



Certificato Numero: 52E18934

Certificato Numero: 31Q18934



Aderente ad
ASSOLOMBARDA
CONFINDUSTRA MILANO
MONZA E BRIANZA

ETHICAL CODE AND DISCIPLINARY SYSTEM

ORGANIZATION, MANAGEMENT AND CONTROL MODEL (MOG)

CORPORATE ADMINISTRATIVE LIABILITY (Legislative Decree 231/2001)

APPROVED BY

ADMINISTRATION BOARD

on 10/04/2019



Certificato Numero: 52E18934

Certificato Numero: 31Q18934



INTRODUCTION

Generality

The Code of Ethics adopted by SPHERA SERVICE SRL is a set of principles and rules whose observance is of fundamental importance for the proper functioning and improvement of the reliability of the Company. It represents the "Charter of fundamental rights and duties" through which the Company:

- Clarifies its ethical and social responsibilities towards the various stakeholders of internal and external interests, such as: shareholders, employees, collaborators, suppliers, Public Bodies, Customers, etc;
- Research forms of balancing and / or points of balance between the multiple interests and the legitimate expectations advanced by the stakeholders.

The adoption of this Code has the primary objective of satisfying, in the best way, the needs and expectations of the interlocutors of the Company, aiming to recommend and promote a high level of professionalism and to prohibit those behaviors that arise in contrast not only with the relevant legislative provisions, but also with the values that the Company intends to promote.

The individual and collective behavior of the Company's employees and collaborators must therefore be in harmony with company policies and must be translated into concrete standards of behavior identified by the Code of Ethics. The adoption of this Code completes and enriches the rules contained in the company regulations, and more precisely in the:

- Code of conduct of Company Staff;
- Guide Staff Manual;
- Company regulations for the use of the IT system;
- Quality Management System Procedures.



Certificato Numero: 52E18934

Certificato Numero: 31Q18934



Recipients

The Code of Ethics is addressed to all those who, employees or collaborators, establish relationships with the Company, either direct or indirect, in a stable or temporary manner or in any case operate to pursue company objectives. They will be referred to below as "recipients". The recipients violate the principles and rules contained in this Code, they harm the relationship of trust established with the Company. All recipients are required to know the Code of Ethics, to contribute to its implementation, its improvement and its diffusion. The company undertakes to distribute to all employees and collaborators a copy of this Code and to disseminate its contents and objectives.

GENERAL ETHICAL PRINCIPLES AND COMPANY MISSION

The principles on which the company Code of Ethics is based are as follows:

- Behavior of the Company and its various interlocutors ethically correct and compliant with the law;
- Loyalty of employees and collaborators towards the Company;
- Correctness, courtesy and respect in the relationships between colleagues.
- Professionalism and professional diligence;
- Respect for the environment and the health and safety of employees and collaborators.

The company strives to give substance to the values and principles contained in the Code, taking responsibility for the internal and external responsibilities and strengthening trust, cohesion and company spirit. It therefore commits itself to training / information actions on the contents of the Code with the objectives of:

- Promote and strengthen the business culture around recognized values;
- Disclose the rules, procedures and practices to be followed;
- Expand consent to the basic principles of this Code.

The ethical standards of behavior that the Company intends to pursue are the following:

- Equality and equality in the treatment and recognition of the value of human resources;

SPHERA SERVICE s.r.l. Sede legale: Via IV Novembre, 92 – 20021 Bollate(MI) Tel/Fax: 02.33301177

www.spheraservice.it - info@spheraservice.it Codice Fiscale - P.iva: 09692580963 R.E.A. MI 2107753



Certificato Numero: 52E18934

Certificato Numero: 31Q18934



- Diligence, transparency, honesty, confidentiality and impartiality in carrying out business activities;
- Protection of the person and the environment.

The company has also wanted to give greater importance to business activities by obtaining the ISO 9001: 2015 Quality Certification, which pays particular attention to the organizational and management aspects of the Company, such as the Customer and the Suppliers.

RULES AND STANDARDS OF BEHAVIOR

Guide criteria in policies towards recipients

SPHERA SERVICE SRL undertakes to guarantee:

- **Impartiality:** *to offer equal work opportunities to all employees and collaborators on the basis of professional qualifications and performance, without discrimination based on ethnicity, religion, opinions, nationality, gender, age, physical and social conditions;*

- **Work environment:** *to ensure that in work relationships, both internal and external, no sexual harassment or behavior or initiatives are created that create a work environment that is intimidating, hostile or isolating towards individuals or groups of workers, which interfere negatively with the performance of work performed by others or which impede the prospects of work and / or career, for mere reasons of professional competitiveness;*

- **Development:** *develop the skills and competences of each employee and collaborator with training and updating activities;*

- **Value Resources:** *guarantee fair treatment based on merit and competence criteria;*

- **Privacy:** *protect the information relating to employees and collaborators generated or acquired inside and outside the Company and to activate any useful precautions to avoid the misuse of such information;*

- **Health and Safety:** *promote and protect the health and safety of its employees and collaborators. It also undertakes to consider with particular attention the condition of those who feel uncomfortable in the presence of smoke, without prejudice to the non-smoking address in the workplace except in those authorized, marked by specific indications.*

SPHERA SERVICE s.r.l. Sede legale: Via IV Novembre, 92 – 20021 Bollate(MI) Tel/Fax: 02.33301177

www.spheraservice.it - info@spheraservice.it Codice Fiscale - P.iva: 09692580963 R.E.A. MI 2107753



Certificato Numero: 52E18934

Certificato Numero: 31Q18934



The recipients undertake to observe:

- **Responsibility:** provide the contracted service, consistently with the tasks, objectives and responsibilities assigned, without delegating to other employees or collaborators the performance of activities or the adoption of decisions of their own merit;
- **Diligence:** respect working hours, if employees, except for justified reasons and limit absences from the workplace to those strictly necessary; devote adequate resources in terms of time and dedication to the tasks assigned for the pursuit of the related objectives, if collaborators;
- **Respect:** adopt a respectful and sensitive behavior towards others, avoiding serving under the effect of alcohol, drugs or similar effects and of consuming or ceding such substances during the work performance in any way;
- **Corporate Climate:** contributing to the creation of a professional climate in which all colleagues feel positively involved in achieving company objectives;
- **Honesty:** use the goods and resources made available in compliance with their intended use of the company and in order to protect their conservation and functionality as each recipient is directly and personally responsible for the protection and conservation of assets and resources entrusted to him for the performance of his duties; therefore they also undertake not to use the telephone lynxes of the office for personal needs, except in cases of emergency, and comply with the provisions of the Company Regulations for the use of the information system, for the use of the Internet and e-mail; they also undertake not to use company vehicles for carrying out their personal duties and not to transport persons not belonging to the Company, unless expressly authorized by the company;
- **Confidentiality:** use the utmost caution and care in the use of information not in the public domain resulting from the performance of their duties. The information and any other material obtained in carrying out their work are the property of the Company. The recipients undertake not to disclose, use or communicate information and / or any other kind of news, documents, data, etc., related to the acts and operations specific to each job or responsibility that are confidential without specific authorization;
- **Conflicts of Interest:** avoid all situations and activities in which a conflict of interests may arise between personal economic activities and tasks held in the Company or the Company's interests. If, however, occasional situations of conflict or situations of potential conflict arise, the maximum communication and transparency towards the manager or the reference function is required for any appropriate measures;
- **Gifts:** accept and offer direct or indirect business courtesy, such as gifts, payments and benefits, only when they are such that they can not be interpreted as aimed at gaining advantages for themselves or for the Company in an improper manner. The employee or collaborator who receives / offers gifts that can not be ascribed to normal correct courtesy relations, must directly inform his manager or the referent function and refuse;

SPHERA SERVICE s.r.l. Sede legale: Via IV Novembre, 92 – 20021 Bollate(MI) Tel/Fax: 02.33301177

www.spheraservice.it - info@spheraservice.it Codice Fiscale - P.iva: 09692580963 R.E.A. MI 2107753



Certificato Numero: 52E18934

Certificato Numero: 31Q18934



- **Health and Safety:** participate in the process of risk prevention, environmental protection and health and safety protection against themselves, colleagues, third parties.
- **Administrative Responsibility:** particular value assumes the transparency, accuracy and completeness of the information in the Report. In this regard, each employee is required to collaborate so that the management facts are correctly represented. The information that flows into the periodical "reports" or in the accounts, both general and analytical, must comply with the principles of transparency.

Correctness, completeness and accuracy. The accounting records must be based on accurate, comprehensive and verifiable information. Every writing in the books must reflect the nature of the operation, represent its substance and must be based on adequate supporting documentation in order to allow

- o easy accounting registration;
- o identification of the different levels of responsibility;
- o the accurate reconstruction of the operation.

Employees and collaborators who become aware of falsifications in the accounts or in the documentation on which the accounting records are based must report the news to the manager or to the referent function, who can in turn involve the Supervisory and Control Body.

In the event that the aforementioned failings concern the direct manager or the referent function. The employee or collaborator must contact the Supervisory and Control Body directly.

If the report is deliberately unfounded, the Company may initiate disciplinary proceedings for the employee or terminate the relationship with the employee.

GUIDING CRITERIA IN THIRD-PARTY POLICIES

Employees and collaborators must adequately inform third parties of the content of the provisions of the Code of Ethics, in order to standardize their behavior with these provisions.



Certificato Numero: 52E18934

Certificato Numero: 31Q18934



Relations with Customers and Suppliers

Each recipient is required to carry out their duties with the aim of obtaining maximum customer satisfaction. When requested, each recipient is required to provide assistance and information, in a courteous, polite, correct and exhaustive manner. The selection of suppliers and the determination of the conditions of purchase must be based on an objective assessment of:

- quality of the goods and services requested;
- price of the goods and services requested;
- the counterparty's ability to supply and guarantee goods and services in a timely manner appropriate to the needs of the Company.

Relations with the Public Administration

The undertaking of commitments with the Public Administration is reserved exclusively for the company functions proposed for this purpose. Recipients must not promise, offer or accept payments or assets to public officials to promote or favor the interests of the Company, unless they are acts of commercial courtesy of modest value and such that they can not be interpreted as aimed at gaining advantages for himself or for the company improperly. In the case of offers / proposals from public officials, the employee or collaborator must report to their manager or competent function and refuse. In the course of relationships (contacts, requests, negotiations, etc.) with the Public Administration, the personnel appointed by the Company, internal and external, are not allowed to try to improperly influence the decisions of the other party.

In the course of tenders with the Public Administration, it must operate in compliance with the rules and correct commercial practices, respecting the rules of competition. The Company undertakes to keep and to keep its employees and collaborators correct behavior towards the Tax Office. The Company can not be represented, in relations with the Public Administration, by third parties (consultants, etc.) when conflicts of interest can arise. It is the Company's responsibility to disseminate the contents and objectives of this Code of Ethics among all recipients (whole and external) in such a way that they apply the corporate ethical guidelines. In the course of relations with the public administration, it is not allowed to undertake, directly or indirectly, the following actions:

SPHERA SERVICE s.r.l. Sede legale: Via IV Novembre, 92 – 20021 Bollate(MI) Tel/Fax: 02.33301177

www.sphaservice.it - info@sphaservice.it Codice Fiscale - P.iva: 09692580963 R.E.A. MI 2107753



Certificato Numero: 52E18934

Certificato Numero: 31Q18934



- examine or produce job and / or business opportunities that can benefit public administration subjects;
- solicit or obtain confidential information that may compromise the reputation or integrity of one or both parties;
- offer or provide gifts / utilities.

Relations with Political Organizations, Trade Unions, and with Mass-Media

SPHERA SERVICE SRL does not make contributions, direct or indirect and in any form, to parties, movements, committees, trade unions and political organizations, or to their representatives and candidates. Relationships with the press are held by authorized functions and carried out consistently with the Company's communication policy. The information provided must be truthful, complete, accurate, transparent and homogeneous. Employees and collaborators must refrain from issuing press representations, other media and any third party, statements or interviews regarding the Company without the authorization of the competent managers

CONTROLS

The internal control system consists of the set of tools necessary or useful for guiding, managing and verifying business activities, orienting them towards the achievement of their objectives and adequately contrasting risks. The control system as a whole must provide reasonable assurance regarding compliance with the laws of the State, internal procedures, company codes, achievement of the pre-established objectives, protection of the Company's assets and resources, company management according to criteria of effectiveness and efficiency, as well as the reliability of accounting and management information in and out of the Company. The Company undertakes to define a procedural system suitable for reducing the risk of violating the Code, assigning adequate responsibilities and resources to an internal supervisory and control body so as to be able to draw up the appropriate guidelines to support the various company functions.

SPHERA SERVICE s.r.l. Sede legale: Via IV Novembre, 92 – 20021 Bollate(MI) Tel/Fax: 02.33301177

www.spheraservice.it - info@spheraservice.it Codice Fiscale - P.iva: 09692580963 R.E.A. MI 2107753



Certificato Numero: 52E18934

Certificato Numero: 31Q18934



VIOLATION OF THE RULES OF THE CODE OF ETHICS

The rules contained in the Code of Ethics integrate the behavior that the employee is required to observe, by virtue of the civil and criminal laws in force and the obligations provided for by collective bargaining. The violation of the rules of the Code damages the relationship of trust established with the Company and, as it is assessed as a breach of contractual obligations of the employment relationship or professional collaboration, pursuant to Article 2104 of the Civil Code, may lead to disciplinary, legal or criminal actions; in the most serious cases the violation can lead to the termination of the employment relationship, if committed by the employee, or the interruption of the relationship, if instead placed by a collaborator or third party.

DISCIPLINARY SYSTEM

Measures against Directors and Statutory Auditors

In case of violation of the model or adoption of conduct and / or acts that conflict with the provisions or principles of the Organization, Management and Control Model (MOG), by Directors and / or the Supervisory and Control Body informs the Board of Directors and the Board of Statutory Auditors, who will take steps to take the most appropriate initiatives, among which, for example the convening of the Shareholders' Meeting for the adoption of the most suitable measures, permitted by law as well as by the bylaws and / or individual contract. Without prejudice to the exercise of any action that company law provides for directors (revocation and liability action), disciplinary sanctions against directors may consist of a formal recall (censorship), automatic mechanisms for the suspension of office for a fixed period, in the suspension of the office after deliberation of the Board of Directors, in the disregard of the quality of independent administration, depending on the gravity of the infraction.

SPHERA SERVICE s.r.l. Sede legale: Via IV Novembre, 92 – 20021 Bollate(MI) Tel/Fax: 02.33301177

www.spheraservice.it - info@spheraservice.it Codice Fiscale - P.iva: 09692580963 R.E.A. MI 2107753



Certificato Numero: 52E18934

Certificato Numero: 31Q18934



Measures against External Persons

Given that for the purposes of this Model of Organization, Management and Control of activities and work of an autonomous / external nature to the Company, as related to SPHERA SERVICE SRL as a result of contractual relationships, all behavior of external collaborators (companies) , consultants, partners, various independent collaborators, etc.) that is in contrast with the lines and rules of conduct indicated in the model, previously notified in a formal manner, and / or such as to entail the risk of committing one of the crimes for what is the administrative responsibility of the institutions, consequences foreseen by the contract in terms of penalties, penalties, resolution of the negotiating tie.

To this end, in the contracts (supply, collaboration, contracting, etc.) specific clauses are inserted in order to guarantee the enforceability of the behavior prescribed in the Model by the external collaborators.

Measures against managers

In case of violation, by managers, of the provisions of the Model or of adoption, in the performance of activities in areas at risk, behavior that does not comply with the provisions of the Model itself, or in the hypotheses in which the manager allows he / she is subjected hierarchically or functionally, to adopt behaviors that do not conform to the Model and / or in violation of the same, will apply the most suitable measures in accordance with the provisions of the current legal contractual law.

Measures against Employees

The sanctions that can be applied are those provided for by Title IV of the Regulations annexed A) to Royal Decree 148/1931.



Certificato Numero: 52E18934

Certificato Numero: 31Q18934



IMPLEMENTING TOOLS

The responsibility for applying the Code of Ethics is entrusted to the Board of Directors, which operates through an internal body in a position of staff with respect to the Board itself, called the "Supervisory and Control Body". The Board of Directors appoints the Body, whose three members are renewable and remain in office for three years.

The requirements of the Body are as follows:

- **autonomy and independence**, the components do not carry out operational activities, since such involvement could undermine the objectivity of judgment in the event of verifications or produce decisions of an economic-financial nature;
- **professionalism**, that is, equipped with the necessary skills for the effective performance of assigned tasks, both technical-specialist and consultancy, but only for circumscribed areas of investigation;
- **continuity of action**, the Body must be able to devote the time necessary to perform the tasks assigned.

The tasks of the Body are as follows:

- ensure the maximum dissemination of the Code of Ethics towards all recipients;
- inform the Board of Directors on the status of implementation of the Code at least once a year;
- ensure that the Code of Ethics and the concrete behavior of employees and collaborators are consistent and therefore ascertain any news of infringement, involving the recipients and the functions involved in the appropriate measures;
- verify the adequacy of the Code and the rules introduced with it to prevent unwanted behaviors from the Company;
- carry out analyzes on the maintenance over time of the soundness and functionality requirements of the Code of Ethics and of the behavioral rules introduced with it;
- update the Code to keep it always appropriate to the Company's reality.

SPHERA SERVICE s.r.l. Sede legale: Via IV Novembre, 92 – 20021 Bollate(MI) Tel/Fax: 02.33301177

www.spheraservice.it - info@spheraservice.it Codice Fiscale - P.iva: 09692580963 R.E.A. MI 2107753