



CODE OF ETHICS

December 19, 2023

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1. Introduction

OverIT S.p.A., together with the companies under its management and control (hereinafter referred to as the "OverIT Group", "OverIT" or the "Company"), is a leading provider of Field Service Management software solutions. With over 20 years of experience, OverIT is positioned in the market as the digital partner of choice for the management of "mission-critical" operations, with a focus on linear assets.

OverIT's mission is to develop software products that support the execution of field operations in critical contexts and on critical assets, to share expertise among technicians, ensure safety and sustainability of infrastructure, guarantee quality in the workplace, and promote innovation in its customers' processes.

OverIT's expertise in Geographic Information Systems (GIS) and the use of technologies such as Augmented Reality and Machine Learning are some of the innovative components that have made OverIT the choice of the largest companies in the Energy & Utility, Oil & Gas, Transportation & Infrastructure and Telco sectors for efficient, optimized, and proactive Field Service Management processes. Such solutions play a significant role in helping major corporate customers worldwide accomplish their business goals and contribute to the achievement of the 17 "Sustainable Development Goals" of the United Nations 2030 Agenda.

Over the years, OverIT has established high ethical standards and fostered a culture based on transparency, integrity, and a deep commitment to pursuing the company's mission by recognizing quality work and improving work-life balance.

OverIT is aware that by spreading this culture to all its stakeholders and ensuring integrity and quality in all its business activities, it protects the market ecosystem as well as its own image and reputation.

OverIT has adopted its own Organization, Management and Control Framework (also referred to as "OMC Framework"), in accordance with the provisions of Legislative Decree No. 231 of June 8, 2001, the Italian reference standard on the administrative responsibility of entities and the prevention of crimes in the corporate sphere, with the aim of creating and maintaining a structured, integrated and organic system of policies, procedures and controls whose purpose is to prevent the risk of committing crimes, to respect legality and ethical values, and protect all stakeholders.

The Code of Ethics is one of the documents that make up OverIT's OMC framework and, inspired by internationally recognized principles, it sets out the values, commitments, rights and rules and establishes the ethical responsibilities and rules of conduct to be followed by all Recipients (identified below) in order to ensure compliance with legality, morality and professional ethics in the conduct of business and performance of work activities.

2. Terms and Definitions

Subsidiaries: the companies that are subject to the management and control of OverIT S.p.A. and that are part of the OverIT Group, as well as all those that may become part of the Group from time to time.

Customers: any legal entity to whom OverIT sells its product(s) and/or service(s).

Executive Team: executives who are responsible for a significant portion of an organization's decision making.

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OverIT Group, Group or OverIT: a corporate group made up of the companies under the management and control of OverIT S.p.A., namely OverIT International Inc., OverIT GmbH and OverIT U.K. Ltd.

Supplier: any person that is qualified to be a supplier to the Company.

Supervisory Board (the "SB"): the collegial body, composed of members from within and outside OverIT S.p.A., responsible for supervising/controlling compliance with the Code of Ethics and the OMC Framework.

Organization, Management and Control Framework (the "OMC framework"): a set of protocols that regulates and defines the company structure and the management of its sensitive processes. If properly developed, adopted, updated, and enforced, the OMC framework reduces the risk of committing criminal offenses.

Partner: a freelancer, legal entity, or company, in the IT or non-IT sector, who joins OverIT by subscribing to the "OverIT Partner Program" ("OPP") or any other partnership agreement.

Internal reporting ("Whistleblowing"): the oral or written communication of information on breaches, presented through the internal reporting system activated by the Company, that ensures (also using cryptographic tools) the confidentiality of the identity of the reporting person, the person concerned by, and the person mentioned in the report, as well as the content of the report and related documentation. Reporting may be confidential, where the name of the reporting person is known, or anonymous, where the personal details of the reporting person are neither specified nor univocally identifiable. Even in this case, reporting is managed confidentially.

External reporting ("Whistleblowing"): the oral or written communication of information on breaches, presented through the external reporting system activated by the Italian Anticorruption Authority (ANAC), that ensures (also using cryptographic tools) the confidentiality of the identity of the reporting person, the person concerned by, and the person mentioned in the report, as well as the content of the report and related documentation.

3. Recipients and Application of the Code of Ethics

The OverIT Code of Ethics is applicable to the following persons located throughout the world (hereinafter collectively referred to as "Recipients"):

- all the members of the Board of Directors of OverIT S.p.A. and its subsidiaries, who must comply with the principles of the Code of Ethics when setting objectives, proposing investments, implementing projects, as well as in all decisions and/or actions related to the management and coordination of the companies of the OverIT Group;
- all employees of the OverIT Group, including managers, who must be inspired by the same principles in the implementation of the management activities of the companies, both within the Group and with third parties who come into contact with it. In particular, the Code of Ethics is an integral part of employees' employment contracts and a guide to conduct. Any action, transaction, relationship, or

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other activity carried out in the context of work must be based on the principles of fairness, transparency and completeness of information and carried out in compliance with the company's internal procedures;

- all self-employed persons, i.e., those who cooperate with OverIT without being bound by an employment contract (e.g., consultants, representatives, intermediaries, agents), as well as all partners, suppliers, and customers who have relations with OverIT, who are obliged to ensure that their conduct complies with the provisions of the Code of Ethics;
- all members of the Supervisory Board, who shall be guided by the principles of the Code of Ethics in the course of their activities to monitor compliance with the OMC framework and its updates;
- all persons who have business relationships and all those who cooperate in the pursuit of the Group's objectives and, in general, all those who work in the name of and/or on behalf of OverIT and who have relationships with the Group itself, who must comply with the principles of the Code of Ethics.

All Recipients are required to observe and, within the scope of their authority, enforce compliance with the principles contained in the Code of Ethics; in particular, members of the Executive Team are required to set an example of consistency between the principles of the Code of Ethics and their own daily conduct. Under no circumstances shall the pursuit of OverIT Group's interests justify the adoption of conduct contrary to the principles set forth herein.

4. Values

The following are the values that OverIT considers essential to its success, guiding its strategy and decisions, influencing its daily behavior and the way it interacts with all stakeholders:

- **Trust** – Nothing is more important than the reliability and security of our systems.
- **Customer Success** – We grow only when our customers grow.
- **Excellence** – Every team and individual strives to be the best at what they do.
- **Simplicity** – Simplification and optimization are key.

In addition, these values help shape the company's culture to align with its strategic goals and business direction. These four corporate values are complemented by an additional distinctive element related to OverIT's philanthropic commitment to donate its most valuable asset, the proprietary Next-Gen FSM Platform, to non-profit organizations working in critical contexts. Thanks to philanthropic initiatives, OverIT expresses its strong commitment towards those who live in need, without assuming moral or political positions.

The values described here are an integral part of the Code of Ethics, through which OverIT reinforces the responsibility that has always characterized its corporate culture.

5. Foundations and Ethical Principles

In addition to the values, all Recipients involved must adhere to and act in accordance with the following principles and ethical standards, which are not only considered essential and internationally recognized, but also promote the smooth operation, reliability, integrity, and reputation of OverIT:

- **Fairness, legality, loyalty, transparency, and honesty**

OverIT acts in compliance with the laws and regulations in force in the territories in which it operates, as well as with the Code of Ethics and the Company's procedures, applying them with rectitude and fairness; in business relationships, OverIT is inspired by, and respects the principles of loyalty, transparency, honesty, fairness, without distinction of the importance of the transaction. All actions, operations, negotiations and, in general, behaviors are inspired by the utmost fairness, completeness and transparency of information, legitimacy - in formal and substantive aspects - clarity and truthfulness of accounting documents according to current regulations.

- **Work-life balance**

OverIT complies with national collective bargaining agreements regarding working hours and does not require its employees to work more than 40 hours per week, except in exceptional, short-term cases, for which overtime is recognized with additional compensation.

In addition, OverIT has adopted a Location Flexible Policy that provides employees with maximum flexibility to choose between working remotely or at company locations, subject to the conditions set forth therein. In general, OverIT is committed to carefully planning work, streamlining processes and accurately forecasting staffing needs based on workload, guaranteeing employees the use of vacation and leave time.

- **Freedom of association and the right to collective bargaining**

OverIT guarantees its employees the right to freedom of association, collective bargaining, and participation in trade unions without any hindrance. The company does not discriminate in employment and growth processes against those who join unions or engage in collective bargaining and is committed to recognizing such representatives as privileged interlocutors.

- **Non-discrimination**

In its dealings with internal and external parties, OverIT recognizes and respects the principle of equality and guarantees equal opportunities and conditions for all. In addition, OverIT does not practice or support discriminatory actions based on gender, nationality, religious beliefs, sexual orientation, political opinions, age, disability, membership in associations and unions, at any stage of recruitment, compensation, training, promotion, dismissal, and retirement.

OverIT does not hinder or interfere with the right of personnel to observe doctrines or practices or to meet needs related to the above characteristics. In addition, OverIT will not engage in conduct, including gestures, language, and/or physical contact, that is or could be considered sexually coercive, threatening, abusive, or exploitative.

- **Equal opportunities**

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OverIT guarantees equal access to equal opportunities, especially in terms of employment and contractual and/or organizational promotion, according to an approach based on impartiality, regardless of factors such as gender, nationality, religious beliefs, sexual orientation, political opinions, age, disability, membership in associations and unions.

- **Prohibition of forced, child, and irregular labor**

OverIT does not employ personnel who work against their will, or who are not protected by contractual forms, or who are not free to terminate employment (e.g., seizure of documents, unpaid wages held as security). In addition, OverIT does not require employees to leave cash deposits or identification documents in order to begin employment.

At the pre-employment stage, OverIT requires the applicant to provide copies of only those documents necessary for the proper administration of the employment relationship, such as passport or equivalent and social security number. These documents are required to establish the identity of the person and provide, with absolute certainty, the elements necessary to be able to establish the employment relationship, such as citizenship or the permit authorizing the presence in the territory where the worker performs the work activity, as well as the presence of the minimum age for admission to the work itself, prohibiting any activity that may facilitate the violation of the rules on immigration, irregular work, and child labor.

OverIT does not use child labor, employ young workers in unhealthy or dangerous situations, at night, or during school hours, nor does it encourage the use of such practices in any way. Although the nature of its operations makes such a possibility remote and virtually impossible, the company is committed to providing appropriate support to individuals found to be working in exploitative child labor conditions (e.g., by assisting them to attend school) and promoting what is guaranteed by ILO Recommendation 146 (e.g., by ensuring that no one works during school hours and that the total of daily travel time, school time, and work time does not exceed ten hours per day). In addition, OverIT does not use and prohibits any form of kickbacks or "black" pay.

- **Quality**

OverIT is committed to listening to the changing needs of the market and constantly improving the quality of its products by ensuring security, reliability, and innovation.

- **Responsibility and fair treatment**

OverIT does not apply disciplinary measures contrary to the dignity and respect of the person, strictly excluding the use of any disciplinary practice other than or in addition to the only measures provided for by the current legislation (e.g., physical mistreatment, mental coercion, verbal insults). In addition, OverIT pays special attention to the prevention of the phenomena of mobbing (psychological terror) and sexual harassment, i.e., psychological pressure and conditioning with verbal and gestural innuendo, as well as not to use unfavorable working conditions as "instruments of punishment", nor to apply disciplinary practices hastily and superficially.

- **Fair remuneration**

OverIT shall ensure that its employees are paid wages in accordance with applicable laws and relevant national collective bargaining agreements, commensurate with skills and responsibilities, and in any case sufficient to meet basic needs and live a decent life. OverIT ensures that there are no deductions from pay for disciplinary reasons and that, in addition to being paid in accordance with applicable laws, salaries and benefits are explained to employees in detail and on a regular basis. In order to fulfill its regulatory obligations to its personnel, as stipulated in applicable laws regarding labor and social security rules, OverIT ensures that contract labor arrangements and false apprenticeship framings are not undertaken.

- **Respect for health and the environment**

OverIT ensures a healthy and safe working environment in accordance with current legislation by taking all appropriate measures to prevent potential risks to the health and safety of employees. Therefore, OverIT ensures that all personnel receive adequate health and safety training upon joining the company and that this training is regularly updated in accordance with current legislation. OverIT also ensures that all personnel have access to clean toilets, drinking water and health surveillance provided by a competent physician whose mission is to protect the health of workers, in all cases in accordance with current regulations. OverIT promotes respect for the environment as a common resource to be safeguarded for the benefit of the community and future generations, with a view to sustainable development. In this context, the company is committed to integrating sustainable business practices in order to systematically monitor and reduce the environmental impact of its activities.

- **Respect for the dignity of the person**

OverIT is committed to promoting respect for the physical and cultural integrity of the person and respect for the dimension of relationships with others. In addition, OverIT guarantees working conditions that respect the dignity of the individual, protect, and promote the value of human resources, skills and competencies, diversity and living and working time.

- **Confidentiality and personal data protection**

OverIT is committed to ensuring the confidentiality and protection of data processed in connection with our business activities. This commitment applies not only to information provided by our employees, but also to information provided by customers, suppliers, and partners with whom OverIT works. To this end, OverIT has implemented and periodically updates information security best practices to protect personal information from unauthorized access, loss, or misuse.

- **Stakeholder engagement**

OverIT is committed to conducting its activities with the interests of its stakeholders in mind, with the understanding that dialog and shared goals are tools through which mutual value can be created. OverIT involves its stakeholders in the development of projects and strategies and aims to guide them towards sustainable development. In particular, OverIT is committed to the responsible empowerment of its customers, supporting them as partners in the digital and ecological transition.

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- **Sustainability-by-design**

OverIT's goal is to design each business activity in such a way that it is sustainable, i.e., capable of generating collective benefits for people and the planet. The company ensures the sustainability of its activities through a model that is embedded in processes and transversal to all business functions, oriented towards the achievement of long-term objectives and through risk management that contributes to their prevention or mitigation.

- **Protection of competition**

OverIT operates in national and international markets and competes fairly in those markets while respecting international and national laws and principles designed to protect competition.

- **Protection of Intellectual Property**

OverIT recognizes and protects intellectual property rights and promotes a culture of respect and integrity in the use and management of ideas, know-how, trade secrets, source code, and other intellectual assets.

6. Code of Conduct

6.1. Code of Conduct towards Suppliers, Consultants, Employees, and Partners

OverIT is committed to seeking suppliers, consultants, collaborators, and partners according to criteria of transparency, fairness, competitiveness, efficiency, and economic sustainability, selecting those who have the necessary competence and professionalism and who fully comply with the principles and contents of this Code of Ethics. In addition, OverIT promotes the establishment of lasting relationships with the aforementioned parties for the progressive improvement of its performance.

In the selection of suppliers, consultants, collaborators, and partners, OverIT does not allow or accept undue pressure aimed at favoring one subject to the detriment of another, and such as to undermine the credibility and trust that the market places in the company in terms of transparency and rigor in the application of laws and internal regulations.

Professional and commercial contributions must be characterized by commitment and professional rigor, in keeping with the level of professionalism and responsibility that characterizes OverIT, with the appropriate care and precision to ensure the respect and promotion of its prestige and reputation.

OverIT is committed to:

- treat all stakeholders fairly and encourage fair, non-discriminatory competition designed to stimulate the creation of lasting business relationships;
- conduct business relationships based on the principles of cooperation, fairness, transparency, trust, exchange of information, and professional integrity;
- pay fees and sums that are in line with market conditions and adequately documented in relation to the services received and the professional tasks entrusted;

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- ensure payment within the timeframe established by the contract or order;
- respect the confidential information and trade secrets of suppliers and subcontractors;
- follow a policy of informing suppliers and subcontractors of any accounting or administrative errors and correcting any errors promptly with credits, refunds or other measures acceptable to both parties.

Finally, OverIT does not allow and rejects corrupt practices, collusion, solicitation of benefits, payment of tangible and intangible benefits, as well as other benefits aimed at influencing or compensating customers, suppliers, partners, representatives of public authorities, institutions, as well as members of corporate and/or administrative bodies.

6.2. Code of Conduct towards the Customer

OverIT is committed to the principles of Transparency, Reliability, Accountability, Customer Success, and Quality in its relationships with customers. Recipients are therefore required to:

- comply with laws and regulations governing the conduct of its business;
- scrupulously observe the provisions of this Code of Ethics regarding the management of relations with Customers;
- provide the Customer with all information regarding the terms of the contract so that the Customer is fully aware of them at the time of concluding the contract, as well as any changes in the economic conditions and the results of any verifications requested by the Customer;
- behave in a helpful, respectful, and courteous manner in accordance with OverIT's standards, which are characterized by the highest level of professionalism.

OverIT is committed to responding to Customer suggestions and complaints, using appropriate and timely communication systems that provide accurate, complete, and truthful information so that the Customer can make an informed decision.

Communication and advertising messages addressed to Customers will be inspired by the criteria of simplicity, clarity, and transparency, avoiding the use of any deceptive, elusive, or unfair practices and ensuring that the products and services offered to Customers comply with commercial standards and the aforementioned communication methods. OverIT excludes any advertising and/or communication tool that in any way misleads the Customer as to the quantity, quality, origin, and provenance of the products and services offered.

In case of reported incidents related to products, OverIT undertakes to immediately initiate investigations to determine their causes and, if necessary, to take all measures (including cooperation with public institutions) to eliminate factors that may pose a serious threat to public health and safety and to prevent such incidents from recurring in the future.

6.3. Code of Conduct towards Human Resources

OverIT recognizes the central role of human resources in the achievement of the company's mission, and therefore adopts selection, training and work methods that are characterized by respect for human values, the

autonomy and responsibility of employees, as well as the importance of individual and organized participation and adherence to the company's objectives and values.

It is OverIT's interest and imperative to encourage the development of the potential of each employee or collaborator, promoting an environment and work organization that is consistently characterized by:

- respect for the personality and dignity of each individual, including in the selection of personnel, avoiding at all times the creation of uncomfortable, hostile or otherwise intimidating situations;
- prevention of discrimination and abuse of any kind;
- encouragement of innovation and entrepreneurship while respecting the limits of each employee's responsibilities;
- definition of appropriate roles, responsibilities, delegations and availability of information so that each member of the organization can make the decisions that are incumbent upon them in the interest of OverIT;
- prudent, balanced, and objective exercise by managers of the powers conferred by delegation.

6.4. Code of Conduct towards Public Administration

OverIT establishes and maintains relations with public administration and control bodies, both in Italy and in other countries, characterized by the utmost cooperation, fairness, transparency, and integrity, in compliance with the roles and functions assigned by law.

Relations with officials of public institutions are duly authorized in strict compliance with legal and regulatory provisions and must not in any way compromise the integrity and reputation of OverIT.

To this end, it is forbidden to pay or offer, directly or through intermediaries, sums of money or other means of payment, material benefits and other advantages to representatives of public administrations, inspection bodies, governments, public officials, or persons in charge of public services in order to influence their activities in the performance of their duties. These requirements may not be circumvented by resorting to various forms of contributions that, under the guise of sponsorship, appointments and consulting, advertising, gifts, gratuities, etc., have the same purposes as those prohibited above.

In particular, OverIT employees and consultants, as well as third parties who represent the company in relations with public administrations and inspection bodies, must in any case:

- refrain from entering into relations with institutional interlocutors or control bodies, unless they have been expressly delegated or authorized to do so;
- refrain from inducing OverIT to improperly obtain any contribution, financing, subsidized loan or other similar payment, however named, granted or disbursed by the Public Administration, through the use or presentation of false or misleading documents or through the omission of required information.
- not to use contributions, grants, or financing intended for OverIT for purposes other than those for which they were granted;

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- refrain from improperly obtaining any other type of benefit (e.g., licenses, permits, exemption from charges, including social security, tax relief or non-payment of social security contributions), either for OverIT or for third parties, to the detriment of the Public Administration, by means of trickery or deception (e.g., sending false documents or certifying untrue things);
- refrain from exerting any kind of pressure on the person called upon to make a statement to the judicial authority, in order to induce them not to make a statement or to make a false statement;
- provide the inspection bodies with the requested data and documents related to the subject of the inspection activity, cooperating with fairness, transparency, and integrity.

6.5. Work Relationships with Former Employees of the Public Administration

The recruitment and establishment of other employment relationships with former employees of the Public Administration who, in the performance of their duties, have had relations with OverIT, or their relatives and/or relatives-in-law, is carried out in strict compliance with the standard procedures established by the Company for the selection of personnel.

6.6. Relations with the Judiciary Authority

In relations with the judicial authority, it is forbidden for any employee, consultant or third party representing OverIT to exert any kind of pressure on the person called to give testimony before the judicial authority, in order to induce them not to give testimony or to give false testimony.

OverIT undertakes to fully and scrupulously comply with the rules imposed by the public authorities, guaranteeing maximum cooperation, respecting their institutional role and committing itself to promptly carrying out the required prescriptions.

In particular, all Recipients shall:

- operate in accordance with applicable laws and regulations;
- be efficient, cooperative, and courteous in their dealings with the authorities, complying with all requests made by the authorities in the course of their control functions and cooperating in the relevant investigation procedures;
- provide accurate, complete, and truthful information to enable the authorities to obtain all the information necessary to make decisions;
- not in any way obstruct their work by failing to provide requested data and/or information.

6.7. Code of Conduct in General Business

Every operation and transaction carried out or entered into for the benefit of OverIT or in its interest must be inspired by the utmost fairness from the point of view of management, completeness, and transparency of information, as well as formal and substantive legitimacy, clarity, and truthfulness of accounting records, in accordance with current regulations. In addition, each transaction must be subject to an audit.

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6.8. Conflict of Interest

OverIT avoids any situation of conflict of interest, even potential, between personal or family economic activities and company duties. Examples include, but are not limited to, situations in which:

- there are personal economic and financial interests, including through family members, with suppliers, business partners, customers, or competitors;
- one's functional position is instrumentalized for the realization of interests that conflict with those of OverIT;
- own negotiations and/or contracts are concluded, closed, or initiated in the name of and/or on behalf of OverIT, which have as counterparties own family members or employees or legal entities to which Recipients or family members or employees of Recipients belong;
- donations, gifts, or favors of any kind are accepted from any person, company, or entity doing business or negotiating with OverIT, including potential suppliers and bidders;
- one's position in the company or information acquired in the course of one's work is used in a way that benefits one's own interests or those of a third party, contrary to the interests of OverIT;
- any type of work (labor and intellectual services, as well as covering corporate positions) is performed with customers, suppliers, or third parties contrary to the interests of OverIT.

In any case, it is necessary to:

- avoid any situation or activity that may conflict with the interests of OverIT or that may impair the ability to make impartial decisions in the best interests of the Company and in full compliance with the principles and content of the Code of Ethics;
- in a general sense, carry out accurately the functions and responsibilities held.

If a situation of the above conflict arises, each person is required to abstain from participating, directly, or indirectly, in any decision or deliberation relating to the matter to which the conflict relates.

Members of corporate bodies who have an interest, either their own or that of a third party, in a particular OverIT transaction are obliged to inform the shareholders immediately.

6.9. Relations with the Mass Media

Relations between OverIT and the mass media are the exclusive responsibility of the corporate functions and managers delegated to them and must be conducted in compliance with the communication policies defined by OverIT. Therefore, no one may provide information to representatives of the mass media without the authorization of the relevant functions. In any case, information and communications related to OverIT and intended for external use must be accurate, truthful, complete, transparent, and mutually consistent.

6.10. Relations with Shareholders

OverIT guarantees its shareholders transparency of operations and the right to be informed, in addition to the cases provided for by current regulations, of any circumstance deemed of interest. To this end, the Company

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prepares appropriate information flows, from the operational functions to the administrative body and from the latter to the shareholders, in order to ensure constant updating and completeness of information. OverIT adopts a system of control, organization, and management aimed both at ensuring the transparency, accuracy and truthfulness of corporate communications (e.g., financial statements, periodic reports, prospectuses) and at preventing corporate crime. No shareholder shall be favored, either intentionally or de facto, through the selective use of confidential information. Communication with shareholders is timely, clear, and complete to ensure that decisions are based on full knowledge of the company's strategic choices and management performance.

6.11. Tax Strategy, Accounting Records, and Consequent Preparation of Financial Statements

OverIT's objective is to ensure formal and substantive compliance with the tax regulations in force in the countries in which it operates, by adopting a conduct consistent with the principles of transparency, honesty, fairness and good faith. OverIT intends to minimize the tax risk, and, to this end, specific controls are in place to ensure the accuracy and timeliness of the tax calculation and payment, as part of a transparent and accurate compliance that also aims to prevent possible disputes. To this end, OverIT encourages prior consultation with the tax authorities, in compliance with the legal instruments provided for this purpose.

Each operation or transaction must be correctly and timely recorded in the company's accounting system, in accordance with the criteria established by law and based on applicable accounting principles. In addition, each operation or transaction must be authorized, verifiable, legitimate, consistent and congruent, so as to provide a clear, true and fair representation of operating events.

OverIT is committed to the implementation and use of appropriate tools to identify, prevent, and manage, as far as possible, financial and operational risks, as well as fraud against the company or third parties. In particular, in order for the accounting to meet the requirements of truthfulness, completeness and transparency of the recorded data, the Recipients shall maintain adequate and complete supporting documentation of the activity performed, in order to permit:

- the accurate accounting of each transaction;
- the immediate determination of the characteristics and motivations underlying the same;
- the easy formal chronological reconstruction of the operation;
- the verification of the decision-making, authorization, and execution process, as well as the identification of the various levels of responsibility and control.

Each accounting record must accurately reflect what is stated in the supporting documentation. Therefore, it is the responsibility of each Recipient to ensure that the supporting documentation is easily retrievable and organized according to logical criteria and in accordance with the Company's policies.

Anyone who becomes aware of any omissions, falsifications, or inadvertencies in accounting records or supporting documents must report them immediately to their supervisor. It is expressly forbidden to divulge

any information obtained in the performance of one's duties to unrelated offices or colleagues and to the outside world.

6.12. Anti-Money Laundering

OverIT strictly follows the regulations aimed at preventing the phenomena of money laundering, self-laundering and the financing of criminal activities. To this end, OverIT undertakes to comply with all national and international anti-money laundering regulations and provisions. Before establishing relationships or entering into contracts with non-occasional customers and other partners (including affiliates) in long-term business relationships, Recipients must satisfy themselves of the moral integrity, reputation and good name of the counterparty.

To this end, Recipients must:

- immediately report any potential anomalies of which they become aware in order to facilitate the prevention and combating of money laundering;
- carefully review available information on counterparties and avoid entering into or maintaining business or financial relationships where there is reasonable doubt that the counterparties may engage in conduct that would constitute the commission of money laundering offenses;
- make and accept cash payments only within the limits and amounts permitted by law;
- ensure appropriate cooperation with the competent authorities in preventing, combating, and suppressing the phenomena of counterfeiting and falsification of banknotes, coins, and other means of payment.

In the management of cash flows, it is forbidden to tolerate irregularities which, in the exercise of normal professional diligence, give rise to suspicion as to the legality and regularity of the origin of the funds received.

6.13. Intragroup Relations

All relations between subsidiaries shall be conducted in full compliance with applicable regulations and market conditions, as well as in compliance with the principles set forth in this Code of Ethics. Intercompany and inter-subsidiary relations, as well as the information of each company, especially when it is intended for the preparation of consolidated financial statements, shall meet the criteria of transparency, fairness, efficiency, and traceability of the underlying economic relations and related financial flows.

6.14. Gifts, Act of Business Courtesy, and Other Benefits

OverIT does not allow any form of gratuity aimed at obtaining favorable treatment in the performance of any activity related to it, or such as to create even the suspicion of having acted in the interest and on behalf of the Company. A gratuity is defined as any benefit of any kind (e.g., the promise of an offer of employment, whether subordinate or in the form of consulting, the provision of services, trips), with the exception of gifts of modest

value that are the result of normal business courtesies or practices and that do not give rise to any improper influence.

In particular, Recipients are prohibited from accepting, receiving, giving, or offering any form of gratuity to representatives of the public administration, public officials or private individuals with whom OverIT has or may have business relations. On the other hand, the aforementioned persons have the obligation to protect the reputation of OverIT against possible allegations of unlawful conduct by exercising caution when offering or accepting gifts or entertainment. Therefore, all Recipients have a duty to ensure that decisions related to the Company's business are made in accordance with integrity, fairness, and transparency, as well as in accordance with the interests of OverIT and applicable laws. The above rules also apply to countries where it is customary to offer gifts of high economic value.

6.15. Sponsorships

Sponsorship activities can be carried out subject to the definition of appropriate agreements and verification of the honorability of the beneficiary subject and the event / initiative promoted. Accordingly, OverIT does not promote or maintain any kind of sponsorship relationship with organizations, associations, or movements that directly or indirectly pursue purposes that are criminally illegal or otherwise prohibited by law. In particular, OverIT avoids sponsoring partners that are even suspected of belonging to criminal organizations or of committing money laundering offenses.

6.16. Relations with Political Organizations, Trade Unions, and Other Associations

In carrying out its corporate mission, OverIT interacts with trade union, political, and other forms of associations. Those delegated by OverIT to deal with these subjects are required to comply with the law by avoiding any collusive or corrupt phenomenon.

6.17. Protection of Industrial and Intellectual Property

All OverIT stakeholders act in full respect of the industrial and intellectual property rights legitimately belonging to third parties, as well as in compliance with the requirements contained in the laws, regulations and conventions established for the protection of such rights. OverIT encourages and promotes the inventiveness and technological evolution of the products and processes carried out by its employees and by third parties who lend their activities to OverIT, seeking to prevent or eliminate violations of OverIT's rights.

To this end, all Recipients:

- shall refrain from any act that may constitute the usurpation of industrial property rights, the alteration or counterfeiting of distinctive signs of industrial products or of patents, designs, or industrial models, whether domestic or foreign, as well as from importing, marketing, using, or

otherwise putting into circulation industrial products with counterfeited or altered distinctive signs or manufactured by usurpation of industrial property rights;

- must not unlawfully and/or improperly use, for the benefit of the Company or third parties, intellectual works or parts thereof protected by copyright laws (e.g., software and unofficial licenses).

6.18. Protection of Personal Data

Every OverIT employee shares the responsibility to protect the privacy and security of personal information that is collected, organized, stored, adapted or modified, accessed, used, communicated and disseminated in full compliance with applicable data protection and privacy laws and regulations.

Personal information requires special attention: it is data that, individually or in combination with others, identifies an individual. Such information includes data in our personnel files, supplier, and partner data, and credit or banking information, as well as personal information about customers.

Each recipient is required not to disclose personal information to unauthorized persons and to ensure the appropriate and lawful use of such information. Under all circumstances, OverIT employees must take the necessary precautions to protect the confidentiality of confidential information and personal data, as well as all materials entrusted to us.

All information, knowledge, and data collected or processed by Recipients in the course of their duties shall be used, communicated, or disclosed only in accordance with the information classification procedure. All Recipients shall:

- collect and process only data that is necessary and directly related to their duties;
- store data in a manner that prevents unauthorized third parties from obtaining knowledge of it;
- communicate and divulge data within the framework of the guidelines established by OverIT or with the prior authorization of the person in charge;
- determine the confidential and sensitive nature of information in accordance with the requirements of the policies provided by OverIT.

OverIT has integrated the principle of "privacy by design" into its processes. This principle is a proactive approach aimed at ensuring the protection of personal data from the design stage of its products or services. This methodology requires that privacy and data security be integrated as essential elements in the development process of new solutions and technologies, thus ensuring greater privacy protection and regulatory compliance.

6.19. Use of Company Assets

Each Recipient is required to protect and use with care the corporate property and equipment provided by OverIT for the performance of its duties, avoiding fraudulent or improper use, as well as use for personal purposes that could damage the property itself.

Any use of assets and computer systems that:

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- is not strictly related to one's official duties;
- conflicts with the interests of OverIT;
- pursues purposes other than those specifically authorized;
- may violate any applicable laws;
- may inappropriately invade or damage the computer systems of others;

shall be deemed improper.

Recipients are required to comply with the Company's information security policies and to use Company equipment in accordance with those policies.

OverIT seeks to avoid operational risks associated with the use of computer systems that could undermine the security of the exchange of information that is critical to the Company's business and confidential in nature, including with third parties. Therefore, the Company is committed to adopting the highest levels of security, including through the adoption of an information access control system that includes:

- individual user authentication by user ID and password or other secure authentication system;
- closing inactive sessions after a limited period of time;
- suspension of utilities after a predefined number of failed login attempts.

7. Implementation, Control, and Monitoring

7.1. Communication and Training

In order to ensure compliance with the Code of Ethics by all Recipients, the basic principles and contents of the Code of Ethics will be appropriately communicated by the methods deemed most appropriate from time to time, such as:

- distribution to all members of the corporate bodies;
- distribution to all employees by attaching the Code of Ethics to the employment contract;
- distribution to suppliers, with the sending of the document "Compliance to OverIT Code of Ethics - OMC Framework" to be signed at the supplier qualification, together with the subsequent reference contract, in which there is a link to the Code itself;
- publication on the internal portal (OverMe, corporate intranet);
- publication on the institutional website;
- timely training activities for employees and collaborators all over the world.

It is the responsibility of OverIT and all Recipients to spread, at all levels, an internal culture characterized by awareness of the existence of controls and oriented towards the exercise of control itself.

7.2. Internal Controls and Monitoring of Compliance with the Code of Ethics by the Supervisory Body

OverIT has implemented and is committed to maintaining a system of internal technical and organizational controls designed to direct, verify, and monitor OverIT's activities with the aim of ensuring compliance with laws and company procedures, protecting company assets, effectively managing company activities and providing clear and accurate information on OverIT's financial, economic, and asset situation, as well as identifying and preventing risks that the Company may incur.

In addition, the control of the compliance with the Code of Ethics is entrusted to the Supervisory Board, that has the following responsibilities:

- to monitor compliance with the Code of Ethics, also with a view to preventing the risk of committing the offences provided for by the Legislative Decree 231/01;
- to make its own observations on ethical issues that may arise in connection with business decisions and alleged violations of the Code of Ethics brought to its attention;
- to provide operational support for the interpretation and implementation of the Code of Ethics, as a constant reference tool for the correct conduct to be followed in the performance of its activities;

- to follow and coordinate the periodic review of the Code of Ethics, including through its own proposals for adaptation and/or updating; in order to take into account changes in corporate governance and/or organization;
- preparing and approving the communication and ethics training plan;
- reporting to the appropriate corporate bodies any violation of the Code of Ethics, proposing the sanction to be imposed and verifying the effective application of the measures imposed.

7.3. Whistleblowing

In accordance with the provisions of the Legislative Decree 24/2023, which transposes the European Directive 2019/1937, OverIT has established an internal system for reporting misconduct.

In this regard, employees, self-employed persons, volunteers and trainees (even if unpaid), shareholders and persons with management, control, supervision, or representation functions of the Company may report, among other things, attempted violations and/or alleged or established violations of the Company's procedures and internal regulatory system (e.g., OMC Framework and Code of Ethics) of which they have become aware in the course of their work.

In order to bring to the attention of the Supervisory Board, as the reporting body, any information regarding violations or conduct that is not in compliance with the Company's Code of Conduct, the reporting person must submit substantiated reports based on accurate and consistent facts.

Reports can be submitted through the following channels:

- "Whistleblowing" platform accessible at <https://overit.whistleblowing.it/>;
- email address omc_supervisorybody@overit.ai;
- email address omc_boardofdirectors@overit.ai, where the report concerns the entire Supervisory Body;
- external reporting channel made available by the National Anticorruption Authority (ANAC).

Within 3 months of receiving the report, the Supervisory Board will provide feedback to the whistleblower regarding the conclusion of the investigation, its outcome, and any sanctions or corrective actions taken.

In all cases, OverIT will protect the whistleblower from retaliation or discrimination ("*any direct or indirect act or omission, even attempted or threatened, prompted by reporting, reporting to judicial or accounting authorities or public disclosure, which causes or may cause unjustified detriment (directly or indirectly) to the reporting person or the person who filed the complaint*"). It is also prohibited to take any direct or indirect retaliatory action against the reporter for reasons related to the report. Finally, OverIT guarantees the confidentiality of the identity of the reporter, the persons involved and/or mentioned in the report until the end of the procedure.

In addition, any interested party may submit reports, particularly those related to the SA 8000 international standard, which focuses on social responsibility and working conditions, through the following channels:

- through the DNV Certification Body by writing to the address feedback.italia@dnv.com;

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- through the Accreditation Body for SA8000 (SAAS - Social Accountability Accreditation Services - 15 West 44th Street, 6th Floor - New York - NY 10036), by writing to the address saas@saasaccreditation.org.

7.4. Penalties

Compliance with the rules contained in the Code of Ethics shall be considered an essential part of the contractual obligations provided for employees. OverIT will take appropriate measures depending on the seriousness of the illegal activity committed by the offender. In particular, any violation of this Code of Ethics, committed by employees, will result in the adoption of disciplinary measures, proportionate to the seriousness or recurrence of the misconduct or the degree of guilt, in accordance with provisions contained in the applicable labor contracts.

With respect to the administrative body and the auditors, the Board of Directors shall inform the competent corporate bodies so that they may immediately take the most appropriate measures against the persons responsible for the violation, in accordance with the powers provided by law and/or the Articles of Association. Regarding suppliers and partners, the violation of the provisions of this Code of Ethics will be sanctioned by the provision of specific contractual clauses, with the termination of existing contracts with them, without prejudice to OverIT's right to claim compensation for damages incurred as a result of said conduct.

8. Final Provisions

The Board of Directors of OverIT S.p.A. approves the Code of Ethics and any amendments and/or additions thereto, taking care of any revision of the same, and evaluates any proposals for amendments and/or additions made by the Supervisory Board.

Revision History

Revision	Date	Summary of amendments
1.0	12/22/2021	First draft of the Code of Ethics, approved by the Board of Directors.
2.0	12/19/2023	Second draft of the Code of Ethics based on the new organizational model, the new mission, values, ethical principles, and rules of conduct of OverIT. Approved by the Board of Directors