



CODE OF ETHICS

Approved by
Chairman of Board of Directors on December 22nd 2023

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Message from the President and Chief Executive Officer

Dear Reader,

We would like all officers, employees, external partners, suppliers, distributors and commercial partners of Procos S.p.A. to recognize the importance of 'Corporate Social Responsibility (CSR)' and ensure that our business is always made fairly and lawfully by complying with laws and regulations where each of you are governed.

Unfair behaviors, such as fraud, violation of laws and regulations, corruptive activity or anything like, may cause a fatal situation or irreparable harm to our Company reputation and may even threaten the survival of the Company itself.

We assume you all are aware that good business activities require not only compliance with domestic and foreign laws and regulations, abidance by internal rules, but having high responsibility with full sense of ethical mind based on the social rules. Hence keep in mind the aforementioned and perform your everyday business activities by respecting the 'people', 'society' and 'environment'.

While driving to a more efficient company with more transparency, we would also like to provide our Company with a fully tailored corporate governance by creating a thorough compliance and risk management system.

Once again, taking this opportunity, we would like to request every officer, employee, external partner, supplier, distributor and commercial partner of Procos S.p.A. to keep the spirit of the important foundation of aforementioned compliance in mind.

April 27th, 2016

Enrico Zodio
President and Chief Executive Officer

I. Premises

1. The Code of Ethics Purposes

While the term “compliance” is sometimes used to mean “observe the laws”, today the term is also used to mean “following corporate ethics”. In other words, **compliance means complying with laws and regulations as well as following the rules that should be followed in the society generally**. Even though our behavior is not violating the law, if any deviation to the social common sense (rules) occurs, we may be criticized or blamed by the society.

The present Code of Ethics is a voluntary self-regulation instrument that has the mission to explicate and share the principles and values of our Company and the essential rules that the people who is having relationship with our Company must respect in his/her everyday activities.

During the everyday activities, it's necessary to act by thinking about what it's necessary to do and what it's not necessary to do. In case of any doubt, it's necessary to ask confirmation to the Function Director or to ask to corresponding division. This attitude is the compliance base level.

In sections II and III principles and values of the Company are reported, while in section IV the rules of good conduct that have to be followed by the addressees during their everyday activities/operations are reported.

2. Addressees

The Ethic Code's values, principles and rules have to be followed by:

- All members of the Statutory Auditors
- All Managers and those having responsibility inside the Company
- Employees and Partners of the Company who have business relationship with the Company and contribute to the group mission.
- External Partners who act in the name of and on behalf of the Company, no matters how the legal framework of the relationship is.
- Suppliers, distributors and commercial partners in general having business relationship with the Company.

II. Tasks & Group Principles

Mission

Through the company's continual growth, we are contributing to the lasting prosperity of our employees and their families as well as to the prosperity of society by complying with the laws and regulations, and protecting the environment, with a strong responsibility and a sense of mission.

CBC Group Corporate Principles of Compliance

The CBC Group acts in accordance with the following policy in order to raise consciousness of CSR, observe laws and regulations, and ensure that business activities are conducted in a fair and lawful manner.

1. Complete Fairness in Corporate Activities

We engage in fair, lawful and responsible business activities, in accordance with domestic and foreign laws, international rules and social norms.

2. Thoroughly Manage the Information and Disclosure

We engage in timely and appropriate disclosure of corporate information, work to maintain transparency, and manage information appropriately.

3. Global Expansion of Business Activities

Respect the culture and customs of each country and regions, promote communication, and contribute to the development of the local community and global society.

4. Contribution to Society

We contribute to the mutual benefit of trading partners, consumers and employees, and strive to build a prosperous and comfortable society.

5. Consideration and Conservation of the Global Environment

We give sufficient consideration to the global environment and conservation when engaging in business development.

III. Values

Our everyday job values are:

- Initiative, motivation, determination and passion lead us towards our main objective: sustainable growth
- We are strongly committed to safeguarding the environment and ensuring compliance with safety standards
- We are constantly seeking out new challenges in order to build our future, without resting on our laurels
- We aim to increase our market shares globally, bringing reciprocal prosperity to our customers and ourselves

IV. Standards of Conduct

1. Proper Management of Information with confidential nature

[Point] Careful management is requested in handling Confidential Information of the company as well as those received from a third party.

(1) Maintenance of Confidential Information

It is not allowed to disclose or use for personal benefit the Confidential Information of CBC group companies without obtaining permission.

(2) Disclosure of Confidential Information

If the business necessity requires the disclosure of our company's confidential information, confidentiality agreement has to be entered into with the counter party prior to any disclosure.

(3) Confidential Information received from a third party.

It is not permitted to unlawfully disclose any of the Confidential Information received or disclosed from any third party. We have to abide by the terms of the applicable confidentiality agreement.

(4) Confidential Information Management

Confidential documents must be handled and/or processed (in producing, transferring, storing/saving or destroying the document) by the drafting person or a recipient without the involvement of others and we must pay utmost care to prevent the confidential information from being divulged (including, taking security measures in case electric information is attached to emails such as setting passwords and using external media devices such as high security USB memory device, portable HDD device, etc.).

(5) Confidential Obligation after Resignation

A personnel who was employed by or contracted by CBC Group company must not disclose, divulge nor use for own benefit the Confidential Information or Personal Information of the company obtained or came across to know during the performance of his/her duty, which may result to a significant and irreparable damage to the

reputation of the company.

(6) Protection of Personal Information

We shall (i) use Personal information obtained from the owner only for the purposes that we have clearly expressed to them, (ii) not provide Personal information to any third party without due reason, (iii) observe all laws and regulations concerning protection of Personal Information, and (iv) strictly and properly manage Personal Information in order to avoid fraudulent access, loss, falsification, leaks and other such similar problems. In addition, when we entrust a third party in handling Personal Information, we must instruct such third party to manage such Personal Information properly.

<Note>

‘Personal Information’ means any information regarding living individuals that can be used to identify specific individuals by name, date of birth or other description. Even limited information shown on a business card may be taken as a Personal Information.

2. Laws relating to Intellectual Property Rights

[Point] Do not infringe any intellectual property rights of others.

- (1) In relation to the production, use, assignment, exportation and importation of newly developed goods, and the production, assignment, exportation, importation or supply of goods/services associated with trademarks consisting of characters, figures or illustrations, investigate and confirm whether such activities do not infringe any intellectual property rights including patents and trademarks owned by others before actually put those transaction in place.
- (2) Please refrain from illegal copying or modifying computer software which shall cause infringement of any of the copyrights owned by others. Always obtain the permission of the owners before making copies.

Protected Objects, Requirements and Examples of Infringement regarding Intellectual Property Rights (Reference: Japan Patent Attorneys Association)

	Protected Objects	Requirements or Characteristics	Example of Infringement
Patent	Invention of a product including a computer program, a process, and a process for producing a product	1. Invention that is industrially applicable. 2. Novel and progressive invention.	To produce, use, assign, export or import goods utilizing a patent owned by others.
Utility Model	Ideas regarding form, structure or a combination of the two, not required to be as inventive as for a patent.	1. Basic requirements •Form, structure or a combination of the two. •Does not corrupt public morals or hygiene. •Necessary matters are clearly described on statement sheets or drawings. 2. Ideas which are suitable for industrial use. 3. Innovative and progressive ideas.	Same as patent.
Registered Design	Innovative Design of goods.	1. Designs suitable for industrial use. 2. Shape, pattern, colors or a combination of those. 3. Appeal to the aesthetic sense. 4. Designs which are innovative and difficult to create.	Same as patent.
Registered Trademark	Marks including characters and figures to distinguish own goods and services from those of others.	1. Letters, figures, symbols or cubic figures. 2. To be used for goods or services. 3. Capable of distinguishing one's goods and services. 4. Not identical or similar trademark of others.	To produce, sell, export or import goods marked with a trademark, which is identical or similar to that of others.
Copyright	Creative expressions, including survey reports, music, artwork, photographs and computer program.	Does not need to follow any procedure, such right becomes effective upon creation.	Illegal copying and installing of anti-virus computer software to PCs.
Semi-conductor Integrated Circuit Design	Layout of semiconductor integrated circuit.	Such right arises on application and registration.	To produce, sell or import products that are made utilizing a registered semiconductor integrated circuit created by others.
Trade Name	Name used by a merchant for trading.	Does not require registration.	To use a trade name identical or similar to that of others for trade of the same business, with intent to compete unfairly.
Law on Seed & Seeding	New breed of plant.	Such right arises on application and registration.	To produce, sell, export or import seed, seeding or harvest thereof, which is registered by others.

3. Appropriate Use of IT Systems

[Point] Do not use our IT systems improperly or cause harm to it.

(1) Infringement of Third Party Copyright

It is prohibited by laws to obtain, use, copy, modify or distribute third party's products protected by copyright (such as computer software).

(2) Defamation / Circulation of Offensive Information

Do not circulate information of obscene nature that disparages, injures the reputation of others, or offends or upsets others.

(3) Spreading Rumors

Do not spread false rumors, knowingly or unknowingly of its truth, which may cause injury to the credibility of others or interfere with the business of others.

(4) Prohibition of Unlawful Access to third party IT system

Do not hinder the business of others by falsely accessing to their IT system using their user IDs and passwords and obtain their information from it, or disrupting or causing the malfunction to their computer systems.

(5) Virus Protection

Being the source of sending computer viruses to others (*) may lead to damaging the credibility of our company. Therefore, in order not to be infected by computer viruses, by following the instructions given by the ADM System Group and the persons in charge of systems management, we must ensure that our PCs are installed of up-to-date anti-virus software, and that no security hole in basic software is left unfixed at all times. Further, do not carelessly open nor read any suspicious e-mails or attached files, or access any URLs shown in such e-mails without confirming that they are legitimate.

(*) sending e-mail to any outside party which is infected by computer viruses, our computer network has been used by hackers as a relay terminal of viruses.

(6) Refrain from Sending Unsolicited E-mails

Do not send any unsolicited commercial or advertising e-mails, without prior consent of the recipients (except such recipients, for example, with whom we have business relationship or to whom we are allowed to send such e-mails in accordance

with applicable law). Also, in such e-mails, among other things, sender's names, contact information and other legally required items have to be stated in order for recipients to be able to opt out of receiving such e-mails, in a manner as required by applicable law.

(7) Prevention of Improper Content in E-mails

As sending mails electronically, compared to post mail, tend to be sent to wrong address or contents to be improper or inaccurate. Always check the mailing address and review the contents before sending any e-mail to outside party to avoid aforementioned trouble.

4. Administration of Product Safety

[Point] Administer the safety of the products the company handles by complying with related laws and regulations.

1. Ordinary Course Administration of Product Safety

We must not only observe laws related to product safety, but also take preventative measures against any incidents by collecting the safety information of the products, feedback from customers and safety problems occurred, proper warning labels, support for age deterioration and maintenance of agreements regarding product safety.

2. Administration of Product Safety when any Incident occurred

Put a prompt action to keep users safe as the top priority, otherwise, if any error is made in this conduct, not only customer confidence shall be lost, but certain punishment may be raised by society.

When a safety problem arises, notify the buyers and the appropriate government authorities immediately to minimize the damage (*), conduct an investigation to determine the cause and devise a plan to prevent future incidents.

(*) For example, the manufacturer and the importer must report to the Prime Minister a significant accident involving a consumer product within 10 days of its knowledge of such accident.

5. Compliance with Antimonopoly Act and Related Laws and Regulations Prohibiting Unfair Businesses

[Point] Do not be involved in private monopoly, unreasonable restraint of trade (cartel) and other unfair trading practices.

1. Prohibition of Private Monopoly

It is prohibited to knowingly restrict competition in the market by eliminating or controlling the business activities of the other business entities, either solely or by colluding with other business entities.

2. Prohibition of Unreasonable Restraint of Trade

(1) Prohibition of Forming a Cartel

We shall not collude with other business entities in making agreements with the price, quantity, trade partner, trade territory or execution for the specific product(s). It is also advised that, even exchanging information related such cartel agreements must be abstained from.

(2) Prohibition of Bid Rigging

Bidders must not collude together and determine the successful bidder or the price of the successful bid before the actual bidding is to take place. It is also advised that, even exchanging information related such agreements must be strongly abstained from.

3. Prohibition of Unfair trade Practice

The following activities are three examples of prohibited trade practices that are illegal per se. There are other activities which are prohibited as unfair trade practices. For further information or details, please contact Legal Solution Group.

(1) Collaborated Boycott

Do not collude with other business entities to boycott a certain transaction or to encourage others to do so.

(2) Dumping Sale

Do not intend to damage the businesses of the other business entities by putting the goods or services into the market at prices significantly lower than the production cost or procured price.

(3) Restriction of Resale Price

Do not intend to maintain the resale price system by restricting trade partners from freely setting their prices with their customers.

4. Observation of Subcontract Act

When engaging with subcontractors to manufacture (including processing), repair, make software programs etc. or render services for us, we must, in accordance with the Subcontract Act, comply with the obligations thereunder including the obligation to provide a documented order describing all the matters required to be incorporated therein. In addition, we must not delay our payment (payment more than 60days after receiving goods (or more than 1 month in case such calculation is made as of a particular day of every month) is a late payment), reduce our payment without just cause, or issue promissory notes with excessive payment periods (for the textile industry, more than 90 days, and for other industries, more than 120 days).

6. Prohibition of Unfair Competition

[Point] Do not engage in unfair competition such as manufacturing and selling unlawful merchandise or unlawfully acquiring and using trade secrets.

(1) It is prohibited by applicable laws and regulation to acquire, use or disclose the trade secrets of others by means of theft, fraud, threaten or by any other unlawful means. The same principle shall apply when acquiring the trade secrets of others, knowingly that an unlawful business practice was involved or not knowing but due to gross negligence.

(2) Do not make use of any trademark or trade name which is identical or similar to that is widely recognized as the intellectual property of another. Also refrain from using trademarks which are identical or similar to the national flag, national emblem or other insignia of any country, without permission.

(3) Do not apply a false or misleading mark or indication on any goods, services or advertisements regarding the place of origin, quality, contents, production method, usage and/or quantity of such goods and services.

(4) Refrain from damaging the credibility of our competitors by making false allegations.

(5) Do not sell or intend to sell imitations of goods marketed by others which are (i) within three years of the date of their initial sale, (ii) protected by a registered design right or (iii) well known among consumers.

(6) Do not provide unjustifiable free gifts or use misleading indication on the advertisements.

7. Compliance with Various Business Laws and Regulations

[Point] Obtain licenses and permits necessary to carry out business activities and comply with various business laws and regulations.

(1) When we perform such specific business activities as the sale/purchase of secondhand/used goods, the production/sale/import-sale of pharmaceuticals and medical equipment, transport, and disposal of waste, permissions, approvals and/or licenses are necessary to carry out such activities and/or make any notifications and/or registration in accordance with any relevant business laws and regulations that affect such business activities. The main businesses that are subject to business laws and regulations are listed below. However, be aware that there are many other businesses that are subject to respective laws and regulations.

Secondhand Articles Dealer Act, Construction Business Act, Building Lots and Building Transaction Business Act (or Residence and Land Transaction law), Financial Instruments and Exchange Act, Poisonous and Deleterious Substances Control Law, Pharmaceutical Affairs Act, High Pressure Gas Safety Act, Oil Stockpiling Act, Explosives Control Act, Agricultural Chemicals Control Act, Fertilizer Regulation Act, Act on Safety Assurance and Quality Improvement of Feeds, Livestock Act, Liquor Tax Act, Plant Variety Protection and Seed Act, Money Lending Business Act, Road Transport Vehicle Act, Motor Truck Transportation Business Act, Act on Truck Forwarding, Marine Transportation Act, Consigned Freight Forwarding Business Act, Warehousing Business Act, Waste Management and Public Cleaning Act.

(2) When conducting business activities, observation to all relevant laws regulations or bylaws is mandatory, which define rules or matters such as quality standards, labeling methods, presentation of papers, periodic reporting and make trade records. Laws and regulations listed below often come across to be observed when making our regular daily business; however, always pay attention that there are other laws and regulations that may apply depending on the variety of trade and goods and services engaged in.

Act against Delay in Payment of Subcontract Proceeds, Etc. to Subcontractors (Subcontract Act), Installment Sales Act, Act on Specified Commercial Transactions, Food Sanitation Act, Act on Standardization and Proper Labeling of Agricultural and Forestry Products (JAS Act), Electrical Appliance Safety Act, Household Goods Quality Labeling Act, Consumer Product Safety Act, Unfair Competition Prevention Act, Act on

Unjustifiable Premiums and Misleading Representations, Act on Confirmation, Etc. of Release Amounts of Specific Chemical Substances in the Environment and Promotion of Improvements to the Management Thereof (PRTR Act).

8. Prohibition on Bribes and Matters relating to the Presents and Entertainment to Customers

[Point] Do not provide, propose or promise an illicit benefit to public officials, their equivalents or relatives (hereinafter collectively, 'Public Officials') in Japan or overseas. Do not aid or conspire with other business entities for any of the above acts. Do not provide presents or entertain trade partners that exceed the generally accepted business and societal norms.

1. Prohibition of Bribery

(1) Do not provide, propose or promise to provide money or any other benefits or interests (which includes anything sufficient to satisfy, wholly or partially, any other person's demands or desires including, without limitation, financial interests) (hereafter 'Illicit Benefits'), nor aid or conspire with other business entities relating to such acts to any Public Officials in or outside of Japan.

(2) In Japan, provide gifts or entertain Public Officials is prohibited as such activities breaches the National Public Service Ethics Act, National Public Service Ethics Code or any other relevant regulations.

(3) Do not instruct, instigate (abet) help (aid) or give silent consent to our agent, consultant, subcontractor or joint venture partner (hereinafter each a "Business Partner") or enter into an agreement with a Business Partner to provide Illicit Benefits to either domestic or foreign governmental organizations or other customers for the purpose of making an improper solicitation. If any of such activities is detected, payment of commissions to such Business Partner must be suspended. Furthermore, when the company is to enter into an agreement with any Business Partner, prior investigation to aforementioned matters has to be conducted and anti-corruption provisions has to be defined in the agreement with the Business Partner.

(4) Do not provide, propose or promise Illicit Benefits to any executives or employees of other business entities (domestic or overseas) with the intent to induce the person to perform an improper function. Accepting or receiving any illicit Benefits from other business entities with the same intent is also prohibited.

(5) Facilitation payments may not be made unless you are subject to intimidation, necessary to ensure the safety of life and body or any laws or relevant documents issued by the relevant government exists, which permits the facilitation payments.

(6) Further, the Criminal Code, the Unfair Competition Prevention Act of Japan, the Foreign Corrupt Practices Act of the United States, the Bribery Act of the United Kingdom, and other applicable anti-corruption and anti-bribery laws shall not be violated.

2. Prohibition of Excessive Client Entertainment

Do not provide money, gifts, client entertainment or other economic benefits to directors or employees of business partners that exceed the generally accepted business and social norms.

9. Proper Accounting, Filling of Tax Returns

[Point] Properly make accounting and filling of tax returns properly.

1. Proper Accounting

In the process of accounting, all related laws, regulations and corporate internal rules, e.g., accounting rules, and accounting principles generally accepted as fair and proper have to be complied with. Further, all accounting facts have to be represented fairly and accurately and no false representation and statement on our financial position or business results should be made.

(1) Accounting Principle

Revenues and expenses shall be recorded and reported in the period during which such items have actually accrued. When the revenue is recorded, the relevant expense corresponding to such revenue shall also be recorded at the same time.

(2) Recording Principle

Recording shall be made promptly after the transaction has occurred based on the evidentiary documents.

(3) Relating Evidentiary Documents Principle

Evidentiary documents shall be properly and orderly retained for the period provided in the related rules and regulations.

2. Proper Filing of Tax Returns

Tax returns of all kind shall be properly filed in accordance with the relevant laws and regulations.

10. Regulation on Insider Dealings

[Point] Do not engage in an act which violates insider dealing regulations.

When came across to notice any material fact that has not been publicly announced regarding a listed company, etc. (or their subsidiaries), keep such information in strict confidence and refrain from selling or buying the shares of such companies, etc. until such information is released to the public. Further, do not convey such information to any third party nor recommend to any third party the trading (such as selling or buying) of shares of subject listed companies, etc. (or their subsidiaries) with the intent for the third party to make a profit or to avoid from suffering any losses prior to the disclosure of such information.

<Note>

(1) “Material fact” means, among others, (i) a decision made by a listed company, etc. on important matters, (ii) occurrence of certain events, and (iii) changes to the business forecast.

(2) A material fact is deemed to be “released to the public” when (i) it is disclosed to two or more news media by the representative director of the listed company, (ii) a financial report including such material fact is made available for public inspection or (iii) it is made public on the website of Financial Instruments Exchange.

11. Respect Human Rights and Refrain from Any Form of Discrimination, Sexual Harassment or “Power Harassment”

[Point] Always respect human rights and do not discriminate or engage in any kind of sexual harassments or “Power Harassment”.

(1) Always respect human rights and refrain from discriminating people by their race, skin color, creed, religion, nationality, age, sex, origin, or mental or physical disabilities. Moreover, do not tolerate the people discriminating others.

<Note>

The term “human rights” as used herein includes the fundamental human rights provided for by the Constitution, the Labor Standards Law and the Universal Declaration of Human Rights.

In addition, the term shall include human rights with regard to equal employment, prohibition of forced labor and child labor, freedom of association and protection of collective bargaining rights, as prescribed by the International Labour Standards of International Labour organization (ILO).

(2) Do not commit any sexual harassment (sexual harassment is to give employees suffer from any disadvantage in their working conditions by reason of the said employees’ responses to what have said to them or the action taken in relation to a sexual matter in the workplace, or to harm their working environment due to such words or acts). Do not tolerate the people acting such sexual harassment to others.

(3) Do not abuse your power or authority in the workplace to inflict mental or physical pain on employees and violate their rights, or harm their working environment, by any words or action (such harassment is called “power harassment” in Japan). We also shall not tolerate such power harassment.

12. Import and Export Procedures

[Point] Always observe laws, regulations and international treaties relating to international trade and take appropriate procedures for import and export.

1. Acquisition of Permits and Authorizations for Import and Export

Prior to any declaration of goods to be imported or exported, permits, authorizations and/or notifications for import and export must be obtained from the relevant governmental authorities if those goods require such permissions.

2. Correct Declaration

(1) A correct declaration must be submitted in accordance with the relevant custom laws and regulations.

(2) If an error is found in the declaration, correct or amend the declaration appropriately without delay.

(3) Any applicable customs duty and consumption tax must be paid within the requisite period.

3. Precautions concerning the Goods Prohibited for Import or Export

Items such as narcotics, handguns/swords, forged coins/notes and credit/debit cards, goods infringing intellectual property rights of others, books/pictures which corrupt public safety or morals that are prohibited for import or export by laws and regulations shall not be imported or exported (except in the case where import or export has been authorized by the appropriate governmental authority).

13. Security Trade Controls

[Point] Observe security trade controls strictly to keep international peace and safety and not violate the law or engage into an inappropriate transaction as a global corporation.

1. Complying with Japanese Export Control Laws

The trade transactions which shall be the subject of security trade controls under applicable law are ‘freight exports’, ‘furnishing technologies to outside’, ‘carrying technologies out of Japan’ and ‘mediation trade transactions’ (collectively, hereinafter called the “Trade Transactions”). In conducting Trade Transactions, Japanese export control laws must be observed.

Among the methods of regulating Trade Transactions which are required to be approved by the government, there is a regulation that (i) lists weapons or goods which are likely to be used in the development of weapons (‘list regulation’) and (ii) so called ‘catchall regulation’ to regulate things which can be used in the development of weapons of mass destruction and more typical weapons but which are not included on the restricted list. To observe ‘list regulation’, the goods in subject must be confirmed properly that they are not specified as restricted goods under Export Trade Control Order or Foreign Exchange Order. To observe ‘catchall regulation’, the intended use of the goods and activities of the customer in subject are properly confirmed.

2. Complying with Laws and Regulations of Foreign Countries

In conducting trade transactions, observation not only to Japanese laws, but also to foreign export control laws such as of United States of America, United Nations Security Council resolutions and other international agreements is necessary. Moreover, as a global enterprise, avoid being a participant in improper transactions.

3. Conduct under U.S. Re-export Regulations

As U.S. trade control laws (including criminal provisions) have extraterritorial application, attention has to be paid to such trade control law when re-exporting goods imported from the United States.

14. Prohibition of Activities Constituting Conflicts of Interest

[Point] Conduct business activities faithfully and refrain from any action which constitutes conflicts of interest.

1. Prohibition of Activities Constituting Conflicts of Interest

(1) Do not perform any activities that may damage the reputation and/or injure the credibility of our company.

(2) Do not perform any activities that may diminish or destroy the value of the company's tangible or intangible assets.

(3) Do not conduct any activities that will potentially yield collusive relations with a specific business partner such as to receive monetary or other considerations, entertainment and other economical benefits, which exceed the scope of the social standard, from the specific business partner or its director/employee or to have such person(s) guarantee our personal debt.

(4) When resigning from the company, all properties that belong to the company in your possession have to be returned. Do not use or misuse any of such properties after you left the company.

(5) Do not be engaged in other occupations, assume a position as a director, executive officer, operating officer, auditor or administrative officer of any other company or operate your own business, without obtaining the prior permission of the company.

(6) Before performing any activity that may possibly constitute a conflict of interest with the company you work for, first obtain the necessary authorization or permission required by the relevant laws, regulations or internal corporate rules.

(7) Always bear in mind not to perform any activity that exceeds your range of authority, as such activity may hold liable for actions performed in the course of your employment whether or not such activity is made within your scope of authority.

(8) Do not help (aid) your business partner's unlawful activities.

2. Drawing Lines between Official and Private Matters

(1) Do not use the company's assets or spend the money of the company for your own personal benefit.

(2) Clearly draw a line between the position of official or private; thus refrain from performing activities, such as relating to political matters, religion, residents' associations, volunteer organizations or recreational organizations that have not connection to your role within the business for your personal benefit at the place of work without permission of the company.

15. Environmental Protection

[Point] Be conscious of your responsibility as a good corporate citizen and use your best efforts to sustain a sound environment and act in harmony with the prosperity of society.

In conducting our global business activities in various areas across a broad range of sectors, always consider of their possible impact on the environment. To this end, appropriate efforts have to be used to preserve the environment and reduce potential environmental impacts, including pollution in alliance with our stakeholders.

(1) We must comply with international and local applicable guidelines, laws and regulations, and agreed requirements related to environment.

(2) When launching new projects or changing the business, always take measures as necessary to reduce environmental impacts and prevent pollution. Appropriate steps to mitigate global warming and preserve biodiversity have to be taken as well.

(3) We must tackle with facilitating the resources, conserving the energy, reducing the waste, green procurement and increases the efficiency of our operation.

<Note>

In relation to green procurement, we shall not only take into account the quality and price of the resources, but also assess the environmental impact of using certain resources and whenever possible purchase from environmentally friendly business entities those products or services which have as little adverse impact as possible on the environment.

(4) We must use our best efforts to promote business projects, offer products and services, and build social systems that help protect and improve the environment.

16. Prohibition on Conferring Benefits on Anti-Social Organizations

[Point] Do not engage in any activity for the benefit of anti-social organization nor have any relationship with any of such organization.

(1) Do not engage in anti-social activities that menace to public order and/or safety of the civil lives. Never have a relationship with any group that performs such activities.

(2) If requested by any anti-social organization for an unreasonable demand, do not respond to such request by offering money. (Any demand by a threat of force from a criminal organization or a request for benefits in return for exercising shareholder's rights in a particular manner are both themselves crimes.)

(3) Never make a deal with anti-social organizations, regardless of the reason or whether the transaction is within the law.

(4) Do not use the influence of any anti-social organizations for your own or the company's benefit.

(5) Do not cooperate with money laundering activities by receiving, remitting or keeping funds which source is not transparent. Be careful not to have yourselves unknowingly engaged in the money laundering transaction during the course of your performance of any business transaction.

<Note>

(1) "Money Laundering" is an illegal act to disguise funds and other properties obtained from criminal acts as those coming from a legitimate source by way of transferring them from one financial or other institution to another institution. Its objective is to conceal the source of the funds or illegitimate activities, which generate such funds.

(2) Except your business partner is not clearly an anti-social influence, clearly define in the contract an "anti-social organization exclusion provision" (which is a provision that gives the party a right to terminate the contract when it becomes clear that the other party is an anti-social influence).

V. Implementation of the Ethic Code

As stated in the Premises, every employee, external partners, suppliers, distributors and commercial partners of Procos S.p.A. are requested to refer to this Code of Ethics, about the management philosophy and the rules of conduct whenever they doubt they are acting in compliance with those standards.

Moreover, please report to or consult with your division Director if you find any activities violating, or possibly violates, the respective laws or regulation, the articles of association or aforementioned compliance obligation. Quick remedy to such doubtful activities may avoid the occurrence of the immediate damage and/or losses to the Company or prevent the successive damage to be caused by such activity.

Once again, we would like to remind you that this Ethic Code does not cover all matters the Company has to comply with. Always keep in mind to consult with your division Director, by informing him/her with the proper communication way about any matters you feel doubtful from the compliance point of view.

According to the Italian Legislative Decree 231/2001, Procos S.p.A. nominated a Supervisor Board (named Organismo di Vigilanza “OdV”) in order to guarantee the compliance and the realization of this Code and the Management and Control Model according to Legislative Decree 231/2001. In addition, the Company has appointed the Supervisor Board also as Reporting Manager, according to the Legislative Decree n. 24/2023 (“Whistleblowing”).

The role of the Reporting Manager is to receive, at least, reports about activities violating, or possibly violate the present Code. Every addresses have to report any attitude that does not comply with the Code of Ethics immediately and through the online platform, available at <https://wbreport.kpmg.se/ProcosSpA>.

Through this channel, it is possible ask for a face-to-face meeting with the Reporting Manager.

A disciplinary report will be opened in case of non-observance attitude without excluding other possible punitive methods related to various liabilities of different nature.

No violations or non-observance attitude will be justified or considered less serious, even if it's been done for Procos S.p.A. interest. Consequently, every action, which violate the Code of Ethics, will be subject to a disciplinary report.

External partners, suppliers, distributors and commercial partners will be subject to sanctions according to the corresponding contract's clause considering that the present Code of Ethics is an important part of the contract, including the termination of the relationship.

Be always conscious with the compliance and conduct your daily business activities with pride of being a member of CBC Group, Never think;

'this is the way I have been performing this business for years.',

'everybody in this business field are doing in this way',

'all business have dirty side' or

'this has nothing to do with me.'

The present Code of Ethics is a Company official document approved by the Chairman of Board of Directors of Procos S.p.A. on December 22nd 2023.

VI. Contact

For any further information about the content of the present Code of Ethics, please contact the Company' Supervisor Board.