

# **Code of Ethics of CDP Venture Capital SGR S.p.A.**

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## Document Information

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<b>Document type</b>	<input type="checkbox"/> Code of Ethics
<b>Repealed internal regulations</b>	<input type="checkbox"/> Code of Ethics of Invitalia Ventures SGR S.p.A.
<b>Main related internal regulations</b>	<input type="checkbox"/> Organisation, Management and Control Model pursuant to Italian Legislative Decree No. 231/2001
<b>References to external regulations</b>	<input type="checkbox"/> Italian Legislative Decree No. 231/2001 <input type="checkbox"/> Law No. 300/1970 (Workers' Statute)
<b>Drafting</b>	<input type="checkbox"/> Internal Audit OU
<b>Validation</b>	<input type="checkbox"/> Supervisory Body
<b>Approved by</b>	<input type="checkbox"/> Board of Directors
<b>Issued by</b>	<input type="checkbox"/> Service Order no. 6 of 6 August 2021
<b>Publication method</b>	<input type="checkbox"/> Company bulletin board <input type="checkbox"/> Company Intranet

## Document history

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UPDATES AND REVISIONS		
Revision No.	Main Changes	Date
I	<input type="checkbox"/> First version of the document	28/07/2021

## 1 Purpose and scope of application

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CDP Venture Capital SGR S.p.A. (hereinafter "CDP Venture" or the "Company") is an asset management company that aims to make venture capital a strategic pillar to Italy's economic development and innovation, creating the conditions for a comprehensive and sustainable growth of the venture capital ecosystem.

This Code of Ethics (hereinafter the "Code") forms an integral part of the Organisation, Management and Control Model pursuant to Italian Legislative Decree 231/2001, as amended (hereinafter the "Model"), adopted by the Board of Directors of CDP Venture and governs the rights, duties and responsibilities that the Company expressly assumes in respect of the stakeholders<sup>1</sup> with whom it interacts in the course of its business.

The ethical standards and the values set out in the Code should guide the activities of all those who act in any way in the interests of CDP Venture, taking account of the type of legal relationships involved and the specific provisions of laws, regulations, the articles of association and contracts applicable to each such relationship, the importance of the roles undertaken, the complexity of the functions and the responsibilities assumed or entrusted to them to pursue their objectives.

Specifically, the Recipients<sup>2</sup> of this Code are:

- the members of the corporate bodies;
- employees;
- associates;
- consultants;
- partners;
- suppliers;
- business counterparties.

Establishing ethical guidelines and adopting standards for action are crucial to ensuring that CDP Venture acts reliably in its relations with stakeholders and, more generally, within the entire civil and economic environment in which it operates, contributing to the prevention of the offences set out in Legislative Decree 231/2001.

This Code of Ethics is designed to meet these needs, representing a code of conduct with which compliance by all the recipients is of fundamental importance to the proper functioning, reliability and reputation of CDP Venture.

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<sup>1</sup> The term stakeholder refers to all those with an interest in respect of CDP Venture, such as shareholders, members of the corporate bodies, Employees, Associates, public- and private-sector customers, Suppliers, Consultants, Partners, the key players of the financial and entrepreneurial system, the state, domestic, EU and international authorities, including supervisory and control bodies, and other authorities, subsidiaries, associated companies and other companies in which CDP Venture holds an equity interest.

<sup>2</sup> For this and other definitions used herein, please refer to the General Section of the Model.

## 1.1 The Code as a contract

Compliance with the Code is an essential part of the contractual obligations of employees pursuant to and for the purposes of Article 2104 of the Italian Civil Code<sup>3</sup>.

The values expressed in and the contents of this Code are specific examples of the obligations of diligence, loyalty and impartiality that characterise the proper performance of one's work and conduct.

Violation of the rules set out in this Code may constitute breach of the primary obligations of employment or be deemed misconduct subject to disciplinary action, with all the consequences provided for by law or the applicable collective labour contract, including with regard to retaining one's employment, and could also involve payment of damages for any harm arising from such violation.

## 1.2 Additional obligations for the heads of organisational units

All the heads of organisational units are required to:

- set an example for Employees through their own behaviour;
- guide employees in complying with the Code;
- act in such a manner that employees understand that compliance with the Code is an essential element of the quality of their job performance;
- carefully select, to the extent it falls within the scope of their duties, employees and external associates in order to ensure that tasks are not entrusted to persons who are not fully committed to complying with the Code;
- promptly report, in accordance with the procedures set out in the Model, information received from external associates about possible violations of the Code;
- take immediate corrective action when the situation warrants it;
- prevent any form of retribution against employees who have reported violations of the Code.

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<sup>3</sup> Article 2104 of the Italian Civil Code – Diligence of employees – “An employee shall use the diligence required by the nature of the work to be done, the interests of the enterprise [...]. The employee shall also comply with the instructions for the execution and discipline of the work issued by the employer and the employee's superiors”.

## 2 Mission and Values

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The Mission of CDP Venture is to promote the future of Italy by contributing to the country's economic development through venture capital investments.

In order to affirm its mission, CDP Venture shares and acknowledges the principles and values, considered fundamental, to which the Recipients of this Code should refer.

In general, in our dealings with our stakeholders, we are committed to:

- establishing, without any form of discrimination, stable channels of communication;
- representing our interests and positions in a clear, rigorous and consistent manner, avoiding any collusive behaviour;
- act in accordance with the principles set out in this Code.

### **Staff improvement and satisfaction and personal integrity**

The Company seeks to protect and promote the value of respect for physical, moral and cultural integrity of individuals.

We strive to achieve employee satisfaction by supporting all initiatives that help create a dynamic working environment, based on motivating and involving employees, emphasising teamwork, acquiring new skills, and being able to measure, recognise and gratify the contribution of each individual.

We guarantee a working environment based on providing attention to, listening to, trusting in and ensuring the professional recognition of our employees, including by caring for the workplace and working conditions so as to safeguard our employees' physical and psychological health.

We guarantee working conditions that respect individual dignity and safe working environments.

### **Lawfulness**

In carrying out our activities, we act in compliance with the law and all regulations in force in the areas in which we operate, as well as with this Code of Ethics and corporate procedures, applying them in a fair and equitable manner. In no case does the Company excuse or tolerate behaviour that violates existing laws and regulations and/or the Code of Ethics. Specifically, the belief that one is acting for the benefit of the Company does not permit or justify, in any case or manner, behaviour that does not comply with the principles, values and rules that underlie this Code of Ethics.

The recipients shall not initiate or continue any relationship with persons who refuse to adopt this principle.

If there should be any doubt concerning the proper interpretation of laws or regulations, the recipients shall ensure that these matters are handled professionally, requesting the legal opinion of the competent units indicated in the corporate rules and in the Model.

## **Confidentiality**

The recipients shall keep the information and personal data being processed confidential and protect information obtained in the course of performing their duties.

They shall not use such information for their own interests in order to obtain undue gains or in a manner contrary to the law or harmful to their corporate duties.

## **Honesty**

Relations with the stakeholders of CDP Venture shall be fair, cooperative, loyal and mutually respectful.

The members of the corporate bodies, employees and associates of CDP Venture shall perform their duties in the interests of the same and shall not be influenced by any form of pressure to act on behalf of interests outside the scope of their mission.

## **Accountability**

CDP Venture acts with full awareness of its role at the service of the country. It assesses the economic, social and environmental impact of its actions from a long-term perspective.

## **Skills**

Wealth of knowledge and experience is a distinguishing factor in promoting initiatives in the many areas in which CDP Venture operates. It invests in its people on an ongoing basis.

## **Collaboration**

CDP Venture believes in teamwork, in the ability to listen and the strength of dialogue. This is the spirit that guides CDP Venture, at home and abroad, in its relations with its partners.

## **Courage**

CDP Venture is determined in its decisions, even the most difficult. It operates responsibly, but without fear, when it is convinced that the path it has taken is the right one to achieve the best result for the community and its investors.

## **Transparency and completeness of information**

CDP Venture is committed to clearly, transparently and completely informing all stakeholders of the financial and operational situation and performance, without showing favour to any particular interest group or individual.

## **Quality**

CDP Venture is committed to closely monitoring changing market needs and to constantly improving the quality of the services it offers to all its customers.

## **Fairness**

Recipients shall avoid behaviour designed to take advantage of contractual technicalities or unexpected situations that could place the counterparty in a position of weakness with respect to CDP Venture.

## **Impartiality towards stakeholders**

In dealings with stakeholders, all forms of discrimination shall be avoided: age, gender, sexual orientation, state of health, marital status, race, political views or religious beliefs.

Management and daily operations shall be guided by the principle of equal opportunity.

## **Care for the environment**

We recognise the importance of protecting the environment as a primary good and are committed to promoting the rational use of resources in CDP Venture and devoting attention to finding innovative solutions for saving energy.

### **2.1 Activities**

Pursuant to the Articles of Association, the Company's purpose is to carry out the following activities:

- the provision of the collective asset management service carried out through the promotion, establishment and organisation of mutual funds, the placement of the related units and the management of relations with investors as well as the management of the assets of UCIs (Undertakings for Collective Investment) set up by it or by another entity, through investments in financial instruments, receivables or other movable assets;
- delegated management, including functions of an administrative nature, entrusted by other asset management companies or other authorised intermediaries, in compliance with the regulations in force from time to time;
- the provision of the individual management service for investment portfolios on account of third parties;
- the performance of advisory services on investments in financial instruments and other ancillary services as provided for by the primary and secondary regulations in force from time to time;
- the performance of associated and instrumental activities as provided for by the secondary regulations issued by the Supervisory and Control Authorities and in force from time to time.

The Company may carry out all commercial, securities and real estate transactions that are necessary or instrumental for the attainment of the corporate purpose not subject to restrictions by law, as well as acquire equity investments in companies or entities whose purpose under their articles of association is to carry out activities instrumental to that conducted in compliance with the current legal or regulatory provisions in force from time to time. The company carries out any other activity that may be necessary or instrumental to the attainment of the corporate purpose

that is not in contrast with current regulations, as well as with the rules of the Supervisory Bodies.

### **3 Principles of conduct in company operations**

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CDP Venture guarantees its shareholders:

- equal treatment;
- transparency;
- orderly access to corporate information;
- complete disclosure concerning transactions with related parties so that they may assess whether transactions are impartial and make sound business sense.

The recipients are required to refrain from initiating or taking part in conduct such that, when considered individually or together, could constitute a criminal offence, in particular that envisaged under Legislative Decree 231/2001, as amended, and that specified under the Model. Recipients are required to comply with specific rules of conduct concerning the following subject matters:

1. accounting;
2. internal controls;
3. relations with authorities;
4. confidentiality of information;
5. anti-corruption;
6. money laundering and terrorism;
7. conflict of interest;
8. gifts;
9. standard contractual clauses.

#### **3.1 Accounting**

The Recipients shall take steps to ensure that information is accurate, complete and timely, both within and outside CDP Venture.

To this end, every operation or transaction shall be accurately and promptly recognised and recorded in the corporate accounting system in accordance with the criteria established by law and on the basis of the applicable accounting standards; every operation or transaction must be authorised, verifiable, legitimate, consistent and appropriate.

In order for the accounting records to satisfy the requirements of accuracy, completeness and transparency, adequate and complete supporting documentation for actions undertaken shall be retained in order to enable:

- accurate recognition and recording of each operation;
- immediate determination of the characteristics of and reasons for each operation;
- easy formal and chronological reconstruction of the operation;

- verification of the decision-making, authorisation and execution process, as well as identification of the various levels of responsibility and control.

Each account entry must accurately reflect the contents of the supporting documentation. Accordingly, each manager, employee or associate involved shall ensure that the supporting documentation can be easily found and is organised in a logical manner in accordance with corporate rules and procedures.

No recipient may make payments in the interest or on behalf of CDP Venture without adequate supporting documentation and formal authorisation.

Employees and associates (the latter to the extent they are responsible) who become aware of any omission, falsification or negligence in account entries or in the supporting documentation shall immediately report such fact to their superiors and the Supervisory Body.

CDP Venture also ensures that control and audit activities legally assigned to the shareholders, to the Board of Statutory Auditors, to the independent auditors and to the Supervisory Body are properly performed, as well as ensuring that the Shareholders' Meeting may freely and fairly express its will.

Recipients shall refrain from undertaking any action that constitutes or could constitute a barrier to the exercise of the control activities of such bodies. Relations with such internal bodies must be conducted in accordance with the principles of propriety, transparency, professionalism and availability, in accordance with their reciprocal roles.

In order to prevent the commission of so-called corporate offences, CDP Venture has adopted a Special Section of the Model addressing this issue.

### **3.2 Internal controls**

“Internal controls” refer to all those instruments necessary or useful for directing and checking the activities of CDP Venture to ensure that they comply with the law and corporate procedures, safeguard corporate assets, effectively manage company activities and clearly provide true and fair information on performance and the financial position, as well as to identify and counter potential risks.

In the scope of their duties and powers, Recipients are required to participate in the realisation and implementation of an effective system of corporate control.

### **3.3 Relations with authorities**

Recipients shall collaborate to the fullest possible extent with any authorities that should request their assistance with respect to their relationship with CDP Venture and, more generally, shall abstain from unwarranted interference in the activities of any inquiry and/or trial. In order to ensure that persons who are required, or who intend, to make statements before the authorities may exercise independent judgement, recipients shall refrain from interfering with such persons in any way, including through the use of violence, threats, offers or promises of money or other benefits to induce them to not make such statements or to make untruthful statements, so as to preserve the authenticity of the information gathered by such authorities.

This general principle of conduct will have to be applied, a fortiori and with particular caution, to anyone called upon to make statements before the judicial authority (and, therefore, both in the

investigation phase and in the trial phase), which may be used in criminal proceedings, when they are able to exercise the right to remain silent (specifically, this right is granted, among others, to the person under investigation, the defendant and witnesses in the presence of certain circumstances, for example, if the witness has the right to invoke professional secrecy).

### **3.4 Confidentiality of information**

Suitable procedures have been put into place to ensure, among other things, the confidentiality, the processing and internal management and the external disclosure of inside and confidential information, as well as procedures for preventing market manipulation in accordance with existing regulations and the principles set out in this Code.

Therefore, recipients shall not use and/or divulge to third parties, except for reasons related to the performance of their duties, inside information and/or information covered by confidentiality agreements or in any case which comes into their possession in the course of their duties.

These rules are directed in particular to the heads of the departments involved, directors and the Chief Executive Officer.

In order to prevent market abuse, CDP Venture has adopted a Special Section of the Model addressing this issue.

### **3.5 Anti-corruption**

Recipients shall comply with the principles for combatting corruption and shall constantly strive to undertake all the measures required to prevent corruption in any form.

More specifically, any kind of behaviour that encourages acts of corruption and/or collusion, including those perpetrated through third parties, in order to obtain personal benefits or benefits for CDP Venture is expressly forbidden. Prohibited conduct with respect to corruption includes recipients offering, promising and/or receiving cash, a financial benefit, other advantages or benefits connected with the activity performed.

### **3.6 Money laundering and terrorism**

Recipients shall comply with all national and international laws and regulations for combatting money laundering and the financing of terrorism.

They shall not, in any manner or under any circumstances, receive or accept promises of cash payments or run the risk of being implicated in events relating to the laundering of funds associated with illicit or criminal activities.

Before establishing a relationship or entering into a contract with suppliers or other partners in the course of business, CDP Venture shall verify the integrity, reputation and good name of the counterparty. The procedures set out in the Model for selecting counterparties shall apply.

In order to prevent money laundering and the financing of terrorism, CDP Venture has adopted Special Sections of the Model addressing these issues.

### 3.7 Conflict of interest

CDP Venture identifies and manages conflicts of interest in compliance with the organisational measures and procedures put in place by the competent bodies and applicable law, regulations and corporate governance rules.

CDP Venture is not represented by consultants or third parties other than the CDP Group Companies in dealings with the Public Administration where a conflict of interest could arise.

Employees shall refrain from engaging in activities in their own direct financial interest that are even potentially in conflict with the interests of the Company.

In any case, employees shall avoid any situation and all activities that may give rise, even if only potentially, to a conflict of interest with the Company or that could interfere with their ability to take impartial decisions in the best interest of the Company and in full compliance with the Code.

Employees shall immediately notify their superiors or the person specified in the Model, if applicable, of any situation that could constitute or give rise to a conflict of interest.

Specifically, employees shall avoid conflicts of interest between their personal financial affairs and the duties they perform within their organisational unit. Conflicts of interest include, but are not limited to:

- the financial interests of employees and/or their family members in suppliers, customers or competitors;
- using their position to obtain fulfilment of interests that conflict with those of the Company;
- using information obtained in the performance of their duties to their own benefit or the benefit of third parties in conflict with the interests of the Company;
- performing duties of any kind (labour or intellectual services, as well as holding corporate offices) for customers, suppliers, competitors and/or third parties in conflict with the interests of CDP Venture and holding elected positions with borrowers;
- assisting in listing processes and the sale of products issued by other financial intermediaries, or jointly conducting investment activity with the same;
- the conclusion, execution or initiation of negotiations and/or contracts – in the name or on behalf of CDP Venture – in which the counterparties are family members or partners of employees, or are legal persons in which employees have a personal and financial interest.

Employees are forbidden from obtaining personal benefits from business opportunities they may become aware of in the course of performing their duties within CDP Venture.

Before accepting a position as a consultant, manager, director or other position with another entity, employees shall notify their employer so that the competent function can determine whether there is an actual conflict of interest under contracts in force.

Employees of CDP Venture who hold positions in subsidiaries or companies in which the AMC's Funds hold an equity interest are required, in the context of their employment relationship, to refrain, giving adequate notice, from engaging in activity or taking decisions concerning the implementation or performance of operations approved by those companies, even with their vote, and in which CDP Venture is involved.

The members of the corporate bodies<sup>4</sup> who have a personal interest, or represent the interests of a third party, in a given Company transaction shall immediately disclose this circumstance to the Board of Directors, without prejudice to requirement for more general and rigorous compliance with applicable law.

### **3.8 Gifts**

Recipients shall not accept, give or offer, directly or indirectly, gifts, payments, material or other benefits of any amount from/to third parties, public officials or private individuals, to influence or compensate them for their actions or to obtain any advantage from them.

Acts of commercial courtesy, such as gifts or forms of hospitality, are permitted when they are of low value and in any case do not compromise the integrity or the reputation of one of the parties and cannot be interpreted, by an impartial observer, as intended to improperly obtain benefits.

In any case, such expenses must always be authorised and adequately documented.

Employees who receive gifts or favourable treatment not directly ascribable to normal acts of courtesy shall immediately notify CDP Venture.

External associates (including consultants, representatives, intermediaries, agents, etc.) shall comply with the principles set out in this Code.

To this end, all employees, in performing their duties, shall:

- comply with applicable external regulations, principles and internal procedures for the selection and management of relations with third parties;
- select only qualified persons and firms with a good reputation;
- adequately consider the guidelines from any source regarding the appropriateness of using certain external associates;
- promptly report any concerns about possible violations of the Code by external associates as provided for in corporate procedures and the Model.

In any event, fees shall be commensurate solely with the service required by contract and payments may not be made to persons other than the counterparty stated in the contract or to a country other than that of the parties or where the contract is performed.

### **3.9 Standard contractual clauses**

CDP Venture shall adopt appropriate standardised contractual language that strengthens the effectiveness of the Model in preventing the offences set out in Legislative Decree 231/2001 and in reducing reputational and credit risks.

For all contracts to which it is a party, CDP Venture shall require a statement from the counterparty that they have read and fully understand the principles contained in this Code and the Model, as

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<sup>4</sup> Similarly, those directors, statutory auditors, members of committees and employees of CDP Venture who hold posts at the subsidiaries or who have, on their own or on behalf of a third party, an interest in a particular transaction that CDP Venture intends to carry out with one of the companies owned by its funds, have an obligation to inform the Board of Directors and the Board of Statutory Auditors.

well as to undertake to not engage in any conduct that would violate them or in any way cause the recipients to violate them.

In order to adequately assess the associated reputational risks, for contracts entered into with parties falling within the scope of Legislative Decree 231/2001, CDP Venture shall require the counterparties to declare:

- to have adopted precautions within their corporate structure as necessary to prevent the predicate offences giving rise to liability referred to in Italian Legislative Decree No. 231/2001;
- the presence of any proceedings pending against them to ascertain any liability as set out in Italian Legislative Decree No. 231/2001;
- the existence of any final convictions pursuant to Italian Legislative Decree No. 231/2001, including the ruling imposing the penalty requested by the parties pursuant to Art. 444 of the Italian Code of Criminal Procedure;
- the application of any precautionary measures envisaged under Legislative Decree 231/2001.

Moreover, for these contracts CDP Venture requires the following commitments of the counterparty for the duration of the contract:

- maintaining the necessary precautions within the company structure for the purpose of preventing the offences set forth in Italian Legislative Decree No. 231/2001;
- communicating any new proceedings pending against them to ascertain any liability as set out in Italian Legislative Decree No. 231/2001;
- communicating any new final convictions pursuant to Italian Legislative Decree No. 231/2001, including the ruling imposing the penalty requested by the parties pursuant to Art. 444 of the Italian Code of Criminal Procedure;
- communicating any new precautionary measure under Italian Legislative Decree No. 231/2001.

Finally, contractual remedies are adopted if, after the conclusion of the contract, the statements given appear to be false, incomplete, incorrect or inaccurate, or if in the course of the relationship with the counterparty, one of its commitments as indicated above is not fulfilled, or if, following the occurrence of one or more of the events subject to the notification commitment indicated above, the position of the counterparty has worsened regarding the circumstances disclosed at the time of signing the contract in such a way as to significantly compromise its ability – even economic – to fulfil its obligations under the contract.

## **4 Relations with employees and other stakeholders**

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### **4.1 Principles of conduct in relations with employees**

The value of respect for persons and their professional development is of prime importance to CDP Venture, along with the understanding that the entirety of each employee's intellectual, organisational and technical capabilities and relationship skills represents a strategic resource.

Accordingly, in managing relations with employees, CDP Venture guarantees equal opportunities to all employees based on their professional skills and individual capabilities, without

discrimination based on gender, sexual orientation, age, religious beliefs, race, political and/or union affiliations. In applying these principles, CDP Venture has adopted methodological processes for assessing the skills, merit, compensation and the incentive system based on measurable objectives in accordance with the law and the applicable collective bargaining agreement.

The competent units:

- adopt criteria concerning merit, skills and other strictly professional factors in making any decisions relating to an employee;
- select, hire, train, pay and manage employees without any form of discrimination;
- create a work environment in which personal characteristics cannot give rise to discrimination.

In the conduct of its business, CDP Venture ensures secure working conditions and safeguards the mental and physical health of its employees, with respect for their personality, ensuring that they are not subject to unlawful pressures or unwarranted distress.

CDP Venture expects that employees at every level shall cooperate to maintain a working climate featuring mutual respect for the dignity, honour and reputation of each person, and shall intervene to prevent harmful or defamatory interpersonal conduct.

#### **4.1.1 Hiring**

The recruitment and the hiring of personnel is based on principles of publicity, transparency, impartiality and equal opportunity, avoiding any form of favouritism, nepotism or cronyism.

Employees are selected based solely on the skills and professional capabilities of the candidates, having regard to the positions that need to be filled, in accordance with the needs of CDP Venture.

#### **4.1.2 Conduct in the workplace**

In conformity with the ethical principles that inform its activities, CDP Venture protects the physical and moral integrity of its employees, ensuring that they enjoy working conditions that respect human dignity.

Within the context of the employment relationship, relationships between employees at all levels within the hierarchy must reflect mutual fairness, respect and courtesy.

In harmony with the dignity of their employees, superiors shall conduct their relationships with them with the maximum fairness and respect.

Behaviour that is offensive to the dignity of others in general, and especially if motivated by reasons of race, ethnicity, sexual orientation, age, religion, social class, political opinions, state of health, or any other reason of a discriminatory nature, is not permitted in the workplace.

#### **4.1.3 Harassment**

Every employee has the right to work in an environment free of any type of discrimination based on race, religion, gender, sexual orientation, ethnicity, or union or political affiliation.

Internal and external working relationships must not give rise to harassment, understood as:

- the creation of a working environment that is intimidating, hostile or that isolates an individual worker or a group of workers;
- unjustifiable interference with the performance of another's work;
- hindering the job prospects of any other employees based merely on personal competition.

Sexual harassment is not permitted nor tolerated. It is defined as:

- making decisions that are important for the recipient's professional life conditional upon the exchange of sexual favours;
- proposing private interpersonal relationships, despite express or reasonably clear indication that such advances are unwelcome, that have the potential, in the specific circumstances, to disturb the recipient of such attention to an extent that it has an objective impact on his/her work performance.

Managers are expected to show and promote by example courteous, fair and responsible behaviour with regard to problems related to sexual issues.

Any retaliation against an employee who lodges a complaint or reports such improper actions is prohibited.

#### **4.1.4 Workplace health and safety**

CDP Venture is committed to creating and maintaining a work environment that safeguards the physical integrity and the moral dignity of its employees, including by way of compliance with laws applicable to workplace safety and risks. Accordingly, CDP Venture constantly monitors workplace health and safety conditions, taking any actions of a technical and organisational nature that are required to ensure the best working conditions.

All employees shall use corporate property appropriately and safely so as to maintain a healthy and safe environment as free as possible from threats to health and safety.

Employees are required to comply with safety guidelines and immediately report any accidents, dangerous conditions or behaviour and potentially hazardous working conditions to the designated safety officers.

Employees shall comply with the regulations and instructions issued for the protection of themselves and others. They must use machinery, vehicles and other equipment, as well as safety devices, in an appropriate manner. They must report any problems with vehicles, devices and equipment, as well as any dangerous conditions of which they become aware, acting directly, in the event of emergency, to the extent of their abilities and the options available, to eliminate or reduce these problems or hazards.

Employees shall not remove or modify without authorisation any safety, warning or monitoring devices, nor undertake upon their own initiative operations or manoeuvres that are not their responsibility or that could compromise the safety of themselves or others.

Employees shall undergo the medical visits and health examinations required by law.

Employees must have regard for their individual safety and health and that of others in the workplace, upon which their actions or omissions could have an impact.

Accordingly, CDP Venture has set out specific guidelines for conduct in a Special Section of the Model relating to occupational health and safety.

#### **4.1.5 Violence**

Violent or threatening behaviour is not tolerated in the workplace, nor is behaviour that is psychologically abusive or harmful to the physical or mental well-being of others.

Acts of violence or threats of violence by an employee against another person, his or her family or property are unacceptable and, as such, will be punished.

All employees are therefore strictly forbidden from introducing into the workplace any weapons or other dangerous or offensive objects, with the exception of personnel duly authorised to do so.

#### **4.1.6 Smoking**

In order to protect employees from the dangers of “second-hand smoke”, smoking is forbidden throughout the workplace.

#### **4.1.7 Alcohol and drug abuse**

The following are considered to be harmful to the working environment during business hours:

- working under the effects of alcohol or drugs or of other substances with analogous effects;
- consuming or bringing any type of drug for any purpose during working hours.

#### **4.1.8 Protection of privacy**

CDP Venture complies with the provisions on the confidentiality of personal data set out in Regulation (EU) 2016/679 ("GDPR") concerning the protection of personal data.

Specifically as to the processing of employees' personal data, CDP Venture has taken specific precautions to inform each employee and associate of the nature of the personal data being processed by the companies or other companies or persons authorised to process the data on their behalf, of the procedures for processing data, of the scope of disclosure and, more generally, of all data concerning them.

#### **4.1.9 Obligations of diligence and good faith of employees and associates**

Employees are required to comply with the principles of diligence, fairness and good faith in performing the duties assigned pursuant to Arts. 2104 and 2105 of the Italian Civil Code, just as associates are required to observe the general principle of fairness and good faith in performing their contractual obligations.

The heads of organisational units are required to:

- ensure that employees of CDP Venture are aware of and comply with internal rules;
- closely and constantly evaluate the operational risks related to the activities of the unit, ensuring that controls are performed diligently;
- manage personnel effectively, planning activities, providing detailed information about the tasks to be carried out and the related responsibilities, leveraging the professional skills of

those under their supervision and developing employee skills, motivation and participation in corporate processes;

- evaluate personnel to be hired solely on the basis of whether they meet the requirements for the position. Information requested from candidates must relate solely to verifying their professional skills and aptitude, while respecting the privacy and opinions of the candidates;
- refrain from demanding personal services or favours, avoiding favouritism, nepotism, cronyism or any other behaviour that would violate this Code.

All employees:

- shall act loyally and in good faith, respecting the obligations incorporated in the rules that govern the employment relationship or the collaboration agreement of associates and ensuring that work is performed to adequate quality and quantity standards;
- shall perform their duties and functions within the system of responsibilities and competencies defined by the provisions of law and the rules of CDP Venture and to this end, the latter shall take steps to ensure that employees and associates are aware of the laws that affect them;
- shall act fairly in the workplace, respecting the dignity of others;
- shall foster relationships with authorities and public entities based on the greatest possible degree of fairness, honesty and impartiality, with full transparency, refraining from behaviour that could negatively affect their judgement;
- shall process stakeholder information in a manner that ensures their confidentiality and privacy. Any information obtained in the course of performing their duties shall not be disclosed to third parties, either within or outside CDP Venture, except in cases in which such disclosure is necessary for the performance of their professional duties;
- shall refrain from removing confidential documents from the workplace, except for reasons strictly connected with the performance of their professional duties;
- shall refrain from engaging in market manipulation by, for example and not limited to, circulating false news, simulating transactions, or using any other artifice apt to cause a material change in the price of financial instruments;
- shall refrain from divulging to the media information relating to the performance of their duties, unless specifically authorised to do so, or information that infringes the rights of third parties;
- are not required to carry out an order or follow instructions issued by a person lacking the authority to do so. In such cases, the manager, employee or associate shall immediately notify the head of the organisational unit of the order or instructions received;
- shall be familiar with and comply with the ethical rules contained in this Code.

#### **4.1.10 Company property and information systems**

The assets of CDP Venture comprise both physical assets, such as computers, printers, equipment, properties, infrastructure, and intangible assets, such as confidential information, know-how and technical expertise, developed by and shared among employees.

Security, i.e. the protection and preservation of these assets, is fundamental to safeguarding Company interests.

Each employee is personally responsible for maintaining this security, by way of compliance with and dissemination of company rules concerning security and preventing the fraudulent or improper use of company property.

Recipients who steal company property, including documents, equipment, the personal effects of other employees, cash or other objects, or who inappropriately use the intellectual property of CDP Venture, shall be subject to the measures permitted by law and established by the collective bargaining agreement. Recipients are required to report any theft, as defined above, to the competent unit.

Company property may be used by employees solely for the purpose of performing business activities or other purposes authorised by the corporate units involved, in accordance with the relevant corporate policies.

All recipients are responsible for safeguarding the corporate resources entrusted to them and shall promptly report events that are potentially harmful to CDP Venture to their direct superiors, thereby contributing to the effective functioning of the control system.

All recipients, within the scope of their individual duties, must act as a custodian for the corporate property (tangible and intangible) that is instrumental to the work performed, and shall refrain from using it improperly and act in accordance with internal rules.

The use of information systems, corporate databases and the Internet must conform to the internal rules of CDP Venture, applicable law and the principles of fairness and honesty. Accordingly, all recipients are responsible for the proper use of the IT resources assigned to them, as well as the access codes to such systems. They shall not illicitly enter IT systems protected by security measures or illicitly obtain or divulge system access codes or damage data and computer programmes. In order to protect against the commission of computer crimes, CDP Venture has adopted a Special Section of the Model which recipients are required to be familiar with and apply.

#### **4.2 Principles of conduct in relations with public and private customers**

Relationships with customers are based on the principles of transparency, reliability, responsibility, efficiency and quality.

Accordingly, the members of the corporate bodies, employees and associates of CDP Venture shall:

- scrupulously comply with the provisions of this Code of Ethics and internal procedures governing relations with customers, as well as all contractual provisions determined in accordance with applicable law;
- ensure the quality and reliability of the services offered.

For the specific principles of conduct applicable to dealings with the Public Administration as customer, please see the following section.

### **4.3 Principles of conduct in relations with the Public Administration as customer**

Relations with the Public Administration shall be based on the utmost degree of transparency and propriety.

Specifically, such relations shall be conducted in accordance with the roles and functions attributed by law and in a spirit of full cooperation.

Relations with representatives of public institutions are restricted to the corporate units duly authorised to do so in accordance with the strictest compliance with the provisions of law and regulations and must not in any way compromise the integrity and reputation of CDP Venture.

In the specific case of tenders organised by a Public Administration, CDP Venture shall act in compliance with the law and good commercial practice.

In general, during business negotiations and in handling requests or commercial dealings with the Public Administration, recipients shall transmit accurate, truthful and timely information, refraining from engaging in any fraud or deception within the context of the collaborative relationship.

In addition, recipients shall not (directly or indirectly):

- examine or propose employment and/or commercial opportunities that could personally benefit Public Administration employees;
- solicit or obtain confidential information that could compromise the integrity or the reputation of both parties.

Recipients shall not offer, either directly or through an intermediary, sums of money or other payment instruments or gifts to public officials or persons charged with performing a public service in order to influence them in the performance of their duties. More specifically, acts of corruption consist of illicit payments made directly by Italian entities or their employees, and illicit payments made through persons who act on behalf of such entities, whether Italian or foreign.

These restrictions may not be circumvented by way of other types of contributions that, in the form of sponsorships, jobs or consulting positions, including those granted to family members of public officials or persons charged with performing a public service, publicity, etc., serve the same purpose as the prohibited actions above.

Acts of courtesy, such as gifts or forms of hospitality, in respect of representatives of the Public Administration are permitted when they are of low value and can be considered customary in the given circumstances and in any case do not compromise the integrity or the reputation of CDP Venture and do not affect the independent judgement of the recipient.

In any case, such expenses must always be authorised and adequately documented.

Analogously, recipients are not permitted to accept gifts or favourable treatment except where such benefits are of low value and fall within the limits of customary courtesy.

The rule, which regards gifts promised or offered as well as those received, also applies in countries where offering high-value gifts is a customary practice.

CDP Venture has set out specific rules of conduct in a Special Section of the Model concerning preventing crimes against the Public Administration.

## **4.4 Principles of conduct in relations with suppliers, partners and consultants**

### **4.4.1 General principles of conduct**

Relations with suppliers, partners and consultants are governed by the principles of transparency, equality, loyalty and free competition.

Specifically, employees and associates of the companies shall:

- observe and respect the provisions of applicable law and contractual conditions in their dealings with suppliers;
- scrupulously follow internal procedures for selecting and managing relations with suppliers;
- obtain the cooperation of suppliers, partners and consultants in ensuring that quality and cost requirements and delivery times of goods and services are met;
- ensure that correspondence with suppliers complies with the principles of transparency and completeness of information;
- avoid being placed under any form of influence by third parties outside of the companies in taking decisions and/or carrying out actions in the course of performing their duties.

### **4.4.2 Selection processes**

Procurement processes are designed to ensure compliance with applicable regulations, seek out the greatest financial advantage and safeguard the reputation of CDP Venture.

Accordingly, recipients who head the units involved in these processes shall:

- provide suppliers, partners and consultants who meet the necessary requirements, equal opportunity to participate in selection processes;
- ensure that more than two parties take part in the selection, except in exceptional cases governed by special procedures;
- verify, including through the acquisition of suitable documentation, that the suppliers, partners and consultants participating in the selection procedure have financial and other resources, organisational structure, technical skills and experience, quality systems and staff that are adequate to meet the needs and preserve the image of CDP Venture.

### **4.4.3 Integrity and independence in relationships**

Relationships with suppliers, partners and consultants are governed by the values set out in section 3 of this Code and undergo monitoring.

Specifically, in order to ensure the integrity and independence of relationships, recipients shall not induce any party outside of CDP Venture to enter into an unfavourable contract with the understanding that the other party may enter into a more advantageous contract at a later date.

## **4.5 Principles of conduct in relations with national, EU or other international authorities, including supervisory and control authorities**

CDP Venture fully and scrupulously complies with the rules established by authorities governing compliance with regulations in force in sectors related to its business.

Notifications, reports and responses to requests sent to public supervisory and control authorities shall be prepared in accordance with the principles of completeness, integrity, objectivity and transparency.

During audits and inspections, recipients shall provide their full availability and cooperation. They are forbidden from providing false information or hiding information using fraudulent means in whole or in part to be reported to the authorities and are severely prohibited from knowingly hindering in any manner the performance of the functions of public supervisory authorities and control bodies.

In order to ensure the utmost transparency and propriety in carrying out inspections, relationships with public supervisory and control authorities shall be handled only by the corporate units to which this task is expressly delegated.

#### **4.6 Financial relationships with parties, unions and associations**

No contributions of any kind are made, directly or indirectly, to political parties, movements, committees or political or union organisations, nor to their representatives or candidates, either in Italy or abroad.

CDP Venture refrains from exercising any direct or indirect pressure on politicians or union representatives.

Recipients may not engage in political activities during business hours, or use the property or equipment of CDP Venture for such purpose; they must also specify that any political opinions they express to third parties are strictly personal and therefore do not represent the opinions and policy of the Company.

In conducting relationships with other interest groups (e.g. industry associations, environmental organisations, etc.) recipients shall not promise or pay money or goods in kind or other benefits to promote or favour the interests of CDP Venture. Relationships with unions are handled by the persons to which this task is expressly delegated.

#### **4.7 Principles of conduct in relations with subsidiaries, associated companies and other entities in which CDP Venture holds an equity interest**

Relationships between the companies and their subsidiaries, associated companies and other entities in which they hold an interest are conducted in accordance with the principles of transparency and fairness and with the values expressed in this Code.

#### **4.8 Principles of conduct in relations with the media**

CDP Venture undertakes to establish fully cooperative relationships with all news outlets, without discrimination, with respect for their reciprocal roles and the need for commercial confidentiality in order to respond to such outlets' demand for information.

Relationships with the media are handled solely by those persons expressly charged with this task. Recipients may not divulge information to the press without the appropriate authorisation from the Company.

## 5 Implementation and control

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### 5.1 Communication and training

CDP Venture shall inform all recipients about the contents of this Code.

The members of the corporate bodies and employees must be able to access and consult the documentation constituting the Model, including through the company intranet. All members of the corporate bodies and all employees must be able to obtain paper copies of the Model. In addition, in order to facilitate understanding of the Model, employees are required to take part in special training activities which may vary based on their degree of involvement in the relevant activity.

New members of the corporate bodies and new employees will receive, upon being appointed or hired, a copy of the General Section and the Special Section of the Model, as well as of the Code of Ethics, and will be required to sign a statement that they understand and will comply with the contents thereof.

Associates, consultants, partners, suppliers and business counterparties can access and consult the Code of Ethics and an extract of the Model on CDP Venture's Internet site.

Given the purpose of the Model, CDP Venture will evaluate the appropriateness of communicating the contents of the Model to third parties not attributable to the subjects mentioned above by way of example and, more generally, to the market.

### 5.2 Sanctions

Violation of this Code constitutes breach of contract and, in the case of employees, also represents a violation that could give rise to disciplinary action and the consequent application of sanctions, in accordance with Art. 7 of Law 300/70 and the provisions of the applicable national collective labour contract. Such violations may also give rise to claims for damages for any harm caused to CDP Venture<sup>5</sup>.

Failure of employees to comply with the provisions of this Code may lead to the application of disciplinary measures in accordance with the provisions of law and the disciplinary section of the

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<sup>5</sup> Article 2106 of the Italian Civil Code—Disciplinary Sanctions—“In accordance with the provisions of Arts. 2104 and 2105 of the Italian Civil Code, disciplinary sanctions may be applied based on the severity of the infraction and in accordance with collective bargaining agreements.” Article 7 of Law 300/70 –Disciplinary Sanctions—“Employees must be informed of the disciplinary rules regarding sanctions, the violations that may give rise to sanctions and the procedures for challenging such sanctions by posting these rules in a place accessible to all parties. They shall apply the provisions in this area established in employment agreements and contracts, if any. Employers may not take any disciplinary measure against an employee without having first lodged a complaint against the employee and given the employee an opportunity to provide a defence. The employee may be aided by a union representative or an agent. Without prejudice to the provisions of Law 604 of 15 July 1966, no disciplinary sanctions may be imposed that involve definitive changes in the employment relationship. In addition, fines may not be levied in an amount greater than four hours of basic wages and suspension from work and pay for more than 10 days. In any event, disciplinary measures more severe than a verbal reprimand cannot be applied before five days have elapsed from the allegation in writing of the fact in question. [text omitted] Account may not be taken for any purpose of the disciplinary sanctions after two years from their application.”

applicable national collective labour contract, the text of which is posted on Company bulletin boards, as well as the disciplinary system introduced pursuant to Legislative Decree 231/2001.

More specifically, with respect for the principle of the progressive and proportional nature of sanctions in relation to the severity of the breach, the type and degree of each penalty shall be determined based on the following general criteria:

- the intentional nature of the action, the degree of negligence, imprudence or incompetence, taking into account the foreseeability of the event;
- the importance of the obligations violated;
- the responsibility connected with the position held by the employee;
- the extent of the harm or degree of risk to the company, customers or third parties and the deficiencies in service caused;
- the existence of aggravating or mitigating circumstances, particularly with regard to the behaviour of the worker in respect of the Company, other employees, associates and customers, as well as his/her past disciplinary record;
- whether the violation was committed by two or more employees acting in concert.

#### **5.2.1 Violation of the Model and sanctions**

CDP Venture shall establish, within the General Section of the Model, the sanctions applicable to recipients that have violated the provisions of the Model.

#### **5.3 Reporting violations of the Code of Ethics**

Without prejudice to the notification obligations of the recipients under the Model, all those who observe or are victim of behaviour that does not comply with the provisions of the Code of Ethics, and therefore of the Model, may notify the Supervisory Body established pursuant to Legislative Decree 231/2001 of CDP Venture in writing of such occurrence. The Supervisory Body shall conduct an investigation in response to the report, which may include an interview with the informant and the alleged perpetrator of the violation.

The Supervisory Body shall inform the person responsible for imposing disciplinary actions or, where applicable, the competent body, of any violation of the Model so that the necessary measures can be adopted.

Reports may be submitted through the following channels:

#### **CDP Venture Capital SGR S.p.A.**

- IT platform (“eWhistle” software), constituting an alternative IT channel
- e-mail (encrypted): [odvcdpvc@pec.cdpventurecapital.it](mailto:odvcdpvc@pec.cdpventurecapital.it)
- ordinary post addressed to: CDP Venture Capital SGR S.p.A. Supervisory Body, via Arduino, 22, 00162 Rome.

The Supervisory Body shall take steps to protect informants from any type of retaliation, understood as an act that could give rise to even just the suspicion of discrimination or penalisation.

Anyone who reports such events in good faith shall be protected from any retaliation, discrimination or punishment and, in any case, the identity of the informant shall be protected, without prejudice to statutory obligations and the protection of the rights of the Company or of those accused by mistake and/or in bad faith.