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WIRED ENTERPRISE RE-ENHANCEMENT of ASSETS Srl - **WEREA** Srl

CODE OF ETHICS.

WEREA LTD.

Version 1.0 dated 12/24/2021

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1 Foreword

Wired Enterprise ReEnhancement of Assets S.R.L., abbreviated as WEREA S.R.L. (hereinafter also the "**Company**"), is an innovative SME under Italian law founded in 2014.

2 Mission and ethical vision

The Company's object is the research, development, production and marketing, both in Italy and abroad, of innovative products or services with high technological content, and especially the design, development, marketing implementation and customization of innovative digital platforms aimed for:

- a. Support the preservation, research and enhancement of cultural products, understood as goods and works of genius inherent in literature, fine arts, applied arts, archives, libraries and museums, as well as cultural heritage and related innovation processes;
- b. innovate the organization and functional coordination of work and relationships-software, organization models, implementation services-within both public and private organizations;
- c. interactive sharing between public and private organizations and respective stakeholders (suppliers, partners, customers, users, end consumers, financial institutions, etc.) as a complement to pre-existing IT systems and so-called "social networks."
- d. render services to the end consumer.

In its actions, the Company is inspired first and foremost by the contents of this code of ethics (the "**Code of Ethics**") to the law applicable (Italian law) to its activities and all contractual relationships it has with stakeholders. The Company's stakeholders are to be considered human resources (employees and collaborators in any capacity), customers, users, shareholders, suppliers, the public administration, the community, and, in a broader sense, all parties involved, directly and/or indirectly, in the Company's activities.

3 The Code of Ethics

The Company conforms its activities to compliance with the principles and standards of behavior expressed in this Code of Ethics.

In conducting social affairs, the Company recognizes the centrality of ethical-social responsibility and environmental protection.

The rules of conduct deduced in the Code of Ethics express an ethical and legal commitment and define the responsibilities, assumed at different levels by the Company, shareholders, corporate bodies, employees and collaborators in the realization of the corporate purpose.

The company's management is oriented toward balancing the legitimate interests of its stakeholders and generally of the community in which it operates and pursues an ideal goal of cooperation and respect for all parties involved.

As part of the internal control system, in projection, the Code of Ethics may also constitute (pursuant to Articles 6 and 7 of Legislative Decree No. 231 of 2001, as amended and supplemented) a prerequisite and reference for the Company's Organization, Management and Control Model (hereinafter the "**Model**") and the sanctioning system

provided therein, when such instruments are eventually prepared and approved by the Board of Directors (hereinafter also the "**BoD**").

The Code of Ethics was approved by minutes of the Company's Board of Directors on 12/24/2021. The Code of Ethics may be amended and supplemented by resolution of the BoD, including at the instigation and indication of the Supervisory Board referred to in Article 11 of the aforementioned Legislative Decree, once the Company has eventually adopted the Model.

It is the task of the Board of Directors to monitor the effectiveness of the Code of Ethics in order to adapt it to any regulatory changes and more generally to the evolution of the principles to which it is informed, of civil awareness and social consciousness.

In particular, all members of the corporate bodies, employees and external collaborators are required to report promptly and confidentially, orally or in writing, to their superiors and/or company contact persons - or, where appropriate, to the Board of Directors or the Supervisory Board, where established - any information they learn in the context of their assigned functions or activities carried out in the interest of the Company about violations of legal or company regulations, including those contained in this Code of Ethics, which may, for any reason, involve the Company.

Any reports will be adequately evaluated and, where necessary and/or appropriate, the investigation of the reported facts may be followed by the adoption of sanctions and/or corrective measures, ensuring the necessary confidentiality of the identity of the reporter, subject to legal obligations.

4 Scope of application

The Code of Ethics is binding on the directors, corporate bodies, managers, and staff of the Company and all those who cooperate with the Company to achieve its objectives and who cooperate in carrying out the Company's business, even on the basis of a temporary contractual relationship.

The individuals referred to above (hereinafter also referred to as the "**Recipients**") are required to know and observe the Code of Ethics and any updates thereto.

The rules of the Code of Ethics also apply, insofar as applicable, to consultants, suppliers, customers and for anyone who has legal and economic relations with the Company.

The latter will do everything in its power to ensure that these individuals are made aware of the content of the Code of Ethics and any updates and agree to abide by its rules

In order to ensure a proper understanding of the values and principles contained in the Code of Ethics as well as their full compliance, the Company undertakes to disseminate it to all Recipients through appropriate information and training activities.

5 Value of the Code of Ethics and its application

The rules of the Code of Ethics form an integral and substantial part of the contractual obligations under employees from subordinate employment relationships pursuant to Articles 2104, 2105 and 2106 of the Civil Code and for

non-subordinate workers by the respective contractual regulations. The system of sanctions complies with the provisions of Law No. 300 of May 20, 1970, as well as collective bargaining and company disciplinary regulations. Violation of the rules of the Code of Ethics allows the Company to take disciplinary action and initiatives aimed at achieving compensation for damages, without prejudice, for employees, to compliance with the procedures set forth in Article 7 of Law No. 300 of 1970 (Workers' Statute), collective bargaining agreements and any disciplinary codes adopted by the Company.

The Company aims to extensively apply the principles set forth in this Code of Ethics in its dealings with third parties with whom it has any relationship of a contractual nature.

With respect to third parties, specific contractual clauses may therefore be prepared, where necessary, such as to establish, depending on the seriousness of the violations, or their repetition, the application of Articles 1454 "Notice to Perform" and 1453 "Resolubility of the Contract for Non-performance" of the Civil Code.

6 General principles and standards of conduct

6.1 General principles and compliance with legal regulations

The Company and the Recipients of this Code of Ethics inspire their activities and are committed to compliance with the laws, regulations and any other legal norms in force in the territorial area in which they operate.

The Society will not initiate or continue any relationship with those who do not wish to align and share this commitment.

None of the goals of the Society may be pursued or realized in violation of the law.

Responsibility for the compliance of the Company's activities with legal regulations is assigned within the Company's organization to competent and well-identified persons.

Any violation of legal norms, from which the risk of direct or mediated involvement of the Company may result, must be stopped immediately and reported to the Board of Directors and to the Supervisory Board referred to in Article 11 of the aforementioned Legislative Decree, where established.

The Society promotes respect for the physical, moral, and cultural integrity of the individual, eschews all discrimination based on age, sex, sexual orientation, state of health and physical integrity, race, nationality, and religious and political beliefs.

Likewise, the activities and conduct of the Recipients of this Code of Ethics must avoid any kind of discrimination in the aforementioned sense.

As part of the selection of personnel and collaborators-conducted with respect for equal opportunities and without discrimination of any kind-the Company operates with criteria of full transparency, avoiding favoritism and facilitations of any kind and inspiring its choice exclusively by criteria of professionalism and competence.

6.2 Principles of fairness and transparency

The activities of the Recipients of the Code of Ethics must be aimed exclusively at the pursuit of the legitimate objectives of the Company.

The relationship between the Company and the Recipients of the Code of Ethics is marked by loyalty, respect and mutual trust and is also guaranteed by the commitment to full compliance with the obligations respectively assumed under the employment contract and any other form of contractual relationship, as well as the content of this Code of Ethics.

6.2.1 Conflict of interest

The Recipients of the Code of Ethics are required to avoid the occurrence of situations in which conflicts of interest may arise; they are also required to avert situations in which personal interests may influence the impartiality and/or ethicality of behavior and, lastly, they must refrain from taking personal advantage of business opportunities of which they have become aware by virtue of the performance of their duties.

In any case, the Recipients of the Code of Ethics are obliged to notify their hierarchical superior - or in any case the Board of Directors - of the occurrence of any situations of potential conflict of interest with the Company.

6.2.2 Protection of confidentiality

All information and data in the possession of the Company shall be treated in compliance with current legislation on the protection of personal data and privacy, and it is absolutely prohibited for the Recipients of this Code of Ethics to use and process information and data in the possession of the Company for personal purposes and, in any case, for purposes other than those permitted, as well as to use information or news, acquired in the performance of their duties working for the Company, for their own benefit or that of third parties.

6.2.3 Relations with the P.A. and the Judicial Authority.

Relations with central and peripheral public administrations, public bodies, local authorities, public supervisory authorities, public employees, public officials, public service officers, managers and officials acting on behalf of the public administration and public or similar entities, and, in any case, with institutional interlocutors, both Italian and foreign, are conducted in accordance with the law and in compliance with the principles of loyalty, fairness, transparency, truthfulness and verifiability of the information provided and/or assumed.

It is absolutely forbidden to promise, offer or deliver to the above-mentioned figures, directly or indirectly, money, goods or any other utility, as well as to seek or establish personal relationships of favor, influence or interference with them.

It is made, more generally, absolutely forbidden to interfere in any way and by any means in the free and autonomous decisions of public officials or public service officers or, in any case, public employees.

Relationships between the Company and the judicial authorities, supervisory authorities, law enforcement agencies and any public official or public service appointee who holds powers of inspection and/or investigation are marked by principles of loyal cooperation, fairness, transparency and completeness, truthfulness and verifiability of the information provided.

The Recipients of this Code of Ethics must not hinder in any way, including through the omission of due communications, the exercise of the functions of the aforementioned Authorities and the proper administration of justice.

6.2.4 Relationships with consultants, suppliers, contractors, external collaborators

The relationship between the Company, on the one hand, and consultants, suppliers, contractors and external collaborators in general, on the other hand, is marked by principles of impartiality, transparency, mutual respect, professionalism, seriousness and courtesy, in order to ensure the full achievement of the Company's objectives in accordance with applicable regulations and practices and with prohibition of any discrimination.

6.2.5 Relationships with third parties

Directors, executives, members of corporate bodies, employees, consultants and external collaborators may not receive extra-currents from anyone for the performance of an act within their competence, nor give in to any form of external conditioning in the performance of their duties.

6.2.6 Relations with users

The style of conduct toward users is characterized by helpfulness, respect and courtesy, with a view to a cooperative and highly professional relationship.

Consistent with the principles of impartiality and equal opportunity, the Company is indiscriminately committed not to discriminate against its users, to provide adequate services that meet their reasonable expectations and protect their safety, security and well-being.

The Company is also committed to providing complete, transparent, understandable and accurate information so as to determine the recipient's free choice and never determining influence or pressure by providing false or misleading information.

It is absolutely forbidden for Recipients to offer or promise favors to users or hinder their access to the services provided by the Company, so as to constitute unjustified unequal treatment aimed at creating positions of privilege or disadvantage.

No gifts or favors that exceed common courtesy practices or are otherwise aimed at obtaining favorable treatment may be offered or promised by users.

6.2.7 Relations with the market

The Company is committed to implementing its position in its target market through innovative activity that respects the ethical principles by which it is inspired.

The Company is aware that its business is intended to have a social impact and therefore in making its determinations and initiatives it takes into consideration the interests of third parties, including Recipients, users, suppliers, business partners, organizations and local communities.

6.2.8 Advertisement

The Company uses advertising that is neither mendacious nor misleading, in compliance with current regulations.

6.2.9 Commercial and industrial relations

In managing its business and industrial relations, the Company is guided by principles of high professionalism, loyalty, fairness, transparency and openness to the market.

Individuals (personnel, external collaborators, and the like) whose activities, even de facto, are in any capacity related to the Company, shall follow conduct in accordance with the aforementioned ethical and legal principles.

The Company will endeavor to use appropriate legal tools on the contractual level in order to make the principles of this Code of Ethics as well as that of Legislative Decree 231/2001, as amended, relevant in business relations with third parties, this in the event of the adoption of the relevant Model.

6.2.10 Principles of fairness and transparency in the management of public funds

The Company condemns any behavior aimed at obtaining, from the State, the Public Administration, European institutions and bodies or other public entity, any type of contribution, financing, subsidized loan or other disbursement of the same type, by means of altered or falsified declarations and/or documents or by means of omitted information or, more generally, by means of artifice or deception, including those carried out by means of a computer or telematic system, aimed at misleading the disbursing entity.

It is forbidden to allocate for purposes other than those for which contributions, grants and financing obtained from the State, the Public Administration or other public body or European bodies, even of small value and/or amount.

All facts represented, statements made, and documentation submitted with applications for the above disbursements must be correct, true, accurate, complete, and verifiable.

6.3 Principles in accounting management and financial statement preparation

The Company is guided by the criteria of fairness, transparency, completeness, truthfulness and verifiability in the management of its accounts and in the drafting and/or compilation of any document in which economic, patrimonial and financial elements are set out, guaranteeing full compliance with sector regulations.

Those who, in any capacity and in any way, are involved in the activities of drawing up the financial statements, accounting records and/or other documents in any way pertaining to the company's management and/or economic and financial situation, are required to ensure the completeness, truthfulness and clarity of the information provided, as well as the accuracy of the data and processing carried out, operating prudential criteria, applying the most specific accounting techniques and in any case with the diligence required of experts in the field.

Any behavior aimed at preventing or hindering the performance of the control or audit activities attributed to shareholders and corporate bodies towards which the utmost cooperation and transparency are therefore guaranteed is prohibited.

The Company condemns and prohibits all forms of receiving, laundering and using money, goods or utilities of illicit origin as well as self-money laundering.

Therefore, financial, corporate and credit transactions in violation of legal regulations and/or internal procedures are not allowed.

In order to ensure maximum transparency in economic and financial management, the Company prohibits Recipients from replacing or transferring money, goods or other utilities derived from illegal activities, or carrying out other transactions in relation to them, so as to hinder the identification of their origin.

It is obligatory, before establishing business relations with business counterparts in any capacity, to carry out verification of available information in order to ascertain the respectability and legitimacy of their activities.

The Company does not purchase goods or services that, by reason of the conditions offered, give reason to doubt the lawfulness of their origin.

6.4 Management of information technology tools

The Company's computers and computer systems are to be used exclusively as a work tool, in compliance with relevant regulations.

The Company identifies and adopts appropriate systems to prevent the commission of computer crimes and to ensure the proper use of computer equipment provided to its employees and contractors.

In particular, the Company condemns and combats all unlawful conduct committed with the use of computer systems, such as, but not limited to, the use and exchange of pornographic or child pornographic material or unauthorized access to a computer or telematic system.

6.5 Intellectual property and copyright protection

The Company, in accordance with the principles of fairness and fair competition, respects the rights of third parties to intellectual property such as, but not limited to, trademarks, patents, and copyrights, and is committed to avoiding conduct or situations that may create damage to third parties or result in violations of the law in this regard.

The Company uses computer systems in full compliance with copyright law, prohibiting the acquisition, in whatever manner it may occur, of programs, operating applications and any other computer components in the absence of the prescribed licenses.

The Society strongly encourages the creative process by protecting its intellectual property rights.

Recognizes the value of intellectual property relating to patents, designs, trademarks, trade secrets including musical compositions, phonographic recordings, filmed works and computer programs.

Employees and external collaborators, in any capacity whatsoever, may not transmit or otherwise offer for sale or auction any of the Company's products they may have come into possession of in the course of their work activities rendered in favor of the Company. The aforementioned individuals are also prohibited from downloading by uploading or downloading intellectual property from unauthorized and/or illegal sites.

The Company shares the principle that in order to effectively protect its own rights, it is necessary for the rights of third parties to be protected at the same time.

Knowingly misusing or infringing on the intellectual property rights of third parties is consequently prohibited.

To the extent permitted by law and in compliance with applicable laws and regulations, as well as any conventional rules, inventions and works created by employees of the Company shall be the exclusive property of the Company.

6.6 Respect for human rights

6.6.1 Equal opportunities at work

The Company is committed to complying with applicable equal opportunity laws and regulations.

It is the company's policy to hire, including through temporary employment, and provide career opportunities for qualified individuals, having regard to the duties to be performed, educational background, and experience in similar activities, offering equal opportunities to all regardless of race, color, religious opinion, sex, nationality, mental and physical status, sexual preference, citizenship, marital status, and membership in groups or minorities protected by law.

6.6.2 Prohibition of child labor

The Company does not use any form of forced labor or exploit child labor, understood as that performed by persons under 16 years of age.

The above limit does not apply to work activities of a cultural, artistic, sports or advertising nature and for activities in the entertainment industry which by their nature or circumstances require the participation of a child or adolescent, provided that they are carried out in full compliance with applicable regulations.

6.6.3 Prohibition of sexual harassment or otherwise abusive conduct

Sexual harassment is defined as any unwanted act or behavior, including verbal, with sexual connotations causing offense to the dignity and freedom of the person subjected to it, or which is likely to create retaliation or a climate of intimidation against him or her.

Any act or behavior that amounts to sexual harassment in the above definition or otherwise abusive behavior is impermissible.

The Company enshrines the right of workers and any other person who comes into contact with the Company to be treated with dignity and to have their personal freedom protected.

Acknowledges the right of the latter to report to the Company - without prejudice and safeguarding, of course, any further initiatives before the competent judicial authority - any intimidation or retaliation suffered resulting from harassing acts or conduct, ensuring, in the course of internal investigations, the absolute confidentiality of those involved and the adoption of disciplinary measures against the perpetrators of sexual harassment or otherwise abusive conduct.

6.7 Protection of the working environment

6.7.1 Working Environment

The Company is committed to ensuring that the work environment is as healthy and productive as possible and combats all forms of discrimination, abuse and harassment.

In particular, Recipients of this Code of Ethics shall refrain from making proposals, performing acts, or expressing comments of a sexual, racial, or religious nature, even in jest or in the guise of commentary, as well as from conduct in the work environment that may contribute to creating a hostile environment.

6.7.2 Health and safety in the workplace

The Company pursues the goal, set as a strategic one, of constantly working to protect health and safety in the workplace.

The Company undertakes to make known to the Recipients of this Code of Ethics the principles of safety and health as a prerequisite of its social activity, and also to promote their observance.

The correct application of current legislation and compliance with related technical regulations represent for the Company, together with the information and training of workers and the involvement of workers, the indispensable tools for the achievement, maintenance and improvement of working conditions and the environment, such as to ensure the protection of the health and safety of workers, employees and third parties present in any capacity in the work environment.

The decisions taken by the Company regarding the protection of health and safety at work are inspired by the following principles, which are duly made known to all those who have any working relationship with it: avoidance of hazards; evaluation of hazards that cannot be avoided; combating hazards at source; adapting work to man, particularly with regard to the design of workplaces and the choice of work equipment and methods of work and production, especially in order to mitigate monotonous and repetitive work and to reduce the effects of such work on health; taking into account the degree of technical progress; replace what is dangerous with what is not dangerous or is less dangerous; plan prevention, aiming at a coherent whole that integrates in the same technique, the organization of work, working conditions, social relations and the influence of factors in the work environment; give priority to collective protective measures over individual protective measures; give appropriate instructions to workers.

The above principles must be observed by the Company at all levels, both apical and operational, in accordance with applicable laws (so-called Consolidated Safety Act - Legislative Decree No. 81/2008, as amended) and internal procedures.

With this in mind, the Company is a promoter of responsible behavior on the part of its workers and provides appropriate tools for the prevention of occupational accidents to safeguard their health.

Every worker has an obligation to take care of his or her own health and safety and that of other persons in the workplace, on whom the effects of his or her actions or omissions fall, in accordance with his or her training, instructions and means provided by the employer.

The use of the Company's endowments must be made exclusively for the performance of the Company's intended work duties, and therefore their use for personal or other than social purposes is prohibited.

6.8 Ecology and environment

The Company, in carrying out its activities, ensures full compliance with current regulations on the protection of ecology and the environment.

The Company also operates with the aim of adopting and maintaining the highest operational and control standards to protect environmental safety and health in the short, medium and especially long term.

It is committed to promoting and ensuring toward the Recipients of this Code of Ethics a strong environmental awareness, both for personal protection and for the environment in general, while maintaining an adequate degree of professional knowledge of the employees.

In accordance with the expressed principles, the Company prepares its environmental strategy on the basis of the following principles: optimizing the use of energy sources and natural resources; minimizing negative environmental impacts and maximizing positive ones; fostering the dissemination of the culture of a proper approach to environmental issues; and adopting environmentally sensitive purchasing policies.

More generally, the Company operates in such a way as to foster the dissemination of the culture inherent in compliance with the prescribed ecological regulations and implements the necessary measures to ensure the protection of the environment and the prevention of all forms of pollution.

The Company adopts correct procedures aimed at warding off or, at the very least, containing, in compliance with environmental regulations, all forms of pollution, as well as ensuring the proper management of waste, and endeavors to ensure that all those who establish any relationship of a contractual nature, even if only temporary, with the same, operate according to a level of quality appropriate to the normative dictate.

To this end, the Company will evaluate its activities in compliance with current regulations, considering environmental impact as a key evaluation criterion for them.

Finally, the Company is committed to ensuring that all personnel do not engage in, participate in, or cause conduct that, individually or collectively, is likely to cause damage to the environment or fail to assess, in the course of carrying out the Company's business, the possible repercussions of operations on environmental matrices and people's health.