

# Ethical code

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## Summary

Corporate Mission & Vision: our values .....	2
Code of Ethics and Model 231.....	3
The Recipients .....	4
Art. 1 - Protection of human rights .....	5
Art. 2 – Legality .....	5
Art. 3 – Transparency, correctness, integrity .....	5
Art. 4 - Transparency of corporate documents and business continuity .....	5
Art. 5 – Relationships with customers .....	6
Art. 6 – Relationships with suppliers .....	6
Art. 7 – Relationships with the Public Administration and Certification Bodies .....	7
Art. 8 – Centrality of human resources .....	7
Art. 9 - Equal opportunities and gender equality .....	9
Art. 10 – Company assets.....	9
Art. 11 – Know-how, intellectual property, including of third parties.....	9
Art. 12 – Protection of competition and the market.....	10
Art. 13 – Confidentiality of personal data.....	10
Art. 14 – Environment and sustainability.....	10
Final provisions.....	11
Supervision of the application of the Code of Ethics.....	11
Reporting of violations.....	11
Whistleblowing .....	11
Sanctioning system.....	12
Adoption and amendments to the Code of Ethics .....	12
Conclusions .....	12

## Corporate Mission & Vision: our values

It Centric S.p.A. (the “Company”) is an Italian System Integrator operating in the ICT sector that designs, creates and manages cutting-edge IT solutions, thanks to specialized skills and many years of experience in the field. With its activities, IT Centric S.p.A. contributes to modernizing the world in which we live and work, combining specialist skills in cutting-edge technologies with the ability to interpret new business models.

Our philosophy and our values are at the center of every activity and help us provide innovative solutions to customers who make us proud of our work every day by preferring us for the quality of our services.

What distinguishes us and guides our company are **Passion**, participation and involvement that accompany us in our daily work, **Trust**, the relationship with customers has always been based on respect and transparency, **Partnership**, collaboration characterizes both relationships internal that those with our partners, **Entrepreneurship**, we are innovators with a winning spirit, **Reliability**, we are solid and consistent, and **Simplicity**, with commitment and authenticity to achieve concrete results.

It Centric S.p.A. is a **reliable commercial partner**: it enhances the best of the sector, supporting the customer in their choices with competence and care, recognizing the specific needs of both the entrepreneur, in the *business-to-business* context, and the final consumer. It combines experience with great attention to **innovations** to guarantee optimal solutions. IT Centric has been investing in research and development for years with a dedicated division.

The document you are reading ("Code" or "Code of Ethics") intends to recognize and highlight the founding values of the **credibility** now acquired by the Company in the market, also with a view to reaffirming the roots that inspire the daily action of all the staff of It Centric S.p.A. These are binding principles, which include, but are not limited to mere compliance with the laws and regulations in force, concerning - more broadly - the correctness, transparency and integrity in the management of corporate activity.

## Code of Ethics and Model 231

Specialization, competence and innovation together with constant attention to customer needs are cardinal points of the identity of It Centric S.p.A.: they guide the company's actions in every significant choice.

Through the adoption and dissemination of the Code of Ethics, the Company intends to further clarify and strengthen the **operational strength** of these meanings, translating them into relevant principles and rules of conduct both internally and in relations with third parties.

Today more than ever It Centric S.p.A., therefore, believes and invests with conviction in an ethic based on respect for **high quality standards** and the promotion of its corporate values, to protect internal and external stakeholders.

In this context, the Company has decided to adopt an **Organization, Management and Control Model pursuant to Legislative Decree no. 231/2001** (hereinafter, "Model 231" or "Model") instrumental to mitigating the risk of committing crimes.

This Code of Ethics, as the '**constitutional charter**' of corporate life, constitutes an integral part of Model 231, representing the basis of inspiration and interpretative tool for all the safeguards provided for by the Model itself.

To guarantee the concrete implementation of the corporate ethical vision, the principles and rules contained in this Code take on a binding nature, to be understood as the duty of each Recipient (see below), to respect the *standards* of behavior indicated. In order to monitor compliance with the Code of Ethics and, more broadly, with Model 231, It Centric S.p.A. makes use of the support of a Supervisory Body, which operates within the limits and with the functions established by the art. 6 paragraph 1 letter. b) of Legislative Decree no. 231/2001.

## The Recipients

The principles and rules of the Code of Ethics apply to the following recipients:

- Corporate bodies.
- Company personnel (both employees and external collaborators).
- Providers.
- Clients.
- Consultants and business partners.
- In general, all those with whom the Company comes into contact in the course of its business.

**The Administrative Body** of It Centric S.p.A. and each **manager of the Company's corporate** functions is required to comply with the *standards* and corporate culture outlined in the Code of Ethics, promoting their assimilation into the entire corporate context. This starts from the activity of defining the company's objectives and promoting company investments, as well as in the choice of commercial partners, as well as in the concrete implementation of projects and personnel management; more generally, these are relevant principles in taking any management decision of the Company.

Likewise, **workers** are bound to the regulations defined in the Code of Ethics; the latter must, in particular, conform both the relationships existing within the Company thus strengthening cohesion and the spirit of mutual collaboration - and the relationships with third parties in contact with the Company (first and foremost, the customers).

In order to promote *compliance* with the Code of Ethics and - in general - the ethical-organizational awareness of the Company, It Centric S.p.A. ensures **maximum dissemination** of this document, through publication on the website, on company noticeboards, as well as through carrying out training and awareness-raising activities.

The Code of Ethics is also brought to the attention of the Company's collaborators, commercial partners and anyone who has business relationships, at any level, with It Centric S.p.A.

## **Principles and rules of conduct**

### **Art. 1 - Protection of human rights**

The Company respects and promotes human rights and fundamental freedoms, in the firm belief that these principles represent essential factors for authentic and sustainable development.

The Company particularly supports, within its sphere of operation and influence, the protection of the fundamental rights enshrined in the Universal Declaration of Human Rights (ONU).

### **Art. 2 – Legality**

It Centric S.p.A. operates scrupulously adhering to the principle of legality, respecting the values of the democratic system.

All Recipients are, therefore, required to respect the principles and rules of the Constitution and the laws of the Italian Republic, the regulations and directives of the European Union, the acts having the force of law (decree-laws and legislative decrees) and the national regulations, as well as any policy and internal self-regulatory act, including this Code of Ethics.

In this perspective, the Company collaborates for the prevention of acts contrary to the standards outlined above, undertaking not to provide any form of financing, direct or indirect, and not to favor, in any way, groups, associations or individuals who pursue illicit or otherwise not aligned with the values promoted by this Code of Ethics.

### **Art. 3 – Transparency, correctness, integrity**

Transparency, correctness, integrity are fundamental principles that inspire the entire organization and every operational expression of It Centric S.p.A. The Recipients recognize them as essential standards of their actions, internally and in relations with third parties.

All behaviors implemented by the Recipients of the Code of Ethics, having relevance both internal and external to the Company, must comply with the highest *standards* of professional **rigor, correctness, transparency and fair competition** and any activity carried out by top management, employees and collaborators in commercial relations with third parties it must respect the rules of **correctness and good faith** deriving from articles 1175 and 1375 of the Civil Code.

### **Art. 4 - Transparency of corporate documents and business continuity**

The Company adopts, as fundamental values, the principles of **transparency, accuracy, truthfulness**, completeness of any corporate document in which economic, patrimonial and/or financial, in compliance with current legislation. Consequently, the company resources involved in the preparatory activities for the preparation of the financial statements and corporate communications undertake to carry out their functions in compliance with the principles mentioned above.

The Company therefore condemns any conduct aimed at altering the transparency, correctness and truthfulness of the data and information contained in the financial statements, reports or other corporate communications required by law, addressed to the public, shareholders, the

board of auditors or the auditor. Therefore, in the event of a request for accounting information made by members, the auditor and the Supervisory Body, in the exercise of their respective institutional functions, the personnel involved are required to respond promptly, **completely, accurately and transparently**. In this regard, it is also specified that the Company must comply with current legislation on taxation in order to guarantee **the correct determination and payment** of taxes and undertakes to promptly carry out all tax obligations required by law, also in compliance with the practices of the Revenue Agency.

Furthermore, the Company also works at an organizational level to identify and prevent operational, financial or other risks that could undermine **business continuity**. It is therefore necessary that the accounting records and the documents deriving from them must be based on **genuine and exhaustive information** and must also be accompanied by specific **supporting documentation**, easily available, necessary to carry out checks and assessments. To this end and with particular reference to financial flows, incoming and outgoing **payments** of the Company must always be authorized, as well as tracked and recorded and, more broadly, financial operations must be carried out only by subjects in possession of the relevant powers. Any omission or false representation of which workers become aware must be reported to the **Supervisory Body** without delay.

In the spirit of the art. 2086 paragraph 2 of the Civil Code, the Company undertakes to adopt an organizational, administrative and accounting structure appropriate to the nature and size of the company, also based on the timely detection of the company's crisis and the loss of business continuity.

## **Art. 5 – Relationships with customers**

The Company undertakes to satisfy its Customers in compliance with high quality and technological *standards* by conducting relationships with high professionalism, availability and correctness. Strongly customer-oriented, IT Centric is recognized by the market for its ability to support ICT solutions in all phases of the life cycle.

Specifically, in the context of relationships with Customers, the Recipients must develop and maintain positive and long-lasting relationships, inspired by standards of collaboration and courtesy, transparency and integrity, with a view to qualifying the Company as a safe and reliable partner. This in particular by providing accurate, complete, truthful and timely information in order to allow the Customer to make an informed decision as well as fulfilling all the commitments undertaken.

The staff of It Centric S.p.A. is also required to ask Customers to observe the ethical principles of the Company, respecting the provisions of the Code of Ethics.

## **Art. 6 – Relationships with suppliers**

It Centric S.p.A. selects and maintains commercial relationships with suppliers capable of sharing the quality and ethical standards outlined in the Code.

The Company's suppliers must ensure their staff working conditions based on respect for human rights, international conventions and current laws. Any form of exploitation of child or non-child labor is therefore strictly prohibited.

The Company's suppliers are also required to fully respect legality and commercial correctness, with particular reference to the regulations on free competition and the market, to protect intellectual property, to the laws to combat money laundering and organized crime phenomena. If IT Centric S.p.A. should it become aware of the violation of the aforementioned standards, the Company will immediately intervene to terminate any relationship between the aforementioned supplier and the Company itself.

In compliance with the principle of integrity, in relations with suppliers, any giving and receiving of gifts/favors that could be interpreted as exceeding ordinary commercial courtesy practices or in any case implicitly aimed at acquiring unduly preferential treatment for oneself or for the Company is prohibited.

## **Art. 7 – Relationships with the Public Administration and Certification Bodies**

### **7.1 Public Administration**

All relationships with the Public Administration are inspired by the most rigorous compliance with the provisions of the law and company procedures, in compliance with the principles of correctness, loyalty and transparency.

The Company's relations with the subjects representing the Public Administration are managed by persons authorized to do so, within the limits of their role and according to the powers provided for in the statute.

In carrying out these relationships, the Recipients of this Code must absolutely avoid behavior that can even be interpreted as collusive in nature, or in any case capable of compromising the principles listed above (by way of example, the offer - even indirect - of money or benefits of any nature).

### **7.2 Law enforcement and judicial authorities**

The Company ensures and promotes correct, transparent and collaborative behavior towards the security and judicial police bodies and with the judicial authorities.

In the case of control or inspection procedures by public bodies/authorities, the personnel involved undertake to promptly implement the instructions given, respecting their mutual roles. The Company prohibits any type of conduct that could influence the outcome of ongoing legal procedures.

It is forbidden to carry out any form of conditioning towards anyone (employee, collaborator or third party) who is called upon to make statements before the Judicial Authority.

### **7.3 Certifying Bodies**

Relationships with the Certifying Bodies must be developed in accordance with the principles of transparency and loyal collaboration.

In the event of audits, IT Centric S.p.A. personnel are required to collaborate, respecting each other's roles. Any conduct aimed, even indirectly, at influencing auditing and evaluation activities is prohibited.

## **Art. 8 – Centrality of human resources**

### **8.1 Safety and health at work**



IT Centric S.p.A., considering human resources as the most important asset of the company's assets, is committed to creating and maintaining safe working environments for every employee.

Specifically, the Company operates in strict compliance with current accident prevention legislation, adopting safety management systems focused on prevention, aiming to introduce - at every company level - a strong culture of workplace safety. To this end, the Company provides its employees with adequate training and information to work in health and safety conditions and to implement the relevant culture.

IT Centric S.p.A. recognizes, as a strategic corporate objective, the continuous improvement of operating procedures, environments and staff working conditions.

Each Recipient of the Code of Ethics is called upon to personally contribute to the protection of health and safety, both their own and that of other people present in the workplace. This is done first and foremost by committing ourselves, with awareness and a sense of responsibility, to compliance with the regulations and internal procedures adopted on the matter, first and foremost in implementation of Legislative Decree 81/2008.

## **8.2 Enhancement and protection of staff**

The Company offers staff training and growth opportunities, enhancing and protecting individual human and professional characteristics, aware of the primary strategic importance that human resources have, with the aim of improving the **wealth of individual and corporate skills**.

IT Centric S.p.A. promotes a comfortable, positive and rewarding working environment, based on the principles of respect and dialogue, mutual understanding and collaboration, condemning any form of abuse.

At the same time, the Company is committed to creating a working environment that promotes diversity and protects the psycho-physical well-being of its employees. To this end, among other things, the Company promotes company policies that promote equal opportunities throughout the resource's entire career path, starting from the recruitment process and then continuing with the HR processes of *Onboarding, Job Rotations, Training and Career Development*.

To this end, IT Centric S.p.A. in its evaluations - both during hiring and during personnel management - it uses exclusively objective and meritocratic criteria based on skills, experience and objective abilities, trying to avoid prejudices, stereotypes or considerations based on gender. In this sense, IT Centric S.p.A. encourages an inclusive culture that values all people in the company equally.

In the spirit of articles 35 ff. of the Constitution and in compliance with the basic *standards* provided for by the art. 603-bis paragraph 3 of the Criminal Code, the Company and all Recipients recognize and protect the rights of workers, both from a financial perspective and with respect to the personal sphere and in relation to trade union activities. They also undertake not to use, even indirectly, forced and/or child labor, as well as to prevent any form of *mobbing*, abuse and exploitation of labor, both direct and indirect.

## **8.3 Selection and management of personnel**

In the recruiting process, the Company excludes any form of discrimination based on criteria other than the objective ones of **competence, professionalism and merit**, operating first and foremost through the evaluation of the candidate's curriculum vitae.

All information and personal data acquired during the selection process is processed in compliance with the Data Processing Regulations.

All employee personnel are **hired regularly**, in compliance with the contractual types in force. The systems for assigning tasks and determining remuneration are calibrated on the **skills, abilities and commitment** of individuals, taking into consideration the company's interest and the growth prospects of the workers.

#### **8.4 Prohibition of discriminatory conduct**

The Company, having at heart **respect for diversity** in the working environment, strictly prohibits any behavior that represents a form of discrimination based on age, ethnic origin, nationality, gender, sexual orientation, on ethical, religious, political and/or trade union beliefs.

### **Art. 9 - Equal opportunities and gender equality**

IT Centric S.p.A. ensures equal opportunities in professional development and promotions, basing its assessments on meritocratic criteria and on professional skills and levels, while guaranteeing pay equity between men and women.

The Company guarantees women full and effective participation in company life, including in positions of leadership and responsibility at all levels, compatibly with company activities and the employment demand that the company faces from time to time.

Also from this point of view, IT Centric S.p.A. is proud to present itself, in the eyes of its stakeholders, as a virtuous reality that is attentive to the needs of our planet, with a view to full compliance with the objectives of the UN 2030 Agenda and in general with the inclusive policies conducted by our country and the European Union.

### **Art. 10 – Company assets**

The Company makes various company tools available to its staff for the optimal performance of their work. Those who use goods owned by or available to the Company must look after them with the **utmost care**.

Employees and Collaborators are asked to use them responsibly and prudently, in an appropriate and relevant manner with company objectives, possibly inquiring with their manager regarding methods/limits of use.

In any case, it is strictly forbidden to use the goods supplied in ways and/or for illicit purposes or not in line with the values of the Code of Ethics.

### **Art. 11 – Know-how, intellectual property, including of third parties**

IT Centric S.p.A. invests in research and development with a dedicated division, committed to the study of technological innovations in order to improve/integrate existing software systems

or create new ones. From the drafting of the requirements to the final product, the Company's research and development team is able to support the customer in transforming a need into a business opportunity.

The internal structure of the company sees highly qualified professionals, according to the managerial idea of offering a consolidated structure on the one hand, and maximum attention to continuously updated innovation in the sector on the other.

To protect these assets, it is prohibited to disclose confidential information of the Company, without prejudice to any written authorization from the Administrative Body of IT Centric S.p.A.

The Recipients of this document must operate in full compliance with the industrial and intellectual property rights legitimately belonging to third parties, as well as in compliance with the provisions contained in laws, regulations and conventions protecting such rights.

In particular, the Company and all Recipients undertake to:

- Do not illicitly use software covered by exclusive rights of third parties.
- Do not illicitly disseminate copyrighted materials/products.
- Do not use other people's business secrets.
- Do not imitate or tamper with trademarks, distinctive signs, patents owned by third parties.
- in general, do not engage in conduct that could constitute the usurpation of industrial property rights, alteration or counterfeiting of distinctive signs or patents, nor market products created by usurping the rights of third parties or characterized by false signs.

## **Art. 12 – Protection of competition and the market**

The Company pursues its entrepreneurial success by recognizing and protecting competition as a stimulus for growth and improvement of the market, as well as of its own business.

It Centric S.p.A. develops its business according to the principles of transparent, correct and fair competition, requiring all its collaborators to abstain from collusive behavior and to participate in operations that may lead to violations of the rules protecting competition in the market.

## **Art. 13 – Confidentiality of personal data**

Each resource of the Company who, in carrying out its activity, acquires personal data is required to process the same in compliance with EU Reg. 679/2016 (“GDPR”) and national legislation regarding privacy, as well as the related internal policies. In this perspective, it is permitted to acquire and process only personal data that is necessary and directly connected to one's functions, ensuring the relevance of the processing to the declared and pursued purposes. The Company's employees and collaborators must use the utmost caution and care when using information that is not in the public domain and deriving from the performance of their duties.

## **Art. 14 – Environment and sustainability**

Environmental protection is an imperative of the Company: the latter embraces an ecological perspective for the benefit of present and future generations; guarantees and promotes rigorous

compliance with current environmental legislation, interpreting it in light of the precautionary principle.

The Company undertakes to spread and consolidate a culture of environmental protection and prevention among all its members, collaborators, consultants, subcontractors and customers, developing awareness of the risks and promoting responsible behavior by all the actors involved.

## **Final provisions**

### **Supervision of the application of the Code of Ethics**

It Centric S.p.A. identifies the Supervisory Body, appointed by resolution of the Board of Directors and in accordance with the provisions of Model 231, as the body responsible for verifying the concrete application of this Code of Ethics by all Recipients, within the scope of the provisions from the art. 6 of Legislative Decree 231/2001.

It monitors the initiatives undertaken by the Company in order to spread knowledge and understanding of the Code; verifies the consistency between the behavior actually observed by individuals and the principles, rules and standards of behavior envisaged by this document; suggests any changes, updates and additions; receives and analyzes reports of violations of the Code; formulates proposals regarding the possible adoption of sanctioning measures in cases of confirmed violation of the Code of Ethics (see below).

### **Reporting of violations**

Employees, members, collaborators, commercial partners and any other Recipient of the Supervisory Body who deem it necessary to report violations of this Code and/or Model 231 adopted by the Company can contact their direct contacts or send a communication to the inbox [odv@itcentric.it](mailto:odv@itcentric.it).

The whistleblowers will be guaranteed against any form of retaliation, discrimination or penalization and in any case the confidentiality of the identity of the whistleblower will be ensured, without prejudice to legal obligations and the protection of the right of defense of the Company or of the accused persons.

### **Whistleblowing**

Our "open door" policy encourages every employee and collaborator of the Company to refer their managers or contacts with questions or doubts and without fear of retaliation.

The Company guarantees the protection of persons who report, in good faith, violations of this Code, of Model 231 of It Centric S.p.A. and in general of national or European Union regulatory provisions that harm the public interest or the integrity of the Company itself, of which they have become aware in their working context.

To this end, in compliance with the provisions of art. 6, paragraph 2 bis, of the Legislative Decree. 231 of 2001 and by Legislative Decree no. 24/2023, the Company has implemented internal reporting channels - entrusted to an external party, i.e. Supervisory Body, autonomous and with specifically trained personnel - which the whistleblowers can use it according to the methods provided at the following link <https://whistleblowing.noverim.it/itcentric>.

The Company has adopted specific safeguards so that the methods are suitable for guaranteeing the confidentiality of the identity of the reporter and of any other information from which such identity can be deduced, directly or indirectly. No retaliation or discrimination, direct or indirect, can result from anyone who has made a report in good faith. The identity of the reporting person and any other information from which this identity can be deduced cannot be revealed without the express consent of the reporting person to persons other than those competent to receive the report. Furthermore, sanctions are envisaged against those who violate the whistleblower's protection measures (see Disciplinary System).

## **Sanctioning system**

Compliance with the Code of Ethics constitutes an integral part of the **contractual obligations** of employees, collaborators and, more generally, of all the recipients of the document.

Any violations make disciplinary measures applicable by the Company, modulated in relation to the "Circumstances of the Fact", or

- (i) the seriousness of the infringement;
- (ii) the possible repeated nature of the infringement;
- (iii) the implementation with intent or negligence,

as better specified in the Disciplinary System provided for by Model 231 of It Centric S.p.A.

The type of sanction applicable will vary depending on the relationship existing between the Company and the person who committed the infringement (in particular, whether an employee or a third party).

As regards employees, non-compliance behaviors will be prosecuted through specific disciplinary measures defined on the basis of the Circumstances of the Fact, taking into account the regulations of the existing employment contract.

With reference to collaborators, customers and suppliers, corrective measures will be applied to the relationship, and, in the most serious cases, the termination of the contract.

The application process of the aforementioned sanctions is completely independent of the opening, as well as the outcome, of any criminal proceedings initiated by the judicial authority in relation to the facts that constitute the violation of the Code of Ethics.

## **Adoption and amendments to the Code of Ethics**

This Code of Ethics was adopted by the Company's Board of Directors.

In the event of regulatory changes or in the event of a change to the company organization, this document will be adapted, as appropriate.

## **Conclusions**

The Code of Ethics is published on the web page of the Company website [www.itcentric.it](http://www.itcentric.it); is made available in paper form at the Company's registered office and operational offices. It is disseminated, through information and communication activities, to all Recipients and stakeholders. The Board of Directors will ensure constant updating of the Code of Ethics.