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ORGANISATIONAL MODEL MANAGEMENT AND CONTROL EX D.LGS 231/01 S3K s.p.a.

## ETHICAL CODE



S3K S.p.A. | SECURITY OF THE THIRD MILLENNIUM - Viale dell'Università, 25 - 00185 | Roma (Italy)

C.S. i.v. Euro 261,904.70 - C.F. and VAT: 15379561002



## 1. INTRODUCTION

This document, called "Ethical Code" (*hereinafter also "Code"*), defines the commitments and ethical responsibilities in the conduct of business and business activities undertaken by S3K s.p.a. (hereinafter also the "Company").

The Code also aims to introduce and make binding in the Company the principles and rules of conduct relevant to the reasonable prevention of the crimes indicated in D. Lgs. n. 231/2001.

The Code, considered as a whole and together with all the specific implementation procedures reported in the Organization, Management and Control Model, must be considered an integral part of the contracts to be concluded. The violation of its provisions will therefore constitute an offence and, as such, will be prosecuted and sanctioned by the Company and may result in compensation for the damages caused to it.

In fact, the signing of this Code or of an extract thereof or, in any case, the adherence to the provisions and principles contained therein represent a *condition sine qua non* of the conclusion of contracts of any kind between the Company and the employees, employees and suppliers who lend their business to it; the provisions so signed or, in any case, approved, also for concluding facts, constitute an integral part of the contracts themselves.

Because of the above, any breach by third parties of specific provisions of the Code, based on their gravity, may legitimise the withdrawal by the Company from existing contractual relationships and may also be identified *ex ante* as causes for automatic termination of the contract.

## 2. MISSION

**S3K s.p.a.** is a limited company, based in Rome, Viale dell'Università 25, and operating in

*Integrated cyber security services sector.*

In particular, the Company supports public and private entities in the definition and implementation of their security strategies, in the design of infrastructures and secure processes at the origin, paying particular attention to the awareness and training of the people involved in the services provided to the market.





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## ORGANISATIONAL MODEL MANAGEMENT AND CONTROL EX D.LGS 231/01 S3K s.p.a.

The services provided by the Company are developed in the fields of *Security & Intelligence, Cyber Security & Professional Services and Critical Infrastructure Protection*.

### 3. ADOPTION OF THE ETHICAL CODE AND ITS ADDRESSEES

The Code is addressed to members, the Board of Directors, Function Managers, workers, consultants, suppliers, prosecutors and any other entity that may act in the name and on behalf of the Company (hereinafter also "Recipients"). In this sense, when concluding contracts or agreements with employees or other third parties, the Company provides their interlocutors with a copy of this Ethic or a significant extract thereof.

The Addressees of this Code are required to learn its contents and to respect its precepts, both in intra-company relations, as well as in relations with parties outside the Company and, in particular, with Public Administrations and other Public Authorities.

### 4. VALUES

**S3K s.p.a.** acts inspired by the highest standards of ethics and honesty: the behavior of the Recipients must be based on respect and equity towards colleagues, customers, suppliers and potential business partners.

The Company aims at constant improvement through the search for innovation and the generation of new ideas in the context of sustainable growth.

### 5. RULES OF CONDUCT

The Addressees of the Code (i.e. directors, employees and those who, regardless of the legal qualification of the relationship, operate under the direction or supervision of the Company) they must behave correctly and transparently in the performance of their duties.

Each Recipient is required to know the provisions contained in the Code or recalled by the same, as well as the reference legal rules governing the activity carried out within the scope of its function, which constitute an integral part of the work performed by each person.

In the event that there is news of alleged unlawful conduct, each Recipient is required to notify the Supervisory Body, established pursuant to D. Lgs. m. 231/2001 at the same time as the adoption of the Organization, Management and Control Model.





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## ORGANISATIONAL MODEL MANAGEMENT AND CONTROL EX D.LGS 231/01 S3K s.p.a.

Recipients are also obliged to:

- a) refrain from conduct contrary to such provisions and rules;
- b) contact the Supervisory Body for the necessary clarifications on the application of the Code or the reference regulations, as well as to report, where necessary, any news about possible violations of the Code;
- c) cooperate with the Company in the event of any investigation aimed at verifying and possibly sanctioning possible violations.

Any person who, acting in the name or on behalf of the Company, comes into contact with third parties with whom the Company intends to enter into commercial relations or relationships of an institutional, social, political or whatever nature has the obligation to:

- a) inform those parties of the commitments and obligations imposed by the Code;
- b) require compliance with the obligations of the Code in the performance of their activities;
- c) take the necessary internal initiatives in the event of a refusal by third parties to comply with the Code or in the event of failure or partial execution of the commitment to comply with the provisions of the Code.

Each Recipient is obliged to work diligently to protect the Company's assets from improper or incorrect use.

All Recipients are obliged to avoid any activity or situation of personal interest that may constitute or may constitute, even potentially, a conflict between individual interests and those of the Company. In the event that situations of conflict of interest, including potential, are identified, both internal and external to the business, each involved party is required to refrain from engaging in conflicting conduct by giving timely notice to the Supervisory Body, which is responsible for assessing the existence, on a case-by-case basis, of any incompatibility or injury.

**S3K s.p.a.**, while not discriminating, directly or indirectly, on grounds of trade union, political, religious, racial, language or sex, does not establish any employment relationship with persons without a residence permit or with an irregular residence permit.





## 5.1. SAFETY, HEALTH AND THE WORKING ENVIRONMENT

**S3K s.p.a.** pays particular attention to the creation and management of suitable environments and workplaces from the point of view of the safety and health of workers in accordance with national and international directives on the subject.

In order to guarantee safety in the workplace, the Company inspires its conduct to principles and criteria considered necessary and priority with respect to organizational and production needs. In particular, it shall make constant efforts to:

- to avoid risks;
- adequately assess risks which cannot be avoided;
- take account of the degree of technical progress;
- replace what is dangerous with what is not dangerous or which is less dangerous;
- to plan prevention, aiming at a coherent whole integrating technology, work organisation, working conditions and the influence of factors in the working environment;
- implement specific rules to prevent the spread of epidemics in accordance with emergency regulatory provisions;
- give appropriate instructions.

These principles shall be used to take the necessary measures for the protection of health and safety at work, including activities relating to the prevention of occupational risks, information and training, and the provision of the necessary organisation and resources.

## 5.2. ANTICORRUPTION

**S3K s.p.a.** does not tolerate any corruptive behaviour towards public or private subjects, both on the active and passive sides.

## 5.3. GIFTS AND BENEFITS

No form of gift that can only be interpreted as exceeding normal commercial practices or courtesy or in any case aimed at acquiring preferential treatment in the conduct of any activity connected to the Company is allowed. This prohibition applies both to gifts promised or





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## ORGANISATIONAL MODEL MANAGEMENT AND CONTROL EX D.LGS 231/01 S3K s.p.a.

offered both those received, meaning for gift any kind of benefit. The Company shall refrain from practices not permitted by law, commercial use or ethical codes, if known, of the companies or entities with which it maintains relations.

### 5.4. TRANSPARENCY IN ALL TRANSACTIONS AND ACTIVITIES

Every transaction and/or activity must be lawful, authorised, consistent, documented and verifiable, in accordance with the principle of traceability and company procedures, according to prudent criteria and in order to protect the Company's interests.

### 5.5. TRANSPARENCY OF THE ACCOUNTING

The accounting of **S3K s.p.a. responds** to the generally accepted principles of truth, accuracy, completeness and transparency of the recorded data.

The Addressees of this Code undertake to refrain from any conduct, active or omitted, that directly or indirectly violates the regulatory principles and/or internal procedures relating to the formation of accounting documents and their external representation. In particular, the Addressees of this Code undertake to cooperate so that every transaction and transaction is promptly and correctly recorded in the respective accounting system according to the criteria indicated by law and the applicable accounting principles as well as, where appropriate, duly authorised and verified.

If, on the other hand, they become aware of cases of omission, falsification or neglect in the accounting records or in the supporting documents, they are required to notify the Supervisory Body in a timely manner. In addition, the Company has set up, giving an account in the Organizational and Management Model, the appropriate reporting channels provided for by the regulation on the C.D. Whistleblowing (L. n. 179/2017), relating to the receipt, management and registration of reports received, anonymously and not, either by collaborators of the Company or by third parties.

### 5.6. INTERNAL CONTROLS

A positive and regular attitude towards controls contributes significantly to the improvement of business efficiency. Internal controls are all the instruments adopted by the Company for the purpose of directing, managing and verifying the activities of the company with the aim of ensuring compliance with the laws and procedures of the company, protecting the company's assets, efficiently manage assets and provide accurate and complete financial and accounting data. The Company ensures to the corporate bodies, holders of supervisory powers, as well as to the Supervisory Body, access to data,





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documentation and any information useful for the performance of its activities, in order to contribute to the implementation of an effective and efficient internal control system.



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### 5.7. CONFIDENTIALITY

The Addressees of this Code are required to observe the utmost confidentiality of information, documents, studies, initiatives, projects, contracts, as well as any other situation of which they are aware by reason of the work done. In particular, they must refrain from communicating them to third parties or from using them to obtain personal benefits, direct or indirect.

The Company has taken the necessary measures to prevent access to such documents and information by unauthorized personnel.

### 5.8. RELATIONS WITH THE PARTNER

The Company ensures full transparency of the choices made and takes as its objective to maintain and develop a constructive dialogue with the property, including providing access to company documentation and providing clarifications related to the activity that may be required.

### 5.9. RELATIONS WITH CUSTOMERS

The primary objective of **S3K s.p.a.** is the full satisfaction of the needs of its customers, also in order to create a solid relationship inspired by the general values of fairness, honesty, efficiency and professionalism.

In this context, the Company ensures the best execution of the tasks entrusted to it, also by offering more and more advanced and innovative solutions, with a view to integration, effectiveness, efficiency and cost-effectiveness.

### 5.10. RELATIONS WITH FINANCIAL INSTITUTIONS

The Company maintains relationships based on fairness and transparency with financial institutions, which are chosen in relation to their reputation, also for adhering to values comparable to those expressed in this Code.

### 5.11. RELATIONS WITH SUPPLIERS OF GOODS AND SERVICES

**S3K s.p.a.** establishes working relationships with its suppliers, in compliance with current regulations and the principles of this Code, having regard to the best professional standards, best practices in ethics, health and safety protection, free competition and respect for the environment.





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## ORGANISATIONAL MODEL MANAGEMENT AND CONTROL EX D.LGS 231/01 S3K s.p.a.

The procedures for selecting the Company's suppliers - based on objective and verifiable reference elements - take into account, among others, territoriality, technical capacity, reliability, the supplier's compliance with the quality procedures adopted by them, as well as the cost-effectiveness.

### 5.12. RELATIONS WITH THE PUBLIC ADMINISTRATION

In its relationship with the Public Administration, S3K s.p.a. is inspired by and adapts its conduct to the principles of fairness and honesty. The persons in charge of any negotiation, request or institutional relationship with the Public Administration must not for any reason try to influence its decisions improperly, nor to engage in unlawful behaviour, such as the offer of money or other utility, which may alter the impartiality of judgment of the representative of the Public Administration.

Notwithstanding the foregoing, it is also forbidden to change the content of commercial offers addressed to public administrations, if they are not authorized in advance.

In addition, the Company undertakes to provide complete, correct and truthful information in order to access contributions, grants or public funding, even if of moderate value and/or amount. Such contributions, grants or funding shall be used for the purposes for which they were requested and granted.

Similarly, in the event of any participation in procedures with public evidence, the Addressees of this Code are required to operate in compliance with the law and the correct commercial practice, avoiding in particular to induce public administrations to act unduly in favour of the Company or, in any case, to influence its choices by altering the free play of competition.

The Addressees of this Code undertake to scrupulously observe the provisions issued by the competent Institutions or Public Supervisory Authorities for compliance with the regulations in force in the sectors related to their respective areas of activity, as well as to comply with any request from the same, providing - where required - full cooperation and avoiding obstructive behavior.

### 5.13. USE OF BANKNOTES, PUBLIC CREDIT CARDS, STAMP VALUES

The Company, sensitive to the need to ensure fairness and transparency in the conduct of business, requires that the Recipients comply with current legislation on the use and circulation of coins, public credit cards and stamp values, and will therefore severely penalize any conduct aimed at the unlawful use and falsification of credit cards, stamps, coins and banknotes.





#### **5.14. ACTIVITIES AIMED AT TERRORISM AND SUBVERSION OF THE DEMOCRATIC ORDER**

The Company requires compliance with all laws and regulations that prohibit the conduct of terrorist activities as well as subversion of the democratic order. Therefore, it also prohibits the mere membership of associations with such purposes and condemns the use of its resources for the financing and completion of any activity intended for the achievement of terrorist objectives or subversion of the democratic order.

#### **5.15. ORGANISED CRIME**

The Company is aware of the risk that locally established criminal organizations may affect business activity and exploit it to obtain illicit advantages, and is committed to preventing and combating the risk of criminal infiltration within its organization. To this end, the Recipients are required to comply with the procedures established by the Company for the assessment of the reliability of the different subjects that have relations with the Company itself (e.g., suppliers of goods and services).

It is forbidden for all Recipients to submit to any kind of extortion requests by anyone made; in the event, each Recipient is in any case required to inform the Supervisory Body and the police authority.

#### **5.16. TRANSNATIONAL OFFENCES**

The Company condemns any conduct that can even indirectly facilitate the realization of criminal cases such as association for criminals, association of mafia type and obstruction to justice. To this end, the Company undertakes to activate all methods of preventive and subsequent control necessary for this purpose.

#### **5.17. ANTI-MONEY LAUNDERING**

The Company absolutely prohibits all Recipients from buying, replacing or transferring money, goods or other utilities in the knowledge of their criminal origin; or to carry out other operations in such a way as to hinder the identification of their origin; and to use in economic or financial activities money, goods or other utilities in the knowledge of their origin.



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## ORGANISATIONAL MODEL MANAGEMENT AND CONTROL EX D.LGS 231/01 S3K s.p.a.

In addition, the Company prohibits:

- receiving payments from encrypted accounts or unidentifiable entities;
- making payments on encrypted accounts;
- make payments in countries other than the supplier's country of residence where the service has been performed.

### **5.18. 5.18. PROTECTION OF PRIVACY - USE OF THE INFORMATION SYSTEM AND PROTECTION OF COPYRIGHT**

The Company pays particular attention to the implementation of the provisions on the protection and protection of personal data, as set out in the EU/2016/679 Regulation and the current privacy legislation.

All company information and documents, both in paper and electronic form, are the property of the Company and must be processed in the course of its professional activity, with the abstention from those activities aimed at unlawfully damaging the computer or telematic system of the Company. In no way can the conviction to act for the benefit of the Company justify the illegitimate corruption of information, data and computer programs. The Company undertakes not to reproduce, use, hold or disseminate works of ingenuity in violation of the intellectual property rights of the legitimate owners and refuses any modification or update of operating systems or application programs with violation of the terms of the contractual use license defined with the suppliers.

### **5.19. RESPECT FOR THE ENVIRONMENT**

The Company respects the environment and the ecosystem as a resource to be protected, for the benefit of the community and future generations. In compliance with current regulations, S3K s.p.a. has taken the most appropriate measures to preserve the environment and the ecosystem, promoting and programming the development of its activities in line with this objective. In order to reduce environmental risks, each Recipient shall, by virtue of its function, operate in accordance with the following principles:

- the implementation of all the measures necessary to ensure compliance with and compliance with existing legislation;
- constant updating on legislative and environmental developments;





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## ORGANISATIONAL MODEL MANAGEMENT AND CONTROL EX D.LGS 231/01 S3K s.p.a.

- monitoring of technological progress and possible implementation, if they are capable of ensuring greater environmental protection.

### 6. IMPLEMENTING RULES AND SUPERVISORY PROGRAMME

#### 6.1. COMMUNICATION AND INFORMATION

This Code is brought to the attention of all internal and external subjects interested in the corporate mission through specific communication and information activities.

#### 6.2. CONTROL BODIES AND MECHANISMS

This Ethical Code forms an integral part and constitutes the implementation of the Organizational and Control Model adopted by the Company for the prevention of crimes committed in the interest of or for the benefit of the Company by the subjects indicated by D. Lgs. n. 231/2001 (hereafter also "Model").

#### 6.3. SUPERVISORY BODY

The Supervisory Body is responsible for monitoring the operation, application and periodic updating of the Model. It also monitors compliance with the Ethical Code by the Recipients of the same. The tasks and responsibilities of the Supervisory Body are defined in the Model.

The Supervisory Body maintains the requirements of autonomy and independence, assumes powers of investigation and control and powers of initiative for the performance of the assigned functions.

#### 6.4. SYSTEM OF DELEGATION OF POWERS

The Company uses a system of proxies and proxies on the basis of which certain activities can be carried out only by subjects expressly authorized to do so.

#### 6.5. PENALTIES

In the event of violations of the Ethical Code, the Company shall take action against those responsible, where deemed necessary for the protection of corporate interests and consistent with the provisions of the current regulatory framework, measures that can go as far as the interruption of the collaboration relationship and the contractual relationship, in addition to compensation for any damages resulting from the violations themselves.





## **7. FINAL PROVISIONS**

### **7.1. CONFLICT WITH THE CODE**

In the event that even one of the provisions of this Code conflicts with provisions laid down in the Rules of Procedure or procedures, the first shall prevail.

### **7.2. AMENDMENTS TO THE CODE**

Any amendments and/or additions to this Code shall be made in the same manner as for its initial approval.

This Code is - at least annually - subject to verification and possible updating by the Board of Directors.