DIAGRAM
Digital Agriculture Management

The Code of Ethics of the Diagram Group

Summary

1. THE DIAGRAM GROUP 3
2. PURPOSE OF THE CODE OF ETHICS 3
3. REGULATORY FRAMEWORK AND IMPLEMENTATION OF THE CODE IN THE INDIVIDUAL LEGAL ENTITIES OF THE GROUP 4
4. RECIPIENTS 5
4.1 Dissemination of the Code 5
5. GENERAL PRINCIPLES 6
5.1. Compliance with laws 6
5.2. Integrity and anti-corruption 6
5.3. Compliance with competition law - Antitrust 6
5.4. Confidentiality of information 7
5.5. Conflicts of interest 7
5.6. Reputation and protection of third-party rights 7
5.7. Combating money laundering, receiving stolen goods and self-laundering 8
5.8. Combating organised crime and terrorism 8
6. RELATIONS WITH STAFF 10
6.1. Respect for human resources and regulations 10
6.2. Recruitment, remuneration and staff obligations 10
6.3. Gender equality and inclusion 11
6.4. Alcohol, drugs and smoking 11
6.5. Company equipment and facilities 11
7. EXTERNAL RELATIONS 13
7.1 Relations with the Public Administration 13
7.2 Participation in public tenders and award procedures 13
7.3 Relations with Supervisory and Control Authorities 14
7.4 Relations with customers 14
7.5 Relations with suppliers and partners 14
7.6 Relations with the media and external communications 15
8. HEALTH AND SAFETY AT WORK, ENVIRONMENTAL PROTECTION 16
9. SUSTAINABILITY AND CORPORATE RESPONSIBILITY 17
10. ACCOUNTING RECORDS, FINANCIAL RESOURCES AND TAX MANAGEMENT 18
10.1 Accounting records 18
10.2 Relations with Supervisory Bodies 18
10.3 Financial resources 18
10.4 Tax management 18
11. THE INTERNAL CONTROL SYSTEM 20

12. IMPLEMENTATION OF THE CODE AND REPORTING 21

13. SANCTIONS 22

14. ENTRY INTO FORCE AND UPDATES 23

1. THE DIAGRAM GROUP

The **Diagram Group** (hereinafter also referred to as "Diagram" or the "Group"), with its parent company Diagram S.p.A. (hereinafter also referred to as the "Parent Company"), operates in the digital agriculture sector and provides services to support agri-food supply chains, integrating technological, agronomic and consulting expertise.

The Group is made up of a group of specialised companies, each with specific expertise in the digitisation of agricultural processes, data management and analysis, territorial monitoring and technical and institutional consulting.

Through an integrated organisational and operational model, the Group supports farms, agro-industrial operators, financial institutions and public administrations in their efforts to innovate, streamline processes and promote environmental, social and economic sustainability.

The Group pursues the goal of developing and disseminating advanced agritech solutions, promoting the digitisation of public administration and the agri-food sector through the use of innovative technologies — including satellite solutions, artificial intelligence and precision farming tools — in order to contribute to the creation of a secure, sustainable and efficient economic and social ecosystem.

2. OBJECTIVE OF THE CODE OF ETHICS

The Diagram Group Code of Ethics (hereinafter referred to as the "Code") sets out the principles, rights, duties and responsibilities that must be observed by all those who, in any capacity, work on behalf of or in the interests of the Group.

The owners and top management of DIAGRAM have adopted as an essential policy the pursuit of high ethical and economic standards, as well as strict compliance with the laws, regulations and provisions applicable in the countries in which the Group operates.

The Code aims to guide corporate decisions and individual behaviour towards the highest standards of diligence, fairness, integrity and loyalty, preventing conduct that is unlawful or inconsistent with the Group's values and protecting the reliability and reputation of the companies that are part of it.

In this context, the Code forms an integral part of the Group's governance and internal control system and is also adopted as a tool for preventing the risks of administrative liability of entities, where applicable, as well as other forms of liability provided for by the laws of the countries in which the Group operates.

The Code has been drawn up in accordance with:

- national and international best practices in the field of business ethics and compliance;
- regulatory developments, with particular regard to the administrative liability of entities, the prevention of corruption, the protection of human rights and environmental, social and governance sustainability issues;
- other compliance and sustainability tools adopted by the Group, including internal policies and procedures.

The Board of Directors of the Parent Company is responsible for adopting and updating the Code, with the support of the Legal & Compliance Department.

In accordance with the principles and standards contained therein, each Group company may adopt detailed implementing provisions or rules of conduct, as well as introduce any additions necessary to adapt the

Code to the specific operational or regulatory characteristics of the local context. Such additions are permitted only where they are more stringent and in any case consistent with the principles of this document.

3. REGULATORY FRAMEWORK AND IMPLEMENTATION OF THE CODE IN THE INDIVIDUAL LEGAL ENTITIES OF THE GROUP

The Diagram Group operates in a multinational context and, for this reason, the individual companies that comprise it are subject to the specific regulations applicable in the countries in which they operate, including with regard to the ethical and behavioural safeguards governed by this Code.

Group companies are required to verify the consistency of the provisions of the Code with the local regulations to which they are subject and to ensure that their conduct and internal procedures comply with the applicable regulations.

Where the provisions of this Code are more stringent than local regulations and do not conflict with them, the principles and standards set out in the Code shall apply.

This Code defines the ethical principles of reference for the Diagram Group.

Its formal adoption by individual companies takes place through a resolution of the respective Management Body or equivalent body, in accordance with local regulations and in compliance with the organisational autonomy and regulatory constraints applicable to each of them.

With regard to Group companies operating in Italy, the Code has also been adopted in accordance with the provisions of Legislative Decree No. 231/2001 on the administrative liability of entities and forms an integral and substantial part of the Organisation, Management and Control Model, if adopted.

The Group's Legal & Compliance Department supports companies in adopting and updating the Code, as well as in monitoring its correct implementation.

In legal entities where the provisions of Legislative Decree No. 231/2001 are not implemented, the task of supervising the functioning and observance of the Code is the responsibility of the Management Body.

It is expressly stated that, due to the specific nature of the activities carried out by Agriconsulting S.p.A. and its subsidiaries and the particular subjective and objective context in which they operate, the aforementioned companies will not adopt the Code.

4. RECIPIENTS

Directors, Employees, Consultants, Collaborators, Auditors, as well as voluntary and mandatory Supervisory Bodies, business partners and all those who operate - both nationally and in other countries - in the name and on behalf of the Diagram Group (the "Recipients") are required to comply with the provisions of this Code.

The principles and provisions contained herein constitute illustrative specifications of the general obligations of diligence, fairness and loyalty that qualify the job performance and contractual obligations, as well as the conduct that employees or collaborators are required to observe, the violation of which may result in the application of sanctions, without prejudice to the right to compensation for any damages incurred by the companies.

4.1 Dissemination of the Code

The Group companies guarantee the widest possible dissemination of this Code, so that each Recipient may be aware of its contents and conform their behaviour to them.

To this end, the Code is made available to Recipients through appropriate internal and external communication tools, including publication on the Group companies' websites and, where required by applicable law, posting in the workplace.

The Management Bodies of the Group companies monitor the effective knowledge and observance of the Code, ensuring the adoption of adequate information, prevention and control tools and intervening, where necessary, with appropriate corrective actions.

5. GENERAL PRINCIPLES

5.1. Compliance with laws

The Diagram Group requires Recipients to strictly comply with the laws, regulations and provisions applicable in all countries in which it operates.

Recipients are therefore required to bring their decisions and activities into line with current legislation, as well as with the principles and rules of conduct set out in this Code.

Under no circumstances may the pursuit of the Group's interests justify conduct that is contrary to the law or the ethical principles set out herein.

5.2. Integrity and anti-corruption

The Diagram Group recognises the principles of loyalty, fairness, transparency, honesty and integrity as essential factors for the sustainable development of its business and for the protection of its reputation.

The Group firmly and unequivocally condemns any form of corruption, whether active or passive, direct or indirect, as well as any behaviour likely to generate undue advantages or alter the impartiality of decisions, both in relations with public and private entities.

Diagram does not enter into or maintain relationships with parties that do not share or respect these principles.

In carrying out their activities, Recipients are required to adopt conduct based on the highest standards of moral integrity, transparency and good faith, in compliance with applicable national and international regulations on the prevention of corruption.

Only acts of commercial courtesy that are lawful, of modest value and compliant with applicable regulations and internal procedures are permitted, provided that they do not compromise the independence of judgement of the parties involved or could be interpreted as aimed at obtaining undue advantages.

5.3. Compliance with competition law - Antitrust

Respect for the principles of the free market and competition is a fundamental value for the Diagram Group and an integral part of its corporate culture.

Diagram prohibits any agreement, arrangement, concerted practice or form of coordination between companies that has the object or effect of preventing, restricting or distorting competition.

The following are prohibited, by way of example:

- agreements with competitors aimed at fixing or influencing prices or commercial conditions;
- agreements aimed at dividing up markets, customers or territories;
- exchanges of sensitive or strategic information with competitors, such as data on costs, future commercial policies or other confidential information of competitive relevance;
- agreements or coordinated behaviours aimed at influencing the outcome of tender procedures.

It is also prohibited to engage in conduct that could lead to abuse of a dominant position or otherwise improperly hinder free competition.

All Recipients are required to comply with applicable antitrust regulations in all commercial relationships developed at national or international level.

The Group companies also undertake to cooperate with the competent authorities in the event of any inspections, maintaining conduct based on the utmost fairness and transparency.

5.4. Confidentiality of information

Diagram protects the confidentiality of company information and personal data processed in the course of its activities by adopting appropriate organisational, technical and procedural measures in accordance with the regulations applicable in the countries in which it operates.

Information acquired as a result of employment or collaboration with Group companies is to be considered confidential and may not be communicated or disclosed to third parties, including family members or persons outside the organisation, unless it is in the public domain or the communication is authorised or required by law.

Recipients who have access to confidential information or personal data are required to process it exclusively for purposes related to the performance of their duties and in compliance with the instructions and procedures adopted by Group companies.

The recording, disclosure or processing of personal data of employees, collaborators or third parties is prohibited except in cases expressly authorised or permitted by applicable law.

5.5. Conflicts of interest

In carrying out their activities, Recipients must avoid situations that could lead, even potentially, to a conflict of interest with Diagram Group companies or that could interfere with their ability to make impartial decisions in the best interests of the Group.

A conflict of interest arises when the personal interest of the Recipient, whether direct or indirect, including through family members or persons connected to them, may interfere with the interests of the Group companies.

By way of example, the following may constitute situations of conflict:

- open or hidden co-interest in the activities of suppliers, customers or competitors;
- the use of one's position to pursue personal interests or those of third parties in conflict with those of the Group;
- the use of information acquired in the course of work for one's own benefit or that of third parties.

Any situation that could give rise to a conflict of interest, even if only potential, requires the Recipient to promptly notify their superiors or the relevant departments and to refrain from taking any action or making any decisions related to that situation.

Recipients must, in particular, avoid:

- participating in decisions relating to matters from which they may derive a direct or indirect personal interest;
- proposing or accepting agreements that could result in undue personal gain;
- influencing the decision-making autonomy of individuals called upon to establish commercial relationships with or on behalf of the Group;
- engaging in conduct that could cause, even indirectly, economic or reputational damage to Group companies.

5.6. Reputation and protection of third-party rights

The Diagram Group considers the reputation, reliability and quality of its solutions and services to be fundamental elements for its medium and long-term development.

Under no circumstances may the pursuit of the Group's interests justify conduct that does not comply with applicable laws or the principles of this Code.

Group companies operate in full compliance with national and international regulations on intellectual and industrial property, including trademarks, patents, copyrights, software, databases and other proprietary rights.

The use, reproduction, dissemination or commercialisation of works, software, technological solutions, data or other content protected by third-party rights is not permitted without appropriate title or authorisation.

Any conduct that infringes the intellectual property rights of third parties or takes advantage of the improper use of information, know-how or distinctive signs belonging to others is also prohibited.

The protection of intellectual property and solutions developed by the Group is a strategic value and must be ensured through diligent, responsible behaviour that complies with applicable regulations.

5.7. Combating money laundering, receiving stolen goods and self-laundering

The Group requires maximum transparency in commercial transactions and puts in place adequate controls to combat all forms of money laundering and receiving stolen goods.

Before establishing business relationships, Group companies verify the reliability and legitimacy of the activities carried out by suppliers, business partners, consultants and other third parties in order to ascertain their respectability and compliance with applicable regulations.

Particular attention must be paid to relationships involving the receipt or transfer of sums of money or other benefits, for which the Recipients are required to:

- verify in advance the information available on commercial counterparties, suppliers, business partners, collaborators and consultants, in order to ascertain their respectability and the legitimacy of their activities before establishing business relationships with them;
- avoid any involvement in transactions that are likely, even potentially, to facilitate the laundering of money from illegal or criminal activities, acting in full compliance with primary and secondary anti-money laundering regulations and internal control procedures.

The prevention and combating of the above-mentioned risks is implemented through the adoption of procedures, operational tools and control mechanisms aimed at ensuring full knowledge of our counterparties and the traceability of financial transactions.

Each Recipient must keep adequate documentation of every transaction carried out, in order to allow for verification of the reasons underlying each decision and the characteristics of the transaction itself, both during the authorisation phase and during the execution, recording and verification phases.

In any case, where there is evidence of any transactions deriving from illegal relationships or activities that could constitute a crime, without prejudice to the need to make the appropriate reports to the relevant Control Bodies, the Recipients undertake not to use, replace or transfer the money, goods and other benefits deriving from the commission of such crimes to economic, financial, business or speculative activities.

5.8. Combating organised crime and terrorism

The Diagram Group refrains from entering into relationships of any kind, even indirect or through intermediaries, with individuals or legal entities who are involved in, or for whom there are reasonable grounds to believe that they are involved in, activities related to organised crime, terrorism or other forms of serious illegality.

The Group does not establish or continue relationships with parties that are involved in illegal activities, including those related to human trafficking, labour exploitation or other conduct that violates fundamental human rights.

Group companies only enter into relationships with counterparties that have been properly identified and subjected to preliminary reliability checks, in accordance with the internal procedures adopted.

Compliance with the principles contained in this Code is an essential element of contractual relationships with counterparties. Violation of these principles may result in the adoption of measures provided for by law and contracts, including termination of the relationship.

6. RELATIONS WITH STAFF

6.1. Respect for human resources and regulations

The Diagram Group recognises and values human resources as an essential factor for its development and for the growth of its skills.

The companies of the Group are committed to creating and maintaining working conditions that promote professional growth, the enhancement of skills and the full development of individual abilities, in compliance with applicable regulations.

Employees are required to pursue the business objectives by using the material and immaterial resources made available to them in an effective, efficient and responsible manner, in compliance with this Code.

Diagram protects the physical and moral integrity of its employees, ensuring working conditions that respect human dignity and safe and healthy working environments.

Pressures, requests or behaviours aimed at inducing employees to act in violation of the law, this Code or their own ethical beliefs will not be tolerated.

The Group promotes a policy based on the recognition of merit and skills, offering equal opportunities for employment and professional growth, without discrimination of any kind, and evaluating only professional qualifications and individual abilities.

6.2. Recruitment, remuneration and staff obligations

In the selection process, conducted in accordance with the principles of this Code and without discrimination, the Diagram Group works to ensure that the resources acquired correspond to the profiles actually required by the organisation, avoiding favouritism, preferential treatment or undue interference of any kind.

Group companies are committed to preventing forms of favouritism or nepotism in recruitment processes, career development, performance evaluation and the assignment of tasks or responsibilities.

Staff are hired exclusively on the basis of contracts that comply with the applicable legislation in the countries where the Group companies operate. No form of irregular work, exploitation or employment in violation of the law is permitted.

The remuneration system is based on criteria of transparency, fairness and merit. Remuneration is determined on the basis of training, professionalism, experience, contribution made and achievement of assigned objectives.

The variable component of remuneration and any incentive schemes are linked to the achievement of concrete, specific, objective and measurable objectives, in compliance with applicable regulations and the principles of this Code.

Any promise, even if only suggested, of salary increases, benefits or career advancement in exchange for conduct contrary to the law, company procedures, this Code or other internal provisions is prohibited.

In carrying out their activities, Recipients are required to perform the tasks assigned to them with diligence, loyalty and good faith, in compliance with applicable laws, internal procedures and the principles of this Code, contributing to the smooth running of the organisation and the protection of the Group's reputation.

6.3. Gender equality and inclusion

The Diagram Group recognises gender equality as a strategic principle and lever for organisational development.

The Group companies ensure fairness and transparency in the selection, assignment of tasks, performance evaluation and remuneration determination processes, preventing and combating any gender-related gaps or unjustified treatment.

The Group promotes working conditions that encourage full participation and empowerment of individuals, adopting measures to prevent harassment, offensive behaviour or gender-related disadvantages, in compliance with applicable legislation.

6.4. Alcohol, drugs and smoking

Diagram requires each Recipient to contribute to maintaining a working environment based on standards of decorum, safety and responsibility.

The use of drugs or any other substance that could alter mental or physical balance during work is prohibited.

Smoking is also prohibited in the workplace, except in areas designated for this purpose in accordance with applicable regulations.

Anyone who believes they are exposed to situations that do not comply with the above provisions is required to inform their manager or the relevant departments.

6.5. Company equipment and facilities

Company assets and, in particular, plant and equipment located in the workplace are used for business purposes, in accordance with current regulations.

Under no circumstances it is permitted to use company assets, and in particular IT and network resources, for purposes contrary to mandatory legal provisions, public order or morality, or to commit or induce the commission of offences or to engage in conduct that could compromise the security, integrity or availability of the IT systems and data processed by the Group companies.

No Recipient is permitted to make audiovisual, electronic, paper or photographic recordings or reproductions of company documents, except in cases where such activities are part of the normal performance of the duties assigned to them and/or if expressly authorised.

It is expressly forbidden to engage in conduct that in any way may damage, alter, deteriorate or destroy computer or telecommunication systems, programmes and computer data belonging to the companies or third parties, or to introduce into the company systems any tools or devices designed to circumvent the security measures adopted.

Each employee is personally responsible for maintaining the security of the aforementioned company assets, preventing their fraudulent or improper use, as well as the transfer, even to colleagues, of their user IDs and passwords for accessing information systems. The use of assets must be exclusively functional to the performance of company activities or for purposes authorised by the managers of the company departments concerned: it is expressly forbidden to use company IT resources for consultation, access and, in general, for any activity involving websites with content that is contrary to the law, public order or morality, or that is likely to expose the companies to IT or reputational risks.

Any modification, including the installation of software, on company property is prohibited in order to protect and safeguard both the Group and the user. All operations and interventions, including maintenance, on company equipment and assets must be carried out by qualified and designated personnel.

It is also forbidden to use company resources for consulting, storing, disseminating and, in general, for any activity involving child pornography or material for which the rights of use are not held (e.g. unlicensed software, viewing of unauthorised films, etc.) as well as for the unauthorised management or storage of company data on external devices or platforms not approved by Group companies.

7. EXTERNAL RELATIONS

7.1 Relations with the Public Administration

Relations with the Public Administration, public institutions, regulatory bodies and any entity that performs public functions or public services must be based on the principles of legality, fairness, transparency and cooperation.

Recipients are required to behave with the utmost integrity in their relations with public officials, public service employees and supervisory authorities, avoiding any conduct that could even appear to influence their independence of judgement.

It is forbidden to promise, offer or pay, directly or indirectly, money, benefits or other forms of advantage to public officials or persons connected to them, in order to obtain undue benefits for Group companies.

Similarly, it is forbidden to accept undue requests or solicitations from persons belonging to the Public Administration.

Group companies operate in compliance with applicable regulations on participation in tenders, public calls for bids and award procedures, ensuring the truthfulness, completeness and accuracy of the information and documentation provided.

In the case of public grants, contributions or financing, the resources obtained must be used exclusively for the purposes for which they were granted and in compliance with the conditions set out in the applicable regulations and the grant agreements.

All relations with the Public Administration must be adequately documented and traceable, in compliance with the internal procedures adopted by the Group.

7.2 Participation in public tenders and award procedures

Participation in public tenders, calls for bids, award procedures and, more generally, comparative procedures organised by public entities or similar bodies must be carried out in full compliance with applicable regulations, the principles of transparency, fairness and equal treatment, as well as the internal procedures adopted by the Group.

The Recipients involved in the preparation and submission of bids are required to guarantee the truthfulness, completeness and accuracy of the information provided, as well as the correctness of the documentation submitted.

It is forbidden to engage in conduct that could alter the regularity of the procedures, influence the actions of the contracting authority or obtain undue competitive advantages.

In particular, the following are not permitted:

- agreements or understandings with competitors aimed at influencing the outcome of the tender;
- exchanges of confidential or sensitive information that could compromise free competition;
- untruthful statements or significant omissions in the tender documentation;
- the use of false or altered documentation.

In the event of a contract award, Group companies undertake to perform the contractual services in accordance with the conditions set out, ensuring the traceability of financial flows and the correct reporting of the activities carried out.

7.3 Relations with Supervisory and Control Authorities

Relations with supervisory authorities, control bodies and competent institutions must be based on the principles of legality, transparency, fairness and cooperation.

Group companies shall ensure the timely and complete transmission of information requested by the Authorities, guaranteeing its truthfulness, accuracy and completeness.

During inspections, audits or requests for information, the Recipients are required to cooperate with the competent Authorities, avoiding any obstructive behaviour or behaviour that could compromise the regularity of the control activities.

It is forbidden to conceal, alter or destroy documents, data or information requested by the Authorities, or to provide untruthful or misleading statements.

7.4 Relationships with customers

Diagram focuses its activities on meeting customer needs, in accordance with the principles of fairness, transparency and reliability.

Relations with customers must be based on contractual clarity, truthfulness of the information provided and compliance with the commitments made.

It is prohibited to provide misleading information, omit relevant data or engage in unfair commercial practices.

Group companies guarantee the protection of customer data and information, processing it in compliance with applicable regulations and internal procedures.

7.5 Relationships with suppliers and partners

Suppliers and business partners are selected on the basis of objective criteria of quality, reliability, competence, cost-effectiveness and compliance with applicable regulations.

Group companies establish and maintain contractual relationships based on transparency, fairness and good faith, in accordance with the principles of this Code.

Suppliers and partners are chosen through procedures that guarantee impartiality and equal opportunities, avoiding favouritism or situations of conflict of interest.

Group companies require suppliers and partners to comply with applicable laws, principles of integrity and rules of conduct contained in this Code. Failure to comply with these principles may result in the adoption of measures provided for by law and contracts, including termination of the relationship.

Before establishing the relationship and during its course, Group companies carry out appropriate checks to ascertain the reliability and legitimacy of the activities carried out by their counterparties.

Diagram also requires its suppliers and partners to respect the fundamental rights of workers and working conditions in their supply chain, in accordance with applicable regulations and international standards on human rights and workers' rights. In particular, suppliers and partners are required to conduct their activities in accordance with the principles of non-discrimination, the absolute prohibition of child or forced labour, the right to fair wages and working hours, and health and safety in the workplace.

7.6 Relations with the media and external communication

External communications must be based on truthfulness, transparency, fairness and consistency.

Relations with the media, as well as any form of institutional or public communication relating to Group companies, are reserved exclusively for expressly authorised persons.

Unauthorised Recipients may not issue statements, disseminate information or publicly represent the Group without prior authorisation.

It is forbidden to disclose confidential or non-public information relating to the activities, projects, data or strategies of Group companies.

The use of social media by Recipients must comply with the principles of fairness, confidentiality and protection of the Group's reputation, avoiding the dissemination of content that could damage the Companies or compromise the trust of stakeholders.

8. HEALTH AND SAFETY AT WORK, ENVIRONMENTAL PROTECTION

Diagram manages its activities by pursuing excellence in the field of environmental protection and the safety of its personnel and third parties, setting itself the goal of continuously improving its performance in these areas.

To this end, the Group:

- is committed to complying with current regulations on health and safety at work and environmental protection;
- promotes the active participation of employees in risk prevention processes, environmental protection the environment and protecting their own health and safety, that of their colleagues and third parties.

Group companies adopt appropriate organisational, technical and procedural measures to prevent and manage risks associated with the performance of their activities, in compliance with applicable regulations.

The companies undertake to ensure safe and healthy working environments through the monitoring, management and prevention of occupational risks.

All activities of the companies and Recipients, at all levels, must be geared towards compliance with these principles. Workers are required to use the machinery, equipment, personal protective equipment and safety systems made available to them correctly.

9. SUSTAINABILITY AND CORPORATE RESPONSIBILITY

The Diagram Group integrates sustainability principles into its strategic and operational decisions, pursuing responsible economic development focused on the medium to long term.

The Group companies operate taking into account the environmental, social and economic impact of their activities, in compliance with applicable regulations.

Diagram promotes a growth model based on integrity, transparency, innovation and responsibility, favouring business practices aimed at reducing environmental impact, valuing people and respecting fundamental rights throughout its supply chain.

The Group encourages behaviour based on individual and collective responsibility, promoting a corporate culture geared towards continuous improvement and the creation of sustainable value over time.

10. ACCOUNTING ENTRIES, FINANCIAL RESOURCES AND TAX MANAGEMENT

10.1 Accounting records

The Diagram Group provides a true and fair view of the company financial position in its financial statements and other accounting and tax documents required by the regulations in force in the countries in which it operates.

Accounting records are kept in accordance with the principles of transparency, truthfulness, completeness, clarity, precision, accuracy and compliance with current regulations.

Adequate documentation must be kept to support each transaction, allowing for easy accounting recording, reconstruction of the transaction and identification of any responsibilities, while also ensuring the traceability of decisions and financial flows.

Both internal and external auditors must have free access to the data, documents and information necessary to carry out their activities.

It is expressly forbidden to prevent or hinder the performance of control or audit activities legally assigned to shareholders, other corporate bodies or the auditing firm.

10.2 Relations with the Control Bodies

Diagram Group companies base their relations with the Control Bodies on the utmost diligence, professionalism, transparency, collaboration and availability, in full compliance with their institutional role, promptly and diligently executing any requirements and obligations requested.

Data and documents are made available in a precise manner and in clear, objective and comprehensive language, so as to provide accurate, complete, reliable and truthful information, avoiding and, in any case, reporting, in the appropriate form and manner, any situations of conflict of interest and ensuring the full traceability of communications and information transmitted.

10.3 Financial resources

Financial resources must be managed in full compliance with the system of delegations and powers of attorney adopted by the companies of the Diagram Group.

It is prohibited to receive or make cash payments, replace or transfer money, goods or other benefits originating from illegal activities or of dubious origin, or to carry out other transactions in relation to them in such a way as to hinder the identification of their origin. It is also prohibited to use the aforementioned assets in economic or financial activities, including through intermediaries or by means of instruments designed to conceal their origin.

The use of cash is limited in accordance with the terms of the various regulations in force on the subject, without prejudice to the principle of traceability of transactions.

10.4 Tax management

Diagram's approach is based on maximum transparency and cooperation in its relations with the tax authorities of the various countries in which the Group operates, on the correct application of tax regulations and on compliance with the requirements, obligations and deadlines defined by them. The Group condemns any operations carried out with the aim of evading tax regulations.

Group companies must ensure that the main regulatory changes in tax matters are promptly communicated

to the personnel concerned, who must be trained in the main legal, accounting and tax issues that may impact the determination of tax obligations, ensuring the correct and transparent determination of the tax base and taxes due.

Intragroup transactions must be governed by specific written contracts between the counterparties, in accordance with the principle of effectiveness of the services rendered.

Transfer prices must be reasonable, adequately assessed, in line with market benchmarks and defined within the aforementioned contracts, in accordance with the principle of free competition.

11. THE INTERNAL CONTROL SYSTEM

The Internal Control System is an essential element of the Diagram Group's corporate governance.

It consists of all the tools necessary or even just useful for directing, managing and verifying business activities and aims to identify, measure, manage and monitor risks in order to safeguard the company's assets, the efficiency and effectiveness of business processes, the reliability of data and information, and compliance with applicable laws and regulations.

The Group promotes a culture characterised by awareness of the existence of controls; consequently, all Diagram personnel is required, within the scope of their duties and responsibilities, to contribute to the internal control system.

Responsibility for the Internal Control System is assigned to the administrative bodies and relevant departments, in accordance with the organisational structure adopted by each Group company.

12. IMPLEMENTATION OF THE CODE AND REPORTING

The Code identifies and illustrates the Diagram Group's expectations of the Recipients, as well as the responsibilities of each party in implementing it.

In order to ensure the effectiveness of this document, the Group promotes the adoption of appropriate tools to enable Recipients to report, even confidentially, any violations of the Code or requests for clarification regarding its application.

Recipients are required to report, without delay, any conduct that does not comply with the principles of this Code that they become aware of.

Reports are handled in accordance with the principles of confidentiality, impartiality and protection of the reporter, in accordance with applicable legislation and the organisational structure adopted by each Group company.

The Group guarantees that whistleblowers acting in good faith will not be subject to any form of retaliation, discrimination or penalisation as a result of their report.

Reports may be submitted for each Group company via the platform dedicated to the management of whistleblowing reports, accessible through the website of the relevant company.

13. SANCTIONS

Violation of the Code of Ethics constitutes a disciplinary or contractual violation depending on whether it is committed – or even attempted – by an employee or a third party.

Diagram will not tolerate any violation (or attempt) of the Code of Ethics and does not intend – in any way – to derive any potential interest or advantage from such violation.

The Group, through the bodies and functions responsible for this, will impose sanctions proportionate to violations of the Code in a consistent, impartial and uniform manner.

No unlawful conduct or conduct that violates the provisions of this document or is even merely illegitimate or improper can be justified.

Therefore, any act contrary to the provisions of the Code committed by an employee will result in disciplinary proceedings; other Recipients will be sanctioned in accordance with the relevant contractual clauses, including termination of employment and compensation for damages.

14. ENTRY INTO FORCE AND UPDATES

This Code shall enter into force on the date of its adoption and shall be subject to periodic review in order to ensure its adequacy with respect to regulatory and organisational developments and applicable best practices.