



# Company Code of Ethics

## LIST OF CONTENTS

### 1. Introduction

- 1.1. Company aims
- 1.2. Purposes of the Company Code of Ethics
- 1.3. Recipients

### 2. Ethical principles

- 2.1. Compliance with laws and regulations
- 2.2. Fairness and honesty
- 2.3. Impartiality
- 2.4. Confidentiality
- 2.5. Conflicts of interest
- 2.6. Environmental Protection
- 2.7. Diligence and good faith
- 2.8. Documentation of activities
- 2.9. Competition
- 2.10. Rejection of any form of terrorism, subversion and criminal activities

### 3. Specific codes of conduct

- 3.1. Codes of conduct - Collaborators
  - 3.1.1. Enhancement of human resources
  - 3.1.2. Work relationships
  - 3.1.3. Finance, Administration and Control
  - 3.1.4. Conflict of interests
  - 3.1.5. Gifts and benefits
- 3.2. Codes of conduct - Suppliers
- 3.3. Codes of conduct - Customers
- 3.4. Codes of conduct in relationships with the Public Administration
  - 3.4.1. Legality, fairness and transparency in dealing with the Public Administration
  - 3.4.2. Gifts and benefits
  - 3.4.3. Loans, grants and subsidies
- 3.5. Other stakeholders
  - 3.5.1. Market and competition
  - 3.5.2. Political and trade union organisations
  - 3.5.3. The media
- 3.6. Codes of conduct with reference to Workplace Health and Safety and Environmental Protection



- 3.6.1. Workplace health and safety
- 3.6.2. Environmental protection and food hygiene
- 3.7. Codes of conduct for the protection of Public Trust
- 3.8. Codes of conduct for the protection of the industry, trade and copyright
- 3.9. Codes of conduct relating to the use of computer tools and to data processing
  - 3.9.1. Data and information processing
  - 3.9.2. Use of computer resources
- 3.10. Codes of conduct with regard to Financial Statements, Accounting Books and Corporate Records
  - 3.10.1. Company conduct
  - 3.10.2. Accounting books and corporate records
  - 3.10.3. Conflicts of interest
  - 3.10.4. Bribery among private individuals
  - 3.10.5. Fairness of transactions
  - 3.10.6. Collection and payment procedures
- 3.11. Rules of conduct with regard to money laundering and crimes against the individual

#### **4. Modalities of implementation, control and sanctions**

- 4.1. Communication and training
- 4.2. Implementation and control
- 4.3. Supervisory Body
- 4.4. Observance of the code and reporting
- 4.5. Disciplinary system
  - 4.5.1. Purposes and characteristics of the disciplinary system
  - 4.5.2. Recipients and application criteria
  - 4.5.3. Sanctions



# 1. Introduction

## 1.1. Company aims

ITA, International Tobacco Agency is a leading company in the field of products and services for tobacco shops. It was founded in 1975 and is headquartered in Vascon di Carbonera.

ITA has developed its business in the belief that commercial success is not the most important goal. What truly counts is achieving it in an environment of respect for its vision, according to values that are more relevant than ever: reliability, honesty, humanity, proactiveness, innovation, perseverance and respect – all in the belief that to achieve great objectives, it is essential to take care of every last detail. ITA does not simply wish to provide a service to its stakeholders but rather build relationships with them that promote mutual growth. ITA is a large international business with a familiar touch and this is why it is capable of speaking to the familiar environments of the tobacco shops spread across the whole of Italy.

## 1.2. Purposes of the Company Code of Ethics

The main objective of ITA S.r.l. is to maintain standards of excellence in the sector it operates in; the company promotes ongoing improvement in order to gradually develop its business and increase its visibility and presence throughout Italy and internationally.

ITA S.r.l. firmly believes that focusing on ethics during the conduct of business activities is of key importance for the smooth functioning and credibility of a company towards its shareholders, customers, suppliers and, more generally, towards the entire economic and social context it belongs to.

ITA S.r.l.'s intention is to transform the knowledge and appreciation of the ethical values it relates to into a competitive advantage; for this reason, it has adopted this Company Code of Ethics (hereinafter "Code of Ethics" or also "Code") in order to prevent unlawful and irresponsible conduct and, at the same time, to confirm and fix in a document the principles of fairness, loyalty, integrity and transparency of behaviour and of the way business is run and relationships are held both within the Company and with third parties, upon which it bases its business.

This document, which has been approved by the Board of Directors, endorsed by the Shareholders' Meeting and adopted formally by ITA S.r.l., sets out the ethical principles that must guide the actions of the Code's recipients. It also establishes the behavioural indications and commitments that are expected from the entire organisation, including the people working for the company or those cooperating with it generally and in various areas of interest. These principles, indications and commitments are taken up as a supplement to the ethical obligations inherent to the different professional categories working in and for ITA S.r.l., to existing regulatory provisions and to the contractual agreements established.

The Code of Ethics, therefore, does not intend to thoroughly describe all specific conduct that must be implemented in every possible operational situation. It aims rather to clarify and specify a series of general principles and guidelines that the Code recipients must comply with in performing their work.

In the absence of specific and detailed rules, each recipient has the duty to comply with (or ensure that his/her staff and stakeholders comply with) the behavioural standards and to be fully respectful of the principles laid down in this document and of applicable law provisions.

In setting out its behavioural principles and rules, this Code of Ethics conforms to the indications regarding the administrative responsibility of legal entities set out in Italian Legislative Decree no. 231/2001 as subsequently amended and integrated. On this basis, the Code of Ethics is an integral part of ITA S.r.l.'s Organisation and Management Model, laid down in articles 6 and 7 of the above Legislative Decree.



### 1.3. Recipients

The Recipients of the Code of Ethics are all those who work for ITA S.r.l.: shareholders, directors, supervisory bodies, employees, interns, agents, collaborators and internal and external consultants who contribute to achieving the objectives of the company within the scope of its management and supervision, as well as any party that has contractual relations with ITA S.r.l. (Partners and Suppliers).

Such parties must be acquainted with the contents of the Code of Ethics and contribute to its implementation and to the disclosure of the principles expressed therein in every activity they share and in every relationship they hold with ITA s.r.l.

The Recipients of the Code of Ethics who violate its rules adversely affect the relationship of trust established with the company by causing damage to it and will be subject, therefore, to the sanctions envisaged.

The implementation of the Code of Ethics is the responsibility of the Management Body which avails itself of the corporate structures and, for control purposes, of the Supervisory Body established pursuant to Italian Legislative Decree no. 231/2001 (hereinafter "Supervisory Body").



## 2. Ethical principles

### 2.1. Compliance with laws and regulations

All recipients of the Code of Ethics must consider the compliance of their activities with applicable laws and regulations as a fundamental principle.

ITA S.r.l. ensures an adequate training and awareness-raising programme on compliance with laws and regulations and on the Code of Ethics.

Generally, the recipients undertake to:

- apply the employment contracts and behave fairly towards their collaborators by promoting professional growth and maintaining work safety;
- comply with the provisions of the new Consolidated Safety Act and promote its application;
- behave in a correct and fair manner in their relationships with customers, suppliers and competitors;
- comply with applicable environmental legislation;
- regard the protection of the environment and the prevention of any form of pollution as a continuous commitment;
- maintain relationships with the Public Administration and political parties based on fairness and integrity;
- comply with the application of specific rules and laws in force in their business sector.

In the event of doubts with regard to the topics at issue, the recipients must inform and address their direct manager and the Supervisory Body.

### 2.2. Fairness and Honesty

Pursuing the interest of ITA S.r.l. shall never justify conduct contrary to the principles of fairness and honesty.

The actions, operations and conduct of the people working in or on behalf of ITA S.r.l. must be inspired to safeguarding the company and to fairness, both formally and substantially.

This means that the people working in or on behalf of ITA S.r.l.:

- shall not use the information, goods or equipment provided to them for the performance of their duties for personal ends;
- shall not accept or make any pressures, recommendations or reports that may damage ITA S.r.l., or cause undue advantages for themselves, for the organisation or for third parties;
- shall refuse and not make any undue promises or offers of money or other benefits.

Gifts and presents of modest value are allowed as well as other ordinary and reasonable ordinary entertainment expenses provided they are kept within acceptable limits so as not to compromise the ethical-professional integrity and fairness of the parties and, in any case, provided they are considered customary in relation to the occasion. Consequently, the company rejects any form of benefit or gift received or offered that may be intended as a tool aimed at influencing the independent judgment or conduct of the parties involved.

In dealing with the Public Administration, gifts and entertainment expenses are allowed only within the limits and according to the procedures defined in this document under paragraph 3.4.2.

In the event of doubts with regard to gifts and entertainment expenses, the recipients must inform and address their direct manager and the Supervisory Body.



### **2.3. Impartiality**

The recipients of the Code of Ethics, in full compliance with the principle of good faith, act with impartiality in performing their work, undertaking to guarantee the principle of independence of judgment and the absence of any commercial and financial interest that may lead to biased conduct, favourable treatment or unequal treatment.

In their relationship with counterparties, any form of discrimination based upon age, racial or ethnic origin, nationality, political opinions, religious beliefs, gender, sexual orientation and the state of health of their interlocutors, is prohibited.

### **2.4. Confidentiality**

In compliance with the provisions of law, all recipients guarantee the confidentiality of the information at their disposal, even following any withdrawal or exclusion, in accordance with existing regulations on privacy and data security.

The recipients are prohibited from using confidential information for purposes that are not related to the performance of their professional activities.

More specifically, the information, data and knowledge acquired, processed and handled by the recipients in performing their activities must remain strictly confidential and suitably protected; they cannot be used, released or disclosed, both inside or outside ITA S.r.l., unless in compliance with existing legislation and with corporate procedures.

### **2.5. Conflicts of interest**

In performing their activities, all recipients shall seek to avoid situations that present conflicts of interest, whether real or potential. Possible cases of "conflict of interest" also include, in addition to those defined by law, the case in which a person seeks to satisfy an interest other than that of ITA S.r.l., in order to the gain an advantage for him/herself or third persons.

### **2.6. Environmental protection**

In general, all recipients undertake not to damage the environment and to take part in and promote initiatives regarding environmental topics. In order to strengthen their duty to support environmental protection, all recipients have the obligation to strictly comply with legal requirements and with other environmental and health protection guidelines, and to always hold fair and watchful conduct.

### **2.7. Diligence and good faith**

All recipients must act loyally and in good faith by observing the contractual obligations undertaken and ensuring they fulfil their duties. Furthermore, all recipients are required to be familiar with and to abide by the contents of this Code of Ethics, basing their conduct on respect, cooperation and mutual collaboration.

### **2.8. Documentation of activities**

All the activities, actions, transactions and operations carried out by all recipients must be:



- carried out in compliance with existing regulations, with the highest levels of good governance, with completeness and transparency of information and with legitimacy both formally and substantially, as well as with adequate traceability and documentation procedures;
- carried out in compliance with the instructions, procedures and communications issued and within the limits of the delegations received and the budgets approved by the Board of Directors or its Delegates, as well as being legitimate, coherent and adequate.

Any recipients becoming aware of any omissions, alterations or falsifications of accounting entries or related supporting documents, must immediately inform their manager or the person in charge of the appropriate company department and the Supervisory Body of ITA S.r.l.

## 2.9. Competition

ITA S.r.l. believes in free, loyal and fair competition and directs its actions so as to achieve competitive results that reward capabilities, experience and efficiency.

Any action that can adversely affect the conditions of fair competition is contrary to the company's policy and is forbidden to any person acting on its behalf.

The interest of ITA S.r.l. can in no way justify conduct that is not respectful of existing laws and that does not abide by the rules of this code.

In every external communication, information relating to ITA S.r.l. and its activities must be truthful, clear and verifiable.

## 2.10. Rejection of any form of terrorism, subversion and criminal activities

ITA S.r.l. rejects any form of terrorism, activity aimed at subverting democratic order or criminal conduct. It therefore adopts every measure suitable for preventing the danger of involvement in acts of terrorism, subversion or organised crime.

For this purpose, ITA S.r.l. undertakes not to enter into any business or commercial relationships with persons – whether natural or legal – involved in facts of terrorism, subversion of democratic order or organised crime and not to finance or facilitate any of their activities.

Furthermore, in no case whatsoever shall any of the Directors, Shareholders, Employees or Collaborators of ITA S.r.l. make efforts to induce a person called to make a statement before the legal authorities in criminal proceedings to not make said statement or to make a false statement.



### 3. Specific codes of conduct

All of ITA S.r.l.'s actions and transactions must be adequately recorded and it must be possible for the decision-making, authorisation and performance process to be verified.

There must be suitable documental evidence for each transaction in order to be able to carry out checks, at any time, that confirm the characteristics of and reasons for the operation and identify the individuals who authorised, carried out, recorded and verified the operation itself.

ITA S.r.l. avoids entering into business relationships with third parties that are known or even just reasonably suspected to be involved in criminal activities or terrorism.

#### 3.1. Codes of conduct - Collaborators

##### 3.1.1. Enhancement of human resources

ITA S.r.l. believes that human resources are a strategic factor of fundamental importance for its development. Human resources management is founded upon the respect for each individual's personality and professional expertise.

For this purpose, ITA S.r.l. promotes a working environment which, based on respect, appropriate behaviour and cooperation, encourages its Shareholders, Managers and Collaborators to become involved and take responsibility for the specific objectives to be achieved and the methods adopted to attain them.

The term 'Collaborators' – in a broad sense – refers to:

- individuals who perform, also on a *de facto* basis, functions of management, administration or control within ITA S.r.l. (Directors, Statutory Auditors, Senior Managers, etc.)
- employees, hired in accordance with the regulations and/or provisions of relevant National Collective Labour Agreements;
- all individuals, including agents and business brokers, who, under a mandate contract or other contractual relationship involving the assignment of tasks or powers and/or other agreements, act in the name of and/or on behalf of and/or in the interest of ITA S.r.l.

ITA S.r.l. guarantees equal opportunities to all collaborators on the basis of their professional qualifications and individual abilities, without any discrimination of age, religion, ethnic or geographical origin, and sexual, political or trade union orientation. Therefore, ITA S.r.l. selects, hires, pays and organises its human resources, through its relevant departments, according to merit and skill criteria, in compliance with collective bargaining and with the reward system adopted and marked by criteria of objectivity and reasonableness.

The Manager in charge of personnel recruitment and selection, within the limits of the information available, shall adopt appropriate measures to avoid favouritism, nepotism or forms of clientelism during staff selection and employment.

##### 3.1.2. Work relationships

Personnel are recruited and/or jobs are assigned by way of regular contracts, based on the correspondence between the candidates' profile and their specific skills with respect to the company's expectations and needs. No form of illegal employment is permitted by ITA S.r.l. or by its subsidiaries, Suppliers, Subcontractors and Collaborators. The information requested during the selection and creation of the employment relationship is used strictly for the purpose of verifying the aspects required by the professional profile and psychological skills, and respects the private life and opinions of the candidate.



When commencing their job, collaborators receive complete information on the tasks and activities to be carried out, on contractual and pay aspects, on regulations pertaining to the field of activity, and on the behaviour required to correctly manage the risks associated with business operations and the health and safety of personnel.

The recognition of salary increases or other incentive instruments and the access to higher roles and tasks (e.g. promotions) depend not only on the provisions established by law and by the collective labour agreement, but also on:

- professional merits;
- the results achieved, measured using the internal staff assessment system adopted by ITA S.r.l.;
- the ability to express conduct geared towards ITA S.r.l.'s ethical principles and expressed in this Code.

The working environment is based on reciprocal collaboration and promotes team spirit, and on respect for the moral personality of each person, avoiding any sort of prejudice, intimidation or unlawful conditioning.

All collaborators must act with reasonable care and due diligence in order to be fully aware, within the areas for which they have responsibility, of ITA S.r.l.'s rights and obligations arising from law provisions, contracts or dealings with the Public Administration and cannot adopt any behaviour that may damage ITA S.r.l.'s interests in any way.

All Collaborators must furthermore be responsible for keeping, preserving and defending the assets and resources of ITA S.r.l. which will be entrusted to them during their work and must use them in a proper manner in accordance with the company's interest. ITA S.r.l. requires all of its collaborators to work with the highest standards of quality and safety and to maintain fair and transparent conduct in performing their duties, in compliance with the rules set out in this Code of Ethics, in the Model pursuant to Italian Legislative Decree no. 231/01 and in accordance with the organisational procedures and operational instructions adopted by ITA S.r.l..

More specifically, this conduct must be held with respect to any request received from the shareholders, the Board of Statutory Auditors, other Company Bodies responsible for auditing the accounts and for internal control purposes, and from the independent auditing firm, in exercising their respective institutional functions.

### **3.1.3. Finance, administration and control**

Furthermore, when preparing the accounting documents and figures, in their reports or in other corporate communications required by law and given to the shareholders, the public or the independent auditing firm, as well as when attending to any management-related records, Collaborators must abide by the strictest principles of transparency, fairness and truthfulness.

### **3.1.4. Conflict of interests**

All collaborators must ensure that every decision made within their scope of activities is made in the interest of ITA S.r.l. and is in compliance with the plans and guidelines of the company bodies. Any situation of conflict of interest between personal or family business activities and corporate duties covered must be avoided.

In the event of audits and inspections by the competent public Authorities, Collaborators – in respect of their specific skills – must provide utmost availability and cooperation, without hindering the work of the inspection and auditing bodies in any way.

### **3.1.5. Gifts and benefits**

Acts of business courtesy, such as gifts or forms of hospitality, are allowed provided that they have been duly authorised in advance and that they are of modest value, and in any case that they are not interpreted in the eyes of an impartial observer as aimed at attaining an advantage, not necessarily of an economic nature, in violation of mandatory laws, of regulations and of the principles of this Code.

It is forbidden to offer, either directly or indirectly, gifts and benefits (money, objects, services, favours or other benefits) not directly connected to normal courtesy relations, to third parties, private individuals or representatives of



the Public Administration. More specifically, it is forbidden to offer money to public officers – either Italian or foreign – or to their relatives for the purpose of influencing their independence of judgement.

In particular, collaborators – as better specified in point 3.10.4 below – shall not make or refuse to make any payments that may be considered unlawful conduct in violation of laws, of regulations and of the principles of this Code.

Collaborators who receive gifts or benefits that are not of modest value, or receive pressure to provide gifts and benefits that are not of a modest value, must immediately inform the Company's Supervisory Body, which shall take the appropriate measures together with the Company's Management Body.

### 3.2. Codes of conduct - Suppliers

Relationships with suppliers, including those of a financial and consulting nature, are subject to the principles contained in this Code and constantly undergo careful monitoring by ITA S.r.l.

I.T.A. S.r.l. only uses suppliers that operate in compliance with legislation in force and the rules set out in the Code.

ITA S.r.l. informs its Suppliers that it adopts the Model pursuant to Italian Legislative Decree no. 231/01 and this Code of Ethics, the knowledge and observance of which are an express contractual obligation. Recipients carrying out any purchase of goods and/or services must always act in accordance with the principles of fairness, cost-effectiveness, quality and legal compliance, and work with reasonable care and due diligence.

The selection of suppliers and determination of purchasing conditions are based on formalised procedures and an objective evaluation of quality, of the price of the goods and services offered, and the ability to promptly supply and guarantee services and products fit for satisfying the needs of ITA S.r.l.. A supplier must never be chosen over another due to personal relations, favouritism or other advantages, other than those that are exclusively of interest and benefit to ITA S.r.l.

It is also forbidden to make payments to external collaborators which are not justified by the type of task to be performed and by applicable local procedures.

In performing its business relationships, on the basis of public and/or available information, ITA S.r.l. undertakes:

- not to enter into business relationships with subjects involved in illegal activities, especially connected to the crimes detailed in Italian Legislative Decree no. 231/2001 and, in any case, with entities lacking the necessary business requirements;
- not to enter into financial and business relationships with subjects that, even indirectly, impede human development and contribute to violating basic human rights, and in general with subjects lacking the necessary prerequisites of seriousness and business reliability;
- avoid transactions with Companies that violate workplace Health and Safety regulations and/or standards and environmental protection laws.

The remuneration to be paid to its Suppliers must be based exclusively on the service indicated in the contract and the payments shall be made to the contractual party alone and only in the country to which the contractual parties belong. Suppliers of machinery and equipment must be selected also on the basis of compliance of the supplies with workplace health and safety regulations.

The supplies of personal protective equipment and in any case of general safety and prevention devices must comply with certification and suitability requirements, both general and specific, in relation to the expected use.

Before entrusting activities to third parties which have to be carried out inside the Company's facilities or which are phases of the production process, under contracts for the supply of goods and services, the professional qualification of the third party is verified, in response to specific law requirements regulating workplace health and safety.

ITA S.r.l. undertakes to comply with any intellectual property rights owned by suppliers and third parties on materials, products, processes and projects used by ITA S.r.l. to carry out its activities.



It is forbidden to offer, either directly or indirectly, gifts and benefits (money, objects, services, performances, favours or other benefits) that are not directly connected to normal courtesy relationships, to third parties and private persons.

### **3.3. Codes of conduct - Customers**

ITA S.r.l.'s business is oriented towards its customers' satisfaction and protection, paying attention to those requests that may improve the quality of the products and services provided.

In its relationships with customers, ITA S.r.l. ensures fairness and transparency in its business dealings and when undertaking contractual obligations, as well as the accurate and diligent fulfilment of its contractual obligations, taking care that the products and services it provides have all the characteristics and qualities promised and declared to its customers.

When conducting business with customers, the Recipients of the Code of Ethics must apply suitable conditions for each kind of customer, establishing identical treatment for those customers that find themselves in similar conditions and in any case in line with market practices typical of the sector.

The quality of the conditions offered must not be affected by factors connected to any personal relationships between the employees or representatives of the company's top management and the customers.

ITA S.r.l. undertakes to respect the right of consumers not to receive products harmful to their health and physical integrity and to receive full information about the products offered to them.

Recipients have the obligation, therefore, to provide accurate and exhaustive information about the products and services, and behave truthfully in advertising or other types of communications, in order to allow both customers and consumers to make informed choices.

### **3.4. Codes of conduct in relationships with the Public Administration**

#### ***3.4.1. Legality, fairness and transparency in dealing with the Public Administration***

In dealing with the Public Administration, the company adopts an approach based on utmost transparency and fairness, as well as on respect for legality.

To this end, ITA S.r.l. shall avoid, as far as possible, charging one single individual with the task of handling relationships with the Public Administration, based on the idea that the presence of several interlocutors and departments can minimise the risk of interpersonal relations that are inconsistent with ITA S.r.l.'s requirements. In keeping with the above principle, in relationships of an inspective and authorising nature, ITA S.r.l. shall favour the presence of several company contacts, again based on the idea that this will make it possible to minimise the aforementioned risk.

When dealing with public officers, conduct that improperly influences the decisions of the other party shall not be engaged in, either directly or indirectly. In particular, it is forbidden to offer employment and/or business opportunities that may advantage Public Administration employees, even indirectly.

In the event that ITA S.r.l. uses a consultant to represent it or receive technical-administrative assistance in its relationships with the Public Administration, these parties must comply with the instructions given to company employees. In choosing its consultants, ITA S.r.l. shall favour professionalism and fairness criteria, assessing very carefully any work relationships established with persons who have been hired by the Public Administration or who are relatives of public officers.

#### ***3.4.2. Gifts and benefits***

The company condemns any behaviour, engaged in by any person, consisting in promising or offering, directly or indirectly, gifts and benefits (money, objects, discounts, services, performances, favours or other benefits) to Italian or foreign Public Officers and/or Public Service Representatives, or to their relatives, and which can result in an illegal or



undue interest and/or benefit for the company. This behaviour shall be regarded as an act of corruption regardless of whoever engages in it.

Specifically, it is forbidden to promise and/or offer any gift and/or benefit whatsoever to:

- obtain more favourable treatment with regard to any relationship held with an Italian or foreign Public Administration;
- convince Italian or foreign Public Officers/Public Service Representatives to use their influence on other parties belonging to an Italian or foreign Public Administration.

Gifts or acts of courtesy and hospitality offered to Public Administration representatives are allowed only insofar as their modest value does not compromise the integrity, independence and reputation of either one of the parties.

### **3.4.3. Loans, grants and subsidies**

All requests for funds, grants, loans and concessions to national or EU public bodies must be made in compliance with applicable regulations and, in particular, with the principle of the separation of duties, recording and accurate documentation; once disbursed, they can be used solely for the purpose for which they have been allocated.

The Recipients of the Code of Ethics are strictly prohibited from:

- issuing untrue statements or false documents, or omitting information due to local, regional, national or EU Public Bodies and Entities in order to receive public funds, grants or loans, or to acquire concessions, authorisations, licences or other administrative benefits;
- for the same purposes, representing in an artificial manner to Public Body representatives facts, situations and conditions that do not correspond to reality;
- allocating sums received from local, regional, national or EU public Bodies and Entities, in the form of funds, grants or loans for purposes other than those to which they were assigned;
- giving or promising to Public Body representatives money, goods or other benefits in order to unlawfully acquire services or other contracts for ITA S.r.l., obtain loans, acquire or maintain certifications and authorisations or successfully pass a test or evaluation.

## **3.5. Other stakeholders**

In addition to the stakeholders already considered, ITA S.r.l. maintains relationships with other parties or entities with respect to which it has defined the following rules of conduct.

### **3.5.1. Market and competition**

ITA S.r.l. is committed to ensuring maximum competitiveness on the market and, consequently, develops its own business policy in strict compliance with all laws and regulations on competition currently in force.

ITA S.r.l. believes in free and fair competition and focuses its actions towards obtaining competitive results that reward capability, experience and efficiency.

Any action aimed at changing the conditions of fair competition is contrary to ITA S.r.l.'s company policy and is forbidden to any individual acting on its behalf.

ITA S.r.l.'s interest can in no way justify conduct that does not comply with applicable laws and is not in keeping with the rules of this code.

Shareholders, Employees, Managers and Collaborators must not implement behaviour that is contrary to fair and proper competition between companies.



Business relationships with Customers and Principals must be based on principles of honesty, transparency and good faith. In formulating the contractual arrangements, ITA S.r.l. must guarantee that the clauses are set out in a clear and comprehensible manner, ensuring equal conditions between the parties.

ITA S.r.l. takes all necessary steps to fight the crimes of money laundering, receiving of stolen goods and use of money, goods or benefits of unlawful origin. The Directors, Managers, Shareholders, Employees and Collaborators of ITA S.r.l. have in any case the obligation to comply with and apply Italian and EU anti-money laundering laws and to report to the competent Authority any situation that may constitute an offence of this kind.

### **3.5.2. Political and trade union organisations**

Any relationships with political and trade union organisations are reserved to company departments authorised to establish and deal with such relationships on the basis of the company duties assigned to them and of the provisions of the service orders and the procedures currently in force.

### **3.5.3. The media**

Information pertaining to ITA S.r.l. and directed to the mass media may be disclosed only to company departments authorised to do so, in compliance with applicable protocols and procedures. In the event that Collaborators are requested to give information or interviews, they must inform the competent department and receive specific authorisation in advance to do so. In any case, communication outside the company of data or information must be truthful, transparent and must reflect the image and strategies adopted by ITA S.r.l..

## **3.6. Codes of conduct with reference to Workplace Health and Safety and Environmental Protection**

### **3.6.1 Workplace health and safety**

ITA S.r.l. endeavours to provide its employees and collaborators with working environments for carrying out their work activities which are suitable for safeguarding their health, safety and physical and moral integrity, in compliance with applicable laws and regulations. It promotes responsible and safe behaviour and takes all safety measures required by changes in technology to ensure a safe and healthy working environment, for the specific purpose of preventing and avoiding the crimes of manslaughter and serious or grievous bodily harm that have been committed as a result of failure to comply with accident prevention and workplace health and safety regulations. ITA S.r.l. observes all of the legal obligations under art. 30 of Italian Legislative Decree no. 81/2008 (Consolidated Safety Law).

In this regard, ITA S.r.l. ensures that functions are in place and have been assigned to managers with the necessary technical skills and powers to perform risk verification, assessment, management and control activities.

Employees, consultants and collaborators are forbidden to engage in conduct that, taken individually or collectively, falls under, either directly or indirectly, the offences committed in violation of Accident Prevention and Workplace Health and Safety Regulations (under art. 25-*septies* of the Decree).

Specifically, ITA S.r.l. undertakes to:

- implement every initiative suitable for preventing and minimising risks to the health and safety of employees and third parties working for ITA S.r.l.;
- ensure ongoing conformity to health and safety legislation;
- develop training and information programmes for employees in order to promote their empowerment and their awareness of Health and Safety;
- monitor actual application of company procedures on the protection of workplace health and safety;
- promote information activities for external companies to which work/service contracts may be assigned, in order to ensure that they adopt suitable conduct with regard to workplace Health and Safety;



- guarantee compliance with the law on work organisation, especially with regard to working time and daily and weekly rest periods of employees.

Any inadequacies or shortcomings noticed relative to the work places, equipment or personal protection devices provided by ITA S.r.l. or, in any case, any other dangerous situation concerning workplace health and safety, must be immediately reported in a suitable manner to the persons in charge (Health and Safety Manager, Workers' Safety Representative and Supervisors) and/or to the Supervisory Body.

ITA S.r.l. plans prevention activities, aiming to achieve an integrated system which combines technology, organisation, working conditions, social relationships and the influence of the working environment.

The Recipients of the Code, especially the Employer and any of his delegates and sub-delegates, Senior Managers, Supervisors, Workers, Health and Safety Manager, Company Physician and Workers' Safety Representative, contribute to the process of risk prevention and health and safety protection for themselves, their colleagues and third-parties, without prejudice to the obligations and individual liabilities under the provisions of applicable laws.

Within the scope of the company's activities, there is a general ban on the use of alcoholic substances or drugs.

It is also forbidden to smoke in the workplace.

### **3.6.2 Environmental protection and food hygiene.**

The environment is a primary asset for the community which ITA S.r.l. wishes to protect. To this end, it plans its activities by seeking a balance between economic and environmental needs, in compliance with the provisions of applicable laws and regulations, and ensuring maximum cooperation with the Public Authorities in charge of verifying, supervising and protecting the environment.

In carrying out their work, the Recipients of this Code contribute to fully protecting the environment. In particular, they shall pay careful attention to ensure that applicable legislation is complied with and that illegal discharges, emissions, immissions and spills are avoided. Company waste management is managed in compliance with provisions in force.

When marketing food, ITA S.r.l. only uses products that meet applicable EU, national, regional and local legislative and regulatory requirements. The company ensures ongoing compliance with legislation by carrying out periodical interventions and checks, as set out in the company's manuals and self-monitoring plans.

### **3.7. Codes of conduct for the protection of Public Trust**

It is forbidden for ITA S.r.l.'s Managers, Shareholders, Employees and Collaborators to put into circulation counterfeited or altered bank notes, coins, public credit cards and revenue stamps.

All those who, in performing the duties assigned to them within the company, make and/or receive payments in cash must comply with the provisions of the company's internal procedures.

If they receive any money, bank notes, public credit cards or revenue stamps about whose authenticity they have doubts, they must immediately inform the relevant corporate bodies, which shall report the matter to the competent authorities and, if necessary, to the Supervisory Body, if it becomes necessary to ascertain whether the fact may have been caused by possible violation of ITA S.r.l.'s procedures.

The same conduct must be engaged in also by whoever, casually or otherwise, receives knowledge of behaviour that may damage the company either during or on the occasion of the performance of their work within ITA S.r.l.



### **3.8. Codes of conduct for the protection of the industry, trade and copyright**

ITA S.r.l. undertakes to ensure compliance with legislation on the protection of fair trading and has as its key principle compliance with the prohibition – required by law – from trading products that due to their origin, provenance, quality or quantity are different to those declared or agreed upon, or are not genuine.

ITA S.r.l. also undertakes not to use and trade products bearing a counterfeited or altered mark regarding the product's origin, provenance and composition.

Furthermore, ITA S.r.l. undertakes to ensure compliance with legislation on the protection of trademarks, patents, industrial designs and other distinctive signs and to observe current copyright regulations.

Additionally, ITA S.r.l. undertakes not to use works protected by the rights of others in the absence of suitable permission from the author.

ITA S.r.l. undertakes to comply strictly with copyright regulations and the obligations on the protection of intellectual property rights.

It specifically prohibits Managers, Shareholders, Employees and Collaborators from:

- publishing articles or other works protected by copyright on the company's website;
- photocopying, duplicating and diffusing parts of texts (books or articles) protected by copyright;
- using texts, images or videos protected by copyright for the company's promotional purposes;
- diffusing music publicly or showing videos and films (or parts thereof) publicly which are protected by copyright during public events organised by ITA S.r.l. or its operating units.

ITA S.r.l. also undertakes to use symbols, logos, trademarks and/or identifying marks of other organisations, bodies and/or institutions only if it has received explicit authorisation and only within the limits and in the form detailed in the authorisation.

ITA S.r.l.'s logos and identifying marks (foremost its headed paper) must be used in an appropriate manner, in line with ITA S.r.l.'s needs and interests.

### **3.9. Codes of conduct relating to the use of computer tools and to data processing**

#### ***3.9.1. Data and information processing***

ITA S.r.l. takes suitable measures to ensure the correct use of computer and/or data transmission services, in order to ensure the integrity and authenticity of the processed data, for the protection of ITA S.r.l.'s interests and those of third parties.

ITA S.r.l. undertakes to protect privacy and ensure confidentiality when processing the personal data in its possession, with special attention to sensitive data, in compliance with the provisions of legislation in force. Information and sensitive data regarding personnel or other stakeholders are acquired, processed and stored according to established procedures, aimed at ensuring that unauthorised individuals do not gain knowledge of them.

In particular, all of the data and information submitted to the Public Administration must be truthful, accurate, transparent and complete, and must be issued and disclosed according to the company's organisational procedures and related authorisation flows.

The Company is committed to protecting all of the company's data and information (including commercial data, projects, tests, samples and checks); all recipients therefore are strictly prohibited from disclosing such data and information to third parties unless they are already in the public domain or can be easily accessed by sector experts and operators.

#### ***3.9.2. Use of computer resources***



With regard to the use of computer systems, all employees are responsible for the security of the systems they use and are subject to applicable regulatory provisions and to the conditions of the licence contracts.

Without prejudice to the provisions of civil and criminal laws, the improper use of corporate assets and resources includes their use for purposes other than those pertaining to the employment relationship and those set out in personal data processing documents, as required by law and/or, in any case, prepared and adopted by ITA S.r.l., also with regard to the use of IT tools and the Internet.

Employees, members of the company bodies and collaborators undertake not to use the computer assets or equipment, as well as any other information they receive in the course of their duties, for private interests or purposes.

It is therefore forbidden and entirely alien to ITA S.r.l. to improperly use computer tools that may lead to committing acts constituting abusive access to a third party's computer or data transmission system, tapping, unlawful obstruction or interruption of computer or data transmission communications, damaging of information, data and programmes, whether private or used by the State or other public body or by any public utility and the damaging of both private and public utility computer or data transmission systems.

The following is strictly forbidden: the unlawful possession and diffusion of access codes to computer or data transmission systems, the diffusion of equipment, devices or computer programmes aimed at damaging or shutting down a computer or data transmission system, and the installation of equipment designed to intercept, prevent or disrupt computer or data transmission communications.

All the data and information stored in the company's computer and data transmission systems, including emails, are owned by the Company and must be used solely for carrying out company activities, in the manner and according to the limits indicated by the Company.

### **3.10. Codes of conduct with regard to Financial Statements, Accounting Books and Corporate Records**

#### **3.10.1. Company conduct**

ITA S.r.l. believes that company conduct must always comply formally and substantially with the provisions of law, protecting the freedom of shareholders' decisions, maintaining transparent and reliable conduct, even towards its creditors, protecting the integrity of the share capital and of the non-distributable reserves, and adopting a corporate approach ensuring the highest levels of cooperation with the Authorities charged with carrying out controls and/or inspections.

When carrying out company activities or activities that affect the company's activities, even indirectly, the Recipients of this Code must avoid any form of association which could be in any way instrumental to committing an offence.

#### **3.10.2. Accounting books and corporate records**

The Company condemns any behaviour aimed at altering the accuracy and truthfulness of the figures and information contained in the Company's financial statements, reports and other corporate notices required by law and provided to the shareholders, the general public and the auditing firm.

The parties called to prepare the above documents are required to assess, with due diligence, the accuracy of the figures and information to be used for preparing the above documents.

The Company adopts suitable administrative and accounting procedures which ensure easy and immediate control with respect to:

- compliance with the "National Accounting Standards and with the rules provided by the Italian Accounting Board (OIC)" issued by the specific committees set up by the *Consigli Nazionali dei Dottori Commercialisti e Ragionieri* (National Council of Accountants and Tax Advisers), as well as of international accounting standards;



- compliance, by the individuals assigned to special particular duties, with the content of the relevant proxies and/or powers of attorney;

The bodies responsible for drawing up the financial statements and other corporate communications shall carry out their activities in compliance with the procedures referred to in the organisational model, working in accordance with the principles of fairness and good faith and acting with reasonable care and due diligence. They must also avoid any situations, including potential situations, that may involve a conflict of interest in the performance of their duties.

It is forbidden to engage in any behaviour aimed at causing damage to the integrity of corporate assets.

It is forbidden to perform any act, either simulate or fraudulent, aimed at influencing the will of the members of the shareholders' meeting in order to form a majority irregularly and pass a different resolution.

All of the steps of the shareholders' meeting, such as convening the shareholders and lodging the documents considered suitable for the approval of the resolution by the shareholders, must be carefully checked. It is forbidden to spread false information either inside or outside the Company, regarding the Company itself, its employees, collaborators and third parties working for it. The managing director, senior managers, collaborators and employees must treat as confidential all the information and documents acquired in the performance of their duties and must not use them for their own benefit.

The individuals in charge of submitting documents and information, during audits and inspections by competent Public Authorities, must base their conduct on principles of good faith and fairness, since they are required to carry out their task with reasonable diligence. They must also have an attitude of utmost willingness to cooperate with the inspection and control authorities.

Under no circumstances may the functions of the Public Supervisory Authorities, which come into contact with the Company through their institutional duties, be obstructed.

### **3.10.3. Conflicts of interest**

The Recipients of the Code of Ethics must avoid any situations and activities in which a conflict of interest may arise, either real or only potential, between their personal economic activities and the role they cover within the structure they belong to.

It is forbidden to pursue personal interests to the detriment of company interests and to make unauthorised use of the company's assets; without prejudice to the above, Directors are not allowed to hold direct or indirect interests in competing companies, client companies, suppliers or companies entrusted with the certification of accounts, unless the Supervisory Body is notified in advance, which will therefore monitor and inform, where appropriate, the Management Body.

Each director must inform the other directors and the Board of Statutory Auditors of any interest that he/she has, either directly or on behalf of third parties, in a particular transaction of the company, providing details of the nature, conditions, origin and significance of the transaction. In the case of the Managing Director, he/she must also refrain from performing the transaction, delegating it to the Board of Directors. In these cases, the Board of Directors must adequately motivate the reasons and convenience of the transaction for the company in its resolutions.

### **3.10.4. Bribery among private individuals**

In full accordance with the aforementioned principles, ITA S.r.l. undertakes to prevent and hinder any form of maladministration connected to deviation from good business performance.

To this end, ITA S.r.l., in full compliance with the provisions of art. 2635 of the Italian Civil Code under the heading "Bribery among private individuals" pursuant to art. 25-ter letter s-bis of Italian Legislative Decree no. 231/01, condemns any conduct intended to alter the fairness and transparency of trade relationships between companies and specifically prohibits Recipients from giving or promising money or other benefits to directors, general managers, senior managers in charge of drawing up accounting and corporate documents, Statutory Auditors and the liquidators



of other companies so that they perform or omit to perform acts, in violation of the obligations pertaining to their office or of the obligations of trustworthiness, in order to obtain an advantage for the Company. The incriminating reasoning of the regulation may be identified in the need to suppress forms of maladministration connected to deviation from good company performance (e.g. a Sales employee gives or promises money or other benefit to the Sales Officer of another company so that the latter will choose its company as supplier, charging the cost of the benefit or money given or promised onto the price).

### **3.10.5. Fairness of transactions**

All the operations and transactions, in the broader sense of the word, must be authorised and recorded in compliance with the principles of fairness, honesty and impartiality. The company's collaborators must work with due diligence in order to ensure that the activities they carry out are supported by authorisation procedures and by documentary and/or computer evidence.

The Company promotes the principle of fair conduct in business activities. Conduct which favours – even with the cooperation, if any, of third parties – money laundering, receiving of stolen goods and use of goods or utilities of unlawful origin, both at national or international level, is forbidden.

### **3.10.6. Collection and payment procedures**

Collections and payments must be made preferably by bank transfers and/or cheques, where possible; collections and payments made in cash must always be documented.

## **3.11. Rules of conduct with regard to money laundering and crimes against the individual**

ITA S.r.l. recognises the key importance and value of the principles of democratic order and freedom of political choice. For this reason, it condemns the use of its resources for financing and executing any activity intended to achieve terrorist objectives or subversion of democratic order.

The Company condemns any conduct whatsoever that may constitute or be connected to transnational offences related to criminal association, including mafia-type criminal association, money laundering, receiving of stolen goods and use of money, goods and other utilities of unlawful origin.

In particular, the Company undertakes:

- to check the regularity of payments to all counterparties, also by checking that the party named in the order and the party collecting the relevant sums are the same;
- to ensure that the financial flows regarding its dealings with both direct points of sale and affiliates are checked;
- to check that all necessary information about the business/professional reliability of suppliers, consultants and partners is requested and obtained.

ITA S.r.l., furthermore, recognises that protecting the safety of people, liberty and respect for the individual is a priority value. For this reason, within the scope of current legislation, it is committed to taking the most suitable control and inspection measures in order to prevent any possible behaviour aimed at committing crimes against the person and only uses suppliers that adopt the same measures and behaviour.

All collaborators, customers or suppliers that, in performing their activities, have knowledge of the commission of acts or behaviour as described above must immediately inform ITA S.r.l., their managers and the Supervisory Body.



## 4. Modalities of implementation, control and sanctions

### 4.1. Communication and training

The Code of Ethics is brought to the attention of the interested parties, both inside and outside ITA S.r.l., by means of specific communication activities.

Internally, adequate knowledge and understanding of the Code of Ethics by all personnel is ensured through information and training programmes that are defined according to the rules established by the company's Organisation, Management and Control Model, of which the Code of Ethics is an integral part.

It is the responsibility of each employee to refer to his/her manager for any matters regarding the interpretation or application of the rules of conduct set out in this Code of Ethics.

### 4.2. Implementation and control

In accordance with current legislation and with regard to the planning and management of corporate activities aimed at efficiency, fairness, transparency and quality, ITA S.r.l. takes suitable organisational and management measures to prevent illegal conduct or conduct that is in any case contrary to the rules of this Code by any individual acting on behalf of the Company.

Based on the structure of its activities and internal organisation, ITA S.r.l. may also adopt a system for delegating powers and duties, in order to assign specific tasks to persons with appropriate abilities and competencies.

The company adopts and implements organisation and management models that include suitable measures to ensure that activities are performed in compliance with the law and the rules of conduct of this Code, and to promptly discover and eliminate any situations of risk.

The application of the Code of Ethics is charged to the Chairman of the Board of Directors, who is assisted by the Supervisory Body, specifically constituted pursuant to Italian Legislative Decree no.

231/2001, which is entrusted with the following tasks:

- monitoring observance of the Code and its disclosure to all Recipients;
- verifying every report of violation of the Code and informing the company bodies and competent departments of the results of the verifications, so as to adopt any disciplinary measures;
- proposing changes to the contents of the Code in order to adjust it to the evolving context in which the Company operates and to the needs arising from the changes in its organisation.

### 4.3. Supervisory Body

The Code of Ethics represents a fundamental general principle of the Organisation, Management and Control Model adopted by ITA S.r.l.. The body that has the task of monitoring the correct and prompt application of the Model and compliance of the principles of this Code of Ethics is the Supervisory Body, which duly acts in coordination with ITA S.r.l.'s competent bodies and departments.

In exercising its duties, the Supervisory Body has free access to corporate data and information deemed useful for the performance of its activities.

The corporate bodies and their members, the HACCP Team, the employees, consultants, collaborators and the third parties acting on behalf of ITA S.r.l. must ensure utmost cooperation in order to encourage the performance of the Supervisory Body's duties.

### 4.4. Observance of the code and reporting



The company bodies and their members, the HACCP Team, the employees, consultants, collaborators and the third parties acting on behalf of ITA S.r.l. must immediately report to the Supervisory Body:

- any violations or inducement to commit violations of laws or regulations, provisions of this Code of Ethics, internal procedures and parts of the Model;
- any irregularity or negligence in the keeping of the accounting records, in the preservation of relevant documentation and in the fulfilment of accounting or internal management reporting obligations;
- any requests for clarifications regarding the assessment of the fairness of their own conduct or the conduct of others, as well as possible shortcomings of this Code of Ethics and proposals to modify and/or integrate the Code of Ethics.

In order to facilitate reporting to the Supervisory Body by persons who acquire knowledge of violations or potential violations of the Model, ITA S.r.l. shall set up the following dedicated communication channels:

- email address (odv@itagency.it)
- Supervisory Body P.O. box at ITA S.R.L., via G. Bortolan 28, Vascon di Carbonera (TV)

Reports are kept by the Supervisory Body according to the modalities indicated in its Regulations. Confidentiality of the person reporting the violation is ensured, except for legal obligations.

## 4.5. Disciplinary system

### 4.5.1 Purposes and characteristics of the disciplinary system

The adoption by ITA S.r.l. of a specific disciplinary system, pursuant to Italian Legislative Decree no. 231/01, to suitably punish the failure to comply with the indications set out in the Organisational Model pursuant to Italian Legislative Decree no. 231/01 and in the Code of Ethics, of which it is an integral part, aims at:

- ensuring actual implementation of the Organisational Model, including the Code of Ethics;
- enhancing the efficacy of the Supervisory Body's action.

The application of ITA S.r.l.'s disciplinary system, for the above purposes, and of the relevant sanctions is independent of the course and outcome of any legal proceedings initiated by the Judicial Authorities in the event that the conduct to be punished constitutes one of the offences set out in Italian Legislative Decree no. 231/01. The provisions of the Organisational Model and the Code of Ethics are adopted by ITA S.r.l. in full autonomy.

### 4.5.2 Recipients and application criteria

All the recipients of the Organisational Model and the Code of Ethics are subject to ITA S.r.l.'s disciplinary system, pursuant to Italian Legislative Decree no. 231/01, and specifically:

- Shareholders and working members;
- Employees;
- Voluntary workers and Interns;
- Top Managers;
- Directors and Statutory Auditors;
- agents, business brokers and all parties that have contractual dealings with ITA S.r.l. (Collaborators, Partner Organisations, Consultants, Suppliers and Contractors);
- Supervisory Body members.

ITA S.r.l. informs all of its recipients that it has set up a disciplinary system, making it available in individual areas on the company intranet.



Sanctions are applied according to the principle of graduality which takes account of the seriousness of the offence and takes into consideration the characteristics of the legal status of the person against whom action is being taken.

More specifically, sanctions are applied on the basis of the following criteria:

- the level of intentionality of the violations committed;
- the level of negligence, imprudence or unskillfulness related to the violations committed;
- any cases of repeated offences or commission of several offences;
- the extent and seriousness of the consequences arising;
- the overall conduct of the person committing the violation;
- the type of tasks and duties assigned to the person;
- the position held by and/or the responsibilities entrusted to the person;
- the type of contractual relationship between the person and ITA S.r.l.

#### **4.5.3 Sanctions**

Violation of the provisions of this Code of Ethics shall constitute a disciplinary offence and breach of the contractual obligations of the employment relationship or professional collaboration work relationship, with all consequent legal and contractual effects, also in accordance with articles 2104 and 2105 of the Italian Civil Code; this may also represent just cause to revoke directors and statutory auditors.

With regard to employees, the company shall be entitled, therefore, to apply the disciplinary sanctions referred to in the National Collective Labour Agreements, as well as those laid down in the Organisation, Management and Control Model pursuant to Italian Legislative Decree no. 231/2001, adopted by ITA S.r.l. and to which reference may be made for details on the disciplinary system. Should the violation of the ethical rules be committed by an independent worker, supplier or other party that has contractual relationships with ITA S.r.l., the sanction envisaged is the termination of the contract, as established by the express termination clauses set out in the supply, contract or collaboration contracts.