



## CODE OF ETHICS

approved by the Board of Directors of \_\_\_\_\_ on  
dd/mm/yyyy

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# CODE OF ETHICS

## Art. 1. NATURE AND PURPOSE OF THE DOCUMENT

**Zenita Group** is a leader company in System Integration, whose core business is the design, integration, and management of innovative technological solutions, thanks to its expertise in networking, cyber security, data centers, cloud, enterprise applications, and IoT.

The group was formed in 2020 from the merger of leading Italian companies with synergistic core businesses, initially brought together under the **Maticmind** brand.

With the rebranding operation in October 2025, the Group decided to change its market image by choosing the name **Zenita Group**, to better represent its evolution and strategic vision, as well as to create a common identity for all its companies.

The Code of Ethics is the tool through which **Zenita Group's** companies (hereinafter also referred to as the "Group") define and communicate their identity of values, committing themselves to preserving their integrity, credibility, and sustainability over time. It brings together general principles and rules of conduct that the Group voluntarily chooses to adopt and make public, as a concrete manifestation of its responsibility towards all stakeholders with whom it interacts.

This Code is based on respect for human rights, personal dignity, and the principles of legality, fairness, transparency, responsibility, confidentiality, and sustainability. These values guide every activity and every relationship, both internal and external, recognizing that individual behavior has a direct impact on the reputation and value of **Zenita Group**.

**Zenita Group** therefore considers it essential to clearly express and share these principles, values, rules of conduct, and common responsibilities with the people who work with the Group and with those who have a legitimate interest in its activities. Adherence to these principles strengthens the trust of customers, partners, investors, institutions, and the people who work in the organization or aspire to be part of it.

For this reason, the Code of Ethics is a daily reference point and a preventive tool: it helps to recognize ambiguous or potentially risky situations, as well as attitudes or relationships that could endanger each company or its stakeholders. Knowing and applying it is a duty for everyone, as the reputation and success of the organization are the result of the responsible commitment and attention of each individual.

To this end, **Zenita Group** monitors compliance with the Code of Ethics by providing adequate information, prevention, and control tools to ensure compliance.

## Art. 2. STRUCTURE OF THE CODE OF ETHICS

This Code of Ethics consists of the following parts:

1. General ethical principles

2. Rules of conduct in the field of corporate governance
3. Rules of conduct in relations with personnel
4. Rules of conduct in relations with third parties
5. Implementation mechanisms

## Art. 3. SCOPE

This Code of Ethics applies to all **Zenita Group** companies, both in Italy and abroad, as an integral part of the Group's corporate provisions.

It is therefore binding on directors, employees, and all those who operate in the name and on behalf of **Zenita Group** companies and, where expressly provided for, on certain third parties in their contractual relationships with Group companies.

In general, however, **Zenita Group** hopes that, regardless of express contractual obligations, its stakeholders will voluntarily adhere to the principles on which the Code is based, as the foundation of a relationship of mutual trust.

### 3.1 RECIPIENTS

This Code of Ethics is binding for all companies belonging to **Zenita Group** and must be observed not only by the Board of Directors, shareholders, and employees of each Group company, but also by anyone who carries out activities in the name and/or on behalf of the same, wherever they operate, both in Italy and abroad, including supervisory bodies, auditors, attorneys, collaborators, consultants, suppliers, and partners.

Those required to comply with the Code are defined as "Recipients".

## PART I: GENERAL ETHICAL PRINCIPLES

The general ethical principles of **Zenita Group** identify the core values that underpin all conduct and every aspect of the companies' life.

These principles are aligned with the laws and regulations in force in the various countries in which **Zenita Group** operates and with national and supranational soft law sources, such as:

- the 1948 Universal Declaration of Human Rights;
- the fundamental conventions of the International Labor Organization;
- the OECD Guidelines for Multinational Enterprises;
- the United Nations Global Compact program;
- the United Nations Guiding Principles on Business and Human Rights;
- the United Nations Convention against Corruption;
- the WHO Principles;
- the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions;
- the EU Charter of Fundamental Rights of 2000.

### Art. 4. COMPLIANCE WITH REGULATIONS

**Zenita Group's** fundamental principle is compliance with laws, regulations, and, in general, the regulations in force in Italy, the European Union, and all countries in which it operates.

Within the scope of their duties, Recipients are required to comply with the rules of the legal system (national, supranational, or foreign) in which they operate.

In addition to the general principles of diligence and loyalty referred to in Article 2104 of the Italian Civil Code, each Recipient is also required to comply with the behavioral requirements contained in the collective agreements applicable to them, as well as company regulations, as implementation of regulatory obligations.

Recipients who work with clients are required to read the Code of Ethics, internal regulations, or similar documents of the client and are required to comply with the stricter of the rules in force at **Zenita Group** and those of the client. If the principles or rules in force at the client's premises conflict with this Code of Ethics, with national, supranational or state regulations in the country in which they operate, the Recipients must inform the relevant Supervisory Body, or Legal & Compliance, of such discrepancies.

Under no circumstances is it permissible to pursue or realize the interests of **Zenita Group** in violation of the law.

### Art. 5. MORALITY

Each Recipient, taking into account the various social, economic, political, and cultural contexts of reference, must conduct themselves in a manner inspired by moral integrity and, in particular, the

values of honesty, fairness, good faith, and transparency, because the Group's reputation depends on it.

## Art. 6. PROFESSIONALISM

Each Recipient shall carry out their activities with the professionalism required by the nature of the tasks and functions performed, making every effort to achieve the objectives assigned and diligently carrying out the necessary in-depth analysis and updating activities.

Professionalism also includes:

- continuous innovation: adapting, questioning oneself, modifying one's approach to simplify and improve processes and services;
- skills development: investing in the growth of one's technical knowledge and encouraging the sharing of experiences and best practices;
- pursuit of excellence: always providing high quality standards, aiming for constant improvement in company performance.

## Art. 7. FAIRNESS AND CONFLICT OF INTEREST

The Recipients, and in particular the managing body, employees, and special attorneys of the **Zenita Group** companies, must avoid situations or activities that could lead to conflicts of interest with **Zenita Group**: in this regard, the Recipients shall not use their position or the information acquired in their work in such a way as to create a conflict between their personal interests and the interests of the relevant company.

Without prejudice to the provisions of the applicable contractual regulations, employees of the Group companies shall not take on external positions in companies or commercial enterprises whose interests are directly or even potentially conflicting or interfering with those of **Zenita Group**.

## Art. 8. VALUE OF HUMAN CAPITAL, AND RESPECT FOR THE INDIVIDUAL

For **Zenita Group**, respect for the individual is at the heart of its corporate policies. This means, first and foremost, that **Zenita Group** gives absolute priority to protecting the dignity and physical and moral integrity of all the people with whom it interacts, and in particular its employees and collaborators, as well as to valuing the human factor as an indispensable resource for the success of the company. For this reason, **Zenita Group** supports the creation of an ethical working environment based on the principles of equality, non-discrimination, and respect for the rights and freedoms of workers.

In addition to the provisions established by law and the collective labor agreement, the recognition of incentive tools and access to higher roles and positions are linked to the individual merits of employees, including their ability to demonstrate organizational skills and behaviors based on the Group's ethical principles, as set out in this Code.

**Zenita Group** encourages the development of human capital through the creation of employment opportunities, rejecting and repudiating any principle of discrimination based on gender, nationality, religion, personal and political opinions, age, health, and the economic conditions of its interlocutors, including its suppliers.

## Art. 9. PRIVACY PROTECTION, PERSONAL DATA PROTECTION, AND INFORMATION SECURITY

### 9.1 PRIVACY AND PERSONAL DATA PROTECTION

**Zenita Group** and the Recipients of this Code of Ethics process personal data both on behalf of the Group itself and on behalf of its customers: **Zenita Group** also requires its suppliers to process personal data, both its own and that of its customers.

The protection of personal data is governed, at a regulatory level, by EU Regulation 679/2016, Legislative Decree 196/2003, DORA Regulation (EU) 2022/2554 on digital operational resilience in the financial sector, and Directive NIS2 (EU) 2022/2555 on cybersecurity and operational resilience, in line with the opinions of the European Data Protection Board and general and specific measures of the Italian Data Protection Authority.

**Zenita Group** is committed to protecting the privacy of recipients in compliance with current regulations in order to prevent the communication or dissemination of personal data without the appropriate legal basis for processing, including the consent of the data subject.

The acquisition, processing, and storage of information and personal data of employees and other subjects available to the Group is carried out in compliance with specific procedures aimed at ensuring that unauthorized persons and/or entities cannot gain access to it. These procedures comply with current regulations.

### 9.2 PERSONAL DATA PROTECTION - MAIN OFFENSES

The commission of cybercrimes may expose staff and companies to serious criminal and administrative liability, in accordance with the regulations applicable in the countries in which the Group operates. Group companies shall therefore take all measures to prevent such offenses. For Italian companies, such conduct is also relevant for the purposes of Legislative Decree 231/2001.

### 9.3 GENERAL PRINCIPLES OF FAIRNESS AND ETHICS IN THE PROCESSING OF PERSONAL DATA

**Zenita Group** company personnel are required to comply with the principles of fairness and ethics in data processing, both for internal activities and for customer activities. Employees must always:

1. process data solely and exclusively for the purpose of performing the tasks for which they are designated or for those for which they have been specifically authorized and, under no circumstances, process data in excess of what is required by actual work needs;
2. operate and process data according to principles of fairness, confidentiality, necessity, good faith, and exclusively for lawful purposes;
3. use the hardware and software provided by **Zenita Group**, even temporarily, or by customers (where applicable) and for strictly business purposes, in accordance with the instructions

provided by the Group, by customers, and by applicable laws and regulations, and in any case never contrary to public order, decency, and morality;

4. use their technical and IT skills to protect the assets provided from any type of malicious software (malware) or even potentially harmful software that endangers the security or integrity of the system itself, company systems, or customers' systems;
5. report any gaps or difficulties encountered in relation to the obligations set out in this document, in the performance of work or in connection with the processing of personal data on behalf of Maticmind or its customers, to [dpo@Maticmind.it](mailto:dpo@Maticmind.it) and [privacy@Maticmind.it](mailto:privacy@Maticmind.it).

European Regulation (EU) 2016/679 formalized the guidelines issued by the International Conference of Data Protection Authorities, the National Data Protection Authority, and the European Data Protection Board.

The approach to compliance with regard to personal data, also in light of the provisions of EU Regulation 2016/679 (GDPR), is based on the following principles:

- principle of "lawfulness, fairness, and transparency": organizations must ensure that their activities involving the collection of users' personal data do not violate the law and that they do not conceal anything from the data subjects (see Article 5 of EU Regulation 2016/679);
- principle of "purpose limitation": organizations must collect personal data only for a specific purpose, which must be clearly stated in the privacy policy. Such data must be kept only for the time necessary to fulfill the purpose for which it was collected (see Article 5 GDPR);
- principle of "Data minimization": organizations may only process personal data that is necessary to achieve the purpose for which it is processed (see Article 5 of the GDPR);
- Principle of "Accuracy": the accuracy of personal data is an integral part of its protection (see Article 5 of the GDPR).
- principle of "storage limitation": organizations must delete personal data when it is no longer necessary for their purposes (see Article 5 of the GDPR);
- principle of "integrity and confidentiality": *personal data must be "processed in a manner that ensures appropriate security of the personal data, including protection, through appropriate technical and organizational measures, against unauthorized or unlawful processing and against accidental loss, destruction or damage"* (see Article 5 of the GDPR);
- principle of "data protection by design": organizations (Data Controllers and Data Processors acting on the instructions of the Data Controller) must implement appropriate technical and organizational measures to effectively implement data protection principles and integrate the necessary safeguards into the processing to meet the requirements of the Regulation and protect the rights of data subjects (see Article 25(1) of the GDPR);
- principle of "data protection by default": organizations must implement appropriate technical and organizational measures to ensure that, by default, only personal data necessary for each specific purpose of the processing are processed (see Article 5 GDPR).

## Art. 10. CONFIDENTIAL AND PROPRIETARY INFORMATION

All information or data acquired and exchanged verbally, in writing, or by any other means by an employee in the course of their work is considered confidential and proprietary.

Confidential and proprietary information includes any non-public information about the Group company to which the employee belongs, including the type of business, the products/services offered or their technical and organizational characteristics, the financial situation, results, objectives or prospects, personal data processed by the company or on behalf of customers, and any non-public information provided by third parties with the obligation to be kept confidential for the commercial purposes for which it was disclosed.

Confidential and proprietary information is used by the Recipients but remains the property of the issuing party, just as the intellectual property rights to the information, projects, products, services, and any other results obtained and produced by the Recipients during the course of their relationship with **Zenita Group** remain the property of each Group company.

No employee or manager shall disclose or divulge any information unless required to do so by law or by the authorities responsible for such matters.

## Art. 11. TRANSPARENCY

The principle of transparency is based on the truthfulness, accuracy, and completeness of information both outside and inside the Group.

Recipients are required to respect transparency, understood as clarity, completeness, and relevance of information, avoiding misleading situations in operations carried out on behalf of Group Companies; every operation and transaction must be correctly recorded, authorized, verifiable, legitimate, consistent, and appropriate.

All actions and transactions must be properly recorded and it must be possible to verify the decision-making, authorization, and execution process.

The Group uses objective and transparent criteria for the selection of suppliers. This selection, in compliance with current regulations and internal procedures, must be based on objective assessments of competitiveness, quality, and economic conditions.

## Art. 12. TRACEABILITY

**Zenita Group** recognizes traceability as a fundamental principle for ensuring transparency, accountability, and fairness in decision-making and operational processes.

All relevant activities must be adequately documented and verifiable, so as to allow the reconstruction of the phases, responsibilities, and criteria adopted, in compliance with current regulations and internal procedures.

Traceability ensures the integrity of information, the prevention of illegal or non-compliant behavior, and the possibility of carrying out effective checks, even retrospectively.

All recipients of this Code are required to cooperate to ensure that data, decisions, and operations are recorded accurately, completely, and promptly, promoting a corporate culture based on responsibility and transparency.

## Art. 13. CONFIDENTIALITY

Recipients must ensure the confidentiality of information learned in the course of operations carried out on behalf of **Zenita Group**.

Recipients are required to process company data and information exclusively within the scope and for the purposes of their work activities and, in any case, not to disclose (communicate, disseminate, or publish in any way) sensitive information without the explicit consent of the parties concerned and confidential information without the authorization of the Group company involved.

The Recipients undertake to ensure the absolute confidentiality of confidential and proprietary information (ref. Art. 10 ), which they will become aware of in the performance of their work duties carried out on behalf of **Zenita Group**. In particular, the Recipients undertake to comply with the following requirements:

- to process data and information belonging to Group companies exclusively within the scope and for the purposes of their work activities;
- not to disclose confidential and proprietary information to unauthorized third parties;
- to take all necessary and appropriate precautions and security measures;
- to observe the security rules and principles established by each Group company in order to maintain the confidentiality of information, so as to prevent unauthorized access, theft, and manipulation of the same;
- strictly comply with current regulations and legislation, as well as the instructions given by the Data Controller in relation to privacy and personal data protection legislation.

The above information will be covered by the obligation of confidentiality for a period of 5 years following the date of termination of the employment and/or collaboration relationship between the Recipients and **Zenita Group**.

Recipients are obliged to guarantee the confidentiality of information classified as confidential and proprietary, as well as to use it exclusively for activities related to their job duties and limited to the purpose for which they have been given access to it and therefore may not use it for any other purpose under any circumstances. Recipients are also bound not to disclose, transfer, and/or

communicate, even in part, such information to third parties (companies, entities, or individuals), nor to reproduce, copy, and/or duplicate, in any way, documents (including electronic documents) containing confidential and proprietary information or part thereof, except for the performance of their job duties and for the purpose for which they became aware of such information.

Recipients undertake to promptly return and deliver to the Group all paper, electronic, magnetic or other media containing confidential and proprietary information in any form and for any reason in their possession upon termination of the purpose for which they became aware of it (for example, upon change of job or termination of employment or collaboration with the Group).

## Art. 14. DIGNITY AND EQUALITY

Recipients shall respect internationally recognized human rights and the ILO's Fundamental Principles and Rights at Work by promoting:

- the rejection, in internal and external relations, of behavior that is discriminatory on the basis of political and trade union opinions, religion, racial or ethnic origin, nationality, culture, age, gender, sexual orientation, health status, and in general any intimate characteristic of the human person;
- the prohibition of any type of sexual harassment, however committed, and any attitude or behavior that may cause discomfort or fear in another person is unacceptable and prohibited in all cases;
- the rejection of all forms of child, forced, bonded, or compulsory labor, as well as the prohibition of any form of slavery or human trafficking, both within Group companies and throughout their supply chain;
- respect for workers' rights and trade union freedoms, such as, in particular, freedom of association and collective bargaining, including through responsible and constructive dialogue with labor protection organizations that promote a climate of mutual respect in line with the principles of fairness, transparency, and participation; we promote equal opportunities, particularly between genders, for every employee or candidate;
- the adoption of evaluation processes based on criteria of merit, competence, and fair treatment in relation to role, commitment, and results achieved;
- the creation of an inclusive work environment that conveys and reinforces the values of diversity, censuring any form of discrimination and promoting cooperation between people from different cultures, perspectives, and experiences;
- maintaining a healthy and safe working environment for all, prohibiting the use, presence, or distribution of drugs during working hours, limiting alcoholic beverages to what is explicitly authorized, and restricting smoking to permitted areas in the workplace;
- the adoption of measures (training, communication, behavioral, and operational) that contribute to the evolution of the corporate culture towards the active inclusion of all forms of diversity, as well as measures to monitor these aspects (due diligence processes on respect for human rights, with risk assessment, prevention and remedy measures, reporting channels, and periodic reporting) on the supply chain.

## Art. 15. RESPONSIBILITY IN THE ESG FIELD

**Zenita Group** is aware of its responsibilities in managing issues related to sustainability, the obligations introduced by EU Directive 2464/22 "Corporate Sustainability Directive" ("CSRD"), and the UNI EN ISO 26000 standard (Social Responsibility), with particular reference to: a) the obligation to "report"; b) transparency; c) ethical behavior; d) respect for the interests of *stakeholders*; e) respect for the principle of legality; f) compliance with international standards of conduct; g) respect for human rights; h) respect for working conditions; i) respect for the environment; l) compliance with good management practices; m) respect for consumer rights.

The ESG ("*Environmental Social And Governance*") Policy is an important reference point as it focuses on issues related to these factors, describing the strategic guidelines and objectives implemented operationally through company processes and measured through the operational information collected, which constitute specific parameters relating to the intangible resources used within each Group company.

Adherence to ESG standards means that **Zenita Group** pays even greater attention to the three main areas that represent a new way of doing business, with a greater focus on stakeholders. As a System Integration and Services company, when defining the points relating to ESG standards, **Zenita Group** takes into account the product sector to which it belongs and the specific nature of its business activities, which certainly have a greater impact than other industrial and manufacturing companies.

Furthermore, with particular reference to the ICT sector, **Zenita Group** is committed to:

- a) with regard to the environment:
  - i) proper management and efficiency of energy resources;
  - ii) reducing greenhouse gas emissions by combating climate change;
  - iii) promoting the circular economy;
- b) with regard to social issues:
  - i) enhancing human capital through training and professional development programs;
  - ii) protecting the health and well-being of employees;
  - iii) ensure gender equality, diversity, and inclusion;
  - iv) guarantee digital accessibility and inclusion;
  - v) guaranteeing employee privacy in line with specific industry regulations.
- c) With regard to governance:
  - i) ensure transparency and business ethics;
  - ii) guarantee contributions to research, development, and innovation;
  - iii) ensure customer satisfaction;
  - iv) adopt cybersecurity standards in line with the most advanced protocols;
  - v) ensure business continuity by managing systematic risks;
  - vi) ensure responsible supply chain management.

**Zenita Group**, in particular, recognizes **gender equality** as a fundamental value and is committed to ensuring a fair, inclusive, and respectful work environment. Every decision regarding selection, hiring, training, professional development, and compensation is based solely on merit, skills, and results, without any discrimination based on gender or identity. **Zenita Group** actively promotes equal

opportunities, work-life balance, and mutual respect, combating any form of harassment, violence, or discriminatory behavior. All employees are called upon to contribute to the creation of a working environment based on dignity, respect, and the appreciation of differences.

## Art. 16. ENVIRONMENTAL PROTECTION

**Zenita Group** recognizes environmental protection as one of its core values: to this end, the Group is committed to contributing to the sustainable development of the territory through compliance with waste disposal regulations (including WEEE) and constant monitoring of business processes, favoring the adoption of measures to prevent any damage to the environment.

As mentioned in the previous article, the ESG Policy embodies **Zenita Group's** commitment to ethical responsibility and environmental sustainability.

## Art. 17. ARTIFICIAL INTELLIGENCE

**Zenita Group** recognizes the value of artificial intelligence tools in supporting innovation, operational efficiency, and service quality, and is committed to promoting their responsible and transparent use in compliance with current regulations.

The use of such tools must comply with the principles of personal data protection, information security, non-discrimination, and human supervision, avoiding any misuse or potential harm to the rights and dignity of individuals.

Recipients of this Code are required to ensure that artificial intelligence solutions are adopted in an informed, traceable manner consistent with corporate values, ensuring adequate levels of control, accuracy of information, and management of related risks.

## Art. 18. REJECTION OF ALL FORMS OF TERRORISM AND ORGANIZED CRIME

**Zenita Group** explicitly rejects all forms of:

- Terrorism, undertaking not to establish any working or commercial relationship with individuals or legal entities involved in acts of terrorism and not to finance or otherwise facilitate, directly or indirectly, any of their activities;
- Organized crime for any purpose, undertaking not to establish, promote, or participate in any illegal association.

## PART II: RULES OF CONDUCT IN THE FIELD OF CORPORATE GOVERNANCE

### Art. 19. CORPORATE BODIES

The appointment of members of the Corporate Bodies of each Group company must be carried out through transparent procedures. The Corporate Bodies act and make decisions with full knowledge of the facts and independently, pursuing the objective of creating value for the Group in accordance with the principles of legality and fairness.

The decisions of the members of the Corporate Bodies must be independent, i.e., based on free assessment and in pursuit of the Group's interests.

Independence of judgment is a requirement for decisions made by corporate bodies and, therefore, members must ensure maximum transparency in the management of transactions in which they have a particular interest.

In such circumstances, the relevant laws and company regulations must be complied with; in particular, the directors of each Group company are individually required to perform their duties with seriousness and professionalism, thus enabling the Group to benefit from their skills.

### Art. 20. RELATIONS WITH SHAREHOLDERS

**Zenita Group** promotes transparency and regular disclosure to shareholders in compliance with applicable laws and regulations. The information provided to shareholders is accurate, complete, and reflects the Group's situation. To this end, those involved in preparing the financial statements must:

- be fully cooperative in their conduct, both towards stakeholders and the Supervisory Authority;
- ensure that the information provided is complete and clear;
- ensure the accuracy of data and calculations;
- report the existence of any conflicts of interest.

**Zenita Group** promotes accurate and consistent disclosure to shareholders regarding any action or decision that may have an impact or consequences on their investments. The interests of all shareholders are promoted and protected, including by rejecting any particular or partisan interests.

The Group promotes the utmost confidentiality of information relating to extraordinary transactions. The Recipients involved must keep such information confidential and not abuse it.

To this end, **Zenita Group** undertakes to protect, including through IT tools, privileged information whose disclosure could lead to market abuse. All Recipients who, due to their role in the company, may come into possession of such information are expressly prohibited from disclosing it without authorization and/or exploiting it for their own or others' benefit.

## Art. 21. RELATIONS WITH THE MARKET

### 21.1 FAIR COMPETITION

**Zenita Group** recognizes the value of competition based on the principles of fairness, fair competition, and transparency towards competitors in the market.

### 21.2 ANTITRUST

**Zenita Group** complies with all legal regulations designed to protect competition in economic markets, implementing a fair competitive mechanism and prohibiting conduct that—by integrating agreements that restrict competition and/or abuse of a dominant position—allows it, individually or jointly with other organizations, to undermine fair economic competition.

In doing so, **Zenita Group** supports a free market economy, where each company makes its own decisions independently of its competitors, in order to ensure strong competition that leads to a more efficient distribution of goods and services, lower prices, better quality, and maximum innovation.

### 21.3 CONFLICT OF INTEREST

**Zenita Group** is committed to competing fairly in the market, promoting free competition, in full compliance with current legislation and avoiding any conduct that constitutes abuse, restriction, or violation of the same.

Agreements that may have negative effects on free competition must be verified by the legal counsel appointed by the Group company involved.

Recipients may not use company property, information, or positions for personal gain or to compete with any Group company. Similarly, they may not offer, give, request, or receive an illegal gift, bribe, illegal political contribution, or other improper payments: they must not accept gifts, presents, or similar items, unless directly attributable to normal courtesy and of modest value, from any organization or individual that has, or seeks to have, a business relationship with the Group.

If they find themselves in a situation of conflict of interest (even if only potential), employees must report this circumstance to their line manager and/or the Supervisory Body, where present, refraining from carrying out any transaction.

## 21.4 ETHICAL BUSINESS PRACTICES

**Zenita Group** does not pursue competitive advantages through illegal or unethical business practices.

Every director or commercial officer (whether executive, manager, or employee) must deal lawfully with customers, providers, suppliers, competitors, employees, and directors. No director or commercial officer may take unlawful advantage of manipulation, concealment, abuse of privileged information, false statements about material facts, or illegal practices.

## 21.5 PROTECTION OF TRANSPARENCY IN COMMERCIAL TRANSACTIONS (ANTI-MONEY LAUNDERING)

**Zenita Group's** principle is maximum transparency in commercial transactions, and it provides the most appropriate tools to combat money laundering, receiving stolen goods, and self-laundering.

Compliance with the principles of fairness, transparency, and good faith must be guaranteed in relations with all contractual counterparties.

## Art. 22. RELATIONS WITH THE MEDIA

Relations between **Zenita Group** and the media in general are the exclusive responsibility of the company departments delegated to this task and must be conducted in accordance with the defined communication policy, conveying information and communications relating to **Zenita Group** that are accurate, truthful, complete, transparent, and consistent with each other.

**Zenita Group** employees may not therefore provide information to media representatives without the authorization of the relevant departments.

Employees who are invited on behalf of **Zenita Group** or representing it to participate in conferences, congresses, or seminars, or to write articles, essays, or publications in general, are required to obtain prior authorization from their direct manager regarding the texts, reports, and any other documents prepared for this purpose.

In any case, each Recipient is called upon to be a vehicle for corporate values through:

- respecting the Group's values in their personal and professional conduct;
- being aware that nothing is private or secret in public communications (including social networks);
- moderation and balance in expressing any critical views on the working environment;
- appropriately identifying themselves as a Group employee when using social media in a professional context;
- promoting the image of **the Zenita Group** through good example and the dissemination of the Group's ethical values.

## Art. 23. ENHANCING THE VALUE OF SHAREHOLDERS' INVESTMENTS

**Zenita Group** protects and enhances the value of the company with the aim of rewarding the risk taken by shareholders in investing their capital.

It is therefore committed to protecting, preserving, and increasing the assets, rights, and legitimate interests of shareholders in accordance with the agreements entered into.

## Art. 24. TRANSPARENCY OF COMPANY ACCOUNTING

**Zenita Group** promotes maximum transparency, reliability, and integrity of information relating to corporate accounting: every operation and transaction must be correctly recorded, authorized, verifiable, legitimate, consistent, and appropriate.

All actions and transactions of the Group companies must be properly recorded, and it must be possible to verify the decision-making, authorization, and execution process.

Each operation must be supported by adequate documentation so that checks can be carried out at any time to verify the characteristics and reasons for the operation and identify who authorized, carried out, recorded, and verified the operation.

## Art. 25. PROTECTION OF INTELLECTUAL PROPERTY

The protection of proprietary information, trade secrets, and intellectual property (including trademarks, patents, and intellectual works), as well as respect for the same property rights of third parties, are considered of the utmost importance.

Employees are required to protect the Group's proprietary information, trade secrets, and intellectual property in the same way that they are required to protect all other assets.

**Zenita Group** does not allow its employees to reproduce or otherwise violate the rights relating to the legally protected work of third parties, nor to use or distribute it without proper permission. The reproduction or use of materials without the consent of the respective owner is considered unlawful. The use of illegally obtained software is also strictly prohibited.

The Group is also committed to training its staff on intellectual property issues and the risks associated with its violation, as well as to adopting appropriate technical and organizational measures to protect the company's intellectual property.

## Art. 26. CONTRIBUTIONS, SPONSORSHIPS, AND GIFTS

**Zenita Group** undertakes to sponsor only events that have cultural, sporting, or charitable value, including with the aim of promoting initiatives in the local area.

**Zenita Group** also undertakes to make donations exclusively to associations, foundations, public bodies, and non-profit organizations that are duly constituted, in compliance with accounting, civil, and tax regulations and in accordance with the principles of utmost fairness and transparency.

## Part III: RULES OF CONDUCT IN RELATIONS WITH STAFF

### Art. 27. STAFF SELECTION AND RECRUITMENT

In compliance with the Conventions of the International Labor Organization and current legislation protecting working conditions, as well as applicable international conventions on the protection of human and workers' rights, the Group undertakes to respect fundamental human rights by rejecting any form of favoritism, nepotism, or patronage and repudiating any principle of discrimination based on gender, nationality, religion, personal and political opinions, age, health, and the economic conditions of its interlocutors. In particular, the Group:

- avoids any form of discrimination against its staff and offers all workers the same opportunities, so that everyone can enjoy fair treatment based on criteria of merit, competence, and assessment of individual skills and potential, without any discrimination;
- selects and hires employees by applying criteria of objectivity and transparency and ensuring compliance with the values of equal opportunity and equality, in line with the relevant legal requirements, the Workers' Statute, and the applicable National Collective Bargaining Agreements;
- creates a working environment in which the personal characteristics of individual workers do not give rise to discrimination and offers Recipients equal opportunities under the same conditions;
- ensures the protection of staff privacy and their right to work without being subjected to unlawful coercion;
- ensures that internal and external working relationships do not give rise to subjugation through violence, threats, deception, abuse of authority, exploitation of physical or mental inferiority or situations of need, or through the promise or giving of money or other benefits to those who have authority over the person;
- rejects all forms of irregular work and "undeclared work," as well as all forms of exploitation of persons;
- prohibits the use of child labor and forced, bonded, or compulsory labor in any form;
- prohibits human trafficking and any form of slavery, including all forms of modern slavery, ensuring that all workers have freedom of movement, possession of their identity documents, and full transparency on the terms and conditions of employment;
- does not establish any employment relationship with individuals without a residence permit and does not carry out any activity that could facilitate the illegal entry of illegal immigrants;
- promotes a culture of safety at work, including through information and training sessions for staff;
- promotes a culture of respect for the environment.

The Group companies also undertake to respect the fundamental human rights recognized by the Universal Declaration of Human Rights, the main conventions of the International Labor Organization,

the ten principles of the United Nations Global Compact, and current legislation protecting working conditions, and declare their commitment to rejecting all forms of labor exploitation.

The Company ensures total transparency on the terms and conditions of employment, communicated in a language understandable to the worker, and respects the right to union membership and collective bargaining.

## Art. 28. SAFETY AND SAFEGUARDING OF HEALTH AND WORKING CONDITIONS

The Group is particularly sensitive to health and safety at work in order to avoid risks associated with the conduct of business activities. Therefore, it requires compliance with all legal obligations required by the relevant legislation. In particular, the Group:

- provides adequate information/training to its personnel on health and safety matters;
- ensures that all its employees work in a safe environment and have access to appropriate protective equipment;
- uses and maintains safe machinery equipped with adequate safety devices;
- periodically checks the suitability of its factories and offices, ensuring that workplaces comply with the legal provisions on worker health and safety, and requires all personnel to comply with all relevant regulations;
- pursues continuous improvement in its accident prevention performance, promoting preventive measures to protect its workers and suppliers;
- requires third parties working on its behalf to guarantee the health and safety of workers and third parties in the performance of the tasks entrusted to them.

**Zenita Group** asks all Recipients for their full cooperation and collaboration with anyone who comes to carry out inspections and checks on behalf of the Group and/or the relevant supervisory bodies. Therefore, if a member of the Group finds any anomalies or irregularities in this regard, they must promptly inform the head of the prevention and protection service.

**Zenita Group** employees must not expose other employees to unnecessary risks that could cause damage to their health or physical safety.

All those who work for the Group's companies are responsible for the proper management of and compliance with the procedures adopted in the field of health and safety at work.

All **Zenita Group** employees are required to be familiar with occupational health and safety regulations and to ensure, within the scope and limits of their duties, their own safety and that of all those who may be involved in the Group's activities, in accordance with the law.

## Art. 29. PROFESSIONAL GROWTH

**Zenita Group** promotes the professional growth of its employees through appropriate tools and training plans. To this end, it offers training aimed at the professional growth of the Recipients. Recipients with managerial or coordinating roles prepare professional growth plans for the internal staff reporting to them, in coordination with the **Zenita Group** departments responsible for training.

Recipients have a duty to participate in the training assigned to them and to commit themselves to obtaining any relevant certifications or qualifications.

Recipients may propose training courses or specific professional development courses related to their role to their managers.

## Art. 30. PROTECTION AND CORRECT USE OF COMPANY ASSETS

### 30.1 GENERAL RULES

Documents, work tools, equipment, supplies, and any other tangible assets (e.g., computers, printers, equipment, real estate, infrastructure, IT tools, including connections to the Intranet, Extranet, and Internet) and intangible assets (e.g., confidential information, know-how, technical knowledge, including intellectual property rights and trademarks) owned by Group companies shall be used exclusively for the achievement of institutional purposes, in the manner established by the companies themselves in compliance with the intellectual and industrial property rights of the legitimate owners.

They may not be used by Recipients for personal purposes, nor may they be transferred or made available to third parties and must be used and stored with the same care as personal property, in order not only to protect such assets, but also to prevent their fraudulent or improper use.

Improper use of company communication systems includes the processing, transmission, retrieval, access, display, storage, printing, and in general the dissemination of fraudulent, harassing, threatening, illegal, racist, sexually oriented, obscene, intimidating, defamatory, or otherwise unprofessional materials and data.

Company assets also include business strategies and plans, customer lists, personnel data, marketing and sales programs, organizational charts, product pricing policies, financial and accounting data, and any other information relating to the Group's business, customers, and employees.

Each of the Recipients of this Code is required to act diligently to protect company assets through responsible behavior and in line with internal operating procedures.

## 30.2 OWNERS OF ASSETS AND IT RESOURCES

IT assets and resources, ICT services, and information networks constitute company assets belonging to **Zenita Group** and are to be considered the exclusive property of **Zenita Group**.

Recipients undertake to use the technological assets and resources made available by **Zenita Group** for the purposes of performing their work duties based on the work assigned to them and, in any case, for the exclusive pursuit of company objectives. Recipients undertake to process only company data and/or information and not personal data and/or information using the company assets assigned to them.

## 30.3 PERSONAL RESPONSIBILITY OF THE USER

Recipients are personally responsible for the use of the assets and technological resources entrusted to them, as well as for the related data processed for the purposes of performing their work duties.

To this end, in accordance with the principles of diligence underlying the relationship established with the Group companies, Recipients are required to protect (to the extent of their competence) company assets from improper and unauthorized use, damage, or abuse, including those resulting from negligence, carelessness, or incompetence, in order to preserve the integrity and confidentiality of company assets, information, and resources.

In relation to their role and the tasks they actually perform, Recipients are also required to work to protect information security and promote cybersecurity, reporting any risks they are aware of without delay to their manager, the CISO, the DPO, and/or the Supervisory Body (where present).

Recipients are prohibited from engaging in any conduct that could cause damage, including damage to the image of **Zenita Group** and its customers.

## Art. 31. USE OF NARCOTIC SUBSTANCES

The Group rejects the following behaviors as reprehensible and offensive:

- working under the influence of alcohol, drugs, or substances with similar effects;
- consuming or supplying narcotics for any reason during working hours.

Chronic alcohol and drug addiction that affect work performance and may disrupt the normal course of work is treated in the same way as the above cases.

## Art. 32. SMOKING

**Zenita Group** takes particular account, in situations of coexistence at work, of the condition of those who experience physical discomfort in the presence of smoke and ask to be protected from contact with so-called "passive smoking" in their workplace, without prejudice to:

- the general prohibitions on smoking in workplaces where this poses a danger and in all workplaces marked with appropriate signs
- with specific regard to Italy, the smoking ban referred to in Article 51 of Law No. 3 of January 16, 2003, according to which smoking is prohibited in enclosed spaces, with the exception of private spaces not open to users or the public and those reserved for smokers and marked as such.

These requirements also apply to the use of so-called e-cigarettes.

## Art. 33. HARASSMENT IN THE WORKPLACE

**Zenita Group** requires that there be no harassment of any kind in internal and external working relationships and therefore opposes:

- the creation of an intimidating, hostile, or isolating work environment for individual workers or groups of workers;
- unjustified interference with the work of others;
- the creation of obstacles and impediments to the professional prospects of others.

## Part IV: RULES AND BEHAVIOR TOWARDS THIRD PARTIES

### Art. 34. CRITERIA FOR CONDUCT TOWARDS CUSTOMERS

The Group's primary objective in its relations with its customers is to increase the level of satisfaction and appreciation of its services/products, tailoring them to the needs of its customers, including potential customers, and providing them with truthful, accurate, complete, and correct information.

Therefore, these relationships are managed according to principles of maximum cooperation, availability, professionalism, transparency, and impartiality, rejecting any form of discrimination in customer relations, respecting confidentiality and privacy protection, in order to create the basis for a solid and lasting relationship of mutual trust.

No form of direct or indirect gift to customers is permitted that could be interpreted as an act aimed at obtaining favors or benefits. Therefore, gifts of modest value that fall within the normal exchange of courtesies between business partners are permitted.

### Art. 35. CRITERIA OF CONDUCT TOWARDS SUPPLIERS

The selection and choice of suppliers is based on principles of legality, fairness, and transparency. The choice of supplier is based on objective and impartial criteria in terms of quality, reliability, cost, and additional services with respect to the services/products offered.

Recipients may not accept gifts, presents, or similar items unless they are directly attributable to normal courtesy and are of modest value. Violation of the principles of legality, fairness, transparency, confidentiality, and respect for human dignity are just cause for termination of relations with suppliers.

If Recipients receive offers of benefits from a supplier to favor their business, they must immediately suspend the relationship and report the fact to the Supervisory Body, where present, or to Legal & Compliance.

Furthermore, **Zenita Group** undertakes to require its suppliers to comply with labor regulations, including those relating to child labor, the health and safety of workers, trade union rights, or rights of association and representation.

In particular, the Group undertakes to carry out the following activities:

- include specific contractual clauses requiring adherence to the principles of the Universal Declaration of Human Rights and ILO Conventions;
- providing for a contractual obligation for suppliers to ensure that their employees and subcontractors do not use child labor, forced labor, or modern slavery practices;
- right to audit and inspect working conditions at suppliers;

- adopting reporting and remedy procedures in the event of proven violations, supported by clauses for immediate termination of the contract in the event of serious human rights violations.

## Art. 36. CRITERIA OF CONDUCT TOWARDS THE PUBLIC ADMINISTRATION AND PUBLIC INSTITUTIONS

In all its dealings with the public administration and public authorities, the Group undertakes to fully and scrupulously implement the applicable regulations and rules, as well as international standards for combating corruption, including the United Nations Convention against Corruption and international best practices in terms of integrity and transparency in relations with public institutions.

**Zenita Group** therefore explicitly rejects any corrupt practices in the management of relations in general with the public administration, with the bodies of the European Union, or with foreign public officials.

The Group rejects any behavior that could constitute an obstacle to the performance of the functions of public authorities. To this end, each Recipient shall provide all information and/or documents requested by public bodies in a timely, clear, and complete manner.

## Art. 37. RELATIONS WITH POLITICAL AND TRADE UNION ORGANIZATIONS

**Zenita Group** does not make any contributions, directly or indirectly, to political parties, movements, committees, political and trade union organizations, or their representatives or candidates, either in Italy or abroad.

## Art. 38. ANTI-CORRUPTION MEASURES

**Zenita Group** does not tolerate any form of corruption, not only towards public officials, public service employees, representatives of international organizations, or other third parties related to a public official, but also towards natural or legal persons, or other subjects otherwise indicated by applicable laws.

No director, manager, or employee may directly or indirectly promise, accept, solicit, offer, or pay sums of money or other benefits (including gifts or benefits of use, with the exception of commercial items of modest economic value commonly accepted internationally and permitted by applicable laws), even as a result of unlawful pressure.

Donations and sponsorships made by the Group to support an event, activity, person, or organization, either financially or through the provision of products or services, must have the sole purpose of obtaining publicity aimed at increasing the visibility and popularity of **Zenita Group**.

## Part V: IMPLEMENTATION MECHANISMS

### Art. 39. TRAINING AND COMMUNICATION

**Zenita Group** defines the criteria and sanctions, in addition to the provisions of the law and the specific provisions of the relevant National Collective Labor Agreements, to ensure effective compliance with the principles set out in this Code of Ethics, taking care to communicate to all Recipients the existence and content of the same, so that everyone acquires a complete understanding of them, through:

- the delivery of the Code of Ethics to all employees on staff and to all new hires at the time of hiring;
- publishing the Code of Ethics on the company intranet, in order to make it possible and immediate to consult and share the ethical principles, rules of conduct, and penalties associated with their violation;
- initial and periodic training/information activities;
- the delivery of a copy of the Code of Ethics to all employees permanently seconded to clients;
- posting the Code of Ethics on noticeboards in the buildings where **Zenita Group** carries out its activities;
- making the Code of Ethics available to external recipients (customers, suppliers, partners, etc.) and any other interested parties.

### Art. 40. INTERNAL CONTROL

**Zenita Group** has an internal control system consisting of a set of rules, procedures, and organizational structures that aim to ensure compliance with corporate strategies and the achievement of effective and efficient business processes, the safeguarding of the value of assets, the reliability and integrity of management accounting information, and the compliance of operations with the law and the internal regulations of the entity.

This system contributes to improving the efficiency and effectiveness of business processes, as well as mitigating the risks of business operations, of which the Recipients must be aware.

Within the scope of their duties, the Recipients are responsible for defining, implementing, and ensuring the proper functioning of controls relating to the operational areas or activities entrusted to them.

### Art. 41. WHISTLEBLOWING SYSTEM

To complete the internal control system, the Group has adopted, for Italian companies subject to the provisions of Legislative Decree 24/2023, a system of *whistleblowing* reporting channels that guarantees *"through the use of encryption tools, the confidentiality of the identity of the person making the report, the person involved and any person mentioned in the report, as well as the content of the report and related documentation."*

Information on internal reporting channels and their use is provided in a specific *whistleblowing* procedure adopted by the Group's Italian companies, to which reference should be made, and available in the relevant section of the relevant website.