



**ORGANISATION, MANAGEMENT
AND CONTROL MODEL
PURSUANT TO THE LEGISLATIVE
DECREE 231/2001
CODE OF ETHICS**

VERSION NO. 2 -2022

APPROVED BY ASO H&P S.R.L. BY RESOLUTION OF THE MANAGING BODY ON 15/06/2022

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1. PREAMBLE

The Code of Ethics is an effective tool to prevent the committing of offences and unlawful or otherwise improper conduct by those who work for the Company because it introduces a clear definition of the responsibilities of each company operator towards those who are directly or indirectly involved in the Company's activities, that is, employees, the shareholders, members of the corporate bodies, the SB, the collaborators, the customers, the suppliers, the public institutions and anyone else affected by the activities of FDF s.r.l.

Its addressees are required to strictly and fully comply with the Code of Ethics and are required to protect and preserve, through their behaviour, the respectability and image of FDF s.r.l.

FDF s.r.l. intends to formalise the commitment to behave on the basis of the principles of legality, fairness and equality, protection of the person, diligence, transparency, honesty, confidentiality, impartiality, protection of health that employees, collaborators and directors must observe during the provision of their respective services.

The Code's principles of conduct form the basis of the corporate culture. It is not intended to be exhaustive. In no way shall the belief that one is acting to the advantage or in the interest of the Company justify the adoption of conduct in conflict with the principles of this Code of Ethics.

2. ADDRESSEES

The Company requires the addressees of the Code of Ethics: shareholders, directors, special proxy, employees, suppliers, customers and in general third parties with whom the Company comes into communication, to be aware of the Code of Ethics as an integral part of its organisational model.

FDF S.r.l. promotes the compliance with the Code of Ethics, taking on the responsibilities that this entails both internally, by strengthening trust, cohesion and team spirit, and externally, in the Company's relationships with third parties.

Observing the contents of the Code of Ethics when proposing and implementing the projects, actions and investments to increase the economic value of the company and the well-being of its employees is one of the tasks that FDF S.r.l. has taken on.

3. COMPLIANCE WITH THE LEGISLATION

The Company lays down as an indispensable principle the observance of the European Community rules, laws and regulations in force in Italy.

Within the scope of their professional activity, the addressees indicated above are required to comply with the legislation in force with due diligence.

The Company will not establish or continue any relationship with persons who do not comply with this principle.

4. HONESTY AND FAIRNESS

The Company requires that the conduct of the addressees of the Code be marked by criteria and behaviour based on fairness, collaboration, loyalty and mutual respect. Honesty represents the fundamental principle for all the Company's activities and constitutes an indispensable element of corporate management. Under no circumstances may the pursuit of personal interest or that of the Company justify dishonest conduct.

5. IMPARTIALITY AND EQUAL OPPORTUNITIES

The Company undertakes to avoid any discrimination on the basis of age, sex, sexual orientation, state of health, race, nationality, political opinions and religious beliefs.

6. DOCUMENTATION

The Company guarantees that every corporate transaction is documentable.

In this way, it will be possible to identify the person who decided on the operation, the relative motivation, its execution and the verification of its correct performance, also in order to guarantee compliance with the principle of transparency.

7. HUMAN RESOURCES

The Company recognises the centrality of human resources and the importance of establishing and maintaining relationships with them based on the observance of the law, loyalty and mutual trust.

By human resources is meant the members of the corporate bodies, the special proxy, the employees.

Therefore, the management of human resources is inspired by respect for their rights and is aimed at fully enhancing their contribution.

All human resources are required to undertake to act loyally in order to comply with the obligations undertaken in their respective contracts and with the provisions of this Code of Ethics, ensuring the services due and the observance of the commitments undertaken towards the Company, and to avoid situations that may entail real or apparent conflicts of interest with the Company.

By way of example but not limited to, the human resources in the performance of their duties must:

- behave towards all interlocutors in a way that must be characterised both by uniformity, regardless of differences such as age, gender, race, physical and/or mental disabilities, religion, corporate or social status, economic power, etc., and by respect for each person;
- have professional behaviour towards each interlocutor, oriented towards listening, availability and courtesy.

If there are any doubts about how to proceed, they must report the matter to their supervisor and/or possible appointee, who shall adequately inform the manager in charge, who shall provide solutions and answers in accordance with this Code of Ethics.

8. PERSONNEL SELECTION

The evaluation of the personnel to be hired or with whom to establish a collaboration relationship in any capacity whatsoever is carried out on the basis of the correspondence of the candidates' profiles to the company's needs, in compliance with equal opportunities for all interested parties.

The information requested is strictly related to the verification of the requirements of the professional profile, respecting the privacy and opinions of the candidate.

The persons in charge of selection, whether internal or external providers of the relevant service, within the limits of the information available to them, adopt appropriate measures to avoid favouritism, nepotism or forms of patronage in the selection and recruitment stages (for instance, by avoiding that the selector is linked to the candidate by family ties).

9. EMPLOYMENT RELATIONSHIP

The personnel are hired with a regular employment contract in accordance with the relevant CCNL (National Collective Bargaining Agreement) and the legislation in force.

Any form of irregular employment is forbidden.

When the employment relationship is established, each employee receives accurate information regarding:

- characteristics of the position and of the duties to be performed;
- regulatory elements and minimum salary levels, as regulated by the national collective bargaining agreement;

- rules and procedures to be adopted in order to avoid possible health risks associated with the work activity;
- organisational model pursuant to the Legislative Decree 231/2001 and subsequent communications;
- internal operating procedures of the Company;
- non-disclosure agreement.

Such information is presented to the employee so that the acceptance of the assignment is based on an effective understanding of the above.

10. PERSONNEL MANAGEMENT

Any form of discrimination against employees is prohibited.

In the context of personnel management and development processes, as well as in the selection phase, the decisions made are based on the correspondence between expected profiles and profiles possessed by employees (for instance, in the case of promotion or transfer to another job) and/or on considerations of merit (for instance, assignment of incentives based on performance).

The access to roles and positions is also established taking into account skills and abilities; furthermore, the management of maternity status and, in general, childcare is facilitated.

The evaluation of personnel is carried out in a broad manner involving the managers and, as far as possible, the persons who have entered into relations with the person being evaluated, respecting the criteria of the performance appraisal procedure of which the personnel is informed and in which they take part.

The performance evaluation process is of particular importance in the communication by the manager to the employee regarding his/her strengths and weaknesses, so that they can strive to improve their skills also through targeted training.

In the personnel management activities, forms of nepotism are forbidden (for instance: relations of hierarchical dependence between employees linked by family ties).

The managers fully use and enhance all the professional skills present in the organisation by any means available to promote the professional development and the growth of employees.

Training is assigned to groups or individual employees on the basis of specific professional development needs.

It represents an abuse of authority to request personal services or favours from one's subordinates, unrelated to the company's activities, or any behaviour that represents an infringement of this Code of Ethics.

The involvement of employees is ensured through their participation in discussions and decisions aimed at achieving the company's objectives.

11. SAFETY AND HEALTH IN THE WORKPLACE

The policy regarding health and safety in the workplace is of fundamental importance to FDF S.r.l..

The Company's primary interest is that its activities, at every stage, are carried out in compliance with the regulations on health and safety in the workplace.

The Company has therefore adopted a health and safety management system in compliance with ISO 45001, which establishes:

- analysis of management risks;
- adoption of all appropriate technical measures to prevent accidents and injuries in the workplace;
- adoption of behavioural procedures aimed at preventing and avoiding the occurrence of accidents;
- adequate information and training of personnel;
- constant maintenance of the systems;
- periodic inspections in compliance with the relevant requirements in force in the field;
- assessment of interference risks.

With particular reference to occupational health and safety, all addressees of this Code of Ethics are obliged

to comply with the regulations in force, the provisions of the authorising provisions and the operating procedures and instructions of the management systems implemented by the Company.

12. PROTECTION OF EMPLOYEES' PRIVACY

Any investigation into the ideas, preferences, personal tastes and, in general, the private life of the Company's employees and collaborators is excluded.

The Company protects the personal data acquired, which it processes and stores in the context of its management activities, in full compliance with the relevant legal provisions and according to the directives issued by the Company's legal representative.

All appropriate measures are adopted to avoid the risks of unauthorised access or processing not allowed or not in accordance with the purposes for which the data were collected.

In particular, employees not expressly authorised are prohibited from knowing, recording, processing and disclosing the personal data of other employees or third parties.

The processing of personal data must, in any case and with the exceptions provided for by law, always be preceded by the express consent of the subject data, given subsequently to specific information.

13. INTEGRITY, PROTECTION AND EQUAL OPPORTUNITIES

The Company promotes the respect for the physical, cultural and moral integrity of its employees and guarantees working conditions that respect individual dignity.

For this reason, it protects male and female workers from acts of physical or psychological violence and opposes any attitude or behaviour that is discriminatory or damaging to the person (for instance, in the case of insults, threats, isolation or excessive intrusiveness, professional limitations, etc.).

Sexual harassment is forbidden, and behaviour and/or words that may offend the sensitivity of the person must be avoided (for instance, the display of images with explicit sexual references, or the dissemination of the same via the Company's IT means and/or sporadic, insistent and/or continuous allusions, etc.).

Any employee of the Company who believes he/she has been subjected to harassment or has been discriminated against for reasons related to age, gender, sexual orientation, race, state of health, nationality, political opinions and religious beliefs, etc., may report the incident to his/her supervisor, who will inform the person in charge so that the consequent decisions may be adopted.

14. PREVENTION OF THE CONFLICTS OF INTEREST

The Company's human resources are required to avoid situations in which conflicts of interest may arise and to refrain from taking personal advantage of business opportunities of which they may become aware in the course of their duties.

By way of example but not limited to, the following situations may cause a conflict of interest:

- the manifest or hidden participation of the interested party in the activities of suppliers, customers, competitors;
- the exploitation of one's functional position for the realisation of interests in any case conflicting with those of the Company;
- the use of information acquired during the performance of work activities for one's own benefit or for the benefit of third parties and, in any case, in conflict with the interests of the Company;
- holding a top management position (director, department responsible) and having economic interests with suppliers, customers, or competitors (interests in companies, possession of titles, professional appointments, etc.) also through family members;
- performing unauthorised work activities of any kind (performance of works, intellectual services) for customers, suppliers, competitors and/or third parties in conflict with the interests of the company.

In the event that even the appearance of a conflict of interest arises, the interested party is required to

notify his/her supervisor or the person in charge, who must inform the manager for the assessment of the case.

15. DUTIES OF THE DIRECTORS

The Directors are required to maintain a transparent behaviour that complies formally and substantially with the legislation in force and with the Articles of Association.

The multi-member Managing Body observes the attributions of powers and functions conferred on individual Directors, whose actions it supervises through the adoption of an adequate organisational system, as well as by providing for duties of reporting by individual members to the Managing Body (also during periodical meetings).

The members of each Managing Body are required to:

- maintain, for the entire duration of the assignment, a conduct inspired by autonomy, integrity, loyalty and a sense of responsibility towards the Company and the Companies of the Group;
- make confidential use of the information of which they become aware by virtue of their positions;
- give up their mandate if for personal, professional or objective reasons their permanency could be detrimental to the image of the Company or of the Group and to the latter's activity.

Behaviours that are not compatible with the purposes, discipline and activity of the entity or the final conviction for non-culpable offences falling within the scope of the Legislative Decree 231/01 are a source of incompatibility with the position and therefore lead to the ineligibility or the revocation of the Directors, as the case may be.

16. DUTIES OF THE EMPLOYEES

The employee must behave loyally and correctly in compliance with the obligations undertaken in the contract, with the principles and rules contained in this Code of Ethics and with the behavioural protocols formalised in the Organisation, Management and Control Model adopted and in the company's procedures; the employee must also act in a legally and professionally correct manner, ensuring the required services.

At the same time, each employee:

- is required to know and implement the provisions of the company's policies in the field of occupational health and safety, environment and information security in order to ensure the integrity and confidentiality thereof;
- is required to draft his/her documents using clear, respectful, objective and exhaustive language, allowing for any verifications by the colleagues, managers or authorised external parties.
- is required to work diligently to protect corporate assets, through responsible behaviour and in line with the operating procedures drawn up to regulate their use, accurately documenting their use. In particular, each employee shall scrupulously and parsimoniously use the assets entrusted to him/her and avoid any improper use of company assets that may cause damage or reduction of efficiency, or, in any case, can be in conflict with the interests of the Company;
- is responsible for the protection of the resources entrusted to him/her.

The Company reserves the right to prevent the misuse of its assets and infrastructure through the use of accounting, financial control reporting and risk analysis and prevention systems, without prejudice to compliance with the provisions of the legislation in force (privacy law, occupational safety regulations).

Regarding the IT applications, each employee is required to scrupulously adopt the provisions of the company security policies, in order not to compromise the functionality and protection of the IT systems (such as, for instance, the interdiction to install unauthorised programmes and software on the company's hardware or to tamper with company-owned applications, to force company programmes, or other

operations that do not comply with the procedures authorised by the Company).

17. RELATIONSHIPS WITH THE SHAREHOLDERS

Shareholders must always be offered truthful and complete information concerning the activities carried out by the Company, also in terms of costs to be borne and possible benefits. All subjects working for the Company are always required to address the Shareholders with availability, respect and courtesy, with a view to a relationship based on fairness, complying with the rules set out in this Code. The Company adopts measures (such as rules of conduct, protocols and procedures) that allow internal decision-making processes to be reconstructed and traced and to be reviewed for the purpose of continuous improvement. The circumvention or non-application of the aforesaid measures by those who are required to comply with them are considered dangerous for the pursuit of the Company's values and goals and require appropriate preventive, corrective and sanctioning measures. The Company provides its Shareholders with the information and data requested in compliance with the regulations in force in a truthful, clear, complete and timely manner. It is forbidden for all the addressees of this Code of Ethics to use, disseminate, communicate information concerning Shareholders learnt in the course of the activities carried out for the Company or in the course of the relationships developed during the activities carried out for them, in order to obtain unlawful benefits and in any case outside the authorisation granted by the entitled parties. It is forbidden to use any "privileged information" learnt during service or relationships with the Company or Group Companies.

18. CORPORATE MANAGEMENT

The Company pursues the most correct and transparent keeping of corporate books and records and ensures that the resolutions of the corporate bodies are correctly and promptly recorded.

Transparent and trustworthy conduct is always maintained towards the shareholders and creditors.

The Company makes available to the control bodies any information they deem useful for the performance of their jobs, in a complete and truthful manner.

19. ECONOMIC AND FINANCIAL MANAGEMENT

Management of Information of Economic and Financial Importance

The Company pursues the integrity of its assets and conforms its economic and financial management to criteria of transparency, correctness, effectiveness, efficiency and economic convenience.

The operators in charge of keeping the accounts operate in compliance with the principles of truthfulness, transparency, accuracy, completeness and accessibility of the accounting information, ensuring that the procedures observed and the IT systems used guarantee a correct presentation of the economic and financial management facts.

For each operation there must be adequate documentary support in order to allow:

- the accurate accounting recording of each operation;
- the immediate determination of the characteristics and motivations underlying it;
- the easy formal reconstruction of the operation, also from a chronological point of view;
- the verification of the decision-making, authorisation and implementation process, as well as the identification of the various levels of responsibility and control;
- the identification of the methods for managing the financial resources suitable for preventing the committing of offence.

The Company adopts an authorisation system for carrying out operations on its current accounts based on transparency and traceability of transactions. The circumvention of the aforementioned principles or the fraudulent recording of false or incorrect accounting data constitutes a serious infringement of this Code.

The Company also makes the rules of the Code of Ethics binding towards any external parties that assist the entity in the management of administrative and financial processes or that provide tax or corporate advice.

Fiscal, Tax and Customs Management

Addressees of this Code must refrain from carrying out activities or actions aimed at evading taxes and duties, customs duties or fees, applicable to the Company or to the Group Companies and/or to third parties. Activities such as the following are considered serious infringements of the principles set out in the Code of Ethics:

- the preparation of fictitious accounting items of assets or liabilities or in any case relating to non-existing operations, as well as the alteration, falsification or destruction of any document of accounting or tax significance;
- the preparation of fictitious operations aimed at evading, even partially, the company from the proper execution of its tax or fiscal obligations;
- the submission to the tax or customs administration of false declarations or documentation, either in connection with fiscal, tax or customs obligations, or during verifications or inspections conducted by the administration.

The Company chooses its consultants in tax and fiscal matters exclusively through the search for the best professionalism at sustainable costs for the task to be carried out.

20. INFORMATION

Transparency and Completeness of Information

Every communication activity of the Company towards the press, at conferences, seminars and work groups is carried out in full compliance with the regulations in force and is performed with clarity, transparency and in a timely manner, safeguarding, among other things, the confidential information and the industrial secrets.

The Company undertakes to inform about its situation and performance, without favouring any interest group or individual subject.

Under no circumstances may false or tendentious news or comments be disseminated.

The Company's communication shall only be made through the personnel expressly delegated for this purpose in writing by the legal representative of the Company.

Furthermore, it will be submitted to the human resources department personally and it will be posted on the company notice board.

Confidentiality of Information

The Company ensures the confidentiality of the information in its possession and the compliance with the legislation on personal data, including the European Privacy Regulation 2016/679.

In this regard, the addressees of the Code shall:

- acquire and process only the data necessary and directly connected to their position;
- store such data in such a way as to prevent third parties from gaining knowledge of it;
- disclose the data within the framework of established company procedures and with the prior authorisation of the person to whom the data refers;
- determine the confidential nature of the information in accordance with the provisions of the relevant company procedures;
- ensure that there are no confidentiality restrictions by virtue of relationships of any kind with third parties;
- not use confidential information for purposes not connected with the exercise of its activity.

21. PREVENTION OF HANDLING STOLEN GOODS, MONEY LAUNDERING AND USE OF MONEY, GOODS OR BENEFITS OF UNLAWFUL ORIGIN

Handling stolen goods is understood as the purchase, receipt or concealment of money or goods resulting from any offence, or in any case interfering in their purchase, receipt or concealment in order to procure a profit for oneself or others, while money laundering is understood as the replacement or transfer of money, goods or other benefits resulting from a non-culpable offence or carrying out, in relation to them, other transactions so as to hinder the identification of their criminal origin.

The Company pays particular attention to preventing the above-mentioned offences from being committed and carries out its activity in full compliance with the current anti-money laundering regulations and with the provisions issued by the competent authorities on the prevention of money laundering.

The Company undertakes to carry out adequate verification of the commercial and professional reliability of suppliers, customers and business/financial partners, in order to check their respectability and the legitimacy of their activities.

22. INTELLECTUAL AND INDUSTRIAL PROPERTY

The Company adopts appropriate measures and initiatives aimed at protecting its own intellectual and industrial property and not infringing that of others. In particular, the Company undertakes to:

- exclusively use creative ideas or elaborations (such as, by way of example only, texts, illustrations, designs, etc.) of which it has exclusive ownership, also by virtue of the compensations and/or reimbursements agreed with third parties by means of contractual documents;
- use trademarks that are the exclusive property of and/or the use of which is within the availability of the Company through legitimate title to use;
- use its own company software or those licensed for legitimate use;
- use intellectual works, patents, of which it is the owner or legitimately entitled to use.

Moreover, in the context of the relationships with the suppliers, the company requires them to guarantee that the goods and their use do not infringe third party rights regarding industrial and intellectual property (trademarks, patents, intellectual works, models, distinctive signs, databases, etc.).

In these relationships, the Company shall adopt appropriate indemnity measures for any claims, legal actions and requests for compensation that may be made by third parties due to acts of unfair competition, infringement of patents or applications for patent, trademarks or registered models and industrial and intellectual property rights relating to raw materials, semi-finished products, finished products, services purchased from third parties.

Under no circumstances is it allowed to:

- use, counterfeit, alter patents, trademarks, distinctive signs, national or foreign, models, industrial designs, of other people's industrial products;
- use, in any form or manner, trademarks, patents, names and other distinctive signs, models, industrial designs of which the Company does not hold exclusive ownership and/or legitimate right to use;
- market intellectual works or industrial products with patents, trademarks or distinctive signs designed to mislead the buyer regarding the origin, provenance or quality of the work or product;
- perform any act of unfair competition.

20. QUALITY OF THE PRODUCTS AND SERVICES

The Company is committed to providing high-quality, inspected and certified products and services that meet the customer's reasonable expectations and in compliance with the safety principles.

The Company guarantees adequate quality standards of the services and products offered on the basis of predefined levels.

The Company guarantees the observance of the regulation on packaging and the regular labelling of the products.

21. INSURANCE PROTECTION

The Company protects its assets and human resources also through appropriate insurance policies with leading insurance companies.

To that end, the management of the relationships with these insurance entities is based on the utmost transparency and correctness, and the Company undertakes to promptly transmit all information, both with regard to the communication of all the elements necessary to assess risks, and with regard to the occurrence of the risks specified in the insurance policy and the assessing of the damages to be compensated.

The Company keeps and periodically updates a summary sheet of all the existing insurance contracts for consultation by internal and external control bodies.

22. CRITERIA OF BEHAVIOUR IN THE RELATIONS WITH THE SUPPLIERS

The Characteristics of the Supplier

The Company expressly requires suppliers with whom it has contractual relationships to act in compliance with the law in all their operational areas and that they meet the requirements of honourableness and professionalism.

In particular, by way of example, the Company requires that suppliers refrain from using child labour, that they do not discriminate, abuse or coerce to the detriment of workers and that they comply with safety and environmental legislation, the relevant legislation regarding social security and insurance in respect of their employees, that they have not been the subject of orders issued by the authority.

Choice of the Supplier

The commercial relationships with the suppliers are governed by this Code of Ethics and by the internal purchasing procedures.

The purchasing processes are based on the search for the maximum competitive advantage for the Company and on granting equal opportunities for each supplier and, furthermore, they are based on mutual loyalty, transparency and collaboration.

In particular, the employees and/or collaborators of the Company assigned to these processes are required to:

- not preclude any supplier, in possession of the required qualifications, from competing in the submission of tenders, adopting objective and documentable criteria in the selection of the shortlist of candidates;
- ensure sufficient competition for each tender, for instance, by considering, where possible, at least three companies or professionals or entities in the selection of the supplier;

Failure to comply with this protocol must be adequately justified and is only permitted for purchases related to the ordinary management for a total value of less than € 5,000.00 €

The selection of the suppliers and the determination of the purchase conditions are based on an objective assessment of the quality, price and ability to provide and guarantee services of an adequate level, including after-sales service and product warranty.

The human resources acting for the Company may not:

- receive any form of consideration and/or gratuity and/or benefit from anyone for performing an action of one's office or contrary to the duties of one's office;

- accept any form of influence from third parties outside the Company in making decisions regarding the choice of the supplier.

The Company carries out preventive verifications regarding the existence of relations of kinship/affinity between human resources and suppliers.

Protection of Ethical Aspects during Supply

The Company, if it becomes aware that the supplier, in carrying out its activity for the Company, has adopted behaviours that do not comply with this Code of Ethics, is entitled to take appropriate measures to preclude any further opportunities for collaboration.

In order to ensure maximum transparency and efficiency of the purchasing process, the Company establishes:

- the separation of roles between the unit requesting the supply and the unit stipulating the contract;
- an adequate traceability of the choices made through the conservation of information as well as of official tender and contract documents for the periods of time established by the regulations in force.

The stipulation of a contract with a supplier must always be based on extremely clear relationships.

By way of example but not limited to, binding long-term relationships through short-term contracts that require continuous renewal with price revisions or consultancy contracts without an adequate transfer of know-how or that are exclusive or preclude the possibility of appointing other professionals are to be avoided.

When assigning tasks to consultants, it is compulsory to verify a high level of professional ability, in relation to the content of the service required, as well as the possession of the legal requirements and qualifications necessary for its performance.

When assigning tasks or requesting quotations, it is always mandatory for the supplier to sign a declaration of confidentiality or a commitment not to use company information and data except for carrying out the supply or service requested. The remuneration of consultants, agents or representatives and partners of the Company must be agreed and established only in writing. No type of payment or remuneration may be made in cash or in kind.

23. PROTECTION ON THE ENVIRONMENT

It is in the Company's primary interest to protect the Environment in which it operates, the value of which it recognises, as well as the value of its components closely connected to the health of its workers and the community.

FDF S.r.l. complies with the relevant regulations in force.

It has all the required authorisations to carry out its activities and has adopted a strict integrated management system, a management system required by Legislative Decree 105/2015 and a certified environmental management system in compliance with UNI EN ISO 14001.

With particular reference to environmental protection, all the addressees of this Code of Ethics are obliged to comply with the regulations in force, with the provisions of the authorising measures and with the operating procedures and instructions of the management systems implemented by the Company.

24. CRITERIA OF BEHAVIOUR IN THE RELATIONS WITH OTHER PARTIES

Community.

The Company is aware of the effects, even indirect, of its activity on economic and social development and on the general wellbeing of the community, as well as of the importance of the social acceptance of the communities in which it operates. For this reason, it intends to conduct all its activities with respect for the local and national communities and to support initiatives of cultural and social value, also in order to improve its reputation and social acceptance.

Public Administration, Institutions and Authorities

The relationships between the Company and the Public Administration, Institutions and Authorities must be managed in a unitary, transparent manner and in compliance with the regulations in force only by the persons representing the Company.

For this reason, it is also necessary to collect and keep the documentation related to contacts and relationships with the Public Administration, Institutions and Authorities.

Any procedure with the Public Administration is decided, managed and controlled by the persons representing the Company.

The Company does not deny, conceal, manipulate or delay any information requested by the Authorities in general, and it actively cooperates during preliminary investigation procedures.

Employees and/or representatives of the Company must not promise and/or offer and/or accept any object, service, performance of value from public officials, from employees in general of the Public Administration or of other Public Institutions, money, goods or other benefits of various kinds in order to promote and/or favour their own interests and/or the interests of the Company.

With the Public Administration, employment and/or business opportunities that could benefit Public Administration employees in a personal capacity must not be examined or proposed, nor should confidential information that could compromise the integrity and/or reputation of both parties be requested or obtained.

Any direct and/or indirect activity, even through intermediaries, aimed at influencing the independence of judgement and/or ensuring any advantage to the Company is forbidden.

Any person working for the Company, who directly or indirectly receives proposals of benefits from public officials, employees in general of the Public Administration or of other Public Institutions, must immediately report it to the manager in charge for the appropriate decisions and complaints.

The Company verifies the absence of relations of kinship and/or affinity between its representatives or employees and the representatives of the Public Administration, Institutions, Authorities.

During inspections, audits, administrative proceedings, requests, applications, interviews, it is forbidden to behave, directly or indirectly, in such a way as to compromise the independence and impartiality of the public interlocutor, being in any case forbidden to propose remuneration of any kind or employment and/or business opportunities to the interlocutor.

If the Company appeals to consultants, representatives, associations in the related industry or third parties to be represented in relations with the Public Administration, the same directives valid for Company employees shall apply to such persons and their staff; in the choice of such consultants, the Company shall always favour criteria of professionalism, correctness and competence.

All requests for disbursements, contributions, financing, reliefs made available by public, national or European Union bodies, must be made in compliance with the applicable regulations and by observing the principle of segregation of duties, registration and documentation; once granted, the benefits must be used exclusively for the purposes for which they were originally intended.

The participation in tenders and procedures organised by public bodies or authorities with public control or participation will be governed by the principle of utmost transparency and fairness.

The relationships and the related management of the financial resources inherent to the Company's activity with public officials, persons in charge of or concessionaires of public services, public supervisory authorities or other independent authorities must in any case be undertaken and managed in absolute and strict compliance with the legislation and regulations in force, as well as with the principles laid down in this Code of Ethics, internal protocols and the anti-corruption regulations in force in the administrations, so as not to compromise the integrity and reputation of both parties.

The relationships with the representatives of the Judicial Authority - civil, criminal or administrative, national or foreign - are characterised by the utmost respect and widest cooperation.

In the presence of criminal proceedings or investigations relating to or involving, even indirectly, the Company's activity, each addressee of this Code must ensure the utmost cooperation with the Judicial

Authority by providing all the documentation and information useful to the investigators' activities and to the offices.

Parties, Professional Organisations

The Company is unconnected with and independent of political parties, movements or organisations or bodies of a political nature. It is forbidden to make any kind of contribution to them in cash or other benefits (for instance, by concession of Company's structures).

The Company is entitled to join professional organisations of the related industry.

Contributions and Sponsorships

The sponsorship activities in which the Company may possibly participate are only those that concern social, environmental, sports, entertainment and art, health topics, intended only for events that offer a guarantee of quality, whether they are local, national or international in scope, increase the prestige and visibility of the Company with actual and/or potential customers, or involve a considerable number of citizens.

In any case, when choosing which sponsorship initiatives to join, the Company shall verify the existence of any conflicts of interest.

Any type of contribution must be made in strict compliance with the legislation and regulations in force and must be adequately documented.

Gifts, Presents and Benefits

No form of gift, present or benefit to third parties is allowed, unless of modest value and subject to prior authorisation by the Management.

No employee and, in general, no one working for the Company may receive gifts or benefits from third parties.

25. IMPLEMENTATION AND CONTROL

In compliance with the regulations in the perspective of planning and managing corporate activities aimed at efficiency, correctness, transparency and quality, FDF S.R.L. adopts organisational and management measures suitable to prevent unlawful conduct or conduct in any case contrary to the rules of this Code on the part of any person acting for the Company.

Given the articulation of its activities and internal organisation, the Company can adopt a system of delegation of powers and functions, providing for the assignment of specific tasks to persons with suitable skills and competence.

The Company adopts and implements organisation and management models that provide for appropriate measures to ensure that activities are carried out in compliance with the legislation and the rules of behaviour of this Code, and that risk situations are promptly detected and eliminated.

The application of the Code of Ethics is entrusted to the Managing Body, which makes use of the Supervisory Body pursuant to the Legislative Decree 231/2001, and which is particularly entrusted with the tasks of:

- supervising the observance of the Code and its dissemination to all Addressees;
- verifying all reports of infringement of the Code and informing the competent corporate bodies and functions about the results of the verifications, for the adoption of any sanctioning measures;
- proposing amendments to the content of the Code to adapt it to the changing context in which the Company operates and to the needs arising from the organisational evolution of the same.

This Code of Ethics is widely disseminated internally and is available to any company interlocutor.

26. REPORTS OF INFRINGEMENTS

The cases of infringement of this Code of Ethics may be reported by any addressee in confidential form directly to the Supervisory Body of the Company, pursuant to the Legislative Decree 231/2001.

The procedures for reporting and verifying the infringements are governed by criteria of confidentiality and protection of confidentiality. The SB231, in compliance with the *whistleblower policy* defined in the General Section of the MOD231, is required to implement confidentiality measures aimed at protecting the whistleblower from retaliation.

27. SANCTIONS

The infringement of the provisions of this Code of Ethics will constitute a disciplinary offence and a breach of the contractual obligations of the employment or functional relationship or of professional collaboration, with all the consequent effects of the law and of the contract, also in accordance with art. 2104 and 2105 of the Civil Code; it may also constitute just cause in accordance with art.2383 and 2400 of the Civil Code.

It will therefore entitle FDF S.R.L. to apply the disciplinary sanctions provided for by the CCNL (National Collective Bargaining Agreement), as well as those provided for by the Organisational, Management and Control Model pursuant to the Legislative Decree 231/2001 adopted by the Company and to which reference should be made for details of the disciplinary system.

This is without prejudice to further responsibilities of a criminal, civil and administrative nature that may arise in the event of conduct contrary to the provisions of this Code of Ethics.

28. FINAL PROVISIONS

This Code of Ethics is effective immediately and until revised. All Addressees are obliged to take adequate knowledge of it and to observe it.