

Code of Ethics

Drawn up pursuing to and for the purposes of Legislative Decree No. 231 of 8 June 2001

<i>List of editions</i>		
<i>Edition</i>	<i>Date</i>	<i>Amendments description</i>
1	10/03/2014	First emission
2	16/11/2016	Changes for updating the company organisation chart
3	30/07/2018	Changes for updating the gift regulation
4	14/11/2019	Changes for updating the sexual harassment
5	25/02/2021	Changes for updating the behavioural standard
6	13/05/2022	Changes for updating the reference legislation
7	27/03/2025	Changes for updating the company organisation chart
8	11/06/2025	Changes for updating the general ethical principles and the behavioural standard

Verify – <small>Supervisory Body</small>	Approval – <small>Board of Directors consiglio di Amministrazione</small>
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1 INTRODUCTION

Società Cooperativa Culture (hereinafter: CoopCulture) is the major cooperative operating in the cultural heritage sector in Italy. The organisation operates in over 250 sites, including museums, libraries, art and cultural venues, with approximately 2000 employees: reception and assistance staff, sales staff, ticket office and call centre operators, archaeologists, art historians, archivists and librarians, communication and promotion experts and specialists in technologies applied to cultural heritage.

Fully recognising the principles and values established in the Italian Constitution and the social role of the mutual cooperation (article 45) in a free market economy, with the objective to contribute to the economic, civil and democratic growth of the country starting from the reality in which it operates, CoopCulture intends to pursue, with this document, the establishment of a Code of Ethics (hereinafter: Code) of business and ethical conduct for its members, managers, directors, employees and anyone operating in the name and on behalf of the company.

That's why CoopCulture acts as an expression of a collective ethic identity and commits itself and its members to adopt models of behaviour inspired by autonomy, integrity, ethics, fairness and the general interest of the cooperative system. All this while developing – daily – coherent actions with the aforementioned models and recognising that any/all internal rules and regulations of CoopCulture, whatever their purpose, must be applied in accordance with the aims and principles set out in this document.

The entire system, from individual members to the highest levels of CoopCulture, is committed to pursuing these objectives and complying with the relevant procedures, as it is recognised that any unethical behaviour not only has negative consequences within the association, but also damages the image of CoopCulture and the entire cooperative system in the eyes of the public and institutions.

While considering that ethical behaviour cannot be assessed solely in terms of strict compliance with the provisions of the law and the Statute (based, instead, on a firm commitment to adhere to the highest standards of conduct in all situations), the purpose of this document aims to promote the adoption of ethical principles, the development of an organisational, management and control model and the financial resources suitable to prevent - and, in any case, deterring - the commission of offences by the persons referred to in Article 5, paragraph 1, of Legislative Decree No. 231/2001.

2 COMPANY VALUES AND MISSION

The core values of CoopCulture are defined in its mission, regarding both the relationship with its cooperative members and the society and the specific sector, specifically:

- We believe that culture can be a tool for social inclusion and participation, a driver for innovation and a strategic factor in regional development;
- We believe in cooperation as a form of sustainable business based on democracy and people, protecting their dignity and safety at work, radicated in the territory, activating new forms of interaction and exchange for the growth of the citizenship, and related to various actors, always with a vision of sharing and networking.

To achieve these goals CoopCulture aims to:

- Improve the quality and variety of the supporting services to the cultural enjoyment, exploiting all the potential development from the integration between cultural heritage and creativity, culture and tourism, heritage and territory;
- Increase the audience development through innovative initiatives to broaden and diversify art audience and to improve the relationship with them, thanks to the best technologies and offering customisable experiences;
- Develop the concept of cultural heritage as a factor of social integration between the different components of the community: families, young people, children, elderly and immigrants;

- Promote advanced form of public-private partnerships that enhance social and human capital, competencies and the experience of the cooperation in the cultural sector, encouraging innovative value chains for the growth of local economies;
- Activate through collaborative platform and participatory governance, a broad supply chain in the tourist and cultural industry that strengthens, by sharing network tools, the capacity of the production system to generate cultural, social and economic impact;
- Enhance the widespread heritage of the territories and local business communities by promoting forms of participatory management of the territorial cultural offer.

Towards its cooperative members CoopCulture offers to:

- Ensure, through the joint management of the company, working occupation continuity and the best economic, social and professional condition for its members;
- Offer a range of high quality services, supplied in accordance with the organisational procedures designed to protect the health, physical and mental well being and dignity of the members, the employees and the customers.
- Inspire the cooperative management, the definition of company policies and the performance of various operation based on the principles of internal democracy, participation, transparency and fairness towards all its stakeholders, while also ensuring effective verification and control measures.

CoopCulture respects the legitimate expectations of its stakeholders, which are subjects (individuals, groups, organisations) that have a significant relationship with the company and whose interests are involved in various ways in its activities in a manner consistent with its mission. First of all, are stakeholders the members, therefore the internal and external collaborators, the clients, the suppliers and the economic partners. In a broader sense, stakeholders also include individuals and groups, as well as the organisations and institutions that represent them, whose interests are influenced from the direct and indirect effects of the cooperative's activity due to their relationship with it: local and national communities, associations and future generations.

2.1 Governance and organisation

The **Shareholding's Meeting** is the supreme body of the organisation, responsible for the approval of the annual financial statement and the election of the members of the Cooperative's Board of Directors every three years. Members participate in the ordinary and extraordinary meetings with the right to vote in accordance with the procedures set out in the Article of the Association. The General Meeting adopts the statutory and internal regulations for the best functioning of the organisations; it deliberates regarding the establishment of funds for the development of the mutualistic activities; it is responsible for approving any amendments on the Article of the Association, of any extraordinary activity that involves the cooperative and the decision of any matter submitted from the Board of Directors.

The **Board of Directors** is the collegial body which is responsible for the management of the cooperative. Among the Corporate Bodies is the one that can effectively influence the company direction. The administrators need to analyse in depth the company structure and the elements that can develop weaknesses and that can create crisis in the company; they also have the fundamental duty to look into the future and anticipate new scenarios in which the company can develop and maintain its position in the market. The Board of Directors therefore constantly engage in the analysis and planning. The Board of Directors determines the strategic direction, the development objectives, the communication policies implemented by the presidency through its staff functions (Social Policy Office, Internal Audit Office, Legal Affairs Office, Integrated System Office, Institutional Communication Office), as well as the management Guidelines followed by the General Management.

The **Board of Auditors** oversees the administration of the company, monitors the compliance with the laws and the Article of the Association, verifies that the accounts are kept properly and that the financial statement correspond to the result of the accounting book and records, and carries out periodic inspection and checks.

When approving the financial statement, the auditors do the reporting based on the criteria of the social management, to achieve its mutualistic purpose, and the existence of requirement of mutual prevalence.

The **General Management** is responsible for managing the commissions portfolio, thanks to the regional managers and the functions for the business development (Commercial Office, Marketing communication and regional development Office, Product Development Office, Operative Office), is responsible of the sites and services management thanks to the cross-functional roles for the administration of human and material resources, ensuring efficient and effective operations, delegating security matters (Human Resource Office, Administrative Office, Security Office, IT, Project monitoring Office, Secretary and General Services Office). The General Management is supported for the management of the commissions (commessa) by the area Regional Managers who are assisted by the Project Managers, who in turn are supported by dedicated operational functions (Service Coordinators and Supervisor/Head of Service).

The councillor responsible for the **Innovation and Competences**, thanks to the data monitoring and the scenario analysis, with the support of the staff functions (Organisational Coordination Office, Scientific Coordination Office, Communication Coordination Office, Network for innovation Office, Digital Solution Office, New competences and competence management office), defines the objective regarding the innovation and manages the research process, the experimental development, the prototyping, the development of new competences, the strategic communication, the community innovation lab communication, project reporting and management and control.

2.2 Area of application and recipients obligation

The Code of Ethics is intended, without any exception, to anyone who, directly or indirectly, permanently or temporarily, establish a relationship with CoopCulture: administrators, members, employees, external collaborators, advisors, main suppliers and partner from them is requested compliance with the Code, and acceptance of it may, when demanded, be requested explicitly.

3 GENERAL ETHICAL PRINCIPLES

The ethical principles listed below represent a reference point for all CoopCulture's activities. The cooperative adopts in this Code of Ethics, inspired by the principles of Legacoop's Code of Ethics, and an organisational, management and control model, as well as procedures, criteria and sanctions to ensure effective compliance to the principles that inspire the founding values of the cooperative experience.

3.1 Democratic nature

The company is constituted by organisational structures established by the Article of the Association and governed according to a model approved by the Shareholders Meeting and appointed corporate functions operating in accordance with democratic rules. To this end, it adopts transparent practices, promotes information and the development of forms of democratic participation for its members and encourages maximum control over its actions.

3.2 Honesty and fairness

Honesty represents the funding principle and essential element for the company management. The staff and anyone working in the company undertake to act honestly in their dealings with the public and institutions, in compliance with all the laws, codes, regulations, employment contracts, internal regulations and accepted practices.

CoopCulture bases its actions on criteria of fairness and is committed to respect:

- People's right, undertaking to behave fairly towards all its employees and collaborators, respecting their dignity and rights and promoting their professional growth, and to not discriminate on the basis of age, race, religion,

gender, sexual orientation, political opinion and physical disabilities;

- Regularity of work, completely and substantially applying the legislation and employment contracts in force to all workers;
- Health and security at the workplace, adopting all the safety measures required by current legislation and technological developments, striving to ensure the physical integrity and moral character of employees;
- Privacy, by protecting the confidentiality of personal data contained in its databases and archives and ensuring compliance with all requirements under current regulation;
- The protection of users' right while supplying its services; all operators – in their various roles and levels of responsibility – must ensure compliance with regulation, marketing procedures and management of access to places and services, opposing any form of direct or indirect/third-party action that harm users or limit their rights and opportunities to use the services provided;
- Clarity on the management of the services supplied on and off sites, both in terms of dissemination of information, images and documents and the management of ticket and service purchasing procedures, as well as access, ensuring maximum transparency and contrasting any form of obstruction or hoarding that limit users' right;
- The environment and the community in which it operates, promoting all form of pollution prevention and paying constant attention to the sustainable economic development of the territory.

3.3 Equity

Staff behave fairly, loyally and responsibly towards the company, the institutions for which the operates and its users. In particular, while operating its assigned duties, such as providing services, equal dignity and treatment are guaranteed to all, regardless of the sectores and the region to which they belong. Staff must stop and report any behaviour that limits or conflicts with the right to fully enjoy the activities assigned to CoopCulture.

3.4 Transparency

CoopCulture is committed to clearly communicate its goals, actions and results to its stakeholder. For this purpose, is guaranteed an information as comprehensive and transparent as possible regarding the mission, content and methods of the activities carried out, as well as the balance sheet and the economic trend of the cooperative while reporting the annual financial statement.

The online activities, supplied thought the company website, information platforms on the services provided in the various facilities, and platforms for purchasing access and services, must ensure the accuracy of the information, the purchasing rules and accessing services, and procedures for reporting situations that limit users' rights.

3.5 Compliance with the laws

CoopCulture's staff and collaborators, while carrying out their activities, comply with territorial law and the current regulation.

All the activities are shaped and carried out in compliance with the legislation and the current regulation, as well as principles and procedures defined internally and with signed contracts.

3.6 Responsibility

CoopCulture's staff and collaborators undertake to carry out their work in a correct, accurate and precise way, taking responsibility for they actions in a manner that is consistent with the commitments they have undertaken.

They undertake to report situations and behaviours, whether internal or involving third parties, that could create offenses and limit the rights of workers and users.

CoopCulture is committed to preserve and protect its tangible and intangible, physical and technical assets by training its members, employees and others company collaborators to the correct use of the goods, resources and information entrusted to them for the performance of their duties. Each subject is required to protect the goods entrusted to them, operating with the maximum diligence to protect this company resources, behaving responsibly and complying with the procedures and operating requirements provided, avoiding uses that can damage or contrast with the company's interests.

CoopCulture is aware of the effect of its activities on the local area in which its operate, on the economic and social development and on the general well-being of the community and pays attention to the importance of social responsibility towards communities. In line with its commitment to social responsibility, CoopCulture sets itself objectives that focus on its human capital, health and fairness in its relations with its economic, social and institutional partners, which are not merely based on compliance with legal obligations, but go beyond them, in full application of a vision of economic activity aimed not only at operating results, but also at representing a moment of social development and growth.

4 STANDARDS OF CONDUCT

Compliance with the Model and the attached Code of Ethics is a constant duty for all those working in, for and with CoopCulture. No one shall ever fail to comply with the principles recognised by the cooperative as fundamental, such as honesty, integrity, transparency and objectivity in the pursuit of corporate objectives. The relationship with the Public Authority and Administration, as well as with private entities that carry out activities of public interest, must be conducted in compliance with current legislation and based on the general principles of fairness and loyalty.

The employees failure to comply with this Code by CoopCulture also constitutes a breach of contract and may result, in serious or repeated cases, in irreparable damage, pursuant to Article 2119 of the Italian Civil Code, to the relationship of trust between the employee and CoopCulture.

All forms of discrimination should be avoided, particularly those based on race, nationality, gender, physical disability, sexual orientation, political or trade union opinions, philosophical beliefs, or religious convictions. Sexual harassment and physical oppression are not tolerated by CoopCulture, in any form they occur. The relationship within the cooperative are based on principles of civil coexistence and mutual respect for the rights and freedoms of individuals, working together to maintain an atmosphere of respect for each person's sensibility, dignity and reputation. The cooperative prohibits all employees from engaging in mocking or sexual harassing behaviours that may offend the dignity or upset the sensibilities of any person.

It being understood that smoking is prohibited in all workplaces and the violations will be subject to sanctions in accordance with the applicable regulations. CoopCulture cares about the health of its employees and collaborators, and therefore are encouraged healthy behaviours and is protected the right to health.

The informations acquired in the course of the assigned activities must remain strictly confidential and appropriately protected; they cannot be used, communicated or spreaded – either within or outside CoopCulture - except in compliance with current privacy legislation and in line with company procedures.

The employees and the consultant of CoopCulture must respect and safeguard the assets of CoopCulture, and prevent its fraudulent or improper use. Improper use includes, but is not limited to, the personal use of telephone lines and internet connections, except in specific cases of necessity. The use of company tools by CoopCulture employees and/or consultants (for the latter, within the limits set out in their contracts) must be functional and exclusively for the performance of work activities or for purposes authorised by the relevant internal departments. CoopCulture does not approve of, and indeed opposes, the use, for any reason whatsoever, of software programmes that do not have the required licences and/or authorisations for use.

4.1 Duties of subjects in senior position: directors, executives and managers

The Directors, all those who hold representative, administrative or management position at CoopCulture or one of its organisational units with financial and functional autonomy, as well as all persons who exercise - even de facto - management or control (hereinafter also collectively referred to as "senior managers"), have a duty to base their conduct, in addition to the provisions of the following paragraph, the following guiding principles.

4.1.1 External Relations

Those senior managers have the obligation to shape their behaviour as the utmost legal, transparent and fair, preventing and avoiding all situations and activities in which a conflict of interest with CoopCulture may arise and refraining from any activity that may place their personal interests in opposition to those of CoopCulture. By way of example, non-exhaustive, the following situations may give rise to a conflict of interests:

- § Participate in decisions concerning affairs with parties that may give rise to a personal interest;
- § Use CoopCulture's name for personal benefits;
- § Propose or accept agreements that can originate personal benefits;
- § Engage in behaviour that could – even indirectly – cause damage to CoopCulture, including damage to its image and/or credibility in the market;
- § Conflict with the interests of CoopCulture by influencing the decision-making autonomy of another entity responsible for establishing commercial relations with CoopCulture;
- § Use news and informations received during the course of its duties to gain, without there being any interest of CoopCulture, profit for themselves or others;
- § Engage in any form of behaviour, carried out directly or through the intervention of third parties, aimed at obtaining advantages, for oneself or for third parties, of financial or personal nature, contrary to the interests of CoopCulture.

Every situations, even just potentially, in conflict of interest must be promptly reported to the Board of Directors and Supervisory Body, in order to evaluate their existence and gravity. The senior managers have the obligation to comply with the moral and professional values set out in this Model; and also to refrain from any behaviour that may constitute one of the offences provided for by criminal law, with particular reference to the offences expressly sanctioned by Legislative Decree No. 231 of 8 June 2001, as amended.

Under no circumstances the pursuant of the interest of CoopCulture can justify a non-correct behaviour or contrary to current regulation. In case of potential violation of the present disposition or even if there is only doubt to whether a certain conduct may be improper or contrary to applicable regulations, senior managers have the obligation to report promptly the specific situation to the Supervisory Body in order to evaluate the existence of a conflicting situation.

They are obliged to observe secrecy and confidentiality in all matters related to the exercise of their duties except in cases where disclosure of such information is required by law or regulation. Relations with the press and mass media must be conducted in compliance with current legislation and based on the general principles of fairness and loyalty, while taking into account the duties of confidentiality and secrecy required by law and this Code of Ethics.

4.1.2 Internal Relations

Senior managers are obligated to truthfulness, transparency and completeness of all communications and statements addressed to the bodies of CoopCulture, in particular – but not exclusive - to the drafting of all financial statements, as well as any form of report or communication required by law. These subjects have the duty, within the scope of the powers entrusted to them, to exercise control over all accounting records that are submitted to their office. The aforementioned subjects are responsible for ensuring that delegated powers are clearly defined and comprehensive in all respects, accompanied by adequate financial resources where necessary, and in every case accompanied by the necessary details for monitoring purposes. The senior managers, within the limits of their functions and in the actual exercise thereof, must abstain from any harassment or discrimination at the workplace and must act to prevent any form of harassment or discrimination in CoopCulture.

4.2 Duties of individual in non-senior positions: employees and collaborators

CoopCulture employees and collaborators, regardless of the nature and duration of their employment contract, as well as all other individuals not covered by the definition in the previous paragraph (hereinafter also collectively referred to as 'individuals in non-senior positions'), are required to comply with the guiding principles set out in the following paragraphs.

This principles are effective also for the suppliers, the consultant and the subjects that carry out their professional activity in favour of CoopCulture or on its behalf.

4.2.1 External Relations

In relations with third parties the individuals in non-senior positions are required to behave ethically and with the utmost respect of the law, the regulations and the company procedures. If any doubt about the interpretation occurs they must be clarified with the direct manager.

Essential elements on the behaviour of individuals in non-senior positions must be transparency, fairness, equity and – in general – respect of the moral and professional values indicated in this model. Are absolutely prohibited – and will be consequently sanctioned – the behaviours that can, in any way and form, constituted a violation of mandatory regulation and are contrary to good faith and fairness principles during commercial transactions.

The employees and collaborators are obligated to prevent all the situations that can, even only potentially, result in illegal behaviour or contrary to the principles set off in this document or can constitute a conflict of interest with CoopCulture. They are required to respect the internal procedures, with particular regards to the one that regulate the supplier selection and the relation with the clients. The relations with the clients and the suppliers must occur following objective criteria of quality, convenience, competencies and efficiency. Consequently, are absolutely prohibited behaviours aimed to favour a supplier over another for reasons unrelated to the company's interest in identifying the supplier capable of guaranteeing the best value of the supply while being in compliance with laws, regulations and company procedures. During the relation with the customers and suppliers is prohibited to receive donations, benefits and any other type of service that could constitute a crime or a violation of this Model, or that could be carried out in order to obtain favourable treatment that distorts market rules.

All the informations relating to third parties, regardless of its source, must be collected lawfully, with particular reference to the provisions of current privacy legislation (Legislative Decree 196/2003 and EU Regulation 2016/679). Any form of misappropriation or unauthorised use of the aforementioned information is expressly prohibited. All confidential information must be handled with confidentiality and caution, in accordance with contractual commitments and company procedures. The relations with the clients for the development and implementation of CoopCulture's programmes and activities are reserved to the company departments expressly delegated to do so. The employees and collaborators involved in this activities must comply with the instruction provided by the aforementioned company departments, always in compliance with the law, regulations and this Model. In relations with political and trade union association it's prohibited every form of subsidy, unless it complies with the provisions of the law and in accordance with the decisions of the Board of Directors.

4.2.2 Internal Relations

CoopCulture staff is required, during the relations with colleague and collaborators, to behave ethically and in accordance with laws and regulations, and with the utmost fairness, efficiency and courtesy.

CoopCulture requires that no form of harassment takes place in the workplace and expects its employees and collaborators, regardless of their hierarchical position, to ensure that all relationships are based on cooperation and respect for the individual. Any behaviours aimed at creating an intimidating, hostile or isolating work environment for individuals or group of workers, aimed at hindering legitimate work prospects of others for purely personal competitive reasons, or aimed at unjustifiably interfering in the performance of others' work, will be prosecuted and punished. CoopCulture prevents and, in any case, will persecute the "mobbing" and the personal harassment of any type, including sexual harassment. If situations of 'mobbing' or personal harassment of any kind, including sexual harassment, are ascertained, these would constitute a very serious breach of the relationship of trust with CoopCulture, with the consequence that the responsible may be dismissed for a legitimate cause.

The individuals in non-senior positions are required to diligently safeguard everything entrusted to them by CoopCulture for the execution of their activities, without making any improper use of it, contrary to the laws and regulation or not in accordance with the instructions given by CoopCulture itself.

4.3 Sexual harassment and harassing behaviours

The cooperative is committed to remove every obstacle to ensure a work environment where men and women respect people inviolability. Nobody can take advantage of its position to reduce or eliminate this warranties. The following behaviours can constitute examples of sexual harassment:

- Sexist behaviours and verbal remarks aimed at conveying an hostile, paternalistic or offensive attitudes that imply an inferior conception of the opposite sex or the sexual orientation of the person whom are directed;
- Inappropriate and offensive behaviours aimed at obtaining undesired physical contacts;
- Inappropriate and offensive behaviours aimed at soliciting sexual favours, if they happen because of threats of sanctions, of punishment, negative consequences at work or the promise of a reward and/or advantages;
- Adoption of sexist criteria in any type of interpersonal relationship; sexual harassment compromise the health, the trust, the moral and the working motivation of the one who endure it, seriously damaging the operation, the organisational climate and the image of the cooperative.

The existence of a position of disadvantage, asymmetry or hierarchical subordination constitutes an aggravating circumstance in cases of sexual harassment. For example, but not exclusively, are considered instances of sexual harassment, whether physical, verbal or digital:

- Implicit or explicit requests of offensive or unwanted sexual favours;
- The display or exhibition of pornographic material in the workplace or through electronic devices;
- the promise, implicit or explicit, of support and privileges or a promotion in exchange of sexual favours and the retaliation or the threat because of the denial of this acts
- Repeated unwanted and inappropriate physical contact;
- Verbal and digital appreciation about the body and the sexuality that are considered offensive.

Harassing behaviours refers to acts, attitudes or behaviour involving moral or psychological violence in the workplace, repeated systematically or habitually over time, which lead to a deterioration in the working conditions that could compromise the health, professionalism or dignity of the victim. By way of example and without limitation are considered instances of harassing and persecutory behaviour and of psychological violence:

- Moral harassment of various kinds;
- Criticism and frustrating verbal mistreatment;
- Offenses to the dignity and repeated humiliations;
- Reputational damage, even in front of third parties;
- Behaviours aimed at discriminate, discredit or otherwise damage someone's career;
- Unjustified exclusion or marginalisation from ordinary communications;
- Systematic underestimation of results not justified by poor performance or failure to complete the assigned tasks.

Anyone who finds out or witnesses harassing or discriminatory behaviours must undertake a supportive attitude with the victim, report the situation to their superior and to the Personnel Department and, if requested, testify what they have witnessed.

The cooperative, in compliance with the privacy of all parties concerned, protects the victim of sexual harassment or others harassing behaviours.

4.4 Relations with Public Administration

Relations between CoopCulture and the Public Authority and Administration, as well as private entities that carry out activities of public interest, must be based on maximum transparency, truthfulness and fairness, in strict compliance with applicable law and regulation, as well as the Organisation, Management and Control Model. In this context, particular attention will be paid to prevent conduct by public entities that could constitute types of offences, such as embezzlement and misappropriation of public funds, relating to the use of assets or abuse of public authority in exchange for benefits.

It's prohibited to any recipient of this Code to promise or offer to public officials, agents, employees in general of the Public Administration or other Public Institutions, payments, goods or other benefits - such as advantages, favours, gifts, commercial or personal work opportunities or those involving family members - to promote and favour their own interests and gain advantage. If the recipient of this Code receives, directly or indirectly, explicit or implicit requests or benefit proposal from public officials, agents, employees in general of the Public Administration or other Public Institutions, they must immediately report this to their representative and notify the Supervisory Body.

4.4.1 Fighting corruption, extortion and fraud against public bodies

Consistently with honesty and transparent values, CoopCulture is actively committed to implementing all the necessary measures to prevent and avoid corruption and extortion phenomena.

In particular, it's not allowed to pay sums of money with a corruptional purpose in order to obtain direct or indirect advantages in relations with public administrations and other companies.

It's prohibited the personal acceptance of gifts or favours from third parties that are not of modest value and intended solely as a courtesy.

The cooperative is committed, in the relation with EU institution, the State and public bodies in general, to state and provide the documentation, information and certification that are truthful and transparent, consistent with the accounting records and company documentation.

The cooperative is equally committed to use the funding received exclusively for the purposes for which it was requested or granted.

For this reason CoopCulture, while organising its activities, establishes and maintains specific procedures that set out the methods for requesting funding and establish a separation between those who sign the request, those who process the relevant paperwork and those who authorise the use of the funds.

4.4.2 conducts in dealing with public administration

The assumption of commitments with the public administration and the public institution is reserved exclusively to the departments appointed and authorized.

It's prohibited to any recipient of this Code, diceror, member, employee, contractor or collaborator in any capacity, to promise, receive or offer to public officials, public service employees, employees of the public administration or public institution in general, money, goods or other benefits to promote and favour their own interests or obtain an advantage, as well as to persue the payment or the promise of official act contrary to the duty of the public official or public service employee.

CoopCulture also prohibits any form of gifts to public officials or public service employees, of any kind, italian or foreign, or to their family members, even through an intermediary, that could influence their independence of judgement or induce them to secure any advantage for the Cooperative, except for those of modest value, that would not compromise the integrity and reputation of the parties and could not be interpreted by an impartial observer, as aimed at acquiring advantages in an improper manner. This type of

donations of modest values and any other type of offer must in any case be authorised and suitable proof of them must be kept.

Any recipient of the present Code that will receive direct or indirect offers of benefits from public officials, employees of the public administration or other public institutions that constitute similar cases, must immediately report this to the Supervisory Body.

During the conduction of commercial negotiation or tenders with the public administration, the conduct of representatives must strictly comply with the law and the rules of fair commercial practice.

In particular is prohibited, for any recipient of the present Code, to attempt to influence the decisions of the counterparty through the offer, to public officials involved in the negotiations, advantages, favours, gifts, commercial or personal employment opportunities for themselves or their family members. participation and those who instruct the relevant practices.

4.4.3 Proper information in dealings with public administration

The transparency of the information towards the public administration and, in particular the fiscal and occupational safety supervisory body, constitute a fundamental commitment of the Cooperative.

That's why, it's committed to:

- Operate, in the most fair and transparent manner, through the appointed communication channels with institutional interlocutor at national and regional level;
- Represent the interests and the position of the cooperative in a transparent, rigorous and coherent way, avoiding collusive behaviour.

Furthermore, it's prohibited to managers, responsible, consultant and third parties to:

- Falsifying and/or altering the account records to obtain an undue advantage or any other form of benefit for the company
- Falsifying and/or altering documentary evidence to obtain the favour and the approvation of a project not compliant with current regulation;
- Allocating public funds for purposes different from the one for which they were obtained.

4.5 Regulations for the management of gifts, sponsorships and donations

The present regulation discipline the provision of gifts, sponsorships and donations towards public and/or private entities, social, environmental and sporting initiative, activities promoting and enhancing the local area, and solidarity projects aimed at implementing cooperation and development initiatives in third countries.

4.5.1 Gifts regulation

In the management of gifts, during particular or traditional celebrations, CoopCulture doesn't allow any form that could be interpreted as exceeding normal commercial or courtesy practices, or in any case aimed at obtaining favourable treatment or advantages for the cooperative in an improper and unfair manner in the conduct of any activity connected with it. A gift is defined as any type of benefit, including the free participation to relevant events. It's included any form of present towards public officials and their relatives, that could influence the independence of judgement or induce to ensure any kind of advantage for the cooperative. Gifts are legitimate if they are of modest value, able to not compromise the integrity and the reputation of the parties and cannot be interpreted by an impartial observer as being intended to gain undue advantage. The process of purchasing good is carried out in accordance with the procurement process, and appropriate documentation must be kept.

4.5.2 Sponsorship regulation

Sponsorship refers to activities through which CoopCulture, either through direct funding, partial coverage of costs or other forms of support, associates its image or promotes its services within an event, exhibition or other activities. The decision to activate a sponsorship must be motivated by the interest of linking the cooperative image with the sponsored event. For each sponsorship request, the beneficiary must agree

with CoopCulture on appropriate measures to ensure the effectiveness of the interventions and a return on image proportionate to the amount of the sponsorship.

4.5.3 Donation regulation

Donations refer to funding for activities or initiatives of particular social relevance promoted by institutions, organisations, schools and universities, cultural bodies and voluntary associations. Charitable contributions or donations are not strictly linked to a return in terms of image or other benefits for CoopCulture, but represent an important element in the relationship with the local area in which the cooperative operates.

4.5.4 How interventions are defined

Each year the Board of Directors defines, based on the amount allocated in previous years, the resources that could be distributed over the year for gifts, donations and sponsorships. The management of the resources is assigned to the Chief Executive Officer (CEO) and the Chief Operating Officer (COO). For each gift/ sponsorship/ donation approved will be sent a communication to the administrative director. The CEO and the COO will submit every requests to the Board of Directors. The CEO shall report annually to the Board of Directors on the use of allocated resources, management methods and activities carried out.

4.5.5 Criteria to assign sponsorships and donations

The CEO and the COO for each reference period will identify, based on the requests received, those that present interesting characteristics of: particular social, cultural and environmental relevance; interventions aimed at enhancing cultural heritage, including through restoration; involvement of the territories where the Cooperative operates, useful for promoting its territorial roots. Requests for sponsorships or donations with purposes incompatible with the cooperative's social objectives will not be considered. The CEO may refer to the Board of Directors any requests that are outside the budget or that he or she considers to be of particular importance. In the case of donations or sponsorships to entities engaged in political and trade union activities, the proposal must be approved by the Board of Directors and carried out in full compliance with the procedures and limits provided for by law. In any case, it must not be identifiable in any way as an intervention aimed at influencing decisions and obtaining advantages in the economic activities of the Cooperative.

4.5.6 Documentation

Regular administrative documentation must be kept and stored for sponsorships and donations, indicating their characteristics and allowing them to be checked by the relevant bodies. The beneficiary of the sponsorships will be required to provide adequate documentation, both in advance and after completion, of the use and advertising of the company logo, the visibility provided and anything else agreed upon.

4.6 Correct registration of each operation and transaction

CoopCulture considers fundamental the completeness and clarity of the accounting data, report and financial statement, both in its relations with members and third parties, as well as with institutional bodies. To this end, it is necessary that basic information and accounting records of transactions are complete, truthful, accurate, supported by appropriate documentation and verifiable.

4.7 Relation with the press and other media

The relation with the press and other media, included the social media channels, are the exclusive responsibility of the departments delegated by the Presidency, Innovation and General Management. Without the prior authorisation of the delegated managers, employees must refrain – without prejudice to the rights guaranteed to everyone by law in terms of freedom of opinion – from issuing statements or interviews to representatives of the press, other media or any third party, or from leaking even simple information concerning CoopCulture's business or its work organisation. Any statements made must be truthful, clear, unambiguous and not manipulative. In particular, when using blogs and social networks, it is necessary to use common sense and: not discuss topics concerning confidential information of the Cooperative; not publish or disseminate documents, photos, videos, images and any other material owned by or relating to the activities of the cooperative; not use one's role or job position to support personal opinions that do not represent the positions of the Cooperative, as expressed by the Board of Directors. CoopCulture holds its members, employees and collaborators responsible for any economic,

organisational or reputational damage resulting from the improper use of social media, contrary to the principles of the Code of Ethics, company procedures and regulations and privacy rules, both during and outside working hours.

4.8 Relations with client and suppliers

Directors, shareholders, employees and collaborators are required to prevent any situations that could potentially lead to illegal behaviour or behaviour that is contrary to the principles set out in the Code of Ethics and the Organisation, Management and Control Model adopted pursuant to Legislative Decree 231/2001.

They are required to comply with the internal procedures, with particular regard of the one that regulate the selection of the supplier and the relation with the public and private clients. Relations with customers and suppliers must be based on objective criteria of quality, convenience, capability and efficiency. Are absolutely prohibited behaviours aimed at favouring one supplier over another for reasons unrelated to the company's interest in identifying the supplier capable of guaranteeing the best value, in terms of quality and cost, while being in compliance with laws, regulations, labour standards and certified management systems.

During the relation with clients, particularly with the service users, all the employees, in their various roles, must ensure maximum accessibility and transparency in the various stages of carrying out their activities. In particular, in sales procedures, both direct and online, everyone's right to access services must be guaranteed by opposing forms of hoarding and behaviour, including by third parties, that limit the possibility of using the services or that may harm users.

The access control and the possibility for everyone to freely use all the services must consider the limitation of the structures and the sites managed, searching a manner to ensure to everyone an adequate possibility of fruition.

Must be signaled to the managers, the contractor, the consumer protection and public safety authority situations and attitudes that create risks and that can damage or limit the access, in any form, to the users of the services.

During the relations with the clients and the supplier it's prohibited to receive donations, benefits and any other genre of performance able to constitute a crime, a violation of the present Model, or that can obtain a preferential treatment that distorts market rules.

5 METHOD OF IMPLEMENTATION OF THE CODE

5.1 Communication and diffusion of the Code of Ethics

Coopculture undertakes to promote and ensure adequate knowledge of the Code of Ethics, to divulgate it towards the interested parties through specific and adequate communication and information activities. The Code will be published and kept updated on the corporate website of the cooperative.

In order so everyone can align their behaviour with that described here, the cooperative ensure an adequate training programme and continuous awareness-raising of the values and ethical standards contained in the Code among all employees.

5.2 Supervisory Body

CoopCulture undertakes to enforce compliance with the rules through its Supervisory Body, appointed by the Boards of Director, which is responsible for supervising and monitoring the implementation of the Code of Ethics.

In particular, it shall:

- Monitor constantly the application of the Code of Ethics from the interested parties, even through the acceptance of any reports and suggestions;
- Signal to the Board of Directors potential violations of the Code of significant importance;
- Express opinions regarding any possible revision of the Code of Ethics or the most relevant company policies and procedures, in order to ensure their consistency with the Code itself.

During the fulfillment of its function, the Supervisory Body carries out:

- intervention on the operativity and effectiveness of the control points required by the law and the company procedures;
- examination of the actual implementation of the control procedures on the financial statements and on the main operations that fall back into the area of potential risk;
- drafting of minutes of meetings and periodic checks of the results of its activities and drafting of an annual report for the Board of Directors.

5.3 Reporting violation of the Code of Ethics

All recipients of the present Code can report, in writing and anonymously if they wish, any violation or suspected violation of the Code of Ethics to the Supervisory Body responsible for implementing the Code.

With the Law No. 179 of 30 November 2017 – Regulation on the protection of the persons reporting crimes or irregularities that they have become aware of in the context of a public or private employment relationship – introduced the principle of protecting persons reporting crimes committed by public entities and in the context of private activities. All the employees of the cooperative are obligated to report behaviours that pose a risk of criminal offences, both in relations with public administrations and with private individuals. CoopCulture has an obligation to protect whistleblowers from any retaliatory actions.

In case of reporting, the Supervisory Body:

- will provide an analysis of the report, reaching out to the author of the report and the responsible;
- will protect the confidentiality of the identity of the whistleblowers, without prejudice to legal obligations;
- will protect the whistleblowers against any type of retaliation, even just for the suspect of any form of discrimination or penalization;
- in the event of a proven violation of the Code of Ethics, the Supervisory Body will report the incident and the possible suggestions believed necessary to the Board of Directors so that it can intervene on the interested function, based on the gravity of the violation.

The Board of Directors will define the measures to be taken and will report the results to the Supervisory Body responsible for monitoring the Code of Ethics.

5.4 Code violation and penalties

The Supervisory Board is responsible for reporting violations committed by any recipient of this Code, proposing the adoption of adequate disciplinary measures. Disciplinary penalties are implemented within the limitation and

after the procedures indicated from the collective labour agreement and the company regulation for members and employees and while respecting disciplinary code and contractual and legal regulations.

5.5 Information flows

The supervisory Board can be contacted for any communication / report through the e-mail odv@coopculture.it and at the office address Società Cooperativa Culture, Corso del Popolo 40, 30172 Venezia Mestre. The cooperative has activated a whistleblowing platform for the report of illicit behaviours in implementation of Legislative Decree 24/2023. The platform guarantees absolute confidentiality and anonymity to the reporter and can be reached at the following link: <https://coopculture.whistlelink.com/>.