



CODE OF ETHICS

Code of Ethics

Approved by the Board of Directors of Nimax SpA on March 24, 2026

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PREAMBLE

In line with the framework outlined by the European Union and worldwide, the Nimax Network is committed to developing and implementing all initiatives that contribute to promoting Corporate Social Responsibility. To this end, it has chosen to commit to adopting socially responsible conduct, including through the application of this Corporate Code of Ethics.

The Nimax Network, aware that ethical conduct constitutes a value a prerequisite for the success of the Company and its subsidiaries, and that principles such as honesty, moral integrity, transparency, reliability, and a sense of responsibility represent the fundamental basis of all its activities, defines the guidelines that must govern conduct in internal relations and in dealings with external parties.

In particular, the ethical principles of this Code are of considerable importance, helping to establish the Nimax Network's credibility within the social and economic context in which it operates, and translating the appreciation of the values that characterize the company's way of operating into a competitive advantage.

The Nimax Network has always stood out for the integrity, reliability, and professionalism of its employees, whom management has consistently entrusted with the responsibility of managing and developing individual operations in accordance with the strategic direction of Nimax S.p.A.

Strictly ethical conduct and adherence to the principles and guidelines of this Code must guide all Employees from the moment they join any company within the Network, in order to maintain and strengthen the commitment to integrity in conduct and transparency in operations, in compliance with all regulations, laws, and contractual obligations.

Each Employee will be provided with this Code of Ethics and asked to acknowledge receipt and commit to complying with all its provisions in the performance of their duties in service of the Network.

This Code is disseminated by Nimax SpA to the entire Network following its approval by the Board of Directors, whose members are in turn required to adhere to all the guiding principles and rules contained herein.

GLOSSARY

In this Code, the following terms shall have the meanings set forth below

- **Code**

significa il presente codice e gli eventuali allegati, come di volta in volta integrati o modificati;

- **Collaborators**

means: (i) individuals who maintain economic and financial relationships with the companies of the Network or other relationships of coordinated and ongoing collaboration or projectbased work, primarily personal and without a subordinate relationship (such as, by way of example and not limited to, projectbased work, temporary agency work;



work placement; summer internship) or the provision of occasional labor; as well as (ii) any other person subject to the direction or supervision of any individual in a senior position at Nimax pursuant to Legislative Decree No. 231 of June 8, 2001;

- **Recipients**

means the persons to whom the provisions of this Code apply and, in particular, Employees, Managers, Collaborators, and Corporate Officers;

- **Employees**

means individuals who have an employment relationship with the Network Companies, including fixed-term or part-time workers;

- **Corporate Officers**

means, as applicable, the Chairman, the Chief Executive Officer, the members of the Board of Directors, the Board of Statutory Auditors, the General Managers (if any), as well as the members of any other corporate bodies of Nimax that may be established pursuant to Article 2380 of the Italian Civil Code or special laws, and any other person in a senior management position, meaning any person who holds representative, administrative, or managerial functions in a company of the Network or in one of its organizational units endowed with financial and functional autonomy pursuant to Legislative Decree No. 231 of June 8, 2001;

- **Supervisory body**

significa l'organismo di vigilanza dotato di autonomi poteri di iniziativa e controllo in conformità al decreto legislativo 8 giugno 2001, n. 231;

- **Managers**

means each employee responsible for one or more sectors of the Network companies, in accordance with the Company's organizational chart as in effect from time to time.

1. SCOPE OF APPLICATION

The provisions contained in the Code of Ethics apply to all Personnel of Nimax SpA and the Network (hereinafter referred to as “Employees” for brevity).

All Employees are required to ensure compliance with the provisions of the Code of Ethics even by independent third parties who, in any capacity, act in the interest of Nimax SpA and the Network (such as, for example, agents, consultants, suppliers, distributors, and external collaborators in general: hereinafter referred to as Collaborators). Employees must inform Collaborators of the contents of the Code of Ethics and instruct them to comply with the rules contained therein.

In the event of a violation of the Code's provisions by any Collaborator, Employees are obligated to take measures aimed at putting an end to such conduct, including, if necessary, terminating the relationship with the third party in question, and in any case immediately reporting any violation to their Superior or Supervisor, in accordance with the provisions set forth below in this Code of Ethics.

“Employees must inform Collaborators of the contents of the Code of Ethics and instruct them to comply with the rules contained therein.”

In any case, should any doubts arise regarding the application of the individual provisions of this Code of Ethics, the Employee concerned must immediately consult their line manager.

2. RELATIONSHIP BETWEEN COMPANY AND EXTERNAL ENVIRONMENT

Management and every employee are expected to work together to ensure the Network's economic and financial growth within a framework of eco-friendly efficiency and social progress.

Competition in the market will never be separated from respect for the environment and ecosystems, just as value creation will always be combined with adherence to sound principles aimed at the social progress of the local, regional, national, and international communities in which the Company operates.

It is an essential commitment of the Network, all Employees, and the Owners to conduct their activities responsibly, with the aim of contributing to the protection, health, and satisfaction of the Employees themselves in the workplace.



3. COMPLIANCE WITH LAWS AND REGULATIONS

All Employees must conduct their activities with the utmost transparency and in full compliance with the laws and regulations in effect in the location and at the time of their operations. Each Employee undertakes to acquire the best possible understanding of the applicable regulations governing their activities and of the consequences of violating such regulations.

4. PROTECTION OF THE COMPANY'S RIGHTS AND RESOURCES

Each Employee must do everything possible to maintain full awareness, within their area of responsibility, of the Company's rights arising from laws, contracts, or relationships with the government, and must not engage in any conduct that could in any way harm the Network's interests.

To this end, each Employee shall be responsible for safeguarding, preserving, and protecting the Network's assets, values, and resources entrusted to them in the course of their duties, and must use them appropriately and in accordance with the Company's interests, preventing any misuse.

“Any situation that could be considered, even only potentially, detrimental to the rights, values, and interests of the Network must be promptly reported to the appropriate management so that they may take the necessary protective measures.”

5. HUMAN RESOURCES -PROFESSIONAL DEVELOPMENT AND TRAINING

All employees must be treated in strict accordance with the principles and values set forth in this section, within a work environment that fosters open communication and cooperation to the greatest extent possible—both with coworkers and with management. Achieving this goal requires the commitment not only of the Company, but also of the heads of each department and individual employees.

Relationships among employees, at all levels, must always be based on standards and behaviors of fairness, loyalty, and mutual respect.



“The dedication and professionalism of our employees are key to achieving the Company’s objectives. For this reason, the senior management of each company in the Network is committed to developing the skills, awareness, abilities, and talents of every employee by following a policy based on merit and equal opportunity.”

The selection, classification, and career path of an Employee are determined exclusively—without any discrimination—by objective considerations of the professional and personal characteristics necessary for performing the assigned work and the skills demonstrated in carrying it out.

The Network will contribute to the training and professional growth of its Employees by periodically offering them opportunities both to share knowledge and information about their respective work experiences and to participate in other training initiatives, with the aim of promoting their development and enabling them to build their professional expertise within the Company itself.

Every Employee must strive to create a work environment that is always stimulating and rewarding and that, therefore, fosters the development of each individual’s potential.



6. EQUAL OPPORTUNITY

The Nimax Network aims to foster a work environment free from discrimination based on race, culture, ideology, gender, physical ability, moral beliefs, religion, or any other grounds, and to provide all employees with equal career opportunities and equal pay for work of equal value and responsibility. All employees are required to cooperate in achieving this objective.

Therefore, no discriminatory conduct shall be permitted with regard to access to employment, the assignment of qualifications and duties, and career advancement at all levels of the company hierarchy.

7. BUSINESS ETHICS - GENERAL PRINCIPLES

When selecting third parties such as agents, consultants, suppliers, distributors, and various types of collaborators, Employees must, in particular, verify their reliability and integrity, including their compliance with the principles set forth in this Code of Ethics.

All relationships that Employees enter into, in the name and on behalf of the Network, with other entities—whether private or public—always within the scope of pursuing the Company's objectives, must be established and managed without resorting to unlawful means. Corruption, illegitimate favors, and collusive conduct are absolutely unacceptable and prohibited.

8. RELATIONS WITH THE PUBLIC ADMINISTRATION, SUPPLIERS, AND CUSTOMERS

8.1 RELATIONS WITH THE PUBLIC ADMINISTRATION

Every action, conduct, or agreement that the organization's staff enters into with representatives of the public administration must be characterized by the utmost transparency, cooperation, and willingness, and must fully respect the administration's institutional role, ensuring prompt and timely compliance with all requirements and obligations.

Relations with the Public Administration must be managed exclusively by clearly identified and authorized individuals based on powers conferred through a power of attorney, avoiding and, in any case, reporting, in the appropriate form and manner, any situations of conflict of interest and/or critical issues that may arise.

In the relationships that the Recipients of the Code, including through third parties, maintain with the Public Administration, the following principles must be respected:

1. It is necessary to always act in compliance with the law and sound business practices, and it is expressly prohibited to engage in conduct that, while intended to benefit the Company or pursue its interests, constitutes a criminal offense;
2. Whenever any business negotiation, request, or relationship with the government is underway, employees, collaborators, and anyone acting on behalf of the Company must not attempt to improperly influence decisions or induce the performance of acts contrary to official duties—even if carried out for the benefit or in the interest of the Company—by managers, officials (including officials who negotiate or make decisions on behalf of the Public Administration), or employees of the Public Administration, or their relatives or cohabitants.



By way of example, and without limitation, the recipients of this Code must not, either directly or indirectly:



to explore or propose employment and/or business opportunities that could benefit public administration employees for their own personal gain;



receiving or offering money or other benefits for the purpose of soliciting or obtaining confidential information that could compromise the integrity of decision-making by persons involved in the management of the business relationship;



receiving or offering money or other benefits for the purpose of falsifying and/or altering financial statements in order to obtain an undue advantage or any other benefit for oneself or for the organization;



exerting undue pressure or promising any item, service, or benefit;



submit false statements to national or EU public bodies in order to obtain public funds, grants, or subsidized loans, or to obtain concessions, authorizations, licenses, or other administrative acts;



to use funds received from public entities in the form of grants, contributions, or loans for purposes other than those for which they were allocated;



to interfere with the operation of a computer or telecommunications system or to manipulate the data contained therein for the purpose of obtaining an unjust profit by causing harm to the public administration;



granting cash or other benefits—including gifts or gratuities—to public administration officials, their family members, or persons associated with them and/or recommended by them; or offering or promising financial or in-kind benefits in order to influence their independence and judgment.

Any attempt at extortion, bribery, or coercion by a public official that the organization's staff may be subjected to or simply become aware of must be promptly reported to the compliance department.

Compliance with public administration requirements and the preparation of documentation to be submitted to the public administration must be carried out in full compliance with applicable laws and with the utmost diligence and professionalism, so as to provide clear, complete, accurate, and truthful information. Company departments that maintain regular contact with the public administration must have a calendar or schedule regarding recurring obligations toward the public administration.

All documentation, including that submitted to the public administration electronically or via digital means, must be verified, filed, and retained by the head of the relevant organizational unit and signed by individuals with the appropriate authority.

In cases where events or critical issues arise that cannot be resolved through the ordinary management of relations with the PA, the organization's staff must immediately report the situation to their immediate supervisor for appropriate action.

Investigations and inspections conducted by the PA must be verifiable and traceable through the archiving of documentation and any other elements suitable for ensuring and defining, with the utmost clarity and transparency, the nature of the relationship in question.

The aforementioned behavioral principles are to be applied not only in the context of ordinary dealings with the PA, but also in the context of inspections, preliminary investigations, and similar proceedings.

If the relationship with the public administration is also managed through third parties, such as external professionals, service providers, consulting firms, etc., on behalf of the organization, the contracts and engagement agreements with such parties must include express termination clauses in the event of non-compliance with and/or violation of the Policy and/or the Code of Conduct and/or the Anti-Corruption Management System adopted by the organization.

To safeguard the integrity and reputation of the organization and to protect it from any conduct not in line with the Code of Conduct, consultants, their collaborators, and, in any case, business partners or third parties involved in managing business relationships with the Public Administration in the name and on behalf of the organization are required to:

1. comply with the guidelines set forth in this document;
2. Do not involve consultants or third parties in dealings with the government when there are or may be potential conflicts of interest.

8.2 RELATIONS WITH SUPPLIERS

Relationships between the organization's personnel and suppliers must be based on the utmost loyalty, impartiality, professionalism, and competence, as well as on equal opportunity.

The selection of suppliers with whom the organization maintains business relationships is carried out in accordance with internal procedures, that is, in compliance with the principles of:



transparency



competition



equality of conditions



based on objective assessments grounded in competitiveness, quality, and necessity

The Nimax Network maintains relationships with suppliers who comply with the provisions of this Code, taking into account their respective legal, social, economic, and cultural contexts.

The Network strives to select its suppliers impartially. The Addressees shall adhere to the supplier selection and award procedures established by company guidelines, as well as to the public tender procedures applicable under current legislation.

Except for assignments requiring specific expertise, to be assessed on a case-by-case basis, in contracts, service agreements, procurement, or the supply of goods or services for Nimax and/or other Network Companies, the Recipients, within the scope of their duties, must comply with the following rules:

1. Each employee or contractor must disclose to their supervisor, and each supervisor must disclose any personal interest in the performance of their duties that could give rise to a conflict of interest;
2. In the event of competing bids, suppliers must not be favored or disadvantaged and must in any case be compared fairly and impartially, using objective evaluation and selection criteria and transparent procedures. Consequently, the Recipient must not deny candidate suppliers who meet the applicable qualification requirements the opportunity to be awarded the contract in question;

3. It is permissible to accept invitations from counterparties only if the reason for and scope of such invitations are appropriate and if a refusal would be contrary to the duty of courtesy.

All staff members of the organisation are strictly prohibited from:

1. to pay or make payments to third parties in excess of the amounts agreed in the contract and for which there is no adequate justification within the context of the contractual relationship established with them;
2. to grant and pay to persons appointed to professional roles sums that are not commensurate with the work performed, taking into account market conditions;
3. enter into contractual relationships (relating to the award of contracts or the purchase of goods, services, intellectual work, etc.) with parties that do not comply with current legislation on the prevention of corruption or other similar legislation;
4. make payments to parties other than the contractual counterparty and/or to accounts with restricted access.

The organisation's relationships with suppliers are governed by specific guidelines and are subject to constant and careful monitoring, including with regard to whether the services or goods provided are commensurate with the agreed remuneration.

In its dealings with suppliers, the organisation works to build a relationship of mutual trust. In particular, when awarding professional contracts, the organisation adopts:



criteria based on the principles of professional competence, cost-effectiveness and fairness;



remuneration and payments of any kind made to persons appointed to professional roles must be properly documented.



8.3 RELATIONS WITH CUSTOMERS

Customers form an integral part of the corporate assets of Nimax S.p.A. and the Network.

The Network maintains relationships with customers who, taking into account their respective legal, social, economic and cultural contexts, comply with the provisions of this Code.

To strengthen customers' esteem and, consequently, their loyalty, relationships with them must be conducted by each Recipient in accordance with criteria of legality, morality, respect and courtesy, whilst upholding the principles of professionalism and integrity, in order to secure the highest level of cooperation.

To this end, Recipients are required to carry out their activities in relation to clients with competence, precision, prudence, wisdom, dedication and efficiency, as well as with honesty, loyalty, helpfulness and transparency.

In particular, in order to protect the image and reputation of the entire organisation in the eyes of clients, Recipients are required to:

1. to provide customers with accurate, precise and comprehensive information regarding the goods and services provided by the Network;
2. not to make false or misleading statements when selling or marketing their products and services;
3. make business decisions based on transparency and awareness;
4. to respect the confidentiality of information obtained in the course of their work and to comply with privacy regulations relating to personal data;
5. not to enter into dealings with individuals involved in corrupt or unlawful activities, or who do not meet the necessary standards of integrity, professionalism or commercial reliability.

Promotions for the Network's products and services must be fair, accurate and consistent with applicable laws. Factual statements must be based on facts. Any comparisons with competitors' products and services must be balanced, accurate and verifiable.



9. COMPLIANCE WITH COMPETITION LAWS

The Nimax Network aims to foster a working environment free from discrimination on the grounds of race, culture, ideology, gender, physical ability, moral beliefs, religion or any other grounds, and to offer all employees equal career opportunities and equal pay for work of the same level and scope of responsibility. All Recipients are required to cooperate in achieving this objective. Consequently, no discriminatory behaviour shall be permitted with regard to access to employment, the allocation of roles and responsibilities, and career progression at all levels of the company hierarchy.

10. RELATIONS WITH GOVERNMENTS AND PUBLIC INSTITUTIONS

Relations with governments and public institutions are reserved exclusively for those company departments authorised to establish and manage such relations, in accordance with the provisions of the relevant service orders and the procedures currently in force.



11. RELATIONS WITH POLITICAL AND TRADE UNION ORGANISATIONS

Any participation on behalf of the Company and the payment, in the Company's name, of any contributions to associations of any kind must be duly authorised in accordance with the prescribed procedures and may, in any event, only be permitted in relation to organisations whose aims and objectives are consistent with the Company's economic, industrial, ethical and behavioural values.

The Company declares itself to be apolitical and non-partisan, respecting the views of all; therefore, every Employee is required to refrain from engaging in any political activity within the Company, in any form whatsoever.



12. RELATIONS WITH THE MEDIA

Information relating to the Company and intended for the media may only be disclosed by the company departments specifically authorised to do so, in accordance with the procedures currently in force for each specific matter.

Employees, should they be asked to provide information or give interviews, must notify Management and obtain specific prior authorisation.

In any case, the external communication of data or information must be truthful, transparent and complete, and must consistently reflect the Company's image and strategies, thereby fostering support for corporate policies.

13. ADMINISTRATION, FINANCE AND CONTROL

The strictest possible transparency in accounting is, at all times and under all circumstances, a top priority for the Company. Therefore, when preparing and maintaining accounting documents and data, as well as, in general, any records relating to administration, Employees must adhere to the strictest principles of transparency, fairness and accuracy.

“When preparing and maintaining accounting documents and data, as well as, in general, any records relating to administration, employees must adhere to the strictest principles of transparency, fairness and accuracy.”

14. ACCOUNTING AND INTERNAL CONTROLS

14.1 ACCOUNTING ENTRIES

Accounting transparency and the maintenance of accounting records in accordance with the principles of truthfulness, completeness, clarity, precision, accuracy and compliance with current legislation are fundamental prerequisites for effective control.

Adequate supporting documentation must be retained for every transaction, such as to allow for the easy reconstruction of the transaction and the identification of any liability.

Each Recipient is required to cooperate in the correct and timely recording of all management activities in the accounts. Recipients are also required to provide adequate supporting documentation when completing expense claims for which reimbursement is sought.

Furthermore, the Recipients undertake to fulfil, in a comprehensive and transparent manner, all tax obligations imposed on the companies of the Network by current legislation and to cooperate with all corporate control bodies.

The Recipients must also, when preparing tax returns and making payments, adhere to conduct that is not only legally mandatory but also essential in the context of the company's social responsibility.

14.2 INTERNAL CONTROLS

The functionality and efficiency of a complex structure such as that of the Group require it to operate effectively at all levels; to ensure this, a system of internal controls is in place, designed to monitor and guide the organisation of Nimax S.p.A. and every company within the Group.

It is the Network's policy to foster a culture characterised by awareness at all levels:

1. the need for checks;
2. the need for a mindset geared towards exercising control;
3. the value of internal audits for the contribution they make to improving business performance.

Internal controls refer to all the tools necessary or useful for directing, managing and monitoring the company's activities with the aim of ensuring compliance with laws and company procedures, protecting company assets, managing operations effectively, and providing accurate and complete accounting and financial data.

Each recipient, within the limits of their duties and the tasks assigned to them, is responsible for establishing and ensuring the proper functioning of the control system.

15. CONFLICTS OF INTEREST

Every employee has a duty to report promptly to management or their line manager any information that indicates or suggests a potential conflict of interest.

The Company respects the privacy of its Employees, including with regard to their personal activities in the economic and commercial sphere, provided that such activities do not conflict with the Company's interests or with the obligations undertaken as an Employee, or contravene the legislation, including regulations, concerning the prevention and suppression of insider dealing.

Every Employee has a duty to promptly report to their Line Manager or Supervisor any information that indicates or gives rise to a presumption of a potential conflict of interest.

The acceptance of any professional assignment offered by third parties must be assessed in advance with one's line manager and with senior management, in order to assess the existence of any incompatibilities or situations of prejudice. The use of company assets, except those expressly assigned as benefits by the company to Employees, is not permitted for personal use or interest.

16. CONFIDENTIAL INFORMATION

Employees are strictly prohibited from disclosing to third parties any information not in the public domain concerning projects, acquisitions, mergers, commercial strategies and, more generally, information relating to the Company or its owners, of which they have become aware; nor may they advise third parties, on the basis of such information, to carry out any kind of transaction on the financial markets.

It is prohibited to buy, sell or carry out other financial and commercial transactions, including through a third party, for the purpose of gaining an advantage where such transactions are based on or encouraged by the possession of confidential information or, in any case, information of which Employees have become aware by virtue of the performance of their duties within the Company.

Furthermore, Employees must not disclose to outside parties any information of any kind concerning the Company or the

Shareholders that is not known to the public or whose disclosure could, in any case, be prejudicial to their interests. Internal procedures regarding insider trading and internal dealing must comply with these general principles.

“Employees are strictly prohibited from disclosing to third parties any information not in the public domain concerning projects, acquisitions, mergers, commercial strategies and, more generally, any information relating to the Company or its ownership of which they have become aware.”

17. COMPLIANCE WITH THE PRIVACY ACT

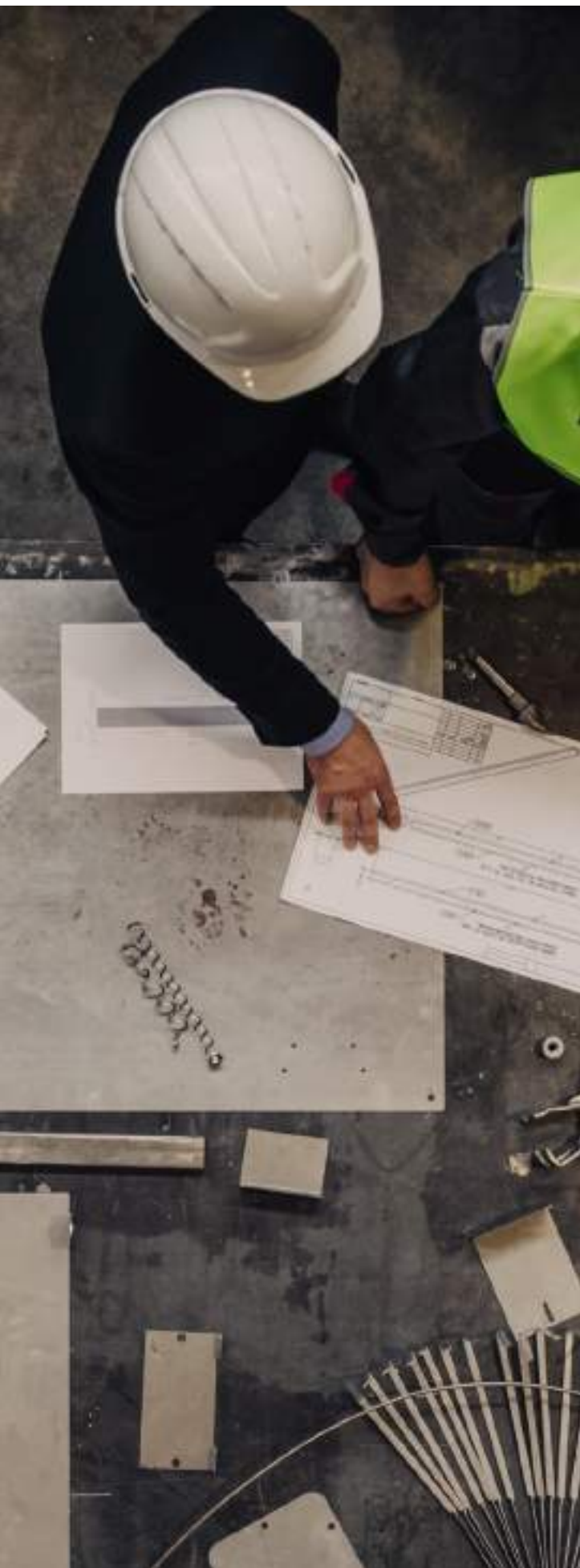
In the course of its activities, the Network processes the personal data of Employees and third parties.

The Nimax Network requires Employees to ensure, within the scope of their duties, that personal data subject to processing is handled in accordance with the legislation in force at any given time. To this end, the processing of personal data is permitted only to authorised personnel and in compliance with the Network's internal rules and procedures, which are established in accordance with current legislation.

All Employees must process personal data in full compliance with data protection legislation, in accordance with the guidelines provided to them by the relevant company representatives.

Personal data, which is processed solely by designated Employees, must be:

1. processed lawfully and fairly;
2. collected and recorded for specific, explicit and legitimate purposes, and used in other processing operations in a manner that is not incompatible with those purposes;
3. accurate and up to date;
4. relevant, complete and not excessive in relation to the purposes for which they were collected and subsequently processed;



5. stored in a form which permits identification of the data subject for no longer than is necessary for the purposes for which the data were collected and subsequently processed.

“Employees must process personal data in full compliance with data protection legislation, in accordance with the instructions provided to them by the relevant company representatives.”

18. HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION

The Company is committed to maintaining the highest standards of health and safety and to ensuring that all necessary measures are taken to prevent accidents and occupational illnesses. Each Recipient must therefore pay the utmost attention to the prevention of accidents and injuries, both for themselves and for their staff and colleagues. To this end, the organisation of work, equipment and production processes must be managed in such a way as to ensure compliance with current health and safety at work regulations.

All Employees must contribute to keeping the workplace in which they operate healthy and safe.

With regard to environmental protection, the Company operates in full compliance with all relevant laws and to the best of its ability, and is committed, as always, to taking all necessary measures to prevent any form of pollution. Optimising the use of energy resources to safeguard our planet, complying with legal obligations and best environmental practices, and designing and marketing products that minimise environmental impact are primary objectives of the Group's corporate policy.

19. COMMITMENT OF EACH EMPLOYEE

Each Employee must undertake, within their area of responsibility, to help ensure, amongst other things, that the Company:



conducts its activities in such a way as to avoid any risk to human health and safety, whilst respecting the environment, with a view to sustainable development and, in all cases, in accordance with the laws in force;



sells and supplies products and services which, when processed, used, stored or distributed, do not pose a risk to human health or the environment;



promotes an active and responsible policy on health, safety and environmental protection within the organisation.

20. SANCTIONS

Any breach of the provisions of this Code may result in disciplinary action being taken in accordance with employment law and the contractual provisions set out in the relevant National Collective Agreement for the staff concerned.



