

Code of Business Conduct and Ethics

Purpose

This Code of Business Conduct and Ethics governs the activities of OffgridSun in relation to the conduct of business and relations with third parties.

OffgridSun, in addition to complying with the laws and regulations in force, intends to observe fundamental ethical standards in the performance of its business and in the conduct of its daily operations: these standards and their inspiring principles are collected in this Code.

The Code is intended as a supplementary tool to the provisions of the law, collective agreements and/or regulations, and responds to the company's conviction on the need to adopt rules of conduct based on ethical principles, even in cases where they are not codified by specific regulations.

The Code expresses the commitments and responsibilities assumed by those who, in various capacities, collaborate in the achievement of OffgridSun's objectives.

Particular attention is required of the management, as well as of the managers, who are responsible for ensuring that the Code is complied with and kept up-to-date. These individuals are called upon to ensure that the principles adopted are constantly applied and to maintain a behaviour that sets an example to employees and collaborators.

Summary

Principles of Conduct for the Organisation	3
Principles of Conduct in Customer and Supplier Relationship Management	6
Principles of Conduct for Personnel	8
Principles of Conduct for Personnel Management	9
Duties of Personnel	12
Application Mechanisms of the Code of Ethics	14
Measures and Penalties	15
Final Provisions	16

Principles of Conduct for the Organisation

The principles listed below are considered fundamental: OffgridSun is committed to respecting them with respect to everyone.

At the same time, OffgridSun bases its operations on the desire to interact exclusively with persons, internal and external, who respect and value the following rules of conduct.

Compliance with laws and regulations

OffgridSun operates in full respect of the law and endeavours to ensure that all personnel act accordingly. Personnel must always behave in compliance with the law, regardless of the context and the activities carried out. This commitment also extends to consultants, suppliers, customers.

Integrity of conduct

OffgridSun is committed to providing quality services and goods and to competing on the market according to principles of fair and free competition and transparency, maintaining correct relations with public, governmental and administrative institutions, with the public and with third-party companies.

Contractual fairness

Contracts and work assignments must be carried out as consciously agreed upon by the parties: OffgridSun undertakes not to exploit conditions of ignorance or incapacity of its counterparts.

Protection of fair competition

OffgridSun intends to protect the value of fair competition, refraining from collusive, predatory behaviour and abuse of position. Accordingly, all parties that do business with OffgridSun in various capacities may not participate in agreements that conflict with the rules governing free competition between companies.

Return on investment

OffgridSun endeavours to ensure that the results, including economic/financial results, are such as to enhance the investment of the owner of the capital.

Transparency and completeness of information

OffgridSun is obliged to provide complete, transparent, comprehensible and accurate information, so that, when establishing relations with the company, stakeholders are able to make autonomous decisions, aware of the interests involved, the alternatives and the relevant consequences.

Diversity and inclusion

In the decisions that affect relations with its stakeholders (from the choice of customers, to relations with capital holders, personnel selection and work organisation, supplier selection and management, relations with the surrounding community and with the institutions that represent it), OffgridSun adopts fundamental principles of valuing and including diversity:

- *recognising diversity* valuing all people intrinsically, individually and as groups;

- *governing effectively* exemplifying and promoting management's commitment to valuing and including diversity through the use of inclusive systems, policies, processes;
- *acting in a socially responsible manner* promoting socially constructive employment, collaborating to provide a decent work environment and work for all;
- *working inclusively* enabling and developing an accessible and respectful workplace that fosters inclusion and a sense of belonging;
- *communicating inclusively* developing a dialogue open to diversity, recognising and responding to the needs of those who communicate, understand and interact in different ways.

Enhancing the value of human resources

OffgridSun recognises that human resources are a factor of fundamental importance for its own development, which is why it guarantees a safe working environment, such as to facilitate the performance of work and to enhance the professional aptitudes of each individual. The working environment, inspired by respect, fairness and cooperation, must allow the involvement and empowerment of people, with regard to the specific objectives to be achieved and the methods to pursue them.

OffgridSun rejects all forms of forced or child labour in violation of the law and does not tolerate human rights violations.

Fairness of authority

In relations with hierarchical ties, OffgridSun undertakes to combat all forms of abuse of any kind.

Control of work activity

OffgridSun may adopt procedures for the control and verification of work activities, for safety or organisational reasons, exclusively in compliance with the provisions and constraints of the applicable regulations, and in any case in respect of the limits of reasonableness, as well as the freedom and dignity of the individuals involved in the aforementioned procedures.

Protection of health, safety, environment

OffgridSun intends to conduct its activity in an environmentally correct manner, guaranteeing the maximum protection of health and safety. It also takes care to disseminate correct and truthful information concerning its activity.

Prohibition of unethical behaviour

Behaviour aimed at obtaining benefits from the collaboration of others as a result of positions of strength or harassing attitudes is not considered ethical, and is therefore rejected and sanctioned.

Protection of sensitive data

OffgridSun collects and processes personal data of customers, capital owners, collaborators, employees and other individuals and legal entities. OffgridSun undertakes to process such data within the limits of and in compliance with the provisions of current privacy legislation, with the obligation to adapt the processing to new legislation.

The personnel of OffgridSun who, in the course of their respective work duties, find themselves processing sensitive data subject to confidentiality constraints, must always proceed in compliance with the regulations in force and the operating instructions given.

Confidentiality

Information on counterparties is processed by OffgridSun in compliance with the confidentiality of the persons concerned.

Principles of Conduct in the Management of Relations with Customers and Suppliers

OffgridSun is committed to applying, towards its customers and suppliers, attitudes aimed at fairness, impartiality, integrity and transparency.

Customer relations: impartiality

In its business with its customers, OffgridSun undertakes not to discriminate arbitrarily against its customers, while respecting its own corporate decisions.

Customer relations: contracts and communications

OffgridSun's contracts and customer communications must be:

- clear and simple;
- compliant with the regulations in force, such that they do not constitute elusive or otherwise unfair practices;
- complete, so as not to overlook any element relevant to the customer's decision.

Customer relations: personnel conduct

The style of conduct of OffgridSun's personnel towards customers must be marked by availability, respect and courtesy, with a view to a collaborative and highly professional relationship, at all levels.

Supplier relations: selection and conditions

In the selection of its suppliers, as well as in the determination of purchasing conditions, OffgridSun bases its decisions on an objective assessment of the quality and price of the good or service, as well as the guarantees of assistance and timeliness. OffgridSun reserves the right, in any case, to ask suppliers for proof of the following requirements:

- suitably documented availability of means, including financial means, organisational structures, capacity and design resources, know-how, etc;
- existence and effective implementation, where OffgridSun's specifications so provide, of adequate company quality systems;
- any certifications required by laws or regulations.

Relationship with suppliers: integrity and independence in dealings

Relations with suppliers, including those concerning financial and consultancy contracts, are periodically monitored by OffgridSun.

The conclusion of a contract with a supplier must always be based on relations of clarity, avoiding, where possible, forms of dependence.

Documents exchanged with suppliers must be appropriately filed; documents of an accounting nature must be kept for the periods established by the regulations in force.

Accounting transparency

In order to ensure transparency and completeness of accounting information, it is necessary that the documentation supporting the accounting record is clear, complete, correct, and archived for possible verification.

Anti-money laundering

OffgridSun does not allow any kind of money laundering. OffgridSun is committed to complying with all applicable legal and regulatory provisions on money laundering in the countries in which OffgridSun operates.

Principles of Conduct for Personnel

The persons (directors, employees and collaborators of OffgridSun), in their behaviour towards the company, must observe the principles of professionalism, loyalty, fairness, confidentiality and opposition to conflicts of interest.

Professionalism

Each person performs his or her work and services with diligence, efficiency and fairness, making the best use of the tools and time at his or her disposal and assuming the responsibilities connected with his or her duties.

Loyalty and honesty

Personnel are required to behave loyally towards OffgridSun and anyone who interacts with it. Within the scope of their working activity, the employees of OffgridSun are required to know and diligently respect the company's internal procedures, as well as the laws in force. Under no circumstances can the pursuit of OffgridSun's interest justify conduct that is not honest or compliant with regulations.

Use of information and tools

Personnel are bound not to use for personal purposes - except within the limits provided for by the law and authorised by the company - information, goods and equipment, which they possess in the performance of the function or tasks assigned to them.

Confidentiality

Personnel are bound to ensure the utmost confidentiality regarding news and information constituting the company's assets or inherent to OffgridSun's activity, in compliance with the provisions of the law, the regulations in force and the internal procedures. Confidential information may not be used for purposes unconnected with the performance of the work activity.

Conflicts of interest

Each employee is required to inform his or her superiors or contacts without delay of any situations or activities of potential conflict of interest, whether direct or indirect, and in any other case in which there are relevant reasons of convenience.

Criteria of Conduct for Personnel Management

In the creation and management of relations with personnel, OffgridSun is committed to following the principles of impartiality, gender equality and equal opportunities, protection of privacy and personal dignity, as well as of individual rights and aspirations, respect for diversity and application of the guarantees supported by the laws in force, including those relating to the protection of health and safety in the workplace.

Staff selection

OffgridSun ensures and ascertains that the assessment of the personnel to be hired is carried out on the basis of the correspondence of the candidates' professional profiles, compared to those expected, and to the company's needs, in compliance with equal opportunities for all those concerned, as well as in compliance with the regulations in force.

The information requested during the interview is strictly related to the verification of the aspects envisaged by the professional and psycho-aptitude profile, respecting the private sphere and the candidate's beliefs and opinions.

In the selection process, the HR department takes appropriate measures to avoid favouritism and facilitation.

Evaluations and judgements will be kept confidential in compliance with the regulations in force.

Establishment of the employment relationship

Staff are employed under a regular employment or collaboration contract. No form of irregular employment is tolerated.

When the employment relationship is established, the person receives detailed information on

- characteristics of the classification, function and duties to be performed;
- regulatory and salary elements governing the employment relationship;
- rules and procedures to be adopted in order to avoid possible health risks associated with the work activity.

This information is presented to the person either verbally or by handing over an information form complete with the regulatory references in question, in such a way that acceptance of the assignment is based on an effective understanding of their content.

Personnel Management

OffgridSun is committed to protecting the moral integrity and dignity of people, guaranteeing the right to working conditions that are respectful of their dignity, treating all employees and collaborators with the same respect and dignity, also in terms of guaranteeing access to the same professional development and career opportunities. OffgridSun avoids any form of discrimination against its staff.

Access to roles and assignments takes place on the basis of skills and abilities.

Management of staff time

Every manager is required to make the most of the working time of his or her colleagues and subordinates, requesting performances consistent with the exercise of their duties and competences, as well as with the work organisation plans.

It constitutes an abuse of the position of authority to request, as a due act to the hierarchical superior, services, personal favours or any behaviour that constitutes a violation of this code of ethics.

Enhancement and training of resources

Managers are required to fully utilise and make the most of all the professional skills present in the structure, by activating the levers available to foster the development and growth of people: for example, shadowing experienced personnel, experience aimed at covering positions of greater responsibility, training courses.

Institutional training is envisaged, provided at certain times in the person's corporate life (e.g. for new recruits) and supplementary training aimed at both strategic and operational staff, particularly in specific subjects, also based on legal regulations.

Flexibility in the organisation to protect the needs of employees

Compatible with the general efficiency of work, forms of flexibility in the organisation of work are favoured that facilitate persons on maternity leave, as well as those who must take care of children and non-self-sufficient family members, as well as for students or, in any case, persons in other situations of need or discomfort, within the limits of objective organisational and work requirements.

Integrity and protection of the individual

OffgridSun safeguards workers from acts of psychological violence and opposes any attitude or behaviour of abuse or discrimination.

Fairness of Evaluation

OffgridSun applies a principle of fairness in the evaluation of the results achieved, establishing objective criteria for the consideration of the individual contribution made by each worker to the projects.

Opposition to discrimination and harassment

OffgridSun does not tolerate any act of discrimination or harassment: those responsible for such acts will incur disciplinary sanctions of a severity proportional to the act itself, as provided for by the regulations and by the CCNL Commercio.

Disparities are not considered discrimination if justified or justifiable on the basis of objective criteria. Different pay or levels in relation to similar but not equivalent tasks shall not be considered discrimination.

Application of principles

All persons, in the context of their activities and relations, are required to respect the above principles and to collaborate with OffgridSun for their protection. Any reports of discriminatory acts must be made immediately to the managers or contacts, without fear of any kind of retaliation. Any person who believes they have been subjected to harassment or discriminated against on the grounds of age, gender identity,

ethnic origin, state of health, nationality, political affiliations, religious beliefs or the like, may report the incident to their contacts and/or the Managing Director.

Interventions in work organisation

In the case of work reorganisation, the value of human resources is safeguarded. OffgridSun adheres to the following criteria:

- the burdens of the reorganisation of work must be distributed as evenly as possible among all persons, consistent with the effective and efficient performance of the activity;
- in the event of new or unforeseen events, which must in any case be made explicit, the employee may be assigned to different tasks, with respect to those previously carried out, taking care to safeguard his or her professional skills, as far as possible and in compliance with current regulations.

Health and safety

OffgridSun is committed to providing a working environment that protects the health and safety of its staff, understood not only as the absence of illness and the prevention of material risks, but also as the implementation of measures conducive to psychological, physical and social well-being. This is ensured through the following organisational principles:

- minimisation of risks;
- evaluation of risks that cannot be eliminated;
- adaptation of work to man, particularly with regard to the organisation and design of workplaces, choice of equipment, working methods and times;
- attention to technical developments;
- health protection planning so that individual, technical, organisational and social aspects and all their interactions are considered as a whole;
- education of employees in a comprehensive and appropriate manner with continuous training at all hierarchical levels;
- vertical and horizontal communication with constant supervision by those in charge.

All persons must comply with the internal rules and procedures on the subject of risk prevention and health and safety protection and promptly report any shortcomings or non-compliance with the applicable rules to the Managing Director or the safety officers.

In particular, OffgridSun provides information and training, also in accordance with the provisions of the law, on the behaviour to adopt in terms of health and safety in the workplace, so as to avoid dangers, assess them and combat risks at source.

In addition, OffgridSun is committed to carrying out specific assessments with regard to the design of workplaces and the choice of equipment and working methods, taking steps to supplement existing materials or instructions with whatever is necessary to guarantee the ongoing health protection of its employees.

In addition, the safety policy involves appropriate prevention planning, including through instruction, training and coaching of employees.

Protection of privacy

In processing the personal data of its staff, OffgridSun complies with the provisions contained in Legislative Decree 196/2003 and in any case with the rules contained in European Union Regulation no. 679/2016.

Any investigation (not permitted by the regulations in force) into the ideas, preferences, personal tastes and, in general, the private life of employees and collaborators is excluded.

Duties of personnel

OffgridSun shares its ethical principles so that the subjects involved in the company's activities act, in turn, according to behavioural standards aimed at fairness, loyalty, respect for the obligations underwritten in the employment contract, as well as diligence, professionalism and confidentiality.

Information Management

When handling information of a confidential nature, all employees must act in awareness and in application of the provisions of the company's policies on procedures and methods aimed at guaranteeing the security, integrity, confidentiality and availability of information.

Company information and know-how must be protected with the utmost confidentiality. The most significant data that OffgridSun acquires or creates, in the course of its activity, will be considered confidential information and subject to appropriate attention: this also includes information acquired from and concerning third parties (customers, professional contacts, professional partners, employees, etc.).

If it is necessary to deal with relevant, confidential or economic issues, care shall be taken to have the counterparty sign in advance a confidentiality undertaking, drafted in accordance with company standards or, alternatively, to take the necessary measures according to the nature of the items dealt with.

Both during and after the termination of the employment relationship with OffgridSun, the third parties with whom the company interfaces will be bound to confidentiality regarding the sensitive data in their possession.

OffgridSun personnel must refrain from using unlawful means to acquire confidential information on third-party companies and entities. Those who, within the framework of a contractual relationship, become aware of confidential information on other subjects will be required to use it exclusively for the purpose envisaged in the relationship in question.

Transparency in document drafting

The staff of OffgridSun are obliged to process documents using clear, objective and comprehensive language, allowing for possible verification by colleagues, managers or authorised external parties.

Use of company assets

Each employee is obliged to work diligently to protect corporate assets, through responsible conduct and in line with the operating procedures drawn up to regulate their use, accurately documenting their use. In particular, each worker is obliged to:

- scrupulously use the assets entrusted to him/her;
- avoid improper use of company assets;
- adequately guard the resources entrusted to him/her and promptly inform the units in charge of any threats or events harmful to OffgridSun.

As far as computer applications and telephone systems are concerned, each person is required to:

- adopt the provisions of the company security policies in order not to compromise the functionality and protection of the computer systems;
- refrain from sending threatening or insulting e-mail messages or using low-level language or expressing inappropriate comments that may cause offence to persons and/or damage the company image;

- refrain from surfing Internet sites with indecorous and offensive content and in any case not inherent to professional activities;
- use the tools in accordance with company regulations.

OffgridSun reserves the right to prevent the distorted use of its assets and infrastructures, through the use of computer systems, audits, financial control and risk analysis and prevention, without prejudice to compliance with the provisions of the laws in force.

Opposition to conflict of interest

All OffgridSun personnel are required to avoid situations in which conflicts of interest may arise and to refrain from taking personal advantage of business opportunities of which they have become aware in the course of carrying out their duties.

In the event that even the appearance of a conflict of interest arises, the employee is obliged to notify his or her supervisor or the Managing Director in writing.

OffgridSun employees are also required to give information about activities carried out outside the workplace that may conflict with the company's business.

Opposition to corruption

OffgridSun employees are forbidden from accepting or receiving any goods or services with an unspecified monetary value from suppliers, customers or other persons with whom they have a professional or business relationship or with whom they are negotiating, which may influence the choices, evaluations or actions made in the performance of their work duties.

Employees of OffgridSun who receive gifts or benefits other than those that fall within the permitted cases are required to inform their contacts, in order to assess the necessary actions to be taken, also with regard to communications to third parties on company policy.

Participation in antisocial and criminal activities

OffgridSun rejects anti-social and criminal processes and activities and declares its firm intention to have no part in such phenomena, extending this position to its personnel as well.

Alcohol and drug abuse

The personnel of OffgridSun must refrain from working under the influence of alcoholic and/or narcotic substances, or substances that have a similar effect, and from consuming such substances in the course of their work or in the workplace.

Chronic alcohol and drug addiction that affects work performance and can disrupt the normal course of work are equated with the above cases.

Application Mechanisms of the Code of Ethics

OffgridSun is committed to enforcing its Code of Ethics also through procedures of dissemination and communication, supervision, reporting of suspected violations, allocation of operating procedures and decision-making protocols.

Dissemination and communication

OffgridSun undertakes to disseminate the principles of its Code of Ethics with the persons affected by it.

Supervision of the implementation of the Code of Ethics

The task of verifying the implementation and application of the Code of Ethics falls to the management and executive functions of OffgridSun.

Reporting problems or suspected violations

Anyone who becomes aware or is reasonably convinced of the existence of a violation of this Code, of a specific law or of company procedures, has the duty to immediately inform their manager or contact person.

Operational procedures and decision-making protocols

In order to prevent violations of the laws in force, as well as of the Code of Ethics, OffgridSun guarantees a reasonable distribution of decision-making responsibilities for the operations involved in the various processes of the company's operations, in order to avoid an impartial attribution of authority, decision-making or organisational power among the various departments and managers of the company.

All OffgridSun operations must have an adequate record and documentary support, for the purpose of archiving, auditing, reporting or reviewing operations.

Measures and Penalties

The provisions of this Code are an integral part of the corporate obligations assumed by the personnel and by the subjects having business relations with OffgridSun. Violation of the principles and conduct indicated in the Code of Ethics compromises the fiduciary relationship between OffgridSun and the perpetrators of the violation (whether directors, employees, consultants, collaborators, customers or suppliers), and may result in sanctions of various kinds.

Measures that can be taken for employees

The measures that can be adopted in relation to the seriousness of the violations, the type of rule violated, the modalities of the facts, any precedents and any other circumstances, are borrowed from the applicable CCNL law.

Measures applicable to collaborators and consultants

Subjects linked to OffgridSun by collaboration or consultancy relations who, in the exercise of their activity, behave in contrast with the provisions contained in the Code, may be sanctioned with warnings or with the interruption of the relative business relationship, also on the basis of specific express termination clauses included in the contracts stipulated with these subjects.

Measures applicable to customers and suppliers

Subjects linked to OffgridSun by business relations who, in the performance of their activity, behave in contrast with the provisions contained in the Code of Ethics, may be sanctioned in the most serious cases, depending on the type of violation, the precedents, the context in which it was committed, the persons involved and any other circumstance, with warnings or with the interruption of the relative business relationship, also on the basis of specific express termination clauses included in the contracts stipulated with these subjects.

General rules on measures

The sanctioning system envisaged herein shall be made known to the persons concerned - in accordance with the provisions of the law, as far as employees are concerned (posting pursuant to Article 7 of Law No. 300/70), and, in general, by suitable means of communication.

The following rules shall be taken into account in the application of sanctions:

- with regard to employees, including managers, the procedure laid down in Article 7 of Law No. 300/70 will be observed;
- with regard to any other person, the breach shall in any case be contested and the right to present justifications guaranteed, before the measure is adopted;
- in particular cases, the suspension of relations or functions may also be ordered, pending the decisions taken or pending checks carried out by the Judicial Authority or other authorities. However, such decisions do not constitute a condition for the applicability of these sanctions;
- the application of individual measures shall take into account the principle of proportionality, in relation to the objective seriousness of the fact or facts, the position of the subject, the intentionality of the conduct or the degree of guilt, the causal contribution in the event of multiple parties involved in the violation, the overall conduct and the personality of the subject, the possible existence of precedents, the social and/or internal relevance of the conduct as well as any other relevant circumstances.

Final Provisions

This Code of Ethics is approved by the Managing Director and will be regularly updated.
Any changes and/or additions to this Code of Ethics will be approved by the Managing Director and promptly disseminated to the addressees concerned.

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The CEO

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