- Abstain from sending threatening or insulting emails, using inappropriate language or comments that could be offensive to individuals and/or damage company reputation
- Refrain from browsing internet websites with inappropriate and offensive content
- Refrain from any conduct associated with cyber crime, and in particular crimes that could involve administrative responsibility for RE, specified by Legislative Decree no. 231/2001, such as unauthorised access to computers, networks or unauthorised use of computer credentials
- Avoid spamming or chain letters/email or transmission of data/information/processes on the company network that could reduce the efficiency of the network, and have negative impacts on productivity

Avoid uploading borrowed or non authorised software on company systems, or making unauthorised copies of licensed programs for personal, business or third party use. Use of these assets, even involuntary, for any purpose outside company activity, may cause serious damage to the company (economical, reputation, of competitiveness, etc.), caused by unauthorised use that can lead to potential criminal and administrative offence for contingent offenses, and the need to take disciplinary actions towards employees/consultants.



## 2.5 CONDUCT FOR EXTERNAL RELATIONS

### 2.5.1 External communications

RE's communication to its stakeholders is based on a respect for the right of information; it is not permitted to divulge false or misleading news in any situation. Every communication activity must respect the law, rules, customs of professional conduct, and must be executed with clarity, transparency and promptness, protecting reserved information and trade secrets.

Employees and consultants may not give out information formally or informally to representatives of the media, trade unions, public and political institutions, without having power of representation, nor can they commit to provide it without authorisation.

### 2.5.2. Donations and sponsorships

RE may make donations to companies or associations, also non-profit organisations, paying special attention when selecting them, to avoid any potential conflict of interest at a personal or business level, and always with the relevant management's permission.

### 2.5.3 Political associations and trade unions

The Company cannot donate, be it directly or indirectly or in any shape or form, to any political party, political and trade union and organisation and their representatives and candidates, without breaching current laws.

## 2.6 CONFIDENTIALITY

Company information must fully respect the privacy and confidentiality of individuals. If necessary, RE will draft a confidentiality agreement with third parties handling information.

It is the obligation of every employee and collaborator to guarantee the confidentiality required by the circumstances for all information learned when carrying out their job.

RE is committed to the protection of information on behalf of its employees, consultants and third parties, that is acquired internally or through business relationships, and to avoid improper use of this information. Information, knowledge and data acquired or elaborated by employees and consultants through their work, belongs to RE and cannot be used, communicated or divulged unless expressly authorised.

Given that it is forbidden to divulge information regarding the organisation and its production methods or to use them in a misleading way, every employee and consultant in RE must:

- Acquire and store only necessary and appropriate data, used only for work purposes of in the relevant department and that is directly connected with its functions
- Acquire and treat data following specific protocols
- Keep data safe so that unauthorised people will not have access
- Transfer and use data using established protocols and/or with explicit authorisation
- Only after ensuring that it may be disclosed (for example in the sensitive phase of pre-assigning a contract and/or project, in relationship with suppliers)
- Ensuring there are no unconditional or partial restrictions when divulging information about third parties connected in any way to RE, and, in that case, get their consent
- Gather data so that any authorised individual accessing it may easily get a precise, thorough and truthful representation.





### **3. DISCIPLINARY MEASURES**

A violation of the rules of the Code of Ethics, if duly determined, constitutes a valid and sufficient reason for the application of disciplinary sanctions against the person responsible for that violation. It must be remembered that any violation could also be a source of serious economic damage for RE, according to general principles about civil responsibility and as consequence of potential application of penalties provided by Legislative Decree no. 231/01, regulating responsibility of a legal person for administrative offenses connected to a crime. This said, in addition to any disciplinary sanctions, RE reserves the right to take any other action necessary to protect its interests.

#### **3.1 EVALUATION OF DISCIPLINARY MEASURES**

Examining any violations of the Code of Ethics and evaluating subsequent disciplinary actions is the duty of the Supervisory Committee, unless otherwise stated in the following articles. Disciplinary sanctions are also determined in accordance with the collective agreement (CCNL) taken by the company. In the case where the violation is committed by a Company Director, the Board of Directors will be informed.

#### **3.2 DISCIPLINARY MEASURES FOR EXTERNAL STAFF**

Disciplinary action for individuals outside the company with contractual relationships, be they individuals or legal entities, will result in the suspension of their current relationships, unless they have the right to pay punitive damages. Art. 2049 of the Civil Code applies to the activity of third-party subordinates.

#### **3.3 DISCIPLINARY MEASURES FOR ADMINISTRATION**

In case of infractions committed by Administrators, investigation of the infraction and an evaluation of potential disciplinary measures will be assigned to the Board of Directors, excluding any members that might be involved. In case of infractions involving more than half of members of the Board of Directors, a Board meeting will be called.

#### **3.4 RIGHT TO DEFENCE**

In the case where disciplinary proceedings are pursued, the person accused must be given adequate, immediate and confidential communication of the infractions, ensuring that he/she is given an appropriate term of days, not less than 15, to resign, present their defence or ask to be heard. Disciplinary proceeding cannot be started more than three years after committing the infraction and cannot last more than 12 months from notice of the event. In all cases disciplinary proceeding must be concluded with a decision given in writing, motivated and signed by the president of the deliberating organism.

#### **3.5 SYSTEM FOR DELEGATION**

As already highlighted in paragraph 2.1.3 above, the method for defining activities and responsibilities in specific areas of intervention has the purpose of defining the company organisation, identifying the persons who work, on their own behalf or delegated by third parties, on activities specific to the company and to formalise the powers of decision-making and their economic means.

In establishing this system, also for the purpose of preventing possible offenses, the following must be taken into consideration and implemented: a clear and organic assignment of tasks, in order to avoid conditions with undefined references or loss of power, and a specific definition of the responsibilities and interests in Accordance with the Model of Organisation, Management and Monitoring (MOG) provided by Legislative Decree no. 23/01 and subsequent modifications and additions.



**ROSSOEVOLUTION S.r.l.**

Legal and Operational Headquarters: Via Ippolito Nievo, 33 - 20145 Milan

Offices: Corso Marconi, 4 - 10125 Turin | Viale Cesare Giulio Viola, 27 - Torre B - 00144 Rome

[info@rossoevolution.com](mailto:info@rossoevolution.com) - [rossoevolution.com](http://rossoevolution.com)

Registered capital €100,000.00 - Vat no: IT10163910960 - Company registration no: MI-2510684