

**Cariboni Group S.p.A.**  
**Code of Ethics**

**Cariboni**  
group

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## FOREWORD

### **The company**

Cariboni Group is a limited company. The purpose of the company is to organise technical, financial and human resources for the study, production, marketing, representation and installation of lighting systems, lighting fixtures of all kinds and types, lamps and accessories, and anything else related to the installation and use of light sources.

To carry out its business purpose, Cariboni Group S.p.A. therefore has continual relations with private companies, private companies with public interest, and directly with the public sector.

Cariboni Group considers it appropriate to have a Code of Ethics in order to establish basic rules and principles for implementing its business purpose. All personnel and the production process of Cariboni Group must be informed of and involved in these rules and principles.

The Code of Ethics is therefore the main tool for implementing ethics within the company. At the same time, and in synergy with the business budget, it supports conduct and favours achievement of the business target.

The Code of Ethics is also a management tool that enables fair and effective management of transactions and human relations, and supports the company's reputation in order to create trust within and from outside the company.

The Code of Ethics of Cariboni Group S.p.A.:

- Reinforces the core corporate identity (mission, vision, values guide);

- Is a tool for culture management;
- Is an integral part of the governance and organisational structure;
- Is an aid to strategic alliances;
- Is a policy tool for business interlocutors.

It is therefore an effective means of preventing irresponsible or unlawful conduct by those operating in the name and on behalf of the company. It does so by introducing a clear and explicit definition of the ethical and business responsibilities of its addressees to maximise fulfilment of the experiences and expectations of all parties actively involved in the corporate process, and whose activities affect the success of said process, which is the responsibility of Cariboni Group S.p.A. toward its interlocutors.

## **1 APPLICATION OF THE CODE OF ETHICS**

### **1.1 Addressees**

The principles and provisions of the Code of Ethics (hereinafter also simply the “Code”) are example specifications of the more general obligations of diligence, impartiality, correctness, loyalty and good conduct, which form the basis of work performance and conduct in the workplace.

The conduct of the entire company organisation must be based on the provisions of the Code of Ethics.

The principles and provisions of the Code are binding for the addressees within the company.

The addressees are the corporate representatives (Board of Directors and/or Managing Director, Statutory Auditors and Internal Auditors), the managers, employees, consultants, collaborators and all other parties involved, in any role, in the production/business activities of Cariboni Group S.p.A., as well as the employees of any kind of goods and service suppliers and those operating on behalf of the administration.

The Code will be made known to third parties who have relations with Cariboni Group S.p.A.

### **1.2 Obligations for all addressees**

All company activities must be carried out with commitment and professional rigour, each addressee must provide a working contribution that is appropriate

for the role held and the contractually assigned responsibilities in order to protect the prestige of Cariboni Group S.p.A.

The governance must be based on the principles of the Code when establishing the company's strategic targets, proposing investments and carrying out projects, as well as in any decision or action relating to company management.

The managers must give substance to the values and principles contained in the Code, taking an active role with regard to internal and external responsibilities, and strengthening trust, cohesion and group spirit.

When carrying out their work, employees, collaborators and consultants must promote the utmost correctness from a management perspective, completeness and transparency of information, legitimacy from a formal and substantial perspective, clarity and truth in accounting statements in accordance with the regulations in force, internal procedures, and the Organisation, Management and Control Model approved by the Board of Directors of Cariboni Group S.p.A. on 26 October 2018.

The relations between employees, collaborators and consultants must be based on the criteria and conduct of correctness, collaboration, loyalty and mutual respect in order to participate in the working group of which they are part.

Employees shall carry out the company's business functions with discipline and honour, conforming their conduct to the principles of good performance and impartiality in administrative and production actions. Employees shall carry out their duties in accordance with the law, pursuing business interests without abusing the role or powers they hold.

Employees shall not use the information available to them by way of their role for private purposes, and shall avoid situations and conduct that could hinder

the proper performance of their tasks or harm the interests of Cariboni Group S.p.A.

Employees shall carry out their duties in such a way as to maximise economy, efficiency and effectiveness. Employees shall act with a cost-containment mindset, without affecting the resulting quality.

In relations with the recipients of Cariboni Group S.p.A. services, employees shall fully ensure equal treatment on equal terms.

Employees shall demonstrate the utmost availability and collaboration in relations with third parties, ensuring information and data exchange and transmission in any form, including telematics, in accordance with the regulations in force.

### **1.3 Additional obligations for Organisational Unit managers**

All Management, Organisational Unit and Project managers shall:

- Conduct themselves in a manner that is exemplary to the current personnel;
- Direct employees, collaborators and consultants to observe the Code and urge them to report related problems and issues;
- Work to ensure that employees, collaborators and consultants understand that compliance with the rules of the Code is an essential part of work performance quality;
- Carefully select, in relation to their responsibilities, employees, contractors and external consultants to ensure that tasks are not assigned to persons who do not fully commit to compliance with the rules of the Code;

- Implement a managerial style that develops collaboration and participation among the current workers, including taking responsibility for establishing fair working solutions in the event of interpersonal conflicts in order to give everyone the opportunity to fulfil their working potential.

#### **1.4 Applicability of the Code to third parties**

Regarding third parties and in relation to their responsibilities, the employees and collaborators of Cariboni Group S.p.A. shall:

- Inform them properly of the commitments and obligations imposed by the Code;
- Require them to comply with the obligations directly related to their activities;
- Take the appropriate internal and, if within their responsibilities, external initiatives in the event of failure of third parties to comply with the provisions of the Code.

#### **1.5 Reference structure, implementation and internal control system (supervisory body)**

An internal control system means all the tools necessary or useful to direct, manage and verify the business activities towards achievement of its targets while combating the inherent risks.

The control system as a whole must ensure compliance with the laws of the State and internal procedures, observance of company strategies and policies, achievement of established targets, protection of the company's assets,

management of the company in accordance with the criteria of effectiveness and efficiency, and correct management of accounting administration and production.

The following bodies are responsible for verifying the presence, effectiveness and functionality of the company's internal control system:

- ✓ The Supervisory Body or SB;
- ✓ The Board of Statutory Auditors;
- ✓ The Internal or External Auditor;

In addition to creating, updating and maintaining the internal control system, the company management must disseminate a “responsibility culture” by promoting sensitivity in employees, collaborators, and consultants, each of whom will have consequent responsibilities linked to the role they play in the company based on existing collective labour agreements.

With regard to the implementation of the provisions of Italian Legislative Decree 231/2001, Cariboni Group S.p.A. has established a Supervisory Body with the task of:

- Communicating their operating methods (telephone lines, fax, email, etc.);
- Constantly monitoring application of the Code of Ethics by the parties involved, including through the acceptance of any reports or suggestions;
- Expressing binding opinions on the possible revision of the Code of Ethics or of the company's most significant policies and procedures in order to ensure that they are consistent with the Code;
- Report any significant breaches of the Code;

- To submit an annual report to the governance on the implementation of the Code in Cariboni Group S.p.A. When carrying out its tasks, the Supervisory Body shall have access to the relevant departments of Cariboni Group S.p.A.

## **1.6 Breach of the Code of Ethics and of the Organisation and Management**

### **Model pursuant to Italian Legislative Decree 231/2001**

Employees who become aware of information about alleged unlawful conduct involving breaches of the Code of Ethics and/or the Organisation and Management Model pursuant to Italian Legislative Decree 231/2001 must inform the Supervisory Body and the governance.

The SB shall carry out its own investigation regarding the reports received, or any circumstance it may notice regarding breaches of the Code of Ethics and/or the Organisation and Management Model pursuant to Italian Legislative Decree 231/2001.

The investigation may be carried out involving the relevant company figure, where necessary and as far as they are responsible.

The investigation shall be carried out following prior notification to the party concerned and any counter-claims submitted by the latter, in accordance with the provisions of Art. 7 no. 1 of Italian Law no. 300 of 20 May 1970 and the collective agreement applied to the employment relationship.

At the end of the investigation, if the SB considers the breach to be confirmed, it shall submit the matter to the Human Resources Department with its own explanatory report, proposing the penalty to be imposed on the employee.

The governance, the Managing Director and the Plant Director are responsible for the final decision on whether to impose the penalty on the employee.

### **1.7 Contractual value of the Code of Ethics – Conflicts or interest**

Compliance with the rules of the Code must be regarded as an essential part of the contractual obligations of the addressees on the basis of the general provisions of Art. 2104 of the Italian Civil Code and, in any case, in accordance with the professional declarations in the existing collective labour agreements.

Cariboni Group S.p.A. bases its activities on the principles of loyalty, correctness, transparency, efficiency and an open market. The addressees, whose actions may in some way be related to Cariboni Group S.p.A., must behave correctly when carrying out activities of interest to Cariboni Group S.p.A. and in relations with the Public Administration. Practices of corruption, unlawful favours, collusive conduct, and direct and/or indirect soliciting of personal and career advantages for oneself or for others, are prohibited.

In any case, the addressees must avoid all situations and activities in which a conflict may arise with the interests of the company, or that may interfere with their ability to make impartial decisions in the best interests of the company and in full accordance with the rules of this Code of Ethics.

As an example, the following situations cause the addressees to have conflicts of interest:

- Economic and financial interests;
- Use of their role within the company or of the information acquired during their work in such a way that could create a conflict between their own personal interests and the company's interests, or that could favour in any way those linked by kinship or affinity up to the fourth degree;
- Carrying out work of any kind for the company's customers, suppliers or competitors;
- Acceptance of money, favours or benefits from persons or companies that are or intend to enter into business relations with the Cariboni Group S.p.A.;

It is not permitted to make or offer, directly or indirectly, payments, or material benefits of any kind to third parties, or public or private officials to influence or remunerate an official act. Acts of business courtesy, such as gifts or forms of hospitality, are only allowed when they are of limited value and do not compromise the integrity or reputation of either party, and cannot be interpreted by an impartial observer as aimed at obtaining an undue advantage.

In any case, such expenditure must always be authorised by the department designated in the procedure and properly documented.

Addressees who receive gifts or favourable treatment not directly attributable to normal courteous sales relations must inform their

supervisor. External collaborators are asked to comply with the principles contained in the Code.

To this end, all addressees shall, in relation to their roles:

- Observe internal procedures for selecting and managing relations with external collaborators;
- Select only qualified persons and companies with good reputations, always in accordance with company procedures;
- Where required by the procedures, include an express obligation to comply with the principles of the Code in subcontracting contracts;
- In any case, the remuneration paid to third parties shall be exclusively commensurate with the service specified in the contract, and payments may not be made unduly to a person other than the contractual partner, nor in a country other than that of the parties or in which the contract is executed.

Company representatives may not arrange, take part in or give cause for conduct prohibited by the law and, in particular, such as to constitute the criminal offences covered in Art. 25c of Italian Legislative Decree 231/01.

Company representatives may not arrange, take part in or give cause for conduct that, although it does not constitute a criminal offence as considered above, could potentially become such, that is to say, conduct that could favour commissioning of the aforesaid offences.

When carrying out their activities, company representatives must avoid any conflicts of interest, that is, any activity in which an interest other than that of the

company is pursued, or through which company business opportunities could personally benefit the company representatives, either directly or on behalf of third parties. Any company representatives who believe that there is a conflict between their personal interests, either directly or on behalf of third parties, and the company's interests must immediately inform the supervisory body as appropriate, while the specific rules laid down in the Civil Code remain valid.

Company representatives and other persons or parties with an objective ability to influence company choices must not use, even implicitly, their role to influence decisions in their favour or in favour of relatives, friends and acquaintances for purely personal purposes of any kind.

Refer to the applicable law for anything not expressly covered in the preceding articles.

## **2 GENERAL ETHICAL PRINCIPLES**

The activities of Cariboni Group S.p.A. must be carried out in accordance with the principles of compliance with the law, impartiality, honesty, correctness and good faith, and the other ethical principles established in this Code, with respect to customers, employees, shareholders, business and financial partners, as well as to the public administration and the communities with which Cariboni Group S.p.A. has relations when carrying out its main and/or ancillary activities.

These principles, which define the ethical reference values for the activities of Cariboni Group S.p.A., are set out below.

### **2.1 Honesty**

When carrying out their professional activities, the addressees must diligently comply with the laws and regulations in force in the countries in which they operate.

They are also required to strictly comply with the company's procedures and internal regulations, the Code of Ethics and any other Cariboni Group S.p.A. policies.

Under no circumstances may pursuing the interests of Cariboni Group S.p.A. justify dishonest conduct.

## **2.2 Professionalism**

All of the activities of Cariboni Group S.p.A. must be carried out with commitment and professionalism. The addressees must provide professional contributions appropriate to their assigned responsibilities and must act in a way that protects the prestige and reputation of Cariboni Group S.p.A.

## **2.3 Impartiality**

In decisions affecting relations with third parties (relations with the shareholder, management of personnel and organisation of work, choice of customers, selection and management of suppliers, relations with the community and the institutions that represent it), Cariboni Group S.p.A. avoids any discrimination on the basis of age, gender, sexuality, state of health, race, nationality, political opinions and religious beliefs.

When conducting business, it is necessary to avoid any situation in which the parties involved in the transactions have, or may just appear to have, a conflict of interests. This means both when the addressee pursues an interest other than the business mission and a balance of the interests of the third parties or personally takes advantage of the company's business opportunities, and when the representatives of customers, suppliers or public institutions act in contravention of the fiduciary duties linked to their role.

Examples of conflicts of interest include, but are not limited to:

- Exploitation of a functional role within the company to implement interests that conflict with those of Cariboni Group S.p.A.;

- Use of information acquired for the purposes of or while carrying out work for the benefit of oneself or third parties.

## **2.4 Special provisions for managers**

Without prejudice to the application of the other provisions of the Code, the rules of this article shall apply to managers, including owners responsible for organisational roles.

Managers shall diligently carry out the duties for which they are responsible, pursuing the assigned targets and adopting a suitable organisational conduct to fulfil the task.

Before accepting their duties, managers shall inform the administration of any equity and other financial interests that may create a conflict of interests.

Managers shall have fair and transparent attitudes and adopt exemplary and impartial conduct in their relations with colleagues, collaborators and customers of Cariboni Group S.p.A. Managers shall also ensure that the resources assigned to their offices are used exclusively for business purposes and under no circumstances for their personal needs.

Compatibly with the available resources, managers shall take care of the organisational well-being within the department for which they are responsible, and shall promote cordial and respectful relations between collaborators, take initiatives aimed at circulating information, training and updating personnel, including making the most of differences in gender, age and personal conditions.

Managers shall assign an investigation into practices on the basis of fair workload distribution, taking into account the skills, attitudes and professionalism of the personnel at their disposal.

Managers shall assess the personnel assigned to the department for which they are responsible with impartiality, respecting the instructions and deadlines.

## **2.5 Prevention of corruption**

Employees shall observe the necessary measures to prevent unlawful acts in company. Specifically, employees shall comply with the requirements and, without prejudice to the obligation to report to the judicial authority, shall report any unlawful situations of which they may become aware.

In a generic and physical/biological sense, corruption means a process of degeneration and decomposition.

In relation to business, it refers more specifically to the conduct of someone who induces another person to act against their duties and obligations in exchange for money or other benefits.

In order to prevent this type of offence, the company adopts payment tracking procedures through dedicated current accounts, without conferring cash management powers, not even to the top management. All outgoings must be justified and traced and then subsequently checked by the internal or external auditor.

In all relations with the public administration, those involved must behave in a transparent and loyal manner, pursuing the business goal without incurring friendship or non-work relations with the public official, which may lead to conflicts of interest in relation to their role.

## **2.6 Confidentiality**

Cariboni Group S.p.A. ensures the confidentiality of information in its possession and does not seek personal data, unless expressly and voluntarily authorised, and in any case in accordance with the legal regulations in force. Moreover, the addressees of the Code are required not to use confidential information about Cariboni Group S.p.A. for purposes unrelated to the performance of their activities.

## **2.7 Transparency and correctness in activity management, and in information, recording and verifiability of transactions**

All actions, operations, negotiations and in general conduct adopted in the performance of work must be based on the utmost managerial correctness, completeness and transparency of information, legitimacy in formal and substantial terms, and clarity and accuracy of accounting documents, in accordance with the regulations in force and internal procedures. They shall be subject to verification.

All addressees of the Code are required to provide complete, transparent, comprehensible and accurate information, so that third parties are able to make independent decisions with knowledge of the interests involved, the alternatives and the relevant consequences.

All actions and operations must be properly recorded and it must be possible to verify the decision-making, authorisation and implementation process. There shall be appropriate documentary support for each transaction, in order to expedite any and all checks at any time to certify the characteristics of and

grounds for the transactions and identify the person who authorised, performed, recorded and verified the transaction.

## **2.8 Protection of share capital, creditors and the market**

Cariboni Group S.p.A. conducts its business in accordance with the corporate regulations intended to guarantee the integrity of share capital and protect creditors and third parties who have relations with its organisation, the normal market trend and, in general, the transparency and correctness of the activities of Cariboni Group S.p.A.

## **2.9 Diligence and correctness in negotiation and execution of contracts**

When formulating the contracts to be concluded, Cariboni Group S.p.A. will take care to specify the conduct to be adopted by the opposite party in all foreseeable circumstances in a clear and comprehensible manner.

Contracts with third parties and work assignments must be executed as established consciously between the parties. Cariboni Group S.p.A. undertakes not to exploit any lack of information and knowledge or conditions of economic weakness of the opposite parties.

Those operating in the name of and on behalf of Cariboni Group S.p.A. may not seek to take advantage of contractual gaps or unforeseen events to renegotiate the contract, for the sole purpose of exploiting the position of dependence or weakness in which the opposite party finds itself.

## **2.10 Unfair competition**

Cariboni Group S.p.A. intends to protect the value of fair competition, refraining from misleading and collusive behaviour and abuse of its dominant position.

## **2.11 Value of human resources and personal integrity**

The employees and collaborators are an indispensable factor for the success of Cariboni Group S.p.A. For this reason, Cariboni Group S.p.A. protects and promotes the value of human resources, and through work organisation and human resource management seeks to bring out the expertise of each individual and to recognise and increase individual potential, ahead of a human resource development model.

The company also guarantees the physical and moral integrity of its employees, collaborators and consultants, and provides working conditions that respect individual dignity and personal beliefs and opinions, and safe and healthy working environments.

## **2.12 Child labour**

The company is careful to prevent the exploitation of child labour by expressly prohibiting the use of children under the working age prescribed by law in its production activities.

The company prohibits the addressees from conducting business with suppliers who employ children under the legal age.

### **2.13 Collaboration, mutual respect in working relationships**

The relationships between personnel, at all levels, must be based on criteria of correctness, loyalty and mutual respect.

Working relationships based the hierarchical/functional order shall be conducted in full accordance with the requirements of existing collective labour agreements. Moreover, work organisation choices will be taken to safeguard and bring out individual value and potential.

### **2.14 Product and service quality**

Cariboni Group S.p.A. aims to satisfy and protect its customers, taking into consideration requests that can favour improvements in product and service quality.

For this reason, it directs its research, development and marketing to high quality standards in its products and services.

### **2.15 Responsibility towards the community**

Cariboni Group S.p.A. is aware of the direct and indirect influence that its activities may have on the conditions, economic and business development and general welfare of the community, and of the importance of social acceptance by the communities in which it operates.

For this reason, the company intends to conduct its investments and production, and manage its information and communications in a manner that is correct, transparent, and environmentally sustainable, and that respects the health rights laws, and to support initiatives of cultural and social value in order to improve its reputation and social acceptance.

### **2.16 Compliance with copyright laws**

Cariboni Group S.p.A. complies with the agreements and the laws in force concerning copyright protection by prohibiting the reproduction of contents, documents, software or any other material subject to copyright.

### **3 RELATIONS WITH THE PUBLIC ADMINISTRATION**

#### **3.1 General conduct criteria in relations with the Public Administration**

Relations with public institutions linked to the implementation of Cariboni Group S.p.A.'s plans are reserved exclusively to the parties delegated to coordinate with the top management for preliminary assessment of the quality of the measures to be taken for agreeing actions, implementing them and monitoring them appropriately. Gifts, acts of courtesy and hospitality to government representatives, public officials and public employees are only allowed when they are of limited value and do not compromise the integrity or reputation of either party, and cannot be interpreted by an impartial observer as aimed at obtaining an undue advantage. In any case, such expenditure must always be authorised and documented in accordance with the procedure in force.

#### **3.2 Contributions and Financing**

It is strictly forbidden to mislead the State or a public body with contrived or fraudulent acts in order to give the company an unfair advantage at the expense of others. Such unfair profit may be direct or indirect and may also include contributions, financing or other grants however named, granted by the State, by a public body or by the European Community.

For the purposes of this Code, "contrived or fraudulent act" means any simulation or dissimulation actuated in order to mislead, including misleading statements, non-disclosure of circumstances that must be reported, or simply malicious silence regarding circumstances that must be revealed, etc.

It is also expressly forbidden to:

- Use or submit false statements or documents or that contain false information, or omit due information in order to obtain contributions, financing or other grants however named, granted by the State, by a public body or by the European Community;
- Allocate contributions, financing or other grants however named, granted by the State, by a public body or by the European Community, to initiatives other than those for implementation of the works or activities of public interest for which they have been obtained.

### **3.3 Use of computer systems**

It is strictly forbidden to alter the operation of a computer or telematic system in any way or to illegally alter information or programs contained in or relevant to an information or telematic system in any way to the detriment of the State or a public body.

“Computer System” means an equipment assembly intended to perform any function useful to persons, through the use (even partial) of information technology.

## 4 RELATIONS WITH THIRD PARTIES

### 4.1 Business conduct criteria

Cariboni Group S.p.A. bases its business relations on the principles of loyalty, correctness, transparency, efficiency and an open market.

The addressees, whose actions may be in some way related to the company, shall adopt correct conduct when carrying out business on behalf of the company, regardless of market competitiveness and the importance of the business deal. Practices of corruption, unlawful favours, collusive conduct, and direct and/or indirect soliciting of personal and career advantages for oneself or for others, are prohibited.

Specifically, addressees of the Code must not:

- Receive any form of remuneration from anyone for the performance of an official act or contrary to their official duties;
- Give or receive, in any form, direct or indirect, presents, gifts, hospitality, or other benefits, unless their value is such as not to compromise the corporate image and is, in any case, in accordance with existing company procedures;
- Be influenced by third parties outside the company, or by unauthorised parties within the company, to take decisions and/or perform acts relating to their work.

On the basis of existing company procedures, any form of present or gift of modest value not exceeding normal business or courtesy practices, or that is

not capable of procuring personal benefits or favourable treatment, is allowed when conducting any activity that can be linked to Cariboni Group.

The Company, in fact, refrains from practices not permitted by law, and instead adheres to the commercial customs or ethical codes, if known, of the companies or parties with which it has relations.

Employees shall not accept or offer gifts or other benefits for themselves or for others, directly or indirectly, from a subordinate, unless they are of modest value.

When carrying out their duties and performing work, all addressees must refrain from carrying out activities that are not in the interests of the company.

In any case, the addressees must avoid all situations and activities in which a conflict may arise with the interests of the company, or that may interfere with their ability to make impartial decisions in the best interests of the company and in full accordance with the rules of this Code of Ethics.

In any case, when choosing the external parties with which to implement business plans, the company provides suitable means to verify the correctness of the opposite party, with special focus on ensuring the highest degree of transparency and correctness in transactions in order to combat the offences of receiving stolen property, money-laundering, self-laundering and offences against the public administration.

The publication of works, essays and press articles, and participation in conferences, seminars and events by employees on matters under the competence of Cariboni Group S.p.A. are subject to prior company authorisation.

#### **4.2 Conduct criteria for employees and managers when drafting contracts**

When concluding agreements, negotiations and contracts on behalf of the company, employees shall not participate in any unlawful conduct constituting a criminal offence in order to facilitate the conclusion or execution of the contract.

#### **4.3 Relations with customers**

Cariboni Group S.p.A. recognises that appreciation of those who require products or services is of primary importance for its business success.

The addressees must therefore:

- Observe internal procedures for managing relations with customers;
- Within the limits of contractual provisions, supply high-quality products that meet or exceed the reasonable expectations of customers;
- Provide accurate, truthful and exhaustive information about the products and services offered by the company so that customers can make informed decisions;
- Stick to the truth in advertising or other communications.

#### **4.4 Relations with suppliers**

In subcontracting and procurement relations, and in general when supplying goods and/or services, the addressees must:

- Observe internal procedures for selecting and managing relations with suppliers;

- Not preclude any supplier that meets the requirements from competing for a supply contract by adopting objective selection criteria in accordance with declared and transparent procedures;
- Observe the contractually prescribed conditions;
- Hold a frank and open dialogue with suppliers, in line with good commercial practices;

#### **4.5 Institutional relations**

Relations with State or international institutions aimed at implementing Cariboni Group plans consist exclusively of forms of communication intended to assess the implications of legislative and administrative activities on the company, to respond to informal requests or inspections or, in any case, to make known its position on topics relevant to Cariboni Group.

To this end, Cariboni Group undertakes to represent its interests and positions in a transparent, rigorous and coherent manner, avoiding collusive attitudes.

In order to ensure the utmost clarity and transparency, only functional directors and their delegated managers may have contact with the institutional interlocutors.

#### **4.6 Relations with political and trade union organisations**

Except for contributions due under specific regulations or under collective bargaining, Cariboni Group does not directly or indirectly finance parties, movements, committees and political or trade union organisations, neither in Italy nor abroad, nor their representatives or candidates, nor does it sponsor events or demonstrations of an exclusively political nature.

Cariboni Group does not contribute to organisations with which there is a potential conflict of interests. However, it may cooperate, including financially, with such organisations for specific projects on the basis of the following criteria:

- Goals related to Cariboni Group's mission;
- Clear and documented allocation of resources;
- Express authorisation from those responsible for managing such relations.

However, Cariboni Group considers it of strategic importance to develop and maintain a dialogue with associations representing the interests of employees and third parties, in order to achieve cooperation that respects mutual interests, to present the positions of Cariboni Group and to prevent possible conflicts.

Where possible, the company therefore aims to adopt conduct based on information and involvement of the trade associations most qualified to represent the interests of the different classes of employees and third parties.

#### **4.7 Relations with the press**

In its relations with recipients of external communications, Cariboni Group S.p.A. applies the principles of truthfulness, transparency and clarity to ensure that the information communicated reflects the activities carried out and planned by the company, and that it is consistent and accurate.

Parties that acquire information about the company are prohibited from making statements to parties that are likely to communicate them to the public, unless authorised to do so.

#### **4.8 Contributions and sponsorship**

Cariboni Group favours non-profit activities in order to demonstrate its commitment to fulfilling the widespread interests that deserve appreciation of the communities in which it operates from an ethical, legal and social perspective.

The company therefore adheres to requests for contributions from non-profit-making bodies or associations of high cultural or beneficial value and that have local, regional, national and international relevance.

### **5 TRANSPARENCY IN ACCOUNTING AND INTERNAL MONITORING**

#### **5.1 Accounting records**

Accounting transparency is based on the truth, accuracy and completeness of the information on which the relevant accounting records are based.

All addressees shall cooperate to ensure that management facts are properly represented in the accounts in good time.

For each operation, adequate supporting documentation of the activity carried out shall be kept in the records, in order to:

- Make accounting records easier to keep;
- Identify different levels of responsibility;
- Allow accurate reconstruction of the operation and reduce the likelihood of interpretation errors.

Each record must precisely reflect the outcome from the supporting documentation. Employees and collaborators of Cariboni Group S.p.A. who

become aware of omissions, falsifications or negligence in the accounts or in the documentation on which the accounting records are based, are required to report the facts to the supervisory body and to the governance.

## **6 CONFIDENTIALITY AND PROTECTION OF PERSONAL DATA**

No confidential information concerning the Cariboni Group acquired or processed by the addressees while carrying out their activities can be used, communicated to third parties or disseminated for purposes other than those of the company.

The obligation of confidentiality remains in force even after termination of the relationship with the company, in accordance with the regulations in force.

In carrying out its activities, Cariboni Group S.p.A. processes common personal data in accordance with the regulations in force.

In this regard, Cariboni Group takes the actions required by the applicable regulations on the protection of personal data and adopts measures to control the risks arising from data processing.

Specifically, regarding the processing of data on paper reports and through the use of computer tools, Cariboni Group adopts the necessary security measures to prevent the risk of external intrusion, such as, access control to rooms, passwords, personal identification codes, screen savers.

Security measures are provided by the Data Controller, or by specially delegated persons.

In order to guarantee the protection of personal data, Cariboni Group S.p.A. undertakes to process said data in accordance with the applicable regulations and, in particular, according to the following criteria:

- Transparency towards the Data Subjects; Data Subjects have the right to know the processing purposes and methods;

- Legality and correctness;
- Relevance of the processing to the purposes declared and pursued. Personal data must not be used for secondary purposes without the consent of the Data Subject, unless required by law.

## **7 HEALTH, SAFETY AND ENVIRONMENT**

The environment is a primary asset that Cariboni Group is committed to safeguarding. To this end, when planning its activities, it seeks a balance between economic initiatives and indispensable environmental needs, considering the rights of future generations, not only in accordance with the regulations in force, but also taking into account advances in scientific research and the best experience in this field.

Within the scope of its activities, Cariboni Group S.p.A. is committed to disseminating and consolidating the safety culture, developing awareness of risks and using all the necessary resources to guarantee the health and safety employees, external collaborators, customers and the communities in which it operates.

The duties of Cariboni Group S.p.A. personnel include taking part in risk prevention, environmental protection, and safeguarding the health and safety of themselves, colleagues and third parties.

## **8 PERSONNEL POLICIES**

### **8.1 Human Resources**

Human resources are an essential factor behind the existence, development and success of any business.

Cariboni Group S.p.A. is committed to developing the skills and expertise of its employees, so that their professionalism and commitment become fundamental values towards achievement of its business goals, and so that their potential energy and creativity is enhanced through professional growth. The company offers all workers equal employment opportunities, ensuring that everyone can benefit from fair treatment based on their skills and expertise, without discrimination.

Personnel managers must:

- Identify and implement criteria based on merit and expertise of a strictly professional nature for any decision concerning the activities of its employees;
- Develop a selection, recruitment, training and career path management system for employees, which is in accordance with the forecasts of CCNL and in any case is such as to prevent any discrimination;
- Create a working environment in which personal characteristics cannot be the basis for political, religious, racial, linguistic or gender discrimination;

- Ensure compliance with the law, especially with regard to the provisions relating to employment of foreign workers.

Cariboni Group S.p.A. is committed to protecting the moral integrity of its employees and guaranteeing the right to working conditions that respect personal dignity. For this reason, it protects workers from acts of psychological violence or mobbing, and opposes any discriminatory or damaging personal attitudes, conduct, convictions and tendencies.

The company urges its addressees to cooperate in order to maintain a climate of mutual respect for individual dignity, honour and reputation within the company, and to take action in order to prevent abusive or defamatory interpersonal behaviour.

## **8. 2 Harassment in the workplace**

With reference to Recommendation 92/131 EEC on the protection of the dignity of women and men at work, Cariboni Group S.p.A. guarantees to all those working in and for the company a serene environment in which interpersonal relations are based on correctness, equality and mutual respect for personal freedom and dignity. It also guarantees the right to protection from any act or conduct with a detrimental effect or that discriminates against workers, even indirectly. The company undertakes to implement prevention and training projects related to the aforementioned issues, with a special focus on training for managers who must promote and disseminate a culture of personal respect aimed at preventing sexual and moral harassment.

The Cariboni Group sets out the following principles that the addressees must observe and that company managers must promote:

*A. Definition of sexual harassment*

1. Sexual harassment means any unwelcome sexual behaviour or any other kind of behaviour based on sex that offends the dignity of women and men in the workplace, including physical, verbal or non-verbal attitudes.

2. Since it is discrimination based on sex, sexual harassment breaches the principle of equal treatment of men and women.

3. The following behaviours are some examples of sexual harassment:

- a) implicit or explicit requests for offensive or unwelcome sexual favours;
- b) posting or displaying pornographic material in the workplace, including in electronic form;
- c) adopting sexist criteria in any kind of interpersonal relationship;
- d) implicit or explicit promises of aid, privileges or career advancement in exchange for sexual favours;
- e) threats or retaliation following refusal of sexual favours;
- f) undesired and inappropriate physical contact;
- g) verbal remarks about the body or comments on sexuality or sexual orientation considered to be offensive.

*B. Definition of moral harassment*

1. Moral harassment means any hostile, or physically or psychologically persecutory behaviour directed against an individual and characterised by prolonged and systematic

repetition capable of creating an environment that is disrespectful, humiliating or damaging to personal psychophysical integrity.

2. Gender, ethnic and religious discrimination, as well as discrimination from colleagues or superiors against those with different political opinions can also be considered moral harassment.

3. The following behaviours are some examples of moral harassment:

a) damage to self-image such as offence, intimidation, defamation, insults, reprimands, dissemination of confidential information, insinuation of personal psychological or physical problems that cause repeated absence, or any other act that debases the person or the results obtained making them the target of unfounded criticism, undermining their self-esteem and making them weak and vulnerable;

b) damage to the professionalism of an individual, such as threats of dismissal, forced resignation, unmotivated transfers, wage discrimination, prejudice to career advancement prospects, unjustified removal from previously assigned roles, assignment of inappropriate duties, actions that create demotivation or mistrust in the person, discouraging them from continuing their activity;

c) attempts at marginalisation and isolation, such as an undesirable change of duties, or work colleagues with

persecutory intent, limitations to the faculty of expression or excessive control.

*C. Duty to cooperate*

1. All employees and workers must contribute to ensuring a working environment that respects personal dignity. Witnesses who do not intervene to defend victims of sexual and moral harassment may be considered jointly responsible.
2. Organisation and office managers have a duty to promote the prevention of sexual and moral harassment in the work areas they oversee. The top management of Cariboni Group and the managers are directly responsible for dissemination of and compliance with these provisions of the Code of Ethics. In addition, managers should support anyone who wishes to react to sexual or moral harassment by providing guidance and clarification on the procedures to be followed.

*D. Assurance of confidentiality and protection against retaliation*

1. When assessing alleged sexual harassment, the parties involved must be assured absolute confidentiality. Dissemination of information will be considered a breach of professional ethics that can be prosecuted under the law.
2. Anyone who has suffered sexual or moral harassment has the right to request that their name is omitted from any document that may, for any reason, be published.
3. Any form of retaliation against anyone who reports harassment is prohibited. Similar guarantees apply to any witnesses. Any case

of direct or indirect retaliation can also be assessed from a disciplinary perspective.

### **8.3 Alcohol and drug abuse**

Cariboni Group S.p.A. asks the addressees to help ensure that the working environment is respectful to the feelings of others.

Addressees will therefore be considered aware of the risk of compromising an optimal working or workplace situation if they; a) perform services under the effects of abuse of alcohol, drugs or substances with similar effects; b) consume or dispose of narcotics in any way.

Cariboni Group is committed to promoting the social actions covered in collective bargaining.

### **8.4 Dissemination of personnel policies**

Cariboni Group S.p.A. is committed to disseminating personnel management policies to all personnel by means of the company communication tools (e.g. intranet, corporate web tv, organisational documents and communication from managers).

### **8.5 Information management**

Personnel must know and implement the provisions of company policies to guarantee the integrity, confidentiality and availability of information.

They must draw up their documents using clear, objective and exhaustive language, and allow any checks by colleagues, managers or external parties authorised to request them.

## 8.6 Use of company assets

Personnel using company assets must:

- Operate diligently;
- Adopt responsible conduct when using them, in line with the procedures;
- Accurately document their use, where necessary;
- Avoid improper use of company assets that may cause damage or reduce efficiency, or that is in any case contrary to the company's interests.

Personnel are responsible for protecting the property entrusted to them and must promptly inform the relevant figures of any threats or harmful events to property owned by Cariboni Group.

Without prejudice to compliance with the laws in force, Cariboni Group reserves the right to prevent inappropriate use of its assets and infrastructures through the use of accounting systems, financial control reporting and risk analysis and prevention.

Specifically, regarding the use of computer applications, each employee is required to:

- Diligently apply the company security policies, in order to avoid compromising the functionality and protection of the computer systems;
- Avoid sending email messages that are threatening, abusive or that contain unseemly expressions;

- Avoid making inappropriate comments that could harm personal dignity and/or damage the image of Cariboni Group;
- Avoid browsing websites with inappropriate and offensive content;
- Avoid using the intranet for communications that are inconsistent with proper internal email use, except those covered by the provisions of Italian Law no. 300/70.

## **9 EFFECTIVENESS OF THE CODE AND THE CONSEQUENCES OF BREACHES**

### **9.1 Entry of the Code into force and its revision**

This Code will be effective following its approval and dissemination on the Cariboni Group website. The addressees will be promptly informed when the Code is posted on the company website. As proposed by the Supervisory Body, it will be appropriately revised annually.

Revisions shall be made available to the addressees in the times and using the methods set out above.

### **9.2 Consequences of breaching the code of ethics**

Compliance with the provisions of this Code shall be considered an essential part of the contractual obligations of the addressees.

Conduct contrary to official duties shall also be considered a breach of the obligations of this Code. Without prejudice to circumstances in which breaching the provisions of this Code, as well as of the duties and obligations of the corruption prevention plan, also results in criminal, civil, administrative or accounting liability of the employees, it shall be a cause for disciplinary liability as ascertained by the outcome of disciplinary proceedings. For the purpose of establishing the type and extent of the disciplinary sanction that can be applied in practice, the breach is assessed in each individual case considering the severity of the conduct and the extent of the resulting harm, including moral harm, to the reputation or prestige of Cariboni Group. The applicable sanctions are those provided for by the law, regulations and collective agreements,

including expulsion. Collective agreements may provide additional criteria for identifying sanctions applicable in relation to the type of breach of this Code. The above is without prejudice to additional obligations and consequent disciplinary liability under the law and company regulations.