

# **CODE OF ETHICS**

## **PURSUANT TO LEGISLATIVE DECREE N. 231/2001**

### **ANNEX 1**

CODE OF ETHICS

Approved by the Board of Directors on 05-10-2023

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## INTRODUCTION

This Code of Ethics (hereinafter called the Code) is the expression of ethical principles and values adopted by the collaborators<sup>1</sup> of FBR-ELPO S.p.A. (hereinafter, also FBR ELPO or the Company) in conducting businesses and activities.

The Code also represents the measures the company intends to adopt according to an ethical behaviour, to adequate its own structure to the requests provided for by the Legislative Decree n.231/2001 (hereinafter also the Decree) and to draw up internal and external policies to be followed to achieve the corporate aims.  
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Therefore, the principles contained in this Code provide for and extend to the organization and management models pursuant to articles 6 and 7 of Legislative Decree n.231/2001.

The Code of Ethics consists of:

- **General principles** or those values considered to be necessary, shared and recognized by the company for the affirmation of its own aims, on which the different stakeholders<sup>3</sup> involved shall inspire for the good functioning, reliability and reputation of the company.
- **Standards of behaviour** towards any kind of stakeholders, who supply the guidelines and the rules FBR-ELPO's collaborators shall follow for the respect of the general principles and to prevent the risk of behaviours which are not ethical.
- **Implementation details of the Code of Ethics** which describe the control system to observe the Code and its continuous improvement.

FBR-ELPO S.p.A. confirms, even by means of this document, the will to pursue a new behaviour model, to face the challenges coming from the contemporary company and global markets.

The collaborators undertake to respect the principles and the provisions contained in the current Code, as well as other ethical policies adopted by the company.

By providing suitable information, prevention and control, FBR-ELPO ensures the transparency of the behaviour, intervening, where necessary, to suppress eventual breaches of the Code and shall monitor its effective observance.

<sup>1</sup>Collaborators shall mean managers, employees and those people who on the basis of specific mandates or powers represent the company towards third parties.

<sup>2</sup>Corporate reputation is one of the greatest assets. Everyone shall protect and improve that reputation and ensure that the company respects the laws, rules and ethic models that apply on the ordinary activity. The recipients of the Code shall be familiar with those laws and ethic standards and with the politics and directives of the company.

<sup>3</sup>Stakeholders shall mean all parties (people, organizations, pressure group) that have any kind of interests towards the company.

## Recipients of the Code

The recipients of the Code (hereinafter also the Recipients) are:

- i. Members of the Board of Directors (hereinafter B.o.D.);
- ii. Corporate control bodies (Board of Auditors and other eventual control bodies);
- iii. Employees with employment contract of definite and indefinite duration.
- iv. External collaborators.
- v. Other third parties with whom the company maintains contract relations to achieve the corporate aims, which involve even temporary works, or development of activities on behalf of the company, as to establish a relationship confidence.

In relation to the recipients, the company management<sup>4</sup> undertakes to:

- carry out suitable formation and awareness programmes on the Code contents.
- ensure the immediate diffusion of the Code, by means of the delivery of copies to the staff, as well as by means of publication of the Code on the website of the company, so that there can be proof of the preventive knowledge, with related confirmation of the receipt and with the obligation to respect it,
- check the respect and observance of the Code periodically, together with the Supervisory Body.
- guarantee the periodic revision and update of the Code to adapt it to eventual changes in the organization and management structure of the company, to the evolution of civil awareness, of environmental conditions and rules.
- adopt suitable prevention tools and apply suitable penalty measures and their immediate application in case of proved breach of the provisions of the Code.

Finally, as the Code is part of the employment relation, the employees of the company undertake to act and behave pursuant to the current document, to indicate eventual breaches as soon as they know them, to cooperate to respect the internal procedures that have been adopted to implement the Code.

<sup>4</sup>Company management shall mean the members of the Board of Directors, the Company Department heads.

## **General Principles**

### **Fairness and honesty**

FBR-ELPO S.p.A. sets the relations with the stakeholders according to the rules of honesty, loyalty, cooperation and mutual respect.

Under no circumstances, the pursuit of the interests of the company can justify a dishonest behaviour. The collaborators of FBR-ELPO S.p.A. cannot accept presents, gifts and benefits or cannot be influenced by any kind of pressure that moves their own behaviour towards external interests.

### **Legality**

When carrying out its own activities, the company acts according to the law and the rules in force in the territory it operates, to the Code of Ethics and the company internal rules.

### **Respect for dignity of people and equal opportunities**

FBR-ELPO respects the main rights of people by protecting their moral integrity and guaranteeing equal opportunities.

Considering internal and external relations, behaviours having a discriminatory content based on race, religion, age, health, political and union opinions, nationality, sexual preference and generally any personal characteristic of the human person, are not permitted.

The company shall also ensure work conditions in compliance with the rules of good manners. Moreover, it acts as to prevent episodes of threats, bullying or stalking.

### **Safety, protection of Health and working conditions**

The company undertakes to act strictly in accordance with the rules in force for safety and health at work and to help applying them inside the company.

FBR-ELPO S.p.A. also undertakes to spread and consolidate a safety culture, developing greater awareness of risks and promoting responsible behaviours by all employees.

The company makes constant controls of its own or leased premises and facilities, or those that it possesses whatsoever, even beyond the legal obligations and the prevention of imminent risks, to guarantee the highest levels of safety and health in the workplace.

FBR-ELPO's collaborators ensure the maximum availability and collaboration with the Head of the Prevention and Protection Service (hereinafter HPPS) and with whomever carries out inspections and controls on behalf of any Public Body.

When FBR-ELPO's collaborators find anomalies or irregularities, they will immediately inform the employer or the employer assigned pursuant to art.16 Legislative Decree n.81/2008, as well as the HPPS.

### **Individual and teamwork**

Work shall be set on relations of trust and collaboration, in compliance with the company's rules and the relationships among colleagues.

Teamwork shall be promoted and stimulated. Personal interests shall not be placed before social aims.

### **Social responsibility**

FBR-ELPO S.p.A. is engaged in socially responsible actions pursuant to both the provisions of Law and ethically lawful behaviours.

### **Confidentiality**

FBR-ELPO's collaborators undertake to handle any information obtained in the execution of their activities as confidential, and therefore, spread such information only for the execution of the activity. The company also requires that the obtained information is not used for own aims to get undue advantages contrary to Law or in such a way as to provoke damages to the company's rights, assets and aims.

### **Transparency**

FBR-ELPO's collaborators are required to provide clear, accurate, complete and understandable information so that, when setting the relations with the company, stakeholders can take independent decisions of the involved interests, alternatives and relevant consequences.

When preparing eventual contracts, FBR-ELPO S.p.A. takes care of specifying the contractor how to behave in all circumstances, in a clear way.

### **Commitment to sustainable development**

The company undertakes to act pursuant to the current rules, applying the best available technology, to favour and programme the development of its own activities to optimize the use of natural resources, preserve the environment even for future generations and maintain initiatives for the spread protection of the environment.



## **Standards of behaviour**

### **a- Standards of behaviour in relation with shareholders and accountancy**

#### **Transparency of Financial Records**

The financial transparency is based on the accuracy, truth and completeness of fundamental information for its financial recording. Every member of the social bodies, Management and employee is required to collaborate, within its own competences, so that the operational facts are correctly and timely reported on the accounting records.

Every operation or transaction shall be authorized, verifiable, legitimate, fair, consistent and correctly and promptly recorded in the company's accounting system pursuant to the standards of Law and based on the applied accounting principles.

It is forbidden to behave in such a way as to jeopardize the transparency and traceability of the information of the financial records.

For each operation, proper supporting documentation of the activities is to be kept as to allow:

- Easy and punctual accounting entries;
- Timely determination of their characteristics and reasons;
- Identification of the different levels of responsibilities and distribution and segregations of tasks;
- Accurate reconstruction of the transaction, even to reduce the probability of material or interpretative errors.

Employees and collaborators who become aware of omissions, forgeries or negligence of accountancy or of the documentation on which the accounting entries are based, are required to communicate the facts to the higher Body or the Body they belong to.

In case the grievance remains unresolved, the employee or collaborator shall report to the Supervisory Body.

Consultants, according to the activities they carry out in favour of the company, make the communication to the Supervisory Body.

#### **Accuracy and preservation of company documentation**

Each recipient shall document and report on all the information concerning the company management accurately and truthfully.

This rule refers to information on applications, report on working hours, representation costs, production data, sales and business and marketing activities. Forgery or alteration of these documents, or the conscious approval of forged documentation, involves a serious responsibility for the interested parties.

The company documentation shall reflect exactly the company management facts and shall be written in accordance with the criteria indicated by Law and the applied and accepted accounting principles.

No employee or collaborator can effect payments on behalf of the company without proper documentation of support or formal authorization.

It is strictly forbidden to set up or keep funds or hidden reserves. The company promotes formation and upgrading programmes to make recipients aware of the rules (legislation also regarding preservation of documents and obligatory records, regulations, inner prescriptions, provisions of professional associations) which controls the formation and management of accounting documentation.

The recipients shall ensure that the company information is used in an appropriate way.

Documentation shall be kept and eliminated according to the conservation/elimination rules of FBR-ELPO.

The documents that are no longer to be kept as for the company's rules of document conservation/elimination shall be definitely eliminated.

The recipients shall consult their own Superiors or the Supervisory Body as regards the procedures for conservation of documents in their own sector.

It is necessary to contact the above mentioned people immediately if there exists a notice of preliminary investigation.

All documents regarding the notice of preliminary investigation or other acts notified during the investigations or later shall be kept without considering the rules concerning document conservation.

Any question regarding the relevance of a document to a penal proceeding, in progress or concluded shall be made to the above mentioned people.

### **Inner controls**

The company promotes the assumption of mentality oriented to healthy economic criteria.

A positive attitude towards controls contributes significantly to improve the company efficiency.

Inner controls mean all the tools adopted by the company to orientate, manage and check the company's activities in order to ensure the respect of Law and the company's proceedings, protect the company's property, manage efficiently the activities and supply accurate and complete accountancy and financial data.

Each level of the organizational structure has to realize an inner efficient control system. That's why all employees of the company, according to their functions and tasks, are responsible for the correct functioning of the inner system. The company guarantees the corporate bodies, holding control authority and the Supervisory Body, the free access to data, documentation and any useful information for the execution of its own activities.

The recipients are required to have the maximum collaboration with the control authority holders; activities obstructing the control function by institutional bodies are prohibited.

### **Financial reports (statements and income and property communications)**

FBR-ELPO S.p.A. takes care of the respect of all laws regarding the drawing up of financial reports. All the recipients responsible for the drawing up of financial reports shall operate in such a way as to avoid inaccuracy which can confound the correct representation of reality regarding the financial reports on the company. To ensure the high-quality disclosure of financial information, any unfaithful behaviour by the recipients who deal with the preparation of financial reports on the company, any conflict of real or apparent interests which involve such individuals and any breach of ethical rules applied to such personnel shall be communicated to the Supervisory Body or their own Superiors.

### **Respectability of counterparties**

Before establishing business relations or stipulating contracts with regular suppliers, the Recipients shall be sure that the latter have a good reputation, they are engaged only in lawful activities and they are inspired on FBR-ELPO's ethical principles.

### **Interviews**

If anyone outside FBR-ELPO, such as the media, financial analysts or investors, asks directly or indirectly or by means of another person, any questions on the company, it will be convenient to avoid answering, unless authorized to do so.

Interviews requested by the company shall be authorized by the Chairman of the Board of Directors, or by the individuals appointed for this, before being communicated outside.

Except for the requests regarding public financial information, the strict respect of the current provisions is essential, since an inappropriate or inexact answer or a denial or a disclaimer of information could have negative effects on the company.

### **Anti-money laundering**

The company undertakes to ensure that its own economic and financial activity does not become a tool to favour, even potentially, illegal activities and criminal and terroristic organizations.

FBR-ELPO S.p.A. applies the national and international anti-money laundering.

Therefore, the company proceeds to verify diligently the information available on the commercial counterparties, on suppliers, on partners and consultants in order to check the respectability and legitimacy of their activities before establishing business relationships with them.

Moreover, the company checks that the transactions it takes part of, do not represent, even potentially, the risk of favouring the reception, substitution or use of money or property deriving from criminal activities.

## **b. Standards of behaviour in the relations between collaborators and the Company**

### **Consultancy and professional services**

Consultants, outside temporary workers and suppliers are obliged to respect the same standards of behaviour of FBR-ELPO's employees when carrying out negotiations with or on behalf of the company.

No employee is authorized to act in a different way from what permitted by the social policy, even indirectly by third parties.

Whoever works on behalf of FBR-ELPO S.p.A. is obliged to keep and protect the serious, respectable and correct image of the company.

### **Confidential information**

As regards the obligations towards the company, all recipients shall protect the confidential information of FBR-ELPO and use it only inside the company and for its exclusive interests.

The confidential information term indicates information concerning the current and scheduled activities of the Society that have not been made public and that, if used or published improperly, could have economic advantages to third parties with improper damage to the company.

For example, confidential information can include commercial secrets and the know-how, secret contracts/agreements, inventions, programmes and both marketing and sale strategies, information on customers and suppliers, strategies to determine prices and purchases, financial information, processes and production techniques, software, data, formulations, compositions, techniques, service and new product protocols. Information coming from third parties and entrusted to the Company are to be considered as confidential information.

All confidential information belongs to FBR-ELPO (and/or to whomever concedes the use of the intellectual property) and shall be only used for the social interest achievement.

Particularly, the recipients who are in possession of or have access to confidential information shall:

- avoid disclosure of this information to people outside the company. That's why, they shall avoid discussing such arguments with their family members, with people with whom they have business or social relations, in public places, including taxis, lifts and restaurants.
- avoid the use of information for their own advantage or for advantage of people out of the company.
- ensure that the confidential information is only available with a password; alternatively, it shall be kept in a safe place and shall be under the Supervision of the responsible people when it is being used.
- avoid spreading confidential information to other recipients, unless it is necessary for the achievement of the purposes of the company.

The obligation to treat all confidential information does not stop with the interruption of the relations with the company. After the cessation of the work relations, it is prohibited to communicate confidential information to a new employer or others.

With the cessation of the work relations, it is compulsory to hand in all the documents and other materials containing confidential information on FBR-ELPO to the own Superior. The lack of respect of this confidentiality obligation shall mean serious responsibility for the party in breach. Apart from protecting its own confidential information, the company undertakes to respect others' confidential information. If recipients come to know confidential information unlawfully or revealed by people obliged to keep it secretly, they shall communicate it to the Supervisory Body.

### **Privacy Policy**

The company is sensitive to the recipients' privacy, by means of the adoption of the most appropriate precautions and safety measures regarding the processing of personal or sensitive information, from time to time, by the recipients.

According to the applied law, any investigation on opinions, preferences, personal likes and generally private life of the recipients is forbidden. It is also forbidden, except for the cases provided for by Law, to communicate/spread personal data without prior authorization of the interested party; thus, there shall be rules so that the recipients can control the regulations that protect the privacy.

When there appear activities considered to be non-compliant to the rules on privacy and the policies adopted by the company, or non-compliant with the standards of safety, they shall be immediately communicated to the own Superior, to the responsible person for the processing of personal data and to the Supervisory Body.

### **Employment and integration of people**

On one hand, employment of people meets the need to acquire on the market competences and professionalism that are not present in the company; on the other hand, the need for hiring youths on whom to invest to guarantee the growth and the development of the company.

Looking for and selecting the staff to be employed is responsibility of the personnel Department of the controlling company and it is carried out according to the privacy of candidates, only based on standards of transparency and objectivity, assuring equal opportunities and avoiding any kind of favouritism.

All staff are employed with a regular work contract pursuant to the applicable Law in the place of employment; any kind of irregular work is expressly forbidden.

Upon employing and during the first period of integration in the company, each collaborator receives accurate information with special reference to the dispositions that rule its own work relations, to the rules and prevention procedures concerning safety and health in the workplace, to the company policies

and to the rules of this Code to assure immediate knowledge and to favour a quicker integration in the life and culture of the company.

### **Computer and means of communications**

Each recipient is required to adopt the necessary measures to ensure the protection of its own computer and any voicemail or password. When using the password, it is necessary to follow the rules below:

- do not choose a foreseeable password, for example, the own name or surname;
- modify the password at least every three months;
- do not give the own password to anyone inside or outside the company, or document it by making it accessible to others.

All sensitive, confidential electronic information shall be protected by a password. If the own password, the company computer safety or the means of communication, including computers, voicemail or e-mail are considered to be at risk, the password shall be modified immediately and the fact shall be communicated to the own Superior.

The company resources shall not be used for illegal purposes, to disturb or to offend others. When transmitting an e-mail or other recorded messages, it would be better not to transmit comments, not to use a language, images, or other types of records that may be cause of embarrassment when read by third parties.

Remember that private e-mails can be easily forwarded to a wide public and once sent, they cannot be withdrawn. The use of computers and means of communication belonging to FBR-ELPO to send e-mails or to enter Internet compromises FBR-ELPO's image. The use of these means shall not reflect a negative image on the company and shall not damage it.

The use of computers and means of communications shall be in accordance with the company policies, privacy, copyright, trademarks, commercial secrets and other considerations on intellectual properties.

### **Use and protection of the company's property**

Each employee is obliged to operate timely to protect the company's property, by means of responsible behaviours and in accordance with the operating procedures ready for ruling the use, documenting their use with precision.

Particularly, each collaborator of FBR-ELPO shall:

- use wisely the property it is in charge of;
- avoid improper use of the company's property that can cause a damage or reduce its efficiency, or that is in contrast with the company's interests;
- get the authorizations needed for the eventual use of property outside the company;

All measures against thefts, damages and wrong use of the company's property shall be adopted.

### **Use of drugs and alcohol**

All recipients shall personally contribute to promote and keep a respectful climate in the workplace.

Being found or being under the effect of alcohol, drugs or substances of equal effect during working or in the workplace, will be considered a risk of endangering such workplace characteristics.

### **Conflict of interests**

The recipients of the Code shall ensure that each business decision is taken for the company's interests. So they shall avoid situations of conflict of interests, among personal or familiar economic activities and activities carried out in the company, which can encroach on their independence of judge and choice.

Whenever one of the recipients is in a situation that can even potentially constitute or determine a conflict of interests, it shall point it out timely to its Superiors or the Supervisory Body.

In case of a possible conflict of interest, it is necessary to send a prompt and complete report to whom it may concern.

With reference to employees, none of them shall take profit of any opportunity that may arise regarding the use of business wealth, information in their possession or their own position in the company, and shall not carry out any activity in competition with FBR-ELPO S.p.A.

Just as mere examples, the following situations can determine conflicts of interests:

- having economic and financial interests (also by means of family members) with suppliers, customers, or competitors;
- accepting gifts, money, presents, or favours from people, companies or entities that are or try to have business relations with the company;
- using the own position in the company or the information acquired in the own work so as to create conflicts between the own interests and the company's.

### **c Standards of behaviour in the relations with community**

#### **Gifts and Benefits**

It is expressly forbidden to receive any kind of gifts that can be interpreted as exceeding the ordinary commercial or courtesy practices or even directed at acquiring favour treatments during any activity connected to the company.

Particularly, any kind of gifts to public officials or to their family members, as well as private individuals that deal with the company (customers, suppliers, bank officials etc.) are forbidden.

Such a behaviour rule regards promised, offered and received gifts. It is clear that gifts mean any kind of benefit (discounts beyond the commercial transactions by the company, promise of work offers etc.)



Moreover, recipients are forbidden to accept gifts, benefits or advantages from suppliers or candidates unless they have a low price (lower than 100 euro). In case of doubt regarding this requirement, the Manager Director's consent will be necessary.

Anyway, the company refrains from practices that are not allowed by Law, from commercial uses or from the code of ethics of the companies or entities it has relations with.

The offered and/or received gifts shall be managed and authorized pursuant to the company's processes and shall be adequately documented.

### **Entertainment expenses**

Expenses such as meals, travels and entertainment offered to third parties, will have a modest price and only for justified commercial purposes. All expenses will be effected according to the laws in force and to the policies adopted by the company.

### **Grants and sponsored trips**

During its own activities it is natural that FBR-ELPO promotes itself and its products and undertakes to promote the development of the sector it operates, awarding grants, sponsoring events and organizing trips for customers, covering the relevant costs and expenses.

Such costs and expenses shall be examined beforehand to determine if they are pursuant to the current Code, the Decree, the other laws in force and the policies adopted by the company. Each eventual doubt shall be submitted to the first examination of the Supervisory Body or the Board of Directors of the company.

### **Relations with the Public Administration**

The relations between the company and the Public Administration, public officials, individuals in charge of the public service or public agents shall be guided by the strictest observance of laws and the applied rules, as well as the specific policies approved by the company and they cannot compromise the integrity and the image of the company.

The assumption of compromises and the relationship management with the Public Administration, public officials or individuals in charge of the public service are exclusively reserved to the company's functions and the authorized personnel.

It is expressly forbidden to give or promise money or any other benefits for illegal purposes or to obtain advantages.

This behaviour applies not only to payments and/or direct promises, but also to those indirect ones, also operated by means of consultants or third parties. Whenever there is a doubt, the recipients shall contact the Supervisory Body.



## **Relation with the judicial authorities**

In case of participation in judicial proceedings (administrative, civil or criminal), the company undertakes to act pursuant to the law and the rules of the current Code of Ethics.

Social bodies and employees authorized to represent the company at trial, are forbidden to promise or give money or any other benefits to magistrates, judges, officers and witnesses in order to condition the success of the proceedings in favour of FBR-ELPO.

### **d. Standards of behaviour in the relations with suppliers and consultants**

The company undertakes to look for suppliers and outside collaborators with professionalism and commitment to share the principles and contents of the Code and promote lasting relations for the progressive improvement of the performance to protect and promote the principles and contents of the Code.

During the relations of goods supply and outside collaboration (including consultants, agents, etc.) Recipients shall:

- obtain suppliers and outside collaborators' help to constantly ensure customers and consumers' needs according to their requirements, according to quality, costs and terms of delivery;
- respect the inner procedures for the selection and management of the relations with the suppliers and outside collaborators and allow any individual with the requested requirements the possibility to compete for getting a supply in the company; adopt in the selection objective assessment standards, according to declared and transparent ways;
- respect the contractual conditions;
- keep a direct and open dialogue with the suppliers and outside collaborators pursuant to the good commercial habits;
- communicate their own Superiors and the Supervisory Body the possible breaches of the Code.

The compensation shall suit the service indicated in the contract and the payments shall neither be effected to an individual different from the contract counterpart, nor in a third country different from the parties' or from the contract execution.

Each supplier or consultant shall be paid by means of a bank cheque, cash order or by means of a bank swift on the contracting party's account.

## **Implementation details of the Code of Ethics**

### **Efficiency of the Code towards third parties**

Any person who, also acting on behalf of the Company, comes into contact with third parties with which the Company intends to have legal relations or is required to have the same institutional, social, political relations, is obliged to:

- a. inform such people of the commitments and obligations imposed by the Code;
- b. demand for the respect of the obligations regarding their activities;
- c. adopt the domestic initiatives to ensure compliance with the Code, in case of refusal by third parties to comply with the Code or in case of failure or partial execution commitment taken to observe the provisions contained in it.

### **Contractual value of the Code**

The code, considered together with all the specific procedures approved by the company, shall be considered part of the Labour Contract subordinated and to be stipulated pursuant to art. 2104 of the Civil Code.

The breach of such provisions shall become a disciplinary offence and shall be prosecuted and punished by the company pursuant to art. 7 of Law n. 300/1970; such an offence may involve compensation for damages caused to the company.

Regarding collaborators, consultants, contractors and other third parties, the underwriting or the adoption of the provisions and principles provided for by the Code represent an essential condition for stipulating any type of contracts between the company and such individuals; therefore, the approved provisions, noted and accepted constitute part of the contracts. So any eventual breach by third parties of the specific provisions of the Code justifies the interruption of contractual relationships by the company and can be individualized beforehand as the cause of expressed resolution of the contract pursuant to art. 1456 of the civil code.

### **Supervisory Body's function**

The Supervisory Body has the function of Guarantee of the Code.

This function covers the following tasks:

- a. to establish, together with the top management, standards and procedures intended to respect the code;
- b. to promote the emanation of guide-lines and operating procedures with the help of competent functions;
- c. to organize communication and formation programmes for employees having as aim the diffusion of knowledge and comprehension of the Code inside the company;
- d. to verify the effective respect for the Code;
- e. to take into examination news about possible breaches of the code;
- f. to communicate the Chairman of the Board of Directors and/or the Vice chairman of the Board of Directors the result of eventual investigations as regards the breach of the Code, so as to adopt eventual disciplinary measures and even effect, when requested, a consulting function during the disciplinary proceeding;
- g. to present the Chairman of the Board of Directors and/or the Vice Chairman of the Board of Directors useful initiatives aimed to the best diffusion and update of the Code;

- h. to activate and keep adequate information among the interested individuals appointed for the compliance of the Organization Model;
- i. to submit the Board of Directors an annual report on the implementation of the Code;

### **Operating principles**

The implementation of the current Code of Ethics places its bases on the operating principles that characterize the company since its establishment:

- actions in accordance with the company's values and the requirements of customers (honesty in negotiated relationships)
- constructive, clear, direct, honest and timely communication;
- commitment to build thanks to others' trust;
- participation in group work;
- progressive and constant improvement of the positions;
- definition of ambitious aims, with a non-conventional thought;

### **Common commitments**

Respect for the laws and rules applied to the sector is a company policy. No action breaching laws and rulings shall be taken on behalf of the company. Each recipient shall act according to the legal and ethical principles applied to the company's activities and in case of doubt on the adequacy of the proposed behaviour, shall report to the Supervisory Body in order to obtain an opinion on the compliance of the actions to the rules fixed in the Code.

The company undertakes to act with integrity and manage its activities in accordance with the highest ethical models. Each one shall undertake to interact correctly with the customers, suppliers, competitors and work colleagues. It would be better not to get supremacy positions in the labour relationships, by means of manipulation, concealing or abuse of privileged information or however with the misrepresentation of material facts. The behaviour of each one shall be equal towards everybody.

The Code includes the rules for both a personal and professional behaviour so the participation into the above mentioned Code does not involve the stipulation of an employment contract or the guarantee of a permanent job.

### **Behaviour rules of top management**

The members of the Board of Directors, the company heads, as well as the only Auditor shall respect the Code and uniform the own activity according to honesty, loyalty, correctness and integrity sharing the mission of the company.

The members of the Board of Directors shall give practical effect to the principles included in the Code, reinforcing the confidence and cohesion the operativity of the company is based on.

The Board of Directors inspire even when fixing the company's aims on values expressed by the Code. The Board of Directors acts to interpret punctually the principles expressed in the Code of Ethics.

### **Departmental Manager's obligations**

Each Departmental Manager shall:

- a. represent with the own behaviour an example for the subordinates;
- b. take care of their compliance of the Code;
- c. take steps so that employees understand that the respect of the provisions included in the Code constitute an integral and essential part of the work activities;
- d. select employees and collaborators that guarantee the respect of the principles of the Code;
- e. report timely eventual breaches or requests for clarifications made by employees to the Supervisory Body;
- f. prevent any form of retaliation within its functions, against workers or collaborators who have collaborated in the compliance or the implementation of the Code.

### **Employees' obligations**

Each employee shall know the provisions included in the Code and the Laws that rule the activity carried out for their functions.

The employee shall:

- a. respect the Code and abstain from behaviours against such provisions and rules;
- b. contact the own superiors, the Supervisory Body for any necessary clarification on the applied mode of the Code or the reference rules;
- c. timely report to the own superiors eventual news regarding probable breaches of the Code, except in case the irregularity involves the office head; in that case, the news shall be reported to the superordinates of the involved "Direct Superior";
- d. collaborate with the eventual investigations to be checked and eventually punish probable breaches.

The employee is not authorized to conduct investigations concerning probable illegal behaviours and shall communicate the news in its possession only to its own superiors.

"Direct superior" means the superordinate that is responsible and qualified for the control on the activity.

### **Report on a breach and request for advice**

The recipients of the provisions included in the Code are obliged to report to the Supervisory Body or their direct superiors, any kind of behaviour, even potentially, against the provisions of the Code. Nobody will be subject to reprisals for having communicated a founded suspicion of breach of one of these rules.

If during the company's activities, doubts about the compliance of a type of behaviour regarding the Code or other ethical-behaviour policies adopted by the company shall rise, the recipients are required to contact the

Supervisory Body or their own Superiors. Everybody is responsible for the application of these rules and nobody is required to “apply them by its own”.

All recipients of the Code of Ethics can point out, by means of protected informative means, any breach or suspect of breach of the Code of Ethics of Professional Behaviour: the Supervisory Body, by guaranteeing the anonymity to whom has reported the breach, shall assess the opportunity to begin a preliminary investigation considering concrete circumstances.

The reports can be sent to the following e-mail address: [fbr-odv@pec.it](mailto:fbr-odv@pec.it)

Reports can be also made by means of the other channels indicated in the attached Whistleblowing Procedure being an integral part of the Organizational and Management Model pursuant to Legislative Decree 231/2001.

The confidentiality of the whistleblower is ensured, without prejudice to legal obligations. The provisions of the Legislative Decree n. 24/2023 fully apply.

### **Responsibility**

The basic requirement for working with the Company is to maintain a behaviour in compliance with all applicable legal requirements and key principles included in this document. Failure to comply with these rules of behaviour may justify the application of disciplinary measures under the provisions of the relevant paragraphs of this Code, up to an eventual dismissal.

Anyway, the civil and penal liability of the Recipients is applied for behaviours breaching the rules of the Code.

As soon as the company receives the notice of alleged breaches, it will assess them according to relevance parameters, represented by the seriousness of the action and by the circumstances that have led to their infringement or the company's procedures; the company shall take into account the employee's length of service, its behaviour and contribute. The disciplinary measures could involve the temporary suspension from retribution and from service or the dismissal. Moreover, in case the company suffers from a patrimonial loss, it could sue for damages against the responsible individual.

The company will cooperate with the competent authorities whenever the law has been broken and whenever convenient, it will directly point out the pertinent breaches to the above mentioned authorities.

### **Inquiries on breaches**

All breaches will be immediately submitted to inquiries and treated with the utmost reservation; particularly, as regards employees, inquiries will be effected according to the provisions of law and collective bargaining regarding the disciplinary proceedings (refer to the concerning paragraph of the Code).

The person who has communicated the breach is forbidden to conduct preliminary inquiries by its own. The inquiry on alleged breaches can involve complex juridical problems; acting on its own initiative can

compromise the authenticity of inquiries and have negative consequences towards the employee and the company.

All reports concerning eventual breaches of the Code, or the refusal to apply it or other ethical- behaviour policies adopted by the company shall be communicated to the own superiors.

In case one of the members of the Board of Directors tends to fail to comply with the rules of this Code, the Supervisory Body's authorization shall be asked for.

After the approval of the derogation by the Supervisory Body, the company will publish the reasons of such a decision.

### **No retaliation**

FBR-ELPO S.p.A. acts the measures necessary to investigate on eventual breaches of law or the company politics.

FBR-ELPO requests its own employees to behave with correctness and good faith also regarding the communication of any breach of law or the company politics: retaliation will not be tolerated against employees that have had in good faith a relationship concerning one of the breaches or that have taken part into an investigation of an alleged breach.

The provisions of the Legislative Decree n. 24/2023 fully apply.

### **Application of the Code and disciplinary consequences**

Any breach of the Code could have serious repercussions on the company.

Since this Code represents, not only a mere statement of moral principles which inspire the activities carried out by the company, but also a specific tool to adjust the requirements of the Legislative Decree n. 231/01, the standards adopted by the Board of Directors of the company to authorize the exemptions to the Code shall be very strict so that such exemptions will not inflict the principles of the Decree or the effective operation of the Code and generally of the Model: the exemptions shall in any case be immediately communicated. Every employee shall inform its own superior or the Supervisory Body of any activity it knows that may constitute a breach of the behaviour rules or the disclosed values.

Breaches of the behaviour rules of the Code by employees can involve the application of punishment measures, in accordance with the Law rules, the National Collective Labour Contract and the Code itself.

Once a possible breach of the Code is disclosed, or other policies adopted by FBR-ELPO, the company shall open a disciplinary procedure towards the employee according to the terms of art.7 Law n. 300/70 and the National Collective Labour Contract.

Particularly, the disciplinary infractions to the rules of the National Collective Labour Contract and eventual company's rulings and the Code of Ethics could be punished, in accordance with the seriousness of the offence pursuant to what described in the proper paragraph of the organization model.

Except as set out in the paragraph concerning the contractual value of the Code, the subscription or the adhesion of the provisions, and the principles provided for by the Code by the third parties to the company, with which it has collaboration relations, professional advice or commercial partnership, represent a sine qua non of the stipulation of the contract of any type between the company and those parties. The specific conditions included in the Code, signed by those parties or, in any case, approved also for concluding facts by them pursuant to the preceding paragraph, constitute an integral and substantial part of the contract stipulated by them with the company.

Eventual breaches of specific provisions by third parties of the Code legitimize the interruption by the company of contractual relationships with the above mentioned parties and can also be individualized as cause of resolution of the contract pursuant to art. 1456 of the Civil Code.

The company requests its own employees to behave with correctness and good faith also for the communication of any breach of law and company politics: no reprisal will be tolerated against employees who have had in good faith a relationship to one of the breaches or have participated to the inquiries of an alleged breach.

#### **Further information**

For further in-depth study of these facts or related ones, FBR-ELPO S.p.A. invites the recipients to contact the Supervisory Body using this e-mail: [fbr-odv@pec.it](mailto:fbr-odv@pec.it)

The rules concerning the disciplinary measures, the infractions to which any of them can be applied and the objection procedures shall be collected in a disciplinary code and workers shall be informed by posting them in a place available to everybody.

The disciplinary rules shall apply what established about them by the collective contracts.

#### **Preventive individualization of breaches**

It is not necessary that the Code includes a precise and systematic prevision of the single infractions, of their graduation and the related disciplinary measures since it is sufficient a proportional correlation between the single hypothesis of infraction, of schematic or non-detailed character and the corresponding punishment previsions, even subject to discretionary actuation and adaptation according to the concrete and effective non-fulfilment of the worker, respecting the principle for which the disciplinary measures shall have a degree of sufficient specificity and exclude that the collocation of the worker's behaviour in the disciplinary case is completely returned to an unilateral assessment and widely discretionary by the employer. (Cassation 9<sup>th</sup> August, n.7370).

The behaviour out of work can be also punishable when the nature of the worker's performance requests for a wide confidence margin, extended to private behaviours (Cassation 12 September, n. 11986)

#### **Acknowledgement of receipt**

Please fill this form and return it to FBR ELPO S.p.A.



I have received and read the “Code of Ethics of Professional Behaviour” by FBR-ELPO S.p.A: I understand and undertake to respect the rules and the company policy detailed in this document and I declare I do not know any breach of those rules and policy.

Please write in capital letters.

Name and Surname:

Department:

Date and signature: