



GROUP POLICY ON CONFLICTS OF INTEREST FREQUENTLY ASKED QUESTIONS

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1 FREQUENTLY ASKED QUESTIONS

GENERAL SECTION

1.1 What should I do if I find myself in a conflict of interest situation?

As soon as I realise that I am faced with a conflict situation (even if only potential), I must refrain from carrying out any activity related to the potential conflict of interest and promptly report the situation through the channels provided by the Group (see point 1.2).

1.2 How can I report a conflict?

There are three different times and ways in which conflicts of interest must be reported:

1. During the recruitment process

Conflict of interest situations must be reported during the recruiting process;

The candidate will receive a request to fill in the information collection form.

2. During the periodic survey carried out annually by the HR Team together with the Compliance Team

Periodically, identified recipients will be asked to:

- Confirm the declarations made during the last declaration made
- Disclose, on a voluntary basis, all stable relationships in which they are involved and which could contribute to or result in positions or circumstances of Conflict of Interest;
- Declare that you have read this Policy and will comply with it.

3. At any time after recruitment, via the dedicated Integrity Line portal

At any time, in the event of an unreported Conflict of Interest, the Group Risk & Compliance Department must be informed of the circumstance using the dedicated portal.

The disclosure must be made as soon as the conflict of interest is identified and before engaging in the conduct in question.

The communication must contain all the information for the complete and correct classification of the case (e.g. name, surname and role of the Personnel, Company in which he/she works, situation in which the Conflict of Interests arose, and - in the case of a Closely Linked Person - the degree of kinship or relationship in existence).

1.3 What can I report?

1.3.1 What situations fall under the definition of conflict of interest?

All situations in which:

- commercial interests,
- financial,
- of kinship,
- politicians or



- o personal

interfere or could interfere with people's judgement in the performance of our duties for Dedalus.

1.3.2 Do only actual conflicts of interest or also potential conflicts of interest have to be reported?

Both types of conflict must be reported:

- Effective Conflict means any actual, real, existing conflict;

Example:

Mary, an employee in the sales department of Dedalus, in the course of her work, finds herself negotiating commercial terms with her brother Frank, the purchasing manager of a client company.

- Potential Conflict is defined as any situation that may result in a conflict.

Example:

Mary, an employee in the Sales department of Dedalus, is related to Frank, a Public Official, Procurement Manager of a Public Entity that could potentially do business with Dedalus.

1.3.3 Can I report conflict of interest situations involving my colleagues or other third parties?

Yes,

It is possible to report situations of potential conflict of interest concerning third parties using the Integrity Line platform available at the following link: <https://dedalus.integrityline.com>, according to the modalities and limits described in the relevant section.

In this hypothesis, the communication will be classified as a whistleblowing report and will be handled in compliance with the principles and guarantees set forth in the [Whistleblowing Policy](#) adopted by the Dedalus Group.

Reports must be well-founded and, therefore, based on precise and concordant elements that lead to a well-founded suspicion about the truthfulness of the subject of the report.

The reporting system may not be misused and/or retaliated against in order to make untrue allegations against third parties.

Reports must be well-founded and, therefore, based on precise and concordant elements that lead to a well-founded suspicion of the truthfulness of the subject of the report.. Deliberately false or inaccurate information may not be reported.

All reports are handled in accordance with the principles of confidentiality as stipulated in the relevant regulations.



1.4 What happens if I find myself in a conflict of interest situation?

Important:

Finding oneself in a conflict of interest situation is not necessarily something that is wrong or that necessarily negatively affects the employment relationship or the recruitment process, but it is necessary to communicate this situation immediately so that it can be assessed and managed in accordance with company values and policies.



Examples: if during the hiring process for a position such as Sales I declare that I have a relative who works for a Hospital Entity, this would not automatically jeopardize my application but would be evaluated in order to take measures to avoid conflict situations in the case of hiring in relation to that specific Entity (e.g., by applying territorial limitations to the position).

1.5 What happens if I come into a conflict situation in the course of my working relationship?

In this case, I MUST report this situation TEMPESTIVELY through the reporting channels provided by the Dedalus Group or by informing the local HR function.

Example:

Mark, who was originally hired as an employee in the Research and Development function, makes an agreement with the company to move to the Sales function, where Emy, his sister, works and to whom he would report hierarchically.

In this hypothesis, Mark is MUST promptly communicate such a "new" situation through the channels made available by the Company (see paragraph 1.2. or by means of a written communication to the HR staff).

1.6 What is meant by Public Entity?

This refers to organisations or entities that provide services to the public on behalf of the government or another public body (e.g. agencies, offices or departments run by a state or local authority).

Examples: Public Hospitals, Public Health Organisations, Supranational Bodies and Authorities (World Health Organisation, European Commission), State Bodies (Government, Parliament etc.), Local Bodies (Regions Provinces), Public Control or Supervisory Authorities (e.g. Police, Tax Authorities, Privacy), Public Certifying Bodies, Public Universities, Public Schools, Local Social Services.



TYPES OF CONFLICTS

1.7 CLOSELY RELATED PERSONS

1.7.1 What types of kinship with other members of the Dedalus organisation or third parties (e.g. customers or suppliers) who have relations with Dedalus must be reported?

All family ties up to the second degree that give rise to (or may give rise to) a conflict of interest situation must be reported.

Example 1: If our father is a Public Official within an Entity with which Dedalus has business dealings, it is necessary to report this circumstance and refrain from carrying out transactions with such Public Entity.

Example 2:

Christine is Purchasing Manager and is the sister-in-law of Michael, who is Sales Manager of a supplier company Dedalus works with.

The report represents a potential Conflict of Interest that MUST be reported.

1.7.2 Do I have to disclose all family relationships with other Dedalus members or third parties (e.g. customers or suppliers) who have relations with Dedalus?

No,

not all family ties with other Dedalus members or third parties (e.g. customers or suppliers) who have relations with Dedalus must be reported.

Example 1:

Mark is Sales Director and would like to hire Julia, his wife, as a member of his team, reporting directly to him.

The relationship between the two represents a potential Conflict of Interest that MUST be reported

Example 2: Marta is Marketing Manager and sister of Elettra who works in the legal department.

Elettra and Marta are NOT obliged to report their relationship as a Conflict of Interest, as they work within separate functions that do not foresee one reporting to the other, unless the relationship disrupts the work environment or influences work dynamics (e.g. the possibility of influencing the award of bonuses or promotions).

1.7.3 Do I have to disclose any stable relationships with other Dedalus members or third parties (e.g. customers or suppliers) who have relations with Dedalus?

It is not mandatory to communicate stable relations with other members of Dedalus organisation.

However, it is strongly recommended to disclose any stable relationship with any other member of the organisation that (potentially) generates a conflict of interest, in order to ensure respect for ethical values and integrity towards the Dedalus Group and colleagues.



Example 1:

Paolo is Marketing Director and is engaged to Lisa who works in the legal department.

Paolo and Lisa are not required to report their relationship as a Conflict of Interest, as Lisa does not report to Paolo, unless the relationship affects the work environment.

However, Paolo and Lisa can choose to make the report public to ensure maximum transparency.



1.8 ACTIVITIES OR ASSIGNMENTS OUTSIDE DEDALUS

1.8.1 Do I ALWAYS have to report any activities or assignments outside the company?

No,

- Doing double work or holding assignments outside Dedalus is not always a potential conflict of interest situation.
- Only external activities that are (or may be) in competition with Dedalus or reflect negatively on it or give rise to a conflict of interest must be disclosed.

However, if you have any doubts that an external assignment may create a conflict of interest situation, it is strongly suggested that you communicate this through the relevant channels.

Example 1:

Tizio, an employee of Dedalus, works in software development and wishes to supplement his income with a second job.

He is offered a second job as an IT consultant for a company competing with Dedalus.

Titius MUST declare the potential Conflict of Interests as the second job could be in competition with the activity carried out for Dedalus.

Example 2:

Tizio, an employee of Dedalus, works in software development and wishes to supplement his income with a second job.

He is offered a second job as a tour guide in his city during weekends.

Titius does NOT have to declare the potential Conflict of Interests as the second job does not conflict with the activity carried out for Dedalus.

1.8.2 Do I have to disclose the performance of external activities or the undertaking of external assignments that involve the disclosure of information about the Dedalus Group (e.g. financial, commercial or technical information) or that may divert my time and attention from my responsibilities at Dedalus?

Yes,

the performance of external activities or the undertaking of external assignments that entail the disclosure of information on the Dedalus Group (e.g. financial, commercial or technical information) or that may divert time and attention from the responsibilities undertaken in Dedalus

must always be reported

as it may reflect negatively on the Dedalus Group or give rise to a conflict of interest situation.

Example 1:

Tizio, an employee of Dedalus, is in charge of defining commercial strategies for Dedalus and wishes to supplement his income with a second job.

He is offered a second job as a sales manager at a company competing with Dedalus.

Titius, before accepting the assignment, IS REQUIRED to declare the potential Conflict of Interests as the second job could be in competition with the activity carried out for



Dedalus, as the second job could involve the disclosure of confidential business information belonging to the Company.

Example 2:

Tizio, an employee of Dedalus, wishes to supplement his income with a second job.

He was offered a second job as a full-time worker at another company, where his working hours and commitments overlapped with those of Dedalus, preventing him from performing the tasks assigned to him by our company.

Titius MUST declare the potential Conflict of Interests as the second job could potentially conflict with his work for Dedalus.

1.8.3 Can I hold public office or position?

Yes,

It is possible to hold public office or public office if the public body:

- is **NOT** (or would NOT reasonably be expected to become) a customer of Dedalus or otherwise have a commercial relationship with Dedalus;

Example:

It is not possible to take up a position in a public health facility that buys Dedalus products.

- **NOT** carry out regulatory, administrative, fiscal activities vis-à-vis Dedalus;

Example:

It is not possible to take up a position with a public body responsible for granting Dedalus authorisations to market products.

- The assignment or office **does NOT** involve the likely disclosure of proprietary information of Dedalus.

Example:

It is not possible to take up a position as a consultant with a company competing with Dedalus that involves the disclosure of technical or commercial information on products manufactured or marketed by the Dedalus Group.



1.9 PERSONAL FINANCIAL INTERESTS

1.9.1 What is meant by personal financial interests?

These are personal financial interests that can negatively influence Dedalus' business decisions and relationships.

Example 1: you hold a share in the capital of a company that supplies Dedalus. In this case, it is necessary to report this circumstance and refrain from carrying out transactions with this entity as counterparty.

Example 2: An employee, owner of a property that Dedalus intends to acquire, receives a proposal to take on the task of managing the purchase negotiations for the property. In this case, it is necessary to report this fact and to refrain from carrying out transactions with this person as counterparty.

IMPORTANT!

It is essential to avoid participating in or attempting to influence business decisions involving current or potential customers, partners, vendors, suppliers or other business entities in which you have a direct or indirect financial interest.

1.9.2 Do I have to report any shareholdings or investments in companies that conduct business independent from Dedalus and that do NOT do business with Dedalus?

NO,

Ownership of shares, participations or investment in a company that is completely independent of Dedalus and has no business relationship with the Group is not a Conflict of Interest that needs to be reported.

Example: Sammy, a procurement manager at Dedalus, owns 50% of the shares in his brother's company.

The brother's company is a manufacturer of gardening equipment and has no business relationship with Dedalus. Sammy's investment does NOT represent a Conflict of Interest and therefore should NOT be reported.

1.9.3 Am I required to disclose that I hold, or have held in the past, managerial or executive positions in private entities (e.g. private companies, private hospitals, laboratories, consortia, associations, foundations, professional firms, etc.) that have a business relationship with the Dedalus Group?

SI,

I am obliged to communicate this type of relationship, even if it has now ceased.

Example: Tom worked as a manager at a private healthcare facility that was a client of the Dedalus Group before being hired by Dedalus.

Tom MUST report this circumstance through the appropriate reporting channels, as it may constitute a conflict of interest.



1.9.4 Am I required to report that I hold or have held a position in the public administration and/or public bodies?¹

SI,

I am obliged to communicate this type of relationship, even if it has now ceased.

Example: Tom, before being hired at Dedalus, worked as a civil servant at a public health facility, where he was in charge of tender management and procurement.

Tom MUST report this circumstance through the appropriate reporting channels, as it may constitute a conflict of interest.

¹ This refers to organisations or entities that provide services to the public on behalf of the government or another public body (e.g. agencies, offices or departments run by a state or local authority. Examples: public hospitals, public libraries, urban police departments, public universities, public schools, local social services, etc.).



1.10 BUSINESS OPPORTUNITIES

1.10.1 What is meant by business opportunities?

These are personal interests that may entail personal gain and interfere with Dedalus' business opportunities, whether in the acquisition of companies or the pursuit of new lines of business.

This means that you must avoid taking part in initiatives or decisions that might benefit you personally to the detriment of Dedalus or hinder the company's growth opportunities.

Example: If we are involved in a takeover of a third company whose legal representative is a close relative of ours, we must report this and refrain from carrying out the transaction.



1.11 NON-COMPLIANCE WITH THE POLICY

1.11.1 What does failure to disclose a conflict of interest or violation of the Conflict of Interest Policy entail?

Failure to disclose a conflict of interest or violating the provisions of the Conflict of Interest Policy, if established, may result in the application of disciplinary sanctions in accordance with the applicable local labour laws and the Policies and Procedures adopted by the Group.

The Group Chief Risk & Compliance Officer, in cooperation with the Human Resources Department, Group Legal Counsel and, if applicable, the Company's Supervisory Board, is responsible for carrying out investigations to ascertain the existence of the violation.

If the violation is confirmed, the Human Resources Department, with the support of the Group Legal Counsel and the Group Chief Risk & Compliance Officer, takes measures to mitigate the violation and sanction the misconduct, in line with applicable local labour laws and Group Policies and Procedures.