



CODE OF ETHICS

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1. FOREWORD

The Code of Ethics herein states the commitments and the ethic responsibilities in the conduction of business and company activities that Omninecs Europe Ltd (hereinafter "OMNINECS") collaborators pledge to follow. Collaborators are understood to mean employees, partners of any type as well as management. All activities shall be performed pursuant to law, in a framework of honesty, integrity, fairness and in good faith, respecting the legitimate interests of clients, employees, shareholders, trade and financial partners as well as the collective society in which the company operates. Therefore, anyone who works with the Group, with no exceptions or distinctions, undertakes to honor and have others honor these principles as part of their responsibilities. Under no circumstances may the conviction of acting for the best interest of any of the Group Companies warrant activities that go against these principles. For this reason, a Code has been drafted. The compliance with the Code is of the utmost importance for its recipients (as defined in the Code itself), as it has a fundamental role in the correct functioning, reliability and reputation of the Group. These factors are a determining factor for the success of the company.

2. RECIPIENTS AND SCOPE OF THE CODE

This Code applies to any and all Companies of the Group. The recipients of the Code are therefore the Management, all employees and the collaborators of the company, as well as anyone who, directly or indirectly shall establish a temporary or permanent relationship with the Company to pursue its goals (hereinafter called "Recipients").

One of the main goals of OMNINECS is to enhance the company itself and create an added value for all stakeholders. The term "stakeholder" defines any person that has an interest in the activities, economic or otherwise, of OMNINECS.

For instance, this group includes clients, suppliers, financiers (banks and shareholders), collaborators; however, it includes external stakeholders, such as residents of areas surrounding the company premises, or sector or local interest groups.

As part of its commitment, the Group undertakes to disseminate this Code to all the stake-holding subjects, to correctly interpret its contents and to enable tools to facilitate its application. Finally, every Company of the Group shall take the necessary steps to ensure the correct monitoring and inspection activities to verify the application of the Code and shall establish measures in the event of violation of its principles.

3. PRINCIPLES OF REFERENCE

3.1 Integrity, honesty and probity

The Group operates in compliance with the laws and regulations in force, professional Code of Ethics and in-house rules. Striving for the attainment of the Group's goals shall not justify any deed contrary to the principles of integrity, honesty and probity. All external dealings shall be based on grounds and principles of fairness, collaboration, rectitude and mutual respect. The Group shall strive to adopt

measures deemed useful and appropriate so that the compulsory respect of laws, regulations and related procedures governing them become part and parcel of the company and followed by all Recipients of the Code of Ethics herein.

3.2 Compliance with laws and regulations

Compliance with laws and regulations, within and without the company, shall be the guiding light of all Recipients of the Code of Ethics herein. The latter, therefore, should be aware and made aware of the laws and actions stemming thereof: in the event of any sort of doubt or need of a higher degree of clarifications, contact must be established with their respective superiors.

In general, the Recipients shall pledge to:

- apply the provisions of the labor contract, maintain a conduct of fairness towards his/her associates, by encouraging their professional growth and safeguarding safety in the occupational environment.
 - comply with and encourage the implementation of the new Consolidated Work Safety Act (Leg. Decree 81/2008).
 - have a balanced and fair conduct towards stakeholders.
 - implement and enhance the use of environmental regulations in force (Leg. Decree 152/2006).
 - interface with Public Administration and political parties driven by principles of fairness and integrity.
- In particular, all Recipients shall strive to get acquainted, comply with and promote the adoption of dedicated rules and regulations that are applicable to their respective field of action.

3.3 Transparency and completeness of information

The Group shall endeavor to notify all the Parties it liaises with about its situation and performance, in a clear and transparent manner, without privileging any particular individual or interest group.

The Parent Company herein assures, both directly and through its subsidiaries, about the fairness and accuracy of information submitted to shareholders, Boards and Divisions concerned, with regard to significant events relating to the Group's operations and finances.

3.4 Confidentiality of information

In this respect, the Group shall guarantee the adoption of procedures designed to enshrine the confidentiality of information in its possession, guarantee compliance with provisions governing personal history and refrain from sleuthing for classified data through illegal means. Recipients of the Code of Ethics shall also abstain from making use of confidential information for purposes other than those connected with the execution of their professional activities.

3.5 Respect for others and fairness

The Group shall guarantee respect for the physical and cultural integrity of each individual, inter-relationship with employees and equality of treatment.

In addition, the Group shall ensure that conditions of occupation within the company respect the dignity of each employee as well as conditions of safety. It shall also undertake to manage job contracts with its workers in accordance with applicable legislation.

The Group will not tolerate demands or threats aimed at compelling anyone to act in breach of law or, for that matter, in violation of the Code herein, or conduct actions harmful to the moral convictions and persuasions of the parties concerned.

3.6 Impartiality and equal opportunities

The Group shall pledge to shun from all types of discrimination in virtue of age, gender, sexuality, health, race, nationality, political opinions, religious beliefs, in all decisions affecting the rapport with interfacing parties.

3.7 Conflicts of interest

The Group shall operate with the goal of shunning situations wherein the parties to transactions are, or appear to be, subject to conflicts of interest which are understood as all situations wherein the Recipients pursue interests different from the Group's mission or derive personal gains in virtue of the company's business opportunities; likewise, conflicts of interest may also be generated by client or supplier representatives, who act in violation of the obligations of trust, stemming from their position, in their dealings with the Group.

3.8 Safeguarding competition

The Group believes in the values of clean, free and fair competition and channels its actions towards the attainment of the best results that reward skill, expertise and efficiency. Any action that may tamper with such principles is deemed in breach of company policy and consequently forbidden to all parties operating on behalf of the Group.

In no manner shall the interests of OMNINECS justify actions and deeds in violation of applicable laws and the provisions of the Code of Ethics herein. All communications to the outside world bearing company information shall be clear, verifiable and truthful.

The Group shall strive to safeguard the value of fair competition and abstain from actions driven towards piloting business deals in its own favor, in violation of laws or regulations in force. OMNINECS acknowledges that clean and fair competition is the cornerstone for the success of both the company and the marketplace.

4. OPERATING PROCEDURES AND ACCOUNTING DATA

4.1 Accounting transparency

Truthfulness, accuracy, completeness and clarity of basic information are the staples that enable transparency in accounting. They are the cornerstone of OMNINECS, and they contribute to shaping the correct economic and financial image of OMNINECS with partners and third parties.

In order to respect this value, it is necessary to report basic facts in accounting, as a registry support. Basic facts must be truthful, clear, accurate and valid and their registration must be available for any

verification. The accounting registration must reflect the supporting documentation completely, truthfully, accurately and correctly. In the instance of economic elements, their registration must consider the criteria of reasonability and prudence, by illustrating clearly, in the supporting documentation, the parameters that have led to the evaluation of that asset.

Anyone who discovers possible omissions, forgeries and irregularities in accounting and its supporting documentation or in any case discovers violations of principles set by the Code of Ethics and by specific protocols must promptly report said violation to their direct superior. These violations damage the relationship of trust with OMNINECS and are therefore very important disciplinary breaches, which shall be adequately sanctioned.

5. RULES OF CONDUCT

5.1 Shareholders and Communication

The main goal of the Group is to give value to investments by shareholders, by pursuing a company policy that yields adequate economic results in time. OMNINECS undertakes to create conditions in which the participation of each shareholder in decisions that involve them is as complete and clear as possible. The company promotes equality and completeness of information and preserves their interests.

The Group undertakes to convey truthful and transparent information to the outside world. With the firm conviction that activities and company results should be the consequence of a responsible business conduct, the advertisements of the Group must respect the reference ethic principles.

5.2 Clients

Clients are the main asset of the Group. The Group pursues its mission by providing high-quality services at competitive conditions, respecting the rules of fair trading. The conduct with the Group's clients is based on availability and respect, a relationship of utmost professionalism. Group's employees and collaborators are advised to:

- supply high-quality services (within the scope of the contracts) with efficiency, kindness and in a timely manner, in order to satisfy the reasonable expectations and needs of clients.
- grant, when needed and as prescribed by company policies, accurate and exhaustive information about products and services, as to empower the client to make informed decisions.
- remain truthful in all advertisements or any other communication in general.

5.3 Suppliers

Relationship with suppliers is based on research of the maximum competitive advantage, equal opportunities for all parties involved, loyalty and fairness.

5.3.1. Contract relationship

The Group undertakes to require its suppliers and its external collaborators to fully comply with principles of conduct similar to those in force within the company, as this is important for the creation

or the continuation of a business relationship. Each supplier, trade partner or external collaborator must be informed of the existence of this Code and commitments stemming thereof.

5.3.2. Choice of supplier

The choice of suppliers and the determination of procurement conditions are based on an objective evaluation of the quality, price and capability of the supplier to provide goods and/or services at the level expected.

The selection will be performed in a transparent manner with no discriminations. The Group will consider solely criteria based on objective competitiveness of the services or goods provided, as well as their quality.

Therefore, the Group has the following reference requirements:

- professionalism and experience of the other party
- availability of means, including financial, structures, skills, design resources, know-how etc., all supported by documentation.
- presence of quality, safety and environmental preservation systems.

5.3.3. Supply of goods and services

During bid and tender relationship and in general interaction of supply of goods and services, employees and collaborators of the Group must:

- adopt, upon selection of the supplier, the evaluation criteria established for similar existing procedures, if applicable, to be applied objectively and in full transparency.
- refrain from excluding any candidate who is in possession of requirements, from the opportunity of bidding, through the adoption objective and documented parameters for the choice of candidates.
- ensure, in any bid, a sufficient amount of competition, depending on the subject and nature of the contract.
- respect the conditions stated in the contract.
- inform suppliers of the conduct stated in this Code.

5.3.4. Integrity in relationship with suppliers

The signing of a contract with a supplier and its management with the supplier itself must always be based on a clear and transparent relationship.

To ensure the utmost transparency and efficiency of the purchase process, the Group undertakes to set up:

- an adequate tracking of the choices that were made
- A library of information, bid-related and contract documents for the time period envisaged by current regulations.

6. HUMAN RESOURCES

The Group recognizes that Human Resources play a central role (Human Resources include both employees and also collaborators that work with the Group with a type of contract different from that of employees). The Group also acknowledges that it is important to base these relationships on loyalty, mutual trust and the principle of equality of treatment.

6.1. Loyalty

The Group undertakes to have all its employees/collaborators act loyally in order to respect their contract obligations and what is stated in this Code, ensuring that they perform their duties and respect their commitments.

6.2. Personnel selection and creation of a business relationship

The evaluation of personnel to be recruited is performed based on the compatibility of the profiles of candidates with the requirements as well as the specific needs of each company within the Group, respecting the principles of fairness and equal opportunities for all involved parties.

Upon commencement of the business relationship, the employee/collaborator shall receive sufficient information regarding company organization, his/her duties and/or job description and laws and rules concerning the post, especially regarding occupational health. All staff must be hired with a regular work contract pursuant to legal obligations.

6.3. Policies governing management of human resources

Any type of discrimination is prohibited.

All decisions taken in the context of management and human resources development, including decisions concerning access to different roles and duties, are based on considerations of merit and/or correspondence of the profiles of the candidates with the required job descriptions.

In hierarchy dealings, authority shall be exercised with fairness and correctness, avoiding any type of abuse. Requesting personal favors as a superior to an employee or any violation of this Code is deemed as an abuse of power.

6.4. Human Resources enhancement

Human resources are fully enhanced by using all the possible tools to foster their professional development and personal growth. Therefore, all departments and people in charge of other employees must:

- select, hire, pay and manage employees or collaborators without any sort of discrimination
- create a work environment in which personal characteristics are not the cause of discrimination
- adopt criteria of merit, competence or at any rate use only strictly professional criteria when taking decisions regarding any employee or collaborator.

6.5. Protection of privacy

Employee and collaborator privacy is protected by the reference laws and regulations, and by company standards that specify the amount of information received and how it will be stored and registered. Any type of investigation on ideas, preferences, personal tastes and private life of employees is absolutely prohibited.

6.6. Conflict of interest

All employees and collaborators of the Group must avoid situations and activities that might cause a conflict between the interest of the Group for they are working for, or that might interfere with their ability to take decisions devoid of prejudice in the best interest of the company, in compliance with this Code. They shall also abstain from obtaining personal gain from company resources or business opportunities they come across during their activities as employees.

Any situation that might cause or determine a conflict of interest must be promptly communicated by each employee and collaborator to their direct superior or to their company advisor. In particular, all employees and collaborators of the Group must avoid conflicts of interest between their personal and family economic activities and their duties as part of the company.

6.7. Occupational health and safety culture

The Group undertakes to promote and disseminate the culture of safety, raising awareness in the management of risks, promoting responsible conduct and preserving, mostly via preventive actions, the health and safety of every employee and collaborator.

All employees must abide by the rules and obligations of the reference laws in matters of safety, health and environment, as well as comply with the measures implemented by internal regulations and procedures.

Employees and collaborators as part of their duties, take part in the process of risk-prevention, environmental safeguard and protection of the health and safety, for themselves, their colleagues and third parties.

7. PUBLIC ADMINISTRATION AND THIRD PARTIES

Relationship between the Group and Public Institutions are based on the principles of correctness, transparency and collaboration. Any type of conduct that might be considered corruptive, illegal or that might in any way be against the principles of this Code is rejected.

7.1 Principles of conduct

Only the authorized department can enter commitments with the Public Administration and Public Institutions.

The Group rejects any conduct that might be interpreted as a promise or as an offer of payments, goods or bribe in order to promote and support its interests.

The Group undertakes to refrain from making gifts or presents to public officers of any type, both in Italy and abroad or to their family members, including through a third party, that might influence their judgment or grant any type of advantage to the Group. This commitment does not accept exceptions, even in Countries where it is customary to give expensive gifts to business partners. Presents and gifts are allowed only if modest in value and, in any case, they may not be interpreted as a tool to obtain favors, and they are always given following the internal dealings on this matter.

Any employee that receives directly or indirectly propositions of benefits by public officers of any type working in the Public Administration or in any Public Institution shall immediately report to the closest superior.

7.2 Communication with Public Institutions

Any relationship with State or International Institutions must be related to the explanation of the Group's activities, to the requests or acts of trade unions or in any case to disclose the position of the Group on important themes. In this regard, the Group undertakes to:

- operate without any discrimination, through necessary channels, with International players, at the national, international, community and territorial level.
- represent its own interest and positions transparently, firmly, consistently, abstaining from all illegal or corruptive conduct.
- avoid all forgeries and alterations of accounting documents in order to obtain an unfair advantage or any type of advantage for the Group.
- refrain from allocating public funds for purposes other than those for which they have been assigned.

7.3 Relationship with political organizations and political parties

The Group undertakes not to allocate funds, either directly or indirectly and of any type, to any political party, movement, board, or organization with political or trade union purposes, to their representatives or candidates, unless these funds are due by specific law requirements.

7.4 Relationship with NGOs and social activities

The Group commits to volunteering activities that are consistent with its activity and sustainable in time.

7.5 Relationship with Authorities

The Group fully supports and abides by the regulations issued by the legislating market Authorities and does not conceal nor deny nor delay the disclosure of any information required by these Authorities.

8 PRINCIPLES AND CONDUCT GOVERNING IT CRIMES

8.1 Computer or IT system

Maintaining a good level of IT security is the cornerstone of information protection. The Company uses such protections on a daily basis and it is vital for the development of company business policies and strategies.

Therefore, any use of instruments and IT services that are allocated by the company must be respectful of the current regulation governing the matter (in particular regarding information technology crimes, computer safety, privacy and copyright) as well as of the existing internal procedures (including but not limited to the Safety Implementation Plan on privacy and the regulation on the use of IT resources; both documents are integrally valid with regard to this Code) and any procedure that will be issued and/or approved in the future, waiving the Company of any liability and/or penalty.

In any case, Recipients are forbidden from accessing third party's IT or computer systems, for any and all goal or use, in violation of the Law, as well as go past the access limitations. These obligations must be respected with regard to the possible limitations of the Company IT systems, if the access is limited to certain individuals.

With regard to the use of IT system, each Recipient is responsible for the security of the systems he/she uses and they are subjected to the current regulations and license contracts. With possible exceptions as prescribed by criminal and civil Law, the use of goods and resources of the company and web connections for goals other than business objectives or the transmission of offensive messages or communications that might tarnish the reputation of the Company are all deemed inappropriate.

The Recipients undertake not to use goods and IT instruments of the company such as software or passwords as well as any information that they have access to as part of their job, for private interests or goals. Each Recipient must also take the necessary measures to prevent crimes from being committed through IT systems.

8.2 Use of a PC, mobile communication systems and other equipment

In order to avoid the danger of computer viruses, and the consequent alteration of PC stability, the Recipients shall:

- avoid installation of any type of software in violation of license rights.
- shun software and/or hardware whose purpose is to intercept, forge, alter or delete the contents of communications and/or computer data.

The use of the company SIM card and the related data traffic is permitted also for personal purposes, as long as no behavior is in violation of the law.

8.3 Use of magnetic supports

Recipients may not download files stored on magnetic/optic supports that are unrelated to their work activities. All files of uncertain or external source, even if related to the work activities, must be submitted to control and authorization if they may cause interference with the company's computer systems.

The use software and/or hardware whose purpose is to intercept, forge, alter or delete the contents of communications and/or computer data is prohibited

8.4 Use of company network

The network units are shared areas for information, strictly job-related and may not be used in any way for any other purpose.

The Company reserves the right to proceed to the deletion of any file or software application that may deem dangerous to the safety of the security system, or that have been acquired or installed in violation of this Code.

The Company Recipients:

- may not access sites unrelated to their work activities that might disclose the political, religious or trade union opinions of the Recipient him/herself.
- may not download free software (freeware or shareware) from internet sites unrelated to their work activity.
- may not register in any site unrelated to their work activity.
- may not save documents that are offensive and/or discriminatory against gender, language, religion, race, ethnic origin, trade union or political views.
- may not, under any circumstance, access sites whose contents might be criminal and illegal (slavery or promotion of slavery, minor prostitution, minor pornography and related crimes, such as trafficking in human beings, sale and purchase of slaves).

8.5 E-mail

E-mails are deemed tools of business. However, all Recipients using company IT systems may not send or save e-mail messages, both internal and external in origin, that are offensive and/or discriminatory against gender, language, religion, race, ethnic origin, trade union or political views.

9 PERSONNEL SAFETY AND HEALTH

The Company undertakes to preserve the physical and mental health of the Recipients, in the execution of its activities.

9.1 Cornerstones of the company's code of ethics on matters of health and safety

The preservation of occupational health and safety is a very important and significant principle of work culture, especially after the inclusion of various European Directives on the matter.

The Company believes wholly in the said principle and has set a goal of "working in safety" i.e., ensuring the correct application of the prevention rules and the adoption of safe conduct, to enhance the health of both people and the environment. The company therefore ensures the physical and moral integrity of the individual and secure and healthy workplaces, fully respectful of current regulations on accident prevention and protection of employees.

Furthermore, the Company executes its activities in technical, management and economic conditions that ensure accident prevention measures and a healthy and safe workplace. The Company undertakes to disseminate and consolidate a culture of safety among all Recipients, raising the awareness of risks and promoting responsible conduct.

In particular, the company undertakes to:

- avoid risks
- evaluate risks that may not be avoided and plan an adequate prevention program
- ensure that workers enjoy access to adequate prevention equipment
- supply adequate instructions to workers and provide constant updating on matters of health and safety for employees
- watch over the implementation of safety measures.

9.2 Risk prevention pertaining to personnel health and safety

In order to fully respect the current regulations and to properly plan company activities that promote efficiency, correctness, transparency and quality, the Company takes organization and management measures that aim at preventing illegal conduct or acts by any Recipient, in violation of this Code. By reason of its size and organization complexity, the Company uses a system of proxies and delegates functions and powers to people of proven and tested professionalism and skills.

9.3 Controls

The Company adopts specific control features in order to monitor the conduct of the Recipients pertaining to current regulations on matters of occupational health and safety, the conduct rules of this Code, as part of the organization and control model of which this Code is a full-fledged part.

9.4 Applicable sanctions

Each Recipient must be involved to ensure compliance with rules governing occupational Health and Safety, as any improper conduct may lead to adverse effects. It is also specified that the violation of said rules may constitute a breach of contract, with resulting disciplinary actions (in the event of employees) or termination for non-compliance of contract (in other cases).

10. APPLICATION OF CODE AND CONTROL SYSTEM

10.1 Awareness and Application

This Code of Ethics is made known to all Recipients. Possible doubts about the application of the Code must be promptly discussed with the management.

All Recipients, without distinctions or exceptions, in Italy or abroad, must abide by the principles and rules stated in this Code. Acting in favor of the Company may, under no circumstance, justify acts or conduct that violate this Code. Furthermore, all Recipients must collaborate to ensure that all rules are applied and respected.

Each employee or consultant, as well as organizations that for any reason work for the Group, must have knowledge of the rules of the Code and of those that govern their activities, deriving from either Law or internal procedures and regulations.

Each employee or consultant must expressly accept their obligations deriving from this Code, upon initiation of the business relationship with the Company or upon the first distribution of the Code or its subsequent relevant modifications or integrations.

In particular, employees/collaborators must:

- abstain from conduct in violation with the rules contained in the Code
- refer to their direct superiors or company reference person in the event of required clarifications on the application procedures of the Code.
- promptly report to direct superiors or company reference person (not in anonymous form) any information, either acquired firsthand or reported by others, regarding violations or requests to breach the rules of this Code.
- cooperate with the control structures to verify possible violations.
- demand respect for obligations related to their own activities
- comply with their own information requirements and verify the information related by their subordinates
- adopt the necessary in-house measures and, if within their responsibilities, external measures in the event of non-compliance by third parties with the rules of the Code.

10.2 Sanctions

Abiding with the rules of the Code must be considered an essential part of contract obligations with the Company. Therefore, the Code must be followed by all Recipients.

For employed workers, non-compliance with the rules contained in this Code of Ethics shall lead to sanctions stated in Law 300/1970, in the collective reference work contracts of the Company and by the Disciplinary System, if applicable.

For all other Recipients, which are not under regular work contract, any conduct in violation with the rules herein stated may result, as prescribed by specific clauses in their contract, in the immediate termination of their contract, and may also lead to additional requests for indemnification by the Company.