



Organisational and managing model

Art. 6 - Legislative Decree No. 231/2001

Part B) -Code of Ethics

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GLOSSARY

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

Decree: Legislative Decree No. 231/2001 and subsequent amendments and additions.

Entity(ies): companies, associations, consortia and other entities subject to Legislative Decree No. 231/2001.

Offences: the relevant offences under the Decree.

Organisational Model (or 'Model'): the Organisation and Management Model adopted pursuant to and for the purposes of Article 6 of the Decree.

Code of Ethics: company code of conduct adopted as an integral and substantial part of the Model. It consists of the set of declarations, 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 Model and ensuring that it is updated.

Individuals in apical positions (or 'Apical Subjects'): persons who hold functions 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.

Subordinates (or 'Subordinates'): persons subject to the direction or supervision of a person in a senior position.

Areas (of activity) at risk: the areas of company activity in the context of which, in more concrete terms, the risk of commission of the Offences appears to be looming.

Sensitive Process (or 'Sensitive Activity'): company operational processes in the context of which Offences may be committed (or create the conditions for) the commission of Offences.

Department/Function/Area/Office: organisational structure of the Company identifiable on the basis of the company organisational chart.

Group: corporate group to which the Company (if any) belongs, including companies directly or indirectly controlled, or subject to common control, as per the group 'organisation chart' (diagram).

Employees: the Company's employees, including managers, and assimilated persons.

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

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

Corporate bodies: the Board of Directors and the Board of Auditors of the Company.

Addressees: all the subjects to whom the Code of Ethics (as well as the Model) is addressed, i.e. not only Employees, Collaborators and Interlocutors, but also the Corporate Bodies.

Disciplinary offence: violation of the rules of conduct laid down in the Model (complete with Code of Ethics) as a result of conduct by the Employee.

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

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

Code of Ethics

FOREWORD

Zordan S.r.l. SB (hereinafter referred to as 'Zordan') has decided to adopt this Code of Ethics in order to provide precise Behavioural Guidelines to promote a corporate culture characterised by the values of Integrity and Responsibility, which are part of the company's mission and vision:

- MISSION: *"Shaping beauty sustainably"*;
- VISION: *"Sustainable beauty makes our senses keener, it adds to our serenity, it gives us inspiration"*.

Zordan gives form and content to beauty, making possible the intuitions of planners, architects and designers by realising the ideas and dreams of its customers, with reliability, flexibility and 'all' Italian craftsmanship. The aim is to create bespoke retail and private environments through a motivated team and a network of craftsmen with whom Zordan shares passion, attention to detail and a determination to make a positive impact on the environment and the local community.

Zordan spreads beauty-inspired environments around the world.

The guiding values that inspire the daily operations of the Company are as follows (slightly modified for adaptation):

- Beauty: beauty is an innate quality in man that expresses itself 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 the community;
- Family: Zordan shares the successes of each day as a family, taking care to create the right work-life balance;
- Flexibility: the agile and flexible approach favours innovative solutions and versatile service. The customer is always 'at the centre';
- Competence: Zordan is committed to ensuring that people are always qualified through regular training and specialisation courses, in the belief that competence fosters dialogue, reduces inefficiencies and stimulates a competitive and effective distinction;
- Humility: listening. This is the starting point for making every need of our

stakeholders the goal of Zordan;

- Passion: enthusiasm and passion accompany the realisation of every single project, every single detail. Because the people at Zordan love their work;
- Reliability: reliability is at the core of the company credo. Every assessment, every action, every choice is weighted. Luxury is silent, reliable.

In 1965, Attilio Zordan founded the group's parent company, an enterprise that through the policy of doing, and doing well, over the years has developed an entrepreneurial approach that has enabled its progressive and constant development. Over time the company gained an international profile as a partner in the realisation of high-end *interior* projects, from *flagship stores* to bars and private homes.

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

ARTICLE 1. DESTINATORS

This Code of Ethics is an integral part of the Organisation and Management Model pursuant to Article 6 of Legislative Decree No. 231 of 8 June 2001 (hereinafter referred to as the 'Model'), adopted by the Company, to which the Model itself expressly refers (Code of Ethics: Part B of the Model).

With the adoption of the Model, the Company designated the body responsible for supervising the operation of and compliance with the Model and for ensuring its updating (Supervisory Board).

The rules of the Code apply to anyone working or collaborating in any capacity with the Company, i.e. to all Addressees, and in particular (see 'Glossary')

- employees of the Company, both senior and subordinate;
- to the Company's employees;
- to the Company's interlocutors.

Each Addressee has the duty to

- know the rules contained in the Code;
- refrain from conduct contrary to the provisions of the Code;
- report to their superiors and/or to the Supervisory Board any news concerning breaches of the Code;
- cooperate with the structures and/or parties in charge of monitoring compliance with this Code;

- not to take any action contrary to the contents of the Code.

Zordan undertakes to require all Addressees to undertake to respect the principles contained in this document, including the companies of the Group to which it belongs and any additional business partners. The Code must be considered applicable and to be applied, even taking into account the obvious cultural differences, in the various foreign countries in which Zordan operates.

Zordan undertakes to bring this document to the attention of the addressees in a timely and appropriate manner (dissemination), also by implementing training programmes on the same.

ARTICLE 2. CORPORATE VALUES

2.1. B Corp™ Certification

Zordan's business model has identified people, the environment and the local area (community) as its core values, so that at the end of the year 2016, it obtained B Corp certification, in line with the American trend of generating B Corporations.

These companies are oriented towards promoting business also as a contribution and/or solution to aspects and problems of a 'social' nature and obtain the relevant certification precisely in the logic of being able to concretely measure their impact/contribution to the social and environmental context (annual impact report).

Unlike the traditionally understood 'company', which exists for the sole purpose of satisfying the needs of capital holders (shareholders), through the distribution of profits, benefit societies are the expression of a more evolved paradigm, so much so as to integrate into their corporate purpose the aim of generating a positive impact on the social and environmental context, satisfying 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 aims to contribute to the professional and personal growth of its human resources (employees), supporting them in improving their skills and guiding them in developing their talent, fostering a positive working climate that encourages participation.

Workplace safety is one of the company's priorities, and therefore Zordan establishes policies, programmes and procedures to carry out activities with respect for the physical and moral integrity of workers.

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

- not use or support the use of child labour;
- neither encourage nor support 'forced labour';
- ensure a safe and healthy workplace;
- respect the rights of workers to join trade union confederations;
- do not discriminate in any way;
- not use or support disciplinary practices such as corporal punishment, physical or mental coercion and verbal abuse;
- adapt working hours to the provisions of current legislation and national and local agreements;
- pay employees in accordance with the national collective labour agreement and the company's supplementary agreement.

2.3. Environment

The company believes in preserving the natural environment, not as a 'label' but as a real necessity for long-term survival.

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

The following are concrete objectives of the company: recycling and utilisation of processing waste, separate collection of waste, production of energy from renewable sources, development of techniques to control and improve consumption efficiency, digitisation of documents.

2.4. Community

The company is seen as one with the territory to which it belongs and is required to return to it the resources absorbed, as well as to promote initiatives in favour of the territory with high social and cultural value.

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

2.5. Quality

Zordan recognises that the customer plays a central role in its business and is committed to knowing their needs in depth and to providing products and services that meet these needs, seeking a high level of customer satisfaction.

Throughout the entire order realisation process, the competence and seriousness of the operators, as well as the severity and accuracy of the controls carried out, ensure consistent quality over time: from the identification of the customer's wishes, to design, production, assembly and delivery to the customer's utmost satisfaction.

The company is certified ISO 9001:2008, since 2010 now ISO 9001:2015.

ARTICLE 3. PRINCIPLES OF CONDUCT

3.1. The value of ethics

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

- Legality. All Addressees are required to respect the laws and regulations in force in the countries in which they operate, the Code of Ethics and 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 behaviour such as to take undue advantage of others' positions of weakness or lack of knowledge. The Company, in its quest to maximise its economic and financial results, is committed to establishing correct business relations with third parties, lasting relationships with customers and suppliers, and adequate recognition of the contribution of its employees and collaborators.
- Loyalty. Relationships with the outside world, relations with all Addressees, and those between them, must be marked by the utmost loyalty, which consists in faithfulness to one's word, promises and pacts, acting with a sense of responsibility, valuing and safeguarding the company's assets, and applying an attitude of complete good faith in every activity or decision.
- Transparency. All of the Company's actions and relations with its stakeholders and shareholders must be carried out guaranteeing correctness, completeness, uniformity and timeliness of information, along the lines dictated by laws, market best practices, and within the limits of the protection of know-how and company assets.
- Respect for people's dignity. Zordan respects the fundamental rights of people by protecting their moral integrity and guaranteeing equal opportunities. In both internal and external relations, behaviour that is discriminatory based on political and trade union opinions, religion, race, nationality, age, sex, sexual orientation, state of health and in general any intimate characteristic of the human person is not permitted. Zordan considers diversity an opportunity in terms of innovation and development through dialogue and the exchange of opinions, ideas and experiences. The Company endeavours to ensure that, within the scope of its activities, the rights set forth in the "*Universal Declaration of Human Rights*" are guaranteed in the various countries in which it operates.

Zordan promotes ethics in the relations and 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 tools offered by the company.
- Confidentiality. Employees and collaborators undertake to treat all information obtained in connection with the performance of their work as confidential and, therefore, not to divulge 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 (mentioned above).
- Absence of conflicts of interest. Employees and collaborators ensure that every business decision is made in the interest of the Company, and must therefore avoid any situation of personal or family conflict of interest that could affect their independence of judgement and choice.
- Health and safety and working conditions. Zordan believes that motivated and professionally excellent people are the fundamental strategic lever to compete and develop in its business. To this end, the Company promotes working conditions and environments that protect the psycho-physical integrity of people, and encourage their proactiveness, creativity, active participation, ability to work in a team and assumption of responsibility, while respecting the need to balance the personal sphere with the private one.
- Gender Equality. The professional development and management of employees and collaborators are based on the principle of equal opportunities. The recognition of achievements, professional potential and of the skills expressed by people constitute the essential criteria for career and salary advancement, in continuous and systematic comparison with the market, guaranteeing transparency on the method of evaluation and the way it is communicated.
- Professional development. Zordan is committed to providing employees and collaborators with adequate tools and opportunities for professional development.

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

- Promoting sustainable development. Zordan believes that the protection of the environment is a fundamental value of the community, and is convinced of the compatibility between "business development" and "respect for the environment". The Company undertakes to operate in compliance with the regulations in force, applying the best available technologies, to promote and plan a growth of its activities aimed at enhancing natural resources, preserving the environment for future generations, and to promote initiatives for a widespread environmental protection.
- Responsibility towards the community. Zordan operates with consideration for the needs of the communities in which it does business 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 form and substance, and clarity and truthfulness in the accounting records, in accordance with the regulations in force and according to the established procedures, and must be subject to verification by the control bodies.

To this end, the addressees are required to perform the tasks assigned to them in compliance with the provisions set out in this Code of Ethics and in strict compliance with the applicable laws and regulations, also in relations with third parties.

The Addressees are required to observe all the provisions governing their conduct and to refer any doubts and questions concerning the legitimacy of any conduct affecting the Company to their hierarchical superiors.

In commercial and promotional relations, fraudulent practices and conduct, acts of corruption, favouritism and more generally any conduct contrary to the Law, sector regulations, internal regulations and this Code of Ethics are prohibited. Such conducts are prohibited and sanctioned regardless of whether they are carried out or attempted, directly or through third parties, to obtain personal advantages, for third parties or for the Company.

Business development activities must be carried out in accordance with correct economic principles, in the regular context of the market and in fair competition with competitors, in constant observance of the applicable laws and regulations.

3.3. Conflicts of interest

All business decisions and choices made on behalf of the company must correspond to the best interests of the company.

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

By way of example but not limited to, the following situations may give rise to conflicts of interest:

- hold a senior position or head of an organisational unit and have common economic interests with suppliers;
- accepting money or favours from persons or companies that are or intend to enter into business relations with the Company, or Group Companies;
- have personal or family interests that may influence independent judgement in deciding what is in the best interests of the Company and the most appropriate way to pursue them;
- taking advantage personally, through family members, colleagues or intermediaries, of business opportunities connected with the performance of one's 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 enter into business relations or compete with the Company, unless it has previously obtained the written approval of 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 aspires to meet the best and legitimate expectations of its customers by offering beauty experiences and environments that create well-being.

The company pursues its business success on the markets by offering quality products and services, on competitive terms and in compliance with all the rules laid down to protect fair competition.

The Company considers customer satisfaction as a factor of primary importance for the fulfilment of corporate objectives. To this end, the Addressees are obliged to:

- operate in compliance with the law, procedures and instructions issued, always respecting commitments and obligations towards customers;
- work together to provide customers with high quality products and services that meet their reasonable expectations and protect their safety and security;
- manage relations with customers with the aim of developing and maintaining favourable and lasting relations, without arbitrarily discriminating between them or unduly exploiting any position of strength to their disadvantage;
- deal with customers in a clear, honest and transparent manner, guaranteeing efficiency, cooperation and courtesy;
- communicating with customers in a clear, honest and transparent manner, informing them correctly (accurate, complete and truthful information) about the characteristics of the goods and services offered and the obligations incumbent on the Company, using simple and comprehensible language: this enables the customer to make informed decisions;
- adhere to the truth in advertising, commercial or any other kind of communication.

The Company, while not expressing any preclusions towards any customer or category of customers, does not entertain any relations, direct or indirect, with persons who are known or suspected to belong to criminal organisations or in any case operating outside the law, including 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 forbids delivering, promising, offering, accepting or receiving, even through an intermediary, any gift, gratuity or other utility (e.g. hospitality, travel) to actual or potential Customers of the Company or of the Group Companies. Neither may promises of any other nature or hypothetical advantages be made, such as job or business opportunities (e.g. the promise of a job or the remission of a debt).

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

In countries where it is customary to offer/receive gifts, Addressees may do so only if these gifts are of an appropriate nature and of modest value. In this case, however, the applicable laws, business customs and codes of ethics - if known - of the companies or entities with which the Company has relations shall be complied with.

The giving of money to persons or companies that are or intend to enter into business relations with the Company is in any case prohibited.

Should the Addressees receive explicit or implicit requests for benefits of any kind, or unlawful pressure of any kind, from the Customer, or from natural or legal persons acting on behalf of the Customer, they must immediately suspend all relations and inform their hierarchical superior or the Management.

ARTICLE 5. RELATIONS WITH SUPPLIERS

Zordan considers its suppliers to be true partners with whom it can create a successful collaborative 'supply chain', so it selects suppliers capable of being flexible, qualitative, attentive to service, continuity and ethics as well as on the basis of the principles laid down in this Code.

In selecting and managing relations with suppliers, the Addressees shall:

- operate in accordance with the law and existing contractual provisions;
- operate in compliance with company procedures and the provisions issued in relation to the selection and management of relations with suppliers;
- be guided by the principles of fairness and good faith, in line with the strictest business practices, in correspondence and dialogue with suppliers;
- adopt objective and transparent evaluation criteria in the selection of suppliers, who in any case meet the requirements;
- obtain the cooperation of Suppliers to provide customers with high quality products and services that meet the customer's reasonable expectations and protect their safety and security;
- obtaining the cooperation of suppliers to ensure that customer requirements (in terms of quality, cost and delivery time) are met;
- manage the relationship with Suppliers with the aim of developing and maintaining stable, transparent and collaborative relations, without arbitrarily discriminating between them, nor unduly exploiting any position of strength to their disadvantage, in the best interest of the company.

In selecting and managing relations with suppliers, Addressees are prohibited from

- taking advantage of one's position in order to obtain any personal benefit;
- being subjected to influence in order to make decisions and/or perform acts relating to one's work or professional activity.

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 Group companies.

In countries where it is customary to offer/receive gifts, Addressees may do so only if these gifts are of an appropriate nature and of modest value. In this case, however, the applicable laws, business customs and codes of ethics - if known - of the companies or entities with which the Company has relations must be complied with. The hierarchical superior or the directors and/or the Supervisory Board must be informed immediately.

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

Accepting money from persons or companies that are or intend to enter into business relations with the Company is in any case prohibited.

Anyone receiving proposals of money, gifts or favourable treatment or hospitality shall in any case immediately inform their hierarchical superior or the directors and/or the Supervisory Board.

Any gifts addressed to Employees or Collaborators and delivered to the company on holidays shall be handed over so that they may be used by the Company to finance charitable works and/or to distribute them to staff at random (e.g. by drawing lots).

It is strictly forbidden to receive gifts or other gratuities at one's private address. Should this happen, however, the goods received must be handed over to the company in order for it to proceed as above (finance charitable works and/or proceed to random distribution to staff).

Should the Addressees receive explicit or implicit requests for benefits of any kind, or unlawful pressure of any kind, from the Supplier, or from natural or legal persons acting on the Supplier's behalf, they must immediately suspend all relations and inform their hierarchical superior or the directors and/or the Supervisory Board.

ARTICLE 6. HUMAN RESOURCES MANAGEMENT

6.1. General Principles

Zordan believes that the presence of highly motivated resources of excellent professionalism constitutes a strategic development factor of fundamental importance. To this end, the Company undertakes to promote initiatives and services useful to improve the quality of life of its resources, to support them in the process of reconciliation between the working and private dimensions, to define a stimulating and fulfilling professional growth path, guaranteeing equal opportunities and without favouritism of any kind.

The search for and selection of human resources responds both to the need to acquire skills and professionalism on the market that are not present in the company, and to the need to recruit young people in whom to invest to ensure the company's growth and development. The criteria applied always meet criteria of objectivity and transparency, guaranteeing equal opportunities and avoiding favouritism. Each position is regulated by Zordan on the basis of a regular contract and, it is hereby made clear that no form of irregular or 'black' employment is tolerated.

When they join the organisation, each resource receives accurate information with particular reference to the rules governing the employment relationship, the aspects concerning "health and safety in the workplace" and any other regulatory and/or organisational aspect that may favour their more rapid integration into the life and culture of the company.

After the induction period, the Company is constantly engaged in the development of employees' skills and competences, so that the creativity of individuals finds full expression and realisation.

The central element of the human resources management and development system is the assessment of the skills expressed and the potential skills possessed in close and consistent correlation with the current and future needs of the business, as well as the identification of key positions for strategic development. The system constitutes the essential prerequisite for the assignment of positions and responsibilities within the corporate organisation, as well as for a planned and progressive professional and career growth.

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

Zordan remunerates its resources on the basis of role, professionalism and results achieved, with the aim of ensuring full recognition of the merits of individuals and maintaining an overall salary structure of absolute competitiveness in continuous and systematic comparison with the reference markets in which it operates.

The definition and updating of remuneration - in compliance with its own ethical principles, current legal and contractual regulations and meritocratic policies - takes place through clear, precise and fair methods, including for the assignment of objectives and the assessment of results, which are the subject of constant communication to resources. The annual remuneration is made up of a fixed part linked to the role held and professionalism to which is added, for resources occupying positions of responsibility, a variable part correlated to the results achieved (individually or as part of a *team*) and to the contribution made to the achievement of the main company objectives.

With reference to internal communication, Zordan promotes and encourages it, considering it an essential structural element for the effective functioning of corporate processes, in a logic of sharing values, strategies and objectives. It is implemented through the use of tools differentiated by objectives, recipients and contents (e.g. *conventions* and sharing events).

Internal communication is the primary and direct responsibility of all those in human resources management roles 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, the Addressees must scrupulously observe the laws in force and company procedures. In particular, in the case of hiring foreign workers, specific attention must be paid to checking the residence permit that can never be missing, expired (and not renewed), revoked or annulled and, more generally, to the verification of the necessary conditions of legality.

In order for the skills and competences of each employee to be enhanced and for each employee to be able to express his or her potential, corporate functions and/or human resources management entities must:

- apply criteria of merit and professional competence when taking any decision in respect of employees;
- selecting, hiring, training, remunerating and managing Employees without any discrimination whatsoever, ensuring that they can enjoy fair and equal treatment, irrespective of gender, age, nationality, religion, ethnicity, political, philosophical or sexual orientation and with reference to all aspects of the employment relationship (including, but not limited to, professional recognition, remuneration, refresher and vocational training courses);
- Valuing the work of employees by requiring performance consistent with the activities assigned to them;
- promote the involvement of employees by making them participate in the company's objectives and their achievement;
- create a working environment in which personal characteristics or orientations cannot give rise to discrimination;
- ensuring equal opportunities in all aspects of professional life;
- always apply what has been established in the previous points for Employees, where possible/compatible, also to Collaborators.

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

The functions and/or persons in charge of the personnel recruitment process must carefully assess, in compliance with corporate protocols, the applications of relatives of Public Administration employees, or former Public Administration employees and their relatives, who take part or have taken part actively and personally in business negotiations with the Company; similar precautions must be taken against persons who take part or have taken part in endorsing requests made by the Company to the Public Administration.

It is also forbidden to ask subordinates for personal favours or any behaviour that constitutes a violation of this Code of Ethics.

The Company respects fundamental human rights, rejects child exploitation and does not use forced labour (or labour performed in conditions of slavery or servitude), and also repudiates the following conduct that Addressees must consider prohibited

- give rise, in internal and external labour relations, to the reduction or maintenance in a state of subjection (by means of violence, threats, deception, abuse of authority, taking advantage of a situation of physical or mental inferiority or of a situation of need or by promising or giving sums of money or other advantages to those having authority over the person);
- give rise to harassment, such as, for example, the creation of a hostile working environment towards individual workers or groups of workers, unjustified interference with the work of others, and the creation of obstacles and hindrances to the professional prospects of others, including sexual harassment (meaning the subordination of opportunities for professional growth or other advantage to the provision of sexual favours or proposals of private interpersonal relations which, by the fact of being unwelcome to the recipient, may upset his or her serenity);
- give rise to discrimination and/or mockery against individual workers, or groups of workers on account of certain personal characteristics (e.g. physical or psychological inferiority).

Any form of violence and harassment, whether sexual or related to gender, personal or cultural diversity, is forbidden for the Company and Recipients:

- making any decision relevant to a person's working life conditional on the acceptance of sexual favours or personal and cultural characteristics;
- inducing someone to grant sexual favours through the influence of one's role;
- proposing private interpersonal relationships despite an express or reasonably obvious dislike;
- even alluding to physical or mental disabilities or impairments as well as forms of cultural, religious or sexual orientation diversity.

If an Employee believes that he/she has been the victim of harassment or conduct attributable to bullying, he/she shall be entitled to formally report such situation to his/her hierarchical superiors or to the directors and/or to the Supervisory Board, for the necessary investigations: the recipients shall treat the report as confidentially as possible and shall verify, within the limits of the powers granted by law, the validity of the report, providing a response within 15 working days and taking the appropriate measures, if necessary.

In general, reports on the conduct referred to in this paragraph may be made in accordance with Article 24 below.

ARTICLE 7. RELATIONS WITH COLLABORATORS

Each director, manager, employee, in relation to his or her functions, shall take care, in order to implement the principles listed above, to

- Carefully consider the use of external parties (collaborators);
- verify and/or apply for insurance to obtain the best combination of quality of service, time and cost;
- carefully select people and companies from among those with good reputations and professional qualifications;
- scrupulously observe the relevant 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 company values and good business practices;
- adequately inform third parties who enter into relations with the companies about the provisions of this Code, requiring them to comply with it (contractual clause);
- report any violations of the Code in a timely manner and take appropriate action.

The Company shall not initiate or continue any relationship with anyone who indicates that he/she does not wish to abide by the principles set out in this Code of Ethics.

ARTICLE 8. RELATIONS WITH THE PUBLIC ADMINISTRATION

8.1. General Principles

Relations with the Public Administration, or in any case relating to relations of a public nature, entertained by the Addressees must be inspired by the strictest compliance with the applicable legal and regulatory provisions and may in no way compromise the integrity and reputation of the Companies: In particular:

- all relations involving the corporate functions, also through external Collaborators, with the Public Administration must be aligned with principles of diligence, transparency and honesty, as well as utmost fairness and integrity;
- the assumption of commitments and the management of relations, of any kind, with the Public Administration and/or of a public nature are reserved exclusively to the appointed and authorised corporate functions;
- in the event that the Company uses a consultant or a third party to represent it in relations with the Public Administration, the same directives issued to

- the Company's Employees (e.g. operating and control procedures) shall apply to that 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

As a general rule, in its relations with the Public Administration, whether domestic or foreign, the Company repudiates and sanctions any behaviour of a concusive, corruptive or undue inducement to give or promise money or other benefits.

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

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

If a director, employee or collaborator of the Company receives explicit or implicit requests for benefits of any kind from the Public Administration, or from natural or legal persons acting in the employ or on behalf of the same Public Administration, he/she must immediately suspend all relations and inform his/her hierarchical superior or the directors and/or the Supervisory Board.

These provisions also apply in the event of unlawful pressure received in the course of relations with natural or legal persons acting in the employment of 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 that (including in the form of sponsorships, appointments, consultancies, 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 Community public bodies in order to obtain public grants, contributions or subsidised loans, or to obtain concessions, authorisations, licences or other administrative acts;
- it is prohibited to allocate sums received from national or Community public bodies by way of grants, contributions or loans for purposes other than those for which they were allocated.

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

In any case, in the course of a business negotiation or relationship, including a commercial one, with the Public Administration, the Company undertakes to

- not offer employment and/or business opportunities to Public Administration personnel involved in the negotiation or relationship, or to their family members;
- not offer free gifts;
- not solicit or obtain confidential information that would compromise its integrity or reputation.

With specific regard to the computer and telematic systems of the Public Administration, it is also forbidden to

- alter, in any way whatsoever, the functioning of a computer or telematic system of the Public Administration;
- access, without right and by any means whatsoever, to data/information or software contained in the computer or telematic system of the Public Administration;
- exceed the limits of any authorisations granted in accessing those systems/programmes pertaining to the Public Administration;
- access without right to computer or telecommunications systems of military interest or relating to public order or public safety or health or civil protection or in any event of public interest;
- committing acts aimed at destroying, deteriorating, deleting, altering or suppressing computer information, data or programmes used by the State or another public body or pertaining to them or in any case of public utility;
- committing acts aimed at destroying, damaging, rendering wholly or partially unusable computer or telecommunications systems of public utility or seriously obstructing their operation;
- operate any form of alteration or falsification of declarations and communications sent to the Public Administration, including by telematic means, which must be truthful;

- putting pressure on public employees to alter data and/or information in public files for the benefit of the Company.

ARTICLE 9. RELATIONS WITH THIRD PARTY ORGANISATIONS

Zordan maintains relations with interest-bearing associations to develop forms of virtuous cooperation and support issues of common interest, as well as with public or private entities and non-profit associations that promote values and principles in line with those of the company.

Contributions to political, trade union and professional organisations must always be made in strict compliance with the law and regulations in force. Such contributions must always be adequately documented.

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

Finally, the Company, always in compliance with corporate protocols, assesses with particular rigour and attention any contributions to parties, movements, committees and organisations of a political and/or trade union nature.

ARTICLE 10. RELATIONS WITH THE GUARANTOR AUTHORITIES

The Company fully and scrupulously complies with the provisions issued by the Authorities, whether local, national or international, and complies with the relevant case law.

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

ARTICLE 11. COMMUNICATION AND EXTERNAL RELATIONS

11.1. Institutional Communication

Zordan bases its institutional communication (e.g. definition of the *company profile*, preparation of audiovisual presentations, populating the *website*) on the utmost transparency and truthfulness of the data provided and defines its own communication policy.

In the event of participation in conventions, congresses and seminars, drafting of articles, essays and publications in general, as well as participation in public speeches, the information provided with regard to its activities, results, positions and strategies shall be determined exclusively by the corporate functions and/or persons delegated for that purpose.

The above rules of conduct must be applied whatever the tool used for communication (e.g. website, social media).

11.2. Relations with the media

Relations between the Company and the mass media, in general, are the exclusive responsibility of the corporate functions and/or persons delegated to that end and must be conducted in compliance with the communication policy defined by the Company: Addressees are prohibited from providing information to representatives of the mass media without the authorisation of the functions and/or persons delegated to that end.

Similar authorisation is required for the participation, in the name of or on behalf of the company, of employees in committees, associations, conferences, congresses or seminars, as well as for the drafting by them of articles, essays or publications in general.

In any case, the information and communications intended for the outside world must be accurate, truthful, complete, transparent and homogeneous and verified by the delegated corporate functions.

The above rules of conduct must be applied whatever the medium used for communication (e.g. press, social media).

ARTICLE 12. NON-PROFIT INITIATIVES

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

Sponsorships may relate to social, sports, entertainment, art and culture. They are also only intended for events that offer guarantees of the quality of the event and the reputational reliability of those involved.

In any case, when choosing which proposals to join, attention must be paid to any possible personal and corporate conflicts of interest.

ARTICLE 13. HEALTH AND SAFETY PROTECTION

13.1. General Principles

All those who are in charge of implementing, at various levels, the (legal and internal) regulations adopted in the field of health and safety in the workplace must, by way of example but not limited to, each within the scope of their duties

- 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 working for the Company and customers;
- promptly and constantly adapt internal procedures to the relevant legislation;
- create and maintain a constructive and collaborative relationship with the Public Institutions in charge of control activities in the field of Health and Safety at Work;
- Promote and develop specific training and information programmes that differ according to the target group;
- carry out specific checks to verify their actual use;
- carry out periodic checks on the effective application of the procedures adopted on 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 those of the contracting company.

13.2. Smoke

The Company is committed to ensuring the health and safety of its employees as well as the healthiness of the environment, without prejudice to the prohibition of smoking in the workplace, both indoors and outdoors.

The ban on smoking is also to be understood as extending to moments of 'break' from work, except for the use of certain, limited, outdoor areas expressly indicated by the company.

13.3. Alcohol and drug abuse

It is forbidden to work under the influence of alcohol or drugs, or substances with similar effects. It is also forbidden to consume such substances in the course of work.

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

It is forbidden to use company facilities to promote, in any way - nationally or internationally - the circulation of narcotic substances, as well as to possess them on company premises or in any place that is in any way traceable to the company.

ARTICLE 14. ENVIRONMENTAL PROTECTION

The Company is committed to contributing to the development and well-being of the environment in which it operates and constantly pursues the protection of the health of Employees, other Collaborators and the communities affected by the Companies' activities.

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

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

In particular, in carrying out its activities, the company aims to:

- Continuously improve the company's environmental policies, programmes, and behaviour, taking into account technological progress, scientific knowledge, consumer needs, and community expectations;
- disseminate its 'environmental policy' through information, training, consultation and involvement of the Addressees for the responsible conduct of their activities in respect of the environment;
- assessing direct and indirect environmental aspects/impacts during the production and design of new activities and before the decommissioning of a plant or the abandonment of a site;
- Minimising the environmental consequences of waste generation and its safe and responsible disposal through the design, development and operation of facilities and by considering the efficient and safe use of energy, hazardous materials, substances and preparations and the sustainable use of renewable resources;
- educate customers, distributors and the public to promote safety in the use, transport, storage and disposal of the products supplied;
- reduce 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 performance by regularly carrying out checks and evaluations on compliance with corporate objectives and mandatory regulations.

ARTICLE 15. SAFEGUARDING OF COMPANY PROPERTY AND ASSETS

Each Addressee is required to act with the diligence required and necessary to protect corporate resources, avoiding improper uses that may cause damage to them or reduce their efficiency, or in any case in conflict with the interests of the Company, or dictated by professional motives unrelated to the relationship with the Company. Likewise, the Addressees shall not only protect these assets, but also prevent their fraudulent or improper use by third parties.

Each Addressee is the custodian and manager of the corporate assets assigned (tangible and intangible), instrumental to the activity carried out: no Employee or Collaborator may make or allow others to make improper use of the assets assigned and, in general, of the Company's resources.

By way of example and without limitation, the Company's corporate resources, to which the general principle of diligence in use and custody set out above applies, include all the assets that, by reason of the activity are, for various reasons, within the Company's sphere of dominion (ownership, concession, loan or use, by private or public entities) and, in particular

- plant, machinery, equipment and all production materials;
- assets assigned to Employees and Collaborators, such as, by way of example, preventive safety devices, cars and computer devices of various kinds (e.g. computers and telephones).

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

ARTICLE 16. USE OF COMPUTER SYSTEMS

It is forbidden to use for unlawful purposes the set of computer and telematic systems and tools made available to the Addressees for the performance of their work (e.g. fixed workstation with computer, laptop computer, e-mail services and Internet access).

These tools must, moreover, 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 principles of diligence and fairness, for the sole purpose of verifying and guaranteeing their efficient and optimal functionality, in compliance with the provisions of corporate policies. Any external companies whose work is used by the Company for the management and use of the computer system must comply with the same principles.

It is the duty of each Employee and Collaborator to take proper care of the computer and telematic equipment provided and to promptly report any theft, damage or loss.

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

In any case, it must be known to each Employee and Collaborator that the proper functioning of the company's computer systems can only be ensured by control activities, often automatic, on the systems themselves, carried out for reasons of improving their efficiency and security: these activities are geared to this sole purpose, and do not in any way constitute a form of direct control over the activities of system users.

ARTICLE 17. PROTECTION OF CORPORATE INFORMATION

All information that is not in the public domain relating to the Company, or relating to its business or affairs, of which the Addressees are aware by reason of their functions or in any case of their work and professional relationship, must be considered confidential, as strictly belonging to such entities, and be used only for the performance of their work.

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

The Addressees must take every 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 business or affairs, or relating to persons having relations with it, to promote or favour 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, before proceeding, he/she should contact and request appropriate authorisation from his/her line manager or directors and, if necessary, wait for the necessary time to allow appropriate protective measures to be taken.

In the event that the Company has signed a confidentiality agreement regarding confidential information disclosed by third parties to the Company, the Addressees receiving such information must comply with the terms of the

aforementioned agreement. Confidentiality obligations remain in force even after the employment or collaboration relationship has ended.

It is recalled that the computer processing of information is subject to security controls in order to safeguard the company from undue intrusion or unlawful use, and the material or electronic supports of the information are destroyed in compliance with the procedures governing the matter and within the limits provided for by law.

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

This is without prejudice to the obligation of Employees and Collaborators to perform their work in such a way as to

- acquire and process only the data necessary and directly related to its functions;
- store such data in such a way as to prevent third parties from gaining knowledge of them;
- communicate (and/or disclose) the data within the limits provided for by company procedures.

ARTICLE 18. COMPETITION

The Company, recognising the importance of a competitive market, is committed to complying with competition law and to 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 proposed, without in any way implementing a communication that may intentionally denigrate, defame, slander or even just 'belittle' its competitors.

Agreements between undertakings and in any case all situations that may have a distorting effect on competition, in particular agreements containing exclusivity clauses, price fixing constraints, territorial restrictions are subject to antitrust law. Therefore, in any case of potential conflict with antitrust rules, prior verification by legal experts is required.

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

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

- bribery or use of bribes to favour an activity or induce contractual violations by third parties;
- acquisition of secrets trade secrets of a competitor through bribery or theft;
- false, misleading or disparaging statements or comparisons in relation to competitors or their products;
- unsubstantiated statements made about the products of third parties or competitors;
- dissemination of information commercial of the company at competing companies;
- transfer of employees or agents of the company in favour of competing companies;
- dissemination of information about the company's customers to third parties.

All public statements made on behalf of the Company (including those contained in advertising or promotional material, 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 representing management events and in providing the tools to identify, prevent and manage, as far as possible, financial and operational risks.

The Company is committed to ensuring that the financial statements and corporate communications required by law are drawn up clearly and give a true and fair view of the Company's assets and financial situation. This is in line with the law and the applicable accounting standards.

All Addressees shall cooperate in the transparent keeping of accounting records by providing complete and clear information and ensuring the accuracy of the data and processing they are responsible for. In particular, all Addressees, in whatever capacity involved in the activities of preparing the financial statements, are required to comply with the rules concerning the truthfulness and clarity of accounting data and assessments.

Every transaction must be based on adequate documentation and be reasonably verifiable. All accounting records that form the basis for the preparation of the financial statements must be drawn up in a clear, true and fair manner and carefully kept by the company structures responsible for their preparation.

More generally, all Addressees in charge of preparing economic, asset and financial reports must ensure that the reports produced correctly reflect the Company's business transactions and financial movements.

Notifications, reports and filings (e.g. with the commercial register) that are required by law must be made by those responsible for them truthfully and in a timely manner, in compliance with the applicable regulations.

The Company and the Addressees must provide the utmost and timely cooperation to all control bodies/bodies, which legitimately ask them for information and documentation on the Company's administration.

All Addressees who become aware of omissions, falsifications or negligence in accounting entries or records shall promptly report them to their superior or to the directors and/or the Supervisory Board.

ARTICLE 20. PREVENTION OF CRIMINAL RISK BEHAVIOUR

20.1. Foreword

Some principles of conduct specifically designed to avert the risk of offences under Legislative Decree No. 231/2001 are set out below.

These principles may either constitute an integration and further specification of certain principles already expressed in this Code, or an introduction to more precise control provisions in the Special Part of the Model.

It should be noted that, for some of the offences referred to in Legislative Decree No. 231/2001, the most effective prevention lies precisely in the behavioural adherence of personnel to the prescriptions set out in this Code, rather than in precise organisational or technological safeguards put in place by the Company: in certain circumstances, the full awareness of personnel with reference to the real risks of their behaviour (*awareness*) is the most effective preventive tool.

20.2. Forgery of banknotes, coins and more

The Company, sensitive to the need to ensure fairness and transparency in the conduct of business, complies with the regulations on the use and circulation of coins, public credit cards and stamps.

It is prohibited 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, purchasing and/or selling) counterfeit banknotes, coins, public credit cards, revenue stamps and watermarked paper.

Anyone who receives counterfeit or stolen banknotes or coins or public credit cards in payment, for dealings attributable to the Company, shall promptly inform their immediate superior and/or the Management.

20.3. Receiving and laundering

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

The Company and the Addressees must never carry out or be involved in activities that involve the purchase, receipt, concealment, laundering (i.e. acceptance or processing) or use in economic or financial activities of money, goods (e.g. merchandise) or other utilities originating from criminal activities in any form or manner whatsoever.

It is compulsory to check available information (including financial and reputational information) on business counterparties and suppliers, particularly foreign ones, before establishing business relations with them, in order to ascertain their respectability and the legitimacy of their activities.

20.4. Records, accounting entries and offences in corporate matters

As highlighted above, all Addressees shall cooperate in the transparent keeping of accounting records by providing complete and clear information and ensuring the accuracy of the data and processing they are responsible for. In particular, moreover, all Addressees, in whatever capacity involved in the activities of preparing the financial statements, are required to comply with the rules concerning the truthfulness and clarity of accounting data and assessments.

More generally, the Addressees must avoid and/or oppose conduct that may constitute corporate offences.

It is strictly forbidden:

- falsifying or inducing third parties to falsify any company records or documents;
- conceal or fail to record Company accounts, funds, assets or dispositions, including off-balance sheet items or dispositions;
- prevent or obstruct the performance of control/supervision or statutory audit activities by the persons appointed or authorised to do so (e.g. by concealing documents or other suitable devices);
- Engaging in simulated or fraudulent conduct aimed at determining the majority in the shareholders' meeting in order to procure an unfair profit for oneself or others;
- spreading false news or carrying out simulated transactions or any other artifice concretely likely to cause a significant alteration in the price of shares or other securities issued by the Company;

- expose to the public supervisory authorities, in communications required by law and in order to hinder the exercise of supervisory functions, material facts that are untrue, even if subject to assessment, on the economic, asset or financial situation of the Companies, as well as conceal by other fraudulent means facts that should be communicated. This principle also refers to information on assets owned or administered by the Companies on behalf of third parties;
- in any form, knowingly obstruct the functions of the public supervisory authorities;
- disclose accounting data without express authorisation, without prejudice to the regime of 'disclosure to third parties' provided for the annual accounts (Company Register).

It is also forbidden:

- Returning contributions made by shareholders or releasing them from the obligation to make them, outside the cases of legitimate reduction of share capital, including by means of disguised conduct;
- distribute profits or advances on profits not actually earned or allocated to reserves or distribute unavailable reserves;
- carry out reductions in share capital, mergers or demergers in breach of the legal provisions protecting creditors;
- fictitiously forming or increasing the share capital, through the allocation of shares or quotas for an amount lower than their nominal value, reciprocal subscription of shares or quotas, significant overvaluation of contributions in kind or receivables, or of the assets of the companies in the event of transformation;
- engage in any kind of transaction that may cause damage to creditors;
- in general, engage in any conduct contrary to safeguarding the company's assets and the position of the company's creditors.

All persons in charge of 'administrative' activities must provide the utmost and timely cooperation to all control bodies and organisations that legitimately ask them for information and documentation on the Company's administration.

All Addressees who become aware of omissions, falsifications or negligence in accounting entries or records shall report them promptly to their hierarchical superior or to the directors and/or the Supervisory Board.

20.5. Relations with the judicial authorities

Zordan and the Addressees guarantee and ensure the utmost cooperation and transparency in their relations with the Judicial Authority, both Italian and foreign, by which is meant any body belonging to the judicial system, including the investigating bodies of the Public Prosecutor's Office as well as judging bodies belonging to any Court (monocratic or collegiate) or Court, in temporary or permanent function.

The Company condemns any conduct aimed at impairing or hindering the proper performance of the judicial function in a broad sense or otherwise influencing or undermining the formation of evidence in the trial.

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

20.6. Bribery and incitement to bribery between private individuals

It is reiterated that it is strictly forbidden, even through an intermediary, to offer, promise or give undue money or other benefits in order for a person to perform or omit an act in breach of the obligations inherent to his office or the obligations of loyalty (bribery), even when the offer or promise is not accepted (inducement).

Specularly, it is strictly prohibited to solicit or receive, for oneself or for others, including through an intermediary, undue money or other benefits, or to accept a promise thereof, in order to perform or omit an act in breach of one's duties or obligations of loyalty (passive bribery), even when the solicitation is not accepted (inducement).

In the event of receiving offers or promises of money or other benefits from third parties, not only must these be firmly refused, but the circumstance must also be immediately reported to one's superior.

20.7. Illegal intermediation and exploitation of labour

Zordan repudiates any activity aimed at recruiting labour for the purpose of assigning them to work for third parties under exploitative conditions, taking advantage of the workers' state of need.

Zordan does not use, hire or employ labour, including through the intermediary activities mentioned above, subjecting workers to exploitative conditions and taking advantage of their state of need.

Zordan guarantees: i) remuneration in line with current legislation and related national and territorial collective bargaining, proportional to the quality and quantity of the work performed; ii) compliance with provisions on working hours, rest, leave and holidays; iii) compliance with health and safety regulations in the workplace; iv) the absence of cases where workers are subjected to degrading working conditions, surveillance methods or accommodation situations (where necessary).

Anyone who becomes aware of conduct in breach of the above, for instance carried out by third parties having relations with the Company (e.g. suppliers), shall 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 foreigners into the territory of the State, or carrying 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 hold permanent residence status.

Anyone who becomes aware of conduct in breach of the above, for instance by third parties having relations with the Company (e.g. suppliers), shall immediately report it to his hierarchical superior or to the directors and/or to the Supervisory Board.

20.9. Racism and xenophobia

Zordan repudiates any propaganda of ideas based on racial or ethnic superiority or hatred, or any activity aimed at committing or inciting acts of discrimination on racial, ethnic, national or religious grounds.

The Company also repudiates any initiative aimed at committing or inciting violence or acts of provocation to violence on racial, ethnic, national or religious grounds.

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

Particular attention must be paid to minimising attitudes towards the Shoa, genocide, crimes against humanity and 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 facilities and tools to promote, in any way - nationally or internationally - the circulation of narcotic substances, as well as to possess them on company premises or in any place that is in any way traceable to the Company.

It is also forbidden to use the Company's structures and tools to favour, in any way - nationally or internationally - the circulation of pornographic material (in particular, child pornography), as well as to hold it on the Company's premises or assets (e.g. computers) or in any place that is in any way traceable to the Company.

21.2. Organised crime and terrorism

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

In relations of an international nature, the Company shall endeavour to ensure that all relations, including those of a commercial nature, with entities operating at an international level, take place in full compliance with the Law.

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

The Company repudiates all forms of terrorism and adopts, within the scope of its activity, the appropriate measures to prevent the danger of involvement (even indirectly) in any activity, which may have any terrorist purpose. To this end, the Company shall not establish any relationship, either of a commercial or working nature, with subjects, natural or legal persons, involved in acts of terrorism, just as it shall not finance or in any case facilitate any activity of subjects that carry out in any way activities for terrorist purposes.

21.3. Safeguarding corporate reputation

Unless otherwise authorised, it is forbidden to use the tools provided (e.g. work clothing, individual protection devices) outside the work context for which they are intended and, more generally, in contexts that are not compatible with the corporate context: the Company shall intervene to protect itself against uses that, even if carried out outside the work context, may in any case damage the prestige, honour and reputation of the company, or that may even only 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 expects all Addressees of this Code, in particular, its Employees, to behave in a decent and dignified manner also in non-work contexts: the Company shall take action to protect itself against attitudes which, even if taken outside the workplace, may in any case harm the prestige, honour and reputation of the company, or which may even only cause the risk of damaging the company's image and credibility.

ARTICLE 22. EFFECTIVENESS AND COMMUNICATION

This Code is adopted, by resolution of the Company's Board of Directors, with immediate effect, and any updates, amendments or additions 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 Addressees by suitable means. In any case, the Code of Ethics and its updates will be made available in electronic format, not only on the company intranet, in a dedicated section, but also on the company website, so that all Addressees and third parties may have full knowledge of it.

In relation to the contents of the Code of Ethics, appropriate training shall be provided to the Company's employees.

ARTICLE 23. VALUE AND SANCTIONS

23.1. Value of the Code of Ethics

All Zordan personnel, and especially the heads of organisational units/functions, have a primary responsibility in relation to the Code of Ethics and its application to the extent that they must:

- behave in line with the dictates of the Code of Ethics in such a way as to set an example for its Collaborators;
- direct other employees and Co-workers in such a way that they perceive compliance with the Code as an essential part of the quality of work performance;
- Encourage their teams (internal and external) to jointly analyse aspects related to the application and interpretation of the Code of Ethics;
- carefully select, to the extent of their competence, personnel and collaborators from among those who are most reliable in relation to compliance with the Code of Ethics.

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

23.2. Sanctions

The Addressees must scrupulously comply with the obligations imposed on them by law and regulations and, each for his or her position, observe the particular provisions of this Code of Ethics.

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

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

Any violation of the rules and provisions of the Code of Ethics by other Addressees (other than Employees) and, in general, by third parties through whom and/or by means of whom the Company carries out its activities may entail the termination of the contract or the revocation of the assignment assigned and compensation for damages suffered by the Company.

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

ARTICLE 24. NOTICES

All the Addressees of the Code may always contact the Supervisory Board, through the ordinary channels of communication dedicated to it (e-mail address dedicated to the Board), appropriately disseminated with this Code of Ethics (publication of the e-mail address on the website), if they become aware of situations that are even only potentially illegal or in any case contrary to the principles expressed by this Code.

In particular, should company personnel become aware of situations, even if only potentially illegal or in any case contrary to the principles set out in this Code of Ethics, they shall immediately inform the relevant persons: failure to comply with the duty to inform (reporting) shall be subject to disciplinary sanctions.

Company staff may report breaches of the Code of Ethics to the Supervisory Board, through the appropriate communication channels made available by the Company, including those designed to safeguard the confidentiality of the reporter (confidential reports), as provided for in the Organisational Model and/or in a specific procedure/communication disseminated by the Company to its staff (so-called 'whistleblowing').

In any case, it should be noted that retaliatory or discriminatory acts, whether direct or indirect, against whistleblowers for reasons related, directly or indirectly, to the disclosure (reporting) are prohibited: Zordan guarantees, therefore, that no retaliation will be carried out by the Company as a result of the report.

Reports received are examined and treated by the Supervisory Board, with the utmost confidentiality. The Supervisory Board may propose to the top management the imposition of sanctions for the violations committed, if ascertained.

Relations between the Addressees, at all levels, must be marked by criteria and conduct of fairness, loyalty and mutual respect. Therefore, the abuse of the duty to inform governed by this Article for the purpose of emulation or retaliation is punishable: such conduct, if carried out, shall be sanctioned.

Each Addressee shall cooperate fully with any investigations carried out in relation to violations of the Code, maintaining the strictest confidentiality regarding the existence of such investigations.

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

ARTICLE 25. SUBSIDIARY COMPANIES

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

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