

**Roboze**

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**CODE OF ETHICS**



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Dear Colleague,

this document contains the fundamental values and ethical principles that must constantly inspire Roboze activities and decisions. Its contents are intended to guide the actions and conduct of each of us in relation to all the tasks we are called upon to perform in the interest of Roboze.

Roboze excellence is the result of the talent and dedication of our people, the continuous focus on innovation and research, the determination and courage of our choices, but above all our constant commitment to maintain and respect the highest standards of morality and ethics within the contexts and communities where we operate.

Acting under the banner of legality, integrity, transparency, sustainability and fairness is a constant source of value and recognition for our clients and is the key to achieving our goals.

I have full confidence that each of us, in our own sphere of activity and regardless of rank or role, will act in compliance with this document and work to enforce it.

Roboze reputation and success is the result of the actions each of us takes every day.

Alessio Lorusso  
President & CEO

# 1. ROBOZE CODE OF ETHICS

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## Why do we have a Code of Ethics?

Roboze is an international reality operating in multiple economic, political, social and cultural contexts. The complexity and diversity of the situations that Roboze faces, along with the goal of ever-sustainable growth, reinforce the importance of clearly defining the ethical and moral values and principles that Roboze recognizes, accepts, shares and promotes in the conduct of its business. We believe that acting ethically and with integrity generates value as a company and consolidates the trust and respect of all the people and entities with whom we interact.

For this reason, the Roboze Code of Ethics (“Code” or “Code of Ethics”) has been devised. It brings together all the values and principles that expresses our corporate identity and the responsibilities that Roboze assumes, being a tool for preserving our integrity over time. **The Code guides us in decision-making and action-taking**, both in internal and third party relationships, that are consistent with our culture of responsibility, legality, transparency and long-term value creation.

The Code is a touchstone for everyday work. **Every action we perform in violation of the values and principles contained herein can cause damages that is difficult to redress. Damages can take various forms, for example, affecting the company’s image, and above all its reputation and its credibility, and it can have detrimental repercussions on market trust and the trust of all our stakeholders. Compliance with the Code of Ethics and constant application of its principles can avoid all this. In no way can the conviction to act in favor or in the interest of Roboze justify, even partially, the adoption of behaviors that conflict with the principles and contents of the Code of Ethics.**

Neither this nor any code can address every situation or be a substitute for applying common sense and good judgment. However, it helps each of us to know what is expected to make sure we are acting knowingly and with integrity.

### The Code of Ethics:

***Contributes to strengthen Roboze image, credibility and ethical culture.***

***Helps us make decisions in accordance to our ethical principles, identify which criteria are considered to be correct by our company and to act accordingly.***

***Creates an improved coexistence and working environment.***

***Supports the building of solid and lasting business relationships with third parties who share our philosophy of ethics and integrity.***

***Encourages pride in working with and being part of Roboze.***

## To whom shall the Code of Ethics apply?

**The Code applies to Roboze S.p.A. and its subsidiaries which are collectively defined as the “Roboze Group” or “Roboze”.**

**The Code also applies to all board members, managers and officers of the Roboze Group, as well as to all of Roboze employees, regardless of the type of contract, duration of the employment, role, rank or function held, and to all other individuals that act on behalf of the Roboze Group, wherever they are located in the world (“Roboze People”).**

Roboze believes the Code is a best practice of business conduct and shall use its best efforts to ensure that the principles of the Code are observed by those third parties with whom it maintains business relationships such as contractors, subcontractors, suppliers, business partners, distributors or consultants. Express provision of application and acceptance of this Code or equivalent principles shall be included in the acts of appointment and/or contracts with these parties.

## How does the Code of Ethics fit with applicable Law and Regulations?

Conducting the Roboze Group business in full compliance with applicable laws and regulations is a key pillar of the Code. The applicable legal framework reflects the expectations of the communities in which we do business. Also, failure to comply with laws or regulations can have a severe negative financial and/or reputational impact on our company.

For these reasons, the Code places great emphasis on how to comply with the laws that govern our business. Our operations are subject to the laws of many different countries, and we each have an affirmative obligation to comply with the laws of the region where we perform our work.

If the Code and local law are consistent with each other, you are expected to comply with both. However, where laws and regulations in a particular jurisdiction are more lenient than those contained in this Code, the Code shall prevail.

If you are not sure of your obligations, or you believe you cannot comply with local law without violating the Code, or vice versa, you must take immediate steps to clarify your obligations, by contacting the Finance&Legal Department.

This Code of Ethics has been made according to Legislative Decree no. 231/2001 and to the guidelines released by the most representative trade associations concerning the same.

## What are my responsibilities under the Code of Ethics?

As a valued member of Roboze People, you have a personal responsibility to understand and adopt the values and spirit of our Code of Ethics when performing your company role and in any setting that may affect Roboze reputation, even outside of work hours. Your activity may affect both the external reputation of Roboze and its internal culture.

**We expect that you will always adhere to every aspect of the Code, as well as to other company's policies and procedures and applicable laws and regulations.**

Sometimes, it may not be clear how the Code applies to a particular or unusual situation. **Whenever you have doubts in relation to understanding or applying the Code, ask your supervisors or contact the People or Finance&Legal departments.** You are also expected to promptly report activities that are not within the letter and the spirit of the Code, whether or not the conduct in question involves a violation of the law.

**Roboze offers periodic training to ensure that all Roboze People understand their responsibilities under the Code. You will be required to attend these trainings, and sometimes to confirm your understanding of, and adherence to the Code.**

Anyone who violates the Code, applicable laws or regulations, or who behaves outside the boundaries of the Code is subject to consequences that may include termination of the employment or the relevant relationship and in some cases legal proceedings. Any violation of the Code will be reviewed in a fair and equitable manner by the appropriate functional area(s) and applicable disciplinary actions will apply.

### It is important that you:

***Are aware of, and respect the Code, in all its parts.***

***Ask for advice in case of doubts on the interpretation of the Code and the deriving behaviors.***

***"Speak up" when you have a concern and report violation related to the Code through Roboze dedicated reporting tool.***

***Devote full attention to the training tools made available.***

### Ask yourself:

***Is what I am doing allowed and legal?***

***Am I observing the values and principles of Roboze Code of Ethics?***

***Is my behavior in line with Roboze procedures and other company policies?***

***Would I be comfortable if my actions were made public?***

## How may I raise a concern and what happens next?

**You have a duty to report suspected or potential violations of the Code through Roboze dedicated reporting tool.**

Every expression of concern and reports will be appropriately investigated by Roboze in a manner that maximizes confidentiality. No other personnel, including supervisors, should conduct this kind of independent investigations. When the reported allegations have been confirmed, appropriate corrective and/or disciplinary actions, including legal proceedings if deemed necessary, will be taken regardless of the level or position of the individual(s) involved. All cases will be tracked until their final resolution.

Unless it is forbidden by local law, reports or inquiries may be made on an anonymous basis; however, it is helpful if you provide your name and contact information so you can be contacted for further details and follow-up information.

**If you decide to make your identity known, you can rest assured that investigators will**

**take every reasonable precaution (to the extent permitted by law and regulation) to keep your identity and the content of your report confidential.**

In Roboze we don't tolerate any form of retaliation against who raises an issue in good faith regarding a possible violation of the Code.

No one will be demoted, fired, suspended, threatened, harassed, coerced, or intimidated for reporting, in good faith, unethical behavior or for participating in an investigation of a matter reported under the Code.

Anyone who retaliates against such an individual will be subject to disciplinary action up to and including discharge. If you feel you or anyone you know is being potentially retaliated or discriminated in any way for reporting a violation or participating in an investigation, please speak up. We need your participation to ensure work environment free from any form of conditioning or retaliation.

### **Remember:**

***You have a duty to report violation of the Code and to seek help in remediating such violation.***

***All reports shall be treated with maximum possible confidentiality.***

***Roboze does not tolerate any form of retaliation against anyone who, in good faith, provides information or otherwise assists in an investigation or proceeding regarding a violation of applicable laws or regulations, the Code, or related policies. Such behavior shall be treated as a violation of the Code.***

## What are supervisors' responsibilities?

For “supervisor” we mean any individual responsible for leading, managing or supervising a member of Roboze People.

### **Supervisors are responsible for:**

*Serve as a role model and help their team understand and adhere to the principles of the Code.*

*Create a safe and supportive work environment for concerns or questions related to the Code.*

*Consult the People or Finance&Legal department in any case of doubt.*

**Supervisors must at all times maintain behavior that sets an example for their team members by consistently holding ethical standards and integrity above business. We also expect that supervisors support their team in understanding and adhering to the spirit of the Code.**

All Roboze supervisors are responsible for creating an environment in which people are encouraged and feel comfortable to address their concerns and doubts and to report any conduct that is contrary to the Code. Sometimes people prefer not to openly report ethical misconduct for fear of jeopardizing their careers or suffering some form of retaliation. Supervisors need to counsel them that there will be absolutely no tolerance for retaliation in any form against a person who reports a concern in good faith, and encourage the individual to report any suspected retaliation.

It is important that all supervisors understand the essence of the Code and are able to comfortably respond to day-to-day questions. If a supervisor has uncertainties about the application or interpretation of the Code, it is important to immediately escalate the matter by contacting the People or Finance&Legal departments.

Under no circumstances supervisors shall independently investigate suspected or known violations of the Code, having instead to proceed with the relevant reporting through Roboze dedicated reporting tool.



## **How the Code of Ethics can be modified?**

The Code is subject to review by the board of directors of Roboze S.p.A.; reviews take into account, among other things, the comments and suggestions received from Roboze People and from third parties, changes in law or best practices, as well as experience acquired in applying the Code itself. Any modifications introduced in the Code will be promptly published.

## 2. PRINCIPLES

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### RESPECT AND PROTECTION OF PEOPLE

**We consider people the starting point and the ultimate goal of all our actions.**

Roboze Group is committed to ensure a fair, safe, productive and inclusive workplace for all Roboze People. **Every day we strive to build a work environment free of discrimination and harassment, based on appropriate working conditions, open dialogue and the enhancement of diversity.**

Maintaining such an environment is essential for our success. **We can only achieve this goal if each and every member of Roboze People takes personal responsibility for treating co-workers, customers, vendors, business partners and visitors with respect and professionalism.** We expect you to cooperate in helping us to reach these goals.

#### ***Human Rights***

We are committed to respecting and promoting human rights, consistent with the Universal Declaration of Human Rights and the United Nations Guiding Principles on Business and Human Rights and we are vigilant on issues covered by the Fundamental Conventions of the International Labor Organization (including prohibition of child labor and forced labor, respect of freedom of association). In Roboze we don't tolerate any conduct that may negatively affect a person's dignity.

#### ***Equal Opportunities***

We support equal opportunities for each employee or job applicant in recruitment, training access, compensation, welfare, internal mobility and career development. Job requirements, relevant qualifications, skills, experience, personal aptitude and merit are the only factors we consider in any employment-related decisions. We reward our people with adequate compensation for

the responsibilities acquired and the contribution provided, in compliance with the applicable law and regulations and in line with the reference market wage levels. Equity, meritocracy, personal care, and non-discrimination are fundamental elements of our compensation & benefits systems.

### ***Diversity and Non-Discrimination***

At Roboze we promote diversity, as we believe that the differences and uniqueness of our people and business partners constitute a source of strength and a key factor for our success. We respect and value the exclusive contribution of each individual to our company, committing ourselves to create an inclusive work environment that respects every individual's dignity and recognizes the power of differences. We maintain a zero tolerance for all forms of discrimination or bullying on grounds such as: gender, gender identity, age, origin, religion, sexual orientation, physical appearance, health, disability, political opinions, nationality or family situation. We also do not tolerate and convict any form of abuse, harassment, or coercion whether sexual, physical, psychological, or other, and any behavior (verbal, visual or physical) that creates an intimidating, offensive or hostile work environment.

### ***Valorization of the Human Resources***

Human resources and their valorization constitute an essential asset and a key factor for our growth. We are committed to developing talent and investing in the potential of our people. We promote the sharing of knowledge, which enhances everyone's behaviors and contributions. Roboze provides to its people with upskilling and training programs and services aimed at assuring concrete opportunities for professional growth and improvement. We believe in training as a tool to enrich our people, spread ethical values and strengthen a common corporate identity. We consider these programs a company benefit, and we strongly encourage you to take advantage of these programs and services.

## ***Health and Safety on Workplace***

Roboze engagement is to ensure a safe, secure and healthy workplace. We comply with the highest international health, safety and security standards and the specific laws and regulations of all countries in which we operate. We promote and encourage a culture of accident prevention, health protection and risk awareness at work, in particular through the provision of adequate training and information. We expect you will share this commitment with us and promote awareness of compliance with all health and safety guidelines along with the preventive measures established by Roboze. We require to strictly apply safety rules and remain vigilant at all times to identify potential risks and address them immediately. Whether you spend your day in a manufacturing facility or you work in an office building, we require you to keep work environment clean and well-organized and to maintain appropriate behaviors that do not create risks to your own or others' health and safety. We also require our visitors to follow the same rules while at our facilities. Roboze strives to provide additional programs designed to promote and support individual safety and a healthy lifestyle.

## ***Privacy and Personal Data***

We consider privacy and personal data protection a fundamental right. Protecting the personal data of our people, customers, suppliers, business partners and those with whom we establish relationships is critical, especially given the development of communication and information technologies. We are committed to protect privacy rights by using personal data only for defined and appropriate purposes and always in compliance with the applicable laws and regulations. Constantly place security first and pay the utmost attention when you collect, store, use, process, communicate and disclose personal data, following the company's procedures and policies, in order to protect the fundamental rights, freedom, and dignity of the concerned persons.



## SAFEGUARDING COMPANY'S ASSETS AND REPUTATION

Roboze owns and uses a wide variety of assets that are essential for conducting our business. These may include tangible assets (as computers, mobile devices, information technology hardware and software, vehicles, machinery, etc.) and intangible assets (as information, data and intellectual property assets and rights, such as trademarks, patents, copyrighted works, trade secrets, know-how), whether Roboze property or property of third parties and in the Roboze possession.

**Correct management and safeguard of these assets is of crucial importance to our success.**

Roboze People are required to use company's assets and resources to which they have access or to which they have availability, **with care and diligence and in accordance with the relevant company guidelines and policies**. Each of us is responsible for maintaining their integrity and for protecting them against loss, theft, damage, abuse, sabotage and unauthorized use, access or disposal, **and for avoiding, in particular, any use that may cause damage or that is contrary to Roboze interests or harmful to its reputation.**

### ***Company IT Systems and Technologies***

Roboze "IT Systems" means the information technology and computer systems (including computers, hardware, software, mobile devices, network – as Internet and Intranet – other IT equipment and services and everything that otherwise pertains to the company's IT and telecommunications infrastructure) related to the transmission, storage, organization, generation, processing or analysis of data and information and used by Roboze in the conduct of its businesses. It is your duty to strictly adhere to the guidelines and policies for use, access, and security of Roboze IT Systems in order not to compromise their functional efficiency, availability and security. The use, even unintentional, of these assets for any purpose outside the company's corporate business and/or otherwise contrary to the Roboze IT guidelines and

policies, can cause serious damage (economic, image, competitiveness, etc.) to Roboze and may result in potential criminal and administrative sanctions and the need to take disciplinary measures.

### ***Confidential and Proprietary Information***

Roboze activities constantly require the acquisition, storage, processing and usage of information, documents and other data whose inopportune or untimely disclosure might be detrimental to the corporate interest. All company's information or data, if not previously approved to be disclosed externally, must be considered confidential and, therefore, classified and protected. At the same, we have assumed confidentiality obligations with respect to information shared with us by third parties. All confidential information should be managed according to the business principle of "need-to-know," limiting the sharing of confidential information to the minimum necessary to meet the relevant business needs. It is your obligation to ensure the confidentiality required by the circumstances for every information you will become aware as a part of your work, even after your employment with Roboze ends. Inappropriate use or disclosure of such information can cause serious harm to our company, weakening our competitiveness and our reputation and exposing us to liability. If you have any doubts about the nature of confidentiality of certain information or about the possibility of disclosure of confidential information contact the Finance&Legal Department immediately.

### ***Intellectual Property Rights***

Roboze success depends on its ongoing commitment to research and innovation activities and our ability to transform the results of these efforts into valuable intellectual property assets. Roboze is strongly dependent on its intellectual property assets and their efficient protection. Roboze intellectual and industrial property assets and rights, represent a key strategic tool for achieving our business objectives and helps us remain competitive. IP rights over

any knowledge developed in the workplace environment belong to Roboze, which upholds its right to exploit such knowledge in the manner and at the time it considers most suitable, in accordance with applicable laws. It is your duty to protect and safeguard as best you can Roboze IP rights and to actively contribute, within the scope of your functions and responsibilities, to managing company's IP assets in order to allow its development, protection and enhancement. In addition, it is your responsibility to respect the IP rights of third parties. For support regarding any intellectual property issues or matters, or in any case of doubt, contact immediately the Finance&Legal Department

### ***Company's Reputation on Social Media***

In the recent years, the use of social media has become part of our daily life. Posting or commenting on online content can easily affect the image and reputation of our company or our business partners. Therefore, the use of social media, in relation to Roboze activities or business, must be done responsibly and appropriately, both in work circumstances and privately. Remember that your conduct on your personal channels and profiles may reflect on our company and have consequences. For example, communication about our products is highly regulated and is not allowed without company's authorization. Besides only designated people are authorized to communicate on behalf of Roboze about our company on social media. Roboze professional and official profiles and channels must be created and managed only by authorized employee. This requirements applies to all digital media and social network sites (e.g. Facebook, LinkedIn, Twitter, Instagram, YouTube).



## CONDUCTING BUSINESS WITH INTEGRITY

**Integrity and sustainability in our business practices is crucial to maintain trust in our relationships with company stakeholders.** Roboze is firmly committed to conduct its business in a **socially and legally responsible manner**, adhering to all applicable laws and regulations as well as to internationally recognized high standards of integrity.

**All of Roboze corporate bodies, managers and employees, and any suppliers, contractors and business partners who, in any capacity, come into contact with Roboze, have a duty to act faithfully and diligently.** Compliance with the rules and principles contained in the Code constitutes an integral and essential part of contractual obligations arising from employment relationships, for employees, and from contractual regulations, for suppliers, contractors, business partners or other third parties. Violation of the above regulations will constitute a breach of obligations arising from the employment or commercial relationship, with all consequences under contract and law. You are responsible for being familiar with and following the relevant laws, regulations and company policies and procedures that govern the business activities in which you are engaged.

**Carefully assess, on a case-by-case basis, whether your business behavior meets Roboze expectations and standards of business integrity.**

### ***Compliance with Applicable Laws and Regulations***

Roboze continued success is based on our ability to be legally compliant and to maintain the integrity of our business. All Roboze People shall abide in all cases by the laws to which Roboze is subject, including the laws in force in the different countries. Penalties for noncompliance with applicable laws and regulations can be severe, including reputational damage, large fines, and sanctions of various kinds. In addition, employees found guilty of such noncompliance will be subject to disciplinary action. If you have questions regarding the interpretation or applicability of laws, rules or regulations, contact the Finance&Legal department.



## ***Conflict of Interest***

A conflict of interest is a situation in which a personal interest interferes, or appears to interfere, with legitimate business interests of Roboze. For example, a conflict of interest occurs in every situation where one of your actions or decisions, in the course of job-related activities, is capable of creating an immediate or deferred advantage, even non-financial, that might arise for you or your family, or others with whom you have close personal or business relationships, compromising or interfering with your ability to make impartial choices and/or assessments in the interest of Roboze. Conflicts of interest also arises when a person in Roboze receives improper personal benefits (e.g. financial benefits, business opportunities, etc.) as a result of his/her position within the company and the information to which he/she may have access to. Any conflict of interest creates an appearance of impropriety, which may undermine our credibility and the trust that others place in us. For these reasons, it is essential to identify any potential conflict of interest and handle it effectively. You have a duty to protect and promote the interests of the company by taking objective decisions and avoiding, wherever possible, any situation where conflicts of interest may arise. Any situation that may constitute or give the appearance of a potential conflict of interest must be disclosed immediately to your direct supervisor or to the Finance&Legal department.

## ***Anti-Bribery and Anti-Corruption***

Roboze is committed to the highest standards of integrity, honesty and fairness in all internal and external affairs and rejects all forms of corrupt business behavior, such as bribery (public, private, active and passive), fraud, theft, money laundering and granting of improper advantages. We strongly believe that corruption, in addition to being illegal, can curb economic development, undermine legitimate business activities, distort fair competition, and destroy the company's reputation. None of Roboze People or Roboze business partners shall, directly or indirectly, give, offer, request, promise, authorize, solicit or accept bribes (including gift or gratuities, with the exception of commercial items universally accepted in an international context and of a modest economic value, permitted by applicable laws and in compliance with the

Code and all other applicable company's practices and procedures), or any other improper advantages or perquisite, in connection with their work for Roboze, at any time for any reason.

### ***Gift and Entertainment***

Promising, offering and receiving gifts and entertainment may be misunderstood and considered as improperly influencing a decision or activity and, in the most serious case, potentially lead to corruption or bribery risk. Offers, promises, requests or acceptances of excessive or inappropriate gifts, invitations, meals or entertainment that may be interpreted as exceeding normal business practices or courtesy, or otherwise aimed at acquiring favorable treatment in the performance of any activity related to the Company, are prohibited. Gifts or entertainment may be given (or accepted) only where appropriate and of modest value and where there is no risk of creating the perception of influencing the recipient in his/her decision or of providing or obtaining undue advantage. Any transfer, provision, payment, or granting of anything of value, directly or indirectly, to any Public Official (as defined below), employee of a government-controlled company, political party or any other third party in order to obtain, or which can reasonably be perceived as aimed to obtain, any improper benefit or advantage, is prohibited. The definition of Public Official is broad and includes A) any officer or employee, or any person, whether elected or appointed, who holds a legislative, administrative or judicial position or who represents or acts on behalf of any state, government, or public international organization (for example the World Bank or the United Nations), any division, department, ministry, agency, or instrumentality (including corporations or other entities owned, controlled or operated for the benefit) of such governmental authority, or (B) any officer of a political party or candidate for public office. Corporations or similar entities "controlled" by a state or government shall include any entity, regardless of its legal form, over which a state or government may, directly or indirectly, exercise a dominant influence. This is deemed to be the case, among others, when the state or government holds the majority of the entity's subscribed capital, controls the majority of votes attaching to securities issued by the entity or can appoint a majority of the members of the entity's administrative or managerial body

or supervisory board. “Public Official” also includes a child, spouse, parent or sibling of a Public Official. If in doubt about the appropriateness of giving gift or entertainment, or accepting an unsolicited gift or entertainment, please consult your supervisor or contact the Finance&Legal department.

### ***Antitrust and Fair Competition***

Roboze prohibits any anti-competitive business practices, recognizing the paramount importance of a competitive market and is committed to fully comply with any antitrust and other pro-competition legislation in force in the countries where it operates. Anti-competitive behavior may include: agreeing with competitors to fix prices, manipulate bids, market and customers allocation and restrict supply, or exchange sensitive competitive information; abusing a potential dominant position in the market; imposing restrictions on customers or suppliers. All Roboze People must comply with competition and antitrust laws and refrain from all unfair behavior towards Roboze competitors, supplier or customers.

### ***Trade Compliance***

Roboze shall comply with all applicable import and export control laws and regulations. These laws may prohibit or restrict doing business with, or transfer, export, and sale of products or technical data to, certain countries and persons, or require an authorization from a specific authority for the export or re-export of certain products. Before processing an export of commercial or non-commercial commodities, software, technology or technical information, physically or electronically, within or outside Roboze, you must ensure that the item is not subject to export controls or restrictions and does not require an export/re-export license from authorities. Remember that some destinations or parties may be subjected to embargo, sanctions or other restrictions, and may require additional control prior to proceeding. In some cases, screening or due diligence activities on the counterparties of a potential business relationship may be appropriate. Contact the Finance&Legal department in case of doubts to prevent potential violations of trade and export control laws.

## ***Safeguarding the Environment***

Conducting sustainable business practices is a core part of Roboze ongoing transformation. We are committed to limiting the environmental impact of our operations and products, by complying with environmental protection laws and regulations at all times and adopting a wide sustainability programs, focusing on environmentally friendly, innovative and efficient technologies and processes, from the development stages, to the production stages, management environmental risks, efficient use of resources and pursue sustainability initiatives such as reducing waste and emissions and supporting recycling. Our goal is to reshape current manufacturing models and refine the management of the entire supply chain to make them more efficient and sustainable, minimizing any adverse impact on the environment and on current and future generations. We expect all Roboze People to abide by the spirit and letter of applicable environmental laws and regulations, as well as to continuously strive to follow all of our environmental sustainability policies. We also ask our business partners and suppliers to adopt environmentally responsible behavior in line with our values and commitments.



**Roboze**