

SAFE MOBILITY

SCAE

ORGANIZATION, MANAGEMENT AND CONTROL MODEL

S.C.A.E. S.P.A.

**pursuant to Legislative Decree no. 231 of June 8, 2001
and subsequent amendments and additions**

CODE OF ETHICS

Revision of September 2022



TABLE OF CONTENTS

Summary

1.	PREFACE: PURPOSE AND STRUCTURE OF THE CODE OF ETHICS	Errore. Il segnalibro non è definito.
2.	GENERAL ETHICAL PRINCIPLES	Errore. Il segnalibro non è definito.
2.1.	<i>Mandatory Nature of the Code of Ethics and Its Recipients</i>	4
2.2.	<i>Compliance with the Law and Fairness</i>	4
2.3.	<i>Transparency, Completeness, and Confidentiality of Information</i>	4
2.4.	<i>Non-Discrimination</i>	5
2.5.	<i>Dignity, Health, and Safety of Employees; Workplace Hygiene</i>	5
2.6.	<i>Personnel Selection, Employment Formalization, Management, and Evaluation</i>	5
2.7.	<i>Education and Training</i>	5
2.8.	<i>Environmental Protection</i>	5
2.9.	<i>Transparency, Consistency, and Verifiability of SCAE Activities</i>	6
3.	PRINCIPI ETICI PARTICOLARI.....	Errore. Il segnalibro non è definito.
3.1.	<i>Prohibition of Payments to Public Officials</i>	6
3.2.	<i>Prohibition of Gifts</i>	6
3.3.	<i>Benefits and Other Advantages</i>	6
3.4.	<i>Other Potential Corrupt Practices</i>	6
3.5.	<i>Obligation to Report</i>	6
3.6.	<i>Accuracy of Information and Data</i>	7
3.7.	<i>Acquisition of Information from Public Administration</i>	7
3.8.	<i>Conflict of Interest</i>	7
3.9.	<i>Relations with Negotiation/Commercial Partners</i>	7
3.10.	<i>Relations with Suppliers</i>	7
3.11.	<i>Fair Competition and Relations with Operators in the Same Industry</i>	Errore. Il segnalibro non è definito.
3.12.	<i>Obligation to Cooperate</i>	8
3.13.	<i>Prohibition of Disclosure of Confidential Information</i>	Errore. Il segnalibro non è definito.
3.14.	<i>Communications with the Press</i>	Errore. Il segnalibro non è definito.
3.15.	<i>Internal Information Flows at SCAE</i>	8
3.16.	<i>Transparency in Social Communications</i>	8
3.17.	<i>Obligations to Cooperate with Control and Supervisory Bodies</i>	8
3.18.	<i>Transparency of Corporate Accounting</i>	8
3.19.	<i>Anti-Money Laundering and Self-Laundering</i>	9

3.20.	<i>Privacy Protection</i>	Errore. Il segnalibro non è definito.
3.21.	<i>Intellectual Property Protection</i>	Errore. Il segnalibro non è definito.
4.	CLOSING RULES.....	9
4.1.	<i>Effectiveness of the Code of Ethics and Sanctioning System</i>	Errore. Il segnalibro non è definito.
4.2.	<i>Reporting Obligations</i>	9

CONFIDENTIAL



1. PREFACE: PURPOSE AND STRUCTURE OF THE CODE OF ETHICS

SCAE SPA (hereinafter “SCAE”) has deemed it appropriate to formalize and publish the ethical rules and principles that, since its establishment, have guided internal relations within the company as well as those with third parties, and that more generally characterize the conduct of its business activities.

These principles are set forth in this Code of Ethics, which SCAE, as has always been the case, encourages to be applied, shared, and promoted voluntarily, while nonetheless establishing their mandatory nature and binding effect for anyone acting in the interest of the company or coming into contact with it.

The rules contained in this Code of Ethics do not replace, but rather complement, the fundamental duties of employees already provided for under civil and contractual law and existing agreements.

The Code of Ethics is composed of a general section, which contains universal principles that must consistently guide the conduct of all individuals operating in the company’s interest or interacting with it, a **specific section**, which sets forth rules in particular areas, and closing provisions aimed at prescribing and ensuring its effective implementation.

* * *

2. GENERAL ETHICAL PRINCIPLES

2.1. Mandatory Nature of the Code of Ethics and Its Recipients.

The principles and provisions of the Code bind all individuals, without exception, who are connected to SCAE through employment or collaboration relationships, as well as those who, directly or indirectly, on a permanent or temporary basis, establish relations or interactions with SCAE.

After presenting the content of the Code, SCAE requires the aforementioned individuals to sign a declaration committing to comply with the provisions of the Code of Ethics.

Violations of the rules and provisions contained in the Code of Ethics by employees, managers, and/or company directors constitute a source of liability for the offender and, in accordance with the provisions of SCAE’s disciplinary system, may serve as grounds for the application of the corresponding sanctions.

Violations of the rules and provisions contained in the Code of Ethics committed by the company’s commercial partners, suppliers, or consultants may constitute just cause for termination of the contractual relationship.

*

2.2. Compliance with the Law and Fairness.

Managers, employees, and all individuals who have any form of relationship with SCAE, including consultants, partners, and occasional collaborators, are required to comply with applicable national, EU, and regional laws, as well as the company’s internal regulations and codes.

Under no circumstances is conduct that violates legal provisions justified, even if undertaken to pursue SCAE’s interests.

SCAE’s directors and employees are required, each according to their level of responsibility, to be aware of and comply with applicable laws, regulations, and related provisions.

Recipients of this Code of Ethics are also required to adhere to ethical, professional, and expert standards applicable to operations carried out on behalf of the company.

*

2.3. Transparency, Completeness, and Confidentiality of Information.

SCAE is committed to managing the flow of information it comes into possession of, by virtue of or in connection with its activities, in a manner that ensures accuracy, completeness, and truthfulness.



Individuals within SCAE, or those who, in the course of their dealings with the company, have access to confidential information and data, are required to strictly comply with applicable regulations and to use such information solely for purposes permitted by law.

*

2.4. Non-Discrimination.

SCAE does not tolerate any form of discrimination based on age, gender, sexual orientation, health status, religious affiliation, race, nationality, or political beliefs of its employees and/or regular or occasional counterparts.

*

2.5. Dignity, Health, and Safety of Employees; Workplace Hygiene.

SCAE ensures working conditions that respect individual dignity, professionalism, and autonomy, in compliance with the law and collective labor agreements.

The health and physical integrity of SCAE's employees and/or collaborators are considered primary assets, and their protection is a strategic objective of the company, which guarantees safe and healthy workplaces and commits to implementing all measures necessary to safeguard workers.

All employees and/or managers of SCAE must observe precautionary rules designed to protect their own and others' physical integrity, avoiding actions that could expose themselves or others to risks during work activities. Every employee and/or collaborator must be adequately informed about the risks to which they are exposed in the course of their ordinary work activities.

*

2.6. Personnel Selection, Employment Formalization, Management, and Evaluation.

Recipients of this Code of Ethics promote respect for the principles of equality and equal opportunity in personnel selection and recruitment activities.

Employment relationships are strictly formalized through regular contracts in accordance with applicable law, with any form of irregular employment strictly prohibited.

SCAE compensates its collaborators based on their level of professionalism, role, and achieved results, in compliance with legal and contractual regulations.

SCAE, also for the purposes of career advancement and assignment of duties, evaluates the performance of its employees and/or collaborators, gathering all relevant information on the activities carried out, while respecting their privacy and personal opinions.

*

2.7. Education and Training.

SCAE is committed to promoting, both within the company and with individuals with whom it maintains regular or occasional relationships, the principles set forth in this Code of Ethics and to disseminating knowledge of applicable laws and regulations.

With particular regard to workplace safety, SCAE organizes training courses designed to provide its employees with adequate preparation to prevent or significantly reduce the risk of accidents and/or occupational diseases.

SCAE ensures the ongoing updating of its employees and collaborators whenever necessary, in response to innovations in company organization, production processes, or legal and regulatory requirements.

*

2.8. Environmental Protection.

SCAE, taking into account the interests of the community and the society in which it operates, acts in a manner that avoids causing harm to the environment. To this end, it plans all activities seeking a balance between its initiatives, the company's economic and productive needs, essential environmental requirements, and the rights of future generations.



*

2.9. Transparency, Consistency, and Verifiability of SCAE Activities.

Every agreement, transaction, or action carried out by SCAE must be verifiable and consistent with the company's objectives.

All significant actions and operations conducted on behalf of SCAE must be properly documented, illustrating the stages of decision-making and implementation, as well as the reasons that motivated them.

The documentation must clearly indicate the individuals who decided, authorized, executed, and verified the operations, and the related records must be made available upon request to supervisory and control bodies.

* * *

3. SPECIFIC ETHICAL PRINCIPLES

3.1. Prohibition of Payments to Public Officials.

It is prohibited to offer money or any other benefit to managers, officials, or employees (or their relatives) of the Public Administration, whether Italian or from foreign countries.

*

3.2. Prohibition of Gifts.

It is prohibited to distribute gifts and/or presents exceeding what is established by company practice or normal commercial or courtesy standards.

In any case, any form of gift to public officials, or to their relatives or in-laws, is strictly forbidden.

Specifically, SCAE's employees, managers, collaborators, and consultants are prohibited from engaging in direct or indirect economic relations with public officials who have a decision-making, advisory, or operational role in public tenders in which SCAE has decided to participate, including as part of a Temporary Business Grouping.

*

3.3. Benefits and Other Advantages.

It is prohibited to grant or promise any kind of advantage to public officials, or to their relatives or in-laws, with the purpose of obtaining undue benefits.

This prohibition is absolute and applies even if the offer has been explicitly or implicitly solicited by the public official.

*

3.4. Other Potential Corrupt Practices.

It is prohibited to explore or propose employment, collaboration, or business opportunities with the aim of obtaining undue advantages from the Public Administration.

It is also prohibited to promise or offer public officials (or their relatives, in-laws, or close associates) consultancy services or other services that could personally benefit them, as well as supplies at prices below market value.

*

3.5. Obligation to Report.

Employees and/or directors of SCAE who receive corrupt or otherwise unlawful proposals from public officials in any way related to the company's activities are required to immediately report them to the company's internal supervisory bodies and, in any case, to the Board of Directors.

*



3.6. Accuracy of Information and Data.

It is not permitted to transmit or communicate false or incomplete information in any way with the aim of obtaining undue advantages from the Public Administration.

It is prohibited to mislead the Public Administration, through any act of commission or omission, regarding the company's possession of specific qualities or requirements.

It is also prohibited to mislead the Public Administration, through any act of commission or omission, regarding SCAE's proper fulfillment of obligations assumed under a contract.

*

3.7. Acquisition of Information from Public Administration.

It is prohibited to solicit or obtain confidential information protected by official secrecy from public officials with the aim of securing undue advantages for SCAE.

*

3.8. Conflict of Interest.

SCAE employees commit to explicitly declaring and resolving any potential conflicts of interest before the commencement of any relationship with the Public Administration or with private entities.

If a conflict of interest cannot be resolved, SCAE employees and/or directors must refrain from acting in the situation of conflict.

Recipients of this Code of Ethics (including collaborators, consultants, partners, etc.) who have a personal interest that conflicts with that of SCAE must declare it to the company's governing bodies in order to determine whether the obligation to abstain is applicable.

*

3.9. Relations with Negotiation/Commercial Partners.

SCAE ensures that its commercial and contractual partners share the principles of the Code of Ethics, requiring compliance at every stage of the relationship.

SCAE provides all its commercial partners with a copy of this Code of Ethics, retaining proof of delivery.

Partnership agreements must be formalized and clearly outline the relevant terms and conditions.

*

3.10. Relations with Suppliers.

The selection of suppliers must be based on the company's commercial and business policies and must always take into account the honesty and integrity of the chosen party.

SCAE employees and directors may not accept gifts or presents from suppliers, except for those consistent with normal courtesy practices and of modest value, and must in any case report them to the company's management body.

*

3.11. Fair Competition and Relations with Operators in the Same Industry

SCAE adheres to the principles of fair competition.

Practices such as territorial division among competitors, cartel agreements, and unfair commercial practices aimed at diverting customers are strictly prohibited.

When SCAE participates in tenders issued by Public Administrations, it is forbidden for the company's directors, employees, collaborators, and consultants to engage with other parties interested in the same tender—except for those involved in a Temporary Business Grouping—with regard to the content and methods of bids, any subcontracting arrangements, or any other elements capable of affecting the proper conduct of the tender.

*



3.12. Obligation to Cooperate.

SCAE's employees and/or directors must cooperate with the company's internal bodies, providing all information that is requested of them.

*

3.13. Prohibition of Disclosure of Confidential Information.

All SCAE employees and collaborators are prohibited from disclosing externally any confidential information regarding business acquisitions, projects, or agreements they become aware of in the course of their work. SCAE employees and collaborators are required to protect the company's know-how to the extent of their responsibility and to comply with non-compete agreements.

*

3.14. Communications with the Press.

All employees are regarded as representatives of SCAE in the eyes of the public. Therefore, SCAE employees must not make statements that could, in any way, commit the company or represent its views without first consulting the company's governing bodies or those responsible for external contractual relations.

*

3.15. Internal Information Flows at SCAE.

SCAE's directors must, in compliance with the law, the Articles of Association, and internal regulations, accurately inform shareholders about the company's performance and activities. All individuals acting in the interest of SCAE or in collaboration with the company are required to provide any information requested by the company's governing and/or supervisory bodies, as well as any information relevant to SCAE even if not explicitly requested.

*

3.16. Transparency in Social Communications.

Financial statements, quarterly and semi-annual reports, and all other corporate communications must be prepared clearly and accurately, reflecting the company's true financial position and the results of its operations. Such communications must not include the presentation of material facts that are untrue, nor omit material facts whose disclosure is required by law regarding the company's economic, asset, or financial situation, in a manner that could distort the company's financial position or mislead others.

*

3.17. Obligations to Cooperate with Control and Supervisory Bodies.

All SCAE employees and/or managers are required to cooperate with the Board of Statutory Auditors and the external auditor, providing the information, clarifications, and documents requested by them.

*

3.18. Transparency of Corporate Accounting.

SCAE promotes the highest levels of transparency, reliability, and integrity in information related to corporate accounting. Every economic operation and transaction must be properly authorized in accordance with internal detailed provisions. Each economic operation and transaction must be verifiable retrospectively, legitimate, consistent, and appropriate.

*



3.19. Anti-Money Laundering and Self-Laundering.

SCAE and its collaborators are committed to complying with all national and international laws and regulations aimed at preventing the use of the economic system for money laundering and self-laundering of money or other assets derived from criminal activity.

Recipients of this Code of Ethics must not, under any circumstances, receive payments, accept promises of payment, or risk being involved in matters related to money laundering from illegal or criminal activities, nor engage in self-laundering, that is, transferring or using illicitly obtained funds in economic or financial activities by the same individual who acquired such funds unlawfully.

In all commercial relationships undertaken on behalf of the company, recipients must ensure that partners, clients, suppliers, or third parties provide adequate guarantees of integrity and reliability.

No payment or transfer of SCAE funds or assets may occur without proper authorization and accounting.

It is prohibited to use funds allocated for a specific purpose for operations of a different nature.

Employees and/or collaborators who, in the course of their activities for SCAE, have suspicions of money laundering must report them to the company's governing bodies and, in any case, to the Supervisory Body (OdV).

*

3.20. Privacy Protection.

The company complies with the provisions on the confidentiality of personal data set forth in Legislative Decree no. 196/2003 ("Personal Data Protection Code") and its subsequent amendments, additions, and implementing regulations.

In particular, regarding the processing of employees' personal data, SCAE is committed to informing each director, employee, and collaborator about the nature of the personal data being processed, the scope of its communication, and the associated limitations, in accordance with applicable laws.

*

3.21. Intellectual Property Protection

SCAE's directors, employees, and collaborators commit not to infringe the intellectual property rights of others and, in this regard, will not introduce into the company any software and/or products that violate such rights, nor will they duplicate software and/or products protected by copyright.

* * *

4. CLOSING RULES

4.1. Effectiveness of the Code of Ethics and Sanctioning System.

Compliance with the provisions of the Code of Ethics shall be considered an essential part of the contractual obligations for SCAE employees pursuant to Article 2104 of the Italian Civil Code, as well as for the company's collaborators.

Violations of the Code of Ethics constitute a breach of contract and/or a relevant disciplinary offense, which may result, in accordance with the internal sanctioning system, applicable laws, and collective labor agreements, in measures taken by the company.

*

4.2. Reporting Obligations.

All recipients of this Code of Ethics, regardless of specific provisions requiring them to do so, must report any violation or suspected violation to the Supervisory Body (OdV).

The operational protocols and the OdV regulations govern the procedures for submitting reports (to and from the OdV), including measures to ensure the confidentiality of sources and to prevent any negative consequences or retaliation against those who make a report.

* * * * *