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New Algis S.r.l.

CODE OF CONDUCT

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1 - Scope of Application

1. This code applies to both permanent and fixed-term employees and executives of New Algis S.r.l.
2. The conduct obligations outlined in this Code also apply, to the extent compatible, to all collaborators or consultants, regardless of their type of contract or assignment, to collaborators of any businesses supplying goods and services and carrying out work for the company. For this purpose, specific provisions or clauses for termination or forfeiture of the relationship in case of breach of obligations under this Code will be included in contracts or agreements for collaborations, consultancy, or services.
3. The Code is internally disseminated by posting it in a place accessible to all, and it is made available to any interlocutor of New Algis S.r.l., in addition to being published on the website algisnet.it.

2 - General Principles

1. The employee is required to behave with discipline and honor, and to conform their conduct to the principles of good governance and impartiality in the company's activities. The employee performs their duties in compliance with the law, pursuing the public interest without abusing their position or powers.
2. The employee also respects the principles of integrity, correctness, good faith, proportionality, objectivity, transparency, fairness, and reasonableness, and acts independently and impartially, refraining in case of conflicts of interest.
3. The employee does not use information available to them for office reasons for private purposes, avoids situations and behaviors that could hinder the proper performance of duties or harm the interests or image of the company and its shareholder public administrations.
4. The employee performs their duties by guiding their behavior towards the maximum economy, efficiency, and effectiveness of the service to be provided. The management of resources for the performance of the service must follow a logic of cost containment that does not prejudice the quality of the service provided.
5. In relationships with service users and suppliers, the employee ensures equal treatment under the same conditions, refraining from arbitrary actions that have negative effects on individuals or involve discrimination based on sex, nationality, ethnic origin, genetic characteristics, language, religion or creed, personal or political beliefs, membership in a national minority, disability, social or health conditions, age, sexual orientation, or other different factors.
6. The employee demonstrates maximum availability and cooperation in relationships with shareholder public administrations or other public administrations, ensuring the exchange and transmission of information and data required in any form, including electronically, in compliance with current regulations.

3 - Gifts, Compensation, and Other Benefits

1. The employee does not request or solicit, for themselves or others, gifts or other benefits.
2. The employee does not accept, for themselves or others, gifts or other benefits, except those of modest value occasionally offered within the normal courtesies and international customs.



In any case, regardless of whether the act constitutes a crime, the employee does not request or accept, for themselves or others, gifts or other benefits, even of modest value, as compensation for performing or having performed an act of their office from subjects who may benefit from decisions or activities related to the office, nor from subjects to whom they are or are about to perform or exercise activities or powers inherent to the office held.

3. The employee does not accept, for themselves or others, from their own subordinates, directly or indirectly, gifts or other benefits, except those of modest value. The employee does not offer, directly or indirectly, gifts or other benefits to their own superiors, except those of modest value.
4. Gifts and other benefits received outside the permitted cases as per this article, by the employee to whom they have been received, are immediately made available to the company for return or for being allocated for institutional purposes, directly or after sale. Gifts or other benefits can also be allocated to schools or non-profit associations for charitable purposes.
5. For the purposes of this article, gifts or other benefits of modest value are considered those with a value not exceeding, as a rough guide, 150 euros, also in the form of a discount. Gifts or other benefits paid during the year by the same subject or by several subjects linked by the same interests are considered together (e.g., company or association partners, spouses or persons related to each other by family or affinity ties, persons related to each other by employment relationships, etc.).
6. The employee does not accept collaboration assignments from private subjects who have had or have had a significant economic interest in decisions or activities concerning the office within the previous two years.
7. The provisions of this article also apply to members of the family or cohabitants of the employee, to their companies, and to subjects linked to them by family or affinity ties, employment relationships, or corporate control relationships.

4 - Participation in Associations and Organizations

1. The employee who holds public office does not request or accept, even free of charge, assignments, appointments, and other offices, or positions of any kind in organizations, bodies, or associations, the functioning or activity of which is related to the exercise of their institutional functions, except for purely representative roles of the company.
2. The employee who holds public office, for the purpose of exercising any influence on any decision or activity related to the office, does not participate in the management or control of companies, associations, or organizations in which they, directly or through third parties, have a significant economic interest.
3. The employee who holds public office, for the purpose of exercising any influence on any decision or activity related to the office, does not participate in the management or control of companies, associations, or organizations in which they have held relevant positions or offices within the previous two years.
4. For the purposes of this article, positions and offices of significant economic interest are considered those that involve, even indirectly, the administration, management, or control of equity investments, companies, or organizations, or the exercise of financial or credit, auditing, or similar activities.
5. Gifts and other benefits received outside the cases allowed by this article, by the same employee who received them, must be immediately made available to the company for return or for donation



to institutional purposes, directly or through sale. Gifts or other benefits may also be donated to schools or non-profit organizations for charitable purposes.

6. For the purposes of this article, gifts or other benefits of nominal value are understood to be those with a value not exceeding, as a rough guideline, 150 euros, including discounts. Gifts or other benefits given during the year by the same person or by multiple persons linked by the same interests are considered collectively (e.g., shareholders of a company or association, spouses or relatives, persons linked by family or affinity relationships, persons linked by employment relationships, etc.).
7. The employee does not accept collaboration assignments from private individuals who have, or have had in the previous two years, a significant economic interest in decisions or activities related to the office to which they belong.
8. In order to preserve the prestige and impartiality of the company, the head of the department or the director ensures the correct application of this article.

9 - Communication of financial interests and conflicts of interest.

1. Without prejudice to transparency obligations provided by laws or regulations, upon hiring or assignment to a new office, the employee shall inform the director in writing of all direct or indirect collaborations, in any form of compensation, held in the last three years with subjects having interests in activities or decisions related to the office, limited to the practices entrusted to them. The communication must also specify whether the aforementioned financial relationships continue personally and with their relatives up to the second degree, with the spouse, or with the cohabitant.
2. For employees already employed at the date of entry into force of this Code, the communication must be made within 30 days from the effective date of the same.
3. The employee refrains from making decisions or engaging in activities related to their duties in situations of conflict of interest, even potential, with personal interests, those of the spouse, cohabitants, relatives up to the second degree. The conflict may involve interests of any nature, including non-financial ones, such as those arising from the intent to comply with political, union, or hierarchical pressures.

6 - Obligation of abstention

1. The employee abstains from participating in the adoption of decisions or activities that may involve their own interests, or those of their relatives, relatives up to the second degree, spouse, cohabitants, or persons with whom they have frequent relationships, or subjects or organizations with whom they or the spouse are in litigation or have a significant credit or debt relationship, or subjects or organizations for which they are a guardian, curator, attorney, or agent, or entities, associations, even unincorporated ones, committees, companies or establishments of which they are administrators or managers or executives. The employee abstains in any other case where there are serious reasons of convenience.
2. The communications made by the employee pursuant to paragraph 1 of point 5 must be examined by the director who, in particular, shall:
 - analyze the described circumstances;
 - evaluate whether such situations represent an actual conflict of interest, even potential;



- remove the interested employee. In the absence of other professionally suitable employees to carry out the activity, the director shall take over all tasks related to the procedure.
3. In the event of a conflict of interest involving the director, the director must make the aforementioned declaration to the Board of Directors, which will be responsible for evaluating the initiatives to be taken.

7 - Corruption prevention

1. The employee respects the necessary measures to prevent illegal activities in the company. In particular, the employee respects the provisions contained in the corruption prevention plan, collaborates with the corruption prevention officer, and, without prejudice to the obligation to report to the judicial authority, reports to the director any illegal situations in the company of which they become aware.
2. In cases where the illicit activity concerns the director, who holds the position of Corruption Prevention Officer, the report must be made to the Chairman of the Board of Directors.
3. The report must contain the necessary elements to identify the illicit situation and identify any responsible parties.
4. The company protects employees who, outside of cases of liability for defamation or libel and unjust damage under Article 2043 of the Civil Code, report illicit activities they become aware of in the course of their work.
5. The whistleblower is protected from any discrimination against them following the report. They cannot be sanctioned, dismissed, or subjected to discriminatory measures directly or indirectly affecting their working conditions for reasons directly or indirectly related to the report.

8 - Transparency and traceability

1. The employee ensures compliance with the transparency obligations provided for companies participated by public administrations according to the current regulatory provisions, providing maximum cooperation in the preparation, retrieval, and transmission of data subject to the obligation of publication on the institutional website.
2. The traceability of the decision-making processes adopted by the employees must be guaranteed in all cases through adequate documentary support, allowing replicability at all times.

9 - Behavior in private relationships

1. In private relationships, including non-work-related relationships with public officials in the exercise of their functions, the employee does not exploit or mention the position held in the company to obtain benefits to which they are not entitled, nor does the employee engage in any other behavior that could harm the company's image or that of the participating administrations.
2. Except for the right to express opinions or disseminate information to protect trade union rights, the employee: a) must not use confidential information for purposes unrelated to the exercise of their work activity; b) must refrain from making statements and/or disclosures to the media that could harm the company, undermine its image, prestige, or compromise its efficiency.



10 - Behavior while on duty

1. The employee, unless justified, does not delay or engage in behavior that would cause other employees to carry out activities or make decisions within their own competence.
2. The employee uses leave permits, regardless of how they are named, in compliance with the conditions provided by law, regulations, and collective agreements.
3. The employee uses the materials or equipment available for office reasons and office telecommunication and telephone services in compliance with the constraints imposed by the company, as specified in specific internal circulars, and takes diligent care of the custody of premises and entrusted movable property or tools; avoids waste and inefficiencies in the purchase, consumption, and use of company goods and services.
4. The employee uses the administration's transportation means only for official tasks, refraining from transporting third parties except for service reasons and adhering in any case to the instructions given by the company in case of personal allocation of the asset.

11 - Relations with the public

1. The employee dealing with the public operates with a spirit of service, correctness, courtesy, and availability, and when responding to correspondence, phone calls, and emails, operates in the most complete and accurate manner possible. If not competent due to their position or subject matter, the employee refers the interested party to the competent official or office of the same company or participating administrations. The employee, subject to confidentiality rules, provides explanations requested regarding their own behavior and that of other office employees for whom they are responsible or coordinate. In carrying out operations and handling procedures, the employee respects, unless otherwise required by service needs or a different priority order established by the company, chronological order and does not refuse services they are obliged to provide with generic reasons. The employee respects appointments with citizens and promptly responds to their complaints.
2. Except for the right to express opinions and disseminate information to protect trade union rights, the employee refrains from making public statements offensive to the company or the participating administrations.
3. The employee working in a Service/Office providing services to the public ensures compliance with the quality and quantity standards set by the company, also in the appropriate service charters. The employee operates to ensure continuity of service and provide users with information on service delivery methods and quality levels.
4. The employee does not make commitments or anticipate the outcome of their or others' decisions or actions related to the office, except as permitted. They provide information and news about administrative acts or operations, ongoing or concluded, in cases provided by laws and regulations on access. They issue copies and extracts of acts or documents within their competence, according to the procedures established by access regulations and company regulations, requesting authorization from the management in the absence of internal provisions. In particular, anything already published on the company's website may be freely provided to each requester.
5. The employee observes office confidentiality and the regulations on the protection and processing of personal data, and if orally requested to provide information, acts, or documents not accessible and protected by office confidentiality or personal data provisions,



they inform the requester of the reasons preventing the request's fulfillment. If not competent to respond to the request, they, based on internal provisions, ensure it is forwarded to the competent office, or in the absence of provisions, directly to management.

12 - Specific provisions for managers

1. Without prejudice to the application of other provisions of the Code, the rules of this article apply to executives and individuals performing functions equivalent to executives operating in offices directly collaborating with the administrative body.
2. The manager diligently performs the functions assigned to them based on the appointment, pursues assigned objectives, and adopts an organizational behavior suitable for fulfilling the task.
3. Before assuming their duties, the manager informs the company of shareholdings and/or other financial interests that may conflict with the function they perform and declares if they have relatives up to the second degree, spouse or cohabitant who engage in political, professional, or economic activities that frequently involve contact with the office they will direct or are involved in decisions or activities concerning the office.
4. The manager adopts fair and transparent attitudes and demonstrates exemplary and impartial behavior in relationships with colleagues, collaborators, and users of the company's service. The manager also ensures that the resources allocated to their office are used exclusively for institutional purposes and never for personal needs.
5. The manager, as far as resources allow, promotes organizational well-being in the structure they oversee, fostering cordial and respectful relationships among collaborators, taking initiatives aimed at circulating information, training and updating staff, and including and enhancing gender, age, and personal conditions differences.
6. The manager assigns the processing of practices based on a fair distribution of the workload, taking into account the skills, attitudes, and professionalism of the available staff. The manager assigns additional tasks based on professionalism and, as far as possible, according to rotation criteria.
7. The manager promptly takes the necessary initiatives if they become aware of wrongdoing, initiates and concludes, if competent, the disciplinary procedure, or promptly reports the wrongdoing to the director, providing their collaboration when required, and promptly submits a report to the competent judicial authority. In case they receive a report of wrongdoing from an employee, they take all legal precautions to protect the informant and do not improperly disclose their identity during any disciplinary proceedings.
8. The manager, within their capabilities, avoids the dissemination of untrue information regarding the organization, activities, and employees. They promote the dissemination of good practices and examples to strengthen trust in the company.

13 - Contracts and other negotiable acts

1. In concluding agreements and negotiations and in entering into contracts on behalf of the company, as well as in the execution phase of the same, the employee does not resort to third-party mediation, nor does the employee give or promise anyone benefits for mediation purposes, or to facilitate or have facilitated the conclusion or execution of the contract. This



paragraph does not apply in cases where the company has decided to use professional mediation services.

2. The employee must act in the exclusive interest of the company, refraining from conduct that could potentially be seen as a conflict of interest with that of the company or the participating administrations, or constitute criminal offenses or other offenses punishable by law.
3. The employee does not enter into contracts of contract, supply, service, financing, or insurance on behalf of the company with companies with which they have entered into private contracts or received other benefits in the previous two years, except for those concluded under article 1342 of the Civil Code. In the event that the administration enters into contracts of contract, supply, service, financing, or insurance with companies with which the employee has entered into contracts or received other benefits in the previous two years, the employee refrains from participating in the adoption of decisions and activities related to the execution of the contract, formalizing this situation as specified in the following paragraphs.
4. The employee who enters into agreements or negotiations or signs contracts on a private basis, except for those concluded under article 1342 of the Civil Code, with individuals or legal entities with which they have entered into contract, supply, service, financing, and insurance contracts, in the previous two years, on behalf of the administration, informs the director in writing.
5. If managers are in the situations described in paragraphs 2 and 3, they inform the Board of Directors in writing or by verbal communication.
6. The employee who receives oral or written complaints from individuals or legal entities participating in negotiations involving the company, about the office's or their own collaborators' or colleagues' actions, immediately informs the director, usually in writing. If the report concerns the director, it should be made to the Chairman of the Board of Directors.

14 - Supervision, monitoring, and training activities

1. The Board of Directors oversees the application of this Code, having taken on the role of Responsible for Law 190/2012, and, within their competence, the administrative body and the board of statutory auditors.
2. The activities carried out under this article by the Corruption Prevention Officer also comply with any provisions contained in the corruption prevention plan. The Corruption Prevention Officer ensures the dissemination of knowledge of the codes of conduct in the company and annually monitors their implementation.
3. Training activities on transparency and integrity are addressed to the company's staff, allowing employees to achieve a full understanding of the contents of the code of conduct.
4. The adoption of a code of conduct is part of the company's general orientation towards Corporate Social Responsibility, an area in which employee training and information are distinctive elements. To achieve the best results, the company actively involves all individuals in the training process by spreading the principles of the code of conduct at all levels of the company. Once a year, a training event is organized involving all employees, collaborators, and managers of the Company.



15 - Responsibility for violation of code duties

1. Violation of the obligations under this Code constitutes behaviors contrary to office duties. Except for cases where the violation of the provisions of this Code, as well as of the duties and obligations provided by the corruption prevention plan, also gives rise to criminal, civil, administrative, or, where applicable, accounting liability of the employee, it is a source of disciplinary liability ascertained at the end of the disciplinary procedure, in compliance with the principles of graduality and proportionality of sanctions.
2. For the determination of the type and extent of the disciplinary sanction actually applicable, the violation is assessed in each individual case with regard to the seriousness of the behavior and the extent of the prejudice, even moral, suffered by the dignity or prestige of the company or the participating administrations. The applicable sanctions are those provided by law, regulations, and collective agreements, including expulsion sanctions that can be applied exclusively in cases, to be evaluated in relation to the seriousness, of violation of the provisions of Point 3, if the gift value or other benefits are not trivial and are immediately linked to the performance of a typical act or activity of the office and 4, paragraph 2.
3. The imposition of dismissal without notice remains valid for cases already provided by law, regulations, and collective agreements.
4. The further obligations and consequent hypotheses of disciplinary liability of the employees provided by law, regulation, or collective agreements remain valid.

16 - Code update

1. With a resolution of the Board of Directors, the Code can be modified and supplemented, also based on indications and requests from participating administrations, possibly also to harmonize the provisions with those contained in the Prevention Plans and Codes of the same administrations.

17 - Final provisions

1. The company gives the widest possible dissemination to this document by publishing it on the institutional company bulletin board, delivering a copy to each employee, and notifying its publication on the institutional website to the holders of consultancy or collaboration contracts in any capacity, including professional, to companies providing services to the company. The company, simultaneously with the signing of the employment contract or, if not, with the appointment, delivers and has new hires, under any contract denomination, sign a copy of the code of conduct.