



Code of Ethics

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1. Purpose

Through this Code of Ethics, ORMESANI S.R.L. SOCIETA' BENEFIT (hereinafter the "Company") sets out and clarifies the values and principles of conduct that guide its business activities and its relationships with all parties with whom it interacts, whether directly, indirectly or potentially, in pursuing its corporate purpose, with the aim of preventing irresponsible or unlawful conduct attributable to the Company.

The Company is committed to ensuring that all persons and entities with whom it has dealings, including employees, customers, suppliers and, more generally, stakeholders, can rely on its activities being carried out in full compliance with the law, within a framework of fair competition and with honesty, integrity, fairness and good faith, while respecting the legitimate interests of every stakeholder.

This Code of Ethics forms an integral part of the Company's Organisation, Management and Control Model adopted pursuant to Articles 6 and 7 of Italian Legislative Decree No. 231/2001.

2. Recipients and General Provisions

The persons required to conduct themselves in accordance with this Code (hereinafter the "Recipients") are:

- the Governing Body and any other person who, even de facto, performs functions of representation, administration, or management of the Company or of any organisational unit thereof having financial and functional autonomy.
- any person performing supervisory or control functions.
- all employees in the broadest sense, from managers to all personnel engaged under an employment contract or equivalent arrangement (e.g. interns, trainees, etc.), temporary agency workers and persons engaged under collaboration agreements, including project-based contracts and similar arrangements.
- all persons who, although not belonging to the Company, act on its behalf or in its interest (e.g. consultants, external collaborators, etc.) or maintain relationships of any kind or nature with it (e.g. partners, contractors, suppliers, affiliated companies and, more generally, third parties), within the scope of the relationship in place and the risk profile under Legislative Decree 231/2001 in relation to the activities performed.

Recipients are responsible for ensuring compliance with the principles and standards of conduct set out herein and, more generally, in the Organisation, Management and Control Model, also by any individual or legal entity, organisation or other third party connected with them that, indirectly or even potentially, could enter into any relationship with the Company through them. Accordingly, the Company also regards such parties as Recipients of this Code.

Recipients of this Code must refrain from any act or conduct that violates, or could be perceived as violating, applicable law or the provisions of this Code.

Employees and collaborators shall foster harmonious relationships with colleagues and avoid any act or conduct that may undermine the principle of mutual respect.

Directors, employees, and collaborators shall perform their activities and use Company assets in accordance with principles of fairness, cost-effectiveness, efficiency, and effectiveness.

In dealings with external parties, directors, employees, and collaborators shall conduct themselves in a manner that promotes trust and cooperation among those who interact with the Company; they shall be courteous and responsive in their communications and handle matters efficiently and promptly.

3. Principles of Conduct

3.1 Legality, Fairness, Honesty, and Integrity

The Company acts in compliance with the laws in force in Italy, European Union and international legislation, and the laws applicable in any other country in which it may operate, as well as with the principles of professional ethics.

The pursuit of the Company's interests can never justify conduct contrary to the principles of legality, fairness, honesty, and professionalism.

Accordingly, any benefit, whether offered or received, that could be intended to influence the independent judgement or conduct of the parties involved must always be refused.

Corrupt practices, unlawful favours, collusive conduct, and requests, whether direct or made through third parties, for personal advantages for oneself or others are prohibited.

Business courtesies, such as gifts or hospitality, are permitted only when of modest value and, in any event, when they are such as not to compromise the integrity or reputation of either party and could not be interpreted by an impartial observer as intended to obtain an improper advantage.

Directors, employees, and collaborators shall not use Company offices or premises to pursue private purposes or obtain personal benefits.

Directors, employees, and collaborators shall not use their position to obtain advantages or benefits in internal or external dealings, including those of a private nature.

Directors, employees, and collaborators shall not use non-public or unpublished information, including information obtained confidentially in the course of their work, to pursue private profit or interests.

Directors, employees and collaborators shall avoid obtaining benefits of any kind that could, or could appear to, influence their independence of judgement and impartiality; they shall not accept, for themselves or others, any gift or other benefit from external

parties seeking to establish a relationship with the Company, except for gifts of modest value.

Directors, employees, and collaborators shall act impartially, avoiding preferential treatment or unequal treatment; they shall neither exert nor accept undue pressure, shall make decisions and act with the utmost transparency, and shall avoid creating or benefiting from privileged situations.

Directors, employees, and collaborators shall not undertake personal commitments or make personal promises that could affect the proper performance of their duties.

3.2 Loyalty and Good Faith

Relations with the Recipients of the Model and with third parties generally must be based on good faith and honesty, reflected in reliable conduct, the sustainability of commitments, fulfilment of agreements and promises, protection and enhancement of the Company's assets, and good faith conduct in every decision.

3.3 Conflicts of Interest and Impartiality

In conducting any activity, the Company's directors, employees, and collaborators shall avoid situations of actual or potential conflict of interest that could interfere with their ability to make impartial decisions in the best interests of the Company and in full compliance with this Code.

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

- economic or commercial interests held by a director, employee, and/or their family members in the business activities of suppliers, customers, or competitors.
- use of one's position or information acquired during one's work in a manner that may create a conflict between personal interests and the interests of the Company.
- performing work of any kind for customers, suppliers, or competitors.
- accepting money, favours or other benefits from individuals or legal entities that have, or intend to establish, business relations with the Company.
- holding decision-making positions both within the Company and in non-profit organisations receiving grants or funding from the Company.

Directors, employees, and collaborators shall immediately inform the Company of any interests, including commercial interests, that they, their spouse, first-degree relatives, or cohabitants may have in activities or decisions falling within their area of responsibility.

Directors, employees, and collaborators shall in all cases refrain from participating in activities or decisions that give rise to such a conflict and shall provide the Company with any further information requested.

3.4 Fair Competition

The Company recognises free and fair competition as a key driver of growth and continuous improvement. The Company shall refrain from conduct contrary to this

principle, including collusive or predatory practices and abuse of a dominant position.

3.5 Fairness and Equality

In its relationships with all counterparties, the Company avoids any form of discrimination based on age, racial or ethnic origin, nationality, political opinions, religious beliefs, sex, sexual orientation, or health status.

3.6 Professionalism and Development of Human Resources

The Company ensures an appropriate level of professionalism in the performance of tasks entrusted to its employees and collaborators.

The development of human resources, respect for their autonomy and encouragement of their participation in business decisions are fundamental principles for the Company. The Company therefore provides suitable tools and programmes for professional updating, development and training, aimed at enhancing specific professional skills and preserving and expanding the expertise acquired during the working relationship.

3.7 Protection of Workers' Health and Safety

The Company guarantees dignified working conditions for employees and collaborators, regardless of the type of contractual relationship, in safe and healthy workplaces.

In particular, the Company:

- regards compliance with applicable occupational health and safety legislation and agreements as a priority.
- considers occupational health and safety management an integral part of the Company's overall management system.
- promotes the involvement, cooperation, and collaboration of all Company personnel in matters concerning occupational health and safety.
- provides the resources necessary for the proper management of occupational health and safety matters.

3.8 Protection of the Environment, Cultural Heritage, and Landscape Assets

The Company is committed to protecting the environment, cultural heritage, and landscape assets. Its decisions are guided by the need to ensure compatibility between its economic activities and environmental requirements, in compliance with applicable legislation.

The Company pursues energy-saving objectives and seeks to prevent waste of energy and natural resources.

In full respect of the environment, no waste of any kind may be abandoned in Company areas, whether inside or outside its buildings. All directors, employees and collaborators

have a specific duty to contribute actively to maintaining order and physical cleanliness in the workplace.

Legislation protecting cultural heritage and landscape assets must be complied with and, whenever necessary, all appropriate safeguards must be adopted to protect such assets, involving the competent Authorities without delay where appropriate.

3.9 Protection of the Company's Image and Reputation

Protecting the Company's image and respecting its distinctive features are important in the competitive environment in which it operates. Directors, employees, and collaborators undertake to safeguard the Company's image by behaving in a manner that ensures the utmost respect for people and for the environment in which they work and live. Principles of order and cleanliness must be observed. Conduct in the workplace must be appropriate to the professional setting. Behaviour that may directly or indirectly disturb persons engaged in work at Company premises must be avoided, especially when guests are present. In respect of shared spaces, it is prohibited to display on noticeboards or other media any posters or documents unrelated to work activities or that may offend the sensitivities of others. All directors, employees and collaborators have a specific duty to avoid excessive noise or raised voices and to wear appropriate attire.

3.10 Use of the Company's Intellectual and Tangible Assets

The Company's intellectual and tangible assets, including IT equipment, must be used in accordance with applicable rules and their intended purpose, in a manner that preserves their condition and functionality and avoids any use in breach of the law or internal regulations.

4. Guidelines for Relations with Stakeholders and Business Counterparties

4.1 Relations with Customers

The Company conducts its activities with a focus on customer satisfaction and protection, paying particular attention to requests that may help improve the quality of the products and services offered.

Information and documentation provided to existing or prospective customers concerning the products and services offered, as well as the Company's experience and references, must be truthful, accurate and complete so that customers can make informed decisions.

Negotiations conducted directly by Company personnel or through its sales network, contractual relationships and Company communications are guided by the principles of ethical conduct, honesty, professionalism, and transparency, and are characterised by the highest degree of cooperation.

Compliance with these principles is required of all persons who supply, promote, and/or sell goods and/or services on behalf of the Company and, more generally, of anyone representing the Company.

4.2 Relations with the Market and Consumers

The Company believes in free and fair competition and conducts its activities with a view to achieving competitive results based on capability, experience, and efficiency.

The Company is committed to respecting customers' right not to receive products that may be harmful to their health or physical integrity and to receive complete information about the products offered.

Any action intended to distort the conditions of fair competition is contrary to Company policy and is prohibited for anyone acting on its behalf.

Under no circumstances may the pursuit of the Company's interests justify conduct by its management or collaborators that is contrary to applicable law or inconsistent with the rules of this Code of Ethics.

4.3 Relations with Partners and Suppliers

Through their cooperation, the Company's partners and suppliers make the effective performance of its business activities possible.

The Company undertakes to:

- develop fair and cooperative relationships with partners and suppliers, based on communication that enables the mutual exchange of expertise and information and promotes the creation of shared value.
- ensure that every entity meeting the required criteria can compete for a supply contract, applying objective selection criteria through declared and transparent procedures.
- comply with the agreed contractual terms.

4.4 Relations with Employees and Collaborators

The Company recognises the importance of its employees and collaborators as a fundamental factor in achieving its objectives and adopts recruitment, development, assessment and training procedures and methods designed to ensure the highest standards of fairness and equal opportunity, without discrimination based on sex, race, age, sexual orientation, religious beliefs or any other factor. People are recruited based on their experience, aptitude, and competence. Recruitment is based solely on matching candidate profiles with the requirements of the role.

The Company is committed to offering all employees and collaborators the same opportunities, ensuring fair treatment based strictly on professional merit in all decisions relating to working life, without discrimination of any kind.

The Company conducts its activities in compliance with mandatory legislation governing working conditions and is committed to providing a dignified and respectful workplace for everyone.

The Company is committed to promoting and strengthening a culture of safety by increasing awareness of risks and knowledge of, and compliance with, applicable prevention and protection legislation, while encouraging responsible behaviour by all workers.

The Company expects all employees to contribute to maintaining an internal environment based on respect for each person's dignity, honour, and reputation, and takes action to prevent insulting or defamatory interpersonal conduct.

Directors, employees, and collaborators shall avoid any act or conduct that violates, or could be perceived as violating, applicable law or this Code. They shall foster harmonious relationships with colleagues and other collaborators and avoid any act or conduct that may undermine the principle of mutual respect.

4.5 Relations with Public Authorities and Other External Parties

Through its people and organisational structures, the Company cooperates actively and fully with the Authorities.

All relations with Authorities and Public Administration bodies are based on fairness, transparency, cooperation, and non-interference, with due respect for the respective roles and Company procedures.

It is prohibited to make, induce or facilitate false statements to the Authorities.

The Company does not support events or initiatives having an exclusively or predominantly political purpose and refrains from exerting any direct or indirect pressure on politically exposed persons.

4.6 Relations with the Media

External communications must be truthful and transparent.

The Company must present itself accurately and consistently in communications with the media. Relations with the media are reserved exclusively for Management.

Company employees may not provide information to media representatives, or undertake to provide such information, without prior authorisation from Management.

Under no circumstances may the Company's directors or employees offer payments, gifts or other benefits intended to influence the professional activities of the media, or that could be interpreted as having such a purpose.

5. Protection of the Company's Intangible Assets and Know-how

All information concerning, but not exclusively, the design and production systems used by the Company, the products developed or produced, and the Company's knowledge constitutes an economic asset that must be protected.

The Company therefore seeks to ensure effective protection of its knowledge by using all legal protection mechanisms available and by adopting appropriate measures and procedures designed to preserve the confidentiality of Company information, with the aim of:

- limiting access to and circulation of confidential information to persons who need it for the performance of their duties.
- minimising the risk that such information may be misused or disclosed outside the Company without specific authorisation.

The Company is committed to promoting and strengthening a culture of data and information protection by raising awareness of risks and knowledge of, and compliance with, applicable legislation on the processing and protection of personal data, while encouraging responsible behaviour by all employees.

5.1 Confidential Information

Technical, commercial, and/or financial information of which employees and collaborators become aware by reason of and during their employment or collaboration with the Company, even where not specifically marked “confidential,” “secret” or similar, has economic value for the Company.

For the purposes of this Code, and in accordance with applicable industrial property legislation, “Confidential Information” includes all information, data, results, processes, procedures, and any other matters concerning, by way of example only:

- product design or research and development.
- the products themselves and/or the production processes used, whether patented or unpatented and whether owned by or otherwise available to the Company.
- production equipment and other Company assets, and the organisation of production.
- commercial information and policies.
- the Company's management and financial and economic performance.
- the Company's relationships with third parties.

All results of research, inventive activity and product development conducted directly within the Company or commissioned from third parties must also be regarded as Confidential Information. Personnel may become aware of such information in any form

- written, oral, electronic, through direct observation or in any other intelligible form - because of and in connection with their employment or collaboration.

5.2 Use of Confidential Information

The Company's directors, employees, and collaborators are required to preserve the confidentiality of Confidential Information and use it exclusively for the performance of their duties; it may not be used for any other purpose.

Employees and collaborators shall not disclose, transfer and/or communicate such information, even in part, to third parties (companies, organisations or individuals), nor reproduce, copy and/or duplicate, by any means, documents, including electronic documents, containing Confidential Information or any part thereof, unless prior written consent has been obtained from the relevant manager.

Unless specifically authorised in advance, personnel may not remove from Company offices any documents, projects, drawings, or other materials containing Confidential Information. An exception applies for business travel or when working remotely. Employees who need to work from home may take the necessary materials with them only with prior authorisation from their direct manager.

Employees and collaborators must manage removable storage media (e.g. USB devices, external memory devices, etc.) that may contain knowledge with particular care, in order to prevent their contents from being stolen, altered or destroyed, or recovered after deletion.

The confidentiality obligation set out above, together with the related prohibitions described in the preceding provisions, remains binding on personnel both during the employment relationship and after its termination.

5.3 Management of Information Received from Third Parties

All technical, commercial, and/or financial information received from third parties and used by the Company in the context of contractual relationships with them remains the exclusive property of those third parties, even where it is not specifically marked "confidential," "secret" or similar. Such information must also be kept strictly confidential, as it constitutes legally protected knowledge belonging to others. The same rules applicable to Company knowledge therefore apply, including the prohibition on unauthorised disclosure or direct or indirect use.

6. Corporate Reporting and Protection of Share Capital

The Company ensures that accounting records are properly maintained and that annual financial statements, reports, corporate disclosures, and all other required

documentation are prepared in accordance with applicable law, international principles, and current technical standards.

The Company promotes accurate and timely information to all relevant bodies and functions in connection with the preparation of annual and interim financial statements, reports, corporate disclosures, and any other documentation required for its operations. It also ensures proper cooperation among Company bodies and functions and facilitates checks by the competent bodies.

Everyone is required to comply with the rules protecting the integrity and effective maintenance of share capital, so as not to prejudice the rights and safeguards of creditors and third parties.

7. Tax Compliance

The Company undertakes to fulfil all tax obligations imposed by applicable law fully and transparently and, where required, to cooperate with the Tax Authorities. Filing tax returns and paying taxes are not only legal obligations but also essential elements of the Company's social responsibility.

The Company consistently complies with the rules on intra-EU VAT governing the exemption of supplies made to taxable persons in other Member States and the application of the principle of taxation in the country of destination.

The Company also consistently complies with customs legislation concerning border charges, including customs duties and related taxes.

Recipients of this Code must not, in any manner, commit or participate with others in criminal violations of tax or customs legislation.

8. Reporting Violations of the Code of Ethics

Compliance with the provisions of this Code is an essential part of the contractual obligations of all Recipients.

In compliance with applicable legislation and as part of the planning and management of Company activities aimed at efficiency, fairness, transparency and quality, the Company adopts organisational and management measures designed to prevent unlawful conduct or conduct otherwise contrary to the provisions of this Code of Ethics by any person acting for the Company.

Any suspected violation of this Code of Ethics by one or more Recipients may be reported without delay by any Recipient, provided that the report is made in good faith and is sufficiently detailed, or is based on reasonable grounds.

Through its whistleblowing channel, the Company allows reports to be made in order to encourage the reporting of conduct contrary to the Code of Ethics and the principles of loyalty, fairness and integrity, violations of the Organisation and Management Model adopted by the Company and, where applicable under Legislative Decree 24/2023, breaches of national or European Union law that harm the public interest or the integrity of a public administration or private-sector entity.

Reports will be managed promptly in accordance with the process established in the Company's dedicated procedure.

The Company undertakes to keep the identity of the reporting person confidential, subject to legal obligations and the need to protect the rights of the Company or of persons who have been wrongly accused and/or accused in bad faith.

The Company protects reporting persons acting in good faith and other persons entitled to protection against any form of retaliation, discrimination, and/or disadvantage. If such conduct is identified, the Company will take appropriate action.

Likewise, the Company may act under applicable law against anyone who knowingly makes false, unfounded, or vexatious reports.

9. Sanctions

The Company and, primarily, its Governing Body are responsible for actively ensuring that the commitments set out in this Code of Ethics are implemented.

Violations of the Code of Ethics may result in sanctions proportionate to the seriousness of the violation and tailored to the type of relationship between the relevant Recipient and the Company.

Measures may include termination of the relationship of trust with the Company, with the contractual consequences provided for and permitted under applicable law.

Any disciplinary measures against employees for violations of the Code of Ethics will be adopted in accordance with applicable legislation.

With respect to other collaborators, Suppliers and Partners, the Company reserves the right to terminate the contract or take other contractual measures pursuant to clauses specifically included for that purpose.

The Governing Body periodically assesses whether this Code of Ethics remains appropriate considering developments in the business or significant changes in applicable legislation.