



CODE OF ETHICS

2023

L&S Group

L&S Italia S.p.A. (parent company)

L&S Deutschland GmbH

L&S Lightning Equipment

L&S Lightning Corporation

Forma e Funzione S.r.l.

REGISTERED OFFICE:

8, Via L. Zanussi, Maron di Brugnera (PN)

www.ls-light.com

CODE OF ETHICS

L&S GROUP

Design

Innovation

Skill

VISION

"We share the dream of making the world a better place by enhancing sensations. We enthusiastically accept and make our own, every challenge, proud of being able to add value through lighting projects".

MISSION

"We create lighting solutions that offer freedom to plan and individual experience which allows our partners to set any challenge".

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Guiding principles

Sustainability Policies

Applying and adopting the Group's Code of Ethics. The Guidelines are its essence, further broken down into four specific policies: Health and Safety, Environment and Resources, Rights and Society, Quality and Responsibility.

UN Global Compact

Promoting a more inclusive and sustainable global economy, ensuring that members share, maintain and apply the Ten Principles in respect of human rights, labour standards, environmental protection and combatting corruption and supporting United Nations objectives, including the *Sustainable Development Goals* in their own sphere of influence

Sustainable Development Goals

On 25 September 2015, the United Nations General Assembly adopted Agenda 2030 for sustainable development which sets out into 17 goals - *Sustainable Development Goals* (SDGs) - and 169 *targets*. The SDGs and the respective targets specify global priorities for 2030, also applicable to business, and lays out an integrated plan for people, the planet, prosperity and peace.

This Code of Ethics defines the body of **principles** and the fundamental **rules of conduct** to which the L&S Group (the "**Group**"), comprising L&S Italia S.p.A. (parent company), L&S Deutschland GmbH, L&S Lightning Equipment, L&S Lightning Corporation and Forma e Funzione S.r.l. ("**Group Companies**") abide by. These principles and rules, together with the later adoption of an orientation towards Sustainability Policies as regularly updated, ensure the successful sustainability of the Group, contributing to adding value stretching over the long term.

The Group is guided by and promotes, in its sphere of activity, values aligned with the most advanced international practices in terms of governance, *inter alia* the Global Compact of the United Nations, being the greatest strategic *corporate responsibility* initiative. The Group maintains its support for the Ten Principles and intends making its contribution to the Sustainable Development Goals as well as the wider aims of the United Nations.

To this end, the Group fully embraces a strategy of sustainability through policies, management, operational methods, and initiatives according to its own needs, contributing to the promotion of a healthy inclusive sustainable global economy, respecting human and workers' rights, capable of protecting the environment and actively involved in ensuring the integrity of every aspect of its business.

Observing these principles and the provisions of the Code of Ethics is essential conduct that binds administrators, employees, partners and all those work in any role with the Group in all internal and external relationships with the Group Companies

In particular, the members of the Boards of Directors of the Group Companies are expected to abide by the principles of the Code in setting objectives, planning investments and implementing projects as well as any decisions or actions regarding managing operations; equally, the managers, in putting into effect management directives, must be guided by the same principles, both internally, thus ensuring compliance and the joint spirit of collaboration, and also towards third parties who come into contact with Group Companies.

Vision, Mission, and Values

L&S Group is a leader in the production and distribution of lighting solutions and LED systems developed for residential, industrial, and retail applications. L&S Group is distinguished by its international footprint, with a direct presence in key markets for the lighting industry.

VISION

"We share the dream of making the world a better place by enhancing sensations. We enthusiastically accept and make our own, every challenge, proud of being able to add value through lighting projects".

MISSION

"We create lighting solutions that offer freedom to plan and individual experience which allows our partners to set any challenge".

VALUES

Integrity: lawfulness, compliance with norms and voluntary codes are indispensable elements. Fairness, honesty, and loyalty in relations with every stakeholder, both internal and external. Transparency and proactiveness in the disclosure of information and confidentiality in processing sensitive data. Combatting corruption, fighting money laundering and organised crime.

Excellence: financial, human, and organisational resources dedicated to adding value and to competitiveness. Management and operational efficiency, shared skill, networking, and strategic partnerships to support the Group's growth and its internal supply chain.

Inclusion: internal and external relations characterised by respect, trust, and *duty of care*, where sexual, age, nationality, health status, political opinions, race, religious beliefs, and any other diversity characteristics add value, contributing knowledge and experience for the benefit of the whole organisation and the collective.

Responsibility: sustainability as the transformative tool for success and continual growth, combining economic performance, ethics, conservation and enhancement of nature's resources and improvement in quality of life for present and future generations.

Innovation: technologies for the protection of tradition, digital transformation, *avante garde* research, openness to change, a proactive and dynamic approach which looks at the world from a different perspective and aims at individual and societal growth.

"We came into being in Italy in 1977 to satisfy the needs of the furniture sector and we became, in a very short time leader on the international stage. Thanks to the high degree of quality in our production activities and continual investment in technological research, we progressively widened our presence in international markets: in Germany in 2002, in China in 2006 and in the USA in 2011. Presently, the Group employs more than 400 staff and operates in more than 50 countries. The Italian plant extends over an overall space of 24 500 sq. m. where the administration offices, production, logistics, commercial, and the Research & Development division facilities are located. The office in Germany with its commercial branch and concentration on technology contributes to the company's expansion in the European market. The USA with their specialised knowledge and China, specialising in electronics and mechanical applications, are developing their market of reference and are a logistical centre for international clients".

Scope of application

Corporate Bodies

Boards of Directors, Statutory Auditors, Board Committees.

Personnel

Employment contracts of any type and class whatsoever, including in respect of management, project development staff, part-time staff temporary staff, internship and partnership contracts and those contractually bound by subordination restrictions.

Partners

Those who are contractually bound or by mandate, act on behalf of and for Group Companies (consultants, intermediaries, under special power of attorney).

Third Parties

Those who engage in commercial relations with Group Companies such as suppliers, clients, investment partners and beneficiaries of corporate social initiatives, donations and sponsorships.

The persons to whom the Code of Ethics is addressed, except where otherwise expressly stipulated in individual sections of this document, are members of the Corporate Bodies, Employees, Partners of Group Companies and Third Parties.

The Code of Ethics comprises the principles and norms to which Personnel shall adhere, also in respect of the provisions of the National Labour Collective Bargaining agreements regarding standards of conduct and disciplinary measures. Compliance with the provisions of the Code of Ethics is required for employment contracts of any type and class whatsoever, also in respect of management, project development staff, part-time staff and those contractually bound by subordination restrictions.

For members of Corporate Bodies, adherence to the Code of Ethics is a precondition for inclusion in or for continuation of relationships with the Group.

The application of the Code of Ethics to Partners and Third Parties is effected through the signature of a declaration and/or in sections in the contracts, mandates, appointments or partnership agreements which bind them to the company, through the appropriate clauses which require persons to comply with the Code of Ethics and formalise penalties for breaches of these undertakings.

Protection and promotion of persons

INCLUSIVE WORK ENVIRONMENT

The Group believes in people as being an essential element for corporate success. To this end, in all its activities a work environment free of all forms of discrimination or abuse, in which mutual respect and collaboration and reciprocal support can help fully develop the potential of human capital is encouraged. In particular, Group Companies:

- reject all forms of forced or child labour;
- reject any conduct comprising physical or psychological violence, duress, harassment, bullying or conduct considered as acts of ganging-up or harassment;
- reject any kind of sexual harassment in whatever form and, irrespective of legal definitions, deem any conduct or behaviour which could cause uneasiness or fear in the other person, unacceptable and forbidden;
- ensure work relations are characterised by fairness, equality, non-discrimination, attentiveness and respectful of personal dignity;
- promote equal opportunity, especially between sexes, for all employees and candidates;
- respect workers' rights and rights to unionise, in particular freedom of association and collective bargaining, and also via responsible and constructive dialogue with workers' organisations which favour a reciprocal climate aligned with principles of fairness, transparency and participation;
- adopt selection and assessment processes based on criteria of merit, competence and viable and achievable objectives;
- acknowledge equal treatment for fulfilment of roles, responsibility and results achieved and promote a fair redistribution of the value created.

Relationships with Personnel are prioritised following values of fairness, loyalty, transparency and are governed, in contractual terms, in accordance with the current labour relations norms in the various countries.

The values expressed in the Code of Ethics comprise the rules of conduct by which professional and personal relations in the company shall be bound. In no circumstances shall the pursuit or realisation of private or corporate interests in breach of the law, regulations, sectoral standards, internal procedures and control systems be permitted.

All Group Companies' personnel shall contribute in a concrete fashion towards the achievement of corporate goals, adhering to the values and the rules of conduct stipulated by the Code of Ethics. Relationships between the various levels of responsibility shall be governed by loyalty and fairness.

UN Global Compact

Principle I: all companies are required to promote and respect universally acknowledged human rights in the scope of their respective spheres of influence.

Principle II: all companies are required to ensure, that, even indirectly, they are not complicit in human rights abuses.

These principles derive from the Universal Declaration of Human Rights, or the minimum international standards for the protection of individual rights and freedoms. These fundamental provisions are today deemed to be the basis of international law. Principles of equality, life and security, personal, economic, social and cultural freedom are deemed as international customary law,

Principle III: it is incumbent on all companies to uphold workers' freedom of association and the right to collective bargaining.

Principle IV: all companies are required to ensure the elimination of all forms of forced or compulsory labour.

Principle V: all companies are required to ensure the effective elimination of child labour.

Principle VI: all companies are required to ensure the elimination of all forms of discrimination in employment and profession.

These principles were drawn from Declaration of the International Labour Organisation on the Fundamental Labour Principles and Rights, that require all States member of the ILO to apply its principles in accordance with the conventions on which it was formed. This is an approach that all states, irrespective of their economic, cultural values, development status and the number of ILO Conventions they have ratified, shall apply, to promote and implement these fundamental principles and rights.

DIVERSITY AND THE CULTURE OF PLURALITY

The Group, in its own organisation, promotes and upholds labour conditions and interpersonal relations that encourages the inclusion and valorisation of different cultures and lifestyles, starting with respect for sexual characteristics, sexual orientation, age, nationality, health status, political opinions, race, religious beliefs and any other diversity.

The Group deems plurality and diversity as sources of enrichment and a resource for human development, respects and appreciates the unique contribution each individual makes to the corporate endeavour, creating an inclusive work environment which recognises individual dignity, appreciates each person's contribution and honours the power of diversity.

The Group's Companies require of all Recipients, conduct that conveys and strengthens diversity values, avoiding and penalising any form of discrimination. Moreover, they maintain organisational models that enhance cooperation between people of different cultures, outlooks and experience and adopt training, communication, behavioural and operational methods that contribute to developing an internal culture towards inclusive models to actively embrace all diversities.

In particular, in upholding the specific undertaking towards equality between sexes, deemed an indispensable element for the professional growth of the Group, Group Companies promote all the activities included in the Women Empowerment Principles.

Women Empowerment Principles (WEP)

Promoted by the UN Women and by the Global Compact of the United Nations, they oblige signatories to promote equality between the sexes and women's empowerment in the workplace, in the economy and in the community.

1. Establishing a corporate culture and managerial leadership of the highest quality aiming at the equality between men and women.
2. Equal treatment of men and women in the labour market – maintenance and promotion of Human Rights and non-discrimination.
3. Ensuring psychological and physical health and wellbeing for all workers in their activities.
4. Promote personnel and professional training as well supporting women in the course of their careers.
5. Promotion of entrepreneurial skills in women, recognition of their role in Human Relations and honour their dignity in any form of marketing.
6. Promotion of equality through shared initiatives and advocacy programmes.
7. Assessment and publication of progress made in equal treatment of women at work.

PROFESSIONALITY AND CONTINUING EDUCATION

The Group appreciates the entirety of relationship, intellectual, organisational and technical skills and each person is deemed a strategic resource, to be cared for and valued so that individual aptitudes will be fulfilled and recognised, including through proper professional upskilling courses. Thus, the development of a culture based on sharing knowledge, that values the conduct and contributions of each person, is encouraged.

The Group Companies believe in continuing education as a tool for personal enrichment, the spread of ethical values, organisational integration and promotion of change and innovation.

HEALTH, SAFETY AND WELLBEING

The Group encourages a healthy and safe work environment. Moreover, beyond mere compliance with the law, activities for the development of a health and safety culture built on managerial leadership and a solid management system, are upheld throughout Group activities to ensure, and maintain, the psycho-physical element for all personnel who work with, have access to, or are present in the Group Companies' facilities and buildings.

A similar approach is adopted in building and maintaining an inclusive and motivating work environment for staff wellbeing.

All Recipients are expected to ensure complete compliance with legal norms, internal procedures and all other provisions aimed at avoiding risks to safety for themselves and for others and to ensure safeguarding health and cleanliness in the workplace.

Responsible relations with stakeholders

SHAREHOLDERS AND INVESTORS

The Group considers that it is essential to maintain constant dialogue with shareholders, investors and, in general, with the market so as to provide a systematic distribution of comprehensive and timeous information on its activities, its only restriction being considerations of confidentiality that such information may contain.

As regards the Vision, Mission and Values, which guide strategies and the investment flow, Group Companies ensure:

- transparent, clear, precise and full communication of information regarding the development of the company and its performance;
- sharing of information with all shareholders and investors, without discrimination or favouritism. Such information is made available through several channels, including the institutional website where mandatory reports are regularly published as well as the principal corporate documentation;

The Corporate Governance system, besides constituting an essential tool for the sustainable success of Group Companies, which contributes to the creation of shared values over the long term and ensures effective management, added value for shareholders, the avoidance of business risks and transparency vis à vis the market for Group Companies.

PUBLIC ADMINISTRATION AND INSTITUTIONS

As regards its own activities, the Group intends promoting constructive and transparent dialogue with Institutions and the Public Administration, to foster better reciprocal understanding in the ambit of dialogue between the public and private sectors underlying the development of the entrepreneurial spirit.

Giving, offering, or promising, even indirectly, money, goods, services, benefits, or favours (also relating to job opportunities) which are not due to civil servants and public service employees to influence decisions regarding relations from which Group Companies could gain any advantage, are prohibited.

Moreover, establishing personal relations with Public Administration staff solely for the purpose of exercising improper influence and wrongful interference in decisions relating to the Group's Companies as counterparties, is prohibited.

Those who, in the scope of their duties, have built up lawful relationships with the Public Administration and Public Institutions, have the duty to first ensure, with the necessary diligence, that what is declared or certified, in the interests of or on behalf of Group Companies, is true and accurate.

JUDICIAL AUTHORITY AND SUPERVISORY AND CONTROL AUTHORITIES

Relations with the judicial authority and supervisory and control authorities are marked by the utmost collaboration and transparency.

The Group undertakes to collaborate with the judicial authority and supervisory and control authorities, in whatever inquiries may be launched in regard to itself or its commercial partners, making sure it places no obstructions, actively or passively, in the way of institutional activities.

In particular:

- applying pressure on persons called upon to make statements before the judicial authority and Control Authorities aimed at inciting them not to make statements or to make untrue statements, is prohibited;
- assisting anyone who has committed a punishable offence to avoid investigations by the Authorities or to circumvent their investigations, is prohibited.

As far as periodic communications and disclosures and specific relations are concerned, the Group's Companies warrant the completeness and accuracy of as well as the objectivity of assessments provided in the disclosures transmitted, fulfilling the relevant requirements within the anticipated expiry time set by statute, or required by the Authorities.

Giving, promising, or offering, even indirectly, to representatives of the judicial authority or of the supervisory and control authorities, money, goods, services, benefits, or favours (also relating to job opportunities) to obtain undue favourable treatment or outcome during controls, inspections, or investigation of documents, is prohibited.

POLITICAL AND TRADE UNION ORGANISATIONS

Participation by Staff in political organisations shall take place outside work hours and without any connection with functions performed at Group Companies.

Group Companies recognise and support the right of participation in trade union activities under current rules and collective bargaining agreements.

Group Companies shall refrain from exercising any direct or indirect pressure on political figures to obtain undue advantage. Any payment of direct or indirect contributions in cash, in kind or other form to political parties, committees, other political organisations and trades unions shall be made within the statutory framework and with the requisite legal transparency and recorded in terms of internal accounting procedures.

MEDIA

The Group recognises and appreciates the informative role the Media and analysts play in regard to the financial education of and communication with the public.

These are objectives to which Group Companies aim to contribute, by collaborating fully with information bodies, appreciating their reciprocal roles.

Communication by Group Companies to information bodies shall be truthful, clear, transparent and shall be articulate, accurate and in compliance with corporate policies and programmes, solely constrained by the requirements of the confidentiality present in such information.

Staff members or partners invited in the name of or as representatives of any Company, to participate as speaker at conventions, congresses, or seminars, or to draft articles for public consumption, shall express opinions and positions in line with those of the Group in the content.

Strategies and promotional practices must comply with the values expressed in the Code of Ethics. Group Companies manage information published on the institutional website to make it a comprehensive and effective tool and in line with the market's informational expectations.

GLOBAL AND LOCAL COMMUNITIES

The Group considers that its relationship with the country is of overwhelming importance. Beyond upholding shared values in the sphere of investment, it supports initiatives launched by associations, foundations and non-profit organisations in terms of culture, society, the environment, health, sport, theatre and arts.

Financial support is dedicated only to events or entities which are assured to be reliable and, do not participate in activities which could jeopardise the values and principles set out in the Code of Ethics.

SUPPLIERS

Suppliers are made aware that they should perform their activities in accordance with the conduct standards stipulated in the Code of Ethics. The Group, in protecting its own operational efficacy and safeguarding its own resources, image and reputation, does not maintain relations with persons who do not intend, and have not shown, that they operate in accordance with current norms and in compliance with the values expressed in the Code of Ethics.

Suppliers are chosen through transparent and objective evaluations concerning their professionalism and their business structure, and taking into account quality, price and the method of delivery of goods or provision of services.

Suppliers are also chosen according to their ability to ensure they abide by their obligations to maintain confidentiality which is required by the nature of the service provided.

Giving, promising or offering, even indirectly, money, goods, services, or any other benefits by the Recipients which cannot be adequately justified under the contractual terms of the relationship with the Supplier, or which is aimed at obtaining undue favourable treatment for Group Companies, is prohibited.

The acceptance of promises or receipt of money, goods or other benefits from the Supplier by the Recipients for the performance of acts in breach of the duty of loyalty or obligations intrinsic to their office or with the sole aim of favouring the Supplier in respect of Group Companies, is prohibited.

CLIENTS AND CONSUMERS

The Group ensures in all its activities, in particular in regard to services and products destined for *business* or *consumer* markets, whether national or international, that its commercial policies and strategic choices are aligned with the *best practice* principle and with principles of professional loyalty towards clients and consumers.

Commercial initiatives, aimed at promoting the company and encouraging the purchase of its products or services, shall be undertaken in accordance with the norms governing consumers' interests and client satisfaction. Moreover, clients and consumers must organise complete, up-to-date, warranted and transparent information about the quality and specifications of the products and services, including, where necessary, elements relating to social responsibility and environmental protection.

Supplier code of conduct

L&S promotes, in all Group Companies, the adoption of a Code of Conduct for Suppliers which, besides current norms, aligns with the values expressed in the Code of Ethics, with the directives included in the Sustainability Policies and, in general, all the requisite elements for the process of *responsible sourcing*, such as human and labour rights, health and safety, environment, animal wellbeing, safety and quality of products and services, *business integrity* and protection of privacy and intellectual property.

This is not only to allow free and informed choice, but also to encourage healthy lifestyles and responsible consumption.

COMPETITORS

The Group believes in the value of free and fair competition as an essential instrument for the development and determination of the best product in all spheres in which it operates. To this end, it works with maximum transparency in accordance with current anti-trust norms and with full fairness towards its competitors.

In contacts with third party companies or with competitors, the Recipients shall refrain from providing confidential information, disclosures or data that could lead to initiatives or conduct in breach of the norms and legislation regarding market protection and competition.

REPRESENTATIONAL ORGANISATIONS

The Group considers active participation in representational sectoral, professional, mandatory or voluntary, governmental or non-governmental organisations as an opportunity to promote, share and strengthen its own ethical practices.

Recipients who represent Group Companies in such organisations are expected to conduct themselves, in making statements and in any other active contribution in accordance with the principles and rules of the Code of Ethics and any related documents such as the Sustainability Policies.

Commitment to the environment

CARE OF THE ENVIRONMENT

The Group undertakes to abide by current norms regarding care and protection of the environment and to prevent, reduce, mitigate and off-set the footprint of Group activities on the environment and living creatures. Furthermore, the Group recognises the need for a proactive transition to an economy of renewables, caring for sentient beings in nature and with low carbon content, capable at the same time of enhancing social value.

Group Companies, carry out in all their activities based on the particularities of each sector, policies and actions in respect of the environment aimed at:

- adopting measures to reduce, mitigate and offset the environmental footprint produced by their activities;
- prioritising the adoption of measures aimed at preventing any harm to the environment through risk prevention programmes and to continuously improve the technologies used and management and control practices going even beyond the requirements and frameworks stipulated by current norms;
- promoting responsible use of natural resources and the reduction of consumption;
- ensuring transparency towards Stakeholders and, specially, towards the community and the area in which they carry out their industrial operations;
- encouraging the adoption of international best practices for industrial processes, for the highest standards of quality, health, safety, care for the environment and policies for process and product innovation towards sustainable solutions for responsible lifestyles and consumption;
- actively contributing to facing global challenges such as climate change, the conservation of biodiversity and the preservation of non-renewable resources.

UN Global Compact

Principle VII: all businesses are required to support a precautionary approach towards environmental challenges

Principle VIII: businesses are required to undertake initiatives to promote greater environmental responsibility

Principle IX: businesses are required to encourage the development and diffusion of environmentally friendly technologies

The three principles on protection of the environment contained in the Global Compact were drawn from the UN's International Declaration of Principles and Sustainable Development Agenda (Agenda 21) determined by the UN Conference on the Environment and Development held at Rio de Janeiro from 3 to 14 June 1992. Chapter 30 of Agenda 21 proposes the concept that business and the corporate world must play a fundamental role in safeguarding natural resources and the environment. Specifically, businesses should contribute by using cleaner production methods and by more responsible corporate management.

Integrity and compliance

LAWS AND NORMS

UN Global Compact

Principle X: businesses is required to combat corruption in all its forms, including extortion and bribery

Combating corruption is one of the biggest challenges facing the world. Corruption in effect constitutes a great obstacle to sustainable development and democracy and has a devastating effect especially on the poorest communities. The impact of corruption on the private sector is considerable - it stunts economic growth, distorts competition between businesses and creates serious legal and reputational risks for businesses.

The international fight against corruption has recently received a boost as a result of the adoption by the Organisation for Economic Cooperation and Development (OECD) of the OECD Convention on the Combating of Bribery of Foreign Public Officials in international transactions and as a result of the entry into force in December 2005 of the first international instrument adopted globally: the UN Convention Against Corruption (UNCAC).

The Group adopts, as an indispensable value in its operations, respect for the principle of legality and to current legislation in Italy as well as wherever it operates internationally, including to the applicable technology standards.

To this end, Group Companies endeavour to ensure that everyone is aware of the requirements arising from current legislation in the areas in which they are active, both domestic and international, and of the internal governance standards applied. Each person, as regards their own position, mandate or as regards the type of relationship they maintain with Group Companies, must be aware of their own responsibilities and understand the conduct expected of them.

COMBATING CORRUPTION

The Group prohibits and condemns any form of corruption, bribery, extortion, and influence trafficking, whether in the private or the public sector, and adopts prevention and control measures to avoid the commission of such offences in the exercise of its own business.

COMBATING THE PHENOMENON OF MONEY LAUNDERING

The Group acts in compliance with the principle of maximum transparency in business and financial dealings and provides for the most suitable instruments to combat the phenomenon of money laundering and the use of the proceeds of criminal activity both domestically and internationally.

COMBATING ORGANISED CRIME

The Group condemns any form of domestic or international organised crime and takes suitable steps to prevent the danger of involvement, through relationships and activities of any kind entered into for any reason and in any way, even in the form of assistance and help, with such organisations.

For these reasons, Group Companies do not enter into business, partnership or investment relationships with persons, either physical or juridical, who are known or suspected of involvement in terrorism or organised crime, by not providing finance or undertaking any activity relating to such organisations.

CONFLICT OF INTERESTS

The business of the Group's Companies is conducted for the benefit of its own Stakeholders based on the principles of integrity, fairness, loyalty and transparency. In no circumstances can the interests of one party prevail to the detriment of the overall and shared interest.

In the event of a conflict of interest, Group Companies undertake to manage the situation in accordance with legal rules, internal *governance* and the principle of transparency.

Members of the Corporate Bodies conduct themselves in accordance with the concept of autonomy and independence in respect of Public Institutions, business and political institutions as well as in respect of any physical or juridical person. It is specifically required of Corporate Bodies:

- to assess and notify the management and control bodies of any real or potential conflict of interest or incompatibility with positions, assignments or positions outside and within Group Companies;
- to avoid taking actions which might cause damage to Group Companies and participating in the approval of resolutions in the organs to which they belong for objectives which have characteristics, even potentially, of types of conflicts of interest;
- to avoid using confidential information of which they may have knowledge by reason of their functions or their position to obtain personal advantage, either directly or indirectly, or to allow third parties to gain such advantage.

Group Companies' staff, while undertaking to adhere to the duties of transparency of loyalty in carrying out their functions, may not:

- take on occupations of employment with third parties, or assume consultancy assignments or other responsibilities for the account of third parties without prior authorisation from Group Companies;
- assume decision-making or operative roles if they may be influenced by personal interests such as to jeopardise impartial decision-making;
- take personal advantage of business opportunities of which they may become aware in carrying out their own functions.

PRIVACY

The Group's Companies undertake to process confidential personal data and information which is gathered in carrying out its activity in accordance with statutory requirements and in terms of applicable best practices.

Therefore, Group Companies protect the right of privacy of Persons, clients, suppliers, trade partners and all those with whom they maintain relations, using the data only for defined and appropriate purposes.

TRANSPARENCY, FAIRNESS AND COMPLETENESS OF INFORMATION

The group takes maximum care in placing accurate, timeous, and full information at the disposal of all stakeholders concerning Group Companies' performance.

This principle applies to financial and non-financial statements, in terms of consolidated and verified accounting principles, and to all public documents issued by the business, to provide a true and exhaustive overview of its position.

Company resources and assets

RESPONSIBLE USE OF COMPANY ASSETS AND IT SYSTEMS

Each Recipient is required to act diligently in a way that protects company goods and avoids improper use which could result in damage, loss of efficiency and in any event contrary to corporate procedures.

Everyone is responsible for the protection of company assets and the use of the IT systems placed at their direct disposal.

The use of the internet and electronic messaging from corporate accounts shall only relate to matters concerning work activities.

CONFIDENTIALITY, CORPORATE INFORMATION, AND INTELLECTUAL PROPERTY

Corporate information and documentation are one of the main assets of Group Companies and, thus, of each stakeholder and the unauthorised distribution thereof may result in both financial and reputational damage.

Except in matters which are governed by statutory provisions, Personnel and partners are required to maintain the utmost confidentiality of documentation and, in general, of disclosures and information regarding investment plans and company operations.

Personnel and Partners may not use information and documentation accessible through their functions for use, which is not professional, and are expected to strictly comply with requirements of professional, commercial, or industrial secrecy. Confidential information may only be shared in the scope of corporate business with those who can show they need it for work reasons.

All Recipients are prohibited from making any type of personal investments, either directly or through intermediaries, which depend on knowledge gained from confidential company disclosures or privileged information.

REPUTATION

All Addressees, and especially Corporate Bodies and Personnel, have a duty to protect the reputation of the Group in terms of the principles of the Code of Ethics and safeguard its relational capital in taking account of stakeholder expectations.

This also means that use of the brand must fully align with the Corporate Vision, Mission, and Values, including activities on social networks, or, in any event, in the public domain, and must not damage the reputation of the Group's Companies, even potentially.

Implementation and control mechanisms

PROMOTION, DISTRIBUTION AND TRAINING

The Group undertakes to assure all stakeholders that the distribution and spreading of awareness of the Code of Ethics and associated documents will be effected at least via publication on the institutional website.

Group Companies undertake to implement specific training programmes for Corporate Bodies and Personnel, aimed at ensuring, and maintaining over time, a proper awareness of the Code of Ethics. Training activities are mandatory for those for whom it is intended.

The Code of Ethics is, moreover, shared with counterparties in the process of exchange of documentation in the course of defining investments.

ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL IN TERMS OF LEGISLATIVE DECREE 231/01

The Code of Ethics is a prerequisite for, and an integral part of, the Organisational, Management and Control Model adopted by Group Companies in terms of and pursuant to Legislative Decree No. 231 of 8 June 2001.

Any Supervisory Body, appointed by the relative Board of Directors, in term of Legislative Decree 231 of 8 June 2001, is expected to monitor compliance with the Code of Ethics.

The Boards of Directors of Group Companies are required in their resolutions and actions to promote in their own business and ethical climate in accordance with values expressed in the Code of Ethics.

The operational implementation of the rules of conduct of the Code of Ethics is the responsibility of the Directors who are tasked therewith and the entire personnel of Group Companies, each within their own sphere.

It is the duty of the parent company's Board of Directors, also as the result of corrective or ameliorative operations proposed by the Supervisory Board, to update the Code of Ethics to keep pace with civil or social perceptions or changes in the rules and practices applicable.

DISCLOSURES

The Group adopts measures deemed the most appropriate to facilitate the timely disclosure of breaches of the Code of Ethics, guided by the principles and provisions of Act No. 179 of 30 November 2017 concerning Whistleblowing.

The duty of disclosure involves members of the Corporate Bodies, Personnel and Partners and relates to acts or conduct in breach of the Code of Ethics of which they have direct knowledge, or which has come to their attention through communication with others, including Third Parties.

Disclosures may also be anonymous. A disclosure must, as far as possible, be substantiated and grounded in fact.

Disclosures in each Company should be made through the disclosure channels indicated. The channels for disclosure guarantee the protection and confidentiality of the identity of the whistleblower.

The Group prohibits any direct or indirect act of retaliation or discrimination against the whistle-blower for reasons associated, directly or indirectly, with the disclosure, even if the disclosure may prove unfounded and without merit.

The Group reserves the right to take any action against anyone who, intentionally or with gross negligence, makes untrue disclosures or disclosures aimed at harming Group Companies, their Corporate Bodies or Personnel.

DISCIPLINARY SYSTEM

The Group rejects any conduct contrary to the provisions of the Code of Ethics, even if the conduct is intended to be in the interests of Group Companies, or with the intention of gaining an advantage for them.

The disciplinary system is applicable for breaches of the Code of Ethics in terms of the Organisational, Management and Control Models of each of the Group Companies, to which they refer.



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