



Code of Ethics

ShopFully S.p.A.

Implementing Legislative Decree no. 231 of 8 June 2001, regulating the administrative liability of legal entities, companies, and associations, including those without legal personality, pursuant to art. 11 of Law no. 300 of 29 September 2000

Approved by the Board of Directors on 25/10/2024

DOCUMENT CONTROL CARD

IDENTIFICATION

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1. Who we are and what we do

ShopFully (hereinafter referred also as “the Company”) is an Italian tech company leader in Drive-to-Store, partnering with over 700 retailers and brands globally.

Founded in 2011 by Stefano Portu (CEO) and Alessandro Palmieri, ShopFully’s mission is to simplify shopping in stores close to home. In Italy, ShopFully connects tens of millions of consumers with hundreds of thousands of shops, through its 3 marketplaces (DoveConviene, PromoQui and VolantinoFacile) and its digital platform.

2. What is the Code of Ethics

The Code of Ethics (hereinafter also the “Code”) is a document that aims to define, formalize, and share the set of ethical values that inspire the Company, as well as the standards of conduct to be respected, representing an essential tool of corporate ethics: its observance by the Addressees is an essential element to ensure the proper functioning, reliability, and reputation of the Company itself.

The Code is an integral part of the Model of Organization, Management and Control adopted by ShopFully (hereinafter also “Model” or “Model 231”), aimed at the prevention of criminally relevant conducts, pursuant to Legislative Decree 231/2001 and related regulations. The drafting of a Code of Ethics contributes to put in place an effective activity of prevention, detection, and fight against the infringements of laws and regulations applicable to the business sector of the Company, whose demonstration may contribute to exempt the Company itself from liability for the commission of such crimes.

The purpose of drafting and dissemination of the Code of Ethics is to share its values with the entire Company personnel and with third parties interacting in various capacities with the Company, so that its standards of conduct are identified and spread as a point of reference and comparison for any action taken and decision made by those working with and within the Company, regardless of their role and hierarchical position. ShopFully undertakes to respect and enforce the Code within the organization and demands its suppliers to share the values contained therein.

3. Addressees

The principles and contents of the Code of Ethics of ShopFully must guide the behaviour of employees, including managers, collaborators (regardless of the nature of the contractual relationship that binds them to the Company), directors and auditors, suppliers, contractors, customers and in general all other stakeholders of the Company (hereinafter referred to, in aggregate, as "Addressees") to ensure the proper functioning, reliability and integrity of the Company itself and of its business model.

Each Addressee is personally required to comply with the provisions of the Code but is also subject to a step-by-step responsibility on the verification of compliance with the same principles by their collaborators, in view of their role within the Company structure.

Compliance with these provisions is an essential element of the proper fulfilment of job and professional performance, as they constitute obligations of diligence, loyalty, and impartiality for all Addressees: their violation will therefore constitute a breach of contract, which may give rise to all the typical consequences, as reported in chapter 12.3 below.

Anyone among the Addressees who becomes aware of a violation of the law, of the provisions of the Code of Ethics or of other Company provisions, is required to promptly report the information in their possession to the Supervisory Body, through the channels indicated in the specific section of the present Code.

4. Territorial scope

The Code is valid both in Italy and abroad, in compliance with the adaptations that may be necessary or appropriate in the countries in which the Company operates directly, as well as in the countries in which the subsidiaries of ShopFully are based. In the event that even only one of the provisions contained in the Code should conflict with the provisions foreseen in the internal regulations or procedures, the former shall prevail over the latter.

5. Our Values

Any action carried out by ShopFully, with a view to ensuring a responsible and transparent management of its activities and to ensure the functioning of its corporate governance system, shall comply with the fundamental values of the Company itself which follow, to be applied in the relationships with all Addressees.

Legality and integrity

ShopFully considers the compliance with the Italian, foreign and supranational regulations applicable to itself and to its subsidiaries as essential: it therefore commits that such compliance is ensured by its employees and collaborators and demands from its external stakeholders the same guarantees. In addition, the Company believes that the pursuit of its own interest can in no case justify a conduct contrary to the principles of fairness and honesty, also requiring all its employees and collaborators to act loyally and in good faith, and to imprint their own conduct on the respect, cooperation, and collaboration with all the other stakeholders.

Transparency

ShopFully believes that it is essential to ensure a transparent dialogue with all the stakeholders of the Company. In support of such commitment, all activities, actions, transactions, and operations relating to the Company are adequately traceable and documentable and all information concerning the performance the Company – of which it is appropriate to give notice – is made available to interested parties in a clear, complete, and accurate form, to establish and maintain a relationship of trust with our stakeholders.

Respect for the Individual

We recognise the protection of the individual, and in particular of our human resources, as a primary value: for this reason, we condemn any behaviour that may cause or contribute to causing a violation of individual safety or constitute discrimination based on social, cultural, ethnic, religious, psychological, gender, sexual orientation, or other grounds. On the contrary, we believe that the diversity that characterizes our Team is one of our strengths and that an inclusive and serene working environment is the key to success in achieving better and better results.

Digitalization and environmental protection

Digitalization and attention to the environment are closely related to each other, as the use of technological means allows to achieve better performance and at the same time reduce waste. In carrying out its activities, and thanks to its tech tools, ShopFully contributes to the digitalization process of large-scale retail trade and medium-small businesses, on a path of greater environmental sustainability, which supports at the same time the overall growth of the economy thanks to the use of big data and of machine learning to efficiently connect stores and consumers.

6. Relational norms

The conduct of all subjects that maintain relationships with ShopFully, whether internal or external to the Company structure, must be based on the respect of the fundamental values and principles of the present Code of Ethics. If some values and principles are applicable to all stakeholders of the Company, others are instead more aimed at ensuring the proper management of relationships between ShopFully and a specific category of Addressees. The following paragraphs are aimed at defining the absolute principles that the Company applies to all stakeholders, and that it demands to be applied by the totality of the Addressees, as well as the duties and prohibitions of relevance for specific categories of subjects.

6.1 Management of confidential information and protection of personal data

Data are an essential asset for ShopFully: we therefore guarantee the confidentiality of privileged information and the protection of personal data in our possession, including those relating to our own employees, in compliance with the provisions of the law and the contractual provisions between the parties concerned. The employees, including the top management, the members of the corporate bodies and the external collaborators, are contractually bound to maintain the most absolute confidentiality with regard to the information and data acquired and processed within the working relationship or collaboration with the Company.

The personal data and confidential information made available to ShopFully will not be used for purposes not connected to the exercise of its professional activity or in a way that exceeds the limits of what has been agreed upon. Communication and disclosure of personal data and confidential information both inside and outside the Company are therefore forbidden, unless in compliance with the regulations in force and Company procedures, as well as with what has been contractually agreed.

6.2 Information Security

The Company guarantees a high level of security in the selection and use of its information technology systems intended for the processing of personal data and the management of confidential information and adopts all the most suitable security measures to ensure full protection of such data, in compliance with the provisions of the applicable laws. ShopFully believes that this is essential to protect the information in its possession, as well as vital for an effective development of the Company's business policies and strategies.

6.3 Prevention and management of conflicts of interest

In carrying out its activities, ShopFully endeavours to prevent the occurrence of any situation of conflict of interest, real or even only potential, ensuring the separation of decision-making, accounting, and control roles, carrying out preliminary checks on the suitability of persons intended to hold specific positions, etc. However, it is possible that such a conflict may arise: ShopFully requires that anyone who finds themselves in such a situation promptly reports it to

the Human Resources Department, in accordance with the provisions of the corporate operating procedures in force.

6.4 Competition, free competition, and prohibition of corrupt practices

ShopFully acknowledges the fundamental importance of a competitive market and, in compliance with national and European regulations on antitrust, with the guidelines and directives of the Antitrust Authority (Autorità Garante della Concorrenza e del Mercato), as well as with the specific internal regulations draft by the Company, it does not behave or sign agreements with other companies that may negatively influence the competition among the various operators of the market of reference.

In particular, the Company and the Addressees shall avoid practices (creation of cartels, sharing of markets, limitations to production or sales, conditional agreements, etc.) that result in the violation of competition laws, as well as other conducts that may result in a distortion of competition in the acquisition of goods and services, for example through the bribery of public and private contractual counterparties.

ShopFully adopts principles of conduct inspired by the fight against any type of bribery in the interaction with its stakeholders, whether they belong to the Public Administration or are private parties: this is concretized, from the operational point of view and merely by way of example, in the prohibition to accept or offer any form of benefit or gift that may be intended as a mean to influence the independence of judgment and conduct of the parties involved. These provisions cannot be circumvented by resorting to different forms of contribution which, in the form of sponsorships, appointments and consultancies, advertising, or other means, pursue the same corruptive purposes.

Exceptions to such prohibition are gifts and entertainment expenses, as long in common use in the context, made within the limits of modest value provided for by a specific Company procedure, adequately documented and motivated, and in any case such as not to compromise the integrity and ethical-professional correctness of the parties involved.

Finally, all Addressees shall refrain from putting undue pressure, threats, acts of violence, artifices, fraudulent means or in any case conduct that may prevent or disturb, in any way, the performance of the commercial and entrepreneurial activities of others or the free exercise of competition on the market.

6.5 Protection of copyright and industrial property rights

In carrying out its activity, ShopFully avoids any violation of copyrights or industrial property rights belonging to third parties, condemning any possible form of counterfeiting or usurpation of instruments or signs of authentication, certification or recognition, trademarks, distinctive signs, patents, designs or models, and reminding all those who work in the interest of the Company to comply with all existing regulations for their protection.

The Company also condemns the reproduction of software, photos, images, musical pieces, or audio-visual compositions, or works in any case protected by the copyright of others outside the licence agreements previously reached.

7. Relational norms: Staff

7.1 What we ensure to our resources

In every phase of the relationship with its resources, from the selection to the termination of the same, ShopFully ensures compliance with the fundamental principles listed below.

7.1.1 *Non-discrimination and respect for diversity*

ShopFully acknowledges the value of its human resources and the importance of their role in achieving the Company's objectives. In order to ensure the best working conditions, ShopFully undertakes to ensure that its employees and collaborators can enjoy a healthy professional environment, fighting and condemning any kind of discrimination, physical or psychological violence, harassment and in general any conduct detrimental to the dignity of the person.

This objective is pursued, in the context of relations with personnel, right from the research and selection phase: the Company carries out the recruiting process fairly, assessing exclusively the professional background of the candidates, their previous working experience and their suitability for the open position, without discriminating them in any way for their ethnic or racial origin, gender, sexual orientation, religious beliefs or any other personal aspect that does not affect the capacity to fill the position sought. The Company also adopts all appropriate measures to avoid favouritism, nepotism, or other forms of patronage in the research and selection of personnel.

Our Team is made up of people of many nationalities and with different characteristics: thanks also to the multinational nature of our business, we value talent in all its forms, and we believe that cultural and personal diversity can bring added value to the Company and help us achieve our goals.

7.1.2 *Formalisation of the employment relationship and remuneration policies*

ShopFully formalizes the relationships with its employees and collaborators through regular contracts, refusing any practice of undeclared work or circumvention of the provisions in force, including the employment of personnel not in compliance with the provisions of immigration legislation. The Company assures a fair remuneration to its staff; the career progress within ShopFully is ensured in compliance with the principle of meritocracy and rewards the excellence of our people through incentive plans based on objectives.

7.1.3 Training and engagement

For the entire duration of the working or collaboration relationship, ShopFully is committed to promoting the well-being of each resource, thanks to team building initiatives to build a healthy and inclusive working environment and staff engagement, whose effectiveness is assessed periodically through the provision of surveys. We also care about the professional growth and skills of our employees. For this reason, we invest in organized and autonomous training: we guarantee weekly time, during the working day, for self-training.

7.1.4 Balance between professional and personal life

We believe it is essential to ensure respect for the personal lives of our employees and collaborators and we are committed to providing the means to guarantee a balance between private and family life and work life, adopting smart working and flexibility policies that allow the needs of the Company to be reconciled with those of the workers.

7.1.5 Health and safety at work

In addition to ensuring a safe environment from the relational point of view, ShopFully undertakes to guarantee that the Company environments – in which its staff performs its work – are suitable to safeguard health, safety and integrity of employees and collaborators, in compliance with the laws and regulations in force (including, in particular, Legislative Decree 81/08, "Testo Unico sulla Sicurezza"). The Company guarantees the identification and creation of functions with all technical skills and powers necessary for the verification, assessment, management, and control of the risk.

7.2 What we ask our resources

ShopFully demands all its staff, regardless of the specific nature of the underlying professional relationship, to comply with the obligations provided for by the Code of Ethics – which are essential elements of the job performance. The conduct of employees and collaborators must therefore be based on the observance of the law and of the values of the Company, and in particular inspired by the following principles, avoiding behaviours that may create an intimidating atmosphere and contributing to maintain a working environment respectful of the dignity of all the personnel.

7.2.1 Ownership and Collaboration

All the staff of ShopFully undertakes to act in compliance with the principle of "Ownership", understood as diligence, integrity, and responsibility in achieving the objectives of the Company, aiming at obtaining the best possible result in the performance of their duties – without prejudice to compliance with the regulations in force.

Essential to ensure this result is also the compliance with the principle of "Collaboration", to be interpreted as honesty and transparency in the performance of contractually agreed services

and in the relationship with other employees and collaborators, ensuring mutual support, as well as with all subjects outside the Company with whom the resource entertains relationships of a professional nature for ShopFully.

7.2.2 Compliance with internal information security policies

The Company drew up procedures and policies, applicable in some cases to all personnel and in others exclusively to personnel belonging to specific areas. Each employee and collaborator undertake to comply with those applicable to their professional role, as well as with those applicable to the entire corporate population.

Among the latter, the "Policy on IT tools" (Policy on the use of the Company's IT tools) is of particular importance: this document, in compliance with the Cybersecurity Model adopted by the Company, indicates the correct behaviour to be kept in the use of the Company's assets, explains the forbidden ones that could damage the information assets of ShopFully and makes each employee and collaborator responsible for the security of the systems and assets used. For this reason, in consideration of the risks to which the Company would be exposed in case of non-compliance with the operating instructions given to the personnel, the compliant use of the IT instruments and of the computer or telematic services assigned by the Company is to be considered of primary importance.

It is in any case forbidden for employees, managers, consultants, and collaborators of the Company to alter the operation of any computer or telematic system of the Public Administration or manipulate the data contained therein, regardless of the purpose pursued.

7.2.3 Prohibition of competition and negative advertising

It is forbidden for all employees and collaborators to entertain relations or provide information to other companies that may cause damage or prejudice to ShopFully. Moreover, a contractual non-competition clause is imposed on the subjects who hold certain positions, which prohibits them from providing consultancy, opinions, collaboration to operators in the same sector of the Company – including activities carried out free of charge – unless expressly authorised by the Company.

In specific cases, ShopFully has consented to the performance of such activities by its own employees or collaborators – following an assessment that excluded the incompatibility of the further assignment with the one already entrusted by the Company.

8. Relational norms: Suppliers

8.1 Supplier selection

The selection of suppliers and the definition of the conditions of purchase of goods and services for the Company are led by values and parameters of competition, objectivity, correctness, honourableness, ethics, respectability and reputation, impartiality, fairness in price,

quality of the goods and/or service, and are carried out by carefully assessing the guarantees given by potential suppliers and the overall panorama of offers. The existence of these requirements will be verified before the establishment of the contractual relationship with each supplier and subsequently, during the course of the contractual relationship.

The selection process is based on the search for the maximum advantage in terms of competitive results for the Company and is carried out impartially towards each supplier in possession of the necessary requirements. ShopFully will evaluate only those suppliers who, in compliance with the provisions and regulations adopted by the Company, ensure compliance with the provisions in force on health and safety at work and employ only personnel in compliance with the regulations on immigration.

A further essential condition to proceed with the evaluation of a potential supplier is the willingness of the same to adhere to the contents of the Code of Ethics, as well as its compliance with the regulations in force – with particular regard to Legislative Decree 231/2001. ShopFully demands that, during the pre-contractual negotiation phases, potential suppliers act in accordance with the principles of transparency, fairness, and good faith. The Company reserves the right to carry out all appropriate checks on the truthfulness and completeness of the information shared by the supplier during the negotiations.

8.2 Contractual relationship with suppliers

The conclusion of a contract with a supplier must always be based on transparency, professionalism, and maximum collaboration, avoiding, where possible, the assumption of contractual obligations that involve forms of mutual dependence. The products and/or services supplied must be the result of concrete Company needs, justified, and illustrated in writing by the respective managers responsible for making the spending commitment, within the limits of the available budget.

By entering into the contract, the supplier undertakes to adhere to the principles of the present Code of Ethics and to comply with its provisions in the performance of its services, with particular reference to, but not limited to, compliance with laws protecting industrial and intellectual property, consumer protection laws, free competition and market laws, and laws against bribery, money laundering and organized crime. Any violation of the contents of the Code will constitute breach of contract and may lead to all appropriate consequences, including compensation for any damages suffered by the Company.

At the end of the relationship and, in any case, before proceeding to the payment of the relative invoice, ShopFully will proceed with the verification of the quality, congruity and timeliness of the service received, as well as the fulfilment of all the obligations assumed by the supplier, also complying with the requirements of tax regulations.

9. Relational norms: Customers

ShopFully shares with prospect customers comprehensive, true, and accurate information about its services, and is committed to providing them in line with the standards of excellence proposed, so as to ensure informed choices and promote maximum customer satisfaction.

Relations with customers are managed according to principles of collaboration, availability, professionalism, and transparency, respecting the confidentiality of information and the protection of personal data, to lay the foundations for a solid and lasting relationship of mutual trust. For the entire duration of the agreement, the Company ensures the traceability of the activities carried out and in progress, guaranteeing the possibility of constant monitoring of their update.

In order to ensure compliance with the proposed standards, ShopFully assess the perceived quality and full compliance of its services with the provisions of the standards proposed and with its own commercial communications, also giving timely feedback to any suggestion or request from its customers.

10. Relational norms: Users

ShopFully is committed to enriching the experience of its Users from the mobile phase to the moment of the visit in the physical shop, making the latter easier, more convenient, and more pleasant through the offer of a service that reflects high quality standards and in compliance with the regulations for the protection of consumers, to achieve their maximum satisfaction.

In the performance of its online activities, the Company collects personal data of Users, voluntarily provided by the same, as well as automatically collected during the use of the service – including, by way of example, cookies, usage data, e-mail addresses.

The Company is committed to providing users with all necessary information regarding the processing of their personal data, through clear, transparent, accurate and complete information, while constantly striving to ensure the full protection of data, in accordance with Italian and international legislation on the subject.

11. Relational norms: PA

In order to ensure maximum fairness and transparency towards the Public Administration, relations with the latter are maintained exclusively through identified persons who do not experience any conflict of interest with the representatives of the institutions themselves and who can guarantee diligence and professionalism.

ShopFully ensures that the documentation to be transmitted to Public Bodies is drawn up so as to provide clear, accurate, complete, faithful, and truthful information and that the relationships with Public Officials are based on maximum transparency, collaboration, availability, in full respect of the institutional role and avoiding any behaviour that has the purpose, or even just the effect, of hindering the exercise of the functions of the PA.

In addition to ensuring full compliance with the outlined principles, ShopFully condemns any behaviour aimed at taking advantage from any type of contribution, financing, or other disbursement (from the State, the European Community or other national or foreign Public Body) by means of altered or falsified statements and/or documents, or omitted information or, more generally, through artifices or deception, including those made by means of a computer or telematic system, aimed at misleading the disbursing Body. The Company is also committed to the proper management of all loans, contributions and subsidy that have been granted and to transparent reporting of the activities carried out.

12. Implementation of the Code of Ethics: Control and sanctions

12.1 The Supervisory Board

The Board of Directors appointed the Supervisory Body of ShopFully, responsible for the functioning, control, maintenance and updating of the Organizational Model, and of its constituent elements, including the Code of Ethics itself.

To ensure the correct exercise of the functions of the Supervisory Body, whose activities and functioning are governed by a specific and autonomous Regulation, the Supervisory Body shall have free access to all useful data and information of the Company. It will be the duty of all Addressees to provide the utmost cooperation in facilitating the performance of the functions of the Supervisory Body, so that it can effectively promote the dissemination and knowledge of the Code and prevent or repress any violations thereof.

Interested parties may contact the Supervisory Board to request clarification on the contents and implementation of the Code, by e-mail at odv@shopfully.com.

12.2 Code of Ethics Infringements and Reporting Committee

ShopFully has provided appropriate channels for submitting reports of violations of this Code of Ethics' principles or other events likely to alter its scope and effectiveness.

Anyone who becomes aware of the violation by another person of the principles and contents set forth in this Code, the procedures and protocols that compose the Organizational Model or, in general, the internal control system, is required to report them in the form expressly indicated in the appropriate company policies and in the "Procedure for the management of

whistleblowing reports," also an integral part of the Organization, Management and Control Model adopted by the Company.

Reports must be submitted in accordance with the instructions provided in the Procedure for Managing Whistleblowing Reports available on ShopFully's website, in the dedicated section. Interested parties may use the following link for sending the report

<https://whistleblowing.shopfully.com/Home>

Reports will be handled by the Reporting Committee by ensuring strict confidentiality of the identity of the whistleblowers and the facts they report, as well as ensuring that whistleblowers do not suffer any retaliation, discrimination or penalization as a result of their reporting. Should whistleblowers wish to do so, they may submit anonymous reports through the platform, which will in no way be traced back to the identity of the whistleblower.

12.3 Disciplinary sanctions and contractual remedies

The observance of the rules of the present Code of Ethics shall be considered an essential part of the fulfilment of contractual obligations with the Company, both as regards internal staff – as the provisions of the Code fall within the scope of applicability of Articles 2104 and 2105 of the Italian Civil Code¹ – and as regards external subjects, due to specific standard clauses provided for by the Company in all existing contracts.

The violation of the provisions of the present Code shall therefore be subject to the sanctions provided for by the law, the relevant CCNL and the Disciplinary System adopted by the Company pursuant to Legislative Decree 231/2001, where the latter is applicable.

¹ Article 2104 of the Italian Civil Code, concerning the diligence of the employee, is expressed in the following terms: "Workers must adopt the diligence required by the nature of the service to be performed, by the interests of the business and by the higher interest of national production. They must also observe the provisions for governing the performance and the rules of work as laid down by the employer and his collaborators below whom they stand in the hierarchical structure".

Article 2105 of the Italian Civil Code, concerning the duty of loyalty, states: "Employees shall not deal with business, on their own account or on behalf of third parties, in competition with the entrepreneur, nor shall they disclose information relating to the organisation and production methods of the company, or use it in such a way as to prejudice the latter".

Any conduct carried out by collaborators and suppliers in contrast with the principles, the values and the rules set down by the present Code may give rise to appropriate contractual remedies, including the immediate termination of the contractual relationship, in addition to any compensation for damages suffered.

13. Dissemination of the Code of Ethics

The present Code of Ethics is brought to the attention of all Addressees, through publication on the institutional website of ShopFully (www.shopfully.com) and through sharing on the corporate intranet. Should any doubts arise among the Addressees in relation to the application of the present Code, they must be promptly discussed with the top management in collaboration with the Supervisory Body.

ShopFully reminds all Addressees that in no case may acting to the advantage of the Company justify the adoption of conduct in conflict with the present Code.

It is therefore the duty of all Addressees to operate in application of and in compliance with the provisions of the Code, refraining from any conduct contrary to its contents.

14. Amendments and updates to the Code of Ethics

ShopFully ensures the periodic updating of its Code of Ethics, to align it with any regulatory, social, or organizational changes that may require amendments or additions. Should these be necessary, they will be made under the same conditions applied for its initial approval, or by resolution of the Board of Directors of the Company.