

ETHICAL CODE AND PROFESSIONAL CONDUCT


Revision 05

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Introduction

The Code of Ethics and Professional Conduct has been established to promote the quality of all activities carried out by Soft-in S.r.l. through the implementation of appropriate behavioral standards, in compliance with the current legislation, and in keeping with Soft-in company values. The Code of Ethics and Professional Conduct sets out the guidelines and behavioral standards to be adopted by all Soft-in associates.

The Code of Ethics and Professional Conduct is an institutional document. It aims to ethically regulate the company's internal relations between constituent bodies, partners, employees, collaborators, as well as all external relations Soft-in maintains with its stakeholders, regardless of their nature.

Furthermore, The Code of Ethics and Professional Conduct is a legal instrument regulating individuals' and partners' behaviour according to a set of ethical values and disciplinary procedures. Employment, affiliation, and/or collaboration with Soft-in implies, in addition to compliance with all applicable legal regulations, the acceptance of The Code of Ethics and Professional Conduct.

The Chairman, the Board of Directors, and Soft-in management undertake to ensure compliance with behavioral principles outlined in The Code of Ethics and Professional Conduct, as well as all applicable regulations in force. These principles, observed in all the company's procedures and actions, shall be respected by all: each individual involved shall read the Code and act in accordance with the values expressed therein, thereby enabling Soft-in to develop within the ethical criteria of the Code.

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1. Recipients and scope

The Code of Ethics applies to Soft-in. Its principles and the provisions are binding for the directors and for all those holding appointed positions; partners, management, employees and collaborators, as well as for all those working for Soft-in, regardless of the nature of their relationship with the company (e.g. interns, trainees, volunteers).

These, jointly referred to as "Recipients", are required, without distinction or exception, to observe and enforce the principles identified below. Through their professional conduct they commit to protecting and preserving Soft-in's respectability and image, and the integrity of its assets, understood as goods and resources, both physical and intangible.

Soft-in shall promote the widest possible dissemination of The Code of Ethics among all stakeholders, ensure a correct interpretation of its contents, and provide the most appropriate tools to facilitate its application.

The Code of Ethics does not substitute, nor does it prevail over any applicable laws.

2. Structure


This Code of Ethics consists of:

- **Ethical principles** defining Soft-in company values as applied in all of its activities, to which all the Recipients should aspire;
- **Code of Conduct** to be followed by Soft-in and all its associates, is designed to prevent illicit behavior;
- **Implementation methods:** a system of controls designed to ensure compliance with the Code of Ethics and its continued improvement.

3. Mission, vision and company values

3.1 Mission

Soft-in strives to share innovation, knowledge, and creativity, to face tomorrow's challenges today.

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Soft-in responds quickly to customer needs, guaranteeing the highest quality of service and technology. Deep insight into the global market and continuous research and development of innovative technologies ensure optimal results.

3.2 Vision

Soft-in invests heavily in research and development, maintaining its leading position in the field of technological innovation. We tirelessly seek new breakthroughs, new areas of application, and new market heights.

3.3 Values

Our company values are:

- client satisfaction is central to all our operations;
- efficient organization as an asset, guaranteeing the best possible performance for our client;
- innovation at all levels, contributing to the ongoing changes in the technological world;
- the pursuit of optimum efficiency as an integral part of financial sustainability;
- quality as an intrinsic value and a certified statement of all activities;
- a close relationship between design and implementation in all activities;
- continuous training and development of all Soft-in staff.


Soft-in continues to strengthen its position as a reference point in all areas of professional activity in a modern and integrated mission, working at the cusp of innovation, in national and international interest.

Soft-in is free from any political influence.

4. Ethical principles

Soft-in activities are guided by the following ethical principles, in all areas and at all times.

Legality: Soft-in is committed to complying with all applicable national and international regulations, laws, and directives.

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Honesty: the fundamental principle for all Soft-in activities, an essential value of the organization's management, both internal and external. Relationships with stakeholders and collaborators are based on fairness, cooperation, loyalty, and mutual respect.

Anti-bribery: the scope is to prevent both active and passive bribery, with clear rules to avoid giving or receiving an undue reward, which could be financial or any other type, to influence the behaviour of someone in business or government to improperly obtain or retain an advantage.

Responsibility: towards the community and the environment: Soft-in, aware of its role in society, is committed to operating with respect for local, national and international communities. Soft-in develops initiatives which combine the interests of individuals and the wider community, in order to contribute to the quality of life in areas where it is active, with a view to environmental sustainability.


Transparency: Soft-in is committed to operating in a clear and transparent manner, without favoring any interest group or individual. Soft-in pursues transparency within the organization between members and collaborators, and towards the recipients of its services. Soft-in employees and collaborators are required to provide complete, transparent, understandable and accurate information to users / clients, informing them of the characteristics and purposes of the services and products Soft-in offers.

Valorization of human resources: Soft-in recognizes the value of human resources and their professional contribution as a crucial factor in the continued success and development of the organization. Soft-in's human resource management is based on equal opportunities and respect for individual personality, professionalism, trust, and loyalty. All employees and collaborators are called to contribute to and promote a climate of mutual respect.

Efficiency and quality of services and projects: Soft-in is committed to offering the highest standards of service. Cost-effective resource management is at the core of each project and activity.

Client care: Client satisfaction is the goal of all Soft-in activities. Special attention is paid to any request with the potential of improving the quality of products and services offered. Soft-in puts itself at the disposal of its users, offering a respectful and professional service at all times. Any information provided to users is complete, correct and clear.

Confidentiality: Soft-in respects the confidentiality of all the data at its disposal, and does not share any information without prior consent, as per data privacy laws and regulations. Soft-in employees are forbidden from using or accessing confidential information outside the scope of their professional duties.

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Health and safety at work: in protecting health and safety at work, Soft-in has adopted and implements all measures required by law.

Environmental protection: Soft-in is committed to continuously improving its environmental impact through optimizing the use of its resources. All staff are required to take on an active role in this process.

5. Code of conduct

Soft-in first of all requires all collaborators to comply with the following basic rules of behavior.

Workers are required to keep their work spaces clean and tidy.

Alcohol consumption is forbidden during working hours, including lunchtime and breaks.

The abuse of non-medically prescribed drugs is strictly prohibited, both in and out of the workplace.

Smoking is forbidden, except in the designated areas. Smokers shall endeavor to protect their colleagues from passive smoking, even in designated smoking areas.


Working hours and remuneration are based on the National contract (Collective National Agreement for Metalworkers), which is also the reference for other contractual aspects including overtime hours, vacation and leave, discipline and termination.

5.1. Relationships with workers

Personnel selection is based on the correspondence between candidates' profiles and Soft-in's requirements, in compliance with the principles of impartiality and equal opportunities.

Soft-in is committed to respecting the following principles:

- supports equal opportunities in the workplace and to that end adopts policies and tools for the reconciliation of family and work life;
- protects the physical and psychological well-being of its employees, in compliance with applicable health and safety legislation;

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- protects the privacy of its employees and collaborators, and does not share personal data without prior consent, with the adoption of procedures for the protection of private data in all stages of their storing and processing;
- refuses any form of forced or child labor;
- recognizes the freedom of association for the workers that have the right to be represented by unions or other organizations recognized within the law.

5.2. Diversity Management

Soft-in is an equal opportunities employer. Soft-in rejects discrimination based on age, race, gender, nationality, religion, language, sexual orientation, disability, physical and health condition, social condition or political affiliation at any stage of the working relationship between the management and the collaborators.

Soft-in actively encourages diversity and inclusion among its staff and collaborators. Soft-in acknowledges each individual's distinctiveness and needs, thereby enabling associates to consistently reconcile and achieve personal and professional goals.

Soft-in's drive towards diversity and inclusivity is equally applied to staff and external stakeholders, including customers, suppliers, and the wider community.


5.3. Duties of directors and corporate officers

Soft-in directors and corporate officers are required to comply with relevant regulations and principles outlined in the Code of Ethics, as well as the company Statute regulations.

In order to protect Soft-in's assets and image, their behavior must be guided by principles of correctness and integrity.

They must discharge their duties in an informed and assiduous fashion.

Collaborators must not use their position with Soft-in to obtain personal benefits, direct or indirect, and must avoid situations in which conflicts of interest might arise.

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During service and following the termination of their contract with Soft-in, all collaborators are obliged to respect the confidentiality of any and all information related to Soft-in.

5.4. Duties of collaborators

Collaborators are committed to act loyally and in compliance with their employment contract, to respect their commitments and other collaborators, and never to knowingly risk injury to any person, or to the company's reputation and/or image.

Employees must avoid situations that may lead to conflicts of interest with their organizational role. Should any potential conflict of interest arise, collaborators shall communicate this to the Board of Directors at the earliest opportunity (see chapter 5.6).

In order to create and maintain a positive and goal-oriented working environment, all collaborators shall act with transparency, respect, courtesy, availability, and responsibility in their duties. Collaborators commit to avoiding any action or decision that can have onerous consequences for the organization, either in terms of collegial relationships or work duties.


Employees are required to keep all Soft-in information confidential, (such as existing or previous clients, internal resources deployed etc.), in accordance with relevant laws, regulations, and circumstances. They are required to keep any documents, data, or tools entrusted them safely. This obligation does not cease at contract termination (see chapter 5.5).

Should any collaborator (employee or consultant) discover any violation of the regulations that concern or involve Soft-in in any way, they are to immediately report it to the Board of Directors.

Finally, employees are required to scrupulously comply with health and safety in the workplace regulations, as well as additional procedures adopted by Soft-in in this area.

5.5. Protection of company assets

All collaborators should protect Soft-in's assets and ensure their efficient use at all times. Theft, carelessness, and wastage have a direct impact on Soft-in's profitability. All Company assets are to be used for legitimate business purposes only. Any suspected incident of fraud or theft shall be reported immediately.

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The obligation to protect Soft-in's assets includes Soft-in's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of information is a violation of Company policy. Any such act might also be illegal and result in civil or criminal penalties.

5.6. Conflict of interest

Soft-in employees and executives must avoid all situations where personal interests conflict, or even appear to conflict, with those of the company. A conflict of interest exists when an employee's personal interests are inconsistent with those of Soft-in, and might therefore compromise the employee's loyalty to the company.

Activities of relatives and close associates can cause conflicts of interest. Employees and officers should not take part in, appear to take part in, or exert influence on any decision that may put their own interest in conflict with the best interest of Soft-in.


Employees and executives must carefully consider the potential for conflict of interest prior to accepting any secondary professional engagement.

Professional engagements outside Soft-in, including third-party board memberships, can result in conflicts of interest. Therefore, employees and executives may accept a board membership in a third-party company, commercial entity or scientific advisory board, only upon obtaining prior approval from Soft-in. No prior approval is required for board memberships of charitable, not-for-profit, and non-commercial organizations (e.g. sports clubs, charities).

In case of a conflict of interest, the employee concerned should immediately inform the Management in order to find an appropriate solution. Many actual or potential conflicts of interest can be resolved in an amicable way.

5.7. Relations with clients / users

Soft-in relationships with clients / users are characterized by professionalism, availability, collaboration, transparency, fairness, and respect for all commitments.

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Communications with clients / users and agreements concluded with them must be formulated in a clear, simple and complete manner, in compliance with current regulations, without resorting to elusive or otherwise improper practices.

Soft-in protects the privacy of its clients / users, in accordance with applicable laws. Soft-in does not communicate or disseminate any personal data, without prejudice to legal obligations, adopting the most appropriate tools to ensure their safe use and storage.

5.8. Relations with suppliers and consultants

The selection of suppliers and consultants must be authorised by Soft-in, and compliant with applicable regulations and internal procedures. The choice must be based on an objective assessment of quality, price, ability to supply and guarantee goods and services of a suitable level, as well as on the integrity of the individual.


Soft-in evaluates and selects its suppliers on the basis of the same principles set out for itself in this code.

In the selection process, Soft-in employees are obliged to ensure equal opportunities for suppliers and consultants who meet the job requirements. Any possible deviation from the principle of free competition must be authorized and justified.

Soft-in does not accept fees that cannot reconcile the type of good or service acquired with the market price.

The relationship with suppliers and consultants must be based on correctness, professionalism, efficiency, reliability, and cooperation.

Soft-in employees are forbidden from receiving, directly or indirectly, money and / or favours from suppliers and consultants aimed at obtaining undue advantages. They can accept gifts of exclusively symbolic value, promptly informing their line manager and / or Soft-in administration. This rule also applies to Soft-in administrators. Gifts and other forms of courtesy to suppliers and consultants are allowed, as long as they are of modest value and do not compromise their integrity and reputation, and prior authorization of the expense is sought.

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Similarly, employees cannot accept remuneration, gifts or preferential treatment of a more than symbolic value, and are obliged to inform their manager and / or Soft-in administration of any such offers.

Soft-in undertakes to inform the supplier / consultant precisely and promptly of the nature and scope of their task, and of the forms and payment times. Suppliers / consultants shall act in accordance with the principles of correctness, honesty and commitment, and always in compliance with relevant legislation.

5.9. Relations with Public Administration

Soft-in maintains relationships with state administration, guarantors and supervisory authorities, public bodies, local administrations, and public law organizations.


Relations with Public Administration must be initiated and managed in absolute and strict compliance with applicable laws and regulations, and conducted with clarity, transparency, cooperation, and professionalism.

In relations with public officials, administrators, employees, and collaborators must behave with the utmost correctness and integrity. They must at all times avoid giving an impression of trying to exert improper influence on the decision making process, or of making request for favorable treatment.

Soft-in has put in place appropriate precautions and measures to prevent those acting for or on behalf of the company from any behaviour that might be construed as corruption of a public official or a public service representative.

Any direct or indirect offer of money, gifts or benefits of any kind, to or from executives, officials, employees, clients, suppliers, public administration bodies, public institutions or other organizations, for the purpose of generating undue advantage and/or influencing the judgment of the recipient, is strictly forbidden.

Acts of courtesy such as gifts and forms of hospitality to any representatives of Public Administration bodies or public officials are permitted, as long as they are of modest value and do not compromise their integrity and/or reputation, and do not unduly influence the recipient's judgment. Any such expenses must always be authorized and documented in an appropriate manner.

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In relations with Public Administration, the Recipients must make the data and documents available in a timely manner, respecting any and all deadlines. Data shall be presented in a clear, objective and exhaustive language, in order to provide accurate, complete, and truthful information.

5.9.1. Management of loans and public and private contributions

In obtaining and managing state, public or private contributions and loans of any kind, Soft-in observes principles of legality, transparency and fairness.

To this end, the recipients of The Code of Ethics must:

- rigorously and transparently represent Soft-in's the interests and positions;
- diligently check any data or declarations made to lenders.

The collaborators responsible for the preparation of the necessary documentation for participation in public announcements / tenders or for the submission of applications for contributions must:


- transmit truthful information;
- guarantee information is up to date and complete;
- respect all submission deadlines set by relevant Public Administration bodies. Only authorised personnel shall enter into any commitments with Public Administration bodies. Any such commitment shall be carried out in compliance with relevant legislation and the principles of The Code of Ethics. Any unbecoming conduct by employees, collaborators or managers shall be reported to the Board of Directors.

6. Violations of the Code of Ethics and sanctions

Soft-in has implemented measures to ensure the correct and diligent application of The Code of Ethics.

The measures consist of:

- the preventive risk analysis by the general management with assessment for the possible violations and related impacts; at the same time are evaluated the appropriate actions to mitigate the risks identified;

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- the continue support and control of all manager and responsible of all teams involved in the activities of the organization;
- periodical internal audits to verify the respect of rules and procedures defined for the various processes.

In case of a verified violation of The Code of Ethics, sanctions are applied by the Board of Directors for the protection of corporate interests, in line with applicable laws and regulations.

7. Code of Ethics approval and maintenance

The Code of Ethics and any possible updates is approved by the Soft-in Board of Directors and promptly distributed to all Recipients. The Board of Directors is responsible for the suitability, implementation, and application of The Code of Ethics and can propose modifications to The Code, or receive such proposals from Recipients.

8. Acceptance of the Code of Ethics

All employees, collaborators, consultants and members of Soft-in accept The Code of Ethics, and commit to respecting it, and facilitating its implementation.

Compliance with this Code is a fundamental requirement for all those who work for or in Soft-in. Those in positions of responsibility are tasked with the implementation of The Code in their areas of responsibility.

9. Communication and training

The Code of Ethics is communicated to all the stakeholders. In order to ensure the correct understanding of The Code of Ethics, the Board of Directors periodically implements communication / training plans aimed at promoting the awareness of the rules and principles contained in The Code. Training initiatives can vary according to the Recipient's role and responsibility.

| REVISION STATUS | | | | |
|-----------------|----------|--|---|---------------------------------------|
| Revision | Date | Description | Paragraph | Page |
| 01 | 20.07.15 | Issued | all | all |
| 02 | 05.10.15 | Overall review | all | all |
| 03 | 03.12.18 | Overall review | all | all |
| 04 | 07.12.20 | Elimination of repeated concepts and references to the Supervisory Board. Clarifications on the rules and relations with workers and suppliers. Merging par. 6 and 10. | 1 - 3.2 - 5 - 5.1 - 5.4 - 5.6 - 5.8 - 5.9 - 5.9.1 - 6 - 7 - 9 | 4 - 5 - 7 - 8 - 9 - 10 - 11 - 14 - 15 |
| 05 | 18.05.21 | Integration and details with anti-bribery principles and control measures | 4 - 6 | 6 - 13 |