

NOVALUX srl

**Code of Ethics
and Conduct**

pursuant to Legislative Decree 231/2001

Approved on 20/02/2025

Summary

1. PREMISE	3
2. THE RECIPIENTS	4
3. GENERAL ETHICAL PRINCIPLES	4
3.1. Legality.....	4
3.2. Honesty and Fairness	4
3.3. Transparency	4
3.4. Confidentiality.....	4
3.5. Fight against corruption and conflicts of interest.....	5
3.6. Safety, health protection and working conditions.....	5
3.7. Responsibility social, sustainable development and environmental protection	5
3.8. Human rights and equal opportunities	6
4. RULES OF CONDUCT IN THE CONDUCT OF COMPANY ACTIVITIES.....	6
4.1. Staff Relations: Novalux srl Commitments	6
4.1.1. Staff Duties	7
4.2. Relations with members	8
4.3. Relations with the Public Administration.....	9
4.4. Customer Relations	9
4.5. Supplier Relations.....	9
4.6. Relationships with external collaborators, consultants and agents.....	10
4.7. Relationships with the <i>mass media</i>	11
5. IMPLEMENTATION AND CONTROL METHODS.....	11
5.1. General principles	11
5.2. Reports to the Supervisory Body	12
5.3. Tasks of the Supervisory Body.....	12
5.4. Forms of communication	13
5.5. Spreading the Code	13
5.6. Sanctioning Provisions	13

1. PREMISE

The Code of Ethics (hereinafter also “Code”) is the charter of moral rights and duties to which Novalux srl (hereinafter also “Company”) intends to adhere to – both internally within the corporate structure and in relations with external parties – in carrying out company activities.

The Code of Ethics is an effective means to prevent irresponsible or illicit behavior by those who operate in the name and on behalf of the Company and therefore guarantees the reliability of Novalux srl in internal and external relationships. In fact, it introduces a clear definition of the Company's ethical and social responsibilities towards all subjects directly or indirectly involved in the company's activity (customers, suppliers, members, citizens, employees, collaborators, public institutions, environmental associations and anyone else interested in the company's activity).

The principles set forth in this Code are also aimed at adapting the Company's conduct to the dictates of Legislative Decree 231/2001 and must therefore be considered an integral part of the organizational model pursuant to Legislative Decree 231/2001.

All individuals who work to achieve corporate objectives, whether they are senior managers or employees, are required to comply with this Code of Ethics in the conduct of corporate business and activities.

This Code applies, where relevant, also to collaborators and external consultants who act in the name and on behalf of the companies.

Knowledge, and consequent compliance, of the Code will be guaranteed through timely dissemination, by delivering a copy of the Code to all those required to comply with it and by publishing it on the website and in the internal company network, as well as by providing adequate information and training tools.

In order to guarantee the effectiveness of the Code of Ethics and the prevention of illicit activities, Novalux srl will monitor, through the competent bodies, compliance with the rules contained therein and will intervene effectively if necessary with corrective actions and/or adequate sanctions.

Novalux srl also undertakes to ensure the periodic review and updating of the Code to adapt it to any changes in the organizational and/or management structure of the Company as well as regulatory changes.

2. THE RECIPIENTS

The recipients (hereinafter also “Recipients”) of this Code are the members of the Board of Directors (hereinafter also “BoD”), the members of the corporate control bodies, employees with any type of contract, external collaborators, third parties with whom, in various capacities, directly or indirectly, the Company maintains relationships for the achievement of corporate objectives (e.g. partners, suppliers, contractors, consultants, etc.). All the above-mentioned subjects are required, in addition to complying with current regulations, to comply with this Code in the parts applicable to them.

3. GENERAL ETHICAL PRINCIPLES

3.1 Legality

The Company bases its activity on compliance with the regulations in force in the countries in which it operates, with company regulations and with the Code of Ethics.

3.2 Honesty and Fairness

Novalux srl carries out its business inspired by the principles of correctness, honesty, loyalty and mutual respect. The Recipients of the Code of Ethics carry out their business in compliance with the principles of conduct indicated above and, therefore, must not receive or deliver gifts, presents or any utility, with the aim of procuring unfair advantages, direct or indirect, for the Company.

3.3 Transparency

The Company conducts its business in compliance with transparency – with transparent, accurate, complete and comprehensible information – both in internal and external relationships in order to allow all parties involved to make informed decisions. To this end, the Recipients must avoid deceptive situations in the operations carried out on behalf of the Company.

3.4 Confidentiality

The Company undertakes to guarantee the confidentiality of information and personal data acquired in the performance of its activities by complying with the relevant regulatory requirements, as well as internal regulations for the use of IT systems. All Recipients undertake not to disseminate information acquired in the performance of their duties, except to the extent necessary for the execution of the same, as well as not to use it to pursue their own interest and/or advantage in ways that are contrary to the law.

3.5 Fight against corruption and conflicts of interest

Novalux srl undertakes to adopt all necessary measures to prevent and avoid corruption and conflicts of interest. It is therefore not permitted to offer or simply promise money or other benefits to a public official, a public service representative or private individuals from other companies, in order to induce them to perform an act that produces unfair direct or indirect advantages for Novalux srl.

Recipients are required to avoid situations in which conflicts of interest may arise and not to take personal advantage of business opportunities of which they become aware during the performance of their duties.

Any conflict situations, even if merely potential, must be reported to the relevant corporate bodies and the person in conflict must refrain from carrying out or participating in actions that may cause harm to Novalux srl

3.6 Safety, health protection and working conditions

Novalux srl operates in compliance with the regulations in force regarding safety and health in the workplace by carrying out constant checks of the premises and equipment in use, as well as by arranging training and information for employees. Novalux srl collaborators must carry out their work in compliance with the laws and regulations in force and must also ensure maximum collaboration and availability towards the RSPP, and towards anyone who carries out inspections and controls on behalf of any public body competent in the matter. In the event that the Collaborators should find anomalies or irregularities that concern safety and health in the workplace, they must promptly inform the employer or the subjects delegated by the latter, as well as the RSPP.

3.7 Social responsibility, sustainable development and environmental protection

In the context of its business, Novalux srl operates in compliance with social and environmental balances, committing itself, in accordance with the regulatory provisions, to sustainable development. The Company is committed to providing safe products and services for people and to managing its business in a way that is as compatible as possible with respect for the environment and according to the principles of sustainability.

3.8 Human rights and equal opportunities

Novalux srl respects the fundamental rights, recognized at national and international level, of people, protecting their physical and moral integrity and guaranteeing equal opportunities, without distinction of age, sex, ethnicity, nationality, language, social background, health status, religious belief, political beliefs, membership of unions or associations, as well as any discrimination based on the conditions of disabled people. The Company also ensures working conditions that respect the behavioral rules of good manners and also works to ensure that in the work environment there are no episodes of discrimination, harassment, intimidation, mobbing or stalking as per the moral code referred to in Legislative Decree 198/2006.

4. RULES OF CONDUCT IN THE CONDUCT OF COMPANY ACTIVITIES

4.1 Staff Relations: Novalux srl Commitments

Novalux srl protects and promotes the value and development of human resources, considering it a fundamental factor for the development and pursuit of the company's objectives and to this end:

- promotes, on the basis of merit criteria, full professional realization;
- avoid that the methods of hiring, transfer or promotion are conditioned by offers or promises of sums of money, goods, benefits, facilities or services of any kind;
- undertakes to ensure that its activities are carried out in full compliance with current legislation on prevention and safety at work;
- does not tolerate any form of irregular work, including any type of use of work performances not contemplated and regulated in a context contractual and regulatory framework consistent with that of the country of reference;
- enables each employee to receive accurate information relating to:
 - membership function characteristics;
 - responsibility for one's role and tasks to be performed;
 - disciplinary rules of legal, contractual or regulatory origin;
 - regulatory and remuneration elements.

In general, therefore, it provides information on the rules and procedures to be adopted in order to avoid behaviors contrary to the law and company policies.

4.1.1. Staff Duties

Personnel must avoid carrying out or facilitating transactions that constitute a conflict of interest – actual or potential – with the Company, as well as activities that may interfere with the ability to make impartial decisions in the best interests of the Group Companies and in full compliance with the principles of this Code. In particular, personnel must not have financial or personal interests in the choice of supplier, in a competitor or client company and cannot carry out work activities that could lead to the emergence of a conflict of interest.

A) Diligence and good faith

Each member of the Company's staff must act in good faith, respecting the obligations signed in the employment contract, ensuring the required performance and observing the ethical rules contained in this Code.

B) Protection of company assets

The Company's property and information must be used exclusively for business purposes, in this regard:

- It is the responsibility of the staff to protect assets and information in their possession, as required by company regulations;
- personnel are prohibited from making available to third parties (both internal and external) information or data that such parties have no reason to know;
- the staff has the duty of confidentiality regarding the Company's information and data even after the termination of the employment relationship, making every effort to ensure that the obligations are respected provided for by current privacy regulations.

C) Use of computer systems

All IT equipment and personal computers, fixed or mobile, and the related programs and/or applications, entrusted to "business users" are work tools, therefore:

- must be kept in appropriate way;
- may only be used for professional purposes in relation to the assigned tasks; in any case, use for personal and/or illicit purposes is prohibited;
- You may not store any files or documents that are illegal, abusive, discriminatory or in violation of copyright laws.

D) Receiving - money laundering - use of money, goods or other benefits of illicit origin - self-laundering

Novalux srl shall in no way be involved in matters relating to the crimes of receiving stolen goods, laundering the use of money or other benefits deriving from illicit activities and self-laundering.

In this regard, the Company is committed to complying with all national and international regulations that govern the above-mentioned areas.

Staff and all recipients of this Code are required to ensure their reputation before entering into relationships or contracts with third parties.

E) Corruption between private individuals

Novalux srl must not in any way be involved in relationships that could give rise to hypotheses of corruption between private individuals.

To this end, the directors, general managers, managers responsible for preparing corporate accounting documents, auditors and liquidators of the Company are prohibited - even through third parties - from soliciting or receiving, for themselves or for others, money or other undue benefits, or accepting promises, to perform or omit an act in violation of the obligations inherent to their office or of the obligations of loyalty.

4.2 Relations with members

Novalux srl maintains a constant dialogue with its members, respecting their right to receive the necessary information to make thoughtful strategic and investment decisions.

The Company undertakes to:

- ensure that members receive timely, transparent and comprehensive information regarding any action or decision that may have an impact on their investment;
- ensure that members have access, with reasonable notice, to the documents prepared for the meeting;
- ensure the widest participation of members in the Assemblies;
- ensure the orderly and functional conduct of the Meetings while respecting the fundamental right of each shareholder to request clarifications on the various topics under discussion and squeezeone's opinion;
- ensure efficient structures that manage relationships with members.

4.3 Relations with the Public Administration

A) Expectationsgenerals

The term Public Administration must be understood in its broadest sense, including all subjects that perform a public function or a public service. It therefore includes all subjects that, according to current legislation, can be classified as public officials or persons in charge of a public service, as well as private subjects in charge of a public service or subject to public discipline.

The concept must includeincluding the guarantor and supervisory authorities.

B) Decision holders

The management of relationships and the assumption of commitments with the Public Administration is reserved exclusively to the corporate functions responsible for this and to authorized personnel.

C) Principles of conduct in relations with the Public Administration

In its relations with the Public Administration, the activity of Novalux srl must be inspired not only by compliance with the applicable legal and regulatory provisions, but also by the principles of loyalty, correctness, transparency and clarity. The giving or promise of money or other benefits to members of the Public Administration or to their relatives and in-laws, carried out to receive undue advantages, is prohibited. The prohibition includes both direct giving - carried out by the corporate bodies or employees of the Company - and indirect giving - carried out through third parties or consultants.

4.4 Customer Relations

In carrying out its business and managing customer relations, the Company scrupulously complies with the law, the principles of this Code, existing contracts and internal procedures. In particular, it is required to:

- to provide, with efficiency and courtesy, within the limits of the contractual provisions, quality productsquality;
- provide accurate, timely and comprehensive information about services so that the customer can make informed decisions.

Any form is prohibitedof deceptive or misleading advertising of the services offered by Novalux srl

4.5 Supplier Relations

In supply and service provision relationships, the Company operates in compliance with the principles of loyalty, transparency and equality.

In particular, all the Company collaborators involved in these processes must:

- comply with all applicable legal provisions and internal procedures for the selection and management of relationships with external suppliers;
- not to preclude any supplier, in possession of the required requisites, from competing for the submission of offers and/or the stipulation of contracts;
- in the supplier selection procedure, objective evaluation criteria must be adopted exclusively according to declared and transparent methods in order to ensure equal dignity and opportunities for suppliers. The choice of suppliers is carried out by the appropriate corporate functions based on assessments of skills, quality, correctness, respectability, reputation and price;
- observe and request compliance with the contractually established conditions;
- verify the existence of the requirements of honorability and reliability on the part of suppliers, before establishing the contractual relationship;
- obtain the cooperation of suppliers in ensuring that requirements in terms of quality, safety and delivery times of goods or provision of services are met;
- avoid situations of conflict of interest and refrain from receiving money or other benefits from suppliers that could influence the selection and awarding of tasks;
- promptly report any possible violations of the Code to your superior and to the Supervisory Body (hereinafter also referred to simply as the "OdV").

The Company informs its suppliers of the contents of this Code. In particular, they must ensure seriousness in business, respect the rights of their workers, invest in quality and responsibly manage environmental and social impacts.

4.6 Relationships with external collaborators, consultants and agents

In relations with external collaborators, the principles of loyalty, transparency and equality must be respected. In making the choice of external collaborators and consultants, the Company must respect, to the extent applicable, the principles and duties already referred to in point 4.2. with reference to relations with suppliers. Furthermore, in particular, the company functions called upon to establish relations with external collaborators and consultants must:

- carefully evaluate the need to use external consultants/collaborators;
- evaluate the professionalism and reputation of external consultants/collaborators;

- obtain the cooperation of external consultants/collaborators in constantly ensuring the most convenient relationship between quality of performance and cost;
- promptly report to your superior and to the Supervisory Body any possible violations of the Code by external collaborators/consultants.

External collaborators and consultants of any kind of the Company are required, in the execution of the contractual relationship established with the Company or of the assignment received from the same, to behave with correctness, good faith and loyalty, respecting, to the extent applicable to them, the provisions of this Code, the company regulations and the instructions and prescriptions given by the Company's personnel.

The Company requires, in each individual agreement with collaborators and consultants, compliance with the relevant parts of the Code and also ensures its dissemination among them.

The same principles also apply in the relationship with agents.

Behaviours contrary to the principles of the Code may be considered by the Company as a serious breach of the duties of correctness and good faith in the execution of the contract, a reason for damage to the relationship of trust and just cause for termination of contractual relations.

4.7 Relations with the mass media

The Company recognizes the fundamental informative role played by the mass media towards the public. To this end, it undertakes to collaborate fully with all information bodies, without discrimination, in respect of the reciprocal role. The Company's communications towards any information body must be truthful, clear, transparent, not ambiguous or instrumental. They must also be coherent, homogeneous and accurate, in compliance with company policies and programs.

In order to guarantee unambiguous information, communications concerning Novalux srl and directed to the mass media must be disclosed exclusively by the corporate functions delegated to this purpose or with the express authorization of these.

5. IMPLEMENTATION AND CONTROL METHODS

5.1 General principles

Violation of the rules of this Code of Ethics damages the relationship of trust established with the Company and may lead to disciplinary action and compensation for damages.

The collaborators, without any exception, are committed to ensuring compliance with this Code which will also be applied in countries other than Italy.

In this case, if applicable, it will be adapted to the laws and regulations of the country where the company will operate. And in any case, always in compliance with fundamental human rights and international conventions. The body responsible for monitoring the application of the Code of Ethics is the Supervisory Body, which coordinates with the competent bodies and functions for the correct implementation and adequate control of the principles contained in this Code.

5.2 Reports to the Supervisory Body

All those who collaborate in any capacity with Novalux srl are required – within the scope of their competences – to report any violation or suspected violation of this Code to the Supervisory Body.

The aforementioned subjects may also report to the Supervisory Body any doubts regarding the lawfulness of a certain behavior in order to obtain clarifications.

Employees and collaborators are required to collaborate with the Supervisory Body, providing, if necessary, the documentation necessary for carrying out the activity within its competence.

By virtue of the introduction of the “whistleblowing” discipline, Novalux srl guarantees:

- strict confidentiality on the reports received;
- the confidentiality of the identity of the person transmitting the information;
- that the whistleblower is protected from any retaliatory or discriminatory acts;
- adequate sanctions against those who violate the measures put in place to protect the whistleblower;
- appropriate sanctions in the event of manifestly unfounded reports.

5.3 Tasks of the Supervisory Body

The OdV has the task of:

- promote the dissemination of the Code of Ethics;
- periodically verify the application and compliance with this Code;
- report any adjustments of the Code to regulatory and jurisprudential developments;
- propose to the company's administrative body any changes and/or additions to the Code;
- receive reports of violations and carry out appropriate investigations;
- report the outcome of the investigations to the appropriate bodies;

- evaluate, also, the reports received anonymously;
- keep, for a period of at least 5 years, in a specific archive the information, reports and notifications.

5.4 Forms of communication

In order to allow the application and compliance with the provisions of paragraphs 5.2-5.3, a specific email address will be set up, dedicated to communications addressed to the OdV.

Reports may, however, be sent by ordinary mail, with registered mail with return receipt, to the address of Attorney Francesco Iuliano, via Borgo dei Leoni n.80, 44121 Ferrara.

Reports, however, that may concern any violations by the OdV, may be addressed to the Board of Directors of the company, for assessments and appropriate initiatives.

5.5 Spreading the Code

The Company will disseminate the Code using the tools it deems most appropriate and in particular:

- posting on company noticeboards;
- transmission by email or ordinary mail or by hand delivery, requiring the signing of a declaration by which the recipient certifies receipt and acceptance;
- information to any occasional collaborators and suppliers;
- publication on the Novalux srl website;
- provision of specific differentiated training programs for company roles.

5.6 Sanctioning Provisions

Compliance with the provisions of this Code is an integral part of the obligations of the Company's collaborators, by virtue of their employment relationship.

Novalux srl undertakes to provide adequate sanctions, inspired by the principles of coherence, uniformity and impartiality, in relation to the respective violations of the Code and in compliance with the provisions governing the employment relationship.