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ETHICAL CODE		

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## INTRODUCTION

The present Ethical Code is the expression about the commitment and ethical responsibilities regarding business management and company activities assumed by the collaborators of Allegrini S.p.a. company, comprising administrators, executives or employees.

In general the Ethical Code or Behavior Code represents the enunciation of all the rights, the duties and the responsibilities of the company towards all of its stakeholders. It is the result of the formalization of the principles and the rules that the company has decided to be the guide of its behaviors, hence its members behavior.

The Decree n. 231/01 confirms the adoption of the ethical code on behalf of the companies, recognizing juridical importance given to the principles and the rules that it contains.

The above mentioned Decree n. 231/01 rewards the companies that adopt “Models of organization and management” for the prevention of offences listed on it and, therefore, also all those behaviors, committable and/or omissible, that the administrators, the management, the employees and, in general, third parties acting for the interest of the company could carry out, violating the penal legal system with the purpose of realizing an interest or an advantage for the company.

In the general section of Model 231 adopted by the company, the important aspects of the Decree 231 are better specified as well as the constitutive elements of the same.


The adoption of the Ethical Code represents one of the constitutive elements of the company Model 231, also recommended by the Confindustria Guideline for the realization the organization model of management and control to be adopted in relation to offences prevention as contemplated in the Decree 231 of June 8 2001, about the discipline of the administrative responsibility of the company, recently updated with the “*Consolidated principles for drafting organizational modes and activities of vigilance organism and possible revision of the Decree n. 231 of June 8 2001*” (Multidisciplinary work group CNF / CNDCEC / Confindustria / ABI of February 2019).

With the purpose of insuring a strict respect of the rules reflected in the present Code - always in accordance to the foresaid Decree 231/2001-the firm establishes and permanently maintains an “Organism of Vigilance” in force, set on top of the functional organization chart, whose roles and responsibility are itemized in the institutive deliberation, in the general part of Model 231 and relative Regulations.

It is as well underlined the existence of a specific Sanctionary System foreseen by the Decree 231/2001.

The observance of the ethical Code is considered as an integral part of the employees obligations towards the Company and, therefore, the violation of the Code norms can constitute serious breach to the obligations deriving from the working contract and source of civil illicit, with all consequent personal responsibility.

The Company, likewise, reserves the right to protect its own interests in every competent office toward third parties (suppliers, agents and consultants) that have violated their pertinent norms of the present Code and that have constituted contractual agreement with the Company, both in Italy and abroad.

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The Company human resources, at every hierarchical level or functional responsibility level, as well as third parties collaborators (where contractually obliged), are called to a scrupulous observance of the norms and behavior rules contained in the present Code.

The observance of the present Code, furthermore, aims to constitute a tool to safeguard the interests of all those people that, although with different title, role and function, freely concur to a diffuse and transparent creation of the Company value, collaborating with the Company.

## RECIPIENTS

As clarified in the general part of the Company Model 231, the recipients are, without any exception, the employees, the executives, the administrators and all those people that, directly or indirectly, establish relations, relationships and/or collaborations with the company or operate for its interest.

The diffusion of the present document is encouraged to every stakeholder, company personnel, external collaborator, advisor, supplier, customer, all obliged to respect its content.


The violation of the Ethical Code prejudices the trust relationship established with the company and it can be reason for disciplinary actions – keeping in mind that for company employees the respect of the procedures foreseen by art. 7 of the Law 300/1970 (Workers' Act), by the collective job relations contract and by the disciplinary codes adopted by the company, can provide reason for dismissal and/or request of damage reimbursement etc.

It is not to be excluded that the violation of the ethical code implies, also, in consideration that there could be a reason for possible reproach, the imposition of **civil and/or penal sanctions** from both the appointed Authorities and judicial organisms.

The company undertakes all necessary actions to ensure that every contract, negotiation or act that can generally produce a contractual bind makes express recall to the norms specified on the present Ethical code, as well as the real knowledge that contractual counterpart has of them, in any case interested, with the specific indication of the consequences (disciplinary, contractual, patrimonial etc.) deriving from related violation.

The principal norms and laws to refer to are:

- Arts. 2094, 2103, 2104, 2105, 2106, 2118, 2119 of the Civil Code;
- Art. 7 of the Law n. 300/1970, the Workers' Statute Act;
- Law 604/1966 about individual dismissals;
- Collective National Work Relation Contracts;
- GDPR 679/2016;
- Legislative Decree n. 231 dated June 8 2001- "Administrative Responsibility of Corporate Bodies" and following modifications and/or integrations;
- Legislative decree n. 81/2008 - Health and Safety in working places and Decree n. 152/2006, environment protection;
- Art. 3, paragraph 4 of the Law 180/2011 (ENTERPRISES STATUTE) specifying that *"...all enterprise associations integrate their own statutes with an ethical code with which providing that the associated enterprises recognize, among the founding values of the association, the refusal of every relationship with criminal or mafia organizations and with subjects that recur to behaviors contrary to the law, with the purpose to oppose and to*

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*reduce forms of control of the enterprises and their collaborators that, in fact, alter free competition. The enterprises that adhere to the aforesaid associations reject and oppose every form of extortion, usury or other crime typologies, set by criminal or mafia organizations, and collaborate with police and other authorities, together with associations assistance, denouncing every episode of illegal activity of which they are passive subject. Failure to comply to the ethical code of the association and to the duties of the associates is sanctioned as provided by the statute and, also, by the ethical code of the association.”*

- federal and local government laws, rules or ordinances fit to influence the company policies;
- D.L.vo n. 14/2019 regarding companies crisis.

The Company, even with the assistance of the Organism of Vigilance, promotes the training/information of the recipients to improve a better knowledge of the ethical code.

## OBLIGATION TO REPORT

Generally all the employees and third parties are obliged to report immediately and confidentially to the Vigilance Organism (at the e.mail address odv@allegrini.com), that assures the identity secretiveness of the reporting subjects, as required by law obligations, and also all information that they have acquired in the accomplishment of their working activities about violations of juridical norms, present ethical code or other company dispositions that are able, at whatever title, to involve or damage, under any aspect, the company, its own image, its own reputation.

## WHISTLEBLOWING

For this purpose, according to what prescribed by art. 6 of the D:L.vo n. 231/01, the company commits itself to facilitate the emersion of illegality providing DEDICATED COMPUTERIZED CHANNEL -coinciding with the private address of the OdV president andreapavone.ap@gmail.com that allows the Recipients subjects to submit, in order to safeguard the company integrity, circumstantial illicit behaviors, relevant and based on elements based on precise and concordant facts, or violations of the model of organization and adopted management, of which they have knowledge within the execution of their functions; with guarantee of the reporter identity reservation in the activity of handling the reported illegitimacy.


The reports are quickly evaluated by the Organism of Vigilance for competence verifications and for the adoption of possible sanctioning actions against those responsible for the aforesaid violations.

Nobody can be penalized for having reported in bona fide a violation to the present code or other ethical or illegal behaviors, neither will be tolerated retaliations against whoever presents a report in bona fide. Nevertheless, an employee, a manager or executive that makes an instrumental report or a false report can be subject to disciplinary sanctions, in accordance to the law and to the applicable contractual normative. If the reporter is also involved in the violation, the fact that he has reported it will be taken into consideration.

The ethical code is not able to cover every situation or peculiarity.

If a situation not contemplated in this ethical code, or in a different business source (policy, procedures, protocols, internal guide lines etc.) should accur, this will be examined on the light and with the spirit of the ethical code and in line with the laws in force.



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The administrators and the top managers have a great responsibility in furnishing the example to be followed. It is important to assume behaviors that constitute a positive model and inspire others to follow our Ethical Code such as:

- Encouraging a behavior and an ethical decisional process;
- Assuring that the new employees understand our Ethical Code;
- Creating an environment of open work, where the employees can feel confident in exposing their own worries;
- Preventing retaliations against whoever reports incorrect behaviors.

The revision: the updating of the present ethical code is competence of the Board of Directors.

Allegrini SpA is a company that since 1945 has been making chemical products for professional cleaning, in full respect of the environment; it has inspired, for a long time, its own activity to principles of ethical integrity and it has coherently retained opportune to provide itself with a code, ( "ethical Code") that gathers said values and fixes the principles and the rules of behavior that it prescribes whose observance is requested to social organs, management, employees, external collaborators and every subject that cooperates, at any title, with the company.

The ethical Code of Allegrini SpA collects, therefore, the principles and the general behavior rules that must be observed with the purpose to guarantee good operational activity, reliability and good reputation of Allegrini SpA, directly or indirectly.

Allegrini SpA takes particular care in promoting the enforcement of the principles contained in the ethical Code to its own activity believing that ethics in business management is the base of the company success and it represents the best expression of its own image: an element that constitutes a primary and essential value for the Group.

## PART I, ETHICAL PRINCIPLES


Allegrini SpA believes that the respect of the ethical principles established by the present ethical Code represents an essential condition for obtaining the primary objective of Allegrini SpA consisting in the creation of value for all the people that work for the company, for the customers and the community in its entirety. In such sense the industrial and financial strategies as well as the operational behaviors are oriented, inspired to transparency and efficiency in the use of its resources.

In order to obtain its own goals Allegrini SpA conforms to the followings ethical principles (called "Principles"):

### RESPECT OF LEGISLATIVE AND REGULATION DISPOSITIONS IN FORCE IN ALL THE COUNTRIES IN WHICH THE COMPANY OPERATES

No activity or operation, functional to the attainment of the social objective, can be carried out in violation of the law, the present code, the national and/or international directives, including Authorities orders.

The Recipients of the Code will, therefore, act faithfully, in bona fide, with diligence, efficiency and correctness, orientating their own behavior to cooperation and mutual

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collaboration, respecting the internal procedures and using, at its best way, the tools and their available time and assuming the the responsibilities connected to their fulfillments.

The activity of every subject is inspired to the willingness to increase his own competences and to improve his own professionalism.

#### **LEGITIMACY, LOYALTY, CORRECTNESS, TRANSPARENCY**

The information that the Recipients exchange outside the company must be imprinted by the principle of transparency and truthfulness.

The company objectives must be pursued by guaranteeing a correct use of both data and business information, under the profile of privacy, because they are relevant in an economic and entrepreneurial point of view.

This implicates the responsibility of reservation to all the people involved in the company activities as well as the pledge to report possible situations about conflict of interest between the recipients and the company itself.

#### **EFFICIENCY**

Each person assumes the duty to perform the activities assigned to him in economical terms, remaining the burden to offer an adequate product/service to the customer requests and according to the most advanced standards, with the obligation to act in accordance with the environmental and social commitments of the Allegrini Group.

It is furthermore the duty of every human resource:

- to act in order to guarantee a proper training suitable for its own duties;
- to act in order to guarantee the updating of the acts and the company documents for which he cooperates.

#### **RESPECT ABOUT COMPETITORS, AS AN ESSENTIAL TOOL FOR THE DEVELOPMENT OF THE ECONOMIC SYSTEM**

To act according to competitor rules allows to grow in a profitable and sustainable way.


The Authorities in charge to enforce the respect of the competitor and the free market can impose high fines to the companies that, circumstantially, can become responsible of:

1. AGREEMENTS AND/OR ABUSE OF DOMINANT POSITION
2. INCORRECT COMMERCIAL PRACTICES
3. MONOPOLY OPERATIONS
4. ANTI-COMPETITION CONDUCTS

Possible investigations by the Authorities in charge could cause fines and meaningful costs for the company, as well as generate serious reputational damage.

As for the relationships with the competition, the recipients of the present code abstain from making agreements (written or oral) aimed to:

- To set prices or other commercial terms to the customers
- To subdivide customers or the markets
- To arrange prices or commercial terms to impose to the suppliers
- To coordinate or to subdivide contractual bids
- To boycott or to refuse to deal with determined competitors, customers or suppliers
- To cut down the production.

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In general, it is prohibited to employees, managers and executives that have access to or have knowledge of the company reserved material, to acquire it, to hand it over or to exchange it or even to divulge it without the CdA (BoD) authorization.

It is prohibited to all employees, managers and executives:

- to use the company assets, information and business position for a personal profit,
- to perform activity in competition with the company, that is to individually exploit, even by an intermediate person, opportunity that belongs, by law, to the company or whose activities are known through the properties, the information or the company position,
- to take advantage of other collaborators through manipulation, occultation and abuse of privileged information, false declaration of facts or other incorrect practices.

When reserved information are received or shared and are commercially sensitive with the competition, the suppliers or the customers, the attention of the authorities who watch over the respect of the competition law could be activated. Therefore it is expected that the following are not done:

- a) Ask, receive or share commercially sensitive information with the competitors
- b) Ask or receive from a supplier or a customer sensitive information about a competitor
- c) Share reserved information about our suppliers or customers with their competitors.

People outside the Company, including consorts, friends and family members, don't have to know or have access to the reserved information of the Company.

If any employee retained opportune and advantageous for the Company activity to furnish these information to the outside, he must, before the adoption of any of such behavior, ask instructions to its hierarchical superior.

If someone has previously worked for another organization must not, in any case, pass reserved or confidential information that has learned there.


It is forbidden to employ illegitimate means to acquire reserved information about companies and third Corporate Body. Those people who, within the contractual relationship, could have knowledge of reserved information about other subjects, must use them exclusively for what is provided in this contract, in full respect of the GDPR n. 679/2016 (privacy).

Should anyone have reserved information on the account of another subject, that is not already subdued to a non divulgation agreement or to other form of protection, it will be necessary to refer to its senior to receive assistance in the treatment of such information.

#### WHAT IS A CLASSIFIED OR NON PUBLIC INFORMATION?

It is any type of information that a company doesn't want to reveal or divulge to the public.

The below examples include information about employees, inventions, contracts, strategic and commercial plans, important managerial changes, introduction of new products, fusions and acquisitions, specific techniques, prices, bids, financial data, products and service costs, etc..

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It is forbidden to obtain reserved and competitive information through industrial espionage, theft with burglary, theft and phone hacking etc. or with captious methods such as relationships with competitors suppliers, the consultation with current or previous employees of a competitor and misrepresentation of our identity, how to pretend to be a journalist or a student and look for information for a report.

In general, it is not admitted to receive reserved or owned information not publicly divulged through normal accessible channels. According to the above mentioned, it follows that:

- It is imperative to respect the confidentiality of the information of other companies when these are not of public domain;
- It is imperative to consider all the company information as reserved or sensitive from the point of view of the competitor, unless it is not expressly communicated that the information is public;
- It is imperative to always protect the reserved information about the company and the group, also outside of the working place, after working hours and also at the end of the contractual relationship with the company;
- It is imperative to assume every useful initiative to protect the company documents and devices when away from the working place.

Particularly, when using the company network follow the internal policies, avoiding to share publications, logos or other images covered by copyright and that are protected by an

intellectual ownership, or addressing your colleagues in an abusive or offensive way, or breaching their right to privacy.


It is finally important to avoid:

1. to utilize other companies secrets;
2. to adopt conducts finalized to hinder the normal operation of the economic and commercial activities of competing companies;
3. Activate fraudulent acts suitable to divert other companies clientele causing a damage to competing companies;
4. to illegally reproduce, imitate, tamper brands, distinctive badges, patents, industrial drawings or models belonging to third parties;
5. to use, in industrial and/or commercial area, brands, distinctive badges, patents, industrial drawings or models belonging to third parties;
6. to introduce in the Country territory for commercial use industrial products with brands or distinctive mark counterfeit or altered by third party, or to hold, with the aim of selling or distribute them.

Examples of information commercially sensitive: prices, terms of sale, discounts, promotions, ability, output, market quotas or information about negotiations status.

## RESPECT OF THE PERSON VALUE AND HUMAN RESOURCES - WORK SAFETY

The human resources represent a fundamental factor for the development of the company; therefore the company protects and promotes its professional growth with the purpose to increase the patrimony of the possessed competences.

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Allegrini S.p.A. promotes the person value through the respect of the physical, cultural and moral integrity, protecting its own employees and collaborators from discriminations against nationality, race, ethnicity, religious beliefs, political and syndical affiliation, language, age, sex and sexuality. In such sense, the Code Recipients have to actively collaborate for maintaining a climate of mutual respect of the dignity and the competences of each person.

Allegrini S.p.A. considers its own employees and collaborators as precious and essential resource for its own existence and its own future development. The company retains essential to guarantee uniformity and coherence of management in all the companies and the countries in which Allegrini S.p.A. operates, in the respect of the cultures and the local legislations.

Allegrini SpA pursues the excellence and the valorization of the innovation spirit, in the respect of the responsibility limits of every one, and, in the mine time, it promotes the participation of the people to its own growth project. Both the management and the employees are encouraged to assume responsibility and to work for winning the challenges and to reach the business objectives. The entrepreneurial culture of the company recognizes, promotes and rewards the individual productivity and working team. With the purpose to valorize the abilities and the competences of its own employees Allegrini S.p.A. adopts criteria of merit and it guarantees equal opportunities to everybody, without any discrimination, therefore:

1. the selection and the evaluation of the personnel is made according to objective criteria based upon the correspondence of the professional profiles and the competences of the candidates in consideration of the company requirements and respecting equal opportunities of the candidates;
2. the information gathered within the selective process are strictly connected to the verification of the professional profile searched, in the respect of the private sphere of the candidate and his personal opinions;
3. the personnel is hired in conformity to the contractual typologies foreseen by the countries legislation in force in which Allegrini S.p.A. operates and by the national collective work contracts if applicable;
4. the duties assignment is defined by taking into consideration the competences and the single person abilities, on the base of the requirement of Allegrini S.p.A. and upon professional growth of its own employees;
5. the management policies, as well as training and development, are finalized to support the employees in their professional growth and to constantly adjourn their managerial technical competences with the purpose to allow everybody to perform their own role as well as possible and to reach the company objectives;
6. the remuneration system is defined according to employees role and the abilities and competences that the same requires, as well as to the results reached and to the continuous and systematic comparison with the external market of reference;
7. the collection of information and the production of documents during the process of selection and management, as well as their filing either on paper or computerized, are made in the full respect of the normative about the privacy in force in the different countries.



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Allegrini S.p.A. guarantees working conditions respectful of the person dignity and for this it expressly condemns any injurious and discriminatory behaviors of the person as well as its convictions and preferences expressly condemning any forms of psychological harassment, physical and sexual. Allegrini S.p.A. works for the rooting of a culture of safety and health of the workers inside the working place, promoting the awareness of risks and the responsibility of individual behaviors.

Allegrini S.p.A. acts towards its own employees and collaborators in the full respect of the Italian normative dispositions about work health and safety in accordance to Law n. 81 of April 9 2008 and successive modifications and integrations, as well as the local normative in charge in the various countries.


Workers freedom of association is guaranteed. The company refuses any discrimination in consideration of age, sex, sexuality, health, race, nationality, political opinions and religious beliefs; it repudiates every form of discrimination in its hiring policies and in the management of human resources.

The company is committed to prevent every form of work mobbing and exploitation both directly and indirectly recognizing, for this purpose, the determining criteria for the possible retributive increase and advancement of every single worker.

It is not tolerated any deprecative treatment such as, for example, sexual or psychological harassment, a disrespectful language, discriminatory actions or other forms of physical and verbal violence. We condemn and we dissociate ourselves from all the forms of slavery, torture, disrespectful treatment or inadequate working conditions.

The company endeavors and commits itself that the following prohibitions are implemented:

- to recruit manpower for the purpose of destining it to work for third parties under exploitation conditions, taking advantage of the state of necessity of the workers;
- to utilize, to hire or to employ manpower, even through the brokerage activity as stated above point 1), submitting the workers to exploitation conditions thus taking advantage of their state of necessity.
- to employ workers without a residence permit, also in reference to sub suppliers or contractors.
- the company doesn't tolerate, and, therefore, forbids:
- to pay salaries patently differing to the national or territorial collective contracts stipulated by the more representative unions organizations at a national level or, in any case, disproportionate in comparison to the quantity and quality of the work performed;
- to violate the normative related to working hours, to rest periods, to weekly rest, to mandatory leave of absence, to vacations;
- to violate the norms about safety and hygiene in working places;
- to submit the worker to work conditions, to methods of surveillance or to degrading housing situations.
- to employ workers who are under age.
- to expose workers to situations of serious danger.

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The company gives a great deal of importance to team work. To build a strong team, all workers have to feel to be treated in equitable and coherent way.

Whenever exists a personal or family relationship among employees and, above all, a personal relationship, this could create the perception that an employee can receive a preferential treatment or favoritism. This is the motive for which we discourage the employees to have personal relation with other employees that could influence in an improper way the consolidated company objective or personal decisions. If such relationship exists or develops, it must be communicated to the HR manager, who will cooperate with his management team in order to determine if a change of the relationship is necessary, or signaling any other action.

The company sustains the right of the worker to participate to political process according to its own natural inclinations. The Company will not refund or it could refund private contributions and invites everybody not to use the working place and the scheduled working hours for extra business purposes.

The action or political participation of the employee has to be done by clarifying that his own opinions and actions are not those of the company. It is not allowed to promote active campaigns for candidates or promote problems that are not correlated to the company activity within the Company property, or during business hours.

It is not allowed to the employees to represent the Company in political activity without specific authorization by the suitable person chosen by company according to the organization chart and functions segregation.

The company spreads the culture of safety in the working place and promotes responsible behaviors within the employees and it furnishes suitable prevention tools for the prevention of personnel incidents in the working place to safeguard the personnel health when employed by the company.


All company and single employee activity must be orientated to the respect and the safeguard of safety in the working place, to the scrupulous respect of the norms and the obligations deriving from the normative of reference about safety, as well as to the respect of all the measures requested by the procedures and by the internal regulations.

The employees must cooperate and take care of their own safety and their own health as well as safety and health of other people present in the working place, over whom can revert the effects of their actions or omissions, in conformity to their training, instructions and tools furnished by the employer, observing the dispositions and the instructions given by the employer, the executives and those appointed, in order to achieve their own and other people protection.

## ENVIRONMENT PROTECTION AND SENSIBILIZATION FOR ENVIRONMENTAL PROTECTION

Allegrini S.p.A. intends to assure the full compatibility of its own activities with both the territory and with the surrounding environment. For such purpose it commits itself to develop its business activities in total respect of the environment, understood in the most ample way, and particularly:

1. taking into consideration the environmental impact of new activities and new productive process;
2. utilizing, in a responsible and aware way, natural resources;
3. developing a relationship of constructive collaboration, oriented to the maximum transparency and trust, both on its own internal operation and with the external collectivity and institutions in the management of environmental problems;

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4. maintaining an elevated safety standard and protection of the environment through the implementation of effective management;
5. it commits itself in the research of methods, formulations and packaging that guarantee the smallest possible environmental impact.

The Code recipients, therefore, commit themselves to pursue the following general criterions:

- the production control of waste, privileging its recycling and/or new utilizations;
- reduction of possible sources of pollution;
- protection of the environment surrounding work places;
- reduction and/or elimination, where possible, of the dangerous substances;
- training new or future employees about environmental policies.

## QUALITY

The company aims to the full satisfaction and safeguard of its own Customers favoring the improvement of products and quality services.

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## PART II, BEHAVIORAL RULES

The following instructions are relate to the *behavior* and, therefore, to the relationships with:

- a) colleagues,
- b) shareholders,
- c) customers,
- d) suppliers,
- e) Corporate companies,
- f) organizations and government representatives,
- g) political groups and candidates,
- h) authority for environment safeguard,
- i) media
- j) public in general.

The company can be involved (in the sense that it can be called to respond civilly, administratively, criminally etc.) for non-ethical actions and/or omissions done by subjects acting for their own interest or advantage.

Whenever some question relative to the interpretation or the application of this Code should arise, it is recommended to consult with the relative hierarchical responsible or other members of the management or, directly, to the organism of Vigilance at the following e.mail address [odv@allegrini.com](mailto:odv@allegrini.com)

All the business activities are performed with diligence and professional rigor.

## SHAREHOLDERS, SOCIAL ORGANISMS, ADMINISTRATORS


It is in the interest of the company to valorize, as far as possible and legally, the investment in its own share capital, conducting a politics that assures, in the long time, an adequate economical return, through the optimization of the available resources as well as the increase of the competitiveness and financial solidity.

The Company operates to assure that the shareholders and possible bondholders be involved on decisions of their competence, and that parity of information are equally diffused and known to all.

The activity of the Social Organs is orientated to the full respect of the rules enacted by the social Statute, by the business Regulations and by the adopted procedures, as well as by the national and European Community legislation which is in force.

The subjects, either elected or nominated for administrative functions, are due to:

- actively commit themselves so that the Company can have benefits from their specific competences;
- a continuous participation regarding the Collegial Organs works, promptly reporting any situation of conflict of interest that could involve themselves;
- the confidentiality of acquired information while carrying out its duties;
- to always make sure that the interest of the company social scopes prevail over the particular interest of the single person.

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## CONFLICT OF INTERESTS

The administrators, the auditors, the executives and the corporate and/or divisions managers of Allegrini S.p.A. are due to the respect of the present ethical Code and to conform their activity to loyalty values, honesty and bona fide, correctness, integrity. They are due to abstain from any activities that can be retained, even potentially, in conflict with the interests of Allegrini S.p.A., by promptly informing Allegrini S.p.A organism of Vigilance for the necessary evaluations and for the possible personal interest that may arise in carrying out the company activity.

A conflict of interests arises when personal interest (including the employees and of the collaborators) and the Company interests come into conflict.

Such conflicts can influence the normal operational way of performing the duties in an opportune and ethical manner, eliminating the objectivity when taking decisions on behalf of the Company.

Nobody can, directly or indirectly, obtain benefits incorrectly deriving from his position within the company. What the company expects is the use of good sense and objectivity in evaluating whether a conflict of interests may arise.

The employees are due to communicate the existence or even the suspicion of any conflict of interest to the Company Management or to its Area Manager.

It must be avoided, in particular, that the participation to Corporate Bodies, associations etc. could create a conflict of interests with the Company activity; it must also be avoided all those situations that, being related to relative relationships, can create conflicts of interest.

The employee or the collaborator must also abstain from participating to the adoption of decisions or activity that can involve personal interests or relatives, within third generation, or cohabitants.

In business relations with the third party the following is forbidden: donations, benefits (both direct or indirect), gifts, courtesy and hospitality actions, unless they are of such nature and value that cannot be interpreted as finalized for receiving a treatment of favor and, in any case, directly or indirectly jeopardize the Company image.

All the referenced activities must be traceable.


All the accomplished actions and the behaviors held by all the Code Recipient in carrying out their functions or assignment are inspired to formal legitimacy in relation to the formal and substantial aspect and to the safeguard of the Company, according to the norms in force and internal procedures, as well as on of principles of correctness and bona fide.

The Recipients shall not utilize, for personal advantage, the Company information, assets and equipments which they have for carrying out the function or the assignment given to them.

Particularly, the employees and the collaborators must:

- know and respect the internal procedures regarding permits, vacations, expenses, reimbursement, taking care to furnish proper documentation;
- know and actuate every business forecast regarding safety and diffusion of the information related to Allegrini SpA and its competitors;
- use business goods with due diligence and exclusively for finality connected to the execution of the given duties;



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- use, with accuracy, computer systems with absolute prohibition to manipulate data contained in them;
- don't use the name and the reputation of Allegrini S.p.A. for personal ends;
- diligently observe the dispositions of the present ethical Code, abstaining from every behavior contrary to the same;
- offer the maximum cooperation in making sure of possible and/or supposed violations of the present ethical Code;
- inform the third parties that start a relationship with Allegrini S.p.A. about the dispositions of the ethical code and request its observance.

## RELATIONSHIP WITH THIRD PARTIES

Nobody can take personal advantage by purchasing goods or services belonging to the company.

It is prohibited to the employees and the collaborators, the management of any activities related to Allegrini S.p.A. or to give/offer and/or accept/receive, gifts, benefits and/or any other utility, personal and not, with the exception for homage of moderate value that could be understood as normal relationships of courtesy or commercial practices. Moderate value refers to homage of an amount below 250,00 Euro.

The decisions regarding purchases are based on the merit, coherent with the standards of quality of the Company, in terms of costs, delivery time and product quality. Business relationships are kept only with existing or potential suppliers on the base of the real necessities and the advantage that derives to the Company in terms of saving and product quality.

To the suppliers, through special clauses (clauses 231) to be inserted in the orders and in the contracts, it is also requested to respect the following:

- a) laws, uses and applicable customs;
- b) to conform according to the principles of the present Ethical Code;
- c) to respect the normative in force regarding the work, with particular attention to the juvenile work and to what foreseen by the law concerning health and safety;
- d) do not support in any way neither directly nor indirectly mafia or terrorist associations;
- e) to guarantee the respect of workers human rights.


It cannot be requested nor receive gifts or favors from suppliers, potential suppliers or customers.

Gifts or favors can be accepted but only if not requested, if the gift is not in money and it has only a symbolic value (generally less than 250,00 Euro) or if it deals with advertising or promotional material.

In general the following rule can be used: do not accept any gift that would embarrass either the Company or yourselves if this could be acknowledged by others.

Beyond this rule it can be only approved gifts having a higher value only if situations of courtesy or with other details could be retained feasible such a behavior, in this case however it is necessary to give immediate communication of it to the direct superior and inform the Organism of Vigilance.

All the dispositions are valid also in the case of third party utilization.

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Keep in mind that in the institutional relationships entertained with official public or exponents of the Public Administration an illegitimate behavior could also be configured whereas the utility given or transferred to public officer is not effected with the willingness to influence any choice or duty in violation of the law.

For such motive it is advisable and opportune to consult the Organism of Vigilance before granting whatever gift, enjoyment, payment or other similarity to a public officer or someone entrusted for public service.

Exhaustive and accurate information on the furnished products must be given to the clientele in order to allow them to make aware choices. Allegrini S.p.A. guarantees suitable standards of quality of the offered products and it periodically commits itself to monitor the quality.

## CONTRACTS AND RELATIONSHIPS WITH THE PUBLIC ADMINISTRATION AND/OR ITS REPRESENTATIVES

In negotiating with the Public Administration or participating to states bids or, however, in the interaction with Public Officers, it needs to be particularly careful to the confidentiality, to the integrity, to the genuineness and completeness of the documentation and to the respect of the advertising norms presidium of the whole bargaining and/or interaction process.

The company adopts a special document “Functions Segregation” where the authorized subjects are individualized to interact with the Public Administration and with Public Officers.


The relationships with the public administration are exclusively those which are:

- (i) instrumental to the obtainment of necessary authorizations eventually necessary for carrying out the business activity,
- (ii) direct to appraise the implications of laws and rules dealing with business activities,
- (iii) necessary in answering to requests made by Allegrini S.p.A. by the public administration, in carrying out its institutional activity.

The relationships with the public administration have to be always clear, transparent and correct and, as such, not to be susceptible to ambiguous or misleading interpretations. Particularly, the Recipients should not try to improperly influence the decisions of the public administration by offering money or other utilities, such as job or commercial opportunity that could benefit the public officers or the subjects entrusted of a public service, or their families.

In the relationships with the Public Administration or with its exponents, it is always good to be correct, accurate and complete, respecting the norms and rules of reference. The Recipients of the ethical Code abstain from offering, also by intermediate person, money or other utility to the involved public officer, to his relatives or to subjects in anyway connected to the same and to seek or to establish personal relationships of favor, influence, interference with the objective of conditioning, directly or indirectly, the activity.

Allegrini S.p.A. cannot disburse direct or indirect contributions of any kind neither to allocate appropriate funds to support public subjects belonging to the public administration, except if it is admitted and foreseen by the laws and rules in force unless:

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- (i) they are regularly approved by the competent business functions,
- (ii) they are regularly documented by a bookkeeping and managerial point of view,
- (iii) they do not put any of the Recipients in a position of conflict of interests.

If you have any doubt contact the organism of Vigilance.

When we are called to release declarations directly to the **Judicial Authority** it is a precise duty of the interested party to make a report, conforming to the principles of genuineness and truth of the declaration. The company doesn't tolerate behaviors directed to induce the person not to make any or to make mendacious declarations to the Judicial Authority.

The person called to make declarations to the Judicial Authority who has had such behaviors able to influence his deposition, must immediately signal what happened to the Organism of Vigilance.

#### ADVISORS, AGENTS AND EXTERNAL PROFESSIONALS

The choice of Advisors, Agents and external professionals must rigorously be in favor of people that, for their proven seriousness and professional preparation, are able to carry out, in the best possible ways, the requested performances in respect of principles of correctness, seriousness and legality.

The carrying out of the performance by the Advisor must take place with the maximum transparency: the Company must be able to verify what performances have been indeed performed and if the Advisor is carrying out its contractual obligations. The Advisor must, in turn, periodically inform his Company regarding the activities developed.

The performances payment to the Advisor must be done on the base of a detailed exposure of the performed activities so that the verification of the work done and the value of such performances can be checked.


The remuneration to the Advisor has to be commensurate to that normally practiced for performances of analogous content and quality and, where present, it has to conform and not be higher to what showed by charts and/or what suggested by Public Authorities.

In the assignment of a job to the Advisor it must be formalized his commitment to conform to the principles of the present Code and to all the laws.

It is forbidden any form of recommendation or pressure to the competent companies organisms in choosing the Advisors or finalized to direct the orientate the decision of the latter in a way different from the company interests: every behavior contrary to the laws of the Countries in which the Company operates must be retained in contrast with the business interests.

It is also prohibited to the Advisors, the employees and the Suppliers, to offer or to accept bribes or other undue benefits for actions or operations in the interest of the company; the increase, in direct or indirect form, of the contractual sums applied by Suppliers and/or Advisors or agreed upon with customers of the Company, included customers of the Public Administration with the purpose of hiding bribes, is forbidden.

Every violation, by the advisors, agents and professionals of the principles of the company, must adequately be sanctioned and the sanction will have to be anticipated and made known to the advisor, agent or professional during the execution of the contract.

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The contract, before its signature, if it has a value higher than 50.000,00 Euro, must be brought to knowledge of the Organism of Vigilance.

## HIDDEN COMPENSATIONS, PRICE REDUCTION OR OTHER FORMS OF COMPENSATIONS

It is not tolerated to receive or to furnish hidden compensations, discounts (not to confuse with the conditions officially negotiated), gifts or other improper remunerations in exchange of acquisitions or sales of goods effected on behalf of the Company. If you are aware of such activities, you must report the facts to the CFO or directly to the Organism of Vigilance.

## ANTICORRUPTION

The Company implements an anti-corruption standard.

It is an obligation of every employee and collaborator to carry out deepened investigations if there is whatever motive to believe that there is a request of payment (by a Public Officer or by a private person) or if there is any suspect of other non correct behaviors.

For **bribing** it is intended an economic incentive or similar reward that is not ethical, it is illegal, it violates the law and it is, however, improper. The bribe can be a payment in money, gifts, products, loans, remunerations, hospitality, service, discounts and the stipulation of a contract or other forms of advantages or benefit.

The **corruption** normally foresees the offer, the promise, the delivery, the acceptance or the agreement to receive or to give a bribe. This can happen both at public level or private level and it can be destined to third parties both directly and indirectly.


The incentive in payments normally are small sums of money, non traceable payments done to assure or speed up a routine activity at administrative level by a Public Officer (eg. to get some permissions, licenses or documents, to issue administrative documents such as for example visas or loading and unloading of a transport).

Corruption actions are considered both the payments illicit/donation of utility directly done by Italian Corporate Bodies or by their employees, and the payments illicit/donation of utility done by people acting on behalf of such Corporate Body, both in Italy and abroad.

In the relationships with the Public Administration the following actions must not be undertaken (directly or indirectly):

- to examine or to propose employment and/or commercial opportunity that can benefit dependents of the Public Administration for their own benefits;
- to offer or, in any way to furnish, gifts, even under form of business promotions reserved exclusively to the employees or through, for instance, the payment of travel expenses;
- to solicit or to get reserved information that can jeopardize the integrity or the reputation of both parties.

Allegrini S.p.A. can adhere to requests of sponsorships destined to events that offer guarantees of quality and seriousness. The sponsorships can concern social themes, as well as the environment, the sport, the show and the art.

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As a rule the payments, duly authorized, are promptly made, at the agreed expirations date, directly to the anticipated recipients and not in cash, except contingencies or specific impediments that justifies a deferral or, in extreme cases, an exception to the fulfillment according to art. 1460 c.c., or, again, excluding other circumstances, company facts *endo* and *etero* that can constitute, however, in respect to the principles of prudence and the *bona fide*, never in consideration of discretion, a derogation to the principle of prompt payment and the agreed upon expiration.

The relationships with the customers are set to the full satisfaction of their demands with the objective to create a solid relationship inspired to principles of correctness, honesty, efficiency and professionalism. The following objectives must be pursued:

- full satisfaction of the customer demands;
- creation of a solid relationship with the customer, inspired to trust and efficiency;
- professionalism, loyalty in the attitude toward the customer.

The satisfaction of the customer is based on values such as:

- the transmission of correct information, so that every person can make free and responsible choices;
- the search of a correct equilibrium among price, service and quality;
- the personnel's preparation so that he answers with competence and gentleness to the request of the customers;
- the refusal of any relationship with criminal or mafia organizations or with subjects that resort to behaviors contrary to the law, with the purpose to oppose and to reduce the forms of control of the companies and their collaborators that in fact, alter the free competition.

The company opposes every form of extortion, usury or other crime typologies, from criminal organizations or mafia, and it collaborates with law enforcement agents and the institutions, reporting, also with the assistance of delegated associations, every episode of illegal activity.

## RELATIONSHIPS WITH POLITICAL AND UNION ORGANIZATIONS

Contributions are forbidden, direct or indirect, under any form, to parties, movements, committees and political and union organizations, to their representatives and candidates, except those foreseen by specific instructions disciplining the ONLUS for mere ends of public utility.


## BOOKKEEPING RECORDINGS

The integrity of financial records is vital for the reputation of the Company and these have to be prepared and the results must be issued with the highest standards of precision and completeness.

The Company cannot allow any attempt of distortion or bad representation both on the amounts reached and on the financial projections (such as sales, costs, expenditures, or earnings). Whoever comes to know of any attempt or pressure contrary to the principle has to obligatorily warn the Responsible Financial - CFO and the Organism of Vigilance.

The whole system of the Company recordings is based on specific documents related to various activities such as order, received invoices, advancements of production, issued invoices, salaries and many others. These will help so that every company activity is authorized and correctly recorded. The Company has necessity of these documents to



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assure the safeguard of its own assets. All the operations and the company actions must have a suitable recording and it has to be possible for the Organism of Vigilance to have the verification of the:

- a) process of decision
- b) process of authorization
- c) procedure and filing modality.

Every employee has to pay particular attention to the irregularities such as non-recorded funds, money recycling, fraudulent payments, false entrances and misleading declarations or omissions in the bookkeeping recordings.

## ACCOUNTING AND ECONOMIC-FINANCIAL PROSPECTUSES

The bookkeeping systems, the financial results and the bookkeeping recordings of the Company have to mirror, faithfully and with reasonable detail, the operations of the same Company, its financial position and the transactions, and they will have to correctly record the disposal of property assets.

The accounting both internal and external will have to be coherent with the politics of accounting and finance established by the Company and, in any case, generally respect the principles of the accounting system approved.

All Company assets and liabilities must be correctly recorded.

It will be the duties and tasks of all the employees in charge of the predisposition, gathering and processing of accounting and other data, to control their truthfulness and that, in case external auditors are utilized, such principles are passed and also respected by them.

In any case, besides the accounting control foreseen by the law and Statutory Auditors Board, all the accounting registration must be consigned to a specific resource specifically appointed to verify the bookkeeping regularity, guaranteeing the respect of the tributary normative, and keeping in mind that the company doesn't tolerate practices of elusion and/or tax evasion, in general any abuse of the law.


The company is committed to minimize taxation through juridical operations admitted by the law and not used for the only aim to produce taxation saving; to such end it is valid the rule of the meticulous motivation of the authorizing deliberations to determine those operations susceptible to reverberate taxation saving.

## RECYCLING PREVENTION

Money recycling occurs when people participate to criminal activities such as terrorism, drug dealing, narcotics consumption, tax evasion etc. and they want to hide the income deriving from their crimes or they desire to make them appear legal.

The Allegrini Group is committed to respect all the laws in force, the rules and the norms about money recycling. This means that it is necessary to pay attention to signals of customers danger, of suppliers or other commercial partners that are potentially involved in money recycling. For example when a supplier asks:

- To transfer funds to a third party current account outside of the country of cooperation;

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- to make payments with formalities different from those established in normal commercial terms;
- To divide the payments in different bank accounts.

Or when a customer asks or makes payments:

- Cash
- Using various bank accounts
- Through third parties
- In advance when this form of payment is not contemplated in normal commercial terms
- In a measure that goes above the normal commercial terms.

## PROTECTION OF COMPANY ASSETS AND INFORMATION

The **company asset** includes physical ownerships such as equipments, supplies, computers and software, telephones, scanners, photocopiers, wireless communication devices, spare parts, raw materials, finished products, cars and funds.

Every Code recipient is responsible for the protection and the maintenance of the company goods, material and immaterial assets received in order to accomplish their own assignments, as well as their proper utilization in the right way and conforming to the company goals.


The company requests that its patrimony is utilized only for legitimate commercial purposes, and it must be protected from thefts (both physical, or misappropriation and deliberately wrong communication of the working hours or expenses), losses, damage or improper utilization; and that it is not used for personal benefits or to advantage other people extraneous to the company context.

## EXTERNAL COMMUNICATION

The communication to its own interlocutors is orientated to the respect of the information right; in any case nobody is allowed to divulge false and tendentious news or comments. Every communication activity has to be made in respect of the laws, rules, practices of professional behavior, and it is achieved with clarity, transparency and timeliness, safeguarding, among others, information that may influence the financial cost and industrial secrets. It is forbidden any form of pressure or acquisition of attitudes of favor from mass-media. To guarantee completeness and coherence of the information, relations with the mass-media are reserved exclusively to the delegated functions of the company (functions segregation).

It is, in every case, forbidden:

1. to divulge possible reserved information acquired in carrying out company activities;
2. to divulge false or tendentious news concerning Allegrini SpA or other company with which the Allegrini SpA has relations in carrying out its own activities;
3. every form of pressure with the objective to acquire attitudes of favoritism from organisms of communication/information to the public.

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In order to guarantee the completeness and coherence of the information the relationships of Allegrini S.p.A. with the organs of information to the public are reserved to the appointed functions.

## INSIDER TRADING

Except for cases of necessity tied up to the normal conduction of the business activities or third party companies, the Code recipients will abstain from gathering data whose utilization may configure a crime, such as, for example, the abuse of reserved information. Anyone that acquires such data, during his own working activity, is obliged not to reveal such data to third parties, unless they have the necessity to use them in order to perform their assignments.

## PRIVACY

The company scrupulously complies with the norms of the law GDPR n. 679/2016 regarding permissible handling of data.

The Code recipients have to:

- maintain private and protected personal data to which they have access regarding employees, people that work for the Allegrini Group, customers, suppliers, commercial partners, the consumers and all other people
- comply with referenced company policies
- gather, utilize and memorize personal data only if:
  - a valid legal base for doing so exists;
  - it is relevant and adequate for the gathering finality;
  - are updated;
  - only for the necessary period of time to reach the finality to gather them and comply with law obligations.


Every Code Recipient must, in any case, conform its own behavior to the highest reservation even after working hours with the purpose to safeguard the technical, financial, legal, administrative, employees management and commercial management of the company know-how.

Particularly every Code Recipient must:

- treat exclusively data and necessary information to the finalities of the area within which its own activity is performed;
- communicate the data and the information in conformity to the current company procedures in force;
- to preserve both the data and the information in such a way to make them inaccessible to the non authorized subjects.

## USE OF THE COMPUTER SYSTEMS

In respect to the use of the computerized systems, every employee is responsible of the security and the care of the used systems and he is subject to the company dispositions in force and to the license agreements terms and condition. Except for what is foreseen by the civil and penal laws, it is to be considered improper the use of the company assets and the connection to the internet for its utilization differing from those inherent to the work scope. Every employee is also due to give the necessary diligence in order to prevent possible crimes through the use of computers.

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## VIOLATIONS

All the Code Recipients, should they be aware of presumed violations of the present ethical Code, or of behaviors not in conformity with the behavior rules adopted by Allegrini S.p.A., must promptly inform the competent company organism of control that will proceed to the verification about the validity of presumed violations, if it is the case, the reporting person and/or its presumed author. It is, as well, mandatory to transmit to the company Organism of Control, the information about official acts deriving from the non-observance of norms and rules (ie. measures adopted by organisms of the judicial police, requests of legal assistance asked by managers and/or by the employees in case of an initiation of judicial procedure, etc).

The reports will be treated with the maximum confidentiality by the Organism of Vigilance and all the reported violations (except anonymous ones) will immediately be object of investigation.


It is imperative that people who have reported possible violations abstain from conducting, by themselves, preliminary investigations. The preliminary phases related to such violations may, in facts, involve complex legal matters therefore, taking autonomous and non authorized initiatives, may jeopardize the integrity and the validity of the institutional inquiry.

All the employees and collaborators are required to cooperate, without reservations, with the preliminary enquiring phases and furnish all the information they possess regarding such violations, independently from the fact that the same could be considered remarkable.

Any employee or collaborator involved in a violation of the Ethic norms is subject to disciplinary action, according to the laws and the regulations provided within the applicable juridical rules, as well as according to the disciplinary procedures of the Company (the "Sanctioning System") that constitute integrant part of Model 231.

Towards the authors having illegitimate behaviors all sanctions retained opportune will be adopted, independently from the possible exercise of criminal prosecution from the judicial authority willing to, communicating the sanctions inflicted to the competent company organisms. The observance of the dispositions of the present ethical Code has to be considered an essential part of the employees contractual obligations. Eventual violation of the ethical Code dispositions constitutes a breach of the of the work relationship obligations and/or disciplinary offence, in conformity to the local applicable normative and also, for Italian companies, in conformity with procedures foreseen by the art. 7 of the Workers Statute and the applicable unions collective agreements, with all the consequence provided by the law, as well as for what regards the conservation of work relationship, and it can also provide compensation for damages deriving from the misbehavior.

The respect of the Principles of the present ethical Code constitutes part of the contractual obligations assumed by the collaborators, by the advisors and by all other subjects in business relationships with the company. Eventual violation of the dispositions contained in the Code can constitute non fulfillment of the contractual obligations assumed, with all legal consequence regarding the contract or the conferred duties resolution, and to the reimbursement of deriving damages. Allegrini SpA is committed to insert, in contracts with suppliers, collaborators and external advisors, cancellation clauses regarding hypotheses of violation of the ethical Code.

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## CODE REVISION AND FINAL RECOMMENDATIONS

The revision of the Code is approved by the Board of Directors.

Within the execution of the given duties, every Corporate Body must comply with the rigorous respect of the protocols and the standards promulgated in the company Model 231, guaranteeing the application of all informative laws foreseen in it.