

## **ORGANISATION, MANAGEMENT AND CONTROL MODEL**

**pursuant to Legislative Decree 231/2001**

# **FARCHIONI OLII S.P.A.**

**Registered office:** Via Bruno Buozzi, n. 10, Bastardo, GIANO DELL'UMBRIA (PG)

## **CODE OF ETHICS**

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### 1. INTRODUCTION

#### 1.1. Foreword

Farchioni Olli S.p.A. (hereinafter also referred to as “Farchioni” or “Company”) is a company that has been operating since 1780 in the agricultural and food sector, and in particular in the product categories of olive oils, wines, flours and beers produced with artisanal techniques.

Farchioni is engaged in direct processing of agricultural products. The strong link with local agriculture has characterised the industrial activity of the Farchioni family from the very beginning; therefore, it has always played a role of strong social importance, proposing itself as an engine of development for the local economy, ensuring transformation and marketing of local agricultural products and thus contributing to the well-being and wealth of many operators and their families.

After being transferred to Giano, the activity was structured, besides in the still ongoing agricultural production, between the activities of oil mill and marketing of olive oil also produced by other mills in the area, and finally in wheat milling activities.

During the 1970s, a feed production activity was added to the oil and wheat milling activities, which served to reuse part of the residues of wheat milling.

During the 1980s and in the first half of the 1990s, Farchioni's activity continued with the same articulation between the productions, focusing on growing in size, technological and organisational evolution and above all on qualitative improvement and quality certification of products and processes.

An essential feature of the company is that of standing alongside the customer and solving in a very short time any need for product, logistics, real innovation.

Honesty, transparency, innovation, social and environmental responsibility have become Farchioni's founding values, which are the result of a strong and recognised cultural identity.

To this end, the Company has defined a Code of Ethics in which rules and principles of behaviour are formalised and defined as an expression of the set of values in which the Company recognises itself and which it shares.

Therefore, the Code of Ethics represents the commitment to moral integrity and economic and social responsibility, which constitutes the primary and fundamental value of the Company.

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### 1.2. Purposes

The main purpose of the Code of Ethics is to disseminate the ethical and moral values in which the Company recognises itself, at all levels, so that all those who work in the name and on behalf of the Company have these principles as the basis for their actions as well as compliance with the law, which is already considered an essential principle.

The Code of Ethics was also adopted in compliance with the provisions of Legislative Decree 231/2001 and in compliance with the corporate policy on the Company's mission and values.

#### 1.2.1. Compliance with the regulations and the related inspiring principles regarding the environment and health and safety in the workplace

The Code of Ethics was adopted in compliance with the regulations on the environment and health and safety in the workplace, making it its own in inspiring principles and bringing them back to the company policy on the mission and values of the Company and which can be summarised in:

- environmental protection, considering among its primary objectives the commitment to research and continuous improvement of production processes in compliance with current legislation, environmental needs and common interest, applying the best economically feasible technologies available in order to minimise direct and indirect impact on the environment;
- protection of the health and safety of workers by promoting responsible and safe behaviour and adoption of all safety measures required by technological developments to ensure a safe and healthy working environment, in full compliance with current legislation on prevention and protection.

#### 1.2.2. Compliance with Legislative Decree 231/2001

The Code of Ethics also constitutes an element of the organisation, management and control model pursuant to Legislative Decree 231/01, adopted by the Company in compliance with the Confindustria Guidelines on Organisation, Management and Control Models in compliance with Legislative Decree 231/2001.

The Legislative Decree 8 June 2001, no. 231, provides that the Company can be held responsible for offences committed in its interest or advantage by:

- persons who hold representative, administrative or management functions of the Company (the so-called "top managers");
- persons subject to the management or supervision of one of the top managers.

The Decree establishes in art. 6 that the Company is not liable for the offence committed if it proves (among other things) that it has adopted and effectively implemented models of organisation, management and

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control suitable for preventing offences of the type occurred and that it has entrusted to a Body of the Entity the task of supervising the functioning and compliance with these models.

With the term “Organisation, Management and Control Model” referred to in art. 6, paragraph 1, lett. a) of the Decree, reference is made to a set of rules, the Code of Ethics, to the tools and conduct built on the offence and useful to provide the Company with an effective Organisation, Management and Control system.

#### **1.2.3. Compliance with the corporate policy on the mission and values of the Company**

The principles on which the Code of Ethics is based must also refer to the corporate policy on the mission and values of the Company in relation to the corporate management factors explained in the following paragraphs of this Code.

The Company works to maintain the standards of excellence of the sector in which it operates and constantly strives for continuous improvement to progressively develop its business and increase its visibility and presence on the national and international territory.

The Company works to become a point of reference in its sector, creating value for its *stakeholders* in compliance with ethics, business and social function, contributing to the economic and professional growth of employees and collaborators and transferring elements of economic and civil progress to the Communities in which it operates.

The Company responds with transparency and completeness to the needs of all *stakeholders* and produces wealth for shareholders, financiers and workers in a way that is consistent with its vision as far as the values of responsibility, transparency, trust and respect for people are concerned.

The Code of Ethics is therefore conceived as a “charter of values”, containing the general principles that inform the Company's activities: lawfulness, fairness in relations (with employees, with external contacts and in general with all *stakeholders*), protection of the environment, health and safety in the workplace, transparency and social responsibility.

#### **1.3. Recipients**

All corporate bodies, employees and collaborators of the Company and all those who, for various reasons, act in the name or on behalf and in the interest or advantage of the Company, regardless of the legal qualification of the relationship, must comply with this Code of Ethics. These include collaborators in a broad sense, the Public Administration, Customers, Suppliers of goods and services, the market, political and trade union organisations, the media.

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### 1.4. Ethical Principles

#### 1.4.1. Compliance with laws and regulations

The essential principle of each recipient of the Code of Ethics is compliance with the laws and regulations in force that govern their business.

The Company must ensure an adequate training and continuous awareness programme on compliance with laws and regulations and the Code of Ethics itself.

In general, the recipients undertake to:

- apply employment contracts, to behave fairly towards their collaborators, favouring their professional growth and safeguarding safety in the workplace;
- comply with the requirements of the new Consolidated Law on Safety and to promote its application;
- assume a fair and correct attitude towards customers, suppliers and competitors;
- comply with the environmental legislation in force;
- consider the protection of the environment and the prevention of all forms of pollution a constant commitment;
- maintain relationships inspired by fairness and integrity with the public administration and political parties;
- comply with the application of the specific rules and laws in force, in their specific sector of activity.

#### 1.4.2. Fairness and Honesty

The pursuit of the Company's interest can never justify any conduct contrary to the principles of fairness and honesty.

Gifts and presents of modest value and other ordinary and reasonable entertainment expenses are allowed, provided that their value does not compromise the integrity and ethical-professional correctness of the parties and, in any case, provided that they can be considered usual in relation to the recurrence. Therefore, any form of benefit or gift, received or offered, which may be understood as an instrument aimed at affecting the independence of judgement and conduct of the parties involved, is rejected.

In relations with the Public Administration, gifts and entertainment expenses may be made only within the limits and according to the procedures defined in this document in paragraph 3.4. - "Rules of conduct relating to the Public Administration".

In case of doubt regarding gifts and entertainment expenses, the recipients must inform and contact their direct superior and the Supervisory Body.

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#### **1.4.3. Impartiality**

The recipients of the Code of Ethics, in full compliance with the principle of good faith, operate impartially in the exercise of their activities, working to guarantee the principle of independence of judgement and the absence of any interest, commercial and financial, which may lead to biased conduct, favourable treatment and unequal treatment.

In relations with all counterparties, any form of discrimination based on age, racial and ethnic origin, nationality, political opinions, religious beliefs, sex, sexuality or the state of health of its contacts is prohibited.

In case of doubt regarding the relevant issue, the recipients must inform and contact their direct superior and the Supervisory Body.

#### **1.4.4. Confidentiality**

Each recipient guarantees, in compliance with the provisions of the law, the confidentiality of the information in their possession, even after any withdrawal or exclusion.

Recipients are prohibited from using confidential information for purposes not related to the exercise of their professional activity. In particular, the information, data, knowledge acquired, processed and managed by the recipients in the exercise of their business activity must remain strictly confidential and appropriately protected and cannot be used, communicated or disclosed, both inside and outside the Company, unless in compliance with current legislation and company procedures.

In case of doubt regarding the relevant issue, the recipients must inform and contact their direct superior and the Supervisory Body.

#### **1.4.5. Conflicts of Interest**

In carrying out all activities, each recipient works to avoid running into situations of real or even potential conflict of interest. Among the hypotheses of "conflict of interest", in addition to those defined by the law, we also mean the case in which a subject operates to satisfy an interest other than that of the Company and its *stakeholders*, to gain an advantage for themselves or third parties.

In case of doubt regarding the relevant issue, the recipients must inform and contact their direct superior and the Supervisory Body.

#### **1.4.6. Environmental protection**

The Company, aware of the impact of its activities on the economic and social development and on the quality of life of the reference area, undertakes, in carrying out its business, to safeguard the surrounding

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environment and to contribute to the sustainable development of the territory, guaranteeing management transparency of company activities, with the use of adequate technologies.

In general, all recipients undertake not to damage the environment and to participate and promote initiatives on environmental issues. In order to strengthen the duty of environmental protection, all recipients are obligated to strictly comply with the provisions of the law, with other directives on environmental protection and hygiene and to always behave in a proper and vigilant way. In case of doubt regarding the relevant issue, the recipients must inform and contact their direct superior and the Supervisory Body.

#### **1.4.7. Diligence and good faith**

Each recipient must act loyally and in good faith, complying with the contractually signed obligations and ensuring the required services. Furthermore, each recipient must know and comply with the content of this Code of Ethics, basing their conduct on respect, cooperation and mutual collaboration.

In case of doubt regarding the relevant issue, the recipients must inform and contact their direct superior and the Supervisory Body.

#### **1.4.8. Documentation of the activity**

All activities, actions, transactions and operations of each recipient must be:

- carried out in compliance with current regulations, maximum fairness of management, completeness and transparency of information and both formal and substantive legitimacy, adequate traceability and accountability of the same;
- carried out in compliance with the instructions, procedures and communications given, and within the limits of the proxies received and the budgets approved by the Administrative Body or its Delegates, as well as being legitimate, consistent and congruous.

Recipients who become aware of any omissions, alterations or falsifications of accounting records or related supporting documents are required to promptly inform their superior, or the manager of the competent corporate function as well as the Supervisory Body of the Company.

#### **1.4.9. Competition**

The Company believes in free and fair competition and its actions aim at obtaining competitive results that reward skills, experience and efficiency.

Any action that may alter the conditions of fair competition is contrary to company policy and is forbidden to any person who acts for it.

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The interest of the Company cannot in any case justify a conduct that does not comply with the laws in force and with the rules of this code.

In any communication with the outside world, the information regarding the Company and its activities must be truthful, clear and verifiable.

In case of doubt regarding the relevant issue, the recipients must inform and contact their direct superior and the Supervisory Body.

## **2. PROVISIONS OF LEGISLATIVE DECREE 231/2001**

### **2.1. Premise**

On 8 June 2001, the Italian legislator issued Legislative Decree no. 231 (hereinafter, also referred to as the “Decree”) containing the “Discipline of the administrative liability of legal persons, companies and associations, even without legal personality” (hereinafter, also referred to as “Entities” and, individually, “Entity”).

The Decree introduced into the Italian legal system the principle of the liability of entities for crimes committed, in their interest or to their advantage, by employees and/or other subjects indicated in art. 5 of the Decree itself (e.g. directors, auditors, managers, representatives of the Entity, as well as subjects subject to their management or supervision), unless, among other conditions, the Entity has adopted and effectively implemented a suitable model of organisation, management and control (hereinafter, also referred to as just the “Model”).

### **2.2. What is an “Organisation, Management and Control Model”**

With the term “Organisation and Management Model” referred to in art. 6, paragraph 1, lett. a) of the Decree, reference is made to a set of rules, tools, control protocols and conduct built on the crime event and functional to provide the Company with an effective Organisation, Management and Control system. The purpose of the Model is to be reasonably suitable for identifying and preventing the criminally relevant conduct carried out in favour or in the interest of the Company, by “senior” subjects or subject to their management and/or supervision, or by de facto subjects.

For the details of the constituent elements of the organisation, management and control model, please refer to the specific document adopted by the Company which represents the Company Regulations to all effects.

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#### **2.3. Guidelines drawn up by the Trade Associations and purposes of the Code of Ethics**

For the adoption of a Model compliant with the regulatory provisions, it is necessary to take into account the provisions of the Guidelines drawn up by Confindustria, which identify, among the requirements of an adequate and effective Model, also the development of specific organisational protocols, necessary to guarantee an efficient control system for the activity of the Entity and its employees. Among these protocols, the adoption of a Code of Ethics indicating the general reference principles to which the Entity intends to comply with is relevant.

### **3. RULES OF CONDUCT**

#### **3.1. RULES OF CONDUCT RELATING TO COLLABORATORS**

By Collaborators *in the broad sense* we mean:

- those who perform, even de facto, management, administration or control functions within the company (Directors, Statutory Auditors, Executives, etc.)
- employees, classified according to the regulations and/or provisions of the relevant National Collective Agreements;
- all subjects who, by virtue of a mandate, other contractual relationships of collaboration, conferment of offices or powers and/or other agreements, act in the name and/or on behalf and/or in the interest of the company.

##### **3.1.1. Protection of the person**

The Company recognises the value of human resources, respect for their autonomy and the importance of their participation in business activities.

FARCHIONI S.p.A. undertakes to ensure compliance with the conditions necessary for the existence of a collaborative and non-hostile work environment and to prevent discriminatory behaviour of any kind.

##### **3.1.2. Compliance with laws and protection of resources**

The Company's essential principle is compliance with the laws and regulations in force in all the countries in which it carries out its activity.

Each Collaborator must act with proper care and diligence, in order to always have full knowledge, for the sector under their responsibility, of the rights and obligations of the company deriving from laws, contracts

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or relations with the Public Administration and they must not engage in any conduct that may harm, in any way, the interests of the company.

Each Collaborator will also have the responsibility to guard, preserve and defend the assets and resources of the company that will be entrusted to them in the context of their activity and must use them in their own way and in compliance with social interest.

#### **3.1.3. Fair and transparent conduct**

The Company requires all Collaborators to behave in a proper and transparent way when carrying out their duties, complying with the principles envisaged in the Code of Ethics. Specifically, this behaviour must be expressed in relation to any request made by the shareholders, the Corporate Bodies responsible for the legal control of the accounts and internal control.

The Collaborators, in compliance with their specific competences, on the occasion of checks and inspections by the competent public authorities, must maintain an attitude of maximum availability and collaboration without hindering in any way the functions of the inspection and control bodies.

#### **3.1.4. Personnel selection, management and evaluation**

The activities of selection, hiring, placement, training, remuneration and professional growth, are performed according to objective considerations of the professional and personal characteristics necessary for the performance of the work and the skills demonstrated in the fulfilment of the same, in order to exclude any form of direct or indirect discrimination, based on:

- race, ethnic origin, religion, origin to personal beliefs, handicaps, age and sexual orientation, (in compliance with articles 3 and 4 of Law 977/67 and Legislative Decree 215/2003, 216/2003, 256/2004)
- sex (in compliance with art. 1 of Legislative Decree 198/2006 and art. 1 par. 1 letter B) Legislative Decree 5/2010)
- investigations into political or trade union opinions or facts that are not relevant for the purposes of assessing the skills of the worker (in compliance with art. 8 of Law 300/70)
- investigations by employment agencies and other public and private entities authorised or accredited to carry out employment promotion activities and data processing or pre-selection of workers who may hide discriminatory intent (in compliance with art.10 of Legislative Decree 276/2003)
- pregnancy (in compliance with art. 3 par. 1 of Legislative Decree 151/2001 and art. 2 of Legislative Decree 5/2010)

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The Personnel Research and Selection Manager, within the limits of the available information, adopts appropriate measures to avoid favouritism, nepotism or forms of patronage in the selection and recruitment phases.

The information requested during the selection phase is strictly connected to the verification of the aspects foreseen by the professional and psycho-aptitude profile, respecting the private sphere and the opinions of the candidate.

The Company, in relation to the evaluation of personnel, undertakes to ensure that in its corporate organisation the pre-established annual objectives, both general and individual, are focused on a result that is possible, specific, concrete, measurable and related to the time expected for its achievement.

Any situation of difficulty or conflict with the aforementioned principle must be promptly reported to the Supervisory Body so that it can take any corrective action necessary.

The ethical principles set out here on the subject of personnel selection and management are detailed in Protocol 02 - "Selection, hiring, personnel management, Reimbursement of expenses and entertainment expenses".

#### **3.1.5. Establishment of the employment relationship**

At the establishment of the employment relationship, the Company undertakes to provide each employee with accurate information relating to the employment relationship:

- place of performance, duration, position, level, qualification and duties, duration of the probationary period if any, amount of remuneration, CCNL applied;
- rules and procedures to be adopted in order to avoid conduct contrary to the law, to contracts and company regulations.

This information is presented to the employee so that the acceptance of the assignment is based on an effective understanding and knowledge of the same.

#### **3.1.6. Training of personnel**

In compliance with the principles of "equal opportunities" and "non-discrimination", the Company makes information and training tools available to all employees with the aim of enhancing and increasing the skills of its personnel.

The training can be of an institutional nature, with delivery at certain times in the employee's corporate life (for example, for new hires, introduction to the company and its business, training relating to safety at work, to Legislative Decree 231/01 and related risk prevention) or professional and development training aimed, that is, to strengthen the personnel management system focused on the "value of the person" and the contribution that it can make in terms of skills, flexibility, results and involvement.

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#### **3.1.7. Hygiene, safety and respect for the environment**

The Company aims to maintain the highest levels of hygiene and safety and to guarantee all the necessary prevention measures against accidents and illnesses at work.

All Collaborators must contribute to keeping the work environment in which they work healthy and safe, fully complying with all legal, contractual and company provisions on the subject.

As far as environmental protection is concerned, the Company works in full compliance with all relevant laws and with the best of art and takes all necessary measures to prevent all forms of pollution.

Please refer to Protocol 07 - *“Compliance with occupational safety and health pursuant to Legislative Decree 81/2008”* and Protocol 08 - *“Environmental crimes”* for further details on the organisational and control measures adopted by the Company to minimise risks and prevent the commission of crimes relating to health and safety in the workplace and environmental crimes.

#### **3.1.8. Finance, administration and control**

In the preparation of accounting documents and data, in reports or other corporate communications required by law and addressed to shareholders and the public, as well as in any registration relating to the administration, Collaborators must comply with the most rigorous principles of transparency, fairness and truthfulness.

In particular, all Collaborators called to elaborate and draft the aforementioned documents are required to verify, each for the parts of their respective competence, the correctness of the data and information processed in order to guarantee the correctness and truthfulness of the aforementioned deeds.

Each accounting entry must reflect exactly what is described in the supporting documentation which must be complete and verifiable.

Protocol 04 - *“Cycle for the drafting of the financial statements, of the budget and management of extraordinary corporate transactions”* refers to these behavioural principles in defining the process of preparing the financial statements, the budget and extraordinary corporate transactions and the methods of management of corporate obligations.

The procurement and disbursement of financial resources, as well as their administration and control, must always comply with the approval and authorisation procedures of the company, as defined by Protocol 04 - *“Cycle for the drafting of the financial statements, of the budget and management of extraordinary corporate transactions”*

#### **3.1.9. Conflict of interest**

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Each collaborator in a broad sense must ensure that every decision taken in their area of activity is taken in the interest of the Company and complies with the plans and guidelines of the corporate bodies. Therefore, any situation of conflict of interest between personal or family economic activities and corporate duties held must be avoided.

By way of example, the following situations may lead to a conflict of interest:

- the existence - evident or hidden - of economic and financial interests of the personnel and/or their respective families in the activities of suppliers;
- the use of information acquired in carrying out work activities for one's own benefit or that of third parties in contrast with the interests of the Company;
- carrying out work activities of any kind (work and intellectual performance), with customers, suppliers, third parties in contrast with the interests of the Company;
- the acceptance of money or other utility or benefit, by anyone other than the Company, for the implementation of an act of their office or contrary to official duties;
- the acceptance of gifts, gratuities, hospitality or other advantages, unless the value of the same does not exceed the limits attributable to normal relations of courtesy and of modest value, proper in relation to the recurrence; this rule also applies in those countries where offering gifts of high value is customary;
- the abuse of one's functional position for the fulfilment of interests conflicting with those of the Company;
- the conclusion, completion or initiation of negotiations and/or contracts in the name and/or on behalf of the Company, which have family members as their counterpart.

Before accepting a consulting, management, administration or other assignment in favour of a person other than the Company, such as to be in potential conflict with the interests of the same, each employee is required to notify their manager who, in turn, is obligated to report to the Supervisory Body the actions taken to exclude the incidence of the conflict of interest on corporate management.

#### **3.1.10. Gifts and benefits**

Acts of commercial courtesy, such as gifts or forms of hospitality, are allowed, provided that they are previously and duly authorised, of modest value, and in any case cannot be interpreted, by an impartial observer, as aimed at gaining an advantage, even non-economic, contrary to mandatory laws, regulations and principles of this Code.

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Offering, directly or indirectly, gifts and benefits (money, objects, services, services, favours or other benefits) not directly attributable to normal courtesy relations to third parties, individuals or representatives of the Public Administration, is not allowed.

In particular, Collaborators are required not to make or refuse payments that may lead to unlawful conduct in violation of laws, regulations and the principles of this Code.

#### **3.1.11. Protection of privacy**

The Company protects the privacy of its Collaborators in compliance with the relevant regulations in force, undertaking not to communicate or disseminate, without prejudice to legal obligations, the related personal data without the prior consent of the data subject.

The acquisition, processing and storage of this information takes place within specific procedures aimed at ensuring full compliance with the rules for the protection of privacy.

#### **3.1.12. Information obligations**

All Collaborators are required to promptly and confidentially report to their department manager and/or to the Supervisory Body any news of which they become aware when performing of their work activities, regarding violations of legal regulations, of the Model, of the Code of Ethics or of other company provisions that may, in any capacity, involve the Company.

Function managers must supervise the work of their employees and must constantly and promptly inform the Supervisory Body.

#### **3.1.13. Whistleblowing**

FARCHIONI S.p.A. promotes the prevention and verification of any illegal conduct or, in any case, contrary to the Code of Ethics and Conduct. The Company encourages Recipients to promptly report to the Supervisory Body any illegal conduct or, in any case, conducts contrary to the Code of Ethics and of Conduct, of which they become aware due to their relations with the Company. Apart from cases of liability due to calumny or defamation, or for the same reason in compliance with article 2043 of the Italian Civil Code, the Recipient who reports in good faith to the Supervisory Body any illegal conduct or, in any case, conducts contrary to the Code of Ethics and of Conduct, which they know due to their relations with the Company, cannot be sanctioned.

No form of retaliation or discriminatory measures, direct or indirect, having effects on the working conditions for reasons directly or indirectly connected to the complaint is not allowed or tolerated towards Collaborators who make reports in the context of the whistleblowing system introduced by the Company.

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To this end, discriminatory measures are understood to be unjustified disciplinary actions, harassment in the workplace and any other form of retaliation that results in intolerable working conditions.

Any form of abuse of the whistleblowing system, carried out through manifestly opportunistic reports and/or made for the sole purpose of damaging the accused or other subjects, as well as through improper use or intentional exploitation of the institution, is also prohibited.

The Company, in order to ensure the effectiveness of the whistleblowing system, has regulated in Protocol 15 - *“Reports and periodic information flows to the Supervisory Body”* the reports from employees, directors and members of the corporate bodies, all of whom know of the existence of specific communication channels which allow them to submit any report based on precise and consistent factual elements, with the guarantee, also through IT methods, of the confidentiality of the identity of the whistleblower.

Specifically, all relevant reports pursuant to the Decree will be addressed to the Supervisory Body appointed by the Company which - after evaluating their validity - will forward them to the competent subjects on the matter. For this purpose, and to ensure the protection of the confidentiality of the whistleblower and the reported person, the Company has set up a special e-mail box: [whistleblowing@farchioni.com](mailto:whistleblowing@farchioni.com)

### 3.2. RULES OF CONDUCT RELATING TO SUPPLIERS OF GOODS AND SERVICES

#### 3.2.1. Supplier selection criteria

The supplier selection process takes place according to principles of correctness, cost-effectiveness, quality and lawfulness, on the basis of objective assessments aimed at protecting the commercial and industrial interests of the Company and, in any case, at creating greater value for it.

The adherence by the Supplier to this Code, as well as their compliance with current regulations, also in relation to the management of relations with the Public Administration, constitutes a necessary condition for the initiation or continuation of the negotiation relationship.

Protocol 13 - *“Procurement”* and Protocol 03 - *“Management of consultancy and assignment of professional assignments to third parties”*, to which reference is made, regulate the activities of selection and qualification of suppliers/consultants, bargaining, purchasing and relationship management, identifying specific responsibilities, organisational and control safeguards and appropriate information flows towards the voluntary organisation.

#### 3.2.2. Lawfulness and fairness of negotiations

Collaborators who make any purchase of goods and/or services must always act in compliance with the principles of fairness, cost-effectiveness, quality and lawfulness, working with the proper diligence, in

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compliance with Protocol 13 - *“Procurement”* and Protocol 03 - *“Management of consultancy and assignment of professional assignments to third parties”*.

The company sets up commercial relations and contracts with its Suppliers in a fair, complete and transparent way, trying to foresee the circumstances that may significantly affect the relationship established.

Suppliers must be informed of the adoption by the Company of the Model in compliance with Legislative Decree 231/01 and of this Code of Ethics, whose knowledge and observance constitutes an express contractual obligation. In carrying out commercial relations, on the basis of public and/or available information, the Company undertakes:

- not to have relationships with subjects involved in illegal activities, in particular connected with the offences envisaged by Legislative Decree 231/2001 (e.g.: arms and drug trafficking, money laundering, terrorism, etc.) and, in any case, with subjects lacking the necessary requisites of seriousness and commercial reliability;
- not to establish financial and commercial relationships with subjects who, even indirectly, hinder human development and contribute to violating the fundamental rights of the person, as well as in general all the principles set out in this Code of Ethics;
- avoid transactions with companies that violate health and safety regulations in the workplace and/or standards and laws on environmental protection.

The remuneration to be paid to the Suppliers must be exclusively proportionate with the service indicated in the contract and payments cannot be made to a person other than the contractual party or in a country other than that of the contractual parties.

#### **3.2.3. Gifts and other benefits received from suppliers**

Employees must avoid receiving directly or indirectly (e.g. through members of their family, friends, acquaintances):

- money or other utility or benefit from anyone other than the Company for the implementation of an act of their office or contrary to official duties;
- gifts, hospitality, or other advantages, unless the value of the same does not exceed the limits attributable to normal relations of courtesy and of modest value, proper in relation to the recurrence

### **3.3. RULES OF CONDUCT RELATING TO CUSTOMERS**

The Company pursues its business success on the markets by offering quality products and services at competitive conditions and in compliance with all the rules set up to protect fair competition.

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The Company acknowledges that the appreciation of those who request products or services is of primary importance for its business success. Commercial policies are aimed at ensuring the quality of goods and services, safety and compliance with the precautionary principle.

The Company's collaborators are therefore obligated to:

- comply with internal procedures for managing relationships with customers;
- provide, with efficiency and courtesy, within the limits of the contractual provisions, high quality services that meet the reasonable expectations and needs of customers;
- provide accurate and comprehensive information on products and services and be truthful in advertising or other communications, so that customers can make informed decisions.

Protocol 10 - *“Commercial, marketing and product development”*, to which reference is made, governs the research activities, selection of commercial partners and management of the related relationships, identifying specific responsibilities, organisational and control measures and appropriate information flows towards the voluntary organisation.

#### 3.4. RULES OF CONDUCT RELATING TO THE PUBLIC ADMINISTRATION

The Company inspires and adapts its conduct to respect the principles of legality, fairness and transparency, in order not to lead the Public Administration to violate the principles of impartiality and good performance to which it is required.

The concept of Public Administration, in criminal law, is understood in a broad sense, including the entire activity of the State and other public entities.

The term “Public Administration” includes the following definitions:

##### A. Public Official

Art. 357 c.p. defines a *“Public Official”* as someone who *“exercises a legislative, judicial or administrative public function. The administrative function governed by rules of public law<sup>1</sup> and by authoritative acts and characterised by the formation and manifestation of the will of the Public Administration or by its development by means of authoritative<sup>2</sup> or certification powers<sup>3</sup> is public”*.

By way of example, the members of state and territorial administrations, members of supranational administrations (for example of the European Union), administrators of economic public entities, judges,

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<sup>1</sup> *“Public law rules”* are rules that aim at pursuing a public purpose and at protecting a public interest.

<sup>2</sup> The *“authoritative power”* is the power that allows the P.A. to attain its purposes by means of real commands, with respect to which the private individual is in a position of subjection. This is the activity in which the so-called ruling power, which includes both the powers of coercion (arrest, search, etc.) and of contesting violations of the law (ascertaining fines, etc.), and the powers of hierarchical supremacy within public offices.

<sup>3</sup> The *“certifying power”* is what gives the certifier the power to certify a proving fact until proven to be false.

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judicial officers, auxiliary bodies of Administration of Justice (for example, bankruptcy trustees), members of the Police and Finance Police, the NAS [Anti-adulteration Carabinieri Unit], etc.

#### B. Public Service Officer

Art. 358 c.p. Defines a “*Person in charge of a public service*” as someone who “*for any reason*”<sup>4</sup> provides a *public service*<sup>5</sup>.

By way of example, the employees of the cash office of a public entity, the employees of ASL, INAIL, INPS, as well as employees of private entities performing public services can be considered as persons in charge of public service.

The quality of a person in charge of public service has been acknowledged, for example, by the jurisprudence: to the debt collectors of a gas supply concessionary company; to all employees of public entities who collaborate with public officials in the work they carry out; to the cemetery caretaker; to the security guard driving a security van.

On the other hand, the following are not considered persons in charge of a public service: employees of banking institutions, who carry out an entrepreneurial activity of a private nature.

The ethical principles defined in this Code of Ethics with reference to the relations maintained by the Company with the Public Administration are set out in specific organisational and control measures in Protocol 01 - “*Relations with the Public Administration*” to which reference is made.

#### **3.4.1. Lawfulness, correctness and transparency in the relationship with the Public Administration**

In the context of any relationship with the Italian and/or foreign Public Administration, behaviours aimed at illegitimately influencing the decisions of Public Officials or Public Service Officers, in order to make the company obtain an undue or illegal profit or advantage, are not allowed for any reason whatsoever.

Consequently, in such relationships the following actions cannot be taken - directly or indirectly:

- propose - in any way - employment and/or commercial opportunities that may benefit Public Officials and/or Public Service Officers or their relatives and relatives by marriage;
- offer gifts, unless they are of modest amount and in compliance with the company authorisation process;

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<sup>4</sup> “*For any reason*” means that a person exercises a public function, looking after public interests or the satisfaction of needs of general interest subject to the supervision of a public authority, even without a formal or regular investiture (in charge of a public “*de facto*” service). In fact, the relationship between the P.A. and the person who carries out the service is not included. Therefore, even a private individual or the employee of a private company can be qualified as a public service officer when they carry out activities aimed at pursuing a public purpose and protecting a public interest.

<sup>5</sup> By “*Public Service*” we mean an activity governed by public law and authoritative acts, but characterised by the lack of authoritative and certification powers.

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- solicit or obtain confidential information that may compromise the integrity or reputation of both parties;
- perform any other act aimed at inducing public officials, both Italian and foreign, to do or omit to do something in violation of the laws of the legal system to which they belong;
- abuse of one's position or powers to induce or force someone to unduly promise money or other benefits to oneself or to others;
- Exploit or boast existing or alleged relationships with a Public Official or a Public Service Representative in order to obtain the illicit promise or payment of money or other benefits.

The objective of guaranteeing the independence and autonomy of the representatives authorised to maintain relations with the Public Administration is also pursued through the choice of subjects who are not in situations of conflict with the representatives of the institutions themselves, both direct and indirect. In fact, by virtue of the introduction of art. 319-quater of the Criminal Code as part of the offences envisaged by Legislative Decree 231/01, it is necessary that the Company guarantees the independence of its delegates also in relation to situations of potential psychological conditioning or moral pressure (persuasion, obstruction, wrongful silence) that may induce the private individual to give or promise the undue payment which may result in an undue or illegal interest and/or advantage for each Company.

#### **3.4.2. Gifts and benefits**

The Company condemns any behaviour, by anyone, consisting in promising or offering directly or indirectly gifts and benefits (money, objects, discounts, services, favours or other benefits) to Italian or foreign Public Officials and/or Public Service Officers, or their relatives, from which an undue or illegal interest and/or advantage may be obtained. Such behaviours are deemed acts of corruption by anyone adopting them.

Specifically, it is forbidden to promise and/or offer any gift and/or benefit in order to:

- obtain more favourable treatment in relation to any relationship with the Italian or foreign Public Administration;
- induce Public Officials/Public Service Officers, either Italian or foreign, to use their influence on other subjects belonging to the Italian or foreign Public Administration.

Gifts or acts of courtesy and hospitality to representatives of the Public Administration are allowed only to the extent that their modest value does not compromise the integrity, independence and reputation of one of the parties. In any case, this type of activity must be properly authorised and documented.

#### **3.4.3. Collaboration and business relationships**

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It is allowed to start or have business relationships (economic and/or financial) with employees or former employees of the Italian or foreign Public Administration, or their relatives and relatives by marriage, only if such relationships are explicitly and previously brought to the attention of the Supervisory Body and evaluated by it both in the recruitment phase and in the definition of business relationships.

#### **3.4.4. Funding, contributions and grants**

It is forbidden to allocate contributions, subsidies or loans obtained by the State or other public entity or by the European Communities, even of modest value and/or amount, for purposes other than those for which they were potentially granted.

The Company condemns the conduct aimed at obtaining, from the State, the European Community or other national and foreign public entity, any type of contribution, loan, soft loan or other disbursement of the same type, by means of declarations and/or documents altered or falsified for the purpose, or through omitted information or, more generally, through tricks or deceptions, including those carried out by means of an IT or online system, aimed at misleading the providing entity.

Protocol 06 - "*Public funding*" to which reference is made, governs the management of relations with the representatives of the Public Administration in order to obtain contributions, grants, loans or facilities from the state, or other public entity, or from the European Union.

#### **3.4.5. Conflict of interest**

The Company may not be represented in relations with the Italian or foreign Public Administration by persons who may find themselves in any situation of conflict of interest.

In this regard, all employees in a broad sense are required to communicate to their superiors the existence of conflicts of interest with Italian or foreign Public Administrations, and to refrain from carrying out or participating in behaviours that may harm the Company or third parties or even compromise its image.

Appropriate communication regarding the existence of situations of conflict of interest must also be addressed to the Supervisory Body, together with the actions taken to exclude the impact of the conflict itself on corporate management.

#### **3.4.6. IT system**

The Company prohibits in any way altering the functioning of an IT or online system or illegally intervening in any way on the data, information and programmes contained therein or related to it. The ban is reinforced if the State or a public entity is damaged.

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Please refer to Protocol 09 - *“Computer crimes, unlawful data processing and copyright infringement”* for more details on the principles of conduct and control provided by the Company in the context of the relevant activities.

#### **3.4.7. Participation in legal proceedings**

In the event of participation in legal proceedings, the Company undertakes to follow the legal proceedings correctly, in compliance with the law, the rules contained in this Code of Ethics, in the Organisation, management and control model and internal procedures.

In particular, during judicial proceedings in which the Company is a party, employees, members of corporate bodies and collaborators are not allowed to:

- promise/give to a Public Official (e.g. magistrate, chancellor or other officer), for them or for a third party, an undue remuneration in money or other benefits in exchange for an act of their office in order to obtain an advantage for the Company in legal proceedings;
- promise/give to a Public Official (e.g. magistrate, chancellor or other officer), for them or for a third party, a sum of money or other benefit in order to make them omit/delay an act of their office or to make them perform an act contrary to official duties in order to obtain an advantage for the Company in the judicial proceeding;
- to mislead the State/other public entity by means of tricks or deceptions in order to obtain an advantage for the Company in the judicial proceeding;
- alter the functioning of an IT/online system or intervene without right and in any way on data/information/programmes contained in an IT/online system or pertinent to it in order to obtain an advantage for the Company in the judicial proceedings.

Please refer to Protocol 01 - *“Relations with the Public Administration”* and Protocol 14 - *“Offences with the purpose of Terrorism, Organised Crime Offences, Transnational Offences and Persuasion not to make declarations or to make false declarations to the judicial authorities”* for more details about the principles of conduct and control envisaged by the Company in the context of these activities.

#### **3.5. RULES OF CONDUCT RELATING TO OTHER CONTACTS**

In addition to the interlocutors already considered, the Company relates to other subjects or entities in relation to which it has defined the following conducts.

##### **3.5.1. Market**

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The Company is in favour of guaranteeing maximum competitiveness on the market and, therefore, its commercial policy is developed in full compliance with all laws and regulations in force *at the time* in the field of competition.

The Company guarantees compliance with the laws regarding competition and consumer rights, undertaking not to sign formal or informal agreements with competitors in the event that these prevent the determination of prices based on standard competitive practices.

#### **3.5.2. Political and trade union organisations**

Relations with political and trade union organisations are reserved for corporate functions authorised to establish and manage such relationships on the basis of the corporate tasks assigned and the provisions of the service orders and procedures in force *at the time*.

#### **3.5.3. Information bodies**

The information relating to the Company and directed to the mass media may only be disclosed by the corporate functions delegated to do so, in compliance with the protocols and procedures in force. Collaborators, if they are required to provide information or give interviews, must notify the competent function and receive a specific and prior authorisation. In any case, the external communication of data or information must be truthful, transparent and must homogeneously reflect the image and strategies adopted by the Company.

### **3.6. RULES OF CONDUCT RELATING TO FINANCIAL STATEMENTS (CORPORATE OFFENCES)**

The Company condemns any conduct aimed at altering the correctness and truthfulness of the data and information contained in financial statements, reports or other corporate communications required by law and addressed to shareholders and the public.

All persons who must draw up the aforementioned documents are required to verify, with due diligence, the correctness of the data and information that will then be implemented for the drafting of the aforementioned documents.

The Company adopts accounting - administrative procedures suitable for ensuring easy and immediate control for the following purposes:

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- compliance with the “Accounting Principles” issued by the specific Commissions of the National Board of Accountants and Auditors, as well as with international accounting standards;
- registration of letters, faxes, e-mails and any other document, in order to make them immediately linked to the communications or balance sheet items to which they refer;
- compliance, by the subjects delegated to specific functions, with the content referred to in their delegations and/or powers of attorney.

The bodies responsible for drafting the financial statements and corporate communications must carry out their activities in compliance with the procedures provided for by the model, inspiring their work to the principles of fairness and good faith, or acting with due diligence. They must also avoid situations of conflict of interest, even if only potential, in the performance of the functions delegated to them.

It is forbidden to engage in any conduct aimed at causing damage to the integrity of the corporate assets.

It is forbidden to carry out any act, simulated or fraudulent, aimed at influencing the will of the members of the shareholders' meeting to obtain the irregular formation of a majority and/or a different resolution.

All the phases inherent to the meeting, such as the convening and filing of any document deemed suitable for the shareholders to take the resolution, must be scrupulously checked.

It is forbidden to spread false news both inside and outside the Company, concerning the Company itself, its employees, collaborators and third parties who work for it. Directors, managers, collaborators and employees are required to keep confidential the information and documents acquired in the performance of their functions and not to use them for their own benefit.

The subjects appointed to transmit documents and information, on the occasion of checks and inspections by the competent public authorities, must behave in good faith and fairness, being required to carry out their duties with the same diligence as an agent. They must also maintain an attitude of maximum availability and collaboration towards the inspection and control bodies.

It is forbidden to obstruct in any way the functions of the public supervisory authorities that come into contact with the Company due to their institutional functions.

The ethical rules defined in this Code of Ethics with reference to conduct potentially suitable for committing corporate crimes, are set out in operating procedures and related control tools in Protocol 04 - “*Cycle for the drafting of the financial statements, of the budget and management of extraordinary corporate transactions*” and in Protocol 05 - “*Monetary and financial flows*” to which reference is made.

#### **3.6.1. Corruption in the private sector**

In full compliance with the principles set out above, the Company undertakes to prevent and hinder any form of *maladministration* connected to a phenomenon of deviation from good corporate performance. To

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this end, the Company, in full compliance with the provisions of art. 2635 of the Italian Civil Code, entitled “*Corruption in the private sector*”, and with art. 2635-bis of the Italian Civil Code, entitled “*Incitement to corruption in the private sector*”, pursuant to art. 25-ter letter s-bis of Legislative Decree 231/01, condemns any behaviour aimed at altering the correctness and transparency of commercial relations between companies and, in particular, prohibits Recipients from giving or promising money or other benefits, to directors, general managers, managers in charge of drafting the company’s accounting documents, statutory auditors and liquidators of other companies or private entities, so that they may carry out or neglect duties, in violation of the obligations inherent in their office or the obligations of loyalty, in order to obtain an advantage for the Company. The incriminating *ratio* of the law must be recognised in the need to repress the forms of *maladministration* connected to a phenomenon of deviation of the good corporate performance (e.g. the Sales Agent gives or promises money or other benefits to the Purchasing Officer of another company so that they chooses their company as a supplier, charging the cost of the utility or money given or promised on the price).

Please refer to Protocol 11 - “*Corruption in the private sector*” for more details on the principles of conduct and control provided by the Company in the context of the sensitive activities.

#### **3.6.2. Correctness of operations**

All operations and transactions, understood in the broadest sense of the term, must be authorised and recorded in compliance with the principles of correctness, honesty and impartiality. The Collaborators of the Company are required to operate with due diligence in order to ensure that the activities carried out are supported by the authorisation procedures and by documentary and/or IT evidence.

The Company promotes the principle of correct conduct in business activities. Any conduct that, even with the possible collaboration of third parties, favours money laundering, receiving of stolen goods, use of goods or utilities of illicit origin and self laundering, both nationally and internationally, are prohibited.

#### **3.6.3. Methods of collection and payment**

Collections and payments must be made, where possible, preferably through bank receipts and/or bank checks, and collections and payments made with cash must always be documented, in compliance with Protocol 04 - “*Cycle for the drafting of the financial statements, of the budget and management of extraordinary corporate transactions*” and in Protocol 05 - “*Monetary and financial flows*” adopted by the Company.

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#### 3.7. RULES OF CONDUCT REGARDING HEALTH AND SAFETY IN THE WORKPLACE AND ENVIRONMENTAL PROTECTION

##### 3.7.1. Health and Safety in the workplace

The Company guarantees its employees and collaborators that they will carry out their activities in work environments suitable for safeguarding their health, safety and physical and moral integrity, in accordance with the laws and regulations in force. For this reason, it promotes responsible and safe behaviour and adopts all the safety measures required by technological evolution to guarantee a safe and healthy working environment, for the specific purpose of preventing the crimes of manslaughter and serious or very serious personal injury committed in violation of the accident prevention regulations and the protection of hygiene and health at work.

Therefore, the Company provides for the fulfilment of all legal obligations provided for by Legislative Decree 81/2008 art. 30 (Consolidated Law on Safety). In this regard, the Company can boast the certification of its safety management system in accordance with the UNI EN ISO 45001:2018 standard.

With this in mind, the Company guarantees the preparation of functions that ensure the technical skills and powers necessary for the verification, assessment, management and control of risk.

It is set forth that employees, consultants and collaborators are prohibited from behaving in such a way that, taken individually or collectively, may directly or indirectly integrate the types of offence referred to in art. 25-*septies* of the Decree.

Specifically, the Company undertakes to:

- implement every suitable initiative for the prevention and minimisation of risks to the health and personal safety of employees and third parties who work for the Company;
- provide for constant adaptation to legislation on Health and Safety;
- develop training and information programmes for employees to promote their accountability and awareness in the matter of Health and Safety;
- monitor the effective application of company procedures regarding the protection of health and safety in the workplace;
- promote information and awareness-raising activities aimed at external companies which may be entrusted with works/service contracts, to allow them to adopt suitable behaviours in the field of Health and Safety in the workplace;
- ensure compliance with the legislation on work organisation, with particular reference to working times, daily and weekly rest times for employees.

Anyone who finds any deficiency or inadequacy of the work places and equipment, or of the protective devices made available to the Company, or any other dangerous situation connected to health and safety

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at work, is required to provide suitable and timely notification to the responsible subjects (RSPP, RLS, Executives and Supervisors) and/or the Supervisory Body.

The aforementioned principles of behaviour are set out in operating procedures and control instruments in Protocol 07 - *“Compliance with occupational safety and health pursuant to Legislative Decree 81/2008”* in order to prevent the commission of offences relating to health and safety in the workplace, to which reference is made.

#### **3.7.2. Environmental protection**

The Company, in carrying out its activities, without prejudice to compliance with the specific applicable legislation, adopts suitable measures to preserve the environment and the community, promoting the development of activities in line with this objective and taking action to raise awareness, also through provisions contained in Protocol 08 - *“Environmental crimes”* adopted by the Company, to which reference is made.

The assumption of the Company's environmental policy is expressed by the belief that the environment is a common good to be safeguarded. In this regard, the Company can boast the certification of its environmental management system in compliance with the UNI EN ISO 14001:2015 standard.

The Company guarantees transparent management of environmental aspects, the active participation of all employees and constant monitoring of business processes, as well as the identification of industrial solutions with a lower environmental impact.

Collaborators, in carrying out their daily work, are required to pay attention to sustainably consume paper, water and energy, as well as to comply with the provisions relating to waste separation.

In order to strengthen the duty of environmental protection, the Company scrupulously complies with the requirements of the law, other directives on environmental protection and hygiene and is committed to always maintaining correct and vigilant behaviour.

The Company attributes environmental responsibility to figures with suitable technical skills.

The Company undertakes to train its collaborators so that they are aware of the environmental aspects and impacts associated with their activities and to reduce the effects of their actions, in compliance with the provisions of company procedures.

The Company manages its activities by pursuing excellence in the field of environmental protection, with the aim of continuously improving its performance.

The Company, fully aware of the impact of its activities on economic and social development and on the quality of life of the reference area, undertakes to:

- implement a preventive approach in managing environmental impacts;

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- implement appropriate maintenance activities on plants and equipment, optimising the use of raw materials and energy, trying to reduce consumption and emissions, minimising negative effects on the environment and risks to health and safety in the workplace;
- pursue the improvement of environmental performance through the correct use of natural resources, promoting energy saving and the use of alternative sources;
- guaranteeing the monitoring of company processes, periodically reviewing them in the light of new information available and guaranteeing the traceability of the performed checks;
- use innovative and environmentally friendly equipment for the provision of efficient and technologically advanced services.

The Company implements a periodic identification and assessment of specific risks connected with the management of environmental aspects, such as, for example, the management and assessment of suppliers.

In order to strengthen the duty of environmental protection, the Company scrupulously complies with the requirements of the law, other directives on environmental protection and hygiene and is committed to always maintaining correct and vigilant behaviour.

### **3.8. RULES OF CONDUCT RELATING TO CRIMES AGAINST PUBLIC TRUST**

All those who, in carrying out the duties assigned to them within the Entity, make and/or receive cash payments must comply with the provisions of the internal procedures.

In the event that they receive coins or banknotes whose authenticity is doubtful, they must immediately notify the corporate bodies in charge, which will report it to the competent authorities and, possibly, to the Supervisory Body, if it is deemed appropriate to ascertain whether the fact can be ascribed to any violation of the Company's procedures.

The same behaviour must also be applied to those who, even if only casually, become aware of harmful behaviour for the company during the performance of their activity within the Company.

### **3.9. RULES OF CONDUCT RELATING TO COMPUTER CRIMES AND ILLEGAL DATA PROCESSING**

The Company adopts suitable measures to ensure the correct use of IT or online services, in order to guarantee the integrity and authenticity of the data processed, to protect the interests of the Company and third parties, with particular reference to public authorities and institutions.

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To this end, the Company undertakes to ensure that access to digital and IT data occurs in full compliance with the regulations in force in order to guarantee the confidentiality of the information and ensure that the data is processed exclusively by expressly authorised subjects. With respect to the use of computer systems, each employee is responsible for the safety of the systems used and is subject to the regulatory provisions in force and the conditions of the license agreements.

Except as provided for by civil and criminal laws, the use of network connections for purposes other than those relating to the employment relationship is part of the improper use of company assets and resources. Employees, members of corporate bodies and collaborators undertake not to use, for private interests or purposes, the goods or computer equipment as well as any other information they have for office reasons. It is therefore forbidden and completely unrelated to the Company an improper use of IT tools from which behaviours involving unauthorised access to an IT or digital system of third parties, interception, impediment or illicit interruption of IT or digital communications, damage to information, data and private computer programmes or even used by the State or other public entity or in any case of public utility and the damage to computer or digital systems, both private and of public utility, may derive.

Furthermore, the illegal possession and dissemination of access codes to IT or online systems, the dissemination of equipment, devices or IT programmes aimed at damaging or interrupting an IT or online system, as well as the installation of equipment designed to intercept, prevent or interrupt IT or online communications.

The ethical principles herein constitute the foundation on which the contents of Protocol 09 - *“Computer crimes, unlawful data processing and copyright infringement”* issued by the Company to regulate roles, responsibilities and controls on the subject are based.

#### **3.10. RULES OF CONDUCT RELATING TO CRIMES AGAINST INDUSTRY AND TRADE AND THE PROTECTION OF COPYRIGHT**

The Company undertakes to ensure compliance with the legislation on the protection of the fairness of trade.

The Company's essential principle is compliance with the prohibition imposed by law on the marketing of products which, due to their origin, provenance, quality or quantity, are different from those declared or agreed, or which are not unadulterated.

Farchioni olii S.p.A. also undertakes not to use and market products bearing a mark on the origin, provenance and composition of the altered or counterfeit product (labelling).

The Company also undertakes to ensure compliance with the legislation on the protection of trademarks, patents, industrial designs and other distinctive signs, as well as compliance with current copyright laws.

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The Company also undertakes not to use works protected by the rights of others in the absence of appropriate permission from the author.

The Company declines the following ethical principles in operating procedures and related control measures, as regulated in Protocol 09 - *“Computer crimes, unlawful data processing and copyright infringement*, in Protocol 10 - *“Commercial, marketing and product development”* and in Protocol 13 - *“Procurement”*.

#### **3.11. RULES OF CONDUCT RELATING TO CRIMES OF TERRORISM, RECEIVING STOLEN GOODS, MONEY LAUNDERING, SELF LAUNDERING AND OFFENCES AGAINST THE INDIVIDUAL**

The Company gives considerable importance and value to the principles of democratic order and free political determination. For this reason, it condemns the use of its resources for financing and carrying out any activity aimed at achieving terrorist objectives or subversion of the democratic order.

The Company hinders any conduct that may constitute or be connected to transnational crimes relating to criminal association, including mafia, money laundering, self laundering, receiving stolen goods and the use of money, goods and other benefits of illicit origin.

In particular, the Company undertakes to:

- check the regularity of payments to all counterparties, including by verifying the correspondence between the person to whom the order is made out and the person who collects the relative sums;
- verify that all necessary information is requested and obtained with reference to the commercial/professional reliability of suppliers, consultants and partners.

The Company also recognises the protection of personal safety, freedom and individual personality as a primary value. Therefore, within the framework of current legislation, it undertakes to adopt the most appropriate control and supervisory measures in order to prevent any possible behaviour aimed at the commission of offences against the individual.

Any employee or collaborator who, in carrying out their business, becomes aware of the commission of acts or behaviours from those listed above, is required to promptly inform their superiors and the Supervisory Body.

The ethical principles illustrated here constitute the foundation on which the contents of Protocol 14 are based - *“Offences with the purpose of Terrorism, Organised Crime Offences and Persuasion not to make declarations or to make false declarations to the judicial authorities”* issued by the Company to regulate roles, responsibilities and controls on the subject.

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#### 4. RULES OF CONDUCT RELATING TO COMPLIANCE WITH BANS

The Company undertakes to transmit to its employees and collaborators the ethical principles that must guide their activities even in the event that the Company has been the subject of a judicial proceeding at the end of which its liability has been ascertained pursuant to Legislative Decree 231/2001.

Should, in fact, the administrative responsibility of the Company be recognised such as to justify the imposition of one of the bans envisaged by the decree in articles 13 et seq., the obligation to comply with the principle of compliance with bans envisaged by art. 23<sup>6</sup> of Legislative Decree 231/2001 is placed at the expense of all the Recipients of this Code of Conduct, as well as identified in the paragraphs above.

Therefore, the Company condemns any commissive or omissive conduct put in place by subjects engaged (for various reasons) in the performance of the company, such as to cause the violation of the obligations deriving from the ban possibly imposed on the entity following the assessment of the administrative responsibility.

If a disqualification sanction is imposed on the Company in compliance with Articles 13 et seq. Of Legislative Decree 231/2001, the same undertakes to provide complete and timely information to the Supervisory Body and to all Executives, as well as to all corporate subjects in order to ensure compliance with the ban.

#### 5. METHOD OF IMPLEMENTATION, CONTROL AND SANCTIONS

##### 5.1. The Supervisory Body

The Code of Ethics represents a non-derogable general principle of the organisation, management and control model adopted by the Company. The entity responsible for supervising the correct and timely application of the Model as well as compliance with the principles of this Code of Ethics is therefore the Supervisory Body, which coordinates appropriately with the competent bodies and functions of the Company.

The Supervisory Body in the exercise of its functions has free access to company data and information useful for carrying out its activities.

The corporate bodies and their members, employees, consultants, collaborators and third parties acting on behalf of the Company, are required to collaborate fully in favouring the performance of the functions of the Supervisory Body.

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<sup>6</sup> "Anyone who, in carrying out the activity of the entity to which a sanction or an precautionary ban has been applied, breaches the obligations or prohibitions inherent to such sanctions or measures, is punished with imprisonment from six months to three years, in the case referred to in paragraph 1, a pecuniary administrative sanction from two hundred to six hundred quotas is applied to the entity in whose interest or to the advantage of which the crime was committed, and the confiscation of the profit, pursuant to article 19.

If the entity has made a significant profit from the offence referred to in paragraph 1, bans are applied, even different from those previously imposed".

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#### 5.2. Compliance with the code and reports

The corporate bodies and their members, employees, consultants, collaborators and third parties acting on behalf of the Company are required to promptly report to the Supervisory Body:

- any violation or persuasion to violate laws or regulations, the provisions of this Code of Ethics, internal procedures and the components of the Model;
- any irregularity or negligence in keeping the accounts, in the filing of the related documentation, in the fulfilment of accounting or internal management reporting obligations;
- any request for clarification on the evaluation of the correctness of one's own or others' conduct, as well as possible shortcomings of this Code of Ethics or proposals for modification and/or integration of the Code of Ethics itself.

The Company, in order to facilitate reporting to the Supervisory Body by persons who become aware of violations, even potential ones, of the Model activates the following dedicated communication channels:

- e-mail address: [odv@farchioni.com](mailto:odv@farchioni.com);
- post office box of the Supervisory Body: Via Bruno Buozzi n.10, Bastardo, Giano dell'Umbria (PG)

The reports are kept by the Supervisory Body in the manner indicated in its Regulations. The confidentiality of the identity of the reporting party is also ensured, without prejudice to legal obligations.

#### 5.3. Communication and training

The Code of Ethics is brought to the attention of the interested parties, both internal and external to the Company, by means of specific communication activities.

Within the Company, adequate knowledge and understanding of the Code of Ethics by all personnel is ensured through information and training programmes defined according to the rules established by the Company Organisation, Management and Control Model, of which the Code of Ethics is an integral part.

It is the responsibility of each employee to consult their direct manager for any clarification relating to the interpretation or application of the rules of conduct contained in the Code of Ethics.

#### 5.4. Disciplinary system

Compliance with the rules of the Code of Ethics must be considered an essential part of the contractual obligations of the Company.

Failure to comply with the principles contained in this Code of Ethics may result in the application of sanctioning measures in compliance with current laws, the applicable CCNL and the 231 Sanctioning System for all purposes, an integral part of the Model and to which reference should be made.

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Infringements by third parties will be sanctioned according to the criteria indicated in the specific contractual clauses envisaged.