

Lucient Code of Business Conduct, Ethics and Compliance

V 1.0

Introduction

This Code is based on the following basic assumptions:

Ethics among, owners and management are a necessary element for companies in the 21st century to adequately meet their objectives, to the degree that Ethics are a key requisite in guaranteeing and balancing the rights and interests of all stakeholders involved: employees, clients, shareholders, suppliers and business partners and the society at large

Ethics presuppose rigorous compliance in and by the company with applicable legislation, as well as with the Articles of Incorporation, Operating Agreement, and Regulations for internal operations, where they exist.

Ethics within the company require that owners become guarantors of compliance.

The owners is responsible for drawing up the Code of Ethics for the company.

This Code is also based on the cultural values that Lucient has been nurturing since its inception.

What we believe

Pursuing the highest professional standard by embodying our Lucient brand every day.

Demonstrating Passion and Knowledge:

Passion in what we do and who we do it for and using our knowledge to make a difference. We think big and move fast to delight our customers.

Our Brand Personality...

Serves to differentiate our organization within the competitive landscape.

Effective, crisp, brief messaging is more important than ever, given today's communication techniques that demand brevity.

Professional: Prepared, well informed, accessible

Lucient Italia SRL

Società soggetta a direzione e coordinamento di One4 Srl,
Partita IVA e C.F. IT05654050961, REA MB-1837960 -
Capitale sociale € 40.000 interamente versato; Sede legale:
Via Tommaso Grossi, 6, 20900 Monza, Italia

E | Admin@lucient.it
Lucient.it

Transparent: Exhibiting an open, trustworthy approach

Knowledgeable: Conversant about the state of the marketplace; up-to-date on technologies

Dedicated: Focused on the client's needs; always looking to provide value; we are aspirational

Multi-cultural: Sensitive to the fact that our brand crosses many cultural borders around the globe

Our Brand Voice...

Serves as the guide for both the written and spoken word. Whether through marketing collateral or as we talk with our clients and prospective partners, our brand voice serves as a blueprint for assuring that what we say resonates more clearly and meaningfully than other voices in the marketplace.

Clear: Short, direct; using carefully chosen words, not lengthy or complex phrases

Confident: Self-assured; demonstrating expertise and leadership, declarative, but never arrogant

Approachable: Friendly, but not overly casual; often using first person ("we") and addressing the audience/reader as "you"

Our commitment to business principles and our responsibilities

Our Business Principles...

Lucient is committed to conducting its affairs lawfully, and promoting a culture of honesty and integrity in all matters. Toward this goal, we have created a Code of Conduct("Code") that defines the ethical and professional standards that we aspire to in sustaining a reputable and admired business.

Compliance with the Code is expected from those authorized to engage in business for or on behalf of Lucient. It is intended to be consistent with relevant, applicable laws. If there are any inconsistencies between this Code and an applicable law, the applicable law shall control. Lucient may require the immediate removal of anyone who behaves in a manner that is unlawful or inconsistent with the Code.

Our Responsibility is...

To learn the policies and standards associated with our Code.

To be aware of and act in accordance with international, country, federal, regional, state, and local laws.

To consider our actions and apply commonsense--when in doubt ask for guidance.

To promptly report issues that would cause us to operate in violation of our Code.

To cooperate completely and honestly with investigations into concerns and violations.

It is not always easy to determine the ethical or right thing to do in a particular situation. More often, a situation will require interpretation to decide a fair and reasonable course of action. Any concerns about violation of this

policy or applicable laws should be reported to the Ethics Committee, with email Admin@Lucient.it for this purpose.

Our business ethics and standards

Anti-Corruption

Lucient strictly prohibits directly or indirectly soliciting, accepting, offering, or approving anything of value to anyone for the purpose of obtaining or retaining business with the goal of an improper advantage. Nor will we improperly influence or improperly promote business. We will comply with anti-corruption, anti-money laundering laws, political campaign contribution laws, laws governing lobbying and payments to public officials.

Asset Security

We recognize our obligation to respect client property and/or client assets in our possession. This will also include seeking any guidance necessary to guard against inappropriate use and unauthorized access and apply commonsense to prevent theft or damages.

Communication

Whether written or verbal, we will conduct communication in a responsible and respectable manner. Communication should be truthful, timely, and accurate. Inappropriate language and derogatory remarks are prohibited. We will not make any statement related to a Lucient client or name a client in a social media or public format, without written consent, as this may breach a non-disclosure agreement (NDA).

Confidentiality and Publicity

We respect our ethical and legal responsibilities to protect Lucient confidential and proprietary nonpublic information and that of customers. We do not use this information for our personal advantage or for non-Lucient business.

Legally confining NDAs protect all parties and require the strictest level of confidence. We will not disclose (written, oral or electronic) that we are performing or have performed service for a client or have knowledge about a Lucient client. We may only discuss a Lucient client with those Lucient members who require this information in order to provide services to that client. Lucient and client IP shall not be copied, distributed or used for profit or personal benefit. Client IP shall be only used for the furtherance of the purposes for which Lucient was retained.

Conflicts of Interest

We will avoid the appearance of improprieties or conflicts of interests. Dealing with a spouse, domestic partner, or other family member that holds a significant financial interest in a client is strongly discouraged. Potential situations should be discussed between the client, Lucient, and the Ethics Committee at the following address Admin@lucient.it.

Personnel will avoid any arrangement or circumstance (including personal relationships) that may compromise their ability to act in the best interest of Lucient. Officers, directors and employees will not directly supervise anyone with whom they are engaged in a personal relationship.

Data Privacy and Protection and Electronic Usage

It is our responsibility to protect the information of all parties while conducting business on behalf of Lucient and to use software that has been legitimately acquired and licensed. We will comply with all requirements and restrictions established in any and all client security and electronic policies. Inappropriate use of electronic communication tools and or resources is considered a violation.

Only data of employees, customers and third parties deemed necessary for the effective operation of Lucient is acquired and retained by Lucient. All stakeholders, directors and employees firmly undertake the compromise to fully comply with applicable Data Privacy laws and regulations, in each country wherein operations are conducted.

Drug Free Workplace

Drug and alcohol misuse can lead to unintended consequences that may endanger the user and others. Our employees/contractors may not be under the influence of a controlled substance or alcohol while conducting business on **behalf of Lucient**. Any employee who performs work for a government contract or grant must notify Lucient of a criminal conviction for drug-related activity occurring in the workplace, **to comply with specific local regulations related to these types of engagements**. The report must be made within 5 days of the conviction.

Gifts, Gratuities / Hospitality

Even if well-intentioned, some clients prohibit giving and or receiving third party gifts. Under certain circumstances, it may create a conflict of interest or appear to influence the recipient. We do not condone the offering of anything of value to obtain an advantage or attempt to sway the judgment of others. Sound judgment and commonsense should be applied when giving or accepting gifts or hospitality in business settings. And when in question, we encourage seeking guidance from Lucient Legal or by posting queries through Admin@lucient.it.

Insider Trading

Insider trading by buying or selling securities when in possession of privileged information that is not available knowledge to the investing public is prohibited.

Intellectual Property and Protection of Information

Lucient will respect intellectual rights, protect confidential information and comply with privacy rules and regulations.

International Laws

Cross-border transactions are subject to various regulations. Lucient will comply with all immigration laws imposed by **local immigration authorities**, applicable trade controls, export and import corporate laws and regulations.

Records Management and Accounting

Lucient will comply with client guidelines regarding retention, return and/or disposal of records, template usage, report generation, time reports, and expense receipts. Organized, timely, accurate and complete records are a necessity and at times a regulatory and contractual requirement.

Business records of Lucient will conform with applicable legal, accounting and regulatory requirements.

Related parties' transactions

All such transactions shall comply with applicable laws and regulations in each jurisdiction wherein business is conducted by Lucient

Safety

Lucient will provide a safe and healthy work environment fully compliant with all employment, health and safety laws

We advise our employees/contractors to take appropriate steps to avoid an unsafe environment or incident while traveling to, from, or at a client, or on Lucient business. Inherent hazards accompany any job. While traveling or on sit eat a client, we are committed to complying with safety and health regulations and will immediately report concerns or incidents to the client as well as to Lucient.

Owners

In the exercise of their ownership rights, they should:

- Configure their company as an instrument at the service of creating wealth, making their indisputable objective of obtaining a profit compatible with sustainable, environmentally sound social development, making certain that all activities are carried out in an ethical and responsible manner.
- Configure their company as a medium and long-term entity, not compromising its continuity through an interest in short-term enrichment.
- Search for a fair balance between capital and work, in such a fashion that, through their salaries, workers receive fair compensation for their work.
- Appoint as management persons who meet the requisites established regarding adequate preparation and experience, and who carry out management functions in a professional, ethical and responsible manner, according to good corporate governance.
- Define and defend the mission and values of the company in accordance with its Code of Business Conduct and Ethics.

In the exercise of their administrative and management functions, they should:

A) In relation to Management functions:

- Carry out their activities in a professional, legal, ethical and responsible manner.
- Comply and demand compliance with the Code of Business Conduct and Ethics of the company and, to that end, make the Code known and establish appropriate mechanisms to guarantee application. In particular, the Ethics Committee will apply the Code and correct infractions, as well as set up the procedure and the channel to report potential code violations protecting people's confidentiality.
- Inform owners periodically and accurately as to the situation of and outlook for the company.
- Comply and demand compliance with generally accepted accounting standards and principles, and establish internal and external risk management and control systems in accordance with the characteristics of the company.
- Keep the books and ledgers of the company in an accurate and honest manner, in order to permit that information be obtained and decisions be taken on an informed and responsible basis.
- Provide external and internal auditors of the company with all such information and explanations as may be required to carry out their work.
- Subordinate their own interests to those of the company when acting on behalf and in representation thereof and not use corporate assets in their own benefit, except with due transparency, prior authorization from the relevant corporate body and in exchange for consideration deemed appropriate on the market.
- Immediately notify the administrative body as to any event or situation which would represent or could give rise to a conflict between the interests of the company and the individual interests of the board director or manager, and abstain from intervening in the resolution.
- Facilitate the transparency of and control over remuneration in such a way that it is guaranteed to be appropriate to levels of responsibility and performance, competitive with market players and in accordance to the company business objectives and growth.
- Maintain as confidential the background, data and documents to which they have access by virtue of their functions in the company, even when they no longer carry out such functions.
- Make payment and comply with debts incurred by the company without unjustified delay or breach, and collect on balances due with the diligence required in each case.
- Prepare and maintain in place a succession plan for key positions within the company, to ensure that continuity of the company does not depend on the presence of any given director or manager.
- Choose their collaborators and subordinates in accordance with the principles of merit and capacity, looking only to fulfil the interests of the company.

B) In relation to suppliers, partners and clients of the Company:

- Maintain ethical and licit relationships with suppliers of goods and services.

- Search for and select only suppliers, whose business practices respect human dignity, are not in breach of law and do not place the company's reputation in danger.
- Select suppliers based on the appropriateness of their products or services, as well as of their prices, delivery conditions and quality, not accepting or offering gifts or commissions, in cash or in kind, which could alter the rules of free competition in the production and distribution of goods and services.
- Aspire to excellence in the goods and services of the company in such a way that clients and consumers obtain the satisfaction expected therefrom.
- Guarantee the products and services of the company and deal quickly and efficiently with consumer and user claims, with a view to achieving satisfaction beyond mere compliance with prevailing legislation.

C) In relation to competitors of the Company:

- Do not abuse a dominant or privileged market position.
- Compete in good faith with other companies cooperating to achieve a free market based on mutual respect between competitors and abstaining from engaging in unfair practices.
- In particular, do not take clients from other competitors employing unethical methods.

D) In relation to employees of the Company:

- We strive to be open, honest and respectful in sharing our ideas and thoughts and receiving input.
- Treat employees with dignity, respect and justice, taking into consideration their different cultural sensitivities.
- Do not discriminate against employees on the grounds of race, religion, age, nationality, sex or any other personal or social condition different from the conditions of merit and capacity.
- Do not permit any form of violence, harassment or abuse at the workplace.
- Recognize the rights of association, union membership and collective negotiation.
- Promote the professional development, training and promotion of employees.
- Link remuneration and the promotion of employees to conditions of merit and capacity.
- Establish and communicate clear criteria and rules which maintain a balance between the rights of the company and those of employees in hiring processes and in the separation thereof, even in the case of a voluntary change in employee.
- To communicate the "Code" and the implication of this code for company employees as well as supervision channels and report channels.
- Guarantee health and safety on the job, taking any such measures as are considered reasonable to maximize prevention of occupational risk.
- Look to reconcile work at the company with the personal and family life of employees.

- Look to achieve the occupational integration of persons with disabilities or handicaps, eliminating barriers of all kinds in the ambit of the company in order to achieve insertion.
- Facilitate the participation of employees in the social action programs of the company.
- Whistleblowing is encouraged to report any activity that is in clear conflict with the Code to the Ethics Committee at the following email Admin@lucient.it. Retaliation of persons who have contacted the appropriate Committee is prohibited.

E) In relation to the civil society and environment:

- Respect human rights and democratic institutions, and promote them wherever possible.
- Maintain the principle of political neutrality, without interfering politically in those communities where they carry out their activities, also as a demonstration of respect for the different opinions and sensitivities of people related to the company.
- Maintain licit, legal and respectful relationships with public authorities and institutions, not accepting or offering gifts or commissions in cash or in kind.
- Make contributions to political parties or public institutions only in accordance with prevailing legislation and, in any case, guaranteeing transparency.
- Collaborate with Public Entities and non-governmental entities and organizations dedicated to improving levels of social attention for disadvantaged persons.
- To respect and to defend the environment and to promote the corporate social responsibility on the different company activities, according to current legislation.
- Comply with all applicable environmental laws and regulations.

All stakeholders are encouraged to work with Lucient in resolving a business practice or compliance concern. Any concerns about violation of this policy or applicable laws should be reported to the [Ethics Committee](mailto:Admin@lucient.it) at Admin@lucient.it.

Report confidentially any concerns or questions to the following:

Ethics Committee
 Lucient Italia srl
 Piazza della Repubblica 19
 20124 Milano
 Italia
Admin@lucient.it