

SUPPLIER CODE OF CONDUCT

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PREAMBLE

Athonet S.r.l. is an Italian company with subsidiaries in the United States of America, in France and in the United Kingdom (hereinafter each one of Athonet S.r.l. and/or its subsidiaries will be referred to as “**Athonet**” or the “**Company**”, and together as “**Athonet Group**”) which develops and markets worldwide solutions in the telecommunications field.

Athonet’s platforms allow operators and end-users to break free from the restrictive, expensive, proprietary hardware centric architecture of legacy solutions and embrace the true potential of mobile networks. Athonet’s mobile core was conceived in 2005 and saw its first deployment as early as 2010, making it one of the first virtual mobile core deployments in the world.

The Athonet Group values and applies integrity and ethics in all its operations, both towards third parties and internally with employees and associates, as a key to success and growth.

SCOPE OF APPLICATION

This Supplier Code of Conduct (hereinafter “**Supplier Code**” or “**Code**”) is a set of principles and values, compliance with which is essential for the regular operation, the reliability of the management and image of Athonet including its supply chain.

All the activities implemented by Athonet are carried out in the context of fair competition, in compliance with the current legislation and ethical principles generally recognized in the conduct of business, such as honesty, loyalty, fairness, transparency and good faith. Furthermore, Athonet strives to act with integrity and to implement decisions that are responsible and ethical, ensuring an approach to business which is sustainable.

It is material that the same principles and operations inspire the operations of Athonet and of companies included in its supply chain.

This Code shall apply to Athonet Group suppliers, business partners, contractors (including their respective subsidiaries, agents, affiliates and subcontractors) irrespectively of the form of incorporation and/or place of operation (“**Supplier(s)**”).

To foster compliance with laws, respect of human rights and sustainability of the business in all its aspects, Athonet maintains further policies which build, together with this Code, and ecosystem for correct, ethical, sustainable conduct. Such further policies include the Code of Ethics, the Environmental Policy, as well as any further document which may be approved by Athonet from time to time.

CONTRIBUTION

Athonet acknowledges the complexity and ramifications of operating in its field of business and the challenges implied in the process of ensuring a lawful, ethical and sustainable conduct along the supply chain. Athonet faces this challenge together with its Supplier and believe setting forth a framework for an ethical and sustainable supply chain fosters a prosperous cooperation. Athonet sees all its Suppliers and partners with a common goal of value creation and positive impact for the society. For this reason, any suggestion or comment by any Supplier will be taken in due consideration. Please feel free to reach out to management with any suggestion, or to use the anonymous messaging tool available on Athonet website (“Whistleblower”) for such purpose.

HISTORY

	Approval of Version 1 by the Board of Directors	
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Document Owner: Legal Department – all modifications must be approved by Legal Department

SECTION 1

PRINCIPLES

1. Honesty

- 1.1. Honesty constitutes the fundamental principle in performing all of Athonet's activities, its various initiatives, its products and services development and supply, its information and communication strategies, while constituting an essential part of the Company's management policy.

2. Compliance with Laws and Regulations

- 2.1. Suppliers shall comply with all applicable laws and regulations in all their activities. Furthermore, Suppliers shall comply with the requirements of this Code. The provisions herein are mandatory for Suppliers also in case these set forth more restrictive requirements and/or higher standards than those provided by the applicable laws and regulations.
- 2.2. Suppliers must ensure that their business practices are in accordance with all applicable laws, directives and regulations governing the import and the export of parts, components, and technical data.
- 2.3. Suppliers and business partners must comply with competition law rules, both in the EU and outside the EU. Suppliers and business partners must not fix prices or manipulate bids with their competitors.

3. Fairness

- 3.1. All actions and operations undertaken and the conduct of each of the Suppliers in performing their work and/or their function shall be based on transparency, ethical conduct, fairness, mutual respect and legitimacy, in accordance with applicable legislation and this Code.
- 3.2. Suppliers and business partners must not seek to gain any advantage of any kind by acting fraudulently, deceiving people or making false claims.

4. Privacy

- 4.1. Suppliers shall treat and process all personal data in compliance with the General Data Protection Regulation (Regulation (EU) 2016/679) and best practices concerning the protection of confidentiality and privacy.

SECTION TWO

REQUIREMENTS

5. Human Rights

- 5.1. Suppliers shall respect human rights as set forth by any applicable law or regulation within all its operations. In all cases, Supplier shall at least grant and protect following human rights. The provisions below do not prejudice any higher standard as may be provided by applicable laws and regulations.
- 5.2. Suppliers must ensure that their products and business processes:
 - 5.2.1. do not limit or hinder the privacy and the freedom of expression of individuals, in particular but not limited to its employees, agents, customers and stakeholders;
 - 5.2.2. do not foster or allow any kind of discrimination. In particular, equal opportunities shall be granted to all employees (including in the hiring process) without discrimination based – for example – on gender, ethnicity, sexual inclination, religious or philosophical beliefs, political sympathies or affiliations, marital or parental status, union affiliation or other discriminatory grounds. The principles of merit and equal opportunities shall apply.

6. Labor Rights

- 6.1. Suppliers must recognize the value of human resources, through the protection of their physical and moral integrity and promoting a continuous growth of the technical and professional skills. The provisions below do not prejudice any higher standard as may be provided by applicable laws and regulations.
- 6.2. Suppliers must ensure that:
 - 6.2.1. agreements are entered into with all employees setting forth the material terms for the employment including working hours, remuneration, job description, notice period, annual leave. Supplier may refer to ad-hoc employment agreements or to collective bargaining employment agreements, as applicable. Such agreements shall be made available to employees in a language they understand and Supplier shall make sure that employees understand the terms and conditions;
 - 6.2.2. contractual working hours do not exceed 48 hours/week and that any overtime is voluntary and not compulsory and does not exceed 12 hours/week, unless otherwise allowed by collective bargaining agreements, and that applicable national holidays and annual leave are granted;
 - 6.2.3. employees' wages are sufficient to meet their basic needs, in line with applicable laws and regulations and as set forth by the applicable collective bargaining employment agreements. Suppliers must pay wages timely and provide pay-slips or otherwise clear

- information on such payments. Supplier shall not perform deduction from wages at its discretion for disciplinary purposes;
- 6.2.4.the freedom of association and the right to form or join trade unions is granted to all employees;
- 6.2.5.any child labor is strictly excluded and prohibited. For these purposes, a 'child' shall be any individual under the age of 18. In case of job trainings or apprenticeships programs or similar as provided by the applicable laws, the working conditions shall meet the child's conditions (e.g. with the exclusion of night shifts) and they shall not hinder its physical and mental development. Suppliers shall not involve any child under the age of 15 (or under the applicable minimum legal working age, whichever is higher) in any phase of their business operations;
- 6.2.6.any form of forced labor, slavery, indentured labor, human trafficking is strictly excluded in all phases of their business operations. In particular employees shall (i) be allowed to leave the premises after completion of their working hours; (ii) be allowed to terminate their employment in accordance with the applicable reasonable provisions on notice; (ii) not be required to deposit identification documents in original, amounts of money or other values, not to pay fees in respect to the recruitment and hiring processes.

7. Workplace Health and Safety

- 7.1. Supplies must provide and maintain a healthy and safe work place and environment for their employees, contractors and other agents working for or on behalf of them. The provisions below do not prejudice any higher standard as may be provided by applicable laws and regulations.
- 7.2. Suppliers must ensure that:
- 7.2.1.sufficient sanitary facilities and, when necessary, resting facilities, are available at the working place for employees', visitors' and other agents' needs;
- 7.2.2.drinking water is available at the facilities at no charge for employees, visitors and other agents;
- 7.2.3.the workplace is clean, well lit and fit for the activities to be performed by employees, visitors and other agents;
- 7.2.4.effective workplace and work environment risk assessments are carried out and that the proper measures are implemented to prevent, mitigate and monitor any risks, including but not limited to protective personal equipment and other protection devices. Such safety measures shall be made available to employees, visitors and other possible affected parties at no charge and with proper instruction and/or training on their use;
- 7.2.5.a safety management system is implemented and maintained with a continuous improvement approach, which shall take into due account the nature of the business and of the activities performed by the Supplier and its agents. Such system shall include at a minimum, a clear and written policy, an appointed person or function, procedures

and instructions, communication and training, mechanisms for monitoring, measuring and improving the system itself;

7.2.6. appropriate measures and procedures are in place to face potential emergency situations, including training of employees on emergency response as well as medical care

8. Anti-Corruption

8.1. Under all circumstances, Suppliers must comply with the anti-corruption laws, directives and regulations that govern operations and services in the countries in which they do business. Suppliers must foster a culture of integrity, transparency and compliance within their organization. The provisions below do not prejudice any higher standard as may be provided by applicable laws and regulations.

8.2. Suppliers shall:

8.2.1. not distribute gifts or other advantages, which exceeds or may be construed as exceeding normal commercial practices or courtesy, or are illegal under any applicable law

8.2.2. refrain from offering or making any improper payments of money or anything of value to government officials, political parties, candidates for public office, or other any person.

8.2.3. not offer any illegal payments to, or receive any illegal payments from, any customer, supplier, their Suppliers, representatives or others;

8.2.4. implement and maintain a policy against corruption in all its forms;

8.2.5. implement and maintain a transparent anti-corruption program providing adequate internal controls to detect corruption in the area presenting major risks for Supplier, as well as fostering awareness of employees with training and disciplinary procedures where necessary.

9. Environment

9.1. Suppliers shall commit to operate in an environmentally responsible and efficient matter, in compliance with all applicable laws, regulations and best practices in the field. The provisions below do not prejudice any higher standard as may be provided by applicable laws and regulations.

9.2. Suppliers shall:

9.2.1. have in place an environmental management system based on continuous improvement and international standards. Certification according to ISO 14001 or EMAS is mandatory for suppliers involved in take-back, recycling and waste management;

9.2.2. apply the precautionary principle by refraining from using substances, materials or processes where there is uncertainty regarding the negative environmental impact;

- 9.2.3. assess the environmental impact of its business operations from a life cycle perspective, including means of assembly and end of life treatment where relevant. If requested by Athonet, the Supplier undertakes to take back products out of service for reuse/recycling;
 - 9.2.4. ensure proper management and recycling of waste in an environmentally sound and traceable manner;
 - 9.2.5. measure, follow up and report, if requested by Athonet; environmental performance, processes, products and services provided in a transparent, reliable and timely manner;
 - 9.2.6. reduce environmental impact from transportation whenever possible including but not limited to prioritization of fuel-efficient and low emissions vehicles as means of transportation and logistics.
- 9.3. In order to comply with applicable environmental laws and regulations, as well as with its internal policies, Athonet may adopt and amend from time to time a list of material and substances that shall not be found in products and services provided by Suppliers to Athonet.

10. Responsible Sourcing of Minerals

- 10.1. Suppliers shall commit to work proactively to ensure that minerals in its products and its supply chain are responsibly sourced. The provisions below do not prejudice any higher standard as may be provided by applicable laws and regulations.
- 10.2. Supplier shall:
 - 10.2.1. when applicable, have a policy and due diligence frameworks in place, consistent with the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict Affected and High-Risk Areas;
 - 10.2.2. Take necessary steps in its supply chain to identify components, materials and/or products that may contain unsustainably mined minerals, meaning minerals excavated at high environmental and/or social costs, or conflict minerals, meaning minerals that may directly or indirectly contribute to the financing of armed conflict, serious human rights violations and serious environmental damage;
 - 10.2.3. promote responsible sourcing practices in its own mineral supply chain with the aim of sourcing conflict-free minerals and avoid unsustainably mined minerals;
 - 10.2.4. support relevant industry efforts to eradicate the use of conflict minerals and develop responsible sourcing practices.

11. Conflict of Interest

- 11.1. Suppliers shall avoid all conflicts of interest or such similar situations. Suppliers shall provide notification to all affected parties in the event that an actual or potential conflict of interest arises. A conflict of interest shall be deemed present in each case a natural person

(including its family members) involved with Supplier's activities has a financial or other interest in the Supplier's business, in particular towards public bodies or state-owned enterprises.

12. Financial Reporting

- 12.1. Suppliers shall ensure that the preparation of financial statements and any other type of accounting records comply with the laws, regulations and accounting principles in force. The financial statements shall represent with a true and fair view the facts of business management. They shall not be altered to conceal or misrepresent any transactions, including for the purpose of hiding bribery.

13. Intellectual Property

- 13.1. Suppliers shall properly handle confidential, proprietary, and personal information. confidential information, whether disclosed in writing or orally, shall not be used for any purpose other than the business purpose for which it was provided, unless there is prior authorization from the owner of such information. In addition, Suppliers shall refrain from disclosing confidential information and shall protect such information with measures as strict as those used to protect their own confidential information.
- 13.2. Suppliers shall comply with all laws protecting intellectual property right and shall refrain from violating directly or indirectly Athonet and third parties' intellectual property rights. Suppliers remain solely liable for any such violation.

SECTION THREE

APPLICATION AND ENFORCEMENT OF THE CODE

14. Application and Compliance

- 14.1. It is the Supplier's responsibility to enforce and verify legal compliance and compliance with this Code within its own operations and through its supply chain. In case of conflict between requirements under national law and those of this Code, Suppliers shall without undue delay consult with Athonet.
- 14.2. Suppliers shall implement adequate management systems, effective risk management and allocate appropriate and sufficient resources, taking into due account the size and nature of Suppliers' operations.
- 14.3. Suppliers shall immediately report existing and/or suspected violations of applicable laws, regulations and this Code to Athonet either anonymously through the 'whistleblower' tool available on our website, or sending an email to legal@athonet.com.
- 14.4. Suppliers shall keep accurate, timely and relevant information on compliance performance and progress and make it available to Athonet upon reasonable request. Such reports shall be handled confidentially.

15. Audit Rights

- 15.1. Athonet reserves the right to perform audits in respect to Suppliers' compliance with the applicable laws and regulations, as well as with this Code, both during the procurement process and the during the performance of the Suppliers' activities for or on behalf of Athonet.
- 15.2. Audits may be performed at Suppliers' premises or remotely via questionnaires and interviews. Requests for audits by Athonet shall be reasonable and such audits shall be performed in a way to avoid or to reduce to a minimum the disruption of Suppliers' activities.

16. Consequences of Failure to Comply

- 16.1. Should a Supplier in the performance of its activities for or on behalf of Athonet, be seen to adopt behavior that is not in line with the applicable laws and regulations as well as the principles contained in this Code, appropriate measures will be taken, such as - in severe cases - the termination of existing contracts or the preclusion of any further collaboration, without prejudice to any rights for damages and legal action in the event of a breach which constitutes a criminal offence.

17. Additional Requirements

- 17.1. Any further specific rules of behavior resulting from practice or local regulations may be included in specific codes of conduct to be adopted in addition to this Code.
- 17.2. As part of its business operations Athonet may in turn be required to comply with customers' and other third parties' supplier codes of conduct and similar documents as well as receive audits and inspections in such framework. In such case, Suppliers – as part of Athonet supply chain – may be requested to provide information and/or statements, to be available for audits as well as to abide to additional requirements set forth by such customers and/or third parties, as Athonet may from time to time inform Supplier in writing in respect to specific projects and/ or supplies.