



ANTARES VISION
ANTARES VISION GROUP

Antares Vision S.p.A.

CODE OF ETHICS

MODEL FOR ORGANIZATION, MANAGEMENT AND CONTROL
ACCORDING TO D.LGS. N. 231/2001

VERSION 4/2020 DEL 21/07/2020 –
APPROVED BY THE BOARD OF DIRECTORS OF ANTARES VISION S.P.A.

CODE OF ETHICS

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INTRODUCTION

PRINCIPLES

The **Code of Ethics** (from now on “**Code**”) of **Antares Vision S.p.A.** or simply “**Antares**” or “**Corporation**”, or also “**Group**” or “**Company**” or “**Institution**”, extending Antares’ **Code of Ethics** to its parent companies also, is inspired by the following principles:

- The Company’s activity is directed at the **strict compliance with laws and regulations**, in all countries where the Company operates.
- The Company commits itself to guaranteeing that all employees, directors, managers, cooperators, suppliers and customers – as well as the staff and the officials of other Companies conducting activities in common, or coordinated activities, however temporary – **obey the laws and the regulations in force in all countries** where the Company operates, as well as the organizational and procedural norms adopted by the Company, especially those explicitly provided for by the Model for the organization, management and control for crime prevention;
- The Company punishes any conduct that does not comply with the provisions of the Code of Ethics, even in the case that such conduct was **brought about by anybody** to the advantage or in the interest of the Company itself, or in the belief to benefit the Company.
- All conducts, operations and transactions decided or implemented by the Company and by subjects acting for and on behalf of it, must be **compliant with the law, with the professional correctness, with the principles of transparency, verifiability, coherence, adequacy**, and duly authorized, documented and recorded.
- **Business negotiations** and relationships with institutional and commercial representatives of the Company must be led in compliance with the law and with the principles of correctness, transparency, and verifiability.
- Especially towards Public Administration representatives, officials, or employees:
 - a) it is forbidden to search and establish **personal relationships** based on favor, influence, interference, aimed at conditioning the outcome of the relationship, either directly or indirectly.
 - b) Besides, it is also forbidden to offer **goods or utilities** to representatives, officials, or employees of the Public Administration, even **through a third party**, except in case of gifts of small value and provided that they cannot be interpreted as requests for undue favors.
- The Company **prevents the onset and the effects**, both direct and indirect, of situations with conflicts of interest, in which the subjects acting for and on behalf of the Company itself.

2. OBJECTIVES

Antares is aware of contributing, with its work, and with a **sense of responsibility and moral integrity**, to the process of development of the economy and especially, of the market where it belongs.

The Company believes in the value of work and considers **legality, correctness, and transparency** in acting to be essential requirements for the attainment of its economic, production and social aims.

3. ADOPTION

This **Code of Ethics** was adopted by the Company with a specific deliberation of the Board of Directors.

Through the adoption of the Code, the Company adopted a set of rules:

- For the behavior in the relationships with **outside interlocutors**, the cooperators, the market, and the environment.

- For the **organization and management of the Company**, aimed at building an effective and efficient activity planning, execution, and control system to ensure the constant compliance of the conduct rules and to prevent their violation on part of any subject operating for the Company itself.

4. DISTRIBUTION

The **Code of Ethics** was widely distributed internally and is available for any external interlocutor.

Therefore, the receivers of the Code of Ethics are all members of the Corporation, with no exceptions, and all those who, directly or indirectly, permanently, or temporarily, establish relationships with **Antares and the Group it belongs to, including Imago Technologies GmbH**, and operate to pursue its targets.

Every Company member, outside collaborator, consultant, supplier, customer, is required to **comply with** this Code of Ethics, which acceptance will, if deemed opportune, be explicitly requested.

The Company Representatives of the Corporation are obliged to know the norms, to avoid a conduct contrary to them, **contact the Supervisory Board (SB)** in charge of clarifications or reports, cooperate with the bodies tasked with checking for violations and make the existence of this Code known to the counterparts.

The compliance with the Code norms is an essential part of the contract requirements of all employees. **The Management** must comply with the Code in proposing, managing, and implementing the projects, actions and investments of the Corporation and the members of the **Corporate Bodies**, must inspire themselves to the Code of Ethics in establishing targets.

Those who occupy a position of responsibility (top-level subjects) are obliged to set an example for their employees, to address them to the compliance with the Code and to encourage the respect for the rules. Besides, they must **report to the SB** all the useful information concerning any flaw in the controls, suspect behaviors etc., and modify the control systems of their functions upon recommendation of the Body itself.

The Company monitors attentively **the observance of the Code**, predisposing adequate instruments for information, prevention and control and intervenes, if it is the case, with corrective actions.

5. UPDATE

By resolution of the Managers, the **Code may be modified and/or integrated**, also based on suggestions and indications from the appointed Body of control.

CHAPTER I - RULES OF CONDUCT

EXTERNAL RELATIONS

1.1 COMPETITION

The Company believes in the **free and fair competition** and addresses its actions towards the attainment of competitive results that reward skill, experience, and effectiveness.

The Company and its cooperators must have a **correct conduct in business** and in relationships with third parties.

Any action aimed at **altering the conditions for a fair competition** is contrary to the Corporation policy of the Company and is forbidden to any subject that acts on its behalf.

In no case the pursuit of the Company's interest may justify a conduct on part of the top-level subjects or cooperators of the Company that does **not comply with the existing laws and conforming** to the rules of this Code.

Every external communication concerning the Company and its activities must be **truthful, clear, and verifiable**.

1.2 RELATIONSHIPS

1.2.1 WITH OUTSIDE INTERLOCUTORS

The relationships of the Company with any interlocutor, public or private, must be conducted in **conformity with the law** and in compliance with the principles of correctness, transparency, and verifiability.

No gift is allowed in any form, either received or given, that might appear as exceeding the ordinary commercial or courtesousness practices, or anyway aimed at acquiring favorable treatments in leading any activities.

It is forbidden to search and establish **personal relationships** with Public Administration representatives, officials, or employees, based on favor, influence, interference, aimed at conditioning the outcome of the relationship, either directly or indirectly. Besides, it is also forbidden to offer **goods or utilities** to representatives, officials, or employees of the Public Administration, **or to their relatives**, no matter if Italian or from other **EU or extra-EU countries**, even **through a third party**, except in case of gifts of small value and provided that they cannot be interpreted as requests for undue favors.

In the specific case of tenders with the **Public Administration** or also with **public-interest entities**, it will be necessary to operate in compliance with the law, with commercial due diligence as well as with the procedures provided for by the Model.

Any violation, actual or potential, committed by the Company or by a third party must be promptly notified to the Supervisory Body.

The Company does not **allocate contributions, benefits, or other utilities to political parties** or to workers' **trade unions**, or to their representatives, except for what is provided for by the applicable norms.

1.2.2 WITH CUSTOMERS AND BUYERS

The Company builds its activity around the criterion of the **quality, essentially intended** as the target of the customer's full satisfaction.

The Company assures **correctness and transparency** in the relationships with customers and buyers, in commercial negotiations and in the assumptions of contract ties and obligations.

In participating to any **tenders**, even those privately held by **public-interest entities**, the company

evaluates attentively the adequacy and executability of the requested performance, with a special focus on technical and economic conditions, signaling any possible anomaly wherever possible.

The **formulation of offers** will be such to guarantee the compliance with adequate quality standards, proper contribution levels for employees and with existing safety measures, as well as of the time needed for their writing and approval.

The Company resorts on **litigation** only when its rightful claim does not find its due satisfaction with the interlocutor.

In leading any **negotiation**, it is best to avoid situations where the subjects involved in the transactions are or might appear in a **conflict of interest** or dealing with potentially **related parties**.

Besides, it is forbidden to offer any goods or other utilities to customers or other subjects in direct or indirect relationship with the Corporation, save for gifts of small value and consistent with customs, provided that they cannot be interpreted as requests for undue favors.

1.2.3 WITH SUPPLIERS

The relationships with Company suppliers and with professionals for financial and legal consultancy are regulated by the norms of this Code and are the subject of constant and attentive monitoring on part of the Company.

The Company relies on **suppliers, contractors or subcontractors** or consultants operating in conformity with the existing norms and of the rules provided for by this Code.

1.3 ENVIRONMENT

The Company's production activities are managed **in compliance with the existing environmental norms**.

When the Company promotes, plans, or commits a plan to a third party, it takes care to ensure that, inter alia, all the investigations required to check any possible **environmental risks** related to the intervention are performed, in order to prevent any damage.

RELATIONSHIPS WITH THE COOPERATORS

2.1 WORK

The Company recognizes the centrality of **human resources**, as the main success factor, in the context of mutual trust and loyalty between employer and employees.

All employees are hired by the Company with a **regular employment contract**.

The work relationship takes place in compliance with the collective labor agreement of the sector and of the social security, tax, and insurance norms.

The Company **encourages the continuous improvement of professionalism** of its employees, even by means of training initiatives.

2.2 HEALTH AND SAFETY

The Company guarantees the **physical and moral integrity of its Cooperators**, work conditions respectful of the individual dignity, and a safe and healthy work environment, in full compliance with the existing norms on the prevention of accidents on the workplace and the protection of workers. The Company commits itself to spreading and consolidating a culture of safety among all its cooperators, developing risk awareness, and promoting responsible behaviors.

CHAPTER II – MODE OF IMPLEMENTATION

3.1 PREVENTION

In compliance with the existing norms and in view of the planning and management of company activities aimed at effectiveness, correctness, transparency and quality, the Company adopts organizational **and management measures suitable for the prevention of illicit behaviors**, or anyway contrary to the rules of this Code, on part of any subject acting on behalf of the Company itself.

Because of the structure of the activities and of the complexity of management, the Company adopts a system of **delegation of power** and functions, providing for the attribution of tasks to people with proper capability and competency.

In relation to the extension of delegated powers, the Company adopts and implements **organizational and management models** that provide for suitable measures to guarantee the progress of activities in compliance with the law and with this Code, and to discovering and eliminating risk situations promptly.

3.2 CONTROLS

The Company adopts specific modes for the **control of the conformity of the conduct** of anybody acting on its behalf or in its fields, as provided for by the existing norms and by the conduct rules of this Code. Special attention must be put in safeguarding **confidential information** pertaining to the Corporation and to the Group to which it belongs. Likewise, the employees, the cooperators, the consultants, and **all other addressees of this Ethical Code** will never receive or accept information or materials concerning a competitor's commercial secrets, which disclosure is not authorized. The Company has established specific policies in the field of **information safety, use of e-mail and related services, internet, electronic documents, telephone companies, of personal phone calls and e-mails** and of the use of voice mail. The information archived in the Corporation's systems are a property of the Corporation.

3.3 PENALTIES

The Corporation guarantees an appropriate and timely training to all employees, in compliance with the principles and of the details of this Code of company ethics. **All managers are responsible**, both individually and globally, of the commitment to guarantee an **ethic, law-abiding conduct**. They have the duty to ensure the fulfillment of these standards in their area of responsibility and to take adequate measures in case this does not occur. Besides, each is individually responsible of the compliance with these principles and will ask for clarifications when appropriate.

The compliance on part of the employees, the Cooperators, and subjects of the Model and of the company Code of Ethics must be considered **an essential part of the contract obligations** as provided for by art. 2104 c.c. (Italian law). The infringement of the norms of the Code of Ethics on part of the employees and of the subjects of the Model and of the Code of Ethics (*"subjects" as defined in the Glossary of the Model to which we refer, and of which this Code of Ethics is an essential part*) will be considered a non-fulfillment of the primary obligations of the business collaboration, or a disciplinary offense, with every consequence according to the law.

*The Board of Directors
Travagliato (Brescia)*