

**GRUPPO FABBRI VIGNOLA S.p.A.**

**ORGANISATION, MANAGEMENT AND CONTROL MODEL**  
**pursuant to legislative decree 231/01**

**CODE OF ETHICS**  
**ANNEX II TO THE GENERAL PART**

Approved by the Board of Directors of 23 December 2011  
First update approved by Board resolution of 29 November 2013  
Second update approved by Board resolution of 26 October 2015  
Third update approved by Board resolution of 6 February 2018  
Fourth update approved by Board resolution of 30 September 2019  
Fifth update approved by Board resolution of 25 June 2020  
Sixth update approved by Board resolution of 5 February 2021  
Seventh update approved by Board resolution of 30 March 2022  
Eighth update approved by Board resolution of 28 April 2023

## **1. FOREWORD**

Gruppo Fabbri Vignola S.p.A. is a leading company in the design, production and sale of machinery and products for specific packaging in the food sector. The company, which heads a group of companies based in Italy and abroad, offers innovative solutions by pursuing sustainable business development and creating value for its customers.

This code of ethics is prepared in accordance with the main existing national and international regulations, guidelines and documents on human rights and corporate social responsibility.

The Code is intended to provide general ethical-behavioural guidelines to be complied with in the performance of its activities, as well as to help prevent the commission of the offences laid down in Legislative Decree. 8 June 2001, no. 231 (hereinafter referred to as the 'Decree') regulating the administrative liability of the bodies.

The Code identifies the set of principles and lines of conduct to which all employees of Gruppo Fabbri Vignola S.p.A. must adhere when carrying out their activities, within the scope of their responsibilities and expresses the commitments and ethical responsibilities in the conduct of activities undertaken at all levels of the Company by its staff and structures. The employees of Gruppo Fabbri Vignola S.p.A. shall comply with both the provisions of the Code and the principles underlying the Code in the event that cases not expressly provided for in the Code, but which may nevertheless be included within its scope, are brought to light, especially with reference to the Decree.

The pursuit of the Company's interest cannot under any circumstances justify conduct contrary to the law or to the Code, which does not replace or have precedence over the applicable regulations, but complements them by detailing their principles and contents with reference to Gruppo Fabbri Vignola S.p.A., acting as an instrument of guarantee and reliability to protect the Company's assets and reputation. In this context, the Code represents the

system of rules to be observed by the Company and those acting in its name and on its behalf.

The Code is an integral part of the Organisation, Management and Control Model adopted by the Company pursuant to Leg. Decree 231/01. This document is, therefore, a tool that contributes to the prevention of offences and helps increase the likelihood of avoiding the consequent administrative liability, provided for by the Decree, for cases in which persons with powers of representation and management of the Company pursue the corporate interest beyond the limits set by the law.

Gruppo Fabbri Vignola S.p.A. identifies the recipients of this Code as:

- members of the Board of Directors;
- executive managers of the company;
- managers and all employees;
- collaborators, agents, representatives, suppliers and business partners, i.e. all natural and legal persons linked to Gruppo Fabbri Vignola S.p.A. by contractual or other relationships, other than employment or other similar relationships, if they are working in the so-called sensitive areas of activity

The recipients are required to be aware of the applicable regulations relating to their activities and of the responsibilities arising from the violation thereof, as well as to be familiar with this Code.

Pursuant to the applicable legislation, any violation of this Code by the above-mentioned persons and, specifically as regards employees, will be punished.

The Company shall not establish or continue relations with anyone who refuses to comply with the principles of this Code or who, after having read it, engages in conduct that is incompatible with it.

## **2. GENERAL ETHICAL PRINCIPLES**

The Company observes the general principles of conduct arising from applicable national, EU and international legislation.

Gruppo Fabbri Vignola S.p.A., in the performance of its activities, undertakes to disseminate true, complete and transparent information in order to allow its interlocutors to make informed decisions on transactions to be carried out with the Company or third parties.

This Code of Ethics is intended to set out the ethical values of Gruppo Fabbri Vignola S.p.A. that are considered fundamental for the performance of any company activity:

### **Legality**

The recipients are obliged to comply with the law or equivalent regulations.

This principle is also valid with reference to the national legislation of any country that the Company does business with.

No violation of this principle is permitted, not even if its violation is accompanied by an interest or objective of the Company.

The recipients are also required to comply with the company regulations issued, in view of the fact that these regulations have the specific purpose of better enabling compliance with the provisions of the law.

### **Fairness**

The recipients are required to comply with the professional rules, with particular reference to the duties of diligence and expertise, applicable to activities carried out on behalf of the Company.

The company imprints all its actions towards stakeholders on fairness, cooperation and loyalty.

The recipients are also required to comply with the corporate provisions, which set out in detail how the objectives are to be pursued in compliance with the adopted principles of conduct.

## **Transparency**

All activities carried out on behalf of Gruppo Fabbri Vignola S.p.A. are marked by respect for the principles of integrity and transparency and are conducted with loyalty and a sense of responsibility, fairness and in good faith. The Company is committed to ensuring fairness, completeness, accuracy, uniformity and timeliness in the management and communication of corporate information, thus avoiding misleading behaviour from which undue advantage may be taken

**- INTERNAL RELATIONS MANAGEMENT -**

**3. HUMAN RESOURCES MANAGEMENT**

Gruppo Fabbri Vignola S.p.A. is committed to creating and maintaining a work environment in which every employee is treated with respect.

The company is aware that employees are a strategic resource for constant growth.

For this aim, it undertakes to enhance their professionalism, to respect the individual freedom of each person and to foster a serene and collaborative work environment, rejecting any behaviour in conflict with the principles of this Code.

The Company requires each employee to contribute to maintaining a climate of mutual respect, acting with honesty, transparency and loyalty, consistent with the principles contained in this Code, and in full compliance with applicable regulations and company procedures.

The Company condemns the exploitation of child labour and working conditions leading to the enslavement of workers, in Italy and abroad.

No form of unregulated work is tolerated, by which is meant, in addition to the mere absence of any legal formalisation of a relationship, any type of use of labour services that are not part of a contractual and regulatory framework consistent with that of the country of reference.

In the management of relationships involving the establishment of hierarchical relations, the Company requires that authority be exercised with fairness and correctness, prohibiting any conduct that may be deemed detrimental to the dignity and autonomy of the employee.

The Company reserves the right to verify that its suppliers also comply with these principles.

**3.1 Selecting and Developing Employees**

The selection and recruitment of personnel must be carried out in strict compliance with procedures and be inspired by criteria of transparency, in the

evaluation of the requirements of competence and professionalism, and of individual capacity and potential.

Recruitment, transfer or promotion practices must not be influenced in any way by offers or promises of money, goods, benefits, advantages or services of any kind.

Selection assessments are carried out exclusively on the basis of candidates' expected profiles aligning with the required profiles, according to criteria of merit, taking appropriate measures to avoid any form of discrimination and favouritism.

Gruppo Fabbri Vignola S.p.A. develops the skills, abilities and talent of its employees by following a policy of merit and equal opportunities. Therefore, at all levels of the company hierarchy, selection, hiring, assigning a position, training, career paths, and remuneration respond exclusively, without any discrimination, to objective considerations regarding the professional and personal characteristics required to perform the work to be done and the skills demonstrated in performing it, and without any discrimination or harassment based on race, colour, nationality, religion, sex, age or disability.

### **3.2. Business expenses**

An employee may accept and incur reasonable business expenses in the course of his or her work for the Company.

In dealings with customers, suppliers, Public Administrations, competitors and in other business relations, it is absolutely forbidden for Gruppo Fabbri Vignola S.p.A. employees to hand over or receive sums of money or other goods for the purpose, even indirectly, of altering the natural course of negotiations or relations with such parties, of obtaining or procuring favours, or of committing offences against the Public Administration.

Any request or offer of money or goods must be immediately and peremptorily refused by the Company's employees and reported to the Supervisory Board.

#### **4. HEALTH AND SAFETY IN THE WORKPLACE**

Gruppo Fabbri Vignola S.p.A. is committed to providing a safe work environment that complies with current health and safety regulations.

The Company also undertakes to inform each employee about the risks that he/she may encounter in the performance of the various professional activities, also through the constant exchange of information with the structures that are used for the performance of the professional activity, in compliance with the regulations in force.

Consistent with this objective, every employee shall comply with the regulations on safety in their workplace, within the scope of their respective functions and responsibilities, in order to eliminate or progressively reduce risks at source and improve working conditions.

In particular, the management of the 'security system' is guided by the following principles:

- avoid risks;
- assess risks that cannot be avoided;
- combat risks at source;
- adapt the work to the man, particularly with regard to the choice of work equipment and work methods;
- take into account the degree of technical development;
- replace what is dangerous with what is not dangerous or is less dangerous;
- plan prevention, aim for a coherent whole that integrates technology, work organisation, work conditions, social relations and the influence of factors in the working environment;
- prioritise collective protection measures over individual protection measures;
- give appropriate instructions to workers.

#### **5. STAFF DUTIES**

The Code of Ethics is a guide for staff in the performance of their duties and imposes specific duties on individuals.



Staff must understand and comply with the ethical responsibilities set out in this Code.

Everyone must avoid situations that might even appear to be non-compliant or irregular in relation to this Code.

The Company does not tolerate behaviour in violation of the Code of Ethics or that may appear inconsistent with it.

Any member of staff who has doubts as to his or her responsibilities is invited to seek help from his or her superior and the Supervisory Board.

In the performance of their duties, each Recipient:

- maintains a conduct based on moral integrity and transparency, as well as by the values of honesty and good faith;
- recognises and respects the personal dignity, privacy and personality rights of any individual;
- rejects any discrimination based on diversity of race, culture, religion, sex and political, trade union and sexual orientation;
- does not cause harassment or personal offence of any kind.

Each Recipient carries out his or her activity with the professionalism required by the nature of the tasks and functions performed, making the utmost effort to achieve the objectives assigned to him or her and assuming the responsibilities incumbent on him or her by reason of the duties performed.

### **5.1. Conflict of interest**

Employees of Gruppo Fabbri Vignola S.p.A. must not acquire financial and/or commercial interests that could interfere with their effective and efficient working activity or be likely to cause (even in appearance) a conflict with the interests of the Company.

If an employee or, to the best of his or her knowledge, a member of his or her family (spouse, child, parent, sibling), has a significant interest of a financial, or any other type, in a company or business which supplies products or services

to the Company, or which is a competitor of Gruppo Fabbri Vignola S.p.A., this interest must be promptly communicated to the Supervisory Board.

## **5.2. Property and confidentiality**

Each employee of Gruppo Fabbri Vignola S.p.A. is responsible for the proper handling of the Company's confidential information.

All employees must treat confidential information and personal data with full respect for confidentiality and the protection of privacy, in full compliance with the relevant legislation and in accordance with internal directives.

Information concerning the activities, strategy and data of Gruppo Fabbri Vignola S.p.A. (including, but not limited to, data concerning its employees, customers, suppliers and competitors) are the property of the Company. Illegal use of such information could cause harm to the Company or could provide third parties with an unjustified advantage.

Employees are prohibited from handing over by any means whatsoever information, even if not explicit, to third parties who might engage in speculative activities to the detriment of the Company, suppliers, customers and competitors of Gruppo Fabbri Vignola S.p.A..

## **5.3. Transparency in operations**

All employees are required to ensure the truthfulness, transparency, accuracy and completeness of the documentation and information provided in the performance of their duties. Each person is responsible for the documentation for which he or she is responsible so that it is kept and preserved, easily retrievable and filed in an orderly manner according to logical criteria.

#### **5.4. Company instrumental resources and IT media**

The Company undertakes to provide each employee, consistent with the characteristics associated with each position, with the company resources and tools necessary to perform his or her work activities.

The employees have the responsibility to protect, preserve and defend the Company's goods and resources that are entrusted to them, within the scope of their activity, and must use them appropriately and conforming to the corporate interest preventing any misuse, that should breach the applicable regulations, or that may be detrimental or counter to corporate interests.

Each employee is required not to breach and to ascertain compliance with the intellectual property regulations regarding third party rights.

Furthermore, it is part of Gruppo Fabbri Vignola S.p.A.'s corporate policy to purchase official licences that regulate the use of software in compliance with its terms and conditions. For this reason, the software cannot be copied, reproduced or installed on any computer media in use at the Company, with the exception of backup copies.

Computer media are made available for company work.

Computer media must never be used to, knowingly, send or receive illegal files or messages, or with explicit sexual, abusive or offensive content.

All information that is transmitted, received, created and memorised is considered as archived by the Company and belonging to Gruppo Fabbri Vignola S.p.A..

Recipients are required to behave in a correct and transparent manner in the use of any computer or electronic system and to refrain from activities that may:

- cause the change, deletion or illegal creation of IT documents that might have evidentiary value;
- cause damage or interruption of information, data and programs;
- allow unauthorized eavesdropping, impediment or interruption of IT or computerised communications.

Furthermore, the Recipients must not:

- install equipment, devices or computer programs aimed at causing damage to computer and telecommunications systems or the interruption or damage of information, data and programs;
- install equipment designed to eavesdrop, prevent or interrupt computer or electronic communications;
- access sites not related to the performance of assigned duties, not to participate, for non-professional reasons in Forums, not to use chat lines, bulletin boards and not to sign into guest books even using aliases (or nicknames);
- disclose their password and access code;
- reproduce unauthorised copies of licensed programs for personal, business or third-party use;
- use personal computer equipment for business purposes.

**- CORPORATE ACCOUNTING -**

**6. CORPORATE ACCOUNTING**

Gruppo Fabbri Vignola S.p.A. is required by law to maintain accounting records that accurately and objectively represent their activities and transactions.

Every operation or transaction must be precise, verifiable and legal.

All supporting documents, including agreements, invoices, cheque requests and expense reports must be truthful and accurate.

All invoices issued must accurately reflect the business transaction performed.

No false or misleading items must be entered in the company's books or records for any reason.

It is strictly forbidden to set up or store funds or accounts for a purpose that is not fully documented.

It is forbidden to prevent or otherwise hinder the carrying out of inspection activities legally assigned to shareholders or other corporate bodies.

It is forbidden to put in place simulated or fraudulent conduct aimed at influencing the General Meeting in order to provide an unfair profit for oneself or others.

The activities and actions carried out by the Recipients in the context of their work must be documented in compliance with the applicable laws, through accurate, complete and reliable documentation and, if required by the applicable regulations and accounting standards, they must be correctly and promptly represented in the accounting records.

Said documentation must be such as to allow, during the performance of checks, the identification of the characteristics and reasons of the transaction as well as of the parties who have respectively authorised and performed and/or recognised the transaction.

All Recipients provide maximum and timely cooperation to all the control bodies within and outside the Company for the best performance of their duties.

The need for accurate and objective recording of information goes beyond the accounting and financial departments of the Company. All recipients must objectively record the information they become aware of in the course of their work.

In general, it is compulsory to behave correctly, transparently and collaboratively, in compliance with the law and internal procedures, in all activities aimed at the preparation of financial statements and other corporate reports, in order to provide shareholders and the public with truthful and correct information on the economic, equity and financial situation of the Company.

Every operation or transaction must be precise, verifiable and legal.

All individuals that for whatever reason, even as mere data providers, are involved in the preparation of financial statements and similar documents, or however of documents that represent the Company's economic, equity or financial situation, and in particular the directors, auditors and those holding senior management positions:

- are required to provide the utmost cooperation for the specific aspects and to assure the completeness and clarity of the information provided as well as the accuracy of the data and processing;
- are forbidden from disclosing facts that are not true, even if subject to assessment, or omitting information or hiding data in direct or indirect breach of the regulatory principles and internal procedures, in order to mislead the recipients of the aforementioned documents;
- are forbidden from carrying out simulated transactions or disseminate false information concerning the Company as well as its activities.

Gruppo Fabbri Vignola S.p.A. seeks to guarantee the dissemination of and compliance with principles of conduct intended to safeguard the share capital, protection of creditors and third parties who establish relations with the company in full compliance with the law.

The Company undertakes to provide shareholders with accurate, truthful and timely information and to improve the conditions for their participation in corporate decisions, in full compliance with current regulations and the bylaws. In their relations with members of the Board of Auditors and the auditing company, the persons involved are bound to full transparency, clarity and fairness in order to establish relations based wholly on professionalism and cooperation; the relations are established and information supplied under the supervision and coordination of the appointed company managers.

#### **7. PROHIBITION OF TRANSACTIONS AIMED AT RECEIVING STOLEN GOODS, LAUNDERING AND USE OF MONEY, GOODS OR BENEFITS OF UNLAWFUL ORIGIN AND SELF-LAUNDERING**

The Company carries out its business in full compliance with the anti-money laundering regulations in force.

The Company adheres to the principle of the utmost transparency in business transactions and prepares the most suitable instruments in order to prevent receipt of stolen goods, laundering and use of money, goods or benefits of unlawful origin.

The personnel shall never carry out, nor be involved in, any activities that may involve money laundering (i.e. acceptance or handling) of criminal proceeds, in any form or manner whatsoever.

Furthermore, the personnel must not carry out operations that may involve self-laundering, such as use, replacement or transfer into economic, financial, entrepreneurial or speculative activities of money, goods or other benefits deriving from another crime, or offences related to compliance with tax or fiscal legislation.

In particular, employees and associates undertake to check in advance the information available concerning business counterparts, suppliers, consultants, etc., in order to assess their respectability and the lawfulness of their activity; they also undertake to operate in such a way as to prevent being involved in operations that are also potentially conducive to laundering money deriving

from illegal or criminal activities, acting in full compliance with anti-money laundering regulations.

To prevent giving or receiving undue payments and the like, employees and associates, in all their negotiations, must comply with the following principles regarding documentation and record keeping:

- all payments and other transfers made by or to the Company cannot be carried out in cash nor can bearer savings books and other cash-like means be used;
- all payments and other transfers made by or to the Company must be accurately and fully recorded in the accounting books and mandatory records;
- no false, incomplete or deceptive records must be created and no hidden or unrecorded funds must be established nor may any funds be deposited in personal accounts or accounts that do not belong to the Company;
- no unauthorised use of the Company's funds or resources must be made.

## **8. RELATIONS WITH THE SHAREHOLDERS**

The Company pursues, with policies that safeguard its solidity, the creation of value for all shareholders. Furthermore, it guarantees to all shareholders - in equal measure and manner - timely and transparent information in order to support investment decisions and active participation in the Company's life.

The Company complies with high standards of good corporate governance to protect its value and reputation, in the interest of its shareholders and all stakeholders.

## **9. MANAGEMENT OF FISCAL, FINANCIAL AND TAX RESOURCES AND OBLIGATIONS**

The Company recognises that the tax system must be based on a relationship of trust and cooperation between the citizen and the tax authorities, in a regime of transparency, greater balance and effective reciprocity.



Financial resources must be managed in compliance with the principles of transparency, lawfulness and traceability of transactions.

Expenses to meet the Company's needs must be made in accordance with the annually prepared and approved budget, respecting the authorisation procedures expressly provided for, including extra-budgetary expenses.

In the selection and management of suppliers and in the purchase of goods or services, all Recipients are required to comply with the internal procedures that identify the mechanisms for selecting and assigning appointments or purchasing goods.

Corporate communications must be inspired by the criteria of immediate data detectability and control.

Adequate supporting documentation is kept on file for each transaction:

- easy verification and reconstruction of accounts;
- the accurate reconstruction of the transaction;
- the identification of different levels of responsibility.

To avoid giving or receiving any undue payment, all employees and collaborators, in all their dealings, respect the following principles regarding documentation and record keeping:

- all payments and other transfers of currency made by/to the Company, including from/to abroad, must be accurately and fully recorded in the books and compulsory records;
- all payments must be made only to the recipients and for contractually formalised activities;
- no false, incomplete or deceptive records must be created and no hidden or secret funds must be established nor may any funds be deposited in personal accounts or accounts that do not belong to the body;
- no unauthorised use shall be made of the funds, resources, or personnel of Gruppo Fabbri Vignola S.p.A.

- EXTERNAL RELATIONS -

## 10. ANTI-CORRUPTION POLICY

Gruppo Fabbri Vignola S.p.A. rejects corruption in all its forms.

Corruption destroys the integrity and ethical foundations of all institutions: it is a crime. All forms of corruption are prohibited by the Company.

The Company adopts a "zero tolerance" approach to corruption of any nature, implemented by employees or third parties.

No recipient may offer or provide anything of value that might be perceived as a bribe to a customer or to public officials. This includes not only money and gifts, but also materials, equipment, services and information.

During any relationship with the Public Administration the following actions must not be undertaken:

- examining or proposing opportunities of use and/or commercial opportunities that may be to the personal advantage of employees of the Public Administration;
- offer or provide gifts;
- solicit or obtain confidential information that might undermine either party's integrity or reputation.

All those working for Gruppo Fabbri Vignola S.p.A. must act in compliance with the principle of reciprocity, on the basis of which each commercial partner must contribute to the business relationship, creating benefits for both parties. Therefore, it is forbidden to promise or pay sums of money or assets in kind, as well as to grant advantages of any kind (promises of employment, etc.) in favour of representatives of institutions and other companies in order to promote or favour the interests of Gruppo Fabbri Vignola S.p.A.

Furthermore, it is forbidden to distribute gratuities and gifts outside of what is reasonable and company practice, or however for the purpose of obtaining favourable treatment in the conduct of any business activity.

It is also forbidden to enter into agreements or contracts that do not comply with applicable laws and to apply a price policy that does not allow the freedom of choice of the customer or supplier.

## **11. GIFTS AND CONTRIBUTIONS**

The recipients of this Code, consistently with company regulations and in compliance with anti-corruption legislation, must not offer or promise, either to public or private entities, gratuities, gifts or other benefits, except for those of low value occasionally and solely at Christmas and Easter holidays.

It is strictly forbidden to accept, request or solicit for oneself or for others, recommendations, preferential treatment, gifts or other benefits on the part of the individuals with whom one enters into relationships, exceeding the normal commercial practice or courtesy that may affect impartiality of judgment.

Anyone who receives offers of gifts or hospitality or economic advantages or other benefits that cannot be considered as acts of courtesy of low value must refuse them and immediately inform their direct superior and SB indicating the origin of the gift or promise and extent and type of the gift received or promised.

Any gift, economic advantage or other benefit must have, in general, the following characteristics:

1. do not consist of a cash payment;
2. be carried out in connection with a business relationship or however Gruppo Fabbri Vignola S.p.A.'s legitimate business and in good faith;
3. comply with generally accepted professional standards of courtesy.

In the case of sponsorships and donations to social or non-profit entities, in the selection of the initiatives in which to participate, particular attention shall be paid to any possible conflict of interests of a personal or business nature.

Gruppo Fabbri Vignola S.p.A. does not allow sponsorship activities that are not justified by corresponding and proportionate reasons for promoting the company's image and developing commercial relations.

All charitable contributions to charities, bodies and administrative bodies must be expressly authorised by an internal act that acknowledges the legitimacy of the contribution or donation and the compliance of the contribution or the donation with the approved budget, the recipient, purpose, methods of control of the use of the amounts by the beneficiary as well as the payment methods that must then be recorded in the accounting records of the company in a truthful and transparent manner.

## **12. RELATIONS WITH THE PUBLIC ADMINISTRATION**

Relations between the Company and the Public Administration are solely reserved to employees authorised to do so, in compliance with roles and functions attributed by law, and with the utmost cooperation with the Public Administration.

Relations with the Public Administration must not undermine, in any way, the integrity and reputation of the Company and are managed in compliance with the principles of cooperation, transparency, fairness and strictness.

The employees are required not to improperly influence the decisions of the Public Administration and/or its representatives, not to hold unlawful conduct, such as offering money or other benefits, which may alter the impartial judgement of the Public Administration representatives.

Should the Company use a consultant or a third party to represent it in its relations with the Public Administration, this person must formally accept the principles in this Code. In any case, the Company cannot be represented, in its relations with the Public Administration, by third parties when a conflict of interest may arise, even only in abstract.

### **12.1. Management of public funding**

Loans, received from national or international Public Administrations, intended for specific activities or projects, shall be solely used for the purposes intended by the funding entity, in compliance with current applicable regulations.

The prepared documentation, as well as the accounting records related to the expenses incurred, shall be accurately archived and forwarded, if requested by the funding entity. The activities of requesting funds, of their management and accounting shall be based on principles of honesty, truthfulness, transparency and fairness.

The Company undertakes not to:

- use the funds received to promote the performance of works or activities with purposes other than those for which they were obtained;
- use or submit declarations or documents that are false or attest to falsity, or to omit required information, in order to unduly obtain funds;
- mislead, with contrived or fraudulent acts, a potential funding entity in order for the Company to obtain financing or funds.

## **12.2. Negotiation**

In the course of business negotiations, of a request or of an institutional relation with representatives of the Public Administration, Italian or foreign, the Company undertakes not to carry out, either directly or indirectly, the following actions:

- offer, in any way, job and/or business opportunities that may benefit, directly or indirectly, the representatives of the Public Administration on a personal basis;
- solicit or obtain confidential information that may undermine the integrity or reputation of one or both parties;
- perform any other act aimed at causing the representatives of the Public Administration (Italian or foreign) to do or omit to do any act in breach of their country's laws;
- abuse position or power to cause or coerce someone to unduly promise for oneself or others money or other benefits.

Company employees are required to diligently store the documentation related to the operations, transactions and activities during which the Company came

into contact with the Public Administration, in order to guarantee the utmost transparency and traceability of the relevant information.

### **13. RELATIONS WITH THE JUDICIAL AUTHORITY**

Should there be investigations or audits by the Public Administration or officers thereof, the conduct of each member of the Company shall be inspired by principles of honest cooperation, non-opposition and transparency.

Gruppo Fabbri Vignola S.p.A. recognizes the value of the judicial and administrative function and pursues the objective of utmost integrity and fairness in relations with the competent Authorities.

Correct operation of the Public Function, particularly the judicial function, is guaranteed through the prohibition, imposed on all persons obliged to comply with this Code of Ethics, to directly or indirectly undertake any unlawful action that may favour or damage one of the parties during civil or criminal lawsuits or administrative proceedings.

To this end, it prohibits any conduct aimed at or likely to interfere with the investigations or inquiries carried out by the competent Authorities and, in particular, any conduct aimed at impeding the search for truth, also by convincing persons required by the Judicial Authority not to make statements or to give false statements.

In particular, it is prohibited to apply illegal pressure (offers or promises of money or other benefits) or unlawful coercion (violence or threats) in order to persuade the person asked to give statements before the court that may be used in criminal proceedings not to give statements or to provide false statements, when this person has the right to remain silent.

### **14. RELATIONS WITH CUSTOMERS**

Gruppo Fabbri Vignola S.p.A. is committed to satisfying customer expectations, by maintaining high quality, performance and reliability standards in relation to the products and services offered.

The Company lays down contracts with its customers, in accordance to principles of fairness and good faith, and in a transparent manner.

Contracts entered into with customers are based on criteria of simplicity, clarity and comprehensibility, avoiding the use of any misleading practice, in order to create a solid relationship inspired by the universal values of fairness, honesty and professionalism. Employees are forbidden from requesting and/or accepting any benefits to favour a customer in the relations between them and the Company.

## **15. RELATIONS WITH SUPPLIERS**

The Company when selecting independent third parties such as suppliers, consultants, any external associates and, in general, suppliers of goods and services, must ascertain their compliance with the principles contained in this Code.

Gruppo Fabbri Vignola S.p.A. is committed to requesting, if appropriate, further social requirements (for example, adherence to management systems), and the compliance to regulations applicable to the matter at hand.

The selection of the suppliers, whose role is decisive for the final quality of the products and services provided by the Company, must, in any event, take place in accordance with the provisions of this Code, the Company procedures, and according to cost effectiveness criteria, calling for bids by businesses of different type and size on the basis of objective assessments aimed at safeguarding the commercial and industrial interests of the Company.

The Company expects its suppliers to act in a manner that complies with the applicable regulations, that is correct, diligent and professional, paying special attention to complying with procedures and good ethical practices, the protection of health and safety in the workplace and of the environment.

The Company is committed to basing the selection process of its suppliers on economic convenience, technical skills, reliability, conformity with the Company's quality procedures, suppliers' credentials, as well as compliance with applicable regulations and this Code.

Gruppo Fabbri Vignola S.p.A. is committed to not selecting suppliers to obtain advantages that are different from their professional tasks.

The Company undertakes to provide a productive and peaceful climate in a work environment that complies with current health and safety rules, by means of continuous exchange of information between the Company and its suppliers.

## **16. RELATIONS WITH EXTERNAL ASSOCIATES**

External associates (including consultants, intermediaries, agents, etc.) are required to comply with the applicable regulations as well as, following disclosure under the Company's responsibility, the principles expressed in this Code.

Gruppo Fabbri Vignola S.p.A. selects its employees with impartiality, autonomously and independently, while considering expertise and professionalism as the sole assessment parameters.

All employees that deal with external associates are required to be witnesses of the policies and values of the Company contributing to their dissemination and knowledge.

Behaviour that is incompatible with the Code may be considered a serious failure to fulfil obligations of fairness and good faith in the execution of the contract, damaging the fiduciary relationship and representing cause for termination of the contract.

## **17. FAIR COMPETITION**

The Company recognises the value of free, open and fair competition. Therefore, each employee is committed to complying with the related laws. It is prohibited to obtain information on competitors by illegal means or contrary to Ethics.

## **18. COMPLIANCE WITH INTELLECTUAL AND INDUSTRIAL PROPERTY RIGHTS**

Gruppo Fabbri Vignola S.p.A.'s intellectual property is one of its most valuable assets.



All employees must act in such a way as to safeguard our patents, trademarks, copyrights, trade secrets, sales, prices, customers, suppliers, plant operating data, design information, strategic/operational plans, contracts and other proprietary information.

At the same time, it is in the fundamental interest of the company to comply with the consolidated intellectual property rights of others.

The unauthorised use of the intellectual property of others may expose the Company and even individual employees to lawsuits, including significant financial and criminal penalties.

A key to protecting the intellectual property of the company and, at the same time, safeguarding those who are part thereof, against these risks, is the timely and reasonable review of new Company products, services, processes and software, for possible inventions and trade secrets in order to prevent infringing the intellectual property rights of others.

All Recipients are under obligation to:

- respect valid patents, copyrighted materials and other protected intellectual property of other users;
- identify and protect the intellectual property of Gruppo Fabbri Vignola S.p.A. by not disclosing the Company's confidential information;
- store and manage documents containing confidential information with care.

It is prohibited to market products that show the use of signs, figures or words giving false information that may mislead the consumer as to the origin or quality of the work or of the product.

## **19. ENVIRONMENTAL PROTECTION**

The Company recognises the value of protecting the environment in relation to a vision of sustainable development of the territory, and for this purpose it is committed to taking all necessary measures to ensure a lower environmental impact.

Each employee, in performing their appointed tasks, is required to respect and protect the environment. Furthermore, the Company is committed to raising awareness and motivating all its employees.

Gruppo Fabbri Vignola S.p.A. aims to contribute positively to sustainable development by managing and reducing direct and indirect environmental impacts related to its activities in design, manufacturing and printing of plastic films and automatic packaging machines, including after-sales assistance, both under normal operating conditions as well as in emergency situations.

The continuous improvement of performance related to environmental impact is understood as a process that creates value over time.

All those working for or on behalf of the Company, including contractors in general and authorised service centres, must adhere to the guiding principles set out in the 14001 system and summarised here.

The systematic and daily commitment is to operate in compliance with current legislation and company procedures, as well as to prevent, through the supervision, control and a process of continuous improvement of performance, the environmental risk situations as well as environmental offences referred to as “predicate offence” as per leg. d. 231/01.

Therefore the following is essential:

- training and education of human resources;
- involvement, in general, of all employees through the dissemination of environmental performance data, so that they can also contribute to continuous improvement through their observations and/or suggestions;
- constant monitoring of the application of regulatory provisions and company procedures;
- preparation and dissemination of an appropriate procedure for the management of environmental emergencies and periodic assessment of its effectiveness;

- customer support in the selection of the most suitable products in order to prevent waste of materials as well as by providing supporting information on the management of environmental aspects, in particular on the end of life of the products;
- choice and qualification of suppliers also in relation to the warranties they can provide regarding the management of the environmental aspects under their responsibility.

The following are other objectives to be pursued:

- continuously keeping abreast of the best available technologies for the purpose of containing/reducing environmental impacts and preventing pollution;
- streamlining production and management of the waste produced by all sites.

## **20. MEDIA**

Information relating to the Company and aimed at the mass media may be disclosed only by appointed employees, or otherwise authorised by the Company, in compliance with the Company procedures.

In any case, the disclosure of data or information must be truthful and transparent, and reflect in a consistent way, the image and strategies adopted by the Company, fostering appreciation of corporate policies.

## **21. COMMUNITY**

Gruppo Fabbri Vignola S.p.A. organises and undertakes its activities in a way that is sustainable for the environment and the community, promoting the social and cultural development of the territory in which it operates.

In any donations and granting of gifts, initiatives that provide a guarantee of quality and are characterised by their ethical message are preferred.

The Company does not provide funds, directly or indirectly, to political parties, movements, committees and political and union organisations, or to their representatives.

**- AMENDMENTS TO AND COMPLIANCE WITH THE CODE OF ETHICS -**

**22. COMPLIANCE**

Through the Code, the Company sought to formalise its adherence to the highest ethical standards in which it believes and identifies with.

Anyone who cooperates, or comes into contact, with the Company, undertakes to comply with the principles of this Code.

The pursuit of the interests of the Company does not justify conduct, even if through omission and/or jointly with others, that is incompatible with the regulations that, on a case by case basis, are applicable and/or with the Code. The directors, employees and anyone acting on behalf of the Company, are required to comply with this Code as well as to expect compliance from third parties that, in any capacity, establish or continue any type of relation with the Company.

Compliance with the Code and its underlying principles, is an essential part of the present and future obligations, between the recipients and the Company, pursuant to and for the purposes of applicable regulations.

Gruppo Fabbri Vignola S.p.A. is committed to enforcing this Code, even with the timely application of sanctions in accordance with the disciplinary system provided for in applicable employment contracts or in relevant contracts signed with its counterparts.

**23. IMPLEMENTATION**

The Supervisory Board of the Company, as provided for and appointed in accordance with the provisions of the Decree, is the body that ensures compliance and the proper implementation of the provisions in this Code on the basis of what is also provided for by the Organisational, Management and Control Model, to which reference is made.

Therefore, the Supervisory Board:

- ensures the verification of maximum dissemination of the Code among employees and third parties;

- consults with the relevant departments to promote appropriate training courses;
- clarifies interpretative doubts with respect to the Code of Ethics;
- performs checks on any report of violation of the standards of the Code, evaluating the facts and suggesting - in the event of proven violation - appropriate sanctions;
- guarantees confidentiality of the identity of the informant, protecting him/her from any retaliation;
- suggests updates to this Code in relation to its practical effectiveness and to changes in business needs and in current regulations.

All communications to the Supervisory Board (such as the notification of an alleged violation, a request for clarification or opinion) must be made preferably in non-anonymous form and can be sent by recipients and all other interlocutors, to the following: [odv@gruppofabbri.com](mailto:odv@gruppofabbri.com)

The Company undertakes to ensure the confidentiality of the identity of the informer and to protect from possible intimidation or retaliation those who, in good faith, report any alleged violations of the Code, punished with the disciplinary proceedings applicable each time.

This Code is available on the Company's website.