



Octo Telematics

Group's Code of Ethics

February 2018 Edition



1. Preamble

The Octo Telematics Group (hereinafter also “**Octo Telematics** or the “**Group**”) is specialised in supplying telematics systems and services to insurance and automobile rental companies, fleets and production houses with a particular focus on the sustainable mobility sector.

The Group was founded in Rome and, over the years, it expanded its area of operations to different countries including England, France, Spain, Germany, the United States and Brazil. In December 2017, the Group transferred its headquarters from London to Rome, establishing Octo Telematics Group S.p.A. as the heading company of the Octo Telematics Group.

Octo Telematics provides to its customers high value skills and multidisciplinary teams composed of experts in designing and realizing software platforms for telematics services centres, automotive devices, insurance offering and service marketing models. Thanks to its consolidated experience in vehicle telematics, Octo Telematics is able to conceive, implement and manage a complete and integrated range of innovative and competitive solutions with high added value.

Octo Telematics' mission is to set the guideline for the entire sector, offering telematics as an integrated solution instead of a stand-alone product, with the objective of continuing to open the market to new segment and business models.

2. Objectives

The objectives of this document are to:

- identify the values which inspire the Group in conducting its business operations;
- identify the ethical principles and the relative rules of conduct that the Group requires fulfilment of.

3. Recipients

The recipients of this Code are: the corporate bodies and their components, employees, workers, including temporary workers, consultants and associates of any type, agents and any other individuals that act in the name and on behalf of each company belonging to the Group (also the “**Recipients**” and, individually, the “**Recipient**”).

4. Compliance with the Code of Ethics and the applicable laws

The Recipients are required to comply with the provisions of the Code of Ethics.

The administrative bodies of each Company belonging to the Group, shall comply with the principles contained in this Code of Ethics when setting their corporate objectives.

The top management of each Company belonging to the Group shall be responsible for the implementation of the Code and its dissemination inside and outside the Company.

In addition to complying with the applicable laws, the recipients shall also adapt the manner in which they work to the purposes and provisions set forth in the Code of Ethics; and this shall apply in inter-company relations as well as the relations with entities and individuals outside the Company.

5. Violations

In the event of violations of the Code of Ethics, each Company shall adopt disciplinary provisions applicable against the persons responsible for the violations in line with the provisions of the applicable legal framework and employment contract and these penalties can include removal of the perpetrator from the company and compensation for any damages arising from the violations.

Compliance with the principles set forth in the code is a *condicio sine qua non* for the stipulation



of contract of associates, consultants and freelance workers that work for the company, commercial partners and other third-party individuals that have relations of any nature with Companies belonging to the Group. Pursuant to the above, any violations by such individuals of specific provisions contained within the Code, depending on their gravity, may result in termination of the contractual relations in existence and can also be identified ex ante as reasons for automatic termination of the contract, provided this is compatible with the laws currently in effect.

Failure to observe the rules set forth in the Code of Ethic by the members of the corporate bodies may result in adoption by the competent corporate bodies of the most appropriate measures provided for and allowed by the law.

6. Knowledge and reporting

The Code of Ethics is notified to the corporate bodies and their members, the employees, consultants and associates, agents, brokers and any other third party individual or entity that is able to act on behalf of each Company.

Any person becoming aware of violations of the principles set forth in the Code of Ethics or other events which have the ability to alter its worthiness and efficacy is required to immediately report them to his or her superiors and/or the Supervisory Authority of Octo Telematics S.p.A., including through the electronic email inbox established for this purpose.

7. Code of Conduct and Code of Ethics

This Code of Ethics represents the total values pursued by the Octo Telematics Group in the execution of its business activities. This document also aims to identify the significant principles pursuant to Legislative Decree 231/2001 which regulates, pursuant to Italian laws, the criminal liability of companies.

The Code of Ethics of the Octo Telematics Group is the continuation of the provisions of the "Octo Telematics" Values and Code of Conduct" and shares the same prerequisites and principles.

8. Handling of Reports

The Octo Telematics Group has adopted a specific procedure for managing report in line with international best practices (the "Whistleblowing Policy").

In particular, it is requested that each company respect the following principles in managing the reports:

- The individuals that make the reports must be protected from any form of retaliation. As concerns management of the reports, each Group Company must adopt an anti-retaliation policy which aims to protect individuals that have submitted reports from adverse consequences (such as for example termination, and demotion, unjustified transfer or conduct, or any other consequence which can be defined as mobbing);
- Anonymous reports must be taken under consideration notwithstanding that they must be able to indicate facts and situations in connection with specific contexts;
- the individuals whom the reports refer to must enjoy the same protections as the individuals who submit the report;
- Reports can be sent via e-mail tocto@expolink.com.uk or through the portal <https://wrs.expolink.co.uk/octo> and, in companies in which the Supervisory Body is present pursuant to Legislative Decree 231/2001, to the e-mail address of the Supervisory Body.



- In managing the reports, each Group company shall operate in compliance with all the regulatory and legal provisions regarding data protection.
- the reports made pursuant to this Code must be corroborated and accompanied by the highest number of useful elements required for reconstruction of the facts and verifications thereof;
- The investigative phase which is initiated following receipt of a report is carried out according to the applicable regulations;
- The data relative to the reports received must be preserved on electronic media in limited access areas which require specific authentication.



1 VALUES

Each company belonging to the Octo Telematics Group shall carry out its activities according to the following values which are considered by the Group to be of major importance:

COLLABORATION: Each Group Company, while aware of the importance of individuals, recognizes the value of collaboration between managers, employees and associates and promotes the development of synergies between the various individuals that participate in the corporate operations. The Octo Group believes that team spirit determines the success of a company and therefore provides the instruments which are necessary for implementation of a collaborative environment.

EXPERIMENTATION The Octo Group aims to make a difference and to innovate, revolutionizing the insurance market. To this end it courageously pursues intelligent ideas with determination, experimenting with innovative solutions aimed at satisfying the requirements of customers and the sector in which it operates.

ABILITY TO GOVERN THE FUTURE: the Octo Group - a world class player in the supply of telematics systems & services for the insurance and automotive market - has the ability and the duty to make decisions that are able to provide the correct answers for the future, reaping the opportunities provided by transformation and responsibly taking on the challenges that the changes bring.

INNOVATION AND TECHNOLOGY: the Octo Group believes that the fundamental element for growth is the constant adaptation to technological progress, with technology used professionally, responsibly and in compliance with the law as well as in line with the management procedures and the standards for protection of internal communications within the Group companies and externally at the corporate level. Due to the importance of innovation, in particular in the Telematics technology area, each company schedules time and resources for updating, research and development.

HONESTY, LEGALITY AND TRANSPARENCY: in pursuing their work and professional activities, the recipient of this code are required to diligently comply with the applicable laws in the countries within which they operate. Therefore, conduct which is dishonest, non-transparent or illegal is firmly condemned and repressed, even more so if carried out with the intention of promoting particular interests and/or Group Companies. Transparency is furthermore assured in the event of a potential conflict of interest between employees and suppliers or, in any case, individuals external to the Group, and between employees and their family members, so as to ensure that impartiality is protected.

RESPECT AND NON-DISCRIMINATION: Relations with associates of any standing, customers and suppliers shall be governed by the respect for people, taking precedence over the role that these persons hold and any discrimination based on gender, sexuality, health, race, nationality, political and religious opinions and any form of intimidation or harassment against anyone is firmly condemned. Any conduct that is humiliating to the individual or violates his or her dignity is also prohibited.

EMPOWERING OF OUR HUMAN RESOURCES: Each Group Company considers its associates as an indispensable element for the development and growth of the company and therefore promotes the development of human resources including through training and updating.



COHERENCE: in its relations with customers and suppliers and with any other third party individual, the companies of the group conduct themselves in a manner which incorporates the values set forth in this code and inspire them to conduct their business with fairness and integrity.

PROTECTION OF INFORMATION: each Group Company protects the confidentiality of the information that belongs to Octo Telematics, ensuring adoption and exact usage of the appropriate devices and security precautions and protecting and preserving the information in compliance with the Group policies and standards.

PROTECTION OF PRIVACY: Each Group Company manages the personal data of its employees, customers, suppliers associates and any other party with which business is conducted in an appropriate manner and ensures that the sharing of this data, internally as well as externally, will take place if and within the limits of what is required for the purpose that this data out was consensually acquired and collected.



2 PRINCIPLES

The Octo Telematics Group considers compliance with the following principles to be an essential element in its business operations.

PRINCIPLES OF THE ORGANIZATION

The Group believes that a transparent and correct organization that ensures healthy and prudent management and ethical integrity is a fundamental step in preventing the commission of crimes.

I

The Group recognizes the central roles of human resources and believes that the main factor of success for each business consists of the professional contribution of the persons that operate within it, within a framework of reciprocal loyalty and trust.

During the phases of selection, hiring, career development, commensuration with remuneration and bonuses for the personnel, each Group Company makes evaluations exclusively based on the correspondence between the profiles/results expected and the profiles/results requested and considerations of merit which are transparent and verifiable.

II

Each Group Company has in place an organization aimed at ensuring the healthy and prudent management, containment of risk and asset stability, monitoring and assessing regularly the adequacy and efficacy of the requirements as required by the applicable laws and quickly adopting adequate measures to remedy any shortcomings.

Cash flows are always supported with documentation and traceable at any time.

III

The corporate bodies and associates of each company must respect the corporate policies and operating procedures.

Each Group Company bases its corporate governance on the following general principles:

- assurance of distribution of duties between the corporate bodies and within these bodies so as to guarantee balancing of the managerial, operational and control powers and effective and constructive discussions;
- prevention of possible adverse effect on operations arising from the concurrent presence of the same corporate organ in two or more functions (strategic, management, control);
- ensure that the composition of the corporate bodies, insofar as their number and professions, enables them to an actively carry out their duties.

IV

The Group requires that each company adopt clear and formal rules that guarantee the subdivision between players, responsibilities and authorization levels and traceability of



processes with regard to the assignment of duties to consultants and associates, the procurement of goods and services, the execution of payment, granting of gifts and entertainment expenses. Inter-company operations are carried out at arm's length and governed by principles of transparency and traceability.

Within the context of ensuring correct operation of the market, untruthful, undocumented or false information regarding the Group itself and its associates shall not be disseminated intentionally whether within or outside the Group.

* * *

Additional principles indicated below represent a list of the values of the Octo Telematics Group and are binding on all persons who belong to the Group or work with it in any capacity.

Respect for the values and principles contained in this document is an essential condition for the establishment of any relationship with the Group.

GENERAL PRINCIPLES

The Group considers that compliance with this code and the applicable laws which are in force is essential.

V

Each Group Company bases its activities on the principles contained in this Code.

VI

An essential principle is that each Group Company and all recipients shall respect the laws and regulations applicable in all the countries in which it operates.

PRINCIPLES AIMED AT PREVENTING CRIMES AGAINST PUBLIC AUTHORITIES, THE ASSETS OF PUBLIC AUTHORITIES AND THE ADMINISTRATION OF JUSTICE AND CRIMES OF CORRUPTION BETWEEN PRIVATE ENTITIES

*“Corruption is an insidious plague that has a wide range of corrosive effects on societies. It undermines democracy and the rule of law, leads to violations of human rights, distorts markets, erodes the quality of life and allows organised crime, terrorism and other threats to human security to flourish ... Corruption is a key element in economic under-performance and a major obstacle to poverty alleviation and development.”
(Kofi Annan, introduction to the 2004 United Nations Convention against Corruption)*

The Octo Group condemns any form of public or private corruption.

Corruption is a phenomenon to be fought against and must be repressed constantly and tenaciously and, to this end, each



Group company is required to have in place all the necessary actions to do so (control of cash flows, segregation of duties, monitoring of sensitive processes, etc.).

It is furthermore required that all individuals that interact in any capacity with each company belonging to the Group shall share and adapt to these principles.

VIII

All Recipients shall respect the principles of impartiality and good performance which the Public Authority and business management generally abide by.

IX

Any conduct, by any person, which aims to promise or directly or indirectly offer money or other utilities to public officials and/or persons holding a public office whether locals or foreigners, with the intention of ensuring for the company an undue or illegal interest or advantage is forbidden.

The above conduct is not allowed regardless whether displayed directly by the Companies, their organs or employees, or through persons that act on behalf of the Companies themselves.

This conduct is not allowed when displayed toward private individuals either.

It is also forbidden to solicit, receive or accept a promise of money or other undue utilities, in particular for the execution or omission of an act which is in violation of the obligations inherent in one's own office.

X

The persons tasked by each Company to carry out a request or initiate a relationship with the Public Authority, shall under no circumstances attempt to inappropriately influence the decisions of that public authority.

XI

Usage of contributions, subsidies or loans obtained from the state in which a company is incorporated, the European Union or any other national or international public entity, even if of a symbolic amount and/or value for a purpose other than intended is prohibited.

XII

Any conduct which aims to obtain from the state in which a company is incorporated, the European Union or any other national or international public entity any type of contribution, loan, soft loan, or other outlay of the same type, through altered or falsified declarations and or documents, or through omitted information or, more generically, through ploys or fraud, including those carried out through an information or telematics system, aimed at misleading the lender entity is prohibited.

XIII

Any conduct aimed at illegitimately influencing the outcome of criminal, civil and administrative



procedures is prohibited.

The certificates produced within a proceeding as proof must be mandatorily checked by at least two individuals and they must be verifiable and loyal to the data in the possession of each Company.

PRINCIPLES AIMED AT PREVENTING COMPUTER CRIME AND ILLEGAL PROCESSING OF DATA

The activities of the Octo Telematics Group are mainly centred around information technology. The Group therefore believes that compliance with the laws applicable to this area is fundamental and requires the recipient to conduct themselves legitimately, correctly and transparently.

XIV

Any conduct aimed at altering the operation of any information or telematics system or obtaining unauthorized access to data, information or programs contained therein is prohibited.

Any conduct aimed at: accessing, without authorization, information or telematics systems, holding or disseminating access or program codes abusively with the intention of damaging information or telematics Systems; intercepting or installing devices for intercepting, preventing or interrupting computer or Telematics communications illegally; damaging information, data and information programs, as well as information or telematics Systems is prohibited. To this end, each Company implements all the procedures for preventive and subsequent control required in order to prevent such conduct.

XV

Each Group Company treats the information it possesses in full compliance with applicable laws of the countries in which each company operates and within the limits set forth in this Code. Any information or personal data acquired and constantly updated with the consent of the respective owners shall be used exclusively as allowed and shall in any case be processed with the maximum confidentiality.

PRINCIPLES FOR THE PREVENTION OF CORPORATE CRIME

The Group places major importance on ensuring that the entire administration/accounting system is not only transparent but also uniform throughout its Companies. For this, it requires constant and absolute compliance with the provisions of the law and the regulations, corporate principles and procedures.

XVI

Any conduct, by any person, which aims to alter the correctness and truthfulness of the data and the information contained in the financial statements, the reports and other corporate disclosures as required by the law is prohibited.



XVII

Each Company shall expect its directors, managers and employees to conduct themselves correctly and transparently in their positions, above all in relation to any request made by the shareholders, the control bodies and the independent auditing firm as they exercise their respective institutional functions.

XVIII

The directors of each Company shall mandatorily declare the presence of any personal interest in the transactions involving the company.

XIX

The directors of each Company shall not conduct themselves in a manner that could harm the integrity of the corporate assets. The directors shall not carry out any type of corporate transaction which could cause damage to creditors.

XX

Committing any act, whether simulated or fraudulent, aimed at influencing the decisions of the members of the shareholders meeting in order to obtain an irregular majority and/or a resolution that differs from the one that would have been made is prohibited.

XXI

Disseminating false news within or outside of each Group Company, concerning the Company itself, its employees, associates and third parties operating on its behalf is prohibited.

XXII

Impeding in any manner the function of the Public Supervisory Authorities that enter into contact with each Group Company due to their institutional functions is prohibited.

PRINCIPLES AIMED AT PREVENTING MARKET ABUSE CRIMES

The Group places major importance on ensuring that the information intended for the market is clear, immediate and ensures that all stakeholders have equal access to such information.

XVI

Any conduct, by any person, which aims to illegally exploit information that person holds to his or her benefit or that of others is prohibited.

The disclosed information must always be truthful, clear and transparent.



**PRINCIPLES AIMED AT PREVENTING THE CRIMES OF TERRORISM AND SUBVERSION
OF DEMOCRATIC ORDER**

The Group recognizes the central role of the State and prohibits any form of usage of resources for the financing (even indirectly) and execution (including indirectly) of any activity aimed at achieving terrorist objectives or the subversion of democratic order.

XXIII

All recipients, regardless of their place of operation or secondment, are prohibited from becoming involved, even indirectly, in any practice or other action that could involve terrorist conduct or conduct which leads to the subversion of the democratic order. In case of doubt or if the situation appears to be ambiguous, each recipient is required to refer to their hierarchical and/or functional superior as he/she is identified in the corporate organization chart and/or the Supervisory Organization.

XXIV

Each Group Company shall strive to prevent (i) money laundering where "money laundering" broadly encompasses all activities that allow money laundering to take place, that is those activities which conceal the illegal origin of assets and usage of criminal proceeds (recycling); (ii) financing of terrorism and therefore any activity aimed at collecting, procuring, brokering, depositing, safeguarding or granting funds or economic resources to be used for terrorism purposes (iii) failure to comply with US Foreign Asset Control policies and in particular, no relations are allowed to be held with individuals included in the "SDN" (Specially Designated Nationals) list. This list can be accessed at the following link: <https://sanctionssearch.ofac.treas.gov/>

XXV

Exporting products shall take place in compliance with applicable laws particularly in regard to the exportation of dual use products.

**PRINCIPLES AIMED AT PREVENTING CRIMES AGAINST PEOPLE AND THEIR
INDIVIDUAL PERSONALITIES**

The Group believes respect and protection of the person and individual personality to be an essential value.

XXVI

Within the context of the applicable laws, the Octo Telematics Group commits to protecting the person and firmly prohibits conduct that can harm the fundamental rights of the person such as the reduction to and maintenance of slavery, prostitution and pornography involving minors, tourism initiatives aimed at exploiting minors through prostitution and practices involving



mutilation of female genital organs. To this end, each Company adopts the control and supervision measures that are the most appropriate and also require respect for the law, the internal provisions and the principles contained in this Code.

PRINCIPLES AIMED AT PREVENTING CRIMES RELATIVE TO THE PROTECTION OF OCCUPATIONAL HEALTH AND SAFETY

The Group considers the safety of workers to be a fundamental principle and ensures that this is always guaranteed in all the various phases of the processes. Pursuant to applicable laws, each Company shall adopt all the measures necessary to protect the physical and moral integrity of its workers.

XXVII

Each Company shall ensure:

- compliance with the applicable laws on occupational health and safety as a priority;
- that risks for workers are avoided, to the extent that this is possible and guaranteed by the evolution of the best techniques, and through selection of the most appropriate and less dangerous equipment able to mitigate the risk at the source;
- that unavoidable risks are correctly assessed and mitigated as necessary through the appropriate collective and individual safety measures;
- that the information and training of the workers is widespread, updated and specific with regard to their particular duties;
- that consultation of workers regarding occupational health and safety is guaranteed;
- that any requirements or non-compliance regarding safety that emerge during working activities or verifications and inspections are quickly and efficiently resolved;
- the organization and the operative aspects of the work shall be carried out so as to protect the health of the workers, that of third parties and the Community in which the company operates.

In pursuit of the above, each Group Company applies organizational, instrumental and economic resources with the objective of ensuring full observance of the applicable accident prevention laws and the continuous improvement of the occupational health and safety of the workers and the relative prevention measures.

XXVIII

Particular attention is paid to preventing accidents at work related with the consumption of alcohol and drugs. To this end, alcohol and drugs cannot be introduced, taken and/or distributed in the premises of the Group and/or the workplaces including those outside the Group without authorization and being under the influence of alcohol and drugs at work and/or during working hours is prohibited.

XXIX

Employees and associates, each one in relation to his or her own duties, are required to fully comply with the law, the principles of this code and the corporate procedures and any other internal provision intended to ensure protection of occupational health and safety.



PRINCIPLES AIMED AT PREVENTING CRIMES RELATIVE TO ENVIRONMENTAL PROTECTION

The Group considers the protection of the environment to be a priority. It therefore requires full and strict compliance with environmental laws in all the countries in which it operates.

XXX

Each company shall ensure that environmental laws are complied with and carefully carry out monitoring to this end.

Waste is disposed of in full respect of applicable laws, and where waste disposal requires the intervention of authorized individuals or entities, the latter will be selected from among those possessing the highest requirements of reliability, professionalism and morality.

PRINCIPLES AIMED AT PREVENTING ILLEGAL RECEIPT, LAUNDERING AND USE OF MONEY, GOODS OR UTILITIES SOURCED ILLEGALLY AND, ALSO SELF-LAUNDERING

The Group condemns the commission of any type of crime against its wealth intended in the broadest sense.

XXXI

Any behaviour, whether by individuals in a management or subordinate position, that could even indirectly facilitate the committing of crimes such as the receipt, laundering, self-laundering or usage of money, assets or other utilities of illegal origin is forbidden. To this end each Company ensures that the asset and liability cycles are always monitored and that the customers and suppliers are always correctly identified and classified as reliable, and that inter-company transactions respect the applicable policies.

PRINCIPLES AIMED AT PREVENTING TRANSNATIONAL AND ORGANIZED CRIMES

The Group considers that public order is in the fundamental interest of its companies. The Group therefore denounces the establishment of any relation whether of a domestic or transnational character with individuals or entities whose conduct is not characterized by the principles of verified legality, morality, transparency and scrupulousness.

XXXII

Any conduct, whether by entities holding a managerial or subordinate position in any company, which could even indirectly facilitate the committing of crimes, of a national or transnational character, such as criminal associations, the illegal trafficking of drugs or psychotropic



substances, the recycling of assets, monies or other utilities of an illegal origin and the hindrance of justice, or which could result in potential violations of the applicable provisions against organized crime, is prohibited. To this end, each Company shall implement all procedures for preventive and subsequent control required (separation of roles, traceability of transactions, monitoring, etc.).

XXXIII

Each Group Company will therefore ensure:

- That business dealings are held exclusively with customers, associates, partners and suppliers the reputation of whom is certain, and who carry out legal commercial operations with profits arising from legitimate sources. To this end, rules and procedures must be provided that ensure correct identification of the customers and appropriate selection and assessment of the suppliers with which to work.
- That all necessary instruments of control are adopted to allow internal decision-making centres of each Company to act and deliberate through codified rules and to track their operations (i.e. meeting minutes, reporting mechanisms, etc.). In this manner, each Group Company shall ensure that all internal associations aimed at committing crimes are prevented and shall take all measures and use all resources and the company assets to this end.

PRINCIPLES AIMED AT PREVENTING CRIMES AGAINST INDUSTRY AND COMMERCE, CRIMES INVOLVING COPYRIGHTS AND CRIMES OF COUNTERFEITING OF BILLS, CREDIT CARDS, REVENUE STAMPS AND RECOGNIZABLE INSTRUMENTS OR SIGNS

The Group shall protect its industrial and intellectual property rights, including copyrights, patents, trademarks and recognizable signs, by following the policies and procedures provided for their protection and shall furthermore respect the intellectual property of others.

XXXIV

Unauthorized reproduction of software, documentation or other materials protected by copyright is forbidden. In particular, each Company shall respect the restrictions specified in the licensing agreements relative to the production/distribution of third party products, or those stipulated with its own software suppliers and it forbids the usage or reproduction of software or documentation outside of the framework of the aforementioned licensing agreements.

XXXV

Any conduct intending to result in the loss, theft, unauthorized distribution or improper use of intellectual and industrial property, whether belonging to the company or others, or of confidential information is prohibited. To this end, each Company shall implement the preventive and subsequent control procedures required to this end, guaranteeing compliance with the laws on copyrights, and protection of recognizable signs such as trademarks and patents.



XXXVI

Any conduct which aims to illegally gain access to commercial secrets, supplier lists and other information regarding the economic activity of third parties is prohibited.

XXXVII

Protection of the good operation of the economic system must be considered a major principle. Therefore, any conduct which prevents or disturbs the free exercise and normal operation of business and industry and discourages competition is prohibited, as is conduct aimed at acquiring positions of eminence and monopoly.

XXXVIII

Each Company shall base its conduct toward competitors on the principles of loyalty and correctness and, consequently, shall denounce any conduct that could result in preventing or disturbing a company from conducting business or conduct the purpose of which is to commit crimes against industry and commerce.