



# CALLIGARIS SpA

## CODE OF ETHICS

1	15/07/2023				Updated communication channels
0	10/05/2019				
Rev.	Date	CEO	BoD Chairman	BoD	Changed by
		Prepared by	Checked by	Approved by	

## Table of contents

INTRODUCTION .....	3
Top Management Commitment.....	3
Vision of the Company's Values .....	3
Advertising of the Code of Ethics .....	4
Article 1. Nature and purpose of the Code .....	4
Article 2. Recipients.....	5
Article 3. Guarantors of the implementation of the Code .....	6
Article 4. Management of reports.....	6
Article 5. Impartiality and conflict of interest .....	8
Article 6. Personnel management and interpersonal relationships.....	9
Article 7. Work environment.....	10
Article 8. Use of company assets.....	10
Article 9. Accounting and financial management .....	11
Article 10. Safety and Environment.....	11
Article 11. Relations with the Public Administration.....	13
Article 12. External Relations .....	14
Article 13. Sponsorships and giveaways.....	14
Article 14. Corporate obligations .....	14
Article 15. Obligations and sanctions.....	15

## INTRODUCTION

### ***Top Management Commitment***

*CALLIGARIS* SpA is an industrial entity with a national and international vocation, aware - within the limits of its own dimensional area - of the role that it must play with respect to the market, to the economic development of the territory to which it belongs, of the people who work there or who collaborate with it.

*CALLIGARIS* SpA believes it is necessary to take into due consideration the interests of all legitimate stakeholders in relation to its business activity ("Stakeholders") and thus to clearly define the values and responsibilities of each one which are generally recognized, accepted and shared.

For this reason, the "Code of Ethics" has been prepared, the observance of which by directors, auditors, employees at all levels and external collaborators, each within their own functions and responsibilities, is an essential behavior to guarantee efficiency and the reputation of *CALLIGARIS* SpA.

*CALLIGARIS* SpA undertakes to promote awareness of the Code of Ethics by all Stakeholders as identified above through adequate communication tools, thus undertaking to take into account any suggestions and observations from them.

*CALLIGARIS* SpA carefully monitors compliance with the Code of Ethics, thus preparing adequate information, prevention and control tools and procedures, ensuring the transparency of the operations and behaviors implemented, intervening, if necessary, with corrective actions.

*CALLIGARIS* SpA implements this Code of Ethics, with the aim of homogeneously organizing the system of procedures already currently in place for the purpose of protecting the interests of the different categories of Stakeholders.

### ***Vision of the Company's Values***

The mission of the Company is the manufacturing of chairs, furniture, furniture parts in general, similar and related products, furnishing objects in general, and the relevant marketing on the national and international market, all aimed at achieving the maximum satisfaction of its Customers with due respect for the principles of fairness and correctness in the management of the employment relationship, the rules on worker safety and the laws and regulatory provisions applicable to the specific business activity carried out.

The values on which the activity is based are as follows:

- ➔ Legality - All Collaborators are required to respect the laws and regulations in force in the Countries in which they work, the Code of Ethics and internal company rules, thus applying them with rectitude and fairness.
- ➔ Integrity - In relations with third parties, the Company undertakes to act correctly and transparently, thus avoiding misleading information and behavior that takes undue advantage of others' positions of weakness or lack of knowledge. The Company, while seeking to maximize its economic and financial results, is committed to establishing correct commercial relationships with third parties.

- ➔ Loyalty - External relations, relations with own employees, and those between the latter must be characterized by the utmost loyalty, which consists in faithfulness to the word given, to promises and agreements, in acting with a sense of responsibility, in the enhancement and protection of the corporate assets and in the application of an attitude of complete good faith in every activity or decision.
- ➔ Respect for hierarchical - functional relationships: all employees undertake to respect hierarchical - functional relationships within the company organization chart, thus recognizing that said respect is a necessary element for the correct performance of each individual task.
- ➔ Confidentiality - Employees undertake to process any information obtained in relation to the performance of the work activity as confidential and, therefore, not to disclose it except within the limits of the use of such information for carrying out the activity.
- ➔ Absence of conflict of interest – Employees ensure that every business decision is taken in the interests of the Company and must, therefore, avoid any situation of conflict of interest between personal or family economic activities and duties held in the Company that could affect their independence of judgment and choice.
- ➔ Safety, health protection and working conditions - The Company promotes working conditions and environments that protect the psychophysical integrity of people and encourage proactiveness, creativity, active participation, ability to work in a team and assumption of responsibility.
- ➔ Equal opportunities – Professional development and employee management are based on the principle of equal opportunities; the recognition of the results achieved, the professional potential and the skills expressed by people represent some relevant criteria for their career advancement, in order to guarantee transparency on the evaluation method and communication methods.
- ➔ Sustainability – The Company is attentive to the impact of its choices on the environment and the community.

This document supplements and replaces, to the extent as it's incompatible, the Company Regulations, version 01/2012.

### **Advertising of the Code of Ethics**

This Code is posted on the noticeboards in the properties where the activities of *CALLIGARIS* SpA are carried out and is in any case available at the registered office.

It is also made available to the Parties concerned, consultants, suppliers, customers and commercial partners through the website <http://www.calligaris.it>.

To the relevant extent, extracts of this Code will be made available to the main stakeholders through methods that will be identified by the Supervisory Body to be appointed.

## **Article 1. Nature and purpose of the Code**

The Code of Ethics (hereinafter referred to as "Code") is an official document of *CALLIGARIS* SpA (hereinafter referred to as "*CALLIGARIS* SpA" or the "Company"), approved by the Board of Directors, which collects the principles and behavioral rules to which all those who work in the corporate context and, in any case, maintain relationships with the Company are subject.

The purpose of this Code is to declare and disseminate the values and behavioral rules to which the Company intends to constantly refer in the exercise of its entrepreneurial activity.

The Code, therefore, identifies the conditions aimed at guaranteeing that business activity is inspired by the principles of correctness, transparency, impartiality, diligence, honesty, confidentiality, mutual respect, loyalty and good faith, and full compliance with the rules of market, in order to safeguard the interests of stakeholders and ensure an efficient, reliable, correct working method, based on compliance with legal rules and ethical principles deemed adequate, necessary and essential to work within the market, with regard to the activities carried out within the Italian and foreign territory and the resulting relationships with national and international operators, companies and institutions.

In particular, the Company is determined to carry out its business in full compliance with Italian laws and those of the Countries in which it can work also in collaboration or association with other companies; in particular, the Company undertakes to align its activities with the provisions of Legislative Decree No. 231 of 8 June 2001 (hereinafter also referred to as the Decree), as amended and supplemented.

The Code must, therefore, be considered as an essential foundation of the organization, management and control model pursuant to Legislative Decree No. 231/01, since together they constitute a systematic body of internal rules aimed at spreading a culture of ethics and transparency and is an essential element of the control system; the rules of conduct contained in them integrate, although the two documents serve different purposes.

## **Article 2. Recipients**

This Code is binding and must be observed by all personnel serving in the Company or by every person who carries out activities in the name and on behalf of the Company, wherever they work, both in Italy and abroad, including those who hold management, representation, administration or management functions of the Company, the Auditors, collaborators and external consultants who act in the interests of *CALLIGARIS SpA*.

All Recipients are required to observe and, to the extent within their competence, to ensure compliance with the principles contained in the Code: under no circumstances, the claim to act in the interests of the Company justifies the adoption of behaviors in contrast with those set out herein and, in general, with laws, regulations and disciplines.

The Company undertakes to ensure timely internal and external dissemination of this Code.

The term "Stakeholders" indicates those subjects directly or indirectly involved in the Company's activity and who in any case have some interest in relation to the decisions, strategic initiatives and possible actions carried out by the Company. Therefore, by way of example only, Stakeholders include employees, customers, both commercial and financial suppliers, shareholders, public institutions, trade and environmental associations.

Correctness in relationships with these subjects is an indispensable objective of the Company, as it is a primary imperative of the code as well as suitable for creating a relationship of mutual trust between the Company and the Stakeholders.

All Stakeholders can report in writing and also anonymously through specific confidential information channels, any violation or suspected violation of the Code of Ethics to the Supervisory Body, which provides for an analysis of the report, possibly listening to the author and the person responsible for the alleged violation.

The following must also be disclosed, by way of example:

- ➡ - any omissions, negligence or falsification in the keeping of the accounts or in the conservation of the documentation on which the accounting records are based;

- ➡ - any irregularities or malfunctions relating to management, including with regard to the resources coming from subjects who have commercial relationships with the Company, and the methods of providing services;
- ➡ - any offers of gifts (exceeding a modest value) or compensation from parties with whom the Company has business relationships;
- ➡ - any orders received from superiors and deemed to be in conflict with the law, internal regulations, the MOG or this Code of Ethics.

Reports can be sent using the methods detailed below.

The Company intends to proceed in full compliance with current legislation to protect the authors of reports of crimes or serious irregularities of which they have become aware in the context of the employment relationship (the so-called whistleblowing). In particular, the Company imposes on its Top Management an absolute ban on any retaliatory or discriminatory act, direct or indirect, against the whistleblower for reasons directly or indirectly connected to the report.

To this end, for reasons of further caution, it allows the transmission of such reports directly to the Supervisory Body, by email through the personal address or addresses of the member(s) of the same Supervisory Body which will be subject of specific information to staff following the appointment and subsequent acceptance of the position.

### **Article 3. Guarantors of the implementation of the Code**

Control over compliance with the Code is entrusted to the Supervisory Body provided for by the "Organization, Management and Control Model pursuant to Legislative Decree No. 231 of 8 June 2001" (hereinafter referred to as the "Model") which will take care to propose the Board of Directors any needs or opportunities to update or adapt it based on the evolution of laws and company activities.

In particular, the Supervisory Body is assigned the tasks of:

- ➡ promoting the implementation of the Code of Ethics; reporting and proposing the Management Body useful initiatives for greater dissemination and knowledge of the Code also in order to avoid the repetition of confirmed violations;
- ➡ examining news of possible violations of the Code of Ethics, thus promoting the most appropriate checks;
- ➡ communicating the Management Body the results of the checks relevant for the adoption of any sanctioning measures; likewise informing the competent supervisors of the results of the checks relevant for taking the appropriate measures.

### **Article 4. Management of reports**

In order to make the protections referred to in this Code effective, the Company has implemented an internal procedure for the reception, management, analysis and processing of reports of discrimination, harassment or abuse. The procedure ensures the maximum degree of confidentiality in the processing of reports, as well as to protect the whistleblowers against possible retaliation and keep their identity confidential, in compliance with specific legal obligations and with the provisions of Legislative Decree No. 24/2023.

Anyone who becomes aware of the perpetration of discrimination, harassment or abuse against staff, employees of subcontractors and independent collaborators may proceed, even

anonymously, to report them to the Supervisory Body in the freeways deemed most appropriate.

Upon receipt of reports of discrimination, abuse, harassment, or behavior in any case contrary to items 5 and 6 of this Code, the Supervisory Body will initiate and take the necessary steps to activate specific investigative activities.

All Stakeholders can report in writing and also anonymously through specific confidential information channels, any violation or suspected violation of the Code of Ethics to the Supervisory Body, which provides for an analysis of the report, possibly listening to the author and the person responsible for the alleged violation.

The following must also be disclosed, by way of example:

- ➔ any omissions, negligence or falsification in the keeping of the accounts or in the conservation of the documentation on which the accounting records are based;
- ➔ any irregularities or malfunctions relating to management, including with regard to the resources coming from subjects which have commercial relationships with the Company, and to the methods of providing services;
- ➔ any offers of gifts (exceeding a modest value) or compensation from parties with whom the Company has business relationships;
- ➔ any orders received from superiors and deemed to be in conflict with the law, internal regulations, or this Code of Ethics.

<b>Reports can be sent using the methods detailed below:</b>		
	Preferential route	
	Communications with protection of the whistleblower <b>Whistleblowing</b>	Communications <b>that are ordinary or requested by the Supervisory Body</b>
Via IT	Access through the company website or by typing in the browser bar: <a href="https://segnalazioni.calligaris.it/">https://segnalazioni.calligaris.it/</a>	<b>email:</b> odv@calligaris.it;
Via ordinary mail or telephone contact  Reserved to the Supervisory Body of	through an oral report with a request for a direct meeting to be carried out via telephone line no. +39-0432 1698065 during normal office hours (9 to 12.30 pm/ 2.30 pm to 6.00 pm)	<b>letter to the address:</b> Reserved to the Supervisory Body of <b>Calligaris SpA</b> Via Trieste 12, 33044 Manzano (UD), Italy

The Company intends to proceed in full compliance with current legislation to protect the authors of reports of crimes or serious irregularities of which they have become aware in the context of the employment relationship (the so-called whistleblowing). In particular, the Company imposes on its Top Management an absolute ban on any retaliatory or discriminatory act, direct or indirect, against the whistleblower for reasons directly or indirectly connected to the report. As Reporting Manager pursuant to the provisions of Art. 4 of Legislative Decree No. 24/2023, the Company proceeded to identify and appoint (subject to express acceptance) the effective members of the Supervisory Body. The Company has adopted specific procedures,

protocols and privacy documents in relation to the possibility of reporting; these documents, an integral part of this Code of Ethics, are published on the company website, posted on the company noticeboards, both physical and virtual, and available to anyone who requests them.

To this end, for reasons of further caution, it allows the transmission of such reports directly to the Supervisory Body, by email through the personal address or addresses of the member(s) of the same Supervisory Body which will be subject of specific information to staff following the appointment and subsequent acceptance of the position.

No negative consequences arise for anyone who has made a report in good faith. In any case, the confidentiality of the identity of the whistleblowers and of the information is ensured in every context, without prejudice to legal obligations.

## **Article 5. Impartiality and conflict of interest**

When carrying out its business, the Company works according to principles of correctness, fair competition and transparency towards all operators present on the market.

The subjects required to comply with this Code, while carrying out their work, act with impartiality and neutrality and take decisions with rigor and transparency, in compliance with the law.

All Company personnel must avoid situations or activities that could lead to conflicts of interest with *CALLIGARIS* SpA and/or with third-party companies connected or controlled by it or which could interfere with their ability to make impartial decisions.

In this regard, staff must not use their position in the company and the information acquired in their work in such a way as to create conflict between their personal interests and company interests. Furthermore, without prejudice to what is dictated by the contractual rules in force on the matter, Company personnel must not take over external roles in companies or commercial enterprises whose interests are directly or even potentially conflicting or interfering with those of *CALLIGARIS* SpA, always within the limits of the relationship of subjection to the management and coordination of a third-party parent company.

By way of example, but not limited to, the following situations may cause a conflict of interest:

- having economic and financial interests, including through family members, with suppliers or competitors;
- accepting money, gifts (except within the limits of normal courtesy and provided they are of modest value), favors or other benefits of any nature from people, companies or entities that are or intend to enter into business relationships with the Company;
- exploiting own functional position to achieve interests that conflict with those of the Company;
- concluding, perfecting or starting own negotiations and/or contracts - in the name and/or on behalf of the Company - which have as counterparties own family members or partners, or legal entities of which the Recipient is the owner or in which the Recipient is in any case interested;
- taking personal advantage of the so-called "price sensitive" information and business opportunities that one became aware of during the performance of his/her duties within the Company.



## Article 6. Personnel management and interpersonal relationships

The Company recognizes the central role of the Human Resources Dept. in achieving the company mission and, consequently, adopts selection, training and work procedures and methods based on respect for human values, the autonomy and responsibility of workers as well as the importance of individual and organized participation and adhesion according to company goals and values.

It is in the Company's interest and imperative to encourage the development of the potential of each employee or collaborator, thus promoting an environment, the adoption of procedures and work organization that are constantly based on respect for the Person, the prevention of discrimination, the valorization of the innovative/entrepreneurial spirit of each one in compliance with the assigned responsibilities.

In compliance with the International Labor Organization Conventions and current legislation protecting working conditions, the Company is committed to respecting fundamental human rights. In particular, the Company:

- avoids any form of discrimination against its staff and offers all workers the same opportunities, so that everyone can enjoy fair treatment based on merit criteria, without any discrimination;
- takes care of the selection and hiring of employees, thus ensuring compliance with the values of equal opportunities and equality in line with the relevant legal requirements, with the Workers' Statute and the applicable National Collective Labor Agreement;
- creates a working environment in which the personal characteristics of the individual worker do not give rise to discrimination;
- ensures the protection of staff privacy and their right to work without being subjected to illicit conditioning;
- ensures that internal and external working relationships do not give rise to reduction or maintenance of a state of subjection through violence, threats, deception, abuse of authority, taking advantage of a situation of physical or psychological inferiority or of a situation of necessity or through promise or supply of sums of money or other benefits to those who have authority over the person;
- undertakes not to establish any working relationship with individuals without a residence permit and does not carry out any activity aimed at encouraging the illicit entry into Italy of illegal individuals;
- undertakes to promote the culture of safety at workplace, also through information and training meetings aimed at staff in compliance with current regulations;
- is committed to promoting the culture of respect and protection of the environment.

Furthermore, *CALLIGARIS* SpA. undertakes to ensure that in relationships between colleagues, each person behaves on the basis of principles of civil coexistence and in a spirit of full collaboration. All those responsible for specific activities must exercise the powers connected to the proxy received with objectivity and prudent balance, thus respecting the personal dignity of their collaborators whose professional growth they must adequately take care of.

## Article 7. Work environment

The Company requires that no harassment of any kind occurs in internal and external working relations, such as, for example, the creation of a hostile work environment towards individual workers or groups of workers, unjustified interference with the work of others or the creation of obstacles and impediments to the professional prospects of others.

The Company considers reprehensible and offensive behavior:

- using vulgar and/or offensive expressions of any political or religious belief;
- discriminating against any form of diversity;
- serving under the effects of abuse of alcohol, drugs or substances having similar effects;
- taking or giving away narcotic substances for any reason during the course of work;
- having, in any place that is attributable to the Company, child pornography or pornographic material and in any case also virtual images created using images of minors under the age of eighteen;
- accessing the workplace with inappropriate clothing.

Any employee of the Company who believes he or she has been subjected to harassment or discrimination for reasons related to age, sex, sexuality, race, health status, nationality, political opinions or religious beliefs, etc., can report the incident to the company which will evaluate the actual violation of the Code.

## Article 8. Use of company assets

The Company requires that each Recipient is required to safeguard the corporate assets, safeguarding its movable and immovable assets, technological resources and IT supports, equipment, company products, information and/or the Company's know-how.

The documents, work tools, systems and equipment and any other tangible and intangible asset (including intellectual property rights and trademarks) owned by the Company are used exclusively for the achievement of institutional purposes, in the manner established by it; they cannot be used by staff for personal purposes, nor be transferred or made available to third parties and must be used and looked after with the same diligence as own property.

The company assets also include business strategies and plans, customer and supplier lists, personnel data, marketing and sales programs, organizational charts, product pricing policies, financial and accounting data and any other information relating to the Company's business, customers, suppliers and employees.

Without prejudice to the transparency of the activities carried out and the information obligations imposed by the provisions in force, it is the obligation of all the subjects involved to ensure the confidentiality required by the circumstances for each piece of information learned due to their work function.

The information, knowledge and data acquired or processed during own work or through own duties belong to the company and cannot be used, communicated or disclosed without specific authorization from the person in a higher hierarchical position in compliance with the procedures and any specific working procedures.

The intellectual property of the Customers, expressed in detail or assembly drawings, technical specifications, work cycles, is also considered as company assets; these documents must be used and kept with the same diligence as personal property.

The good reputation and/or image of the Company represents an essential intangible resource. The Recipients are required to act in accordance with the principles dictated by this Code in relationships between colleagues, customers and third parties in general, thus maintaining a decent conduct compliant with the standards common to companies of the size and importance of the Company.

## **Article 9. Accounting and financial management**

The Company requires that professional and commercial contributions are characterized by commitment and professional rigor and must, at all times, be aligned with the level of professionalism and responsibility that characterizes the Company, with the attention and precision required to pursue respect and diffusion of the prestige and reputation of the Company.

Corruption practices, illegitimate favors, collusive behavior, solicitation of advantages, payment of material and immaterial benefits as well as other advantages aimed at influencing or compensating representatives and institutions as well as employees of the Company are banned and prosecuted.

The Company prohibits its employee from replacing or transferring money, goods or other benefits resulting from illicit activity or carrying out other operations in relation to them, in order to hinder the identification of their origin.

To this end, the Company and its employees must never carry out or be involved in activities that imply the laundering (i.e., acceptance or processing) of proceeds from dubious or criminal activities, in any form or manner.

The Company requires its staff to verify, in advance, the available information (including financial information) on commercial counterparties and suppliers in order to ascertain their reliability and the legality of their activity, before establishing business relationships with them. The Company, therefore, complies with all anti-money laundering regulations applicable to the Company.

## **Article 10. Safety and Environment**

The Company shows particular sensitivity regarding health and safety at workplace in order to avoid the risks associated with the performance of company activities and essentially adopting internal control procedures and systems; this has already made it possible to implement and have a Quality Management (ISO 9001) and Environmental Protection (ISO14001) System certified by a Third Party, while the Safety Management System is under development. *CALLIGARIS* SpA requires all its staff to comply with all legal obligations required by the relevant legislation. The fundamental principles and criteria in which the organization recognizes itself and which it promotes for the purpose of correct management of the Health and Safety of workers, in compliance with the best practices of prevention and protection of risks for Health and Safety, are explained below. These principles are as follows:

- ➡ avoiding or minimizing any form of risk;

- preventing risks at source and, where not possible, protecting own employees;
- giving priority to collective protection measures over individual protection measures;
- giving adequate instructions to workers;
- adapting human work, in particular as regards the design of workplaces and the choice of work equipment and work and production methods, in particular to mitigate monotonous and repetitive work and to reduce the effects of these works on health;
- taking into account the degree of technical evolution and scientific research for the systematic reduction of risks;
- replacing what is dangerous with what is not dangerous or less dangerous;
- planning prevention actions, aiming at a coherent set of activities that integrate technique, work organization, working conditions, relationships between people and the influence of work environment factors.

These principles are used by the company to arrange the necessary measures for the protection of the health and safety of workers, including professional risk prevention, information and training activities, as well as the preparation of an organization suitable for this purpose including the means and the necessary resources.

All subjects affected by this Code (internal and external to the organization) must finally respect the following principles, as also provided for by Art. 20 of Legislative Decree No. 81/08:

- They must take care of their own health and safety and that of other people present in the workplace, who may be affected by the effects of their actions or omissions, in accordance with their training, instructions and means provided;
- They must contribute to the fulfillment of the obligations established to protect health and safety at workplace;
- They must observe the provisions and instructions given, for the purposes of collective and individual protection;
- They must correctly use work equipment, dangerous substances and preparations, means of transport, as well as safety devices;
- They must use the protective devices made available to them appropriately;
- They must immediately report the deficiencies of the above-mentioned means and devices, as well as any dangerous conditions of which they become aware, acting directly in case of urgency, within their competences and possibilities, to eliminate or reduce situations of serious and imminent danger;
- They must not remove or modify the safety, signaling or control devices without authorization;
- They must not carry out operations or maneuvers on their own initiative which are not within their competence or which may compromise their own safety or that of other workers;
- They must participate in education and training programs organized by the employer

Finally, it is appropriate to remind all people who in various capacities participate in the Company's activities that:

- every risk situation must be avoided or managed;
- everyone is responsible for his/her own safety and that of others;
- they must avoid any operation that could cause personal or others' harm;
- they must always carefully evaluate the consequences of an action;
- they must respect the internal rules and current Health and Safety regulations;
- they must absolutely avoid acts contrary to the ethical principles of management of company assets;
- they must avoid involving the organization in acts that could lead to the possibility of committing crimes provided for by the legislation on safety and prevention and in particular currently by Legislative Decree No. No. 81/2008, as amended and/or supplemented.

The Company also shows particular sensitivity regarding environmental protection in order to avoid pollution risks associated with carrying out company activity. It has adopted procedures and systems that have allowed it to implement and confirm a Safety Management System, certified by a Third Party in compliance with the ISO 14.001 standard. The Company consequently requires its staff to comply with all legal obligations required by the relevant legislation and undertakes to make its maximum economic commitment in order to reduce emissions and any other polluting factor as much as possible.

Each Recipient must refrain from carrying out his/her activity under the influence of alcoholic or narcotic substances, or which have a similar effect, and from taking such substances during work performance. States of chronic dependence on alcohol and drugs that have an impact on work performance and that can disturb the normal performance of the same will be treated as equal.

As part of its activities, the Company is committed to contributing to the development and well-being of the community in which it works by pursuing the goal of reducing environmental impact through elements of innovation and progress.

## **Article 11. Relations with the Public Administration.**

Relations with the Public Administration are based on maximum transparency and correctness.

In particular, necessary relationships are maintained, in compliance with the roles and functions assigned by law, as well as in a spirit of maximum collaboration with the State Administrations, in Italy or in other Countries.

In all relations with the Public Administration, Public Authorities and Public Bodies, the Company undertakes to fully and scrupulously implement the applicable legislation and regulations and prohibits its employees from giving, offering or promising money or other benefits or from exercising illicit pressure towards public officials, those in charge of public services, managers, officers or employees of the Public Administration or their relatives or cohabitants, to induce them to carry out any act compliant with or contrary to their official duties.

The Company has implemented an Anti-Corruption Code of Conduct, to be considered an integral part of this Code of Ethics.

## Article 12. External Relations

In relations with its Customers, the Company's primary goal is to increase the level of satisfaction and appreciation of its services/products, raising awareness of the needs of customers, including potential ones, and providing them with truthful, accurate, complete and correct information.

Therefore, these relationships are managed according to principles of maximum collaboration, availability, professionalism and transparency, respecting confidentiality and the protection of privacy in order to create the foundations for a solid and lasting relationship of mutual trust.

When choosing its suppliers, the Company bases itself on a careful technical-economic evaluation taking into account the following parameters: product, offer, economic convenience, technical and professional suitability, competence and reliability analysis.

In the presence of continuous supply relationships, the Company maintains relationships committed to the principles of good faith and transparency and respect for the values of fairness, impartiality, loyalty and equal opportunities.

In relations with external consultants, collaborators and agents, the Company adheres to the same principles and selection criteria referred to in items above.

In the event that the Company needs to make use of the professional services of Public Administration employees, as consultants, current legislation must be respected.

In all relationships with its suppliers, customers and consultants/collaborators in any capacity, the Company undertakes to fully and scrupulously implement the applicable legislation and regulations and prohibits its employees from giving, offering or promising money or other benefits or exerting illicit pressure on the natural persons of the Contracting Parties, or on their relatives or cohabitants, to induce them to carry out any act compliant with or contrary to their official duties.

## Article 13. Sponsorships and giveaways

The Company undertakes to sponsor exclusively events that have a cultural, sporting or charitable value.

The Company also undertakes to grant donations exclusively to recognized associations and foundations as well as public and non-profit bodies, which are duly established, in compliance with the provisions of accounting, civil and tax legislation.

## Article 14. Corporate obligations

The Company, while drafting the financial statements and all other corporate communications required by law, observes and asks its employees to:

- comply with the relevant code regulations and accounting principles in force;
- represent the Company's equity and financial situation correctly and truthfully.

Furthermore, the Company prohibits to:

- carry out, outside of cases of legitimate reduction of the share capital, also through simulated conduct, repayments of contributions made by the shareholder or free him/her from the obligation to make them;
- decide on distributions of profits or advances on profits not actually achieved or destined for legal reserves or to distribute unavailable reserves;

- ➔ fictitiously form or increase the capital of the Companies, by allocating shares for a sum lower than their nominal value, to decide on the reciprocal subscription of shares, to significantly overestimate the contributions of goods in kind or credits, or of the assets of the Companies in case of transformation;
- ➔ carry out reductions in share capital, mergers or demergers in violation of the legal provisions protecting creditors;
- ➔ determine, with simulated or fraudulent acts, fictitious majorities in company meetings.

## **Article 15. Obligations and sanctions**

The recipients of the Code, referred to in Art. 2, are obliged to know, observe and respect the principles of this Code, to comply with its behavioral rules and the reference procedures that regulate the functions and responsibilities covered.

Knowledge and compliance with the provisions of the Code represent an indispensable requirement for the purposes of establishing and maintaining collaborative relationships with third parties, towards whom the Company undertakes to disseminate any related information.

All employees and external collaborators are specifically asked to:

- ➔ refrain from behavior contrary to the principles of this Code of Ethics;
- ➔ request third parties with whom the Company comes into contact to confirm that they have read the Code of Ethics;
- ➔ promptly report their superiors or directly to the General Manager, the CEO or the Board of Statutory Auditors any findings or news they have received regarding possible cases or requests for violations of the Code of Ethics;
- ➔ collaborate with the relevant corporate bodies in verifying any violations;
- ➔ take immediate corrective measures when required by the situation and, in any case, prevent any type of retaliation.

Compliance by the Company's employees with the provisions of the Code must be considered an essential part of the contractual obligations pursuant to Art. 2104 of the Italian Civil Code.

The sanctions provided for by the relevant National Collective Bargaining Agreement are applied to employees and managers who violate the provisions contained in this Code, also in consideration of the provisions of the disciplinary system which constitutes an integral part of this Code of Ethics, with all legal consequences also in relation to the conservation of the employment relationship and any request for compensation for damages by the Company.

Violation of the provisions contained in this Code by suppliers, external collaborators and consultants is considered a serious breach by them of the contractual obligations taken over, with all legal consequences.

The sanctions will be imposed by the BoD upon proposal of the Supervisory Body to which all investigative activities are delegated in the case of reports.

The Supervisory Body acts in such a way as to guarantee whistleblowers against any type of retaliation, understood as an act that could give rise to even the mere suspicion of discrimination or penalization.

The confidentiality of the identity of the whistleblower is also ensured, without prejudice to legal obligations.

The Company undertakes to act in compliance with the obligations set out in the Legislative Decree No. 24/2023.

Upon any news of a violation of the Code, an investigative action will be promoted aimed at ascertaining the violation. In particular, during the investigation phase, the employee will first be notified of the charge and will also be guaranteed a suitable reply deadline for his/her defense. Once the violation has been ascertained, the Supervisory Body will propose to the BoD of *CALLIGARIS* SpA the imposition of a disciplinary sanction proportionate to the seriousness of the violation committed.

In the event of violations of the provisions and rules of conduct by members of the BoD and the Supervisory Body, the Supervisory Body must promptly inform its members and those of the BoD of the incident.

The subjects assigned to the information by the Supervisory Body will be able to take the appropriate measures in order to adopt the most suitable measures required by law.

In the event of violation by the Top Management of the measures to protect reports of crime or serious irregularities (whistleblower protection), the sanction for them is revocation for just cause from the position held and the simultaneous obligation of the action of compensation for damages by the Company towards them.

In the event of reports that prove to be unfounded following dismissal or following a final sentence, the whistleblowers is subjected to immediate disciplinary proceedings and the sanction imposed must be dismissal for just cause without notice.