

# **COMPLIANCE PROGRAMME**

## **ARTICLE 6 - LEGISLATIVE DECREE NO. 231/2001**

### **Part B) - Code of Ethics**





**Zordan S.r.l. SB  
 Compliance Programme under Legislative Decree no. 231/2001 - Part B Code of  
 Ethics**

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## **GLOSSARY**

Company (or "Zordan"): Zordan S.r.l.- Benefit Corporation, abbreviated Zordan S.r.l. SB.

Decree: Legislative Decree no. 231/2001 as amended.

Entity/Entities: companies, associations, consortia and other bodies subject to Legislative Decree no. 231/2001.

Offences: the relevant offences pursuant to the Decree.

Compliance Programme (or "Programme"): the Compliance Programme adopted pursuant to and for the purposes of article 6 of the Decree.

Code of Ethics: corporate code of conduct adopted as an integral and substantial part of the Programme. It consists of the set of statements, commitments and rules included in this document.

Supervisory Body (or "Body"): the body designated pursuant to article 6 of the Decree, which is entrusted with the task of supervising the operation of, and compliance with, the Programme and ensuring that it is updated.

Persons in a senior position (or "Senior Managers"): persons who hold positions of representation, administration or management of the Company, or of one of its organisational units with financial and functional autonomy, as well as persons who exercise, also de facto, the management and control thereof.

Persons in a subordinate position (or "Subordinates"): persons under the direction or supervision of a person in a senior position.

At-risk areas (activities): the areas of company activity in which the risk that offences may be committed is more tangible.

Sensitive process (or "Sensitive Activity"): company operating processes within which the Offences may be committed (or conditions thereof created).

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Department/Function/Area/Office: organisational structure of the Company, which can be identified based on the company's organisational chart.

Group: group of companies to which (if any) the Company belongs, including companies directly or indirectly controlled, or subject to common control, as per the group's "organisational chart".

Employees: the Company's employees, including managers, and persons treated as such.

Collaborators those who act in the name and on behalf of the Company based on a specific mandate, other contractual obligation or power of attorney and discharge, directly or indirectly, tasks connected with the company's activities (e.g., professionals, consultants in general).

Counterparts: all contractual counterparties of the Company, other than Collaborators, who are natural or legal persons (e.g., customers, suppliers), as well as the commercial or operational partners of the Company, who have a role in specific projects or operations (business partners).

Company Bodies: the Board of Directors and the Board of Statutory Auditors of the Company.

Target Recipients: all the persons to whom the Code of Ethics (as well as the Programme) is addressed, i.e., in addition to Employees, Collaborators and Counterparts, also the Company Bodies.

Disciplinary breach: violation of the rules of conduct set out by the Programme (complete with Code of Ethics) as a result of conduct by an Employee.

CCNL: National Collective Labour Agreement applicable to the company context or any applicable labour law in the national and company context.

Public Administration (or PA): any public administration, including its representatives as a Public Official or Person in Charge of a Public Service (including de facto), including foreign officials, as well as officials and members of the bodies of the European Community.

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## **Code of Ethics**

### **FOREWORD**

Zordan S.r.l. SB (hereinafter "Zordan") has decided to adopt this Code of Ethics to provide precise Behavioural Guidelines to promote a corporate culture characterised by the values of Integrity and Responsibility, specific to the corporate mission and vision:

- **MISSION:** *"Since 1965 we have been making our customers' ideas and dreams come true in a reliable and flexible manner and with Italian craftsmanship. We create tailor-made interiors for the retail and consumer sector through a motivated team and a network of craftsmen with whom we share passion, attention to detail and the goal of producing a positive impact on the environment and the local community to spread interiors inspired by beauty throughout the world";*
- **VISION:** *"Beauty excites, soothes, and inspires. For this reason, the culture of beauty must be shared; it enhances the sense of well-being for our customers, our employees and their families, for the environment and the community and finally for ourselves. Zordan shapes beauty."*

Zordan gives shape and content to beauty, making the insights of designers, architects and designers possible, realising the ideas and dreams of its customers, in a reliable and flexible manner, with "all" Italian craftsmanship. Our goal is to create tailor-made interiors for the retail and consumer sector through a motivated team and a network of craftsmen with whom Zordan shares passion, attention to detail and the determination to have a positive impact on the environment and the local community.

Zordan spreads interiors inspired by beauty around the world.

The guiding values that inspire the Company's daily operations are the following (slightly modified for adaptation):

- **Beauty:** beauty is an innate human quality that is expressed in creating harmony in thoughts, actions and relationships;
- **Sustainability:** Zordan believes in a sustainable business model that has a positive impact on the environment and creates interdependence within its community;

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- Family: Zordan shares its everyday successes as a family does by paying attention to creating the right work-life balance;
- Flexibility: the agile and flexible approach favours innovative solutions and a versatile service. Customers are always "at the center";
- Expertise: Zordan is committed to ensuring that people are always qualified through periodic training and specialisation courses, in the belief that expertise fosters dialogue, reduces inefficiencies and encourages a competitive and effective distinction;
- Humility: Listening. This is the starting point to make every need of our stakeholders Zordan's goal;
- Passion: enthusiasm and passion accompany every single project and every single detail we make because the people at Zordan love their job;
- Reliability: reliability is the foundation of our corporate beliefs. Every evaluation, every action, and every choice is pondered. Luxury is silent, reliable.

In 1965, Attilio Zordan founded the Group's parent company, which over the years has developed an entrepreneurial approach that has allowed its progressive and constant growth through the policy of doing, and doing well. Over time, the Company has gained an international standing as a partner in creating high-end interior designs, from flagship stores to bars and private homes.

With the acquisition of a company in Michigan (USA), Zordan now also has a strategic manufacturing facility for the residential, shop-fitting and HORECA markets in North and Central America.

## **ARTICLE 1. TARGET AUDIENCE**

This Code of Ethics is an integral part of the Compliance Programme referred to in article 6 of Legislative Decree no. 231 of 8 June 2001 (hereinafter the "Programme"), adopted by the Company, to which the Programme expressly refers (Code of Ethics: Part B of the Programme).

By adopting the Programme, the Company has designated the body responsible for supervising the operation of, and compliance with, the Programme and for its update (Supervisory Body).

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The provisions of the Code apply to anyone who works or collaborates in any capacity with the Company, or to all Target Recipients, and in particular (see "Glossary"):

- to the Company's employees, both senior and subordinate;
- to the Company's Collaborators;
- to the Company's counterparts.

Every Target Recipient has a duty to:

- know the rules set out in the Code;
- refrain from conduct contrary to the provisions of the Code;
- report any information relating to violations of the Code to their superiors and/or to the Supervisory Body;
- collaborate with the structures and/or persons responsible for monitoring compliance with this Code;
- not take any action contrary to the contents of the Code.

Zordan undertakes to require all Target Recipients to comply with the principles set out herein, including the Group companies to which they belong and any other business partners. The Code is to be considered applicable and to be applied, also taking into account the obvious cultural differences, also in the various foreign countries where Zordan operates.

Zordan undertakes to make this document known to the Target Recipients in a timely and appropriate manner (disclosure), also by implementing training programmes on it.

**ARTICLE 2. COMPANY VALUES**

**2.1. B-Corp Certification**

Zordan's business model has identified people, the environment and the territory (community) as its key values, so that at the end of 2016, it obtained B-Corp certification, in line with the US trend of the B-Corporations generation.

These companies are also geared towards promoting business as a contribution and/or solution to aspects and problems of a "social" nature and obtain the relative certification in view of being able to tangibly measure their impact on/contribution to the social and environmental context (annual impact report).

Unlike traditional "companies," whose existence is driven by the sole goal of meeting the needs of shareholders by distributing profits, benefit corporations are the expression of a more evolved paradigm in which the aim of having a positive impact on their social and environmental context is integrated in their company purpose to satisfy a broader interest (stakeholders).

*"Certifying as a B-Corporation goes beyond product or service-level certification. B-Corp Certification is the only certification that measures a company's entire social and environmental performance.*

*The B-Impact Assessment evaluates how your company's operations and business model impact your workers, community, environment, and customers. From your supply chain and input materials to your charitable giving and employee benefits, B-Corp Certification proves your business is meeting the highest standards of verified performance.*

*Positive impact is supported by transparency and accountability requirements. B-Corp Certification doesn't just prove where your company excels now, it commits you to consider stakeholder impact for the long term by building it into your company's legal structure."*

## **2.2. People**

The Company's objective is to contribute to the professional and personal growth of its human resources (employees), supporting them in improving their skills and guiding them in developing talent and fostering a positive working environment that encourages participation.

Workplace safety is one of the company's priorities, and therefore Zordan sets out policies, programmes and procedures to conduct its activities with respect for the physical and moral integrity of its employees.

The Company identifies compliance with the requirements of corporate social responsibility as one of the factors for the success of its business and complies with the following principles:

- not to use or support the use of child labour;
- not to encourage or support "forced labour";
- to ensure a safe and healthy workplace;
- to respect workers' rights to join trade union confederations;

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- not to discriminate in any way;
- not use or support disciplinary practices such as corporal punishment, physical or mental coercion and verbal abuse;
- to adapt working hours to the requirements of existing legislation and national and local agreements;
- to pay employees in accordance with the national collective labour agreement and the company's supplementary agreement.

### **2.3. Environment**

The Company believes in safeguarding the natural environment, not as an "empty commitment" but as a real necessity for long-term survival.

Environmental protection is therefore one of the company's priorities, and Zordan sets out policies, programmes and procedures to carry out its activities in an environmentally sound manner (reduction of environmental impact).

The Company's tangible goals are: the recycling and use of processing waste, the separate collection of waste, the production of energy from renewable sources, the development of consumption control and efficiency techniques, and the digitisation of documents.

### **2.4. Community**

The company reality is intended as being an integral part of the territory to which it belongs and is required to return the resources absorbed, as well as to promote initiatives of high social and cultural value in favour of the local community.

Support to the territory is realised concretely, for example, through donations to non-profit organisations and/or the promotion and organisation of cultural events.

### **2.5. Quality**

Zordan acknowledges that customers play a central role in its business and is committed to understanding their needs in depth and to providing products and services that meet these needs, seeking a high level of customer satisfaction.

During the entire process of order execution, the expertise and seriousness of operators, as well as the severity and accuracy of the checks carried out, ensure constant quality over time: from the identification of the customer's wishes, to the design, production, assembly and delivery with the utmost customer satisfaction.

Since 2010, the company is certified ISO 9001:2008, now ISO 9001:2015.

### **ARTICLE 3. PRINCIPLES OF BEHAVIOUR**

#### **3.1 The value of ethics**

Zordan fosters Ethics in the management of business and corporate activities, with specific regard to the aspects highlighted below:

- Respect for law. All Target Recipients are required to comply with the laws and regulations in force in the countries in which they operate, with the Code of Ethics and with the company's internal rules, applying them with rectitude and fairness.
- Integrity. In its dealings with third parties, Zordan undertakes to act in a correct and transparent manner, avoiding misleading information and behaviours such as to take undue advantage of others' positions of weakness or lack of knowledge. In its search to maximise its economic and financial results, the Company is committed to establishing proper business relations with third parties, lasting relationships with customers and suppliers, and adequate recognition of the contribution of its employees and Collaborators.
- Fairness. External relations, relations with all Target Recipients, and those between the latter, must be based on the utmost fairness, which consists in being true to the word given, promises and agreements, acting with a sense of responsibility, in the promotion and protection of the company's assets, in the application of an attitude of absolute good faith in any activity or decision.
- Transparency. All of the Company's actions and relations with its stakeholders and shareholders must be carried out ensuring correctness, completeness, uniformity and timeliness of information, according to the

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directives dictated by law, by best practices of the market, and within the limits of the protection of the Company's know-how and assets.

- Respect for human dignity. Zordan respects people's fundamental rights by protecting their moral integrity and ensuring equal opportunities. In both relations inside and outside the Company, conduct that is discriminatory in content based on political and trade union opinions, religion, race, nationality, age, gender, sexual orientation, state of health and in general any intimate characteristic of a human individual is forbidden. Zordan considers diversity an opportunity for innovation and development through dialogue and exchange of opinions, ideas and experiences. The Company ensures that, within the scope of its activities, the rights set out in the *Universal Declaration of Human Rights* are guaranteed in the various countries in which it operates.

Zordan fosters Ethics in the management of employees and Collaborators, with specific regard to the aspects highlighted below:

- Commitment to improvement. Employees and Collaborators are committed to the Company to give the best of their professional skills, and to continuously improve them with the means offered by the Company.
- Confidentiality. Employees and Collaborators undertake to treat any information obtained in relation to the performance of their work activity as confidential and, therefore, not to disclose it except within the limits of the use of such information for the performance of the activity, and in compliance with the principle of Transparency (referred to above).
- No conflict of interest. Employees and Collaborators ensure that every business decision is taken in the interest of the Company, and must therefore avoid any situation of conflict of interest, whether personal or related to kinship, that could affect their independence of judgement and choice.
- Safety and protection of health and working conditions. Zordan believes that motivated and professionally excellent people are the fundamental strategic lever to compete and grow in its business. To this end, the Company promotes working conditions and environments that protect the physical and mental integrity of individuals, and foster their proactiveness, creativity, active participation, ability to work in teams

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- and take on responsibility, while respecting the needs of balancing the personal and private sphere.
- Gender equality. Professional development and the management of employees and Collaborators are based on the principle of equal opportunities. Recognition of the results achieved, professional potential and skills expressed by people are the essential criteria for career advancement and pay, in a continuous and systematic comparison with the market, ensuring transparency in the methods of evaluation and communication.
  - Professional growth. Zordan is committed to providing employees and contractors with appropriate tools and opportunities for professional growth.

Zordan believes in a commitment to sustainable development and responsibility towards the community:

- Promotion of sustainable development. Zordan believes that environmental protection is a fundamental value of the community, and is convinced of the compatibility between "company growth" and "respect for the environment". The Company undertakes to operate in compliance with current regulations, applying the best technologies available, to promote and plan the growth of its activities aimed at enhancing natural resources, preserving the environment for future generations, and to foster initiatives for widespread environmental protection.
- Responsibility towards the community. Zordan operates taking into account the needs of the communities in which it operates and contributes to their economic, social and civil development.

### **3.2 General criteria**

All actions, operations and transactions carried out in the interest or to the advantage of the Company must be inspired by the utmost correctness, completeness and transparency of information, legitimacy in formal and substantial terms and clarity and truth in accounting records, in accordance with current regulations and established procedures, and must be subject to verification by the control bodies.

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The Target Recipients are therefore required to carry out the tasks assigned to them in compliance with the provisions identified in this Code of Ethics and in strict compliance with applicable laws and regulations, including in relations with third parties.

Target Recipients are required to comply with all provisions governing their conduct and to submit any doubts and questions about the legitimacy of any conduct concerning the Company to their hierarchical superiors.

In commercial and promotional relations and relations, fraudulent practices and behaviours, acts of corruption, favouritism and, more generally, any conduct contrary to the law, industry regulations, internal regulations and this Code of Ethics are prohibited. Such conduct is prohibited and punished regardless of whether it is carried out or attempted, directly or through third parties, to obtain advantages for oneself, third parties or the Company.

Commercial development activities must be carried out in accordance with correct economic principles, in a regular market context and in fair competition with competitors, in constant compliance with applicable laws and regulations.

### **3.3 Conflicts of interest**

All business decisions and choices made on behalf of the Company must be in the best interests of the Company.

Therefore, any situation that may even appear to be in conflict of interest, or those in which a person may pursue a personal interest by using his or her own corporate or professional role, must be avoided or at least reported to his or her hierarchical superior (if any) and, in the most serious cases, to the directors and/or the Supervisory Body.

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

- to hold a senior management position or be head of an organisational unit and to have personal economic interests in common with suppliers;
- to accept money or favours from persons or companies that have or intend to enter into business relations with the Company, or with Group companies;

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- to have personal or family affective interests that may influence independence of judgement in deciding which is the best interest of the Company and the most appropriate way to pursue it;
- to take personal advantage, through family members, colleagues or third parties, of business opportunities connected with the discharge of their duties or in relation to the activity carried out on behalf of the Company.

Employees must not possess, directly or indirectly, significant financial interests in any company or entity that has or seeks to have business relations or is in competition with the Company, unless they has previously obtained written approval from the Company's Board of Directors.

**ARTICLE 4. RELATIONS WITH CUSTOMERS**

Zordan is committed to creating value and well-being for its customers.

Through reliability, flexibility and typically "Italian" craftsmanship, it aims to satisfy their best and legitimate expectations by offering beauty experiences and interiors that create well-being.

The Company pursues its business success on markets by offering quality products and services, at competitive conditions and in compliance with all the regulations protecting fair competition.

The Company considers customer satisfaction as a factor of primary importance for the achievement of its company objectives. To this end, Target Recipients are required to:

- operate in compliance with the law, procedures and instructions given, always respecting commitments and obligations undertaken with customers;
- work together to provide customers with high quality products and services that meet the reasonable expectations of customers and protect their safety and security;
- manage the relationship with customers with the aim of developing and maintaining favourable and lasting relationships, without arbitrarily discriminating between the latter, or unduly exploiting any positions of strength to their disadvantage;

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- deal with customers in a clear, honest and transparent manner, ensuring efficiency, collaboration and courtesy;
- communicate with customers in a clear, honest and transparent manner, informing them correctly (accurate, complete and truthful information) on the characteristics of the goods and services offered and on the obligations incumbent on the Company, using simple and understandable language so that customers can make informed decisions;
- keep to the truth in advertising, commercials or any other communications.

Although the Company has nothing against any customer or category of customers, it does not have direct or indirect relations with persons who are known or suspected to belong to criminal organisations or in any case operate outside the law, also at a transnational level, and who do not respect the same principles that inspire the Company also in the light of the contents of this Code.

The Company expressly prohibits delivering, promising, offering, accepting or receiving, also through third parties, any gift, gratuity or other benefit (e.g., hospitality, travel) to actual or potential Customers, of the Company or of the Group companies. Nor can promises of any other nature or advantages be made, such as job or business opportunities (e.g., job promises or debt forgiveness).

The above provisions do not apply to ordinary and reasonable entertainment expenses or gifts of modest value, which correspond to normal practice, provided that they do not violate the law or specific company procedures.

In countries where it is customary to offer/receive gifts, Target Recipients may do so only if these gifts are of an appropriate nature and of modest value. In this case, the applicable laws, commercial practices and ethical codes - if known - of the companies or bodies with which the Company has dealings must be respected.

In any case, it is forbidden to give money to persons or companies that have, or intend to enter into, business relations with the Company.

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If the Recipients receive express or implicit requests for benefits of any kind, or unlawful pressure of any kind, by Customers, or by natural or legal persons acting on behalf of Customers, they must immediately suspend all relations and inform their hierarchical superior or Management.

#### **ARTICLE 5. RELATIONS WITH SUPPLIERS**

Zordan considers its suppliers as real Partners with whom to create a successful collaborative "supply chain." It therefore selects suppliers who are able to be flexible, qualitative, attentive to service, continuity and ethics, as well as on the basis of the principles set out in this Code.

In the selection and management of relations with suppliers, Target Recipients shall:

- operate in compliance with the law and existing contractual provisions;
- operate in compliance with company procedures and instructions issued in relation to the selection and management of relations with suppliers;
- be inspired by the principles of fairness and good faith, in line with the most rigorous commercial practices, in correspondence and dialogue with suppliers;
- adopt objective and transparent evaluation criteria in the selection of suppliers, who in any case meet the relevant requirements;
- obtain the collaboration of Suppliers to provide customers with high quality products and services that meet the reasonable expectations of customers and protect their safety and security;
- obtain the collaboration of suppliers to ensure the satisfaction of customer needs (in terms of quality, cost and delivery time);
- manage the relationship with Suppliers with the aim of developing and maintaining stable, transparent and collaborative relationships, without arbitrarily discriminating between the latter, or unduly exploiting any positions of strength to their disadvantage, in the best interest of the Company.

In the selection and management of relations with Suppliers, Target Recipients shall not:

- take advantage of their position to gain any personal benefit;
- be conditioned in order to make decisions and/or carry out acts relating to their work or professional activity.

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The Company expressly prohibits all Employees or Collaborators from receiving or accepting gifts or other forms of benefit (e.g., hospitality) from anyone who has, or intends to have, business relations with the Company or the Group companies.

In countries where it is customary to offer/receive gifts, Target Recipients may do so only if these gifts are of an appropriate nature and of modest value. In this case, the applicable laws, commercial practices and ethical codes - if known - of the companies or bodies with which the Company has dealings must be respected. The hierarchical superior or the directors and/or the Supervisory Body must be immediately informed.

Therefore, the above provisions do not apply to ordinary and reasonable entertainment expenses or gifts of modest value, which correspond to normal practice, provided that they do not violate the law or specific company procedures.

In any case, it is forbidden to accept money from persons or companies that have, or intend to enter into, business relations with the Company.

Anyone who receives proposals for money, gifts or favourable treatment or hospitality must in any case immediately inform their superior or the directors and/or the Supervisory Body.

Any gifts addressed to Employees or Collaborators and delivered to the Company on the occasion of holidays, must be handed over so that they can be used by the Company to finance charitable works and/or proceed with a random distribution to personnel (e.g., raffle).

It is strictly forbidden to receive gifts or other free items at one's private address. If this happens, however, the goods received must be delivered to the company so that the above procedure can be followed (finance charitable works and/or proceed with a random distribution to personnel).

If the Recipients receive express or implicit requests for benefits of any kind, or unlawful pressure of any kind, by Suppliers, or by natural or legal persons

acting on behalf of Suppliers, they must immediately suspend all relations and inform their hierarchical superior or the directors and/or Supervisory Body.

## **ARTICLE 6. MANAGING HUMAN RESOURCES**

### **6.1. General principles**

Zordan believes that the presence of highly motivated and highly professional resources is a strategic and crucial development factor. To this end, the Company undertakes to promote initiatives and services useful for improving the quality of life of its resources, to support them in the process of balancing work and private life, to chart out a stimulating and rewarding path of professional growth, ensuring equal opportunities without favouritism of any kind.

The research and selection of human resources respond both to the need to acquire skills and professionalism on the market not present in the Company, and to the need to include young people whom to invest in to ensure the Company's growth and development. The criteria applied always meet the criteria of objectivity and transparency, guaranteeing equal opportunities and avoiding favouritism. Every position is regulated by Zordan based on a regular contract and it should be noted from now on that no form of irregular or undeclared work is tolerated.

When they join the organisation, each employee receives accurate information with particular reference to the rules governing the employment relationship, the aspects relating to "health and safety in the workplace" and any other regulatory and/or organisational aspect that may favour their swift integration into the Company's life and culture.

After the period of orientation, the Company is constantly committed to developing the skills and competences of its employees, so as to ensure that the creativity of individuals finds full expression and realisation.

The central element of the human resources management and development system is the evaluation of the skills shown and the potential skills possessed in close and coherent correlation with the current and future needs of the business, as well as the identification of the key positions for strategic

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development. The system is the essential prerequisite for the assignment of tasks and responsibilities within the company organization, as well as for a planned and progressive growth of professionalism and career advancement.

The professional updating and growth of all people is managed through internal mobility initiatives and specific and institutional training: in any case, Zordan constantly fosters the transfer of know-how and experience to personnel.

Zordan remunerates its resources based on their role, professionalism and results achieved, with the aim of ensuring full recognition of the merits of individuals and maintaining an overall salary structure that is absolutely competitive based on a continuous and systematic comparison with the markets of reference in which it operates.

The definition and updating of remuneration - in compliance with its ethical principles, current legal and contractual provisions and meritocratic policies - is carried out through clear, precise and fair procedures also for the assignment of objectives and the evaluation of results, which are constantly communicated to resources. The annual remuneration is made up of a fixed part linked to the position held and professionalism in addition to, for resources in positions of responsibility, a variable part related to the results achieved (individually or in teams) and the contribution made to the achievement of the main corporate objectives.

With reference to internal communication, Zordan promotes and fosters it, considering it an essential structural element for the effective operation of company processes, with a view to sharing values, strategies and objectives. It is implemented through the use of tools differentiated by objectives, target groups and content (e.g., *conventions* and sharing events).

Internal communication is the primary and direct responsibility of all those who have roles in human resource management and is achieved through moments of information exchange, listening and dialogue (at individual or group level).

## **6.2. Specific principles**

In the selection and management of relations with personnel, Target Recipients must scrupulously comply with current legislation and company procedures. In

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particular, in the case of the hiring of foreign workers, specific attention must be paid to the verification of the residence permit, which may never be missing, expired (and not renewed), revoked or cancelled and, more generally, to the verification of the necessary conditions of legality.

In order for the capacity and skills of each employee to be enhanced and each employee to express their potential, the company functions and/or persons responsible for human resources management shall:

- apply criteria of merit and professional competence in making any decision with regard to employees;
- select, hire, train, pay and manage employees without any discrimination, ensuring that they enjoy equal and fair treatment, regardless of gender, age, nationality, religion, ethnicity, and political, philosophical, and sexual orientation and with reference to all aspects of the employment relationship (including, by way of example only, professional recognition, remuneration, refresher courses and vocational training);
- enhance the work of employees by requiring performance consistent with the activities assigned to them;
- foster the engagement of employees by making them share in the company's objectives and their achievement;
- create a working environment in which personal characteristics or orientations cannot give rise to discrimination;
- ensure equal opportunities in all aspects of working life;
- always apply what has been established in the previous points for employees, where possible/compatible, also to Collaborators.

The functions and/or subjects in charge of the hiring process of the Company's personnel, in compliance with the company protocols, evaluate with particular rigour and attention the hiring of persons who have, or have had, direct or indirect relations with the Public Administration.

The functions and/or persons tasked with the process of hiring personnel must carefully evaluate, in compliance with company policies, the applications of relatives of employees of the Public Administration, or former employees of the Public Administration and of their relatives, who participate or have participated actively and personally in business negotiations with the Company; similar precautions must be taken with regard to persons who participate or have

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participated in endorsing the requests made by the Company to the Public Administration.

It is also forbidden to ask subordinate figures for personal favours or any conduct that constitutes a breach of this Code of Ethics.

The Company respects fundamental human rights, rejects child exploitation and does not use forced labour (or labour carried out under conditions of slavery or servitude), and also repudiates the following conduct that Target Recipients must consider prohibited:

- in internal and external labour relations, to force into or keep in a state of subjugation (through violence, threats, deception, abuse of authority, taking advantage of a situation of physical or mental inferiority or a situation of need or through the promise or giving of sums of money or other advantages to those who have authority over a person);
- to give rise to harassment, such as the creation of a hostile working environment for individual workers or groups of workers, unjustified interference with the work of others and the creation of obstacles and impediments to the professional prospects of others, including sexual harassment (such as making opportunities for professional growth or other advantage dependent on granting sexual favours or proposals for private interpersonal relationships which, because they are unpleasant to the recipient, may upset his or her peace of mind);
- to give rise to discrimination and/or mockery against individual workers, or groups of workers, or groups of workers for certain personal characteristics (e.g., physical or mental inferiority).

Any sexual harassment or form of violence, also related to gender, personal or cultural differences, is prohibited and is therefore forbidden for the Company and for Target Recipients:

- to make any decision relevant to a person's working life subject to the acceptance of sexual favours or to personal and cultural characteristics;
- to induce someone to give sexual favours through the influence of their role;
- to solicit private interpersonal relationships despite an express or reasonably evident displeasure;
- even to only allude to physical or mental disabilities or impairments as well as to forms of cultural or religious diversity or sexual orientation.

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If an Employee believes that he or she has been the victim of harassment or conduct referable to bullying, he or she shall have the right to formally report this situation to his or her superiors or to the directors and/or the Supervisory Body, for the necessary in-depth analysis: the recipients shall treat the report as confidentially as possible and shall verify, within the limits of the powers granted by law, the soundness of the report, providing a reply within 15 working days and adopting, if necessary, the appropriate measures.

In general, reports relating to the conduct referred to in this paragraph may be forwarded in accordance with the provisions of Article 24 below.

#### **ARTICLE 7. RELATIONS WITH COLLABORATORS**

Each director, manager, and employee, in relation to their functions, shall take care, in order to implement the principles listed above, to:

- carefully evaluate the opportunity to make use of external subjects (Collaborators);
- verify and/or request assurance to obtain the best combination of quality of service, time and cost;
- carefully select people and companies from those with a good reputation and professional qualification;
- scrupulously abide by the reference regulations and internal procedures relating to the selection of external Collaborators and the management of relations with them;
- manage the relationship by maintaining a frank and open dialogue with external Collaborators, in line with the company's values and good business practices;
- adequately inform third parties who enter into relations with the Companies about the provisions of this Code, requesting their compliance (contractual clause);
- promptly report any violations of the Code and adopt the initiatives envisaged.

The Company shall not enter into or continue any relationship with those who manifest that they do not wish to comply with the principles set out in this Code of Ethics.

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## **ARTICLE 8. RELATIONS WITH THE PUBLIC ADMINISTRATION**

### **8.1 General principles**

Relations with the Public Administration, or in any case relating to public law relations, held by Target Recipients must be inspired by the strictest observance of the provisions of law and applicable regulations and may not in any way compromise the integrity and reputation of the Companies.

In particular:

- all relations involving company functions, also through external Collaborators, with the Public Administration must be in line with the principles of diligence, transparency and honesty, as well as maximum correctness and integrity;
- the undertaking of commitments and the management of relations, of any kind, with the Public Administration and/or under public law are reserved solely to the company functions appointed and authorised for this purpose;
- in the event that the Company uses a consultant or a third party to be represented in relations with the Public Administration, the same directives given to the Company's Employees (e.g., operating and control procedures) apply to such third party;
- the Company must not be represented in relations with the Public Administration by a third party where conflicts of interest may arise.

### **8.2 Obligations and prohibitions in relations with the Public Administration**

In general, in its relations with the Public Administration, whether national or foreign, the Company repudiates and sanctions any conduct of a concussive, corrupt nature or of undue inducement to give or promise money or other benefits: in particular, moreover, the following is specified.

Payments or compensation, in any form, offered, promised or made, directly or through a natural or legal person, to managers, officers or employees of the Public Administration or to their relatives, whether Italian or from other countries, are strictly prohibited.

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It is forbidden to offer or accept any object, service, performance or favour of value in order to obtain more favourable treatment in any relationship with the Public Administration.

If a director, employee or Collaborator of the Company receives express or implicit requests for benefits of any kind from the Public Administration, or from natural or legal persons who act under or on behalf of the Public Administration, he or she must immediately suspend all relations and inform his/her superior or the directors and/or the Supervisory Body.

These provisions also apply in the event of unlawful pressure received in the course of relations with natural or legal persons acting under or on behalf of the Public Administration.

It is forbidden to circumvent the provisions of this Code of Ethics by resorting to various forms of aid or contributions, which (including in the form of sponsorships, assignments, consultancy, advertising, abnormal or undue discounts or in any case contrary to normal business practice and company procedures) have the same purposes as those prohibited by the Code of Ethics.

With regard to public grants and contributions:

- it is not permitted to submit untrue declarations to national or EU public bodies in order to obtain public grants, contributions or subsidised loans, or to obtain concessions, authorisations, licences or other administrative acts;
- it is forbidden to allocate sums received from national or EU public bodies by way of disbursements, contributions or financing, for purposes other than those for which they were awarded.

In its relations with the Public Administration, the Company must not seek to improperly influence the decisions of the institution concerned.

In any case, during a business negotiation or relationship, including a commercial one, with the Public Administration, the Company undertakes:

- not to offer job and/or commercial opportunities to the personnel of the Public Administration involved in the negotiation or the relationship, or to their family members;
- not to offer gifts;

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- not to solicit or obtain confidential information that would compromise its integrity or reputation.

With specific regard to the IT and telematic systems of the Public Administration, it is also prohibited to:

- alter, in any way, the operation of a computer or telematic system of the Public Administration;
- access data/information or software contained in the computer or telematic system of the Public Administration without right and in any way;
- exceed the limits of any authorisations granted in gaining access to such systems/programmes pertaining to the Public Administration;
- access without right to computer or telematic systems of military interest or relating to public order or public security or health or civil protection or in any case of public interest;
- commit actions aimed at destroying, damaging, deleting, altering or removing information, data or computer programmes used by the State or by another public entity or by connected entities, or public utility entities;
- commit actions aimed at destroying, damaging or making computer or telematic systems of public utility totally or partially useless or seriously hindering their operation;
- alter or counterfeit in any way whatsoever the declarations and communications sent to the Public Administration, including by electronic means, which must be truthful;
- pressure public employees to alter data and/or information in public archives for the benefit of the Company.

**ARTICLE 9. RELATIONS WITH THIRD-PARTY ORGANISATIONS**

Zordan maintains relations with stakeholder associations to develop forms of virtuous cooperation and support issues of common interest, as well as with public or private bodies and non-profit associations that promote values and principles in line with the Company's.

Contributions to political, trade union and industry organisations must always be made in strict compliance with the law and applicable regulations. These contributions must always be properly documented.

Contributions may not be made to organisations with which there may be a conflict of interest with the Company.

Finally, always in compliance with company policies, the Company evaluates with particular rigour and attention the possible payment of contributions to parties, movements, committees and organisations of a political and/or trade union nature.

## **ARTICLE 10. RELATIONS WITH SUPERVISORY AUTHORITIES**

The Company fully and strictly complies with the provisions issued by Authorities, whether local, national or international, and conforms to the relevant jurisprudence.

The Company undertakes to provide all the information requested by the authorities responsible for regulating and controlling markets (products and services), in a complete, correct, adequate and timely manner.

## **ARTICLE 11. COMMUNICATION AND EXTERNAL RELATIONS**

### **11.1. Corporate communication**

Zordan bases its corporate communication (e.g., the company profile, preparation of audio-visual presentations, population of the website) on maximum transparency and truthfulness of the data provided and defines its own communication policy.

In the case of participation in conferences, congresses and seminars, drafting of articles, essays and publications in general, as well as participation in public events, the information provided on the Company's activities, results, positions and strategies are established exclusively by the competent corporate functions and/or persons.

The above rules of conduct shall apply regardless of the communication tool used (e.g., website, social media).

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## **11.2. Relations with the media**

Responsibility for relations between the Company and the mass media, in general, lies solely with the company functions and/or the persons delegated to do so and these must be maintained in compliance with the communication policy set out by the Company: Target Recipients are prohibited from providing information to representatives of the mass media without the authorisation of the functions and/or persons delegated to do so.

A similar authorisation is required for the participation, in the name or on behalf of the Company, of employees in committees, associations, conventions, congresses or seminars, as well as for the preparation by them of articles, essays or publications in general.

In any case, the information and communications intended for external use must be accurate, truthful, complete, transparent and uniform and verified by the competent company functions.

The above rules of conduct shall apply regardless of the communication tool used (e.g., press, social media).

## **ARTICLE 12. "NON-PROFIT" INITIATIVES**

In compliance with the principles of transparency and honesty, the Company may make contributions to non-profit associations, whose aims must be of high cultural or charitable value.

Sponsorships may cover social, sports, entertainment, art and cultural issues. They are also intended only for events that offer guarantees of the quality of the event and the reputational reliability of the parties involved.

In any case, when choosing the initiatives to adhere to, attention must be paid to any possible personal or corporate conflict of interest.

## **ARTICLE 13. HEALTH AND SAFETY PROTECTION**

### **13.1 General principles**

All those who are responsible for implementing, at various levels, the rules (legal and internal) adopted on the issue of health and safety in the workplace, each within the scope of their duties, shall, by way of example but not limited to:

- promote and implement any reasonable initiative that may minimise risks or remove causes that may affect the safety and health of Employees, as well as third parties who work for the Company and customers;
- promptly and continuously adapt internal procedures to the relevant legislation;
- establish and maintain a constructive and collaborative relationship with the public institutions responsible for the control activities in the field of health and safety at work;
- promote and develop specific training and information programmes, which vary according to the target group;
- carry out specific checks to verify that they are actually being used;
- carry out periodic checks on the actual application of the procedures adopted in relation to the protection of health and safety in the workplace;
- adopt specific policies and criteria for the selection of external companies to which works/service contracts may be awarded;
- in the management of activities contracted out to third parties, ensure cooperation and coordination between the Company's own activities and the contractor's.

### **13.2 Smoking**

The Company undertakes to ensure the health and safety of its Employees as well as the healthiness of the environments, without prejudice to the prohibition of smoking in the workplace, both indoors and outdoors.

The smoking ban must be considered extended also to "breaks" from work, except for the use of some, limited, outdoor areas, expressly indicated by the Company.

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### **13.3 Alcohol and drug abuse**

It is forbidden to carry out one's activity under the effect of alcoholic or narcotic substances, or that have a similar effect. The use of such substances during work is also prohibited.

Chronic alcohol and drug addiction shall be treated in the same way as in the previous cases, if they affect work performance and may disrupt the normal course of work.

It is forbidden to use company structures to favour, in any way - at national or international level - the circulation of narcotic substances as well as to keep them on Company premises or in any place that is in any way attributable to the Company.

### **ARTICLE 14. ENVIRONMENTAL PROTECTION**

The Company undertakes to contribute to the development and well-being of the environment in which it operates and constantly pursues the safeguarding of the health of its Employees, other Collaborators and the communities affected by the Company's activities.

The operational management of industrial activities must refer, in compliance with current legislation on environmental prevention and protection, to the most appropriate criteria for environmental protection and energy efficiency, in order to reduce the environmental impact.

The Company shall contribute - in relation to its specific areas of activity - to the promotion and development of scientific and technological research, so that products and processes are studied that are increasingly compatible with the environment and gauged towards safeguarding the safety of customers, as well as characterised by an ever-increasing attention to the health and safety of employees and the protection of the communities in which the Company operates.

In particular, in carrying out its activities, the Company has set the objective of:

- continuously improving the company's policies, programmes and environmental behaviour, taking into account technological progress,

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- scientific knowledge, consumer needs and the expectations of the community;
- disseminating its "environmental policy" through information, training, consultation and involvement of the Target Recipients for a responsible conduct of their activities that is respectful of the environment;
  - assessing direct and indirect environmental aspects/impacts during the production and design of new activities and before the decommissioning of an installation or the abandonment of a site;
  - minimising environmental consequences in the context of waste generation and disposal, made safe and responsible through the design, development and management of installations and considering the efficient and safe use of energy, materials, and hazardous substances and preparations and the sustainable use of renewable resources;
  - educating customers, distributors and the public in order to promote safety in the use, transport, storage and disposal of the products supplied;
  - reducing the environmental impact of its products and services, with reference to raw materials, products, processes, emissions and waste related to the Company's activities;
  - measuring and documenting its environmental results by regularly carrying out checks and evaluations on compliance with the Company's objectives and mandatory regulations.

**ARTICLE 15. SAFEGUARDING THE COMPANY'S ASSETS**

Each Target Recipient is required to operate with the diligence required and necessary to protect company resources, avoiding improper use that could damage or reduce efficiency, or in any case be in conflict with the interest of the Company, or dictated by professional reasons unrelated to the relationship with the Company. Likewise, it is the responsibility of the Target Recipients to protect such assets, as well as to prevent their fraudulent or improper use by third parties.

Each Target Recipient is the custodian and person in charge of the assigned company assets, whether tangible or intangible, instrumental to the activity carried out: no Employee or Collaborator can make or allow others to misuse the assets assigned and, in general, the resources of the Company.

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By way of example and not limited to, the Company's corporate resources, to which the general principle of diligence in the use and custody set forth above applies, include all assets which, by reason of their activity, are, for various reasons, within the scope of the Company's domain (ownership, concession, loan or use, by private or public entities) and, in particular:

- plants, machinery, equipment and all production materials;
- assets assigned to Employees and Collaborators, such as, for example, safety prevention devices, cars and various types of IT devices (e.g., computers and telephones).

It should be noted that the disposal of any asset or resource belonging to the Company (e.g., elimination, destruction) must take place in accordance with the provisions of Company procedures or, in any case, with prior authorisation by the persons appointed to do so by the Company.

**ARTICLE 16. USING COMPUTER SYSTEMS**

It is forbidden to use all computer and telematic systems and instruments made available to Target Recipients for the performance of their work activities (e.g., fixed workstation with computer, laptop computer, e-mail services and internet access) for illegal purposes.

These instruments must also be used in accordance with current legislation on the processing of personal data and/or data protection and company policies.

System administrators, in particular, and in general all those who have "privileged" access to IT resources must use IT tools in accordance with the principles of diligence and correctness, for the sole purpose of verifying and ensuring their efficient and optimal operation, in compliance with the provisions of company policies. Any external companies whose work the Company uses to manage and employ the information system must comply with the same principles.

It is the duty of each Employee and Collaborator to keep appropriate custody of the IT and telematic equipment made available and to promptly report any theft, damage or loss.

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It is the duty of each Employee and Collaborator to apply the Company policies relating to the use of e-mail services and Internet access in relation to the possibility, which may or may not be granted by the Company, of use thereof for personal and work purposes.

In any case, it must be known to each Employee and Collaborator that the correct operation of the company's IT systems can only be guaranteed today thanks to control activities, often automatic, on the said systems, carried out for reasons of better efficiency and security thereof: these activities are aimed at this sole purpose, and do not in any way constitute a form of direct control over the activities of the system's users.

**ARTICLE 17. PROTECTION OF COMPANY INFORMATION**

All information that is not in the public domain relating to the Company, or relating to its activity or business, of which Target Recipients are aware because of their functions or in any case of the employment and professional relationship, must be considered confidential, as it is strictly owned by such entities, and be used only for the performance of their work activities.

Confidential information includes, but is not limited to: technical information relating to design, construction techniques, products and procedures; purchase plans; cost, pricing, marketing or service strategies; information relating to sales, mergers and acquisitions; information relating to business processes (of any type, not just production) and/or the company organisation in the broad sense.

Target Recipients must take all care to avoid the undue dissemination of such confidential information and must not use or allow the use of information that is not in the public domain, relating to the Company, its activity or business, or relating to persons who have dealings with it, to promote or advance their own interests or those of third parties.

If an Employee or Collaborator believes that it is appropriate or legally necessary to disclose or use confidential information outside the Company, he or she must contact and request appropriate authorisation from his or her supervisor or directors before proceeding and, if necessary, wait for the time necessary to allow appropriate protection measures to be adopted..

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In the event that the Company has signed a confidentiality agreement regarding confidential information disclosed by third parties to the Company, Target Recipients who receive such information must comply with the terms of the agreement. The confidentiality obligations shall remain in force also after the termination of the employment or collaboration relationship.

It should be noted that the computer processing of information is subject to security controls in order to protect the Company from undue intrusion or illicit use and the material or electronic media of the information are destroyed in accordance with the procedures governing the matter and within the limits provided by law.

With specific reference to the data and information processed in the course of its business, the Company undertakes to process such data, in paper or electronic form, in line with the provisions of current law, including those issued by the European Union.

The obligation for Employees and Collaborators to carry out their work activity in such a way as to:

- acquire and process only the data necessary and directly related to their functions;
- store such data in a way that prevents third parties from gaining knowledge of it;
- communicate (and/or disclose) data within the limits of company procedures.

**ARTICLE 18. COMPETITION**

In acknowledging the importance of a competitive market, the Company undertakes to respect the rules of competition law and to exercise fair competition.

Zordan is committed to the transparent and truthful management of its commercial documentation, negotiations and effective capacity to guarantee the quality and services offered, without in any way implementing communication that may intentionally denigrate, defame, slander or even just "belittle" its competitors.

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Agreements between undertakings and in any case all situations which may distort competition, in particular agreements containing exclusivity clauses, constraints on pricing, territorial restrictions, are subject to antitrust law. Therefore, in any case of potential conflict with antitrust regulations, the verification by legal experts is requested in advance.

The Company repudiates and sanctions any corrupt behaviour in relations between individuals. In particular, the conduct of those who give or promise money or other benefits to any person belonging to other economic subjects (e.g., directors, managers, employees, etc.) is censored; therefore, the latter violate the obligations inherent in their office or their obligations of loyalty towards the entity to which they belong.

Acts of unfair competition and, in general, unfair actions in commercial competition are prohibited. By way of example, the following conduct is prohibited:

- bribery or the use of bribes to facilitate an activity or induce a breach of contract by a third party;
- acquisition of a competitor's business secrets through bribery or theft;
- false, misleading or disparaging statements or comparisons in relation to competitors or their products;
- unreasonable claims about the products of third parties or competitors;
- dissemination of the company's commercial information to competing companies;
- transfer of company employees or agents to competing companies;
- dissemination to third parties of information on the company's customers.

All public statements made on behalf of the Company (including those in advertising or promotional materials, sales statements, warranties) must always be true, based on reasonable grounds and not misleading.

**ARTICLE 19. ACCOUNTING TRANSPARENCY**

Zordan is aware of the importance of transparency, accuracy and completeness of accounting information and strives to have an administrative accounting system that is reliable in correctly presenting management events and in

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providing the tools to identify, prevent and manage, as far as possible, financial and operational risks.

The Company undertakes to ensure that the financial statements and corporate communications required by law are drawn up clearly and suitably to represent the financial position and assets of the Company in a correct and truthful manner. This is in line with the legal provisions and accounting principles applicable to the case at hand.

All Target Recipients shall collaborate in the transparent keeping of accounting records by providing complete and clear information and ensuring the accuracy of data and the processing carried out by them. In particular, moreover, all Target Recipients, for whatever reason involved in the preparation of the financial statements, are required to comply with the rules concerning the truthfulness and clarity of accounting data and valuations.

Each operation must be based on adequate documentation and be reasonably verifiable. All accounting records that form the basis for the preparation of financial statements must be drawn up in a clear, truthful and correct manner and kept with care by the company structures responsible for their preparation.

More generally, all Target Recipients involved in the preparation of economic, equity and financial reports must ensure that the reports produced correctly reflect the Company's commercial transactions and financial movements.

Communications, reports and filings (e.g., with the companies' register) that are required by law must be made by the persons responsible for them in a truthful and timely manner, in compliance with the regulations in force.

The Company and Target Recipients must provide the utmost and timely collaboration to all the control bodies, which legitimately ask them for information and documentation about the management of the Company.

All Target Recipients who become aware of omissions, falsifications or negligence in accounting records, are required to report these promptly to their superior or to the directors and/or the Supervisory Body.

## **ARTICLE 20. PREVENTION OF BEHAVIOUR AT RISK OF CRIME**

### **20.1 Foreword**

Below are some principles of conduct specifically designed to prevent the risk of offences under Legislative Decree no. 231/2001.

These principles may constitute an integration and further specification of certain principles already expressed in this Code, or the introduction of more precise control measures in the Special Section of the Programme.

For some of the offences referred to in Legislative Decree no. 231/2001, the most effective prevention consists precisely in the adherence of personnel's conduct to the provisions set out by this Code, rather than precise organisational or technological controls set up by the Company: in certain circumstances, full awareness of the personnel with reference to the real risks of their own behaviour (awareness) is the most effective preventive instrument.

### **20.2 Counterfeiting of banknotes, coins and others**

Sensitive to the need to ensure fairness and transparency in the conduct of business, the Company shall comply with the regulations on the use and circulation of currency, public credit cards and revenue stamps.

It is forbidden to counterfeit banknotes, coins, public credit cards, revenue stamps and watermarked paper in the interest and/or to the advantage of the Company. It is also prohibited to put into circulation (by accepting, buying and/or selling) counterfeit notes, coins, public credit cards, revenue stamps and watermarked paper.

Anyone who receives false or stolen banknotes, coins or public credit cards as payment, for relations attributable to the Company, must promptly inform their hierarchical superior and/or Management.

### **20.3 Receiving and laundering**

The Company and Target Recipients must always comply with the application of anti-money laundering laws in Italy and abroad.

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The Company and Target Recipients must never carry out or be involved in activities such as to imply the purchase, receipt, concealment, laundering (or acceptance or treatment) or use in economic or financial activities of money, assets (e.g., goods) or other benefits deriving from criminal activities in any form or manner whatsoever.

It is mandatory to verify in advance the information available (including financial and reputation information) on commercial counterparties and suppliers, in particular of foreign nationality, before establishing business relations with these, in order to ascertain their respectability and the legitimacy of their activity.

**20.4 Records, accounting entries and offences in corporate matters**

As noted above, all Target Recipients shall collaborate in the transparent keeping of accounting records by providing complete and clear information and ensuring the accuracy of data and the processing carried out by them. In particular, moreover, all Target Recipients, for whatever reason involved in the preparation of the financial statements, are required to comply with the rules concerning the truthfulness and clarity of accounting data and valuations.

More in general, Target Recipients must avoid and/or oppose conduct that may constitute unlawful conduct in corporate matters.

It is strictly forbidden to:

- falsify or induce third parties to falsify any company register or document;
- conceal or not record accounts, funds, assets or provisions of the Company, including off-balance sheet items or provisions;
- prevent or obstruct the performance of control/supervision or statutory audit activities by the persons in charge or entitled to do so (e.g., through the concealment of documents or other suitable devices);
- engage in simulated or fraudulent conduct aimed at determining the majority in the shareholders' meeting to obtain unfair profit for oneself or others;

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- disseminate false information or carry out simulated transactions or any other artifice concretely capable of causing a significant alteration in the price of the shares or other nature issued by the Company;
- expose to public supervisory authorities, in disclosures required by law and in order to obstruct the exercise of supervisory functions, material facts that are not true, also if subject to evaluation, on the economic, equity or financial situation of the Companies, as well as to conceal by other fraudulent means facts that should be communicated. This principle also refers to information relating to assets owned or managed by the Company on behalf of third parties;
- in any form whatsoever, knowingly obstruct the functions of public supervisory authorities;
- disclose accounting data without express authorisation, without prejudice to "disclosure to third parties" regime provided for annual financial statements (Companies Register).

It is also forbidden:

- return contributions made by the shareholders or release them from the obligation to execute them, except in cases of legitimate reduction of the share capital, also through disguised conduct;
- distribute profits or advances on profits not actually earned or allocated to reserves or distribute unavailable reserves;
- carry out share capital reductions, mergers or demergers in violation of the provisions of the law for the protection of creditors;
- falsely create or increase share capital by allocating shares or quotas for a value less than their nominal value, by mutually subscribing shares or quotas, or by significantly overvaluing contributions of assets in kind or of loans and receivables or assets of the Company in the event of company transformations;
- carry out any type of transaction that may cause damage to creditors;
- in general, engage in any conduct contrary to the protection of the company's assets and the position of its creditors.

All persons tasked with administrative activities must provide the utmost and timely collaboration to all the control bodies, which legitimately ask them for information and documentation about the management of the Company.

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All Target Recipients who become aware of omissions, falsifications or negligence in accounting records, are required to report these promptly to their hierarchical superior or to the directors and/or the Supervisory Body.

**20.5 Relations with judicial authorities**

Zordan and Target Recipients guarantee and ensure maximum cooperation and transparency in relations with Italian and foreign judicial authorities, meaning any body belonging to the judicial system, including the investigative bodies of the Public Prosecutor's Office as well as the judicial bodies belonging to any Court (monocratic or collegial), on a temporary or permanent basis.

The Company condemns any conduct that is aimed at harming or hindering the proper performance of the jurisdictional function in a broad sense or in any case at influencing or undermining the formation of evidence in trials.

It is strictly forbidden to omit or make false or untrue statements to judicial authorities or induce anyone, by any means, to do so.

**20.6 Bribery and incitement to private-to-private corruption**

It is stressed once again that it is strictly forbidden, even through third parties, to offer, promise or give money or other benefits not due to a person to perform or omit an act in violation of the obligations inherent in their office or the obligations of loyalty (bribery), also when the offer or promise is not accepted (incitement).

Similarly, it is strictly forbidden to solicit or receive, for oneself or for others, even through third parties, money or other undue benefits, or to accept the promise, to perform or to omit an act in violation of the obligations inherent in one's office or the obligations of loyalty (passive bribery), even when the solicitation is not accepted (incitement).

In the event that you receive offers or promises of money or other benefits from third parties, not only must they be firmly rejected but the circumstance must also be immediately reported to one's superior.

## **20.7 Illicit intermediation and exploitation of labour**

Zordan rejects any activity aimed at recruiting workers in order to assign them to work for third parties under exploitative conditions, taking advantage of the workers' neediness.

Zordan does not use, hire or employ workers, including via intermediation as per the above, subjecting them to exploitative conditions and taking advantage of their neediness.

Zordan ensures: i) wages in line with current legislation and the Collaborator national and local collective bargaining agreement, proportional to the quality and quantity of work performed; ii) compliance with the provisions on working hours, rest, leave and holidays; iii) compliance with the rules on health and safety in the workplace; iv) the absence of cases in which workers are submitted to degrading working conditions, methods of surveillance or housing situations (where necessary).

Anyone who becomes aware of conduct in violation of the above, for example by third parties having relations with the Company (e.g., suppliers), must immediately report it to their hierarchical superior.

## **20.8 Illegal immigration**

Zordan repudiates any activity aimed at promoting, directing, organising, financing or carrying out the transport of aliens in the territory of the State, or to carry out acts aimed at illegally procuring their entry into the territory of the State, or of another State of which the person is not a citizen or does not have the right to permanent residence.

Anyone who becomes aware of conduct in violation of the above, for example by third parties having relations with the Company (e.g., suppliers), must immediately report it to their hierarchical superior or to the directors and/or Supervisory Body.

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## **20.9 Racism and xenophobia**

Zordan repudiates any activity of propaganda of ideas based on superiority or racial or ethnic hatred, or any activity aimed at committing or inciting to commit acts of discrimination on the grounds of race, ethnicity, nationality or religion.

The Company also repudiates any initiative aimed at committing or inciting to commit violence or acts that provoke violence for racial, ethnic, national or religious reasons.

Zordan personnel must strictly refrain from engaging in racist or xenophobic conduct (as described above), including by avoiding participation in and/or support to organisations, associations, movements or groups whose purpose is to incite discrimination on racial, ethnic, national or religious grounds.

Particular attention should be paid to attitudes of minimising the issues related to the Holocaust, genocide, crimes against humanity, war crimes, as defined in Articles 6, 7 and 8 of the Statute of the International Criminal Court.

## **ARTICLE 21. OTHER PROHIBITIONS AND RECOMMENDATIONS**

### **21.1. Circulation of drugs and pornographic material**

It is forbidden to use company structures or instruments to favour, in any way - at national or international level - the circulation of narcotic substances as well as to keep them on Company premises or in any place that is in any way attributable to the Company.

It is also forbidden to use the company's structures and instruments to favour, in any way - at national or international level - the circulation of pornographic material (in particular, child pornography) and to keep it at the premises or on assets (e.g., computers) of the Company or in any place that is in any way referable to the Company.

### **21.2. Organised crime and terrorism**

More generally, it is forbidden to favour national and transnational organised crime in any form whatsoever.

In international relations, the Company shall ensure that all relations, including those of a commercial nature, with subjects operating at international level, are carried out in full compliance with the law.

To this end, the Company adopts the necessary precautions to verify the reliability of such operators, as well as the legitimate origin of the capital and means used by them as part of their relations with it. At the same time, if the Company wishes to engage in a transaction of supranational nature, which involves, in particular, an investment of its own capital in foreign business or companies, it shall adopt all the preventive measures and controls necessary to verify the correctness and legitimacy of the transaction.

The Company repudiates all forms of terrorism and adopts, as part of its activities, appropriate measures to prevent the danger of involvement (also indirect) in any activity, which may have terrorist purposes for any reason at all. To this end, the Company shall not establish any relationship of a commercial or working nature with individuals or legal entities involved in terrorism, nor will it finance or facilitate any activity of individuals who carry out activities for terrorist purposes for any reason whatsoever.

### **21.3. Safeguarding the Company's reputation**

Unless otherwise authorised, it is forbidden to use the instruments provided (e.g., work clothing, personal protective equipment) outside the work context for which they are intended and, more generally, in contexts that are not compatible with the Company's: the Company shall intervene to protect itself against uses, which, also if carried out outside the work environment, may in any case harm the Company's prestige, honour and reputation, or which may even cause the risk of damaging the Company's image and credibility.

It is forbidden to behave in an indecorous and/or undignified manner in the workplace. Zordan hopes that all Target Recipients of this Code, in particular, its Employees, will behave decently and with dignity also in non-working contexts: the Company shall take action to protect itself against attitudes, which, also outside the working environment, may in any case damage the Company's prestige, honour and reputation, or which may even cause the risk of tarnishing the Company's image and credibility.

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## **ARTICLE 22. EFFECTIVENESS AND COMMUNICATION**

This Code is adopted, by resolution of the Company's Board of Directors, with immediate effect, and any update, amendment or addition to this Code must be approved by the Company's Board of Directors.

The Code of Ethics - and any subsequent amendments - must be brought to the attention of the Target Recipients by suitable means. In any case, the Code of Ethics and its updates will be made available in electronic format, in addition to the company intranet, in a dedicated section, also on the Company website, so that all Target Recipients and third parties can have full knowledge of it.

In relation to the contents of the Code of Ethics, suitable training must be carried out in favour of the Company's Employees.

## **ARTICLE 23. VALUE AND PENALTIES**

### **23.1 Value of the Code of Ethics**

All Zordan personnel, and in particular those in charge of organisational units/functions, have a primary responsibility in relation to the Code of Ethics and its application, to the extent that they are required to:

- behave in line with the tenets of the Code of Ethics, such as to set an example for their Collaborators;
- direct other employees and Collaborators so that they perceive compliance with the Code as an essential part of the quality of work performance;
- encourage its team (internal and external members) to analyse together the aspects linked to the application and interpretation of the Code of Ethics;
- carefully select, within the scope of their remit, personnel and Collaborators among those who prove to be most reliable in abiding by the Code of Ethics.

Observance of the principles and rules of the Code of Ethics, their consistent dissemination and operational application within the assigned responsibilities is, in any case, an essential and integral part of the contractual obligations of each employee.

## **23.2 Penalties**

Target Recipients must scrupulously comply with the obligations imposed on them by law and regulations and, each for his or her own position, observe the specific provisions of this Code of Ethics.

The principles expressed in the Code of Ethics are an integral part of the conditions governing employment relationships as an expression of the conduct that the Target Recipients are required to observe, by virtue of the civil and criminal laws in force and the obligations provided for in collective bargaining.

Any violation by employees of the rules and provisions of the Code of Ethics constitutes a breach of employment and/or a disciplinary offence, with all legal consequences, including the obligation to pay compensation for damage suffered by the Company.

Any violation of the rules and provisions of the Code of Ethics by other Target Recipients (other than Employees) and, in general, by third parties through whom the Company carries out its activities may result in termination of contract or revocation of the assignment awarded and compensation for damage suffered by the Company.

The Company undertakes to include express termination clauses with specific reference to cases of violation of the Code of Ethics in its contracts with suppliers, collaborators and/or consultants and/or in general with third parties through whom it carries out its activities.

### **ARTICLE 24. REPORTS**

All Target Recipients of the Code can always contact the Supervisory Body, through the ordinary channels of communication dedicated to it (e-mail address dedicated to the Body), appropriately disseminated with this Code of Ethics (e-mail address published on the website), if they become aware of situations also if only potentially illegal or otherwise contrary to the principles expressed in this Code.

If company personnel, in particular, become aware of situations, also if only potentially illegal or in any case contrary to the principles expressed in this

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Code of Ethics, they must immediately inform the persons in charge: failure to comply with the duty of information (reporting) shall be the subject of disciplinary measures.

Company personnel may report violations of the Code of Ethics to the Supervisory Body, through the appropriate communication channels made available by the Company, including those aimed at safeguarding the confidentiality of the whistleblower (confidential reports), as provided for by the Compliance Programme and/or in a specific procedure/communication circulated by the Company to its personnel (so-called "whistleblowing").

In any case, acts of retaliation or discrimination, direct or indirect, against whistleblowers for reasons directly or indirectly related to the report are prohibited: Zordan guarantees, therefore, that no retaliation shall be put in place by the Company following the report.

The reports received are examined and treated by the Supervisory Body with the utmost confidentiality. The Body may advise top management to impose penalties for violations committed, if ascertained, and top management may consult the Supervisory Body for the imposition of penalties for violations committed, if ascertained.

Relations between Target Recipients, at all levels, must be based on criteria and behaviours of correctness, fairness and mutual respect. Therefore, abuse of the duty of information governed by this article for the purpose of emulation or retaliation is punishable: such conduct, if carried out, shall be punished.

Each Target Recipient must fully cooperate with any investigations carried out into violations of the Code, maintaining the strictest confidentiality regarding the existence of such investigations.

Reports cannot be anonymous, therefore, any anonymous reports sent to the Body will be taken into account and investigated not on a mandatory basis but based on the latter's free and discretionary judgement.

**ARTICLE 25. SUBSIDIARIES**

The Company undertakes to disseminate the Code of Ethics also to its subsidiaries, including foreign ones, taking care to encourage its adoption or, in any case, the application of the principles therein (policy adoption).

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