



**PERSICO**

**Persico Group  
Code of Ethics**

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Persico Spa del 24/05/2024  
Persico Marine srl del 24/05/2024

**REVISIONS**

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**INDEX**

<b>1. INTRODUCTION</b>	<b>4</b>
<b>2. RECEIPTS</b>	<b>4</b>
<b>3. ETHICAL PRINCIPLES</b>	<b>4</b>
3.1 INTRODUCTION	4
3.2 PURPOSE	4
3.3 GENERAL PRINCIPLES	5
3.3.1. <i>Promoting human resources, personal integrity and occupational health and safety</i>	5
3.3.2 <i>Legality and Whistleblowing</i>	5
3.3.3 <i>Anti-discrimination</i>	5
3.3.4 <i>Inclusion</i>	5
3.3.5 <i>Honesty and correctness</i>	6
3.3.5 <i>Confidentiality</i>	6
3.3.6 <i>Responsibility to the community</i>	6
3.3.7 <i>Transparency and completeness of information</i>	6
3.3.8 <i>Anti-corruption</i>	6
3.3.9 <i>Anti-money laundering</i>	7
3.3.10 <i>Quality of products and services</i>	7
3.3.11 <i>Diligence and correctness in contract negotiation and execution</i>	7
3.3.12 <i>Rules of conduct in business activities</i>	7
3.3.13 <i>Professionalism and spirit of collaboration</i>	7
3.3.14 <i>Environmental protection</i>	8
<b>4. PRINCIPLES OF CONDUCT IN DEALING WITH EMPLOYEES</b>	<b>8</b>
4.1 RECRUITMENT AND MANAGEMENT OF HUMAN RESOURCES	8
4.2 HEALTH, SAFETY AND ENVIRONMENT	9
4.3 ABUSE OF ALCOHOLIC BEVERAGES AND USE OF NARCOTICS	9
4.4 PRIVACY PROTECTION	9
4.5 DUTIES OF EXECUTIVES, EMPLOYEES AND INDEPENDENT CONTRACTORS	10
4.5.1 <i>Diligence and good faith</i>	10
4.5.2 <i>Conflict of interest</i>	10
4.5.3 <i>Protecting corporate assets and using work equipment</i>	10
4.5.4 <i>Transparent and accurate accounting</i>	11
4.5.5 <i>Penal proceedings</i>	11
4.5.6 <i>Corporate image protection</i>	11
<b>5. PRINCIPLES OF CONDUCT IN DEALING WITH CUSTOMERS</b>	<b>11</b>
5.1 CONTRACTUAL RELATIONS WITH CUSTOMERS	12
5.2 CUSTOMER SATISFACTION	12
<b>6. PRINCIPLES OF CONDUCT IN DEALING WITH STAKEHOLDERS</b>	<b>12</b>
6.1 INFORMATION PROCESSING	12
6.2. PUBLIC COMMUNICATION	12
6.3 COMPETITORS	12
6.4 PROTECTION OF TRADEMARKS, PATENTS AND INTELLECTUAL PROPERTY	13
<b>PRINCIPLES OF CONDUCT IN DEALING WITH THIRD PARTIES</b>	<b>13</b>
<b>7. PRINCIPLES OF CONDUCT IN DEALING WITH SUPPLIERS</b>	<b>13</b>
7.1 GENERAL RULES OF CONDUCT IN DEALING WITH SUPPLIERS	13
7.2 SELECTION OF SUPPLIERS	13
7.3 INTEGRITY AND INDEPENDENCE IN DEALING WITH SUPPLIERS	14
7.4 SAFEGUARDING ETHICAL PRACTICES IN AGREEMENTS WITH SUPPLIERS	14

<b>8. PRINCIPLES OF CONDUCT IN DEALING WITH INDEPENDENT CONTRACTORS AND CONSULTANTS .....</b>	<b>14</b>
8.1 ESTABLISHING AND CARRYING ON A BUSINESS RELATIONSHIP .....	14
8.2 RELEVANCE AND KNOWLEDGE OF THE CODE .....	14
8.3 CONDUCT IN THE PERFORMANCE OF CONTRACT WORK .....	15
<b>9. PRINCIPLES OF CONDUCT IN DEALING WITH THE PUBLIC ADMINISTRATION .....</b>	<b>15</b>
<b>10. GIFTS AND ENTERTAINMENT EXPENSES.....</b>	<b>15</b>
<b>11. SPONSORSHIPS, CONTRIBUTIONS AND DONATIONS .....</b>	<b>16</b>
<b>12. PRINCIPLES OF CONDUCT IN DEALING WITH OTHER INTERLOCUTORS .....</b>	<b>16</b>
12.1 FINANCING POLITICAL PARTIES, TRADE UNION ORGANIZATIONS AND ASSOCIATIONS .....	16
<b>13. IMPLEMENTING THE CODE OF ETHICS.....</b>	<b>16</b>
13.1 COMMUNICATION AND TRAINING .....	16
13.2 ENFORCEABILITY OF THE CODE OF ETHICS AND CONSEQUENCES OF BREACHES .....	17
13.3 REPORT TO THE SURVEILLANCE COMMITTEE .....	17

## 1. INTRODUCTION

Persico S.p.A, the companies subject to its management and coordination and Persico Marine s.r.l. (hereinafter also the “Persico Group” or “Group”) adopted this Code of Ethics (hereinafter also the “Code”), which establishes a formal set of fundamental ethical values to guide their conduct in carrying on business, and the rights, obligations and responsibilities regarding the subjects with whom they engage in relationships in order to achieve their corporate objectives.

This Code is an official document approved by the Board of Directors and it is an integral part of the Organization, Management and Control Model pursuant to Legislative Decree 231/2001 (hereinafter also the “Model”)

To protect its image and safeguard its resources, Persico Group shall not engage in any types of relationship with subjects that do not intend to operate in strict accordance with the rule of law and/or refuse to abide by the ethical principles and rules of conduct set out in this Code.

## 2. RECIPIENTS

The provisions of this Code shall apply without exception to everyone (hereinafter also “Recipients”) who, either directly or indirectly on a permanent or temporary basis, operates in the name or on behalf of the Companies in Persico Group, and thus to Directors, executives, employees, agents, independent contractors and suppliers.

Furthermore, the Code establishes measures to sanction conduct non-compliant with the provisions set out herein; such measures shall be proportionate to the seriousness of the offence.

This ethics-oriented approach is indispensable to ensure reliable conduct in relations with shareholders, customers, and more generally, the entire social and economic context in which Persico Group operates.

The adoption of specific rules of conduct, by which Persico Group shall abide in its relationships with the Public Administration, the market and third parties, is a manifestation of the Group’s commitment to the prevention of crimes under Legislative Decree 231/2001, and subsequent amendments and additions.

This Code has been prepared to meet the above objectives. It is a code of conduct that all corporate subjects shall abide by for the good functioning, reliability and reputation of all Persico Group Companies.

Persico Group shall undertake to disseminate this Code of Ethics through appropriate communication channels to everyone with whom it maintains a business relationship.

If uncertain about the application of the principles set out in this Code of Ethics, or in doubt about compliance with the principles, the Recipients will refer to their immediate supervisor for clarification first, and only then to the Head of Human Resources and/or the Chief Financial Officer.

## 3. ETHICAL PRINCIPLES

### 3.1 Introduction

Relations and conduct should, at all levels, be based on the principles of legality, honesty, correctness, integrity, confidentiality, transparency and mutual respect. These are the principles of Persico Group and its employees shall abide by in their activities, including any activity they may carry on in foreign countries, in which case they are expected to comply with the laws and regulations applicable therein.

Rules set out in this Code do not replace but are in addition to the fundamental obligations of the workers, and do not exempt them from the obligations to comply with the provisions of applicable civil, penal, administrative and contractual laws.

### 3.2 Purpose

The purpose of the principles of conduct in business activities can be summarized as follows:

- To stress the need for an ethical approach to business activities and to highlight the ethical principles and values that are specific to business.
- To put the Persico Group principles of conduct into practice by consistently applying them to business activities.
- To support the commitment to sound and proper corporate administration, safeguarding the integrity of business assets for the benefit of all *stakeholders*.

- Since the moral integrity of Group employees underpins all relationships with trade partners, customers, suppliers, and the community itself, the Group employees will be required to follow the strictest principles of ethical conduct in the performance of their functions.

### **3.3 General principles**

Compliance with applicable laws and regulations is an essential principle that Persico Group has adopted. Consequently, every employee of Group Companies shall be committed to complying with the applicable laws and regulations.

The same commitment will be expected from suppliers, customers and whoever has a business relationship with the Group. The latter will not undertake or continue a relationship with any party who does not intend to abide by the principle of strict compliance with all provisions of the law.

Group employees must have knowledge of the laws and of legally permissible conduct. When there is doubt on how to proceed, the Group will provide adequate information to the employees.

Ethics does not only mean the need to identify what is legal in each situation, but also the need to do what is morally correct and responsible in doing business, without compromising one's ethical principles (honesty, legality, loyalty, reliability, mutual respect and dignity, responsibility, and transparency).

Persico Group employees must act with integrity and be frank, honest and loyal in all aspects of their work, and will expect the same conduct from everyone with whom they have a business relationship.

#### *3.3.1. Promoting human resources, personal integrity and occupational health and safety*

Persico Group will protect and promote the value of human resources, aiming to increase the human capital of every employee, independent contractor, in general, and third-party who deals with the Group, and will promote the psychological and physical, moral and cultural integrity of people.

Furthermore, the Group Companies shall:

- Ensure that working conditions respect personal dignity and that workplaces are safe;
- Protect and promote the value of human resources aiming to increase the human capital of each employee and independent contractor\
- Protect employees and collaborators from any retaliation resulting from their reporting wrongdoing.

#### *3.3.2 Legality and Whistleblowing*

Persico Group Companies will be committed, in all of their activities, to operating in compliance with all laws and regulations of the countries/territories in which they operate, as well as the rules set out in this Code and current corporate procedures.

Persico Group Companies have implemented the procedures required by law for the receipt and management of possible reports by workers of civil, criminal and administrative offences that may harm the image and integrity of the companies.

#### *3.3.3 Anti-discrimination*

Persico Group will ensure that none of its personnel discriminates against any subject based on age, sex, ethnicity, religion, political affiliation, health conditions, sexual orientation or other status protected by law.

#### *3.3.4 Inclusion*

Persico Group considers diversity to be a value and makes it one of its commitments to value all diversity and create an open and inclusive work environment that promotes the well-being of all. The importance of a culture of diversity that, with an inclusive logic, values all differences (of gender and gender identity, age, sexual orientation, ethnic origin, nationality, language, social extraction, religious faith, personal beliefs, marital status, experience, education, cognitive and motor skills, health conditions and any other category protected by law) as activators of added value and innovation, is based on the recognition of the dignity and unique value of each person.

The objective is to build a corporate community of which each person feels part and in which he/she can make his/her own contribution, in the awareness that each person is unique and respect for diversity is the fundamental prerequisite for everyone to live together.

The Group's commitment to diversity and inclusion focuses on four main areas: Gender Diversity, Generational Diversity, Diversity of Skills and Diversity of Culture.

#### *3.3.5 Honesty and correctness*

Honesty and moral integrity, as well as correctness and good faith, are the fundamental principles for all Group business activities and the essential values of corporate management.

In no case, can the pursuit of Group Company interests justify conduct contrary to the principles of honesty and correctness.

Relationships with the Group's *stakeholders* are based, at all levels, on correctness, collaboration, loyalty and mutual respect.

Directors, executives, employees and independent contractors of Group Companies will perform their duties in the interest of the Group and will not accept gifts, gratuities or benefits, or be influenced by any kind of pressure that would cause them to engage in conduct favouring external interests.

#### *3.3.5 Confidentiality*

The Group shall ensure the confidentiality of personal information and data subject to processing and the protection of information collected in connection with occupational duties.

Group Companies will not use the information collected in their own interest to reap undue profits or in ways that are either unlawful or damaging to the objectives of the Group.

Furthermore, Group independent contractors shall not use confidential information for purposes unrelated to the exercise of their professional activities.

#### *3.3.6 Responsibility to the community*

The Group is aware of the impact that its business activities have on the context in which it operates, on social and economic development and on the general prosperity of the community and will take great care in its activities to balance the community's legitimate interests with the interests of the Company.

This is why the Group will make investments in ways that are compatible with the environment and the needs of local and national communities, and, at the same time, promote and sponsor initiatives of scientific, cultural and social significance to enhance its image and reputation and ensure social acceptance.

#### *3.3.7 Transparency and completeness of information*

The Group is committed to providing its *stakeholders* with clear, complete, timely and transparent information concerning its financial condition and economic and management performance, without favouring any particular interest group or individual person, to put the *stakeholders* in a position to make autonomous and informed decisions.

#### *3.3.8 Anti-corruption*

Persico Group prohibits the personnel/independent contractors of all Group Companies, and, more generally, whoever conducts business in the name or on behalf of Group Companies, from making offers or promises, soliciting or accepting any kind of illicit and/or improper payments, either directly or indirectly, whether in the form of money or other value, i.e., anything that may constitute an advantage for an individual, either material or moral, in the form of assets or other value, anything considered to be of significant value according to customary practice or common understanding, including facilitating payments made to expedite or ensure the performance of routine actions in business or relationships with its *stakeholders* or the Public Administration.

### *3.3.9 Anti-money laundering*

Persico Group Companies are committed to carrying on their activities in full compliance with the anti-money laundering laws and regulations in force issued by the appropriate Italian Authorities. To that end, Group Companies will not carry on suspicious activities that appear to be improper or non-transparent.

Persico Group is aware of the need to ensure correctness and transparency in carrying on its business and thus prohibits the Recipients of this Code from engaging in:

- The acquisition, substitution or transfer of money, assets or other benefits knowing that such property is derived from criminal activities or other related acts for the purpose of preventing the identification of their illicit origin.
- The substitution or transfer of money, assets or other benefits derived from criminal activities, or other related acts for the purpose of preventing the identification of their criminal origin.
- The use of money, assets or other benefits for business or financial activities knowing that such property is derived from criminal activities.

Persico Group will undertake, and to that end instruct its employees, to preventively verify the available information (including information of a financial nature) on Group counterparts and partners, for the purpose of ascertaining their reliability and the lawfulness of their activities.

### *3.3.10 Quality of products and services*

The primary aim of the Group's business activities is to achieve maximum customer satisfaction and retention, also by listening to customer feedback that could lead to improvement in product and service quality.

Thus, the Group will undertake to track the changing market requirements and continuously improve the quality of the products and services it offers its customers. To that end, all Group research, development, production and sales activities will be carried out to a quality standard of absolute excellence.

### *3.3.11 Diligence and correctness in contract negotiation and execution*

In drawing up contracts, Group Companies will clearly and comprehensibly specify to the contracting party the types of conduct expected in all circumstances.

Furthermore, the Group shall not take advantage of any ignorance or incapacity of its counterparties, but will do its utmost to ensure that contracts are executed according to what the parties have knowingly and freely agreed on.

### *3.3.12 Rules of conduct in business activities*

Persico Group will refrain from initiating relationships of any kind, even indirect or through intermediaries, with subjects (natural or legal persons) who are known or reasonably suspected to belong to criminal organizations of any nature or carry on activities of any kind in Italy or abroad in support of such organizations, including mafia organizations and organizations involved in human trafficking, child and underage labour, and arms trafficking, as well as subjects or groups operating for terrorist purposes. The latter activity is regarded as conduct for terrorist purposes if it can cause serious harm to a country or an international organization and is carried on with the aim of intimidating the population or compelling a State or an international organization to perform or refrain from performing any act, or seriously destabilizing or destroying the fundamental political, constitutional, economic or social structures of a country or an international organization.

### *3.3.13 Professionalism and spirit of collaboration*

Each Recipient will undertake to carry on his/her work activities with the diligence required by the nature of the tasks involved and functions performed, working with the highest level of professional commitment to achieve the assigned objectives, making the best use of the tools and time available and taking on the responsibilities associated with his/her duties. Furthermore, each Recipient will commit to participating in all training and continuing education activities. Mutual collaboration among the subjects involved in various ways in the same projects, processes, or cycle of activities is regarded as an absolutely essential principle for Persico Group Companies. Thus, each Recipient is called on to contribute, through his/her conduct, to safeguarding these values, both in the workplace and away from work.

### *3.3.14 Environmental protection*

The environment is a primary asset that must be safeguarded. Consistent with such principle, Group Companies will plan their activities trying to find the best possible balance between business activities and environmental protection, taking into consideration the rights of both current and future generations.

Accordingly, the Group shall prevent risks for people and the environment, not only by complying with applicable laws, but also by adopting the latest developments in scientific research and the best practices in the field.

Group Companies will conduct periodic environmental compliance audits for the purpose of verifying compliance with the relevant environmental laws and regulations, and preventing environmental risks and possible environmental impacts deriving from their activities.

Group Companies will also periodically monitor their energy, raw materials and water consumption, as well as waste production, with the objective of reducing environmental impacts by undertaking appropriate remedial action.

## **4. PRINCIPLES OF CONDUCT IN DEALING WITH EMPLOYEES**

Respect for people and their professional development is of paramount importance to Persico Group, which is likewise aware of the fact that the portfolio of interpersonal skills, intellectual abilities, and organizational and technical skills of every executive, employee and independent contractor is a true advantage and a strategic resource for the Group.

The Group will ensure respect for human rights and trade union rights and will safeguard the health and safety of its employees. This Code of Ethics binds the Group to comply and to require compliance with the rules herein by the companies with which it collaborates in the manufacture of its products, particularly those rules that pertain to worker health and safety, work schedules, salaries and child and underage labour.

The Group is an equal opportunity employer and promotes equal opportunity for professional growth without arbitrary discrimination, establishing all relationships based on a merit system that reflects the principles of fairness, correctness and loyalty.

To that end, in managing the relations with executives, employees and independent contractors, Group Companies will be guided by the fundamental principles, as described below.

### **4.1 Recruitment and management of human resources**

Candidates will be hired based on how well the candidates' profiles match the expected criteria and corporate needs.

Therefore, the search and selection procedure for the recruitment of human resources will be based solely on the criteria of objectivity, fairness, transparency, ensuring equal opportunity and avoiding any form of favouritism, nepotism or clientelism.

The information that the candidates are required to provide will include only the data necessary and sufficient for checking the aspects relevant to the professional and psychological aptitude profile with respect to the private sphere and the opinions of the candidate.

New employees will be hired by Group Companies under a regular employment agreement, since working relationships not in compliance with or in avoidance of applicable legal provisions will not be allowed. Furthermore, Group Companies will not hire foreign workers without a legal residence permit.

The decisions concerning the human resources management and development processes, such as the decisions made in the selection phase, will be based on a profile match between the expected job description and the candidate's actual profile in accordance with applicable laws, as well as an objective assessment of the expected performance and performance on record.

All wage levels for all categories of workers employed by Group Companies shall not be less than the minimum wages set by National Law and the collective agreements entered into by Group Companies with trade unions.

Overtime work by the employee must be undertaken on a voluntary basis and shall not exceed the limit under national law. Compensation for overtime must be calculated at rates not less than the rates set by national law and the collective agreements entered into with the relevant trade unions.

The maximum working hours shall not exceed the limit under national law.



Group Companies shall offer annual holiday time, sick leave, maternity leave and any other kind of leave provided for under national law, or, if more advantageous to the workers, by the individual employment agreements and/or the collective agreements entered into by Group Companies with the trade unions representing the workers.

Furthermore, the Group will prohibit any form of psychological harassment, physical or mental coercion, or sexual harassment against executives, employees, independent contractors, suppliers, customers or visitors. Harassment means any form of intimidation or threat that hinders the serene performance of one's work duties or the abuse or misuse of a position of authority by a hierarchical superior.

Whoever feels that he/she is being harassed or discriminated against for whatever reason can report the occurrence to the Human Resources Manager and/or the Surveillance Board.

Any form of retaliation against persons who resist harassment, or complain about or report disturbing incidents of such nature, will be explicitly prohibited.

#### **4.2 Health, safety and environment**

The Group is and has always been committed to promoting, spreading and strengthening a culture of health and safety, raising awareness of the risks involved and encouraging responsible behaviour on the part of all employees. Regarding prevention, the Group will operate to ensure, so far as is reasonably practicable, the health and safety of workers. In particular, it will require compliance with all the provisions set out in the Italian Consolidated Safety Act (Legislative Decree 81 of 9 April 2008, including subsequent amendments and additions) and any other laws applicable to Group Companies.

The Group intends to fulfil its commitment to safeguard the environment and take particular care that the work environment and workplaces are designed and managed from the viewpoint of the health and safety of its employees and in compliance with the provisions of national and international directives on the matter.

Environmental protection is an issue to which the Group will devote special attention, by reducing the environmental impact of its activities and promoting sustainable development.

All human resources (executives, employees and independent contractors) shall have the duty to apply the environmental procedures relevant to their respective activities, as well to comply with applicable environmental laws.

In no case, even upon request by a superior, will staff working with the company perform acts that could cause environmental damage.

Staff members, upon learning of any event or situation or conduct that could pose an environmental risk, will report to his/her supervisor. If such reporting does not produce results, or the employee does not feel comfortable talking to his/her immediate supervisor, he/she will report to the Surveillance Board.

It will be prohibited to engage in conduct that may hinder or obstruct inspection activities conducted by external inspection bodies (e.g., ASL, ARPA, local police or forest police officers) or by specialized companies or professionals engaged by the Company to conduct internal inspections. In dealing with these subjects, the employees will conduct themselves with the utmost sense of transparency and correctness.

#### **4.3 Abuse of alcoholic beverages and use of narcotics**

Persico Group recommends that its employees conduct themselves so as to maintain a working environment that respects the sensibilities of others. Thus, workers carrying on their work activities in the workplace will be held liable:

- If they are on duty while under the influence of alcoholic beverages, narcotics or substances having similar effects;
- If they use or give narcotics to others while performing their work duties.

#### **4.4 Privacy protection**

Group Companies comply with the requirements on the confidentiality of personal data set out in current national legislation, as well as in EU Regulation 2016/679.

With particular regard to the processing of workers' personal data, Group Companies implement specific precautions aimed at informing each employee on the nature of personal data being processed by them, on the processing methods, on the areas of communication and, in general, on any data relating to his or her person.

#### **4.5 Duties of executives, employees and independent contractors**

##### *4.5.1 Diligence and good faith*

Every employee and independent contractor will act loyally and in good faith, carry out the obligations of his/her employment agreement, fulfil his/her work duties and make a personal contribution by putting forward ideas and acting proactively and with enthusiasm, all of which will help promote harmonious and lasting company growth.

Every employee will also become familiar and comply with the rules of conduct set out in this Code, abiding by conduct based on mutual respect, cooperation and reciprocal collaboration.

The personnel of Group Companies, irrespective of their function and/or level of responsibility, must be familiar with and implement the Group directives on environmental protection, occupational health and safety, and *privacy* protection.

##### *4.5.2 Conflict of interest*

Employees and independent contractors of Group Companies are expected to avoid situations that may give rise to conflicts of interest and shall abstain from engaging in activities that are, even if only potentially, in conflict with the interests of the Group.

Purely by way of example and in no way exhaustively, the following situations shall be considered situations of conflict of interest:

- The holding an economic interest – overt or covert – by an employee or members of his/her family in activities of suppliers, customers or competitors;
- Using one's work position to benefit interests contrary to the interests of Group Companies;
- Using information acquired while fulfilling working duties to one's own benefit or to the benefit of third parties in conflict with the interests of Group Companies;
- Engaging in work activities of any kind (provision of services, including intellectual services) for customers, suppliers, competitors and/or third parties that may be in conflict with the interests of Group Companies;
- Participating in any of the opening, bargaining or concluding phases of negotiations and/or agreements in the name or on behalf of Group Companies in which the counterparts are the employee's family members or partners, or legal entities the employee either owns or has any interest in;
- Accepting money or other benefits of any kind from persons or companies that are, or plan to enter into, business relationships with the Group.

It will be prohibited to pursue any business opportunities for personal gain, if they become known through the performance of functions within the Company.

Before accepting a job in any capacity – consultant, manager, administrator or other post – for another subject, or, if a situation of conflict of interest, even if only potential, arises, it will be the employee's responsibility to notify his/her immediate supervisor.

If the employee's report does not produce results, or the employee does not feel comfortable talking to his/her immediate supervisor, he/she shall report to the Surveillance Board.

##### *4.5.3 Protecting corporate assets and using work equipment*

It will be the responsibility of every Recipient to protect corporate assets, guarding and safeguarding movable and immovable property, technological resources and information systems, equipment, corporate goods and data resources. Furthermore, every Recipient will also be responsible for protecting the assets entrusted to him/her and it will be his/her responsibility to immediately report to his/her immediate supervisor any event that may be potentially damaging to the Company.

Group corporate assets are to be used for work, as per the applicable law in force.

In no case may corporate assets be used for personal reasons or in ways that violate the law, public order or morality standards.

#### *4.5.4 Transparent and accurate accounting*

All transactions and operations carried out shall be properly recorded, and it must be possible to trace the decision, authorization and execution process of every transaction.

Every transaction will require adequate support documentation so as to enable carrying out the necessary controls at any time to verify the characteristics of and underlying motivation for the transactions, and to identify the persons who authorized, executed, recorded and verified the transactions in question.

Accounting records shall be kept in an accurate, complete and timely manner, according to corporate accounting procedures, to provide a true and fair representation of the financial position and results of operations.

Accounting records shall be understood to mean all documents that provide a numerical representation of business transactions.

The information to be entered into the accounting records, both general and analytical, must be prepared using the principles of clarity, transparency, correctness, completeness and accuracy.

Employees who become aware of omissions, mistakes or falsification of accounting records or entries will immediately inform their immediate supervisor.

Staff that prepare any estimates needed for the financial statements shall use prudent criteria, supported by technical accounting knowledge, or more specifically, of the industry in question, and, in every case, shall act with the required diligence of professionals in the sector.

For no reason shall a false or manipulated accounting entry be made in the accounting records.

It will be prohibited to engage in conduct that may hinder or prevent carrying out all the control or auditing activities attributed by law to shareholders, other corporate bodies or the Board of Statutory Auditors.

To that end, the Group will ensure the utmost collaboration and transparency in relations with the External Auditor and the Board of Statutory Auditors.

Employees may not engage in activities that could constitute a crime, even if requested by a supervisor.

Establishing an effective system of internal controls will be the responsibility of the entire organizational structure, where the executives are the subjects in charge of getting the other employees and the independent contractors to participate in matters pertaining to their own areas.

#### *4.5.5 Penal proceedings*

It will be explicitly prohibited to interfere, in any way or form, with subjects summoned by Judicial Authorities, for the purpose of preventing them from making statements or inducing them to make untrue statements.

It will be the responsibility of anyone holding a position in the corporate bodies of Persico Group Companies to inform their respective corporate bodies in a timely manner and give all the relevant details of any involvement in legal proceedings.

#### *4.5.6 Corporate image protection*

The good reputation and image of Persico Group are essential intangible resources. The employees and independent contractors of Group Companies will be committed to acting in compliance with the principles set out in this Code in their relations with colleagues, independent contractors, customers, suppliers, and third parties, in general, and maintaining a proper demeanour in keeping with the standards of conduct of Persico Group.

### **5. PRINCIPLES OF CONDUCT IN DEALING WITH CUSTOMERS**

Customers are fundamental assets of the Group.

In their relations with customers, Group Companies will follow the principles of transparency, reliability, responsibility and quality.

Thus, Recipients will be expected to:

- Strictly follow the provisions of this Code and the internal procedures concerning customer relations, in addition to all the contractual provisions laid out in accordance with applicable laws.

- Verify the quality and reliability of the products and services offered.

### **5.1 Contractual relations with customers**

Contractual relations with customers and Group communications to customers shall be guided by the principles of correctness and honesty, professionalism, transparency and the utmost cooperation.

### **5.2 Customer satisfaction**

Maintaining the highest standards of quality for products and services and maximizing customer satisfaction are fundamental values of Persico Group.

The internal procedures and the technologies used will be geared towards achieving these objectives, which shall also be pursued through constant customer monitoring.

## **6. PRINCIPLES OF CONDUCT IN DEALING WITH STAKEHOLDERS**

### **6.1 Information processing**

The information concerning *stakeholders* shall be processed in a manner that fully ensures the confidentiality of the data and the protection of the *privacy* of the persons involved. To that end, specific procedures will be adopted for data protection.

In particular, Group Companies shall:

- Ensure the proper separation of roles and responsibilities.
- Classify information by increasing level of criticality and establish adequate countermeasures for each phase of processing.
- Require that third parties authorized to process information sign a confidentiality agreement.

### **6.2. Public communication**

Group communications to their *stakeholders* (including communications through public media) will be governed by respect of the right to information. It will be prohibited to release false or misleading news or comments.

Communication, in any form, will:

- Comply with the law, and the rules and practice of good professional conduct.
- Be clear, complete and transparent.
- Protect, among other things, industrial secrets.
- Ensure the transparency of the source.
- Declare any sponsorship relationship.

Media relations shall be handled solely by the special functions in charge of that task.

It will be prohibited to put pressure on communication media or attempt to get favourable coverage through improper conduct.

### **6.3 Competitors**

The Group will be committed to competing with market operators and refraining from any form of concerted practices or abuse of dominant position, which may lead to violating the principle of fair competition.

The Group will not deny, hide or delay the release of any information requested by antitrust authorities and regulating bodies performing inspection functions and will actively cooperate with their investigations.

#### **6.4 Protection of trademarks, patents and intellectual property**

Persico recognizes the primary importance of protecting intellectual and industrial property, in all its forms, such as copyrights, trademarks, patents and other intangible assets, and will require compliance with the relevant laws.

In particular, Persico Group Companies will expressly prohibit engaging in any conduct that aims at the alteration, counterfeiting, forgery or use of domestic or foreign trademarks, distinctive signs, patents, drawings or models. Likewise, Group Companies will condemn any conduct that aims at introducing industrial products bearing trademarks or distinctive signs, which have either been altered or counterfeited, into the community where they operate, as well as the sale of products bearing trademarks or distinctive signs that are misleading about the country of origin or place of provenance, or the quality of the product. In the same way, Group Companies will not tolerate activities related to the manufacture, sale, distribution or use of objects and goods realized by infringing or encroaching on industrial property rights. Lastly, it is of paramount importance that creative works are protected, and Group Companies thus will prohibit any illicit circulation, reproduction, usage, transmission, distribution, and sale of creative works for any purpose, for any usage and by any means.

#### **PRINCIPLES OF CONDUCT IN DEALING WITH THIRD PARTIES**

Protection of third-party assets

Persico Group is obliged to protect the assets of its business partners with the same level of care with which it protects its own. This preserves the trust of suppliers, customers and other business partners. Anyone within Persico Group who becomes aware of information from or about a third party that is not public (including contact details) must keep the information confidential or disclose it only with the permission of the legal department.

Similarly, anyone wishing to copy, distribute or otherwise use copyrighted or other proprietary materials that the company does not already own or have the right to use must first obtain appropriate permission from the rights holder.

#### **7. PRINCIPLES OF CONDUCT IN DEALING WITH SUPPLIERS**

##### **7.1 General rules of conduct in dealing with suppliers**

In conducting its business relationships with suppliers, the Group will adhere to the principles of transparency, fairness, loyalty and free competition.

In particular, the executives and employees of Group Companies will:

- Observe and comply with the provisions of applicable laws and the contractual conditions agreed on in conducting business with suppliers.
- Strictly follow the internal procedures set out for the selection and management of supplier relationships.
- Obtain the cooperation of suppliers to achieve required deliverables: quality, cost and delivery time of goods and services.
- Adhere to the principles of transparency and completeness of information in communications with suppliers.
- Not be influenced in any way by parties external to the Group in making decisions and/or in the execution of work related activities.

##### **7.2 Selection of suppliers**

Procurement processes must secure the best economic value for the Group while protecting its image.

To that end, the executives and employees of Group Companies who are responsible for the corporate functions involved in the procurement process, shall:

- Give all suppliers possessing the appropriate requirements equal opportunity to compete for contracts.
- Ensure that more than two suppliers compete in the selection process, save for exceptional cases regulated by special corporate procedures.
- Ensure, including by checking the appropriate documentation available, that the suppliers competing for a contract, have the means, including financial means, organizational structure, technical capabilities and experience, a quality system and resources adequate for the needs and image of the interested Group Company, as well as the necessary technical and professional skills and an adequate occupational health and safety quality management system.

The Group will require all its suppliers to comply with the laws and regulations of all countries involved and with the provisions set out in this Code for the entire period during which they supply their products and/or services.

### **7.3 Integrity and independence in dealing with suppliers**

Relations with suppliers shall be based on the general ethical principles of the Group and shall be subject to constant monitoring.

In particular, in order to ensure integrity and independence in dealing with suppliers, Group personnel must refrain from inducing suppliers to enter into a contract that is disadvantageous to them by making them believe there is the possibility of stipulating a more advantageous contract with them in the future.

Entering into a contract with a supplier must be characterized by extreme clarity and conducted without recourse to any form of abusive practices.

### **7.4 Safeguarding ethical practices in agreements with suppliers**

The Group will communicate the contents of this Code to its suppliers.

Contracting partners will be required to sign a statement in which they declare they are aware of the principles of this Code and will undertake not to engage in conduct that may, in any way, induce the Company, its executives, employees or independent contractors to breach the principles set out in the Code.

Breaches of the general principles of this Code of Ethics may entail the activation of sanction procedures, as set forth in specific contractual clauses.

## **8. PRINCIPLES OF CONDUCT IN DEALING WITH INDEPENDENT CONTRACTORS AND CONSULTANTS**

Independent contractors and consultants working for Group Companies in any capacity will be expected to act with correctness and loyalty and in good faith, abiding, because applicable to each individual case, by the provisions of this Code, corporate regulations, and the instructions and orders given by the Company, in the execution of a contract with the Company or of an assignment given by the latter.

### **8.1 Establishing and carrying on a business relationship**

A requisite condition for Persico Group in establishing and maintaining relationships with independent contractors and consultants is that the workers comply with the law and the principles set out in this Code in carrying on their professional services.

Group Companies will find and select independent contractors and consultants with absolute impartiality, in total autonomy and exercising free and independent judgement, free from any influence and without any compromises of any kind that favour one party over the other or aim to obtain favours or advantages.

In finding and selecting independent contractors and consultants, Group Companies will assess their professional competence, reputation, independence, organization capabilities and suitability for proper and timely execution of the contractual obligations and assigned tasks.

### **8.2 Relevance and knowledge of the Code**

In each individual contract with independent contractors and consultants, Group Companies will require compliance with the relevant provisions of this Code.

The Group will also disseminate the Code directly among the independent contractors and consultants that are expected to comply with the rules set out in the Code.

Conduct contrary to the policies set forth in the Code may be considered a serious breach of the contractual obligations of correctness and good faith in the execution of the contract, cause for a breakdown in the relationship of trust, and just cause for termination of the contractual relationship.

### **8.3 Conduct in the performance of contract work**

In performing their professional services, independent contractors and consultants shall avoid any situation of conflict of interest with the Group and, should a conflict arise, shall immediately notify their corporate contacts and refrain from executing the job, unless otherwise instructed by the Group Company involved.

Independent contractors and consultants shall not engage in acts that are or may be against the law, even if such acts could, in theory, bring benefits to the Group.

Independent contractors and consultants will be expected to protect the Group's image and to put it in a good light by behaving with civility in a way that shows decency and mutual respect, and by looking professional.

Independent contractors and consultants will be expected to properly use and safeguard the assets, if any, made available to them by the Group Company involved and to follow any environmental procedures that may be applicable to their activities.

## **9. PRINCIPLES OF CONDUCT IN DEALING WITH THE PUBLIC ADMINISTRATION**

Group Companies, in dealing with the public administration, or in any case with public entities, shall act to ensure the strictest compliance with the provisions of the applicable law.

Undertaking commitments and managing relations of any kind with the Public Administration and/or public entities are to be carried on solely by corporate functions, specially appointed and authorized.

All relations established at any level – international, national, regional or local – with officials of the Public Administration will be based on the utmost transparency and correctness.

In dealing with the Public Administration, Group employees and independent workers will refrain from exercising unlawful influence on the decisions of the institution in question. At any rate, in conducting business negotiations or in their relations, including business relations, with the Public Administration, Group employees will not solicit or try to obtain confidential information that may compromise the integrity or the reputation of the Group.

In dealing with the Public Administration, Group employees, agents and/or independent contractors will be prohibited from giving or offering, either directly or through third parties, gratuities or work opportunities to representatives of the Public Administration, be they public officials, government officials, or public employees, with whom Group employees and/or independent contractors have business relationships, as remuneration or consideration for performing an act of his/her office or for performing an act conflicting with the duties of his or her office. It will also be explicitly prohibited to:

- Provide false data, news or information in communications to the Surveillance Authority or to omit facts that are required to be provided.
- Omit information that is required to be provided in the communications to the above mentioned Authorities, and, in general, to engage in obstructive behaviour, such as, solely by way of example, refusal on specious grounds, delay in sending the communications or in providing the documentation requested.
- Obstruct, in any way, the Surveillance Authorities in exercising the functions entrusted to them by law.

## **10. GIFTS AND ENTERTAINMENT EXPENSES**

It is forbidden to offer gifts, either in the form of money or goods, except for gifts or benefits of "modest value".

For the purposes of monitoring the flow of these donations, it is recommended to ensure that the provision of gratuities is traceable and properly recorded and that a copy of the relevant documentation is filed.

It is forbidden to offer or to accept goods, services, performance or favours of value with the purpose of obtaining more favourable treatment in dealings with the Public Administration.

In those countries where gift giving is part of their culture, giving gifts to customers is acceptable provided that the gifts in question are appropriate and of modest value and no law is violated. In any case, in no way should it be possible to interpret the act as seeking favours.

It is permissible to offer business entertainment, such as business lunches, provided that the related expenses remain within reasonable limits and the practice is not prohibited by law or business custom.

## **11. SPONSORSHIPS, CONTRIBUTIONS AND DONATIONS**

Sponsorships shall be targeted at promoting the name and image of Persico Group and its products and services. In no case shall sponsorships pursue the purpose of deriving illicit benefits.

Contributions and donations may be made to entities or institutions whose corporate objectives, as set out in their Memorandum of Association or Articles of Association, are activities for the purpose of assistance, charity, education, culture, conservation of artistic heritage, study or scientific research, or the implementation of projects of social value.

In general, sponsorships may be undertaken and contributions and donations may be made, only if:

- They are for the benefit or support of organizations/events that are respectable and in accordance with the values of the Group.
- They are transparent.
- They follow applicable laws and regulations.

Sponsorships may not be undertaken and contributions and donations may not be made, if:

- They can be construed as the imposition of undue obligations or an excessive influence on the beneficiaries or remuneration for activities performed.
- They occur through transactions involving cash or cash equivalents.
- They can compromise the integrity or the reputation of the Group.
- A potential conflict of interest, either personal or corporate, may arise.

All payments for sponsorships, contributions and donations must be accurately and fully recorded and entered into the accounting books by the competent corporate functions.

## **12. PRINCIPLES OF CONDUCT IN DEALING WITH OTHER INTERLOCUTORS**

### **12.1 Financing political parties, trade union organizations and associations**

Group Companies, through their executives, employees or independent contractors, will not apply pressure, either directly or indirectly, on political figures or representatives of trade union organizations.

Administrators, executives and employees of Group Companies may not engage in political activities during work hours or use Group assets or tools for the same purpose. They must also make it clear that any political opinions they may express to third parties are their own personal opinions and, as such, do not represent the political opinions and the orientation of the Group itself.

Executives, employees or independent contractors, in dealing with other stakeholders (trade associations, environmental organizations, etc.), shall not promise or pay money, or promise or give goods or other benefits, on their own personal behalf to promote or favour Group interests.

## **13. IMPLEMENTING THE CODE OF ETHICS**

### **13.1 Communication and training**

Persico Group Companies will communicate the contents of this Code of Ethics to their *stakeholders*, corporate bodies, executives, employees and independent contractors by organizing special training and instructional programmes.

To ensure proper understanding of the Code of Ethics by all executives, employees and independent contractors, the Human Resources Function will establish an annual training plan with the objective of promoting knowledge of the principles and rules of ethics.

The training programmes will be differentiated according to the position and responsibility of the employees and independent contractors. Newly hired staff members will attend a special instructional course on the contents of the Code, with which they are expected to comply.

Copies of this Code of Ethics will also be on display on the corporate bulletin boards and published on the Group internet website.



### **13.2 Enforceability of the Code of Ethics and consequences of breaches**

Compliance with the rules of conduct set out in this Code shall be an essential part of the contractual obligations for all employees, pursuant to Article 2104 of the Civil Code, and for all Group independent contractors.

Any breach of the above rules shall constitute a breach of the obligations arising from the employment relationship and/or a disciplinary offence, with all legal consequences, also with regard to the preservation of the employment relationship.

The Group undertakes to provide for and impose, with consistency, impartiality and uniformity, sanctions proportionate to the respective breaches of the Code and in compliance with the provisions in force on the regulation of employment relations.

In particular, in the event of breaches of the Code of Ethics committed by employees, the relevant measures will be adopted and the relevant sanctions will be imposed in full compliance with Article 7 of Law No. 300 of 20 May 1970, current legislation and the provisions of collective bargaining.

The individual offences punishable and the relevant sanctions that can be imposed shall be set out in a specific document to be posted in a place accessible to all, in accordance with the provisions of the applicable collective labour agreement.

This Code establishes the mandatory nature of disciplinary action in the event of non-compliance with the rules of conduct it defines.

### **13.3 Report to the Surveillance Committee**

The bodies entrusted with surveillance of the implementation of and compliance with this Code and with the dissemination and knowledge of its contents are the Surveillance Committees pursuant to Legislative Decree 231/2001 of the Group Companies.

Every breach or suspected breach by the Recipients of the principles and provisions contained in this Code shall be immediately notified in writing to the competent Surveillance Committee through one of the two channels made available to the Recipients:

Firstly, breach reports can be sent by email message to:

- Persico S.p.A. Surveillance Committee – [odv@persico.com](mailto:odv@persico.com)
- Persico Marine S.r.l. Surveillance Committee – [odv@persicomarine.com](mailto:odv@persicomarine.com)

Secondly, breach reports can be sent by means of a letter through the postal service, to the attention of:

- *Persico S.p.A. Surveillance Committee - Via Marconi, 7-9, 24027, Nembro (BG)*

or

- *Persico Marine S.r.l. Surveillance Committee - Via Lombardia, 4, 24027, Nembro (BG)*

After receiving a report and completing the related formalities, the Surveillance Committee involved will examine the case reported and determine whether there are grounds for formal investigation.

Every report received will be handled by the Surveillance Committee, which will ensure the confidentiality of the reporting person, in order to prevent any form of retaliation, discrimination, penalty, or any other consequences deriving from the spreading of the report, all without prejudice to the protection of the rights of any persons wrongly accused or accused in bad faith and the rights of the workers, the Company and third parties.