

**Organization Model,**  
**Management and Control**  
pursuant to Legislative Decree 231/2001



**MAKER**  
COSTRUZIONI

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| Approved by the <b>Board of Directors</b>        | <b>CODE OF ETHICS</b><br><br>Annex A. to the MOGC |
| Version number <b>03</b> of<br><b>05/09/2023</b> |   |

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## VISIONS

| Date       | Rev. | Description  |
|------------|------|--|
| 30/09/2019 | 01   | First version  |
| 25/05/2022 | 02   | Update for new predicate offences                                  |
| 05/09/2023 | 03   | Update for whistleblowing legislation (Legislative Decree 24/2023) |
|            |      |  |
|            |      |  |

## 1. INTRODUCTION: AIMS PURSUED

Maker S.r.l. intends to clearly define the values that it recognizes, accepts, shares and assumes, in relation to all stakeholders in the company's activities ("Stakeholders"), both internal (shareholders, directors, employees and similar, etc.) and external (customers and suppliers, supervisory bodies, public institutions, etc.).

With this Code of Ethics, Maker S.r.l. also wishes to convey rules of conduct and guiding principles to which it intends to comply in carrying out its business activities.

To this end, Maker S.r.l. adopts and implements its own Code of Ethics and Conduct (hereinafter the "Code of Ethics") aimed at indicating the values and moral and professional standards that inspire the company in carrying out its activities, also with a view to efficiency and reliability, establishing unequivocal guidelines of conduct also in order to preserve a positive corporate reputation.

With this Code of Ethics, the company therefore aims to:

- explain the company's duties and responsibilities towards stakeholders so that they can find in it a recognition of their expectations;
- define and establish the ethical principles of reference and the basic rules of conduct that all stakeholders must comply with in order to ensure the implementation of lawful behaviour, develop a relationship of trust and strengthen the company's reputation.

This system of values and rules of conduct, which makes it possible to guide individual and collective behaviour and choices, necessarily complements the internal control system through which the company verifies and ensures compliance with the laws and company procedures in the pursuit of its objectives and in the performance of its activities and is part of the corporate control system of a preventive nature aimed at both developing an environment and the that incorporates high ethical standards of conduct and to prevent crimes, in particular those provided for by Legislative Decree 231/2001.

The Code of Ethics therefore assumes the task of expanding and completing the "Organization, Management and Control Model" (MOGC) of Maker S.r.l. by requiring the recipients of the Model to comply with the defined rules, as well as prohibiting other behaviors deemed not to comply with its vision and company policy. By virtue of the Confindustria Guidelines, the "Codes of Ethics" can be defined as those "official documents that contain the set of rights, duties and responsibilities of the entity towards stakeholders"

The current version of this Code of Ethics can be found on the company 's website at [www.maker.srl](http://www.maker.srl)

Maker S.r.l. also undertakes to disseminate the Code of Ethics to all those who have any business relationship with the Company, starting with consultants, suppliers and customers, also by means of a specific contractual clause.

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<sup>1</sup> CONFINDUSTRIA - Guidelines for the construction of organisational, management and control models – Approved on 7 March 2002 and updated March 2014, p. 46.

## 2. RECIPIENTS, SCOPE AND UPDATING

All Recipients of the Code of Ethics, better explained below, are required to comply with the rules of the Present in the parts applicable to them.

Under no circumstances may the pursuit of the Company's interests justify conduct contrary to any current legislation and/or the rules of this Code, which is configured as an instrument of guarantee and reliability, to protect the assets and reputation of Maker S.r.l.

The Company adopts this Code of Business Ethics and Conduct (hereinafter also the "Code") which defines the values to which everyone, employees and collaborators, the administrative body, shareholders and third parties in general must comply, accepting responsibilities, roles, rules and organizational structures for the violation of which they assume the relative responsibility, regardless of the dispute of any liability on the part of the company. Maker S.r.l. aims to create an environment that promotes values and encourages ethical conduct, achieving a collaborative environment in which the dignity of each individual is respected.

Knowledge and compliance with the Code by its Recipients are therefore primary conditions for Maker's transparency and reputation.

The Code of Ethics is the basis and reference of the Organisational, Management and Control Model adopted by the Company pursuant to Legislative Decree no. 231 of 2001 and subsequent amendments (hereinafter also the "Model 231"), supplementing the regulatory framework to which the company is subject.

In particular, the principles and provisions of this Code are addressed to all the following Recipients:

- persons who, within the company organization, are in a top position (shareholders, directors, department heads) and who hold a role of responsibility;
- persons who, within the company organization, hold a subordinate position with respect to the former (employees);
- external collaborators who perform, directly or indirectly, services related to the company's activities (consultants, external professionals);
- commercial and operational partners who have a role in projects and operations;
- all those who, directly or indirectly, permanently or temporarily, establish, for any reason, relationships and collaborative relationships or work in the interest of the Company;

All Third Parties who have, for whatever reason, relations with the Company (customers, suppliers, etc.) are also required to comply with the principles contained in the Code.

All the above-mentioned subjects are hereinafter referred to as the "Recipients".

The principles expressed in the Code represent the common basis of values and the essential non-derogable prerequisite that must guide, within the scope of their role, function and activities, the conduct of all recipients.

Maker undertakes to promote awareness of the Code by employees and other stakeholders and monitors compliance with it.

This Code, approved by the Administrative Body, is revised and updated by resolution of the Administrative Body, in accordance with the forms and procedures provided for in the Organisation, Management and Control Model adopted by the company pursuant to art. 6 of Legislative Decree 231/2001 and of which this Code of Ethics is an essential and integral part, also on the basis of the suggestions and indications of the Supervisory Body.

The Supervisory Body, together with the company's top management, has the task of supervising compliance with the Code of Ethics and, in necessary collaboration with the company's top management, has the possibility of suggesting possible sanctions in the event of shortcomings or violations of the Code itself, in accordance with what is defined in the document called "*Disciplinary and sanctioning system*".

### **3. DISSEMINATION AND COMPLIANCE WITH THE CODE**

The Company promotes knowledge and observance of the Code of Ethics among all those operating in its sphere of activities (e.g. directors, employees, collaborators in various capacities, commercial and financial partners, consultants, customers and suppliers, shareholders), requiring compliance and providing, in the event of non-compliance, appropriate disciplinary and/or contractual sanctions. These subjects are therefore required to know the content of the Code of Ethics, to observe it and to contribute to its implementation, reporting any deficiencies and violations, of which they have become aware, to the Supervisory Body, if necessary, they must also request and receive from the company departments in charge the appropriate clarifications regarding the interpretation of its content.

Therefore, all Recipients are required to report to the Supervisory Body (hereinafter also the "SB"), appointed by the company pursuant to Legislative Decree 231/2001, any violation, suspected violation or conduct prodromal to the violation of the Model – committed by any person – that may be known to them, in the manner and safeguards indicated in the Organizational Model, management and control adopted pursuant to art. 6 of Legislative Decree no. 231/2001 updated to the new legislation referred to in Legislative Decree no. 24 of 10 March 2023 on whistleblowing and according to the indications of the specific procedure adopted by the company.

The Company also promotes and encourages the collaboration of staff in respecting, knowing and implementing the Code of Ethics and Conduct.

### **4. MISSION AND VALUES OF CONDUCT**

The following are the values that the company makes its own and which it requires to be respected by all stakeholders.

#### ***SAFETY AT WORK***

In consideration of the company's activity, the safety of workers is one of the pillars of the company's values, as also demonstrated by the possession and continuous updating of a certified health and safety management system compliant with ISO 45001:2018.

Maker S.r.l., with a constant view to risk prevention, is committed to consolidating and spreading the culture of safety, developing awareness of risks and promoting responsible behavior by all employee; Safety in the workplace, the protection of workers' health and the guarantee of working conditions that respect individual and collective dignity are considered of fundamental importance.

### ***FAIRNESS, CLARITY & CONFIDENTIALITY***

Maker S.r.l. does not tolerate improper conduct by one or more persons working on behalf of the Society. Conduct that constitutes a violation of the rules of civil coexistence and of social and commercial relations, as recognized, or as provided for and governed by laws and regulations, is not correct. Incorrect behaviour compromises relations between the Company and the Corporate Bodies, employees and collaborators as well as between the Company and its commercial, entrepreneurial and financial partners, both public and private. Maker prohibits obtaining competitive information through unfair behavior. The general principle of fairness requires:

- compliance with laws, regulations and permitted uses;
- respect for those who have relations with the Company;
- honesty in relations with Public Administrations and Institutions;
- the protection of confidentiality.

The company also believes that correct, consistent and loyal behaviour is essential to ensure a timely, clear and transparent dialogue with all Customers, Suppliers and Collaborators. All actions and relationships with third parties must be carried out in a manner that ensures correctness, completeness and uniformity, so as to allow them to make fully informed decisions.

Honesty also means guaranteeing, in accordance with the provisions of the law, the confidentiality of the information that you necessarily come into possession of during your activity: except in cases of express authorization, the use of confidential data for purposes other than those agreed upon will be prohibited.

### ***SAFEGUARDING AND PROTECTING THE ENVIRONMENT***

Maker S.r.l. is registered in the National Register of Environmental Managers – Lombardy Regional Section. The Company, In order to achieve respect for the environment, it implements a company policy aimed at minimizing the external impact of its activities and the materials treated.

Maker S.r.l. promotes the correct use of resources and respect for the environment in the performance of its activities and in the conduct of the company's business.

The Recipients, in carrying out their functions and activities, undertake to comply with the current legislation on environmental protection and protection applicable to the Company.

The enhancement of the environment, the consideration of environmental aspects and the commitment of the company in this area are also confirmed by the certification of its environmental management system in accordance with the ISO 14001:2015 standard.

Maker's corporate assets consist of tangible physical assets such as computers, printers, equipment, vehicles, real estate, infrastructures, simple and complex means necessary for its business, and intangible assets such as confidential information, know-how, technical knowledge, developed by the Company and its Personnel.

In order to safeguard the company's interests, each Recipient is directly and personally responsible for the protection and conservation of physical and intangible assets and resources, whether they are

tangible or intangible, entrusted to it to carry out its tasks, as well as the use of the same in accordance with the interests of the company and the company's procedures. Staff are responsible for preventing fraudulent or improper use of company resources.

### ***LEGALITY***

The performance of all the Company's business activities must be carried out in compliance with the laws in force. The Recipients are required to know and comply diligently with the laws and regulations in force in the countries in which the Company operates. Under no circumstances can the pursuit of the Company's interest justify conduct in violation of such laws and regulations. Maker S.r.l. undertakes to avoid any discrimination based on age, sex, sexuality, state of health, race, nationality, political opinions and religious beliefs of its interlocutors.

### ***INTEGRITY AND ANTI-CORRUPTION***

Maker S.r.l. refuses and shuns unlawful or otherwise incorrect conduct in internal and external relations to the Company and from any form of bribery in order to achieve personal or business objectives. The general principle of integrity is therefore realized:

- in the fight against all forms of exploitation or abusive recruitment and irregular employment of workers;
- in the fight against discrimination and acts or harmful behaviours to personal dignity;
- the commitment to establish and maintain a safe and healthy working environment, in compliance with all relevant legal regulations;
- in the fight against and prevention of corrupt practices, illegitimate favours, collusive behaviour and solicitation of personal advantages aimed at the pursuit of illicit objectives and any direct conditioning/influence on the Supervisory Authorities;
- in maintaining a correct and loyal behavior towards colleagues as well as in the commitment to guarantee the integrity of company assets.

Maintaining impeccable corporate integrity means stigmatizing any conduct aimed at committing crimes, any form of agreement while maintaining one's own line of moral integrity.

Maker S.r.l. does not accept and does not tolerate any type of corruption and, therefore, will not have any type of relationship with those who do not intend to comply with these principles.

Therefore, it is not permitted to give, offer, promise, receive, accept, request or solicit money or other favors in order to obtain or maintain an undue advantage in the performance of work or collaboration activities; This is irrespective of whether the addressee of that document is a public official or a private person, and regardless of any actual undue advantage obtained. In addition, it is not permitted to exploit or boast of existing or alleged relationships with a public entity, aimed at unduly obtaining advantages from a third party in consideration for unlawful mediation with the public entity.

The Recipients, in carrying out their activities and functions, undertake to maintain conduct based on moral integrity and the principles of fairness, good faith and transparency.

### ***PROFESSIONALITY***

Each Recipient is required to carry out his/her activity with the professionalism required by the nature of the tasks and functions performed, assuming their responsibilities and using their maximum efforts.





### ***PROTECTION OF COMPETITION***

The Company complies with the principles and laws put in place to protect competition in the reference market, refraining from any behaviour that may distort the same.

### ***WORKING ENVIRONMENT***

The Company is committed to ensuring the best protection of working conditions in order to safeguard health and the psycho-physical integrity of Employees and Collaborators, respecting the personality of each one, ensuring that no unlawful conditioning or any undue or illegitimate activity is carried out against them. Sexual harassment or other conduct that is detrimental to the dignity and freedom of persons is not permitted.

### ***FIDELITY***

Maker S.r.l. maintains a relationship of trust and mutual loyalty with each of the Recipients.

All Recipients must consider compliance with the rules of the Code of Ethics as an essential part of their obligations to the Company.

The duty of loyalty also entails for each employee of the Companies the prohibition of:

- take on occupations with employment relationships employed by third parties, consultancy assignments or other responsibilities on behalf of third parties, which are incompatible with the activity carried out by Maker, without the prior written authorization of the Company;
  - carry out activities that are contrary to the interests of the company or incompatible with the duties of the activity and the performance of work;
  - accept money, favors or other benefits from individuals or companies that are or intend to enter into business relationships with Maker;
- accept remuneration from parties other than Maker for services to which it is required in the performance of its duties and work performance.

### ***CONFIDENTIAL INFORMATION AND PRIVACY POLICY***

Maker S.r.l. undertakes to observe and implement the provisions and principles of data protection to this end and to adopt all the technical and organizational measures deemed necessary.

The processing of personal data takes place exclusively for the purposes pursued by the Company, in relation to the exercise of its activity. The personal data of all Data Subjects are also protected in accordance with the company's internal procedures and policies, as well as in full compliance with the provisions of EU Regulation 2016/679 and national legislation and the assessments carried out by the Company, also with regard to the personal data necessary for its purposes, the conditions of legitimacy of the processing and the related processing methods and storage times.

The Recipients are required to protect the confidentiality of the personal data and information they come into possession of as a result of the services carried out on behalf of the Company and to comply with the legal requirements and instructions dictated by the Company so that all the obligations provided for by the regulations in question are observed.

the protection of personal data and all the measures adopted for the protection of Data Subjects and their personal data.

Without prejudice to the above regarding the protection of personal data, with reference to company information, it is not permitted in particular:

- communicate company information to third parties, except in the public domain;
- use business information for purposes other than those for which it is intended;
- make digital and paper copies of documents containing business information or delete, remove, destroy documents or archived copies, except where this is necessary to perform specific tasks;
- Improperly destroy company information.

The duty of confidentiality remains even after the termination of the employment or collaboration relationship with the Company.

#### ***IMPARTIALITY AND CONFLICT OF INTEREST***

The board of directors, management, and all employees and collaborators of Maker are required to avoid situations and/or activities that may constitute a conflict of interest, even if only potential, with the interests of the Company or that could interfere with their ability to make impartial decisions and must pay the utmost attention to all situations that may generate, even potentially, situations of conflict of interest.

In the event of a conflict of interest, even if only potential, the Recipients must refrain from contributing, directly or indirectly, to any decision or resolution relating to the matter to which the conflict refers, giving timely notice to their contact person or to the Body to which they belong.

The obligation to avoid situations of conflict of interest must also be understood as extended to suppliers and all collaborators in various capacities of the Company.

#### ***ANTI-MONEY LAUNDERING AND COUNTER-TERRORISM***

The company must not, in any way and under any circumstances, be involved in events relating to the money laundering from illegal or criminal activities, self-laundering or terrorist financing. To this end, the Company applies, where deemed appropriate and applicable to the business context, the restrictions defined for business activities involving certain countries, organizations, individuals, companies or assets. Maker is committed to complying with all national and international regulations and regulations on money laundering and terrorist financing.

Before establishing relationships or entering into contracts with long-term business partners, the Recipients are required to ascertain and carry out the appropriate checks on the moral integrity and reputation of the counterparties.

#### ***INTELLECTUAL AND INDUSTRIAL PROPERTY MANAGEMENT***

The Company shall take appropriate measures and initiatives to protect its intellectual property and not to violate that of others. In particular, the Company undertakes to:

- use only creative ideas or elaborations of which it has the right to use by virtue of ownership and/or rights granted by third parties;
- use trademarks whose use is within the Company's disposal through a legitimate title to use. In addition, in the context of relations with suppliers, the company requires, where possible, them to ensure that the goods and their intended use do not violate third party rights concerning industrial property (trademarks and patents). In such dealings, the Company shall take appropriate indemnification measures for any claims, lawsuits and indemnifications that may be made by third parties, due to infringement of patents, trademarks or trade names.

## 5. CODE OF CONDUCT

Below is a list of the main rules of conduct divided by reference interlocutor.

### 5.1 Dependents

#### ***SELECTION, ENHANCEMENT AND PROTECTION OF PERSONNEL***

Maker S.r.l. is aware of the importance of human resources within the company and is therefore committed to enhancing and developing the skills necessary to stimulate the skills and potential of its Employees and Collaborators, believing it to be of fundamental importance to establish and maintain relationships with them based on mutual trust.

Therefore, in the management of employment and collaboration relationships, Maker S.r.l. pursues and guarantees respect for workers' rights and their full enhancement based on professional development and growth. Maker S.r.l. is therefore committed to offering equal employment opportunities to all employees on the basis of their specific professional qualifications, based solely on their ability to perform, without any discrimination related to race, sex, age, nationality, religion, political orientation, etc., also ensuring an adequate working environment from the point of view of personal safety and health and in any case free of prejudice.

Maker S.r.l. does not tolerate and repudiate, as it is detrimental to human dignity, discriminatory, humiliating, psychological violence or isolation towards collaborators or colleagues, regardless of the reasons that determine them.

Maker S.r.l. repudiates and does not use child labour and considers the protection of minors and the repression of any form of exploitation of minors to be of primary importance.

Maker S.r.l. avoids and does not use the abusive recruitment and irregular employment of workers, and actively pursues the goal of guaranteeing working conditions that respect the moral integrity and personal dignity of the individual.

The selection of personnel is based on the criterion of the correspondence of the candidates' skills and abilities with respect to the company's needs and responds to and implements a policy of equal opportunities. The information requested during the selection of candidates is closely linked and aimed at verifying the correspondence of their skills, experience and abilities to the professional and psycho-aptitude profile outlined, in any case ensuring respect for the candidate's privacy and opinions.

Employee management takes into account the professionalism, skills and abilities demonstrated by human resources, as well as the merit of employees, avoiding favoritism, nepotism or other forms of clientelism.

Maker S.r.l. plans and implements the updating and training of personnel to enhance, maintain and increase the professionalism and skills of all human resources.

Maker S.r.l. implements every initiative and measure necessary to ensure compliance with current legislation on the protection of health and safety at work, pursuing a culture of safety based on risk awareness and the promotion of responsible behavior by all employees. Maker S.r.l. pursues the objective and requires all Recipients that, in internal and external employment relationships, harassment of any kind does not occur, repudiates any situation and condition that may be, even if only potentially, the source of a hostile work environment towards individual workers or groups of workers, or that may involve unjustified interference with the work of others or may be an obstacle and impediment to the professional prospects of others.

Maker S.r.l. does not allow sexual harassment, nor situations in which the possibilities of professional growth or other advantages are conditioned by the provision of sexual favors or proposals for private interpersonal relationships unwelcome to the recipient that may disturb his serenity.

Each employee or collaborator of Maker S.r.l. must refrain from working under the influence of alcohol or drugs or with a similar effect and from consuming such substances during the course of their work.

It is forbidden to smoke in places where this may endanger people's safety and health. Smoking is prohibited in all situations where more than one person constantly shares the same work environments.

#### ***CONFLICT OF INTEREST***

All Collaborators must ensure that all their professional decisions are in line with their best interests of the entity with which they relate: they, therefore, must avoid any situation of conflict of interest that could affect their independence of judgment and choice.

#### ***PROPER USE OF COMPANY ASSETS***

Employees may use company assets in the interest of the Company and limited to what is necessary for the performance of their duties and in any case in compliance with the purposes authorized by the Company and company procedures and policies.

Each Employee and Collaborator is required to protect company assets through responsible behaviour, in line with the operating procedures set up to regulate their use: this means using all company tools and workspaces with care, diligence and, above all, with reasons strictly functional to the performance of their professional activity, so as to prevent improper use of the same from leading to their damage and deterioration.

#### ***USE OF COMPUTER SYSTEMS***

Each employee is responsible for the security of the IT systems used and is subject to the provisions of the applicable regulations, under the conditions of the licence agreements and internal company procedures such as the

A document that regulates the use of the company tools. Without prejudice to the provisions of civil and criminal laws, the improper use of company assets and resources includes the use of the same for purposes other than those inherent in the employment relationship or to send offensive messages or messages that may cause damage to the Company's image. Each employee is also required to make the necessary commitment in order to prevent the possible commission of crimes through the use of IT tools.

### ***ACCESS TO EXTERNAL IT SYSTEMS***

In order to exclude unlawful conduct contrary to the regulations in force on information technology, it is forbidden to employees and other persons who operate on behalf of the Company, including on third-party systems:

- unlawfully access a computer or telematic system protected by security measures, or remain in it against the express or tacit will of those who have the right to exclude it;
- illegally hold and disseminate access codes to computer or telematic systems protected by security measures, procuring, reproducing, disseminating or delivering codes, keywords or other means suitable for access or providing others with instructions suitable for the above-mentioned purpose;  
disseminate equipment, devices or programs aimed at damaging a computer or telematics system or at interrupting all or part of its operation;
- fraudulently intercept information relating to a computer or telematic system (or between several systems), or unlawfully prevent or interrupt such communications, or install equipment capable of intercepting them;
- damage information, data or computer programs of others, including those used by the State or other public body or in any case of public utility, through the introduction or transmission of data, information or programs;
- commit computer fraud with violation of legal obligations for the issuance of a qualified electronic signature certificate.

### ***COPYRIGHT PROTECTION***

The Personnel uses the IT resources assigned exclusively for the performance of their activities, in full compliance with the regulations on the use and management of information systems and defined company procedures. Furthermore, no Recipient is permitted to install unlicensed software on the Company's computers or to use and/or copy documents and material protected by copyright (audiovisual, electronic, paper or photographic recordings or reproductions) without the express authorization of the holder and except in cases where such activities are part of the normal performance of the functions entrusted to him. Finally, it is expressly forbidden to carry out illegal downloads or transmit content protected by copyright law to third parties.

### ***GIFTS AND BENEFITS***

You are not allowed to directly or indirectly receive/offer money, gifts or benefits of any nature in a personal capacity to/from managers, officers or employees of Customers, Suppliers, Public Administration bodies, public or private institutions or any other type of organization for the purpose of obtaining undue advantages. Acts of commercial courtesy, such as gifts or forms of hospitality, are allowed only if they comply with defined company procedures.

## 5.2 Members

### **VALUECREATION**

In the corporate sphere, the creation of value is one of the primary objectives pursued by the Company through a policy that is careful to safeguard the company's solidity, while promoting economic competitiveness and respect for the ecosystem.

### **GOVERNANCE RULES**

The Company has outlined governance rules that, indirectly, are inspired by the recommendations contained in the "Code of Conduct" of Confindustria: in this way it is possible to operate through criteria of higher efficiency, as well as to ensure greater levels of transparency that allow to increase the image of reliability that Customers and third parties in general accrue towards Maker S.r.l.

In relation to the principles already presented, it is ethically forbidden and therefore provided for – and sanctioned – within the Disciplinary System, for the figure of the Members of:

- engage in any conduct aimed at causing damage to the integrity of assets;
- perform any act, even simulated or fraudulent, aimed at influencing the will of others members of the Shareholders' Meeting in order to obtain the irregular formation of a majority and/or resolution different from the one that would otherwise have occurred;
- carry out any type of corporate transaction likely to cause damage to creditors.

## 5.3 Collaborators

The Company, in carrying out their business, avails itself of the assistance of external collaborators: the establishment of relationships with regard to them is required to ensure full compliance with the regulations in force and the principles of this Code.

Collaborators will therefore have to promote transparent and cooperative agreements, enhancing every synergy with the Company.

At the time of negotiation with them, Maker S.r.l. will implement all appropriate initiatives so that the future collaborator is put in a position to know the principles and rules of conduct required and the measures and protocols applied by the company (as described in the MOGC) that are applicable to him.

Maker S.r.l. also reserves the right to include clauses in the collaboration contract to terminate the collaboration relationship in the event of non-compliance with the aforementioned rules and principles.

## 5.4 Customers and Clients

### **QUALITY AND RELIABILITY**

The Company's success is based on its ability to meet customer expectations while maintaining high levels of reliability. To this end, the primary objective is to identify the real needs of customers, maintaining an open dialogue with them, and, subsequently, to ensure their satisfaction through high quality services.

### **NEGOTIATION FAIRNESS**

The Company, through its employees and collaborators, pursues, in compliance with internal procedures, the objective of maximum customer satisfaction, providing, among other things, exhaustive, truthful and accurate information on the services provided, so that the same can make informed decisions.

Maker S.r.l. carries out its activities in full compliance with the law, sector regulations and those set up to protect competition, basing its conduct on negotiating fairness, professionalism, impartiality, transparency in contractual commitments as well as courtesy and collaboration.

The Company's employees, who have relationships or who have had contact with external interlocutors, undertake to guarantee the confidentiality of commercial or otherwise relevant information relating to customers and clients of which they become aware in the performance of their activities.

Before participating in tenders, Maker S.r.l. carefully assesses the adequacy and executability of the technical, economic and safety services required.

#### ***GIFTS AND BENEFITS***

It is strictly forbidden to offer/receive, directly or indirectly, gifts and/or gifts to/from customers and/or benefits (money, objects, services, performances, favours or other benefits in general) such as to be interpreted by an impartial observer as aimed at obtaining an advantage, even if not economic. Acts of commercial courtesy, such as gifts or forms of hospitality, are only permitted if they comply with the following three conditions:

- ☐ the gifts are of an appropriate nature;
- ☐ theirs is a modest value (to be understood according to the relevant legislation);
- ☐ In any case, the laws are respected.

### ***5.5 Suppliers of goods and services***

#### ***HONESTY AND LEGALITY***

Maker S.r.l. establishes relationships only and exclusively with subjects who operate in strict compliance with the current legislation and the principles that inspired this Code of Ethics, expecting, similarly, to find symmetrically correct, diligent behaviour in compliance with the provisions of the law, good practices in the field of ethics, as well as the protection of health and safety in the workplace.

#### ***OBJECTIVE ASSESSMENT***

The Supplier selection process is based on objective evaluations according to principles of fairness, cost-effectiveness, quality, innovation, continuity and ethics, comparing the various offers on the market each time and carefully evaluating the guarantees provided with regard to the precise fulfilment of what was promised, in order to finalize the purchasing processes in search of maximum competitive advantage, while excluding any form of discrimination.

#### ***NEGOTIATING INTEGRITY***

Maker S.r.l. guarantees each supplier equal opportunities and the opportunity to compete in the reliance, excluding preferential treatment.

In particular, employees and collaborators must:

- observe and respect with the applicable legal provisions and contractual conditions in the supply relationships;
- comply with internal procedures relating to the selection, where applicable, and the management of relations with suppliers;
- obtain the cooperation of suppliers in ensuring the satisfaction of the needs in terms of quality, costs and delivery times of goods or provision of services;
- observe the principles of transparency and completeness of information in correspondence with suppliers;
- avoid being subjected to any form of conditioning by third parties for the making of decisions and/or the execution of acts related to their work activity.

In addition, Maker ensures that employees, where applicable:

- do not induce suppliers to enter into an unfavourable contract with a view to subsequent benefits;
- commence activities for consideration only after the stipulation of the relevant contracts or subject to specific written acceptance of an early execution.

In the conclusion of agreements and transactions and in the stipulation of contracts on behalf of Maker, as well as in the execution phase of the same, the employee and, in any case, the person with the powers to sign the contracts, (i) does not resort to the mediation of third parties, (ii) nor does he correspond or promise benefits by way of intermediation, nor to facilitate or have facilitated the conclusion or execution of the contract.

The prohibition does not apply to cases in which Maker has expressly decided to resort to the activity of professional intermediation (e.g. in the event that the task of business agent, insurance broker/broker, real estate agent, etc.) has been entrusted.

The remuneration to be paid to suppliers must be exclusively commensurate with the service indicated in the contract and payments may not be made in any way to a party other than the contracting party or in a third country other than that of the parties or the country of execution of the contract.

#### **CONFIDENTIALITY OF INFORMATION**

The Company's commitment is to maintain confidentiality regarding confidential information regarding its suppliers (e.g. strategic information of the supplier company and personal data). Suppliers are also required to ensure confidentiality with regard to information, documents, personal data relating to the Company, its staff and/or its collaborators.

### **5.6 Competitors**

#### **FARCOMPETITION**

Maker S.r.l. considers fairness towards the many competitors on the market to be of primary importance. Therefore, it undertakes to comply with all relevant laws and to cooperate with market regulatory authorities.

#### **GATHERING OF COMPETITOR-RELATED INFORMATION**

It is forbidden to obtain information on competitors (e.g. activities, methods of providing services) by means of unlawful or unethical (e.g. theft, corruption, corporate espionage). The Company is committed in all situations



to respect the market and its competitors, rejecting any ethically incorrect and/or criminally relevant behaviour.

### ***5.7 Public Administration***

In the minimum contents of the Code of Ethics drawn up by Confindustria<sup>2</sup>, the importance of protecting relations with the Public Administration as they are considered to have a high potential for crime-risk.

Public Administration (hereinafter, "PA") means public entities (European, state and peripheral) and private entities that perform a "public function" or a "public service" and as such are equivalent to the public administration.

Relations with the Public Administration and Public Institutions, in particular if they involve the assumption of commitments towards the Public Administration and Public Institutions, must be managed exclusively by the company functions in charge and authorized.

Relations with these subjects are based on compliance with the relevant legislation as well as the rules of this Code of Ethics, with particular reference to the principles of loyalty, fairness, transparency and efficiency. In all relations with the Public Administration or Public Institutions, the Recipients must operate in full compliance with the law and correct commercial practice.

#### ***LEGACITY AND FAIRNESS***

Maker S.r.l. inspires and adapts its conduct to respect the impartiality and good performance to which the PA is required, operating at all times in full compliance with the law and fair business practice.

#### ***CONFLICT OF INTEREST***

The Company does not allow the possibility of being represented by third parties in relations with the PA, in the event that there is, even abstractly, a conflict of interest.

Company applies the same guidelines to the "third party" as to employees, managers and any other "Recipient" of the Model.

#### ***GIFTS AND BENEFITS***

The Company condemns any conduct carried out by anyone on its behalf, consisting in promising/offering (directly or indirectly) money or other benefits to representatives of the PA and/or their relatives/relatives from which interest or advantage (even if only potential) for the company may result and constitute acts of corruption both if carried out by corporate bodies / employees / collaborators of the Company and if carried out through subjects operating on behalf of the Entity.

#### ***BUSINESS NEGOTIATIONS***

External collaborators, professionals, directors, and internal persons of the Company in charge of following the institutional and operational relations with the PA must not under any circumstances seek to improperly influence the decisions of its representatives.

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<sup>2</sup> CONFINDUSTRIA - Guidelines for the construction of Organisational, Management and Control Models – Approved on 7 March 2002 and updated in March 2014.

It is forbidden to make, induce or facilitate false declarations to Public Administrations, Institutions and Authorities.

### **CONTRIBUTIONS AND GRANTS**

Regarding grants, the Company condemns any conduct aimed at achieving by the State, Regions, European Union or other public body any type of disbursement (loans, contributions) by means of altered or falsified declarations and/or documents, or, more generally, through artifices / deceptions (including those carried out by means of a computer or telematic system) aimed at misleading the supplying authority.

It is also forbidden to divert or allocate contributions, subsidies and financing (of any amount) with timing and/or purposes other than those for which they were granted, regardless of the Public Body who provided them.

The persons responsible for the management of financial activities, investments and loans received from the PA or from public bodies must base their work on principles of fairness and transparency, also observing the obligations of information towards the Company's administrative and control bodies: this translates into the principle of making available the documentation regarding each operation carried out within the scope of the tasks and functions assigned.

## 6. ETHICS IN BUSINESS MANAGEMENT

The proper handling of sensitive information and data is a prerequisite, given the presence of constant staffing in the structures owned by the clients. For this reason, the Company guarantees adequate management and protection, safeguarding the methods of data storage in compliance with the relevant regulations and procedures.

Administrative Bodies, Employees and Collaborators are required to conduct themselves correctly and transparently in the performance of their activities, especially in relation to requests made by Shareholders and other corporate bodies. Maker S.r.l. condemns any conduct aimed at altering the correctness and truthfulness of the data and information contained in the financial statements, reports or other corporate communications required by law.

All Recipients are therefore obliged to guarantee – by verifying with due diligence – the truthfulness, authenticity and originality of the information provided in the performance of their business activities. They will also be required to make appropriate reports to the competent bodies in the event that they find any falsehoods, errors or omissions.

Every operation and/or transaction, understood in the broadest sense of the term, must be legitimate, authorized, consistent, congruous, documented, recorded and at all times verifiable, in accordance with the procedures common to the Company. In operational terms:

- it must always be possible to carry out checks on the characteristics of the operations carried out, on the reasons that led to them, on the authorisations to carry them out, on the execution of the operations themselves (hence the need for adequate documentary support for each operation carried out);
- Any person who carries out operations and/or transactions involving sums of money, goods or other economically valuable utilities, must act on specific authorization and provide, upon request, any valid evidence for verification.
- The information that flows into the accounting, both general and analytical, must comply with the principles of clarity, transparency, correctness, completeness and accuracy.

## 7. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

An internal control and risk management system is the set of rules, procedures and organisational structures aimed at enable, through an adequate process of identification, measurement, management and monitoring of the main risks, a healthy, correct and consistent management of the company with the objectives set.

Maker S.r.l. is committed to promoting and maintaining an adequate internal control and risk management system in order to ensure the protection of the company's assets, the efficiency and effectiveness of business processes, the reliability of accounting and financial information, compliance with laws and regulations as well as the Articles of Association and internal procedures. It is the Company's task to disseminate, at all levels, an internal culture characterized by awareness of the existence of controls and the correct exercise of the process of identification, management and monitoring of the main corporate risks.

## 8. DISCIPLINARY POWER

Failure to comply with the precepts, obligations/prohibitions set out in this Code of Ethics and, likewise, any action / omission in any way contrary to decorum or to the proper exercise of business activity, are punishable by the disciplinary sanctions provided for both by the MOGC 3 and by law.

Violations of the provisions and principles of the Model and the Code of Ethics constitute a damage of the relationship of trust with the Company and constitute a disciplinary offence for employees.

The application of disciplinary sanctions is independent of the initiation and outcome of any criminal proceedings.

The sanctioning measures will be commensurate with the type and seriousness of the violation and its consequences for the Company and will be adopted in compliance with the legislation and the National Collective Labour Agreement in force.

Internal and external interlocutors who become aware of violations of the precepts, obligations and prohibitions of this Code by colleagues and/or third parties have the duty to inform the Supervisory Body, which undertakes to provide a contact method.

All Recipients can (and must) report to the SB even the slightest suspicion of violation of the Code of Ethics in the manner and according to the indications of the Organization, Management and Control Model updated to Legislative Decree no. 24 of 10 March 2023 on whistleblowing and in compliance with the requirements of the internal procedure adopted.

The Supervisory Body may:

- provide an analysis of the report;
- act in a way that ensures whistleblowers against any kind of retaliation such as discrimination or penalization in general, even indirectly, ensuring, if he deems it appropriate, the identity of the whistleblower;
- in the event of an ascertained violation of the Code of Ethics, disciplinary proceedings will be initiated against the person responsible and the sanctions provided for by the company's Disciplinary System will be imposed. The reporting procedures and the model for receiving and managing reports are defined and formalised in the procedure adopted by the Company on whistleblowing, in compliance with the provisions of Legislative Decree no.

24/2023.

## 9. IMPLEMENTATION, MONITORING AND DISSEMINATION OF THE CODE

The procedures for implementing, controlling and disseminating the Code of Ethics are an essential component of each Model as they aim to disseminate it inside and outside the organization, to ensure compliance and to ensure its effective effectiveness.

With regard to its accessibility by all "Recipients", the Company undertakes to ensure timely dissemination of the Code of Ethics through, for example, the online publication of the Code of Ethics on the company website, so as to make it accessible to Company Personnel and all stakeholders.

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<sup>3</sup> The penalties provided for by the type of offence are described in the Annex to the MOGC – "*Disciplinary System*"

## **10. CONFLICT OF COMPANY PROCEDURES AND REGULATIONS WITH THE CODE OF ETHICS.**

In the event that even one of the provisions of this Code should conflict with provisions provided for in internal regulations or procedures, the Code of Ethics shall prevail over any of these provisions.

