

IDRA S.r.l.

CODE OF ETHICS

Revision 08

Document approved by Management with resolution of 15 March 2024



IDRA S.r.l. unipersonale
Sede Legale ed operativa
Via dei Metalli, 2
25039 Travagliato (BS) Italy

Tel +39 030 20111
Fax +39 030 2002345
sales.italy@idragroup.com
www.idragroup.com

Cap. Soc. €5.032.661
C.F., P.IVA e Registro imprese
di Brescia 03095610170
C.C.I.A.A R.E.A. 323074



INDEX

0	Introduction.....	3
1	Scope of Application.....	4
2	General Principles	5
2.1	Respect for the Law.....	5
2.2	Honesty and Fairness.....	5
2.3	Impartiality and equal opportunities	5
2.4	Transparency and Completeness of Information	5
2.5	Confidentiality of Information	6
2.6	Prevention of Receiving, Laundering and Use of Money, Goods or Benefits of Unlawful Origin	6
2.7	Intellectual and Industrial Property Management.....	7
2.8	Prohibition of buying and selling counterfeit material.....	7
3	Criteria of Conduct in Relations with Collaborators	9
3.1	Human Resources.....	9
3.2	Selecting Personnel.....	9
3.3	Employment Relationship	10
3.4	Managing Personnel.....	10
3.5	Health and Safety	11
3.6	Protection of Privacy and Personal Data	12
3.7	Integrity, protection and equal opportunities	12
3.8	Prevention of Discrimination and Harassment.....	13
3.9	Preventing Conflict of Interest.....	13
3.10	Duties of Employees.....	14
3.11	Whistleblowing.....	14
4	Criteria of Conduct in Customer Relations	16
4.1	Sales Contracts	16
4.2	Style of Conduct with Customers and Customer Satisfaction.....	16
4.3	Quality of Products and Services.....	16
4.4	Insurance.....	17
5	Criteria of Conduct in Relations with Suppliers.....	18
5.1	Respect for the Law.....	18
5.2	Choice of Supplier	18
5.3	Safeguarding ethical aspects of the supply	19
6	Criteria of Conduct in Relations with Shareholders and Banks	20
6.1	Corporate Governance	20
6.2	Management.....	20
6.3	Sole Administrator	21
6.4	The Board of Auditors.....	21
6.5	The Auditing Firm	21
6.6	Financial Communication	21
6.7	Enhancing Proprietary Investment.....	21
7	Criteria of Conduct Towards the Environment.....	22
8	Criteria of Conduct towards Other Parties	23
8.1	Collective	23
8.2	Public Administration, Institutions and Authorities	23
8.3	Parties, Trade Unions and Associations.....	24
8.4	Contributions and Sponsorships.....	24
8.5	Gifts, Tokens, Benefits.....	24
9	Communication and Training.....	25
10	Violations of the Code of Ethics.....	26
11	Final Provisions.....	27
11.1	Annexes.....	27

0 Introduction

Ethical values are fundamental to IDRA, they define our past and our future.

These values cannot, nor should they, be forgotten when conducting business: our aim is to achieve excellent results, but in an ethical manner.

Having a successful past as a starting point should be a source of pride for everyone, especially if these successes are achieved by applying the ethical principles that characterise a civilised and advanced society, that we believe we belong to.

Our Company, therefore, in order to clearly and transparently define the set of values it is inspired by to achieve its objectives, has drawn up this Code of Ethics, the observance of which is essential for the reliability, reputation, image and proper functioning of the Company itself.

Our Company requires all employees and all those who cooperate in the operation of the company to agree to observe and have observed, within the scope of their functions and responsibilities, the company rules and precepts set out in this Code of Ethics, as set out, in terms of responsibilities, in the S050203 - Company Organisational Chart, attached hereto.

In no way shall the belief that one is acting to the benefit or in the interest of the Company justify behaviour that is contrary to the principles of this Code of Ethics, or of the company policy, S050201 - attached hereto.

1 Scope of Application

Directors, employees, collaborators, even if occasional, agents and procurers must abide by the principles and provisions of the Code of Ethics, protecting, through their conduct, the respectability and image of the Company and preserving the integrity of the Company's assets.

In particular, the Company's Management is obliged to be guided by the principles of the Code of Ethics when setting the Company's objectives, proposing investments and implementing projects, and in general, in any decision or action relating to the management of the Company itself.

Similarly, managers, in concretely implementing their management activities, must be guided by the same principles, both within the Company, thus strengthening unity and the spirit of mutual cooperation, and towards third parties that come into contact with the Company itself.

The Company's employees and non-employee collaborators, as well as partners in business relations and all those who have contractual relations with the Company, are required to adapt their conduct to the provisions of this Code of Ethics.

The Company endeavours to spread and foster awareness of the principles and rules contained in the Code of Ethics among the recipients through appropriate communication activities.

In order to promote the full application of the Code of Ethics, within the scope of the responsibilities provided for by the legal provisions, Management will also:

- constantly monitor the application of the Code of Ethics by the parties concerned, including by receiving any reports;
- report established violations of the Code of Ethics to Management;
- have, where necessary, the Code of Ethics periodically reviewed;
- propose or apply appropriate penalties in case of violation.

The scope can develop and evolve, based on the evolutions of the market, expectations and interests of stakeholders and business risks, as found and evident within S040001 - Context Analysis, Int Parties, Risks, updated annually.

2 General Principles

2.1 Respect for the Law

The Company places respect for the laws and regulations in force in Italy and in all the countries where it operates as an unavoidable principle.

Within the scope of their professional activities, management, employees, collaborators, even if occasional, agents, procurers and any other person who may act in the name and on behalf of the Company are required to diligently comply with the laws in force, the Code of Ethics and internal regulations.

Maintaining the certification of integrated management systems according to standards:

- UNI EN ISO 9001: 2015
- UNI EN ISO 14001: 2015
- UNI ISO 45001: 2018

They are evidence of the organisation's ongoing commitment in this field.

2.2 Honesty and Fairness

Relations with the Company's stakeholders are characterised by fairness, cooperation, loyalty and mutual respect.

Honesty is the fundamental principle for all the company's activities and an indispensable element of corporate management. Under no circumstances may the pursuit of personal or corporate interest justify dishonest conduct.

The procedures of the integrated management system, with particular reference to

- P0701 - Communication Participation Consultation
- P0702 - Training Awareness Competence
- P0707 - Onboarding
- P0801 - Selection, Evaluation, Qualification of Suppliers - Procurement
- P0812 - Contracts
- P0817 - Access

As well as the associated annexes and intermediate controls, they reinforce this evidence.

2.3 Impartiality and equal opportunities

The Company is committed to avoiding discrimination on the basis of age, gender, sexuality, health status, race, nationality, political opinions and religious beliefs in all decisions affecting relations with stakeholders.

2.4 Transparency and Completeness of Information

The company is committed to informing all stakeholders clearly and transparently about its situation and performance, without favouring any interest group or individual.

The Company's communication with its stakeholders (including through the press, conferences, seminars and working tables) is characterised by respect for the right to information.

Under no circumstances may false or tendentious news or comments be disseminated.

All communication activities comply with laws, rules, and professional conduct practices, and are carried out with clarity, transparency and timeliness, safeguarding, among other things, price-sensitive information and trade secrets.

The text of this Code of Ethics, will be available on the website www.idragroup.com, and also on the company server, so as to allow maximum usability.

The procedures of the integrated management system, with particular reference to

- P0701 - Communication Participation Consultation
- P0704 - Internal & External Documentation
- P0705 - HW and SW Information Systems

As well as the associated annexes and intermediate controls, they reinforce this evidence.

2.5 Confidentiality of Information

The company ensures the confidentiality of the information in its possession and compliance with data protection regulations. All information available to the Company is treated with respect for the confidentiality and privacy of the persons concerned.

In this regard, each employee shall:

- Only acquire and process data that is necessary and directly related to his/her functions;
- Store such data in such a way as to prevent outsiders from gaining knowledge of them;
- Communicate and disclose data within established procedures or with the authorisation of the person delegated to do so and in compliance with EU Regulation 2016/679 (known as GDPR)
- Determine the confidential and privileged nature of information in accordance with the relevant procedures;
- Ensure that there is no secrecy by virtue of any relationship of any kind with third parties.

Furthermore, the employees of the Company are bound not to use confidential information for purposes unconnected with the performance of their duties.

The procedures of the integrated management system, with particular reference to

- P0705 - HW and SW Information Systems

As well as the associated annexes and intermediate controls, they reinforce this evidence.

2.6 Prevention of Receiving, Laundering and Use of Money, Goods or Benefits of Unlawful Origin

Receiving stolen goods is understood as the acquisition, receipt or concealment of money or things originating from any crime in order to procure a profit for oneself or others, while money laundering is understood as the attainment, through financial and accounting transactions, of illicit proceeds.

IDRA undertakes to pay particular attention to preventing the laundering of money from illicit or criminal activities and carries out its activity in full compliance with current anti-money laundering regulations and the provisions issued by the competent authorities for the prevention of money laundering phenomena.

This point is particularly important in relation to IDRA's operations in emerging markets.

The Company undertakes to carry out adequate checks on the commercial and professional reliability of suppliers, customers and business/financial partners, in order to verify their respectability and the legitimacy of their activities.

Regular audits carried out by leading external companies demonstrate the constant organisational effort to comply with these elements.

2.7 Intellectual and Industrial Property Management

IDRA takes appropriate measures and initiatives to protect its own intellectual property and not to infringe that of others. In particular, the Company agrees to:

- Use exclusively conception or creative work (such as, but not limited to, texts, illustrations, drawings, etc.) that it has exclusive ownership of, also by virtue of the remuneration and/or reimbursement agreed with third parties through contractual documents;
- Use trademarks that are the exclusive property of and/or the use of which is at the disposal of the Company by a legitimate right of use.

Furthermore, in the context of relations with suppliers, the company requires them to ensure that the goods and their intended use do not infringe third-party industrial property rights (trademarks and patents).

In such relations, the company shall adopt appropriate indemnity measures for any claims, legal actions and demands for compensation that may be made by third parties due to acts of unfair competition, infringement of patents or patent applications, trademarks or registered models and industrial and intellectual property rights relating to raw materials, semi-finished products, finished products, services purchased from third parties.

Under no circumstances is it allowed:

- To counterfeit or alter domestic or foreign patents, trademarks and distinctive signs of others' industrial products;
- To use, in any form or manner whatsoever, trademarks, patents, names and other distinctive signs that the Company does not have exclusive ownership of and/or legitimate right to use;
- To market intellectual works or industrial products with patents, trademarks or distinctive signs likely to mislead the buyer as to the origin, source or quality of the work or product.

The procedures of the integrated management system, with particular reference to

- P0704 - Internal & External Documentation
- P0803 - Design and Development
- P0805 - Production
- P0806 - Final Testing and Inspection
- P0807 - Assistance
- P0902 - Audit

As well as the associated annexes and intermediate controls, they reinforce this evidence.

2.8 Prohibition of buying and selling counterfeit material

The Italian legal framework for combating counterfeiting is particularly advanced.

The Company commits to orthodox compliance with the associated requirements, in particular to:

- Legislative Decree. 30/2005, as amended by Legislative Decree no. 131/2010 (so-called. Industrial Property Code)
- Law no. 99/2009 (Provisions for the development and internationalisation of firms, with particular reference to energy)
- Community legislation. in particular:
 - Council Regulation (EC) no. 207/2009 on the Community trade mark,
 - Regulation (EU) 608/2013 of the European Parliament and of the Council concerning customs enforcement of intellectual property rights;
 - Directive 2004/48 EC, transposed by legislative decree no. 140 of 2006, on the enforcement of intellectual property rights.

In particular, since the interest protected by the standard is the economic order with reference to fairness and morality of trade, the Organisation ensures honesty in trade against the danger of fraud in the circulation of products by adopting active policies aimed at preventing the introduction of goods with false signs in trade.

The policy defined by the Organisation's Top Management:

- Focuses on preventing the purchase, acceptance and distribution of fraudulent/counterfeit parts by defining and constantly updating the fraudulent/counterfeit parts control plan that documents the processes used for risk mitigation, elimination and reporting.
- Guarantees at least 1 year warranty for each part sold/installed.
- Evaluates suppliers thoroughly with a considered consideration against supply risks, tracing in particular - where possible - the supply chain.
- It tests products upon receipt, both for minimum requirements and for optional areas determined by the customer,
- Under no circumstances should any product found to be counterfeit be returned to the supplier, and the authorities must be informed.

3 Criteria of Conduct in Relations with Collaborators

3.1 Human Resources

The Company recognises the centrality of human resources and the importance of establishing and maintaining relations with them based on loyalty and mutual trust.

Human resources are defined as management, employees, collaborators, even if only occasional, agents and procurers.

The management of employment and collaboration relations is inspired by respect for the rights of male and female workers and the full valorisation of their contribution with a view to fostering their development and professional growth.

All employees and collaborators of the Company are required to undertake to act loyally in order to comply with the obligations assumed in the employment contract and the provisions of this Code of Ethics, ensuring due performance and compliance with the commitments undertaken towards the Company and to avoid situations and decisions that may entail real or apparent conflicts of interest with the Company.

The procedures of the integrated management system, with particular reference to

- P0702 - Training Awareness Competence
- P0707 - Onboarding

As well as the associated annexes and intermediate controls, they reinforce this evidence.

3.2 Selecting Personnel

Personnel to be recruited are assessed on the basis of the match between the candidates' profiles and the company's needs, while respecting equal opportunities for all concerned.

The information requested is strictly related to the verification of the requirements of the job profile, while respecting the privacy and opinions of the candidate.

Recruiters, whether internal to company departments or external service providers, within the limits of the information available, take appropriate measures to avoid favouritism, nepotism, or forms of patronage in the selection and recruitment phases (for instance, avoiding the recruiter from being related to the candidate).

The procedures of the integrated management system, with particular reference to

- P0702 - Training Awareness Competence
- P0707 - Onboarding

As well as the associated annexes and intermediate controls, they reinforce this evidence.

3.3 Employment Relationship

The staff is employed under a regular employment contract in accordance with the CCNL and the relevant laws. No form of undeclared work is tolerated.

At the establishment of the employment relationship, each employee receives accurate information on:

- The characteristics of the role and tasks to be performed;
- Regulatory elements and minimum wage levels, as governed by the national collective labour agreement;
- Rules and procedures to be adopted in order to avoid possible health risks associated with the work activity.

This information is presented to the employee in such a way that the acceptance of the assignment is based on an effective understanding.

The procedures of the integrated management system, with particular reference to

- P0701 - Communication Participation Consultation
- P0702 - Training Awareness Competence
- P0707 - Onboarding

As well as the associated annexes and intermediate controls, they reinforce this evidence.

3.4 Managing Personnel

The company avoids any form of discrimination against its employees.

In the context of personnel management and development processes, as well as in the selection phase, decisions made are based on the consistency between the expected profiles and the profiles possessed by employees (e.g. in the case of promotion or transfer to another job) and/or on considerations of merit (e.g. allocation of incentives based on results achieved).

Access to roles and positions is also established in consideration of skills and abilities; moreover, compatibly with general work efficiency, flexibility in work organisation that facilitate the management of maternity status and childcare in general are favoured.

The assessment of employees is carried out in a broad manner involving the managers and, as far as possible, those who have come into contact with the individual being assessed.

Within the limits of the information available and the protection of privacy, forms of nepotism are prohibited in personnel management activities (e.g. by excluding hierarchically-dependent employment relationships between related employees).

Managers utilise and fully valorise all the professional skills present in the organisation by any means available to foster the development and growth of their employees.

In this context, it is of particular importance that managers communicate the strengths and weaknesses of the employee so that he or she can strive to improve his or her skills also through targeted training.

Training is assigned to groups or individual employees on the basis of specific professional development needs.

Each manager is obliged to value the working time of employees by requiring performance consistent with the performance of their duties.

It would be an abuse of authority to request personal services or favours from one's subordinates, unrelated to the company's activities, as well as any behaviour that constitutes a violation of this Code of Ethics.

The involvement of employees in the performance of the work is also ensured by allowing for participation in discussions and decisions functional to the realisation of corporate objectives.

Listening to the various points of view, compatibly with the company's needs, enables the manager to formulate the final decisions; the employee must, however, always contribute to the implementation of the established activities.

The company is committed to ensuring that all personnel are guaranteed the protection of their dignity and mental-physical integrity, in compliance with the principles of equal opportunities and the protection of privacy, with special regard to disadvantaged and disabled persons; in this regard, the company adheres to the 'Nobilita' project in cooperation with IN.RETE, a Consortium of Social Cooperatives.

The procedures of the integrated management system, with particular reference to

- P0701 - Communication Participation Consultation
- P0702 - Training Awareness Competence

As well as the associated annexes and intermediate controls, they reinforce this evidence.

3.5 Health and Safety

The policy concerning the safety and health of workplaces implemented by the Company is inspired by the culture of respect and is based on a strategy of maximum attention to the safety of all people working there, and finds its daily implementation in a plan aimed at minimising the environmental impact and maximising safety during the production, construction, operation and maintenance of the systems, and in general the performance of company activities.

The Company is committed to disseminating and consolidating a culture of safety, developing risk awareness, promoting responsible behaviour of all employees; it also works to preserve, especially through preventive actions, the health and safety of workers, as well as the interests of other stakeholders.

The Company's objective is to protect its human, capital and financial resources, constantly seeking the necessary synergies not only within the Company, but also with suppliers, companies and customers involved in its business.

Maintaining the certification of integrated management systems according to standards:

- UNI EN ISO 9001: 2015
- UNI EN ISO 14001: 2015
- UNI ISO 45001: 2018

They are evidence of the organisation's ongoing commitment in this field.

The procedures of the integrated management system, with particular reference to

- P0706 - Maintenance
- P0800 - Operational control
- P0808 - Emergencies
- P0812 - Contracts
- P0813 - Health Surveillance
- P0814 - Major Risk Categories
- P0815 - Dangerous Substances
- P0816 - PPE

As well as the associated annexes and intermediate controls, they reinforce this evidence.

3.6 Protection of Privacy and Personal Data

Any investigation into the ideas, preferences, personal tastes and, in general, the private life of employees is excluded.

The company undertakes to protect the personal data acquired, stored and processed in the course of its management activities, in full compliance with the relative legal provisions and in accordance with the directives issued by the specially designated company representatives.

All appropriate measures are taken to avoid the risks of unauthorised access or processing that is not permitted or not in accordance with the purposes for which they were collected and subsequently identified. In particular, employees who have not been expressly authorised and instructed in accordance with their duties, in the form and under the terms of art. 29 of EU Regulation No. 2016/679 (the GDPR), are prohibited from knowing, recording, processing and disclosing the personal data of other employees or third parties.

Personal data must always be processed in accordance with the provisions of EU Regulation No. 2016/679 (the GDPR) and Legislative Decree No. 196/2003 as amended.

The procedures of the integrated management system, with particular reference to

- P0705 - HW and SW Information Systems
- P0707 - Onboarding

As well as the associated annexes and intermediate controls, they reinforce this evidence.

3.7 Integrity, protection and equal opportunities

The Company promotes respect for the physical, cultural and moral integrity of its employees. It guarantees working conditions that respect individual dignity.

For this reason, it safeguards male and female workers against acts of psychological violence, and counteracts any attitude or behaviour that is discriminatory or personally damaging (e.g. in the case of insults, threats, isolation or excessive intrusiveness, professional limitations).

Sexual harassment is not permitted, and behaviour or speech that may offend a person's sensibilities must be avoided (e.g. the display of images with explicit sexual references, or the dissemination of said material through the company's IT systems, or insistent and continuous allusions).

Any Company employee who believes he or she has been harassed or discriminated against on grounds of age, gender, sexuality, race, state of health, nationality, political opinions and religious beliefs, etc., may report the incident to his or her manager, who will assess the actual breach of the Code of Ethics.

However, disparities are not considered discrimination if they are justified or justifiable on the basis of objective criteria. Finally, the Company supports and respects human rights in accordance with the UN Universal Declaration of Human Rights.

The procedures of the integrated management system, with particular reference to

- P0707 - Onboarding

As well as the associated annexes and intermediate controls, they reinforce this evidence.

3.8 Prevention of Discrimination and Harassment

The company is committed to maintaining a workplace free of discrimination and/or harassment. The shared objective is to prohibit discrimination/harassment in the workplace, committed by or against managers, colleagues, customers, suppliers or visitors. The Company cares that all employees work and grow in a healthy and respectful manner in a productive environment.

It is the responsibility of the entire management to:

- Promote a harassment-free workplace and set an example of appropriate behaviour in the workplace;
- Be directly accountable for the conduct of their staff and the smooth running of their department;
- Deal with harassment situations immediately after becoming aware of them;
- Take appropriate measures during a harassment investigation, including separation of the parties;
- Ensure that harassment situations are handled sensitively and confidentially.

Employees are responsible for:

- Treating others with respect in the workplace
- Informing their supervisor or human resources manager of any harassment;
- Cooperating in harassment investigations and respecting the confidentiality of the investigation processes;

The company deals with, in a timely manner, of the following:

- Dealing with harassment complaints in a timely, confidential and effective manner;
- Respecting the rights of employees during investigations and protecting them from retaliation;
- Training employees to promote a harassment-free workplace.

3.9 Preventing Conflict of Interest

Management, employees and collaborators of the Company are required to avoid situations in which conflicts of interest may arise and to refrain from taking personal advantage of business opportunities of which they become aware in the course of their duties.

By way of example but not limited to, the following situations may give rise to conflicts of interest:

- The overt or covert involvement of the person concerned in the activities of suppliers, customers, competitors;
- The instrumentalisation of one's position for the realisation of interests in any event conflicting with those of the company;
- The use of information acquired in the performance of work activities for one's own benefit or for the benefit of third parties and in any case contrary to the interests of the company;
- Performing a top management role (sole director, head of department) and having economic interests with suppliers, customers, or competitors (interests in companies, possession of securities, professional appointments, etc.) also through family members;
- Carrying out unauthorised work of any kind (performance of works, intellectual services) with customers, suppliers, competitors and/or third parties in conflict with the interests of the company.

In the event of even the appearance of a conflict of interest, the person concerned is required to notify his or her manager, who, in the manner provided for, informs his or her supervisor, who assesses the actual existence of such a conflict on a case-by-case basis.

3.10 Duties of Employees

The employee must behave loyally and fairly in compliance with the obligations undertaken in the employment contract and ethically in accordance with this Code, as well as legally and professionally correct, ensuring the required services, and is obliged to report through the appropriate channels, any violation of the rules of conduct established by the internal procedures.

Each employee must be familiar with and implement the company's information security policies to ensure the integrity and confidentiality of information.

He/She is required to draft his/her documents using clear, objective and exhaustive language, allowing for any verifications by colleagues, managers or authorised external parties.

Each employee is obliged to work diligently to protect the company assets, through responsible behaviour and in line with the operating procedures set forth to regulate their use, accurately documenting their use.

In particular, each employee shall scrupulously and sparingly use the assets entrusted to him/her and avoid improper uses of company assets that may cause damage or reduce efficiency, or in any case be contrary to the interests of the company.

Each employee is responsible for the protection of the resources entrusted to him/her.

The Company reserves the right to prevent the misuse of its assets and infrastructure through the use of accounting, financial control reporting and risk analysis and prevention systems, subject to compliance with applicable laws (privacy law, labour regulations).

As far as computer applications are concerned, each employee is required to scrupulously adopt the provisions of the company's security policies, so as not to compromise the functioning and protection of computer systems (such as, for example, the prohibition to install unauthorised programs and software on company hardware or to tamper with company-owned applications, to hack into company programs, or other operations that do not comply with company-authorised procedures).

3.11 Whistleblowing

The Company guarantees the possibility and necessary safeguards for its employees and stakeholders to report any offence or irregularity committed by the organisation itself, or by its members.

In compliance with Legislative Decree 10 March 2023, no. 24, which transposes EU Directive 2019/1937, the Organisation allows its staff to anonymously report any breach "*of national or European Union regulatory provisions that affect the public interest or the integrity of the public administration or the private entity, of which they have become aware in a public or private employment context*" (article 1, paragraph 1 of Leg. D. 24/2023).

To this end, the company has set up a confidential communication channel, in order to ensure compliance with the characteristics of *Internal Reporting* required by the Decree.

The Idragroup Whistleblowing Portal is directly accessible from the IDRA website www.idragroup.com/index.php/it

The line of communication defined at hydra.group.wb.teseoerm.com, in fact, takes the form of a communication channel external to the organisation that ensures:

- the confidentiality of the reporting person's identity,
- the confidentiality of the identity of the person involved and of the person mentioned in the report,
- the confidentiality of the identity of the content and (any) supporting documentation;

The company also ensures the following for its stakeholders:

- *obligation of confidentiality* (art. 12): reports may not be used beyond what is necessary to follow them up, and the identity of the person making the report may not be directly or indirectly disclosed without that person's consent;
- *processing of personal data* (art. 13): any processing, including communication between the competent authorities, must be carried out in accordance with Regulation (EU) 2016/679, Legislative Decree 30 June 2003, no. 196 and Legislative Decree 18 May 2018, no. 51;
- *retention of documents on reports* (art. 14): the report must always be kept for as long as necessary for its processing, and in any case no longer than 5 years after the final outcome of the report procedure has been issued.

4 Criteria of Conduct in Customer Relations

4.1 Sales Contracts

The Company's contracts and communications to customers (including any advertising messages) are characterised by completeness, transparency and seriousness.

In addition, the contracts are compliant with current regulations and complete, so that no element relevant to the customer's decision is overlooked.

The procedures of the integrated management system, with particular reference to

- P0701 - Communication Participation Consultation
- P0802 - Commercial

As well as the associated annexes and intermediate controls, they reinforce this evidence.

4.2 Style of Conduct with Customers and Customer Satisfaction

The Company's style of conduct towards customers is characterised by helpfulness, respect and courtesy, with a view to a collaborative and highly professional relationship.

Consistent with the principles of impartiality and equal opportunities, the Company undertakes not to discriminate arbitrarily against its customers.

The Company also undertakes not to use misleading or untruthful promotional tools and to adhere to the truth in advertising, commercial or any other kind of communication.

The Company undertakes to respond to suggestions and complaints from customers by using appropriate and timely communication systems (e.g. telephone services, e-mail addresses, etc.).

The scope can develop and evolve, based on the evolutions of the market, expectations and interests of stakeholders and business risks, as found and evident within S040001 - Context Analysis, Int Parties, Risks, updated annually.

The procedures of the integrated management system, with particular reference to

- P0701 - Communication Participation Consultation
- P0802 - Commercial

As well as the associated annexes and intermediate controls, they reinforce this evidence.

4.3 Quality of Products and Services

The Company is committed to providing products and services that meet the customer's reasonable expectations and in accordance with the principles of safety, to guarantee adequate quality standards of the services and products offered on the basis of predefined levels.

The scope can develop and evolve, based on the evolutions of the market, expectations and interests of stakeholders and business risks, as found and evident within S040001 - Context Analysis, Int Parties, Risks, updated annually.

Maintaining the certification of integrated management systems according to standards:

- UNI EN ISO 9001: 2015
- UNI EN ISO 14001: 2015
- UNI ISO 45001: 2018

They are evidence of the organisation's ongoing commitment in this field.

4.4 Insurance

The Company undertakes to protect its assets and its human resources by taking out appropriate civil liability insurance policies with leading insurance companies, in order to guarantee compensation for any damages suffered by them in the course of their business activities or due to fortuitous events.

In this sense, the management of relations with these insurance bodies is based on the utmost transparency and fairness, with the Company undertaking to promptly transmit all information concerning the occurrence of claims, both with regard to the communication of all elements necessary for risk assessment and with regard to the determination of damages to be compensated.

The Company maintains and periodically updates a summary of all outstanding insurance contracts for consultation by internal and external auditing bodies.

5 Criteria of Conduct in Relations with Suppliers

5.1 Respect for the Law

The Company expressly requires that suppliers, who have contractual relations with it, act with respect for the rights of humans, workers and the environment.

By way of example, the Company requires suppliers to refrain from using child or minor labour and from discrimination, abuse or coercion against workers, and to comply with environmental legislation.

The procedures of the integrated management system, with particular reference to

- P0801 - Selection, Evaluation, Qualification of Suppliers - Procurement
- P0812 - Contracts

As well as the associated annexes and intermediate controls, they reinforce this evidence.

5.2 Choice of Supplier

Relations with suppliers are governed by this Code of Ethics and internal purchasing procedures. Purchasing processes are geared towards seeking maximum competitive advantage for the Company and granting equal opportunities to each supplier. They are also based on mutual loyalty, transparency and cooperation.

In particular, the employees of the Company assigned to these processes are required to:

- Not preclude any supplier meeting the requirements from competing for tenders by adopting objective and documentable criteria in the selection of the shortlist of candidates;
- Ensure sufficient competition in each tender, e.g. by considering, where possible, at least three companies or professionals or bodies in the selection of the supplier; failure to do so must be adequately justified and is permissible for purchases with a total value of less than € 5,000.

The selection of suppliers and the determination of purchasing conditions are based on an objective assessment of quality, price and the ability to provide and guarantee services of an adequate level, including after-sales service and product warranty. In particular, the employee, collaborator, agent, procurer or any other person who may act in the name and on behalf of the Company may not:

- Receive any form of consideration from anyone for the performance of an act of one's office or contrary to one's duties;
- Accept any form of conditioning by third parties outside the Company, and not authorised by it, when making decisions on the choice of supplier.

The procedures of the integrated management system, with particular reference to

- P0801 - Selection, Evaluation, Qualification of Suppliers - Procurement
- P0812 - Contracts

As well as the associated annexes and intermediate controls, they reinforce this evidence.

5.3 Safeguarding ethical aspects of the supply

If the Company becomes aware that the supplier, in the performance of its activity for the Company, has adopted conduct that is not in line with the general principles of this Code of Ethics, it shall be entitled to take appropriate measures to the point of precluding any further opportunities for collaboration.

In order to ensure maximum transparency and efficiency of the purchasing process, the Company establishes:

- The separation of roles between the unit requesting the supply and the unit concluding the contract;
- Adequate traceability of the choices made through the preservation of information as well as official tender and contract documents for the periods established by the regulations in force.

The conclusion of a contract with a supplier must always be based on very clear relations, avoiding, where possible, forms of dependency.

Thus, by way of example but not limited to, avoiding the replacement of binding long-term projects with short-term contracts requiring continuous renewal with price revisions, or consultancy contracts without an adequate transfer of know-how, or exclusive or precluding the possibility of appointments to other, more qualified professionals.

When appointing consultants, it is mandatory to verify a high level of professional capacity, in relation to the content of the service required, as well as the possession of the legal requirements and qualifications necessary for its performance.

When awarding orders or requesting quotations, it is always mandatory for the supplier to sign a declaration of confidentiality or an agreement not to use company information and data other than for the purpose of carrying out the supply or commercial offer.

The remuneration of consultants, agents or representatives and partners shall only be agreed and determined in writing.

No payment or remuneration may be made in cash or in kind.

The procedures of the integrated management system, with particular reference to

- P0801 - Selection, Evaluation, Qualification of Suppliers - Procurement
- P0812 - Contracts
- P0817 - Access

As well as the associated annexes and intermediate controls, they reinforce this evidence.

6 Criteria of Conduct in Relations with Shareholders and Banks

6.1 Corporate Governance

The company works to ensure that the participation of shareholders in decisions within their competence is guaranteed and informed, promotes equality and completeness of information and protects their interests.

The corporate governance system adopted by the Company complies with the law and is mainly aimed at:

- Meeting the legitimate expectations of all ownership components, with particular attention to minority shareholders;
- Controlling risks;
- Ensuring the compliance of management operations;
- Informing the company's stakeholders with the utmost transparency;
- Avoiding any kind of transaction to the detriment of creditors and other stakeholders.

The scope can develop and evolve, based on the evolutions of the market, expectations and interests of stakeholders and business risks, as found and evident within S040001 - Context Analysis, Int Parties, Risks, updated annually.

Maintaining the certification of integrated management systems according to standards:

- UNI EN ISO 9001: 2015
- UNI EN ISO 14001: 2015
- UNI ISO 45001: 2018

They are evidence of the organisation's ongoing commitment in this field.

The procedures of the integrated management system, with particular reference to

- P0701 - Communication Participation Consultation

As well as the associated annexes and intermediate controls, they reinforce this evidence.

6.2 Management

Management is responsible for the functions and responsibility for strategic and organisational guidelines, as well as for ensuring that the necessary checks are in place to monitor management performance.

Company Management is obliged to:

- Play an active role in their assignment, thus allowing the Company to benefit from their expertise;
- Consistently participate in meetings;
- Notify of any situation in which they have an interest on their own behalf or on behalf of third parties involving them, and in such situations refrain from participating in deliberative processes;
- Keep documents and information acquired during the performance of their duties confidential;
- Always let the interest of the Company prevail over the interest of any individual party.

Management is composed of such members as to ensure, by number and authority, that their judgement can carry significant weight in making board decisions.

Management brings their specific expertise to board discussions, so as to facilitate an examination of the topics under discussion from different perspectives and a consequent adoption of deliberations that are thoughtful, knowledgeable and aligned with the social interest.

6.3 Sole Administrator

The sole administrator:

- Contributes to the formulation of corporate strategies in cooperation with the General Manager.
- Supervises the activities of the General Manager and Executive Managers;
- Has the power to hire and fire Executive Managers.
- Monitors the implementation of his/her directions and resolutions;
- Approves the company's balance sheet
- Presides over the Shareholders' Meeting and has the powers of legal representation of the Company.

6.4 The Board of Auditors

The procedure for the appointment of the board of auditors to two alternates is inspired by the utmost transparency.

In particular, the lists of candidates are deposited at the company's registered office (accompanied by exhaustive information on personal and professional characteristics and positions held) and are made known to the entire Management at least 10 days before the scheduled date of the shareholders' meeting.

6.5 The Auditing Firm

In order to guarantee the full independence of judgement of the firm appointed to audit the financial statements, any consultancy assignments to be entrusted to said auditing firm must be authorised, on a case-by-case basis, by the Company's Management, which verifies the absence of conflicts of interest.

6.6 Financial Communication

The Company pursues its mission while ensuring full transparency in the choices made.

In addition, the Company provides all the necessary information so that the decisions of shareholders can be made in an informed manner.

All of the Company's financial communication is characterised not only by mere compliance with regulatory provisions, but also through comprehensible language, completeness and timeliness.

6.7 Enhancing Proprietary Investment

The Company endeavours to ensure that its economic/financial performance is such as to safeguard and increase the value of the company, in order to adequately remunerate the risk that Shareholders take by investing their capital.

7 Criteria of Conduct Towards the Environment

The Company contributes constructively to ecological sustainability in all its activities, taking into account the rights of people living in the surrounding area and future generations.

The Company's strategies and operational management are guided by the principles of sustainable development, with a continuous focus on ensuring that activities are carried out with respect for the environment and public health, in accordance with the relevant national and international directives.

The environment is a primary asset that the Company is committed to safeguarding; for this purpose, it plans its activities by seeking a balance between economic initiatives and unavoidable environmental needs. The Company therefore undertakes to improve the environmental and landscape-related impact of its activities, as well as prevent risks to the population and the environment, not only in compliance with the regulations in force, but also taking into account the development of scientific research and the best experiences (best practices) on the matter on a voluntary basis.

The company is aware that the environment can be a competitive advantage in an increasingly broader and more demanding market in the field of quality and conduct.

The Company's strategy is geared towards investments and activities that meet the principles of sustainable development; in particular:

- Allocating a significant share of investments in the responsible use of energy sources, and consistent with their production and development needs from renewable sources;
- Promoting actions and behaviours that minimise the environmental impact of their activities and consider the environment variable as strategic.

The company promotes the following environmental policy instruments:

- Voluntary agreements with institutions and trade associations;
- Awareness-raising and environmental training activities for employees, aimed at the internal dissemination of initiatives and enhancing employees' skills and professionalism;
- Programmes for the rational use of energy.

Maintaining the certification of integrated management systems according to standards:

- UNI EN ISO 9001: 2015
- UNI EN ISO 14001: 2015
- UNI ISO 45001: 2018

They are evidence of the organisation's ongoing commitment in this field.

The procedures of the integrated management system, with particular reference to

- P0706 - Maintenance
- P0808 - Emergencies
- P0809 - Environmental Monitoring and Assessment
- P0810 - Waste
- P0811 - Emissions

As well as the associated annexes and intermediate controls, they reinforce this evidence.

8 Criteria of Conduct towards Other Parties

8.1 Collective

IDRA is aware of the effects, including indirect effects, of its activities on economic and social development and the general wellbeing of the community, as well as the importance of social acceptance of the communities in which it operates.

For this reason, it intends to conduct all its activities with respect for local and national communities and to support initiatives of cultural and social value, also with a view to improving its reputation and social acceptance.

The scope can develop and evolve, based on the evolutions of the market, expectations and interests of stakeholders and business risks, as found and evident within S040001 - Context Analysis, Int Parties, Risks, updated annually.

8.2 Public Administration, Institutions and Authorities

Relations between IDRA and the P.A. must be managed in a unitary manner, i.e. in such a way that the persons representing IDRA must receive a specific mandate either through the system of delegations and sub-delegations within the scope of the powers conferred or by virtue of specific written appointments.

Commitments towards the Public Administration, Institutions and Authorities (e.g. the Electricity and Gas Authority, Antitrust Authority, Privacy Guarantor, etc.) are reserved exclusively to the appointed and authorised corporate roles, in compliance with the strictest observance of the applicable legal and regulatory provisions, and may in no way compromise the integrity and reputation of the Company.

For this reason, documentation on contacts with the Public Administration must be collected and stored.

Relations with the regulatory bodies of the free energy market are characterised by transparency and constructive cooperation. According to this principle, the Company shall not deny, conceal, manipulate or delay any information requested by the Authorities and other regulatory bodies in their inspection functions, and shall actively cooperate in the course of investigative procedures.

Employees or representatives of the Company must not promise or offer to public officials, to employees in general of the Public Administration or other Public Institutions, money, goods or other benefits of any kind in order to promote and favour their own interests or the interests of the Company, or even to compensate or repay them for an act of their office or to obtain the performance of an act contrary to the duties of their office.

In the course of a business negotiation, request or commercial relationship with the Public Administration, no employment and/or commercial opportunities must be examined or proposed that may personally benefit employees of the Public Administration, nor must confidential information be solicited or obtained that may compromise the integrity or reputation of both parties.

Acts of commercial courtesy, such as gifts or forms of hospitality, or any other form of benefit, are permitted only if they are of modest value and such as not to compromise the integrity and reputation of the parties and such that they cannot be interpreted, by a third and impartial observer, as acts intended to obtain advantages and favours in an improper manner. In any case, such acts must always be authorised and adequately documented.

Any activity, whether direct or through an intermediary, aimed at influencing the independence of judgement or securing any advantage for the Company, is prohibited.

Any employee who receives, directly or indirectly, proposals for benefits from public officials, employees in general of the Public Administration or other Public Institutions, must immediately report them to the Supervisory Board, in the case of employees, or to their company contact person, in the case of third parties.

The Company, in cases where it has to enter into agreements on a voluntary basis with local governments as compensation and/or within the framework of conventions, undertakes to determine the amounts to be paid on the basis of the principle of equity.

The scope can develop and evolve, based on the evolutions of the market, expectations and interests of stakeholders and business risks, as found and evident within S040001 - Context Analysis, Int Parties, Risks, updated annually.

8.3 Parties, Trade Unions and Associations

Contributions to political parties, committees, public organisations or political candidates are prohibited.

The Company abstains from any direct or indirect pressure on political figures (e.g. by granting Company facilities, accepting recommendations for recruitment, consultancy contracts, etc.).

8.4 Contributions and Sponsorships

Sponsorship activities, which may relate to social, environmental, sports, entertainment and art issues, are only intended for events that offer a guarantee of quality, whether they are local, national or international in scope, increase the company's prestige and visibility with actual and potential customers, or involve a significant number of citizens, particularly those for which the company can collaborate on the planning, so as to ensure their originality and effectiveness.

In any case, when choosing the proposals to which to adhere, the Company pays particular attention to any possible conflict of interest of a personal or corporate nature.

The company favourably considers and, where appropriate, provides support for social and cultural initiatives, including through contributions to foundations, whose activities are oriented towards promoting the individual and improving the quality of life.

Any contribution must be made in strict compliance with the law and the applicable provisions and properly documented.

8.5 Gifts, Tokens, Benefits

No form of gift is allowed that may even be construed as exceeding normal business practices or courtesy, or in any case aimed at acquiring favourable treatment in the performance of any activity related to the Company.

In particular, any form of gift to Italian and foreign public officials, auditors, directors of the Company and its subsidiaries, auditors or their relatives, which could influence their independence of judgement or induce them to secure any advantage, is prohibited.

It should be noted that a gift means any type of benefit (free participation in conferences, promise of a job offer, etc.). Gifts offered - except those of modest value - must be adequately documented, to allow for checks and authorised by the department head, who shall notify the Supervisory Board.

This rule, which does not allow for exceptions even in countries where offering valuable gifts to business partners is customary, covers both gifts promised or offered as well as those received.

Employees of the Company who receive gifts or benefits not covered by the permitted cases are also required, in accordance with the established procedures, to notify the Supervisory Board, which assesses their appropriateness and informs the applicant of the Company's policy on the matter.

9 Communication and Training

The Code of Ethics is brought to the attention of internal and external stakeholders through appropriate communication activities (e.g. providing a copy of the Code of Ethics to all employees, dedicated sections on the company website and server, inclusion of an information note on the adoption of the Code of Ethics in all contracts, etc.).

In order to ensure the correct understanding of the Code of Ethics by all the Company's collaborators, also on the basis of the indications of the Supervisory Board, a training plan will be drawn up to foster knowledge of the principles and rules.

The procedures of the integrated management system, with particular reference to

- P0701 - Communication Participation Consultation
- P0707 - Onboarding
- P0817 - Access

As well as the associated annexes and intermediate controls, they reinforce this evidence.

10 Violations of the Code of Ethics

Compliance with the rules of the Code of Ethics must be considered an essential part of the contractual obligations of employees pursuant to art. 2104 of the Civil Code.

Violations of the rules of the Code of Ethics may constitute a breach of the primary obligations of the employment relationship or a disciplinary offence, in compliance with the procedures laid down in art. 7 of the Workers' Statute, with all the consequences provided for by law, also on the matter of preservation of the employment relationship, and may entail compensation for damages arising therefrom.

For all other stakeholders with whom the Company has contractual relations, any breach of the rules of the Code of Ethics may constitute a breach of contractual obligations, with all the consequences of the law, including termination of the contract and/or appointment, and may entail compensation for damages arising therefrom.

The Company undertakes to provide for and impose, with consistency, impartiality and uniformity, penalties proportionate to the respective breaches of the Code of Ethics and in accordance with the provisions in force governing labour relations.

11 Final Provisions

This Code is a founding element of the Organisation and Management Model pursuant to Legislative Decree 231/01, and as such its approval and updating process follows the provisions therein.

11.1 Annexes

- S050201 - Integrated Management System Policy
- S050203 - Company Organisational Chart