

# Code of Conduct



**Solutions30**  
Solutions for New Technologies

Our basic values and principles guide our conduct and set the expectations, standards and ethical practices that underpin all our actions. This Code of Conduct shall promote the moral culture, ethical values and legal compliance which are key to the sustained growth of Solutions 30. It shall be complementary to Solutions 30's policies governing other specific areas of corporate conduct, such as its Human Rights Policy. Solutions 30 Group Code of Conduct is based on the principles set out here.

## **1 SCOPE AND RESPONSIBILITY**

### **1.1 Scope**

This Code of Conduct applies to all directors, officers and employees of the Solutions 30 Group (the 'Company', the 'Group', 'Solutions 30'), including its subsidiaries worldwide and all persons working for or on behalf of the Solutions 30 Group, such as contractors. This Code shall collectively refer to all of the above as 'staff members'.

This Code of Conduct cannot cover every issue that may arise, and therefore it is equally intended to establish guidelines to which it can be referred to in situations where the proper course of conduct may not seem clear. It shall help each staff member to take the right decisions in respect of our core values and principles of conduct.

All staff members shall perform their duties in a diligent and efficient manner, to the best of their ability. They shall conduct themselves in an honest, impartial and independent manner, notwithstanding any personal interests.

### **1.2 Management is the owner of compliance**

Management is the owner of compliance and holds ultimate responsibility for the implementation of and adherence to this Code of Conduct. Management at all levels (e.g. any manager of people) is expected to provide for adequate measures to implement the requirements of this Code of Conduct within the scope of their responsibility.

### **1.3 Responsibility of all staff members**

Ethical conduct, adherence to laws and regulations, and compliance with this Code of Conduct is a responsibility that all staff members share, regardless of their position. Each is expected to play his or her part, under the guidance of line management.

## **2 PRINCIPLES OF ACTION**

### **2.1 Integrity and reputation**

Solutions 30 believes in the integrity of its organization and the reputation for professional and ethical conduct of its employees, suppliers and contractors. It is committed to the preservation of its integrity and reputation, and thus requires of all parties: (i) a good understanding of and strict compliance with applicable laws, regulations and standards in each of the markets and jurisdictions in which Solutions 30 operates; (ii) the on-going implementation of and adherence to this Code. Damage to Solutions 30 Group's integrity or reputation as a result of negative publicity, whether founded or not, failure to act in accordance with accepted industry practices, or non-compliance with applicable laws or regulations are considered risks that this Code shall address. All transactions that present a possible risk to the Group's reputation must be rigorously assessed within the framework of this Code of Conduct.

### **2.2 Compliance with laws and regulations**

The Group upholds the highest standards in how it runs its activities, notably by respecting Human Rights, labor laws and the environment. In professional activities, each staff member must demonstrate integrity and abide by applicable laws and regulations under all circumstances. Solutions 30 expects its staff members to

comply with all legal requirements and regulations, both on a global and national scale, which apply to the activities carried out by the Group. All staff members are expected to refrain from doing anything on behalf of Solutions 30 of which they know or should know that it would conflict with the law, regulations of company policies.

In the unlikely event that one or more provisions in this Code of Conduct would conflict with the locally applicable laws, then the law always prevails.

## **2.3 Honesty, Integrity and Professional Awareness**

Honesty, integrity and fairness are our rules in any circumstances as far as the working procedures of Solutions 30 and its staff members are concerned.

In any commercial attitude, honesty and integrity must be the priority of each staff member. Staff members make a point at always acting with professional awareness: efficiency, promptness, reactivity and proactivity. Solutions 30 does not accept any form of harassing or discrimination. Each staff member shall combat all forms of discrimination. Therefore, each member has to provide a working environment free from any form of harassment and to ensure that each employee is treated fairly and with dignity. So that any discriminatory practice based on race, color, sex, age, religion, ethnic or national origin, disability or any other illegal basis will never be tolerated, it being understood that the distinction between individuals based on the skills or qualifications required for a particular job does not constitute discrimination.

Solutions 30 Group's suppliers are to be chosen in consideration of objective criteria, based on quality, reliability, price, utility and performance or service. Suppliers are to be treated justly, fairly and honestly. Fees and commissions are to be paid to consultants only in the course of ordinary business relations. Any fees must be substantiated by documentation demonstrating that the amount charged is commensurate with the value of the services rendered.

Each staff member has to comply with these principles within or outside Solutions 30 towards its customers, suppliers or any other third parties.

## **2.4 Environmental awareness**

Solutions 30 continues to strive for the preservation of natural resources in its operations. It is up to each staff member, within his or her functions, to support these efforts and commitments by respecting the applicable regulations and as well as Group procedures concerning the protection of the environment.

## **2.5 Conflicts of Interest**

Staff members shall always act in the best interests of the Company, and they must, therefore, avoid any situation where our personal interests' conflict or could conflict with our obligations towards the Company. Practices that violate these principles will not be tolerated and breaches of this Code can lead to disciplinary and other actions up to and including termination of employment or contract. Such practices may include, but are not limited to, situations where an employee holds a family relationship or business interest in a supplier. As these instructions cannot cover every eventuality, staff members are all required to exercise good judgment. Any staff member who potentially could be in a conflict of interest is encouraged to inform his or her immediate supervisor of the situation.

## **2.6 Insider trading and market abuse rules**

Solutions 30 SE is a company whose shares are admitted to listing and trading on a stock exchange. Therefore, if staff members decide to acquire, any shares issued by any listed company in the Solutions 30 Group, they must be aware that the purchase of securities of any corporation listed on a stock exchange entails a certain risk and that the corresponding assessment to purchase listed shares is strictly a personal one.

Any staff member with information that, if made public, could influence the Stock Exchange price of the Solutions 30 share must keep this information confidential and must not undertake, or recommend that a third party undertake or have undertaken, any operations on Solutions 30 shares. Staff members who fall under applicable insider trading regulations must under all circumstances adhere to such regulations when carrying out share transactions, for example abiding to the reporting of such transactions.

## 2.7 Property of the Company

The protection of Solutions 30 Group's property by each one of us is a matter of integrity and honesty. The Group's property must be used exclusively for its activities and can thus in no circumstance be used for personal purposes.

In this context, inventions, ideas, documents, software, patents and other forms of intellectual property related to Solutions 30's activities, created or conceived by employees in connection with the performance of their duties, belongs, on that basis, to the Company.

## 3 ANTI CORRUPTION POLICY

Solutions 30 has zero tolerance towards corruption in all of its business activities across the entire Group; this implies in particular that corruption in any kind and form is strictly prohibited, active or passive, direct or indirect, for the benefit of those in the public or private sector. Bribery could occur in both the private sector and the public sector.

To this end, staff members will never directly or indirectly offer or give anything of value to any government official, including employees of state-owned enterprises, for the purpose of influencing any act or decision in order to assist the Company in obtaining or retaining business or to direct business to anyone. Staff members will also ascertain that any agent that is engaged to conduct business on behalf of the Group are reputable and that they also shall comply with these guidelines.

This Anti-Corruption Policy is adopted not only to comply with national and international laws combating corruption but also to best position Solutions 30 to protect its reputation and to uphold our commitment to carrying out business fairly, honestly and openly, in accordance with the highest ethical standards.

Practices that violate these principles will not be tolerated and breaches of this policy can lead to disciplinary and other actions up to and including termination of employment or agreement in case of sub-contractors.

### 3.1 Principles and rules:

Bribery means, any offering, promising or giving (active bribery) and soliciting, demanding, receipt, agreement to the receipt or acceptance (passive bribery) of anything of value as an inducement of an action (or lack of action) which is improper, illegal, corrupt, unethical or a breach of duty. Any attempt to bribe shall be included in this definition.

Self-evidently, criminal activities such as bribery, extortion and solicitation or laundering the proceeds of corrupt practices are strictly prohibited.

### 3.2 Compliance with applicable laws and international conventions:

Solutions 30 Group's companies shall apply all international conventions on combating corruption and the anti-corruption laws in force in the countries where they do business. Each entity of the Group shall therefore take all necessary steps to inform its employees, its associated persons and third parties of their respective relevant obligations, responsibilities and applicable offences in light of their respective local laws and regulations.

Typically, corrupt payments involve cash. However, the applicable laws state that illegal payments also include anything that has value to the receiving party such as excessive gifts, trips, meals etc.

In addition, the mere offering or promising something of value can be inappropriate. Laws may be broken even if the bribe is not actually paid.

### 3.3 Anti-corruption policies:

**Giving and receiving bribes:** employees including agency workers and contractors must never promise, offer or give a bribe; they must never request or accept a bribe; no employee will suffer demotion, penalty or other adverse consequences for refusing to pay or receive bribes, even if the refusal may result in the Group losing business.

**Gifts and hospitality Policy:** In certain limited situations, small gifts, meals, entertainment, travel, and similar

benefits may be given and/or received provided such payments are: (i) reasonable and bona fide, (ii) related directly to the promotion of the company's products or services or for other contract-related purposes. It should be noted that gifts should always be of minimal value, and hospitality expenses should be made directly to the hotels, transport companies or other vendors providing services, and not to the customer official or Solutions 30 staff member.

There are times when it is possible to accept or offer gifts or hospitality:

- Travel expenses directly related to business purposes, for example a visit to an office;
- Meals within a reasonable scope, for example a working lunch or dinner;
- Attendance in an official capacity at functions;
- Incidental gifts of minimal value, for example promotional items such as pens, calendars, T-shirts, phone chargers.

Gifts, hospitality or other benefits should:

- Never compromise in any way the integrity of the person concerned or the Company;
- Not be made at a time or in a way that could influence or could be perceived to influence a decision.

### 3.4 It is strictly forbidden to:

3.4.1. Give, promise to give, offer or solicit a payment, gift, travel, hospitality or other benefit with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;

3.4.2. Give, promise to give, or offer a payment, gift, travel, hospitality or other benefit to a governmental representative to "facilitate" or expedite a procedure;

3.4.3. Accept payment or the promise of payment from a third party in case of suspicion it is offered with the expectation that it will obtain a business advantage;

3.4.4. Accept a gift, hospitality, travel or other benefit or the promise of such from a third party in case of suspicion it is offered with the expectation that a business advantage will be provided in return.

### 3.5 Facilitation payments:

Solutions 30 does not tolerate facilitation payments.

## 4 REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOUR

Any behavior that deviates from this Code of Conduct should be reported immediately following the Group Whistleblowing Policy, as established below.

### 4.1 Objective

This Policy (hereinafter the "Policy") establishes the procedures for reporting an unlawful act or omission that constitutes, or may constitute a violation of – or an inducement to violate – laws and regulations, the values and principles established in the Code of Conduct of Solutions 30 Group and its subsidiaries (hereinafter the "Group"), internal control principles, company policies/procedures, and/or that could – in the course of relations with one or more of the Group companies – cause any type of harm (e.g. economic, environmental, to safety of workers or of third parties, or merely reputational) to the Group companies and their customers, shareholders, partners, third parties and, more generally, the community (hereinafter a "Report").

The principles of this Policy do not affect – and do not in any way limit – the obligations to submit reports to the competent judicial, supervisory or regulatory authorities in the countries where Solutions 30 companies operate, or the obligations to submit reports to any control bodies established at each Group company.

### 4.2 Whistleblowers

The Whistleblowers of this Policy ("Addressees and/or Whistleblowers") are:

- The members of the company boards, Group employees;
- The customers, suppliers, partners, consultants, shareholders and, more generally, the stakeholders of the Group (the "Third Parties").

## 4.3 Reports

Whistleblowers who discover or otherwise become aware of possible unlawful conduct or irregularities committed by parties who have relations with one or more Group companies in the course of their working activities or that have an impact on said working activities, must follow this procedure by immediately reporting the actions, events and circumstances that they believe, in good faith and on the basis of reasonable grounds, have caused said violations and/or actions contrary to the Group's principles.

As a general guideline, staff members should promptly report concerns regarding Reportable Matters to their immediate supervisor in the first instance. If the staff member is uncomfortable doing so, or believes that it is inappropriate to do so under the circumstances, he or she may also testify their complaint or concern by a "Report".

The term "Report" means a communication of possible unlawful actions or omissions that constitute, or may constitute, a violation or inducement to violate laws and/or regulations, values and/or principles established in the Code of Conduct, the internal control principles and in company policies and/or procedures.

Reports may also be made anonymously. However, the Company recommends that the Reports include the Whistleblower's name, so that the persons responsible can operate more effectively, while in any case applying the necessary protections.

Even if anonymous, the Report must be detailed and documented, so as to provide useful and appropriate information to effectively verify the validity of the events reported. Where this information is known to the Whistleblower, it is particularly important for the Report to include:

A detailed description of the events that occurred and how the Whistleblower became aware of them;

- The date and place of the event;
- The names and job positions of the persons involved, or information that enables their identification;
- The names of any other parties who can attest the actions set out in the report;
- Reference to any documents that could confirm that the reported actions did occur.

The Legal Team is responsible for receiving and examining the report.

The Report must be sent via the following means:

- By email, to the email address: [compliance@solutions30.com](mailto:compliance@solutions30.com) accessible only to the Legal Team.

Whistleblowers who, for any reason, receive information about an alleged violation must:

- (i) keep the information received confidential,
- (ii) encourage the Whistleblower to follow the Whistleblowing procedures set forth under point 3 of the Policy, and
- (iii) if the Report is received in writing, forward it immediately and exclusively to the email address: [compliance@solutions30.com](mailto:compliance@solutions30.com), in all cases refraining from carrying out any independent analysis and/or investigation.

If it is possible to identify the sender, the Legal Team will send a notification from the email address [compliance@solutions30.com](mailto:compliance@solutions30.com) stating that the Report has been received and recorded.

During the checks on the validity of the Report received, the sender may be contacted to request any additional information that may be required.

## 4.4 Confidentiality and no retaliation

The Group encourages Whistleblowers to promptly report possible unlawful conduct or irregularities, and in doing so Solutions 30 Group guarantees the confidentiality of the Report and the information it contains, as well as the anonymity of the Whistleblower or sender, even if the Report is subsequently proven to be incorrect or unfounded.

Any kind of threat, retaliation, penalty or discrimination against the Whistleblower or the Reported Party – or anyone who has participated in the investigation into the validity of the Report – will not be tolerated.

Solutions 30 Group reserves the right to take the appropriate actions against anyone who retaliates or threatens to retaliate against Whistleblowers who have submitted Reports in accordance with this Policy, without prejudice to the right of the affected parties to seek legal protection if the Whistleblower is found to be criminally or civilly liable for falsehoods in their statements or reports.

It is understood that the Group may take appropriate disciplinary and/or legal measures to protect its rights,

assets and reputation against anyone who, in bad faith, has made false, unfounded or opportunistic Reports and/or has made Reports for the sole purpose of defaming, slandering, or causing damage to the Reported Party or to other parties mentioned in the Report.

## 4.5 Checks on the validity of the report

The Legal Team is responsible for checking the validity of the Report on behalf of the entire Group, without prejudice to any specific local laws on the subject. As such it will perform a prompt and thorough investigation, in observance of the principles of impartiality, fairness and confidentiality towards all parties involved.

During the course of these checks, the Legal Team may request assistance from the company functions competent in each instance. Where appropriate, it may also request the assistance of external consultants specializing in the area of the Report, provided their involvement is conducive to verifying the Report and ensuring its confidentiality.

Once the checking phase has been completed, the Legal Team will prepare a summary report on the investigations carried out and the evidence that they have considered. Based on the results, it will then share the report with the company functions competent in each instance, so that they can draw up intervention plans and decide what action to take to protect the Group. Furthermore, it will report the results of the investigations and checks carried out for each Report, to the company structures affected by its content.

However, if the investigations conclude that there is insufficient evidence or that the events referred to in the Report are unproven, the Legal Team will file the Report together with the reasons why this action was taken.

## 4.6 Processing of personal data

Solutions 30 Group, hereby states that the personal data of Whistleblowers and of any other parties involved that is obtained while handling the Reports (including any sensitive data, such as racial and ethnic background, religious and philosophical beliefs, political opinions, membership in political parties or trade unions, and personal data indicative of a person's health and sexual orientation) will be processed in full compliance with the provisions of current legislation regarding the protection of personal data, and in any case in line with the provisions of the organization Personal Data Protection Policy. Only the data strictly necessary for verifying the validity of the Report and for handling it will be processed. The Legal Team, in its capacity as Data Controller (without prejudice to any specific local legislation on the subject) will process the personal data for the sole purpose of performing the procedures set out in this Policy. Therefore, to ensure proper management of the Reports received and to comply in full with legal or regulatory obligations, it will process the personal data with full respect for the privacy, rights, basic liberties and dignity of the persons involved.

The Legal Team may disclose the personal data contained in the Reports to company boards and to the internal functions competent in each instance, as well as to the judicial authorities, in order to start the procedures necessary for guaranteeing proper legal and/or disciplinary action against the Reported Party/Parties, provided that the information collected and the checks carried out show that the contents of the Report are true. In these cases, the personal data may also be disclosed to specialist external parties, as previously described. All necessary measures will be taken to protect the data from accidental or unlawful destruction, loss or unauthorized disclosure during the activities to verify the validity of the Report. Furthermore, the documents regarding the Report shall be preserved in both hard copy and digital format for a period of time no longer than necessary for the proper completion of the procedures established in this Policy.

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