



CODE OF ETHICS



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INTRODUCTION

The Code of Ethics sets out the values adopted by RIDEMOVI S.p.A. (hereinafter also the “**Company**”) in the performance of its business activities and in relations with all its stakeholders.

The Code of Ethics (hereinafter also just the “**Code**”) constitutes an integral part of the corporate governance structure and system which RIDEMOVI has adopted for the purpose of mitigating any business risks in general connected to the occurrence of any offenses or irregularities in the performance of business activities and to the commission of the crimes governed by Legislative Decree No. 231 of 8 June 2001 (hereinafter also “**Legislative Decree No. 231/01**” or the “**Decree**”).

As required by Legislative Decree No. 231/01, RIDEMOVI has adopted an organisation, management and control Policy (hereinafter also “**Policy**”) and has appointed a Supervisory Body (hereinafter also “**SB**”), which is responsible for supervising the operation of, compliance with, and updating of the Policy.

The guidelines and principles contained in the Code shape any further corporate regulations or policies.

The Code stands the “cycle path” within which

everyone at RIDEMOVI must work in the performance of their daily duties and when managing interpersonal relationships, including with respect to the Company’s stakeholders.

Acting in the conviction of pursuing the interests and objectives of the Company can never legitimise any violations of the Code, which will prevail over any corporate regulations, procedures, or contractual agreements that may possibly be in conflict with the same.

RIDEMOVI hopes that its stakeholders recognise themselves in the values underlying the Code and that they will share them and apply them in managing their business.

In order to prevent any irresponsible or illegal conduct which could damage the Company, it is imperative to strictly comply with the Code, which constitutes a valid support for the detection and resolution of any ambiguous situations or circumstances potentially at risk.

The Code will be binding on senior management, on members of the corporate bodies, on employees and on all parties who operate in the name and on behalf of RIDEMOVI, such as, for example, freelance collaborators, interns, consultants, etc. (hereinafter referred to as “**Recipients**”).

SECTION 1

1. Premise

In the Code, we at RIDEMOVI wish to expressly set forth not only «... *the set of rights, duties and responsibilities of an entity towards its stakeholders*» (as specified in the Confindustria Guidelines), but also, and above all, the values that represent the foundations of our Company or, in other words, the heart of our organisation.

This is because RIDEMOVI, like all organisations, is made up of people, each with their own heart, aspirations, needs, expectations, abilities, character, and peculiarities.

2. Reference Ethical Principles

The values that are fundamental for us and with which each of us (and those who collaborate with us) must be in compliance in carrying out our business activities and pursuing the Company's mission are specified below.

Respect for People

Respect for people is at the top of our concerns, and this is not just a figure of speech. We will reject any discriminatory behaviour of any different (political, trade union, etc.) opinions, religious beliefs, race, nationality, age, gender, and sexual orientation, state of health and, in general, of any personal characteristics.

Protection of Individual Personality

As a corollary to respect for people, there is the need to protect individual and personal freedom, combating any acts that encourage hateful phenomena such as enslavement, human trafficking, prostitution, child pornography, and, in general, the exploitation of women and men.

Compliance with the Law

Our actions are based on the principle of legality. Respect for rules and, in a broader

sense, for the law, is considered essential and indispensable by us. We will not justify the violation of this principle in any way, including if supported by the mistaken belief of pursuing the Company's interests and objectives.

Honesty and Integrity

The principles of honesty and integrity are an integral part of the Code, not only because they are necessary components to obtain credibility inside and outside the Company and to establish relationships of mutual trust, but above all because they are indispensable for us.

We disapprove and oppose any form of violence or threat, especially if aimed at obtaining behaviour contrary to the law.

Correctness of Accounting Operations

We are aware of the importance of accuracy and completeness of accounting information (and not only that). We strive to ensure that every operation and transaction is carried out lawfully, is consistent, is duly authorised, correctly recorded, and verifiable.

It is important for us to act in such a way as to prevent any form of accounting malpractice. To this end, we encourage all staff to report any situations of doubt or alleged anomalies to their direct supervisor, to senior management or, if they feel uncomfortable, to the Supervisory Body, which will guarantee anonymity.

Transparency

We think that respect for the values described above may also be achieved by relying on transparency, understood as complete accessibility of information concerning the organisation and its activities, obviously unless such information is precluded from being disclosed under rules on data protection or other legal provisions.

We are firmly convinced that transparency,

first of all, encourages the participation of all people who work for the Company and are part of it, the assumption of responsibilities by everyone, and care and attention in the use of Company resources.

We are convinced that transparency also constitutes a decisive factor in gaining the trust of all our external stakeholders.

Impartiality

We strive to be impartial and maintain a correct balance between special and general interests of individuals and of the Company, of the owners, of customers, and of suppliers. The principle of impartiality also governs the evaluation of people who work for RIDEMOVI, whose abilities, value, duties and responsibilities must be taken into consideration on an equal basis.

Loyalty in Relations with Competitors

We wish to compete fairly and want to contribute to regaining a culture according to which competitors are entities with whom we compete, (whom we) run against or run together.

All business negotiations must be based on the utmost loyalty and correctness, in strict compliance with the rules on the protection of competition and the market. No one will be permitted, or should, be involved in initiatives with competitors that could, including potentially, violate the rules protecting competition and the market.

Anti-Money Laundering

In order to guarantee maximum transparency in business transactions and compliance with the principles of fairness, transparency and good faith in relations with contractual counterparties, we have adopted tools to combat the offenses of receiving stolen goods and money laundering and we operate by almost totally limiting the use of cash, giving

preference to traceable transactions through the banking system.

Safety

The safety and integrity of those who work for the company and of any guests constitutes a fundamental value for the Company. To this end, we are fully committed to promoting compliance with applicable regulations and respect for Company rules on occupational health and safety in order to improve the conditions in our workplaces according to the highest standards available.

Environmental Protection and Sustainable Development

The construction of a “sustainable and responsible community” by promoting and spreading a free flow bike-sharing system is part of our DNA.

We care about the environment, which we truly consider to be our heritage, but also our responsibility. For all of us. We are committed to using the most modern equipment and finding the most qualified business partners to limit the impact of our operations on the environment as much as possible and for a sustainable and integral development capable of preserving our “common home”.

3. People as Enterprise Leaders

Ensuring that all those who work for RIDEMOVI are proud of their jobs and feel involved in the Company's growth and development in all respects constitutes one of the main objectives of the Company, which recognises the value of human resources as a fundamental and essential factor for its progress and growth.

In order to make this possible, we are committed to encouraging a pleasant, stimulating, and rewarding, family work environment and ensuring respect for the independence of resources and for the importance of their participation in the pursuit of the corporate mission.

As emphasised above, RIDEMOVI is committed to combating any discrimination in the workplace and preserving the integrity of its staff by adopting all the most appropriate safety measures aimed at ensuring a safe and healthy work environment in compliance with applicable legislation on occupational health and safety.

Safeguarding Occupational Health and Safety

We will guarantee compliance with regulations on occupational health and safety and will mitigate any risks associated with carrying out business activities by assigning tasks based on each person's skills.

We will operate by adequately planning prevention and aiming for a coherent enterprise that takes into account and integrates labour organisation, working conditions, social relations, and the impact of work environment factors, giving priority to collective over individual protection measures, always involving staff in the decision.

Staff Selection and Establishment and Management of the Employment Relationship

Candidates will be evaluated after verifying whether their profile meets the needs of RIDEMOVI, in compliance with equal opportunities for all candidates of both sexes and with applicable legislation.

Granting pay raises or other incentive tools and access to roles and positions of responsibility will be the result of individual merit, also by holding behaviour and employing skills that are based on the ethical principles codified by RIDEMOVI, in addition to any rules established by law and the national collective bargaining agreement.

Confidentiality and Protection of Personal Data

We will protect the confidentiality of any personal information and data we control and will refrain from acquiring secret data. Each Recipient should be aware of the importance of not using information in violation of legislation on data protection (Regulation (EU) 2016/679) and, in any case, for purposes not associated with the performance of their work duties.

SECTION 2

RULES OF CONDUCT

1. Rules of Conduct for Senior Management

Primarily, it should be the responsibility of the Company's senior management (i.e. director(s) and members of corporate bodies, such as the SB, the Board of Statutory Auditors if designated, etc.) to strictly abide by the provisions of the Policy and of the Code, and to comply with the provisions of the law and of the Articles of Association. Senior management and members of the Company's corporate bodies must, in particular:

- hold behaviour inspired by autonomy, independence, and fairness in relations with public institutions and with private entities (including any creditors, trade associations, competitors, etc.);
- behave in a manner inspired by integrity, loyalty, and sense of responsibility;
- ensure their assiduous and informed participation in the activities of corporate bodies;
- refrain from carrying out acts in conflict of interest with RIDEMOVI;
- help Company members and corporate bodies responsible for control and/or auditing activities perform such activities;
- make confidential use of any information they become aware of for official reasons, without exploiting their position in order to gain personal advantages. External communications must comply with applicable legislation and safeguard information covered by industrial secrets;
- abide by the rules of conduct laid down for staff in §. 2 below, to the extent of

one's competence and within the limits of one's responsibilities.

2. Rules of Conduct for Company Staff

Staff will be required to strictly comply with applicable legislation and with the principles set out in the Code and in the Policy.

With specific reference to the Policy, staff must:

- a) avoid holding, or collaborating in, behaviour that may result in the commission of the offenses governed by the Decree;
- b) collaborate with the SB during any review and supervisory activities carried out by the same, providing the required information, data and reports;
- c) make notifications to the SB, as required by the Policy;
- d) report any failures or breaches of the Policy and/or of the Code to the SB.

The Company's staff may contact the Supervisory Body at any time according to the procedure described in Section 3, § 4. - also in order to request clarifications and/or information regarding, for example, the interpretation of the Code and/or the Policy, the lawfulness of specific behaviour or conducts, as well as their appropriateness or compliance with the Policy or with the Code.

In addition to the general provisions set out above, staff must also respect the principles and rules of conduct specified below.

Fight against Corruption

RIDEMOVI staff will be required to combat any and all forms of corruption. This policy applies to all business transactions between RIDEMOVI and any other entities, regardless of whether the customer is a Public Administration (hereinafter "PA") or a private-sector firm.

Recipients must not offer or accept benefits or valuable goods for the purpose of obtaining or maintaining contracts, business relationships, authorisations, tax breaks, or to ensure any other inappropriate business advantage to the Company, either in relations with corporate entities or with individuals.

Protection of Health and Safety

Recipients will be required to take care of their own safety and health and that of other people present within the workplace in accordance with the instructions and tools provided by the Company and with their own training.

Each Recipient will be required to report any anomalies and/or malfunctions to senior management, to their direct supervisor, or directly to the Supervisory Body, which they may have found when using work equipment and tools, any protective devices, and, otherwise, any other dangerous conditions, for themselves, for others or for the environment, of which they may have become aware.

Likewise, Recipients will be required to report any potential risk situations of which they may have become aware so as to allow RIDEMOVI to be in a position to take prompt action for the prevention of such risk.

Relations with Customers and Suppliers

Staff must maintain relations with customers and suppliers that are based on fairness and transparency. Each Recipient must have at heart the achievement of full customer satisfaction.

In communications and contracts with customers and suppliers, RIDEMOVI is committed to using clear and simple terms, so as to facilitate understanding, in addition to clauses compliant with applicable regulations and the instructions of the Supervisory Authorities.

Complaints, if any, must be handled and resolved promptly.

RIDEMOVI staff must work together with customers and suppliers in order to establish a collaborative and mutually satisfying relationship, which should be based on esteem and trust between the parties.

Suppliers must be selected in compliance with applicable legislation and corporate procedures based on objective assessments regarding competitiveness, quality, financial terms and conditions applied and, obviously, compliance with labour regulations, in particular with regard to protection of the workers' health and safety. Furthermore, in the supplier selection process, preference will be given to entities having a suitable organisational policy and/or certifications, and adequate resources and structures at their disposal.

Compatibly with the corporate organisational structure, processes must be based on compliance with the principle of separation of tasks. For purchases of goods/services worth more than €5,000, traceability of the supplier selection process will be required with a view to ensuring maximum transparency of evaluation and selection operations.

Relations with PA Representatives

Any staff who, in the performance of their duties, maintain relations with PA representatives or with institutional stakeholders (who may be classified as public officials or entities in charge of a public service) must preserve the lawfulness of RIDEMOVI's operations and its reputation. In any negotiation or relationship with the PA, all Recipients will be expressly prohibited from influencing the decisions of the other party by making offers or promises of any benefits (for example, consultancy assignments, sponsorship of events, hiring of friends or relatives, etc.), with the aim of promoting or favouring the interests of RIDEMOVI, including if as a result of unlawful pressure.

In case of participation in public tenders,

Recipients must act in strict compliance with the principles of fairness, transparency and good faith, and must keep clear and correct relations with public officials. The same treatment of the Company on the part of our stakeholders is hoped for.

If a public tender is awarded to the Company, Recipients must strive to ensure that the negotiations and business relations are carried out in a clear and correct manner and by strictly meeting any contractual requirements.

Relations with Other Stakeholders

Everyone, at RIDEMOVI, must pay attention to the needs of the surrounding environment and local community, contributing, where possible, to their economic, social and civil development. Actively participating in initiatives within the local community where RIDEMOVI operates constitutes one of the Company's main lines of action.

Giving grants and making donations to associations pursuing social, cultural and scientific purposes will be encouraged, after scrupulously verifying the significance of the requesting organisation and in compliance with corporate policies.

However, it is forbidden to give grants and make donations to trade union organisations, political associations and parties or to sponsor events or conferences with a political agenda.

Diligence in the Use of Company Resources and Assets

Staff must protect and safeguard Company property (whether tangible or intangible), avoiding situations that could have an adverse impact on the integrity and security of RIDEMOVI's assets.

The staff's use of Company resources or property for purposes unrelated to business activities will be prohibited, unless expressly authorised.

With reference to IT systems, staff will be responsible for them and will be required to comply with applicable legislation and with the terms and conditions of the relevant licensing agreements.

Furthermore, staff will be required to avoid sending offensive email messages or use language expressions that do not conform to the style of RIDEMOVI. Furthermore, it will not be permitted to browse websites with indecorous or offensive content and to circumvent Company security policies so as not to compromise the operation and protection of its IT systems.

Conflict of Interest

Staff must avoid carrying out, or even simply facilitating, operations in conflict of interest with RIDEMOVI, as well as any activities that may interfere with the ability to make impartial decisions in the best interests of the Company.

Should any staff find themselves in a conflict of interest, including potentially, they must notify such circumstance to senior management, or to their direct supervisor, refraining from carrying out any operations.

Confidentiality

Staff will be prohibited from disclosing any confidential information (for example financial data, Company strategies, operations under development or soon to be launched, etc.) to unauthorised third parties, including after the termination of the relevant employment contract. Furthermore, it will be prohibited to, directly or indirectly, use any confidential information belonging to the Company to one's advantage or to the advantage of third parties, or in any case to the detriment of RIDEMOVI, also after termination of the relevant employment contract. Staff will be responsible for ensuring that third parties are prevented from gaining access to any confidential information.

Under the principle of confidentiality, the protection of personal data, i.e. any information directly or indirectly relating to a natural person, whether identified or identifiable, by reference to any other information, including a personal identification number, is of the utmost importance for the Company.

Responsibility for Internal Controls

All Recipients will have the duty to cooperate with the controlling bodies in the performance of their activities by providing true, complete, and transparent information and contributing to the correct operation of the Company's internal control system.

To this end, all RIDEMOVI employees and freelance collaborators will be required to report to their direct supervisor or to the SB any deficiencies found in the Company's control system, or any negligent behaviour or behaviour in bad faith of which they may have become aware.

SECTION 3

DISSEMINATION, IMPLEMENTATION OF, AND COMPLIANCE WITH THE CODE OF ETHICS

1. Dissemination of the Code

RIDEMOVI undertakes to guarantee timely internal and external dissemination of the Code, making it available to all Recipients and any other stakeholders.

The SB promotes regular training initiatives on the principles of the Code, also planned according to the position and responsibilities held by the resources involved.

Contracts with third parties will provide for the inclusion of clauses and/or the signature of statements for the purpose of formalising their commitment to compliance with the Code and regulating contractual penalties in the event of violation of such commitment.

2. Implementation of the Code

The implementation of, and compliance with, the Code must be continuously monitored by the SB, which will, in particular:

- verify the Recipients' compliance with the Code;
- formulate its observations regarding ethical issues that may have arisen in the context of Company decisions;
- provide clarifications and explanations to any interested parties who so request regarding the interpretation of the Code or the lawfulness of one's behaviour or of the behaviour of others;
- stimulate and coordinate the updating of the Code, also by making proposals for adaptation;
- promote and monitor the development of communication and training

activities on the Policy and the Code.

3. Violations of the Code and Related Penalties

Any violations of the Code will be punished in accordance with the rules laid down in the appropriate disciplinary system, which is an integral part of the Policy.

4. Reporting of Code Violations

Anyone required to comply with the Policy and/or the Code who becomes aware of an event that may, including potentially, constitute a violation of the same must immediately notify such circumstance to the Supervisory Body.

Reports may be sent by email to ODV@ridemovi.it, or by sending the appropriate notification to the following address: Supervisory Body of RIDEMOVI S.p.A., Via Carducci 31, 20123, Milan.

The SB will be required to prevent any whistleblowers from being subjected to retaliation, discrimination or, in any case, penalisation, thus ensuring adequate confidentiality of such individuals.

In order to protect the confidentiality of whistleblowers, it will be expressly permitted to make reports anonymously, with the guarantee that the report will be taken into consideration.

5. Final Provisions

The Code will become effective as of the date shown on the cover and may be subject to further amendments or additions, including on the basis of suggestions and instructions given by the Supervisory Body.