

CODE OF ETHICS AND CONDUCT

The Golden Share Advisor & Partners professional network (the Network) adopts this Code with the aim of providing all participating Professionals with guidelines and instructions on how to behave with each other and with customers and third parties.

1. DEFINITIONS

- a) **Code:** This document consists of a series of paragraphs outlining the values, principles of professional ethics, ideals and rules of conduct that Professionals belonging to the Network must follow and adopt for a correct and fruitful collaboration aimed at achieving the highest level of customer satisfaction. This document has not been prepared to fulfil a legal obligation and does not produce the typical effects provided for by business models, as it is intended for people who do not operate within an organised structure. In any case, the failure to comply with the principles contained herein may result in the exclusion of the Professional from the Network.
- b) **Recipients:** This Code is addressed not only to all Professionals belonging to the Network but also to their respective collaborators, employees and trainees. Therefore, by joining this Network, Professionals are required to know and comply with, and to ensure that their collaborators, employees and trainees know and comply with the rules set forth herein and published on the website www.goldenshare.it
- c) **Customer:** natural or legal person, both public and private, in a contractual relationship with two or more Professionals of the Network in order to carry out an Assignment.
- d) **Interpretation:** Compliance with the Code is understood to be a moral imperative and therefore must be pursued with formal diligence, particularly regarding the aspects and profiles of a substantial nature. It therefore encourages behaviours which, even if not expressly categorised, aim at compliance with the law and protection of human dignity and integrity, and at the same time discourages behaviours which, apart from formal compliance with the Code, produce results that are not compatible with the provisions contained in it.
- e) **Services:** services provided to Customers through the collaboration of two or more Professionals belonging to the Network who undertake to maintain their autonomy in relation to the specific areas within their competence.
- f) **Assignment:** the professional mandate, consulting contract and all activities carried out by two or more Professionals belonging to the Network in the interests of the Customer. The existence of the Assignment must result from a legal document which expressly indicates the interdisciplinary content of the Service provided, such as to require the collaboration of two or more Professionals belonging to the Network.
- g) **Golden Share Advisor & Partners:** a distinctive mark that aggregates a Network of Professionals operating under their own individual and personal responsibility. Therefore, Golden Share Advisor & Partners is not a professional association or a collective body of any kind.
- h) **Confidential Information:** Confidential Information means, without limitation, all contractual, economic and financial information acquired while providing the Services, as well as information relating to sensitive data of Customers and other Professionals, and any projects and proposals formulated during the professional collaborations within the Network.

2. ETHICAL PRINCIPLES

- a) **Honesty and fairness:** While providing the Services, each Professional undertakes to have an honest and correct relationship with Customers and other Professionals belonging to the Network and with any third party (including negotiating and contractual counterparties, Public and/or Private Authorities).
- b) **Loyalty and respect:** each assignment must be marked by loyal collaboration based on the utmost respect for people and the professional activities carried out by other Professionals involved. Each Professional undertakes to operate with respect for human dignity, rejecting any form of discrimination based on political opinions, religious beliefs, race, ethnicity, nationality, age, gender, sexual orientation, state of health and any other characteristic relating to the intimate and personal sphere of each individual.
- c) **Professionalism:** Each Professional undertakes to perform each Assignment by providing competent and adequate contributions to the responsibilities assumed, acting with honesty, decorum and diligence in order to protect the prestige and image of the Network itself; in this regard, each Professional agrees to provide correct and truthful information on his or her professional qualifications and skills.
- d) **Transparency, integrity, impartiality:** Professionals are required to relate to each other, with Customers and third parties, with clarity, completeness and relevance, refraining from misleading expressions and situations and adopting clear and detailed clauses when drawing up the contracts relating to the activities carried out. When providing the Services, each Professional must not give preference to certain Colleagues or projects to the detriment of others based on favouritism and/or opportunistic assessments, also in order to obtain personal advantages.
- e) **Legality:** each Professional undertakes to carry out his or her activities in compliance with all the current laws and regulations, the codes of ethics relating to his or her professional category where the conditions exist, and also with this Code.
- f) **Solidarity and mutual assistance:** the relationship between all members of the Network must be inspired by principles of solidarity and mutual assistance so as to encourage collaboration between all Professionals.
- g) **Professional training:** each Professional undertakes to comply with the obligations of ongoing professional training as regulated by his or her own Professional Association and in any case, regardless of registration/membership in associations/categories, to maintain a very high level of professionalism.

3. PRINCIPLES OF CONDUCT

- a) **Requirements and skills:** by joining the Network, each Professional declares, under his or her own responsibility, their true title of qualification, skills and professional experience. An essential requirement to remain in the Network is the failure to report a criminal charge, even in the event of a plea bargaining case, for non-culpable crimes relating to tax and bankruptcy matters, against the Public Administration, Public Faith, People, Property and however crimes involving the prohibition, even temporarily, to hold public offices or management positions.
- b) **Efficiency:** each Professional undertakes to carry out his or her duties with seriousness, professionalism, correctness and integrity, optimising the use of resources and pursuing, for the same quality of service offered, cost-effective operations also in the interests of the Customer.
- c) **Collaboration:** each Professional undertakes to carry out the Assignment by collaborating in a profitable and efficient manner with other Professionals in the Network, so that the professional

mandate given by the Customer can be carried out promptly and in the best way possible thanks to the synergy deriving from the specific skills of each. To this end, each Professional undertakes to constantly and accurately liaise with other Professionals involved, both by telephone and through meetings, with or without the presence of Customers, so that the professional activity produces consistent and profitable results such to enhance the internal and external value of the Network.

d) **Confidentiality:** each Professional undertakes to keep confidential any information obtained while carrying out the Assignment and Services and of which he or she becomes aware, even occasionally, in particular each Professional undertakes to:

- use all acquired data and information exclusively within the scope and for the purposes of their work activities and, however, not to disclose (communicate, disseminate or publish) sensitive information and Confidential Information without the explicit consent of the interested parties;
- prevent, insofar as it concerns them, access to Confidential information by unauthorised persons;
- keep in a safe and adequate manner the Confidential Information of which they have come to know either directly or indirectly as a result of or during any relationship originating within the Network.

The above prohibitions do not apply to information:

- in the public domain on condition that it is not due to a breach of this agreement, or
- revealed by a third party qualified to do so.

e) **Conflict of interests:** each Professional is required to avoid all situations and activities in which conflicts of interest may occur during the Assignment, and must discuss any doubts they may have with the other Professionals involved in the same Assignment. Each Professional must also avoid taking on Assignments that may interfere with others already in existence and such as to generate conflicts of interest. Each Professional undertakes not to involve the Network in Assignments that are based on a request for advantages or an offer from third parties, or pressure, where this could harm another Professional or the image of the Network.

f) **Accounting and economic transparency:** Each Professional must draw up the accounting documents according to the principles of transparency and truthfulness in compliance with the law and the accounting standards.

g) **External communications:** Contracts and any type of communication with Customers, the mass media and, more generally, other persons external to the Network, must be drawn up in accordance with the guiding principles of truthfulness, correctness, transparency and prudence and the information provided must be true, clear and verifiable. Each Professional undertakes to promote the Network externally by maintaining a behaviour that guarantees and increases the visibility of the Network, refraining from taking on any commitments on behalf of the Network or its members without first discussing it with those directly involved.

h) **Privacy:** each Professional undertakes to comply with the Privacy regulations, as governed by the law and this Code.

i) **Tools:** each Professional undertakes to carry out the Assignment granted by the Customer with its own means, tools and collaborators. However, for specific needs relating to the performance of an Assignment, each Professional undertakes to make available, on a temporary and occasional basis, other Network Professionals who have the necessary work tools (for example: computers, databases, telephones, cars, offices, etc.).

4. MISSION OF THE NETWORK

- a) The mission of Network Goldenshare Advisor & Partners is to:
- offer all participating Professionals a valid professional support through a fruitful and transparent collaboration, such as to broaden the areas of competence of each Professional in order to carry out Assignments requiring multidisciplinary approach;
 - support companies and entrepreneurs through competitive and efficient solutions;
 - support projects and business plans promoted by each Professional aimed at encouraging the continuous growth and development of the individual and Network itself through synergies contributed by each Professional within their specific area of expertise.
- b) Each Professional recognises and promotes human resources as an essential element for the development of the Network, favouring the growth of relations between the Professionals in an atmosphere of impartiality, meritocracy, respect and solidarity and rejecting any acts of discrimination or prejudice to people and their convictions.

5. RELATIONS WITH CUSTOMERS AND SUPPLIERS

- A) The Network recognises the importance and significance of each Customer, and dedicates the utmost commitment, care and attention to them. Each Professional is therefore called upon to meet the needs of the Customer to the best of his or her professional abilities.
- b) The Network does not have any type of relationship, not even of a contractual nature, either directly or indirectly, with people who are known and proven to belong to criminal organisations, and/or have committed crimes, unless this is the subject of defensive professional activity before the competent Legal Authority. Each Professional undertakes to comply with the anti-laundering laws by meeting all the record-keeping requirements established by these laws.
- c) Professionals must not request donations, benefits, recommendations or any other form of advantage that may harm the image of the Network or aimed at obtaining favourable treatments.
- d) Gifts of modest value aimed at promoting the Network externally are permitted, as long as they do not give the impression that they have been offered in the form of *captatio benevolentiae*.
- e) Where possible, Professionals belonging to the Network must support their Customers by applying special rates in the event of:
- business start-ups;
 - entrepreneurs/companies in economic difficulty;
 - non-profit organisations and charitable activities/initiatives.
- f) If while performing an Assignment it becomes necessary to purchase goods and/or services, each Professional must bear the expense by entering it in the budget costs according to the criteria of efficiency, cost-effectiveness and quality of the supplier, giving preference to, where possible, relationships with historic/regular suppliers.

6. PRIVACY

- a) Each Professional undertakes to fully comply with the Privacy policy and undertakes to guarantee the confidentiality of all sensitive information and data of which he or she has become aware while carrying out the Assignments within the Network.
- b) Each Professional undertakes to have the Customer sign a special consent form for the processing of data before an Assignment is granted.