



Delphin Control

DELPHIN CONTROL S.R.L.

ETHICAL CODE

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I.INTRODUCTION

1. SCOPE

The provisions contained in the Ethical Code apply to all employees, without exception, to all those who directly or indirectly establish relationships with DELPHIN CONTROL S.R.L. (hereinafter also "Company" or "Delphin Control"), permanently or even temporarily, to directors, collaborators, consultants, agents, attorneys and anyone who works in the name and on behalf of the Company.

Each employee, regardless of position or status, is responsible for their actions in compliance with this Ethical Code, the Company's policies and the national and international regulations in force.

This Code is brought to the attention of every employee, as well as to all those who are mentioned therein and who have, in general, relations with DELPHIN CONTROL S.R.L.

2. RECIPROCITY

In internal and external relations, the Company requires third parties to act towards it with a similar ethical conduct.

It is forbidden for any employee, regardless of position or status, to use the collaboration of third parties to carry out actions that, as an employee, would be prohibited from carrying out directly.

3. VALIDITY

This Ethical Code enters into force from the date of its drafting and has an unlimited expiry date.

Any changes and / or additions must be approved by Dr. Claudia Francesca Agrò.

II. GENERAL PRINCIPLES

4. COMPANY VALUES

DELPHIN CONTROL, in its long and short term activity, conforms to the values of Legality, Respect, Impartiality, Flexibility, Competence, Integrity, Transparency.

4 a. LEGALITY

DELPHIN CONTROL recognizes that to be compliance with the laws is essential not only in Italy but in the other countries in which it operates. A violation of this principle is therefore not justified in any case, not even in the name of interests or for the benefit of the Company itself.

In any case, even in the face of different legislative areas, DELPHIN CONTROL undertakes to respect some fundamental principles, those contained in the most important documents shared at international level about human and workers' rights, respect for the environment and struggle to corruption.

Delphin Control in its activities abroad undertakes to inform itself in advance about the applicable legal regulations, as well as the procedures and practices to be followed.

Delphin Control also refuses to engage with parties who carry out illegal activities or financed with capital from illegal sources.

4 b. RESPECT

DELPHIN CONTROL undertakes to adopt a respectful behavior both towards the inside of the company and towards the outside.

In terms of relationships within the company, respect means, first, the protection of the physical and moral integrity of the staff and its enhancement as a key resource for competitiveness and success.

Outwardly, it means maintaining professional relationships with customers and suppliers and with local institutions. Finally, it means operating in a manner compatible with the surrounding natural and human environment, in the interest of all.

4 c. IMPARTIALITY

DELPHIN CONTROL undertakes to avoid any discrimination based on age, sex, state of health, ethnicity, political opinions, religious beliefs, sexual orientation, gender identity or other personal or social conditions.

This commitment is assumed towards all subjects, both natural and legal persons, who interact with the Company for various reasons, including only indicatively the shareholders, employees, customers, suppliers, contractual, administrative, or judicial, public institutions. With reference to legal persons or other collective subjects, Delphin Control evaluates the relevant personal or social conditions with reference to most of its members or the corporate purposes of said subjects.

This applies to every aspect of the Company's decisions, including the use of its Human Resources and access to hiring, development, promotion, training, remuneration.

Delphin Control, in specific and clearly identified cases, may take into consideration some personal conditions for the performance of its activities, always and in any case in compliance with the other principles of this Code of Ethics, provided that this decision

represents a necessary tool for the pursuit of social ends and that there are no other ways to achieve the same result.

4 d. FLEXIBILITY

DELPHIN CONTROL undertakes to tackle problems without being conditioned by reference schemes or preconceived closures, being able to integrate all the information available in the search for the best solution.

The Company is open to ideas from all its employees and collaborators, including external ones, to achieve the company objectives in the most efficient and correct way, in compliance with the principles of this Ethical Code.

4 e. COMPETENCE

DELPHIN CONTROL undertakes to direct its behavior according to the highest standards of competence and professionalism. The Company undertakes to guarantee the professional and social development of all its employees and collaborators.

Delphin Control evaluates the professional, relational, and cultural skills of its employees and collaborators and ensures that these characteristics are the basis for their evaluation and promotion.

4 f. INTEGRITY

DELPHIN CONTROL is committed to spreading a culture of ethics and legality both within the company and externally, first of all ensuring consistent behavior towards employees and collaborators.

4 g. TRASPARENCY

DELPHIN CONTROL undertakes to adopt the most transparency in acting, communicating and informing, in order to ensure reliability towards all parties, internal and external, with which the said Company deals. Business management must be clear and verifiable.

Communication, in particular the one toward the outside world, in addition to always having to follow the established procedures, must be simple, understandable, timely and truthful and, if made public, easily accessible to all.

5. CONFIDENTIALITY

DELPHIN CONTROL undertakes to use the information in its possession, without prejudice legal obligations, in compliance with the legislation on the protection of personal data, and in any case never for purposes other than those envisaged.

Delphin Control is aware that the correct management of its own personal data and of the subjects who meet the Company for various reasons, depends on the identification of specific, clear and effective procedures for the processing and storage of personal data,

as well as on the identification of subjects specifically identified for the processing of the data.

Particular attention must be paid to the personal data and information of employees, customers, and collaborators. The use of corporate information having external relevance can only be carried out by expressly authorized figures.

Any investigation into ideas, preferences, personal tastes and in general on the private life of employees and collaborators, including those outside the Company, is excluded.

Corporate security policies and procedures include additional requirements to safeguard information and information systems. Employees must be aware of these requirements and abide by them.

6. CONFLICT OF INTEREST

DELPHIN CONTROL is aware of the fact that the presence of conflicts of interest can determine a lower quality service and to the detriment of customers as well as greater difficulties in achieving the objectives of Legality, Respect, Impartiality, Flexibility, Competence, Integrity, Transparency. By "conflict of interest" we mean the situation in which a member of the Company (at any hierarchical level), due to interests or activities that could generate an immediate or deferred advantage for himself, his family, or acquaintances, acts not in compliance with the ethical requirements of Delphin Control and by way of example and not exhaustive, the following situations may cause a conflict of interest:

- perform a top management function and have economic interests with suppliers, customers, or competitors;
- take advantage personally - or through family members - of business opportunities that you are made aware of as a member of the Company;
- accepting money, gifts (valuables, travel, gifts of various kinds) or favors (for example hiring or career advancement for family members) from persons or companies that have or intend to enter business relationships with the Company itself.

All those, at all levels, who have direct or indirect relationships with Delphin Control must avoid actions and activities that may lead to a conflict of interest.

In any case, anyone is obliged to inform the legal representative about the presence or occurrence of any form of conflict of interest, real or potential.

7. LOYALTY

DELPHIN CONTROL requires all employees and collaborators to behave loyally, diligently and in compliance with the employment contract and company provisions.

This means pursuing the tasks entrusted with commitment, promptness, and diligence; work in compliance with the procedures, respect the Ethical Code and, for those who have responsibility for managing people, undertake to have their collaborators respected and to provide them with assistance in applying them.

8. ENVIRONMENT AND SAFETY AT WORK

DELPHIN CONTROL is committed to ensuring safe and healthy work environments and to being a supportive and responsible organization towards the environment. In addition, it complies with the laws and regulations relating to the environment, safety, and health, and ensures that the rules are observed by all employees and collaborators.

Delphin Control is also committed to creating a safe and healthy environment for each employee, also and above all by spreading knowledge of the legislation and the culture of safety in the workplace. Each interested party must comply with all safety rules and procedures. To protect the safety of its employees in carrying out work with clients, the Company provides all the necessary PPE and requires their use.

Each employee or collaborator is obliged to promptly communicate to their hierarchical superior any situation of danger generated as well as any discrepancy from the procedures implemented and distributed.

9. OPERATIONAL CRITERIA

To ensure maximum transparency and efficiency of its work, DELPHIN CONTROL operates according to the following criteria:

- a clear and formalized assignment of powers and responsibilities, consistent with the duties assigned;
- the definition of behavioral rules suitable for ensuring the exercise of company activities in compliance with the laws, regulations and integrity of the company assets;
- the provision of regulatory documentation for individual company activities;
- the traceability of operations (both related to operational and control activities) aimed at ensuring that every operation, transaction and / or action is verifiable, documented, coherent and congruous.

III. RELATIONSHIP WITH THIRD PARTIES

10. RELATIONSHIP WITH SHAREHOLDERS

DELPHIN CONTROL, in line with its corporate purpose, has as its reference objective the creation of corporate value, mainly through the establishment of a solid and lasting relationship with the customer based on the quality of the services offered.

Delphin Control must maintain a profile of maximum correctness, transparency, impartiality, and fairness in relations with its Shareholders.

The Company undertakes not to carry out any operation that could cause damage to the share capital or that could in any case reduce the value of the investments, if not in the face of a clear interest consistent with the corporate purpose and in any case always in compliance with society.

11. RELATIONSHIP WITH THE STAFF

Compliance with the Ethical Code represents a contractual obligation both for DELPHIN CONTROL towards employees and for employees towards DELPHIN CONTROL.

The Company undertakes to enhance its employees and collaborators on the basis of their characteristics, skills and abilities. The company offers equal opportunities for the development and growth of professional functions based on merit and competence criteria; the Company undertakes, in particular, to avoid any discrimination. It undertakes to safeguard the physical and moral integrity of its employees and collaborators. This commitment implies compliance with the legislation on safety and hygiene in the workplace and the creation of a work environment where the dignity of everyone is guaranteed and relationships between people take place on a basis of respect, fairness and collaboration.

12. RELATIONSHIP WITH THE INSTITUTIONS

The conduct of DELPHIN CONTROL towards the Public Administration and the people who represent must be inspired by the utmost fairness and integrity.

Acts of commercial courtesy, such as gifts or forms of hospitality, or any other form of benefit (including in the form of donations), are permitted only if of modest value, and such as not to compromise the integrity and reputation of the parties as well as conform to uses. However, such acts must always be authorized and adequately documented and traceable and must not, in any case, be capable of being interpreted by a third and impartial observer as intended to obtain advantages and favors in an improper way.

13. RELATIONSHIP WITH CUSTOMER AND SUPPLIERS

To consolidate the loyalty and esteem of customers and suppliers it is essential that every relationship is based on criteria of loyalty, availability, transparency, and professionalism. DELPHIN CONTROL undertakes to give appropriate answers to the needs of the customer and suppliers, providing any useful assistance to encourage conscious and shared choices, avoiding any form of forcing.

The selection of suppliers and the formulation of the conditions for the purchase of goods and services is dictated by the values of competition, objectivity, correctness, impartiality, fairness, having regard to price, quality of the goods and services rendered, guarantees of assistance and, in general, an accurate and precise evaluation of the offer. In the

formulation of the contracts, the Company undertakes to specify in a clear and understandable way to the contracting party the conduct to be followed in all the foreseen circumstances and to respect the contractual agreements and commitments, in relation to the execution of the tasks and works in the established ways by the parties. Delphin Control requires that suppliers comply with the same ethical standards of the company. For this reason, before signing contracts for the supply of goods or services, however named, the suppliers of the Company must guarantee in writing the respect of workers' rights, compliance with environmental legislation and safety in the workplace, recognition and compliance with the ethical principles contained in this code. To safeguard the company's reliability and prestige, Delphin Control must:

- have as a primary objective the full satisfaction of the interlocutor recipient of the service;
- create a solid relationship with the interlocutor, inspired by fairness, efficiency and efficiency;
- maintain a professional, loyal and collaborative attitude towards the customer and the supplier, who must be placed in a position to make informed and informed decisions;
- use clear and simple forms of communication, compliant with current regulations, without resorting to elusive and in any case incorrect practices, so as not to neglect any relevant element for the purposes of understanding by the customer or supplier;
- maintain relationships with interlocutors who have the requisites of seriousness and personal and commercial reliability and at the same time avoid having business relationships with subjects whose involvement in illegal activities is known or suspected.

14. RELATIONSHIP WITH COMPETITOR

DELPHIN CONTROL undertakes to protect the value of fair competition, refraining from misleading, collusive conduct and abuse of a dominant position. Anyone who operates, directly and / or indirectly, in the name and / or in the interest and / or for the benefit of Delphin Control can not:

- use names or distinctive signs capable of producing confusion with names or distinctive signs legitimately used by others, or slavishly imitating the products,

services or activities of a competitor or other organization in general, or carrying out suitable acts by any other means to create confusion with the products, services or activities of a competitor or other organization in general;

- disseminate news and appreciation about the products, services or activities of a competitor or other organization in general, capable of causing discredit, or appropriating the merits of the products, services or activities of a competitor or other organization generally;
- make direct or indirect use of any other means that do not comply with the principles of professional correctness and are capable of damaging the organization of others;
- carry out acts of violence or threats against anyone, particularly against people directly and / or indirectly linked to competing organizations or others.

IV. IMPLEMENTATION OF THE ETHICAL CODE

15. KNOWLEDGE OF THE ETHICAL CODE

DELPHIN CONTROL undertakes to disseminate this Ethical Code to all interested parties, both internal and external, in a timely and complete manner, using diversified and effective information channels.

It undertakes to ensure the understanding of this Ethical Code and the necessary clarifications to all employees and collaborators, for which the Code is to be considered an integral part of the employment relationship, through a training plan aimed at promoting knowledge of principles and rules contained therein and / or referred to. The Company undertakes to periodically monitor the level of compliance with the Ethical Code.

17. REPORTING OF VIOLATIONS

Each interested party is obliged to report within 48 hours of its occurrence:

- any violation of this Ethical Code;
- any anomaly or atypicality in the performance of normal activities;
- any conduct that could constitute a crime and / or violation of other regulations, provisions, applicable rules.

For employees and collaborators, the reporting will follow the hierarchical route, except in the case in which the same superior is the person who committed the violation. In this case, a hierarchical level will be skipped. The recipient of the report, having assessed its validity, will inform the top management.

It is, however, the faculty of employees and collaborators, if reasons for conflict arise or if the reference superior / manager does not act promptly, request interpretative clarifications, or report violations, directly to the top management.

Any form of retaliation, discrimination, or penalization against those who report in good faith to the top management is prohibited. DELPHIN CONTROL S.R.L. reserves all actions against anyone who makes untrue reporting in bad faith. Failure to comply with the obligation to report violations or making false reports in bad faith constitute a serious breach of the Disciplinary System.

18. PENALTY SYSTEM

Compliance with the Code of Ethics represents a contractual obligation both for DELPHIN CONTROL towards employees and for employees towards DELPHIN CONTROL.

With reference to third parties, DELPHIN CONTROL undertakes to review its commercial practices in such a way that compliance with this Ethical Code is included as an essential obligation of every stipulated contract and failure to comply with which can be considered a reason for termination of the contract.

Compliance with the provisions and rules of conduct defined by this Ethical Code constitutes fulfillment by the employees of the obligations set out in art. 2104, paragraph 2, of the Italian Civil Code, obligations of which the content of the same Ethical Code represents a substantial and integral part.

The violation of the individual provisions and rules of conduct referred to in the Model by employees always constitutes a disciplinary offense, in compliance with the procedures provided by the Workers' Statute and the Collective Bargaining Agreement. In particular, the violation of the rules of this Ethical code may lead, especially in the case of serious and / or repeated violations, to the termination of the employment relationship for disciplinary reasons.

In relation to third parties, the violation of this Ethical Code will be considered a serious breach for the purpose of terminating any existing contractual relationship, also with reference to contractual relationships not directly involved in the violations.

In any case, the Company reserves the right to exercise the appropriate actions for compensation for any damage that the violation of the code had caused.

19. SANCTIONING PROCEDURE

In the event of a report of violation of this Ethical Code by a DELPHIN CONTROL employee, a disciplinary investigation will be initiated in the event of probable validity of the subject of the report.

In the assessment phase, the employee will be previously challenged for the charge and will also be guaranteed defense in accordance with the law and the contract. Once the violation has been ascertained, the perpetrator will be subjected to a disciplinary sanction proportionate to the seriousness of the violation committed.

The type and extent of each of the penalties will be modulated, taking into account the specifications provided for in the articles of the CCNL as well as:

- the intentionality of the behavior or the degree of negligence, imprudence or inexperience with regard also to the predictability of the event;
- the overall behavior of the worker with particular regard to the existence or otherwise of previous disciplinary measures of the same, within the limits permitted by law;
- the duties of the worker and the functional position of the persons involved in the facts constituting the breach;
- the other circumstances that accompany the disciplinary offense, including the level of risk to which the Company reasonably believes to have been subjected - pursuant to and for the purposes of Legislative Decree 231/2001 - as a result of the censured conduct.

The disciplinary measures that can be imposed against employees in compliance with the procedures provided for in Article 7 of the Law of 30 May 1970, no. 300 (so-called "Workers' Statute") and any applicable special regulations, are those provided by the disciplinary rules contained in the Discipline Regulations, as well as by the rules of the applicable National Collective Labor Agreement (CCNL Metalworking), depending on the seriousness of the infringements:

- verbal warning;
- written warning;
- disciplinary dismissal.

Any violation by External Collaborators of the rules referred to in this Ethical Code applicable to them is sanctioned in accordance with the provisions of the specific contractual clauses that are included in the relative contracts.

In case of application of network contracts, or situations of posting of workers from other subjects, the violation detected must be reported to the employer of the same promptly, given the narrowness of the terms useful for the imposition of any sanction.