

# Itema Group

## Code of Ethics

*Implementing Legislative Decree no. 231 of 8 June 2001, regulating the administrative liability of legal entities, companies, and associations, including those without legal personality, pursuant to art. 11 of Law no. 300 of 29 September 2000*

Version	Date	Amendment's detail
V. 01	31.03.2022	First draft of the Code, as approved by the Company's Board of Directors



*Textile Machinery*

itema itematech

*Industrial*

 LAMIFLEX®  SCHOCH

*Innovation and Solutions*

itemalab 

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## COMPANY PROFILE

**Itema Group** (hereinafter also referred to as “**Group**” or “**Itema**”) is one of the world's leading producers and suppliers of weaving machines and complementary products for the weaving industry; it was originated from the merger of top players in the global textile industry, such as Somet, Vamatex and Sulzer Textile.

The current corporate structure has a long tradition behind it: it was born in 1967 with Somet Meccanica Tessile S.p.A., Company founded by Gianni Radici and partially owned by Rossi, Pezzoli and Arizzi families, operating in the mechanical-textile sector, more specifically in the production of weaving machines.

During the 80s and 90s, the Company experienced a period of great development, and, through important partnerships and acquisitions, it progressively expanded, acquiring other companies and branches of companies that had been operating in the same sector for a long time, including one of the world's leading manufacturers of yarn finishing machinery.

The 2000s witness an internal reorganization of the Group and the opening of important subsidiaries in China – in 2002, and in India – in 2003. In 2011, as a strategic decision, Itema is chosen to be the sole brand and new weaving machine models are launched on the market, which determine the Company's success in the years to come.

A new chapter in Itema's history opened in 2017, with the acquisition of a company operating in the production of accessories for the mechanotextile industry, an expansion that continued in the following years with new acquisitions in Italy, Europe and around the world, leading to the Group's current structure.

The current structure, as set in the corporate organizational chart, includes Italian and foreign companies, as fully described in the corporate financial statements.

The present Code of Ethics (hereinafter also the “**Code**”), born from the experience of Itema S.p.A.’s 2013 code, was adopted on 31 March 2022 as a single document for the entire Group, including the holding Company. For this reason, all Companies directly or indirectly subject to the control of Itema S.p.A. are required to accept and respect its contents, as well as to request compliance with it from their internal and external stakeholders.

## 1. INTRODUCTION: THE CONCEPT OF ETHICS AND THE CODE OF ETHICS OF ITEMA

Ethics can be defined as the set of moral and behavioural norms of an individual or a group, with reference to specific historical and geographical situations. Transferring this concept to the world of business, it can be considered "ethical" any behaviour in line with the principles and values of a company, which integrates economic objectives with aspects of healthy and fair competition, creating and maintaining a constructive and respectful relationship with stakeholders inside and outside the company, excluding behaviours harmful to the market and opportunistic ones.

The Code of Ethics is a document that aims to define, formalize, and share the set of ethical values that inspire the Group: its observance by the Addressees is an essential element to ensure the proper functioning, reliability, and reputation of the Group itself.

The purpose of drafting and dissemination of the Code of Ethics is to share its values with the entire personnel of the Group and with third parties, interacting with the Companies of the Group, in order to identify standards of conducts are binding for all internal or external subjects operating with the Group, regardless of their role and hierarchical position. Itema undertakes to respect and enforce the Code, which represents a primary instrument of corporate ethics.

The draft of a Code of Ethics also contributes to the implementation of an effective activity of prevention, detection and contrast of violations of laws and regulations applicable to the Group's sector of operation. The evidence of such activity may contribute to the recognition of an exempting condition for the Company, from liability for the commission of crimes. The Code is an integral part of the Organization, Management and Control Model (hereinafter also referred to as the "**Model**" or "**Model 231**"), defined to prevent the crimes provided for in Legislative Decree 231/01 (hereinafter also referred to as the "**Decree**") and related regulations considered relevant in the context of the Group's activities.

## 2. ADDRESSEES

The present Code applies to the members of the Board of Directors, the Statutory auditors, the corporate bodies, the shareholders, the employees of the holding Company and of each Company of the Group (as well as interns, "parasubordinated" workers, continuative and coordinated collaborators, etc.), all external collaborators (consultants, third party professionals, agents, intermediaries, commercial partners and, more generally, **all those who have relations with the Companies of the Group**), suppliers, contractors, customers and all other stakeholders (hereinafter referred to as "**Addressees**"). Each Addressee, in addition to being personally obliged to comply with the provisions contained in the Code, is responsible for verifying compliance with the same principles by their collaborators, in consideration of their role within the company structure, in order to protect and preserve the image of Itema Group and of the Companies that constitute it, as well as the integrity of their economic and human assets. If an Addressee believes that the application of the principles set out in this Code of Ethics in a specific concrete situation could lead to unexpected or undesirable results, he/she must report this through the communication channels made available, so that the competent bodies can assess whether it is necessary to apply special treatment that differs from what is usually applicable.

Each Company of the Group undertakes to share the Code of Ethics with the Addressees through the appropriate channels, accompanied where necessary by internal regulations and company circulars.

### 3. SCOPE

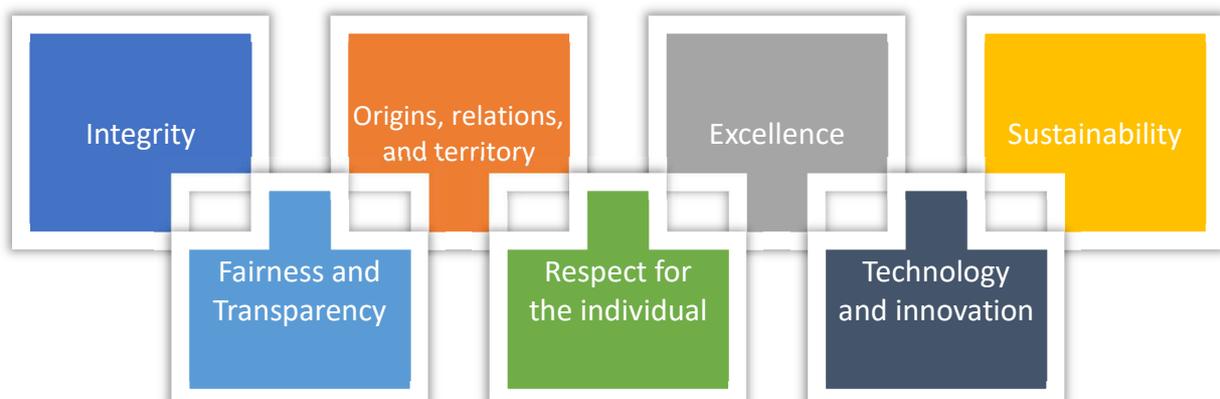
The principles and contents of the Code of Ethics constitute obligations of diligence, loyalty and impartiality for all the Addressees and, as such, they are essential elements of the proper performance of employment or professional performance, resulting in responsible behaviour towards each Company of the Group. Their violation compromises the relationship of trust between Itema and the transgressor and constitutes a breach of contract: as such, it may lead to the appropriate consequences – better described in the relevant section of the present Code.

The Code is valid from the day of its approval, both in Italy and abroad, in compliance with the adaptations that may be necessary or appropriate in the countries in which the Companies of the Group will operate. In the event that even one of the provisions set forth in the Code should conflict with provisions set forth in internal regulations or procedures, the former shall prevail over the latter.

### 4. OUR VALUES

In order to establish and maintain a relationship of trust between the Companies of the Group and their respective stakeholders, both internal (management, employees, collaborators) and external (customers and suppliers – current and prospects – lenders and creditors, public institutions and the community), ethics is of primary importance as a means and value to guide the behaviour of corporate bodies, management, internal and external personnel, over and above the rules and corporate procedures.

The respect for the values promoted by Itema must be at the base of each and every relationship and action undertaken by the Group's Companies and its stakeholders.



## I INTEGRITY

*Fairness, integrity and respect for regulations are at the heart of the relationship between Itema and its stakeholders.*

Itema considers as essential the **compliance with the Italian, foreign and supranational regulations** applicable to it and to the Companies of the Group: it is therefore committed to ensuring that such compliance is assured by its employees and collaborators and requests the same guarantees from its external stakeholders. Moreover, the Company believes that the pursuit of its own interest can in no case justify a conduct contrary to the principles of **fairness and integrity**, also requiring all its employees and collaborators to act in accordance with the principles of **good faith and loyalty**, basing their conduct on respect, **cooperation and collaboration** with all the stakeholders.

## F FAIRNESS AND TRANSPARENCY

*Build business relationships based on trust and maximise the economic performances through an open and respectful dialogue*

**Fairness and transparency** distinguish the actions of Itema and of all the Companies of the Group: we believe it is essential to ensure a **transparent dialogue** with all the stakeholders of the Companies, avoiding the provision of misleading information and not behaving in such a way as to take unfair advantage of others' positions of weakness or lack of knowledge, in order to build and maintain a relationship of trust with all stakeholders.

In respect of free initiative and private property, having affirmed the social function of the free market, Itema Group believes that the maximisation of the economic and financial results of the companies must pass through **correct commercial relationships** with customers and suppliers and adequate recognition of the contribution of its collaborators.

## O ORIGINS, RELATIONS AND TERRITORY

*Using its origins and territory to create successful synergies*

Itema is today a global leader in its sector but remains faithful and firmly anchored to its roots. For this reason, the **enhancement of its territory of origin**, the ValSeriana, and **the relationships and ties** that can be maintained and strengthened thanks to the power of the traditions are always at the heart of its expansion and evolutionary projects. The Group also continuously looks for local and foreign entities, to create connections and partnerships, aimed at strengthening their respective positions on the market and achieving synergic objectives

**R**

**RESPECT FOR THE INDIVIDUAL**

*Respect for diversity, for individual freedoms and inclusion as key elements in achieving success*

Itema Group recognizes the protection of the individual, and in particular of its human resources, as a primary value: for this reason, it condemns any behaviour that may cause or contribute to causing a violation of individual safety or constitute discrimination based on social, cultural, ethnic, religious, psychological, gender, sexual orientation or other reasons. On the contrary, Itema believes that the diversities that characterise the Team are its strong point and that an inclusive and serene working context is the key to achieving ever better results.

**E**

**EXCELLENCE**

*Customer satisfaction as a winning element in the competition challenge*

Itema Group can boast a long tradition as a worldwide manufacturer of weaving machines: in addition to the excellence in terms of **performance** and **quality of products and services offered**, refined over the years, it has always considered essential to guarantee an **accurate customer service**, enabling stable and satisfactory relations to be maintained for all parties involved.

**T**

**TECHNOLOGY AND INNOVATION**

*Technology and digitalisation to foresee emerging needs by optimising processes and proposing innovative solutions*

The desire to offer constantly improved and cutting-edge products and services, anticipating and responding to new market needs, has led Itema Group to invest in **innovation** – understood as the continuous improvement of the products offered, by devising solutions that meet emerging needs and as the search for new tools to optimise production processes.

In today's world where **technology** pervades every aspect of daily life, innovation of products and business processes cannot disregard a component of **digitalisation**: for this reason, Itema and the other Companies of the Group consider it essential to nurture the search for IT tools that allow them to achieve their objectives by optimising resources and timing.

**S**

**SUSTAINABILITY**

*Focus on the future through the search for new ideas and attention to environmental impact and sustainability.*

The tension towards the reduction of CO2 emissions, energy efficiency, the reduction of its own environmental impact and the search for new green resources, the approach to the concept of circular economy and sustainable mobility, waste reduction and material recycling are just some of the essential components of the Itema Group's commitment in pursuing its own sustainability value. The objective of environmental protection is accompanied by a broader vision, which includes the enhancement of human

resources in terms of training, know-how and the creation of bonds, digitalisation as a means of identifying processes that reduce waste of resources and time, and centralisation of the customer and its needs.

## 5. PRINCIPLES UNDERLYING RELATIONS WITH STAKEHOLDERS

The conduct of all subjects that maintain relationships with Itema, whether internal or external to the Company structure, must be based on the respect of the fundamental values and principles of the present Code of Ethics. The Companies of the Group, and with them all employees and collaborators in the performance of their duties, undertake not to establish relationships with employees, collaborators, suppliers, customers or third parties in general if there is a reasonable suspicion that such relationships may expose the Company to the risk of committing one of the offences covered by Legislative Decree 231/2001.

The primary objective of Itema is in fact to establish relationships with all stakeholders in compliance with the law and with its own system of values, ensuring the fulfilment of the obligations towards them, respecting their interests and pursuing its own objectives.

In the pursuit of this aim, the Group's Companies are committed to ensuring compliance with the following fundamental principles, with regards to all persons inside and outside the Company structure.



### **Compliance with provisions on security, protection of confidential information and protection of personal data**

Itema Group is constantly committed to protect confidential information, strategic information and personal data from threats and attacks of any nature, and implements the most appropriate security measures to guarantee their confidentiality and integrity. Itema also undertakes to guarantee the correct use of the confidential information at its disposal and the compliant processing of personal data in the context of the performance of its business activities, whether they belong to internal subjects – such as employees and collaborators – or external subjects – such as suppliers, customers, third parties. The Companies of the Group require their stakeholders to guarantee the same level of diligence in the management of confidential and strategic information and personal data relating to the Group itself, to one or more of the Group Companies or to subjects functionally linked to them, such compliance being an essential component of the compliance to the present Code.



### **Ensuring discretion in relation to industrial and intellectual property contents and respect for confidentiality**

Itema acknowledges the importance of intellectual property as a fundamental resource, both internal and for its customers and suppliers. For this reason, the Group takes appropriate measures to ensure its protection, binding to the duty of confidentiality its employees and collaborators, its customers and suppliers, as well as any third party that may become aware of information concerning the Company's technical, technological and commercial knowledge, even after the termination of the contractual relationship with them or regardless of its conclusion. Exceptions include cases where the disclosure of specific information is required by law or expressly provided for in contractual agreements, whereby the parties involved have undertaken to use the information for the agreed purposes.



**Prevention, timely reporting and proper management of potential conflicts of interest**

Itema undertakes, in the exercise of its activity, to prevent the Addressees of the Code (or their spouses or non-marital cohabitants or their relatives or relatives-in-law up to the second degree) from being in a situation where their interest is divergent from that of the Group itself or of one or more Companies of the Group; however, it is possible that such a conflict may arise. Should this occur, the Addressees shall refrain from the possibility of taking advantages for themselves or others and shall immediately inform the Group Internal Audit & Compliance, the Chairman, a Managing Director or the Board of Directors, who in turn shall inform the Supervisory Board, in order to identify an operational solution to safeguard the correct performance of the activities.



**Prohibition of offering or receiving presents and/or benefits of any kind**

In order to avoid the occurrence of active or passive corruptive practices, Itema Group prohibits the direct or indirect offer to third parties and the receipt of gifts and/or benefits of any kind (such as money, goods, services, favours or other benefits), aimed at promoting or favouring an advantage of the Group or of one or more of its Companies. This principle is valid and applicable towards all Addressees, with the sole exception of acts of commercial courtesy such as gifts or other forms of hospitality, which are permitted, provided that they have been duly authorised in advance by the competent office, that they do not compromise the integrity or reputation of any of the parties involved and that are within the limits of modest value.



**Antitrust and respect for competition**

Ensuring respect for fair, free and loyal competition is a decisive factor in ensuring the constant improvement of the market and society in general. The Group therefore requires all its stakeholders to operate in accordance with this value, acting in compliance with current antitrust laws and refraining from any improper behaviour that could negatively affect the competition regime.

**5.1. PRINCIPLES UNDERLYING RELATIONS WITH INTERNAL AND EXTERNAL PERSONNEL**

WHAT ITEMA ENSURES
<ul style="list-style-type: none"> <li>✓ Equal opportunities, non-discrimination and respect for diversity, during the recruitment phase and throughout the entire duration of the employment relationship</li> <li>✓ Fairness in the formalisation of employment relationships and in the determination of remuneration</li> <li>✓ Training activities for the continuous improvement of personal skills</li> <li>✓ Healthy and safe working environment</li> </ul>

WHAT ITEMA REQUIRES
<ul style="list-style-type: none"> <li>✓ Transparency during the recruiting phase</li> <li>✓ Fairness, loyalty and honesty in carrying out one's duties</li> <li>✓ Respect for colleagues and collaborators</li> <li>✓ Compliance with prevention and safety measures at work</li> <li>✓ Observance of internal policies</li> <li>✓ Collaboration</li> <li>✓ Prohibition of competition and adverse publicity</li> </ul>



## Non-discrimination and respect for diversity

The Itema Group recognizes the value of its human resources and the importance of their role in achieving the Company's objectives. In order to ensure the best working conditions, the Group is committed to ensure that its employees and collaborators can enjoy a healthy professional environment, fighting and condemning any kind of discrimination, physical or psychological violence, harassment and in general any conduct detrimental to the dignity of the person. For this reason, all personnel, regardless of the nature of their contractual relationship with Itema or other Group Company, are required to maintain an appropriate behaviour, compatible with the constant pursuit of this objective.

Group Companies are active promoters of equal opportunities in employment and remuneration: tangible evidence of the application of this principle lies in the fact that all the Group's decisions, policies and working procedures comply with the principles expressed not only by legislation, but also by national and international best practices on non-discrimination – and in particular by the ILO (International Labour Standards on Equality of opportunity and treatment), expressed in the Equal Remuneration Convention (Equal Remuneration Convention, No. 100/1951, ILO) and the Discrimination in Employment and Occupation Convention (No. 111/1958, ILO).

Similarly, Itema considers diversity and variety – whether for social, cultural, political, trade union, ethnic, physical, professional or other reasons – to be an essential pillar in the pursuit of its objectives. For this reason, the Group guarantees that the recruiting process is carried out by evaluating exclusively the educational background of the candidates, their previous experiences and the elements characterizing their professionalism, without any discrimination based on personal aspects and guaranteeing a complete transparency in the management of the whole selection process. Itema requires candidates to adopt a correct behaviour as well, transmitting all the information useful for the evaluation of their profile in order to make the recruiting process effective and efficient.



## Formalisation of the employment relationship and remuneration

Itema and each Company of the Group formalize the relationships with their employees and collaborators through regular contracts, refusing any illegal work practice or circumvention of the provisions in force, including the employment of personnel not in compliance with the provisions of the immigration law and the exploitation of child labour. The Company guarantees its personnel a fair salary/remuneration, working hours in line with standards and a career progression based on meritocracy, which rewards people's excellence through incentive plans based on objectives.

The Group, in return, requires all its employees and collaborators to comply with the principles of fairness and loyalty in the performance of their duties, in order to pursue and maintain the standard of excellence in the management of relations with customers and all third parties, taking into account the fact that in no case the interest or advantage of the Group or one of its Companies may induce and/or justify dishonest behaviour. Collaborators are also required to comply with the obligation of non-competition, which is closely linked to the principle of prevention and management of conflicts of interest.



## Training and engagement

During the employment relationship, the Group is committed to a constant enhancement and improvement of the professional skills of its employees and collaborators, taking care of training, updating and development activities and team-building initiatives, through events aimed at creating and consolidating the spirit of corporate belonging and mutual respect. In 2014, the Itema Group created the Itema Academy, a training path that provides young graduates, interested in pursuing a career in international and dynamic companies, with the best tools to fully develop their potential.



## Health and Safety at work

Itema attributes fundamental importance to issues related to health and safety in the workplace, pursuant to Legislative Decree 81/08, on which the Company provides mandatory information and awareness-raising activities addressed to employees and external personnel – both at the time of the conclusion of the contract throughout the of the course of the professional relationship.

The Company operates with a view to the continuous improvement of the working conditions of its employees, in order to prevent and contain professional risks, guaranteeing fair working conditions in safe, clean and healthy environments, in compliance with the best practices of prevention and protection in terms of environmental safety and health and physical integrity of workers. This objective is pursued by avoiding, where possible, the risk, through the adoption of initiatives and/or intervention aimed at preventing the occurrence of accidents; if this is unavoidable, the Group shall do its utmost to avoid and prevent it at source, through behaviours aimed at preventing, eliminating or mitigating it, giving priority to collective protection measures over individual ones, constantly updating and maintaining all the relevant devices and giving adequate instructions to staff.

All personnel is required to comply with the prevention and safety measures adopted.



## Further provisions

Each company of Itema Group has adopted internal operating procedures, policies and regulations aimed at identifying correct working methods, allowed and forbidden behaviours and best practices to be applied in the context of the performance of one's duties: all the personnel is required to comply with the provisions outlined therein.

The Companies endeavour to instil in their employees the importance of the Group's image and the quality of the services offered. It is essential that the Group's image is also preserved in the context of the expression of personal opinions in digital platforms and social networks and/or through any other channel, in order to avoid negative publicity.

All personnel is committed to the principle of collaboration, in particular with internal control functions, to ensure the optimal efficiency of Company operations, facilitate its constant monitoring and make it possible to intervene promptly in the event of critical situations.

## 5.2. PRINCIPLES UNDERLYING RELATIONS WITH CLIENTS

WHAT ITEMA ENSURES
<ul style="list-style-type: none"> <li>✓ High quality of products and services</li> <li>✓ Excellence of dedicated resources</li> <li>✓ Fairness, transparency and honesty in the performance of contractual activities</li> <li>✓ Experience, continuous innovation and improvement</li> </ul>

WHAT ITEMA REQUIRES
<ul style="list-style-type: none"> <li>✓ Respect for the values of Itema Group</li> <li>✓ Fairness, transparency and honesty in the preliminary stage, throughout the duration of the contract and after termination of the contractual relationship</li> <li>✓ Respect for health and safety at work regulations</li> <li>✓ Prevention or reporting and management of conflicts of interest</li> <li>✓ Fairness, loyalty, honesty and transparency</li> </ul>



In managing its relationship with clients, the Group is committed to offering high quality services based on fairness and respect for competition, aiming to achieve full satisfaction of set objectives and of its clients. This is made possible, first and foremost, by the excellence of Itema's internal and external resources, as well as by many years of experience and constant improvement in the services provided – also thanks to continuous innovation activities.

Each company of the Group shall apply the utmost transparency in the drafting of commercial offers to clients, so that the latter have at their disposal accurate and exhaustive information about the services offered and can make informed choices. Itema prohibits its employees and collaborators from carrying out corrupt conducts towards potential customers, aimed at promoting or favouring the interests of the Group or of one of its Companies. Such actions alter the natural operation of the competitive market: Itema Group believes instead that the client must choose to avail itself of Itema's services exclusively for reasons related to commercial and reputational factors.

Furthermore, in order to protect itself from possible prejudice and to maintain its reputation, Itema Group only works with customers who guarantee the same credibility as the Group Companies.

## 5.3. PRINCIPLES UNDERLYING RELATIONS WITH SUPPLIERS

WHAT ITEMA ENSURES
<ul style="list-style-type: none"> <li>✓ Application of objective and transparent evaluation criteria at the selection stage</li> <li>✓ Transparency, fairness and good faith in the drafting of the contractual terms and in the performance of the services</li> <li>✓ Respect for current legislation, including tax legislation</li> </ul>

WHAT ITEMA REQUIRES
<ul style="list-style-type: none"> <li>✓ Respect for the values of Itema Group</li> <li>✓ Fairness, transparency and honesty in the preliminary stage, throughout the duration of the contract and after termination of the contractual relationship</li> <li>✓ Respect for health and safety at work regulations</li> <li>✓ Prevention or reporting and management of conflicts of interest</li> </ul>



## Selection of suppliers

Itema believes it is essential to choose suppliers who can guarantee at the same time the respect of the values of the present Code and quality services, because of their essential role in the management of internal processes and, indirectly, in the maintenance of standards of excellence towards the clients of the Companies of the Group.

In order to ensure the best suppliers, Itema carries out the selection process according to principles of fairness, cost-effectiveness and quality, on the basis of objective evaluations aimed at protecting the commercial and industrial interests of the Companies of the Group and at creating more value for them, taking into consideration parameters such as the analysis of the products, of the offer, of the economic convenience, of the technical and professional suitability and of the competence and reliability of the prospect supplier. Under no circumstances shall any of the Companies enter into commercial agreements with suppliers as a result of a promise or offer of payment or goods for the benefit of the Companies themselves. The acceptance to the contents of the Code of Ethics by the selected suppliers – as well as the compliance with the regulations in force, with particular regard to Legislative Decree 231/2001 and to the regulations on health and safety in the workplace, considered of fundamental importance by the Group – is a necessary condition for the establishment and continuation of any commercial relationship. Itema reserves the right to carry out appropriate checks, both preliminary and during the contractual relationship, to monitor compliance with the stated requirements.



## Management of relations with suppliers

The Companies of the Group shall adopt objective criteria, formalised in specific procedures, for the placement of orders and for the management of relations with suppliers, in such a way as to guarantee compliance with the principles of transparency, correctness and good faith in the performance of their contractual services – explained in such a way as to prevent, as far as possible, any doubt as to their content and to foresee any circumstances that might significantly affect the relationship established. The remuneration must be based exclusively on the service specified in the contract; payments may not be made to a party other than the supplier, nor in a country other than that of the parties.

By entering into the contract, the supplier undertakes to adhere to the principles set forth in the present Code of Ethics and to comply with its provisions in the performance of its services, with particular reference to, but not limited to, compliance with the laws and best practices on the protection of industrial and intellectual property, consumer protection, free competition and market, labour issues and fight against corruption, money laundering and organised crime – in particular to the extent referred to in the relevant sections of the present Code. Suppliers are also required to inform Itema of any situation that may constitute a conflict of interest in the management of an assignment. Any violation of the contents of the Code will constitute a breach of contract and may lead to all appropriate consequences, including compensation for any damages suffered by the Group or one or more of its Companies.

At the end of the relationship and, in any case, before proceeding to the payment of the relative invoice, Itema and each Company of the Group shall proceed with the verification of the quality, congruity and timeliness of the service received, as well as the fulfilment of all the obligations assumed by the supplier, also complying with the provisions of the tax regulations.

#### 5.4. PRINCIPLES UNDERLYING RELATIONS WITH SHAREHOLDERS, BONDHOLDERS AND DIRECTORS



Itema Group considers it essential to ensure a constant, correct and transparent relationship with all those who have placed their trust in its growth, as shareholders, bondholders and directors, in order to increase their level of involvement and understanding of the activities carried out by the Group's Companies and their performance, as well as to comply with national and EU regulations on market abuse. Itema is committed to increasing its value, taking care of its economic performance, so that investments can be profitable.

#### 5.5. PRINCIPLES UNDERLYING RELATIONS WITH THE COMPANIES OF THE GROUP



Each Company of the Group shall act in compliance with the principles of integrity, transparency, professionalism, reliability, cost-effectiveness and motivation in the management of intra-group relations and shall ensure that any provision of intra-group services or financing is regulated in writing and signed by all the Parties in specific agreements, under penalty of nullity.

The Companies undertake to promptly report any situation that has a significant influence on the economic, social and sustainability performance or that could jeopardise the Group's image.

In case of new acquisitions, Itema shall collect and verify in advance the information available on the company to be acquired, through an appropriate due diligence, verifying the consistency and suitability of such company with respect to the values and principles contained in the Code of Ethics, also ensuring to establish relationships only with subjects whose identity is certain and who show the necessary documentation certifying the existence of appropriate powers of representation of the company to be acquired.

#### 5.6. PRINCIPLES UNDERLYING RELATIONS WITH THE PUBLIC ADMINISTRATIONS



For the purposes of this Code, "Public Officials" means bodies, representatives, proxies, members, employees, consultants, persons in charge of public functions or services of supervisory bodies or public administrations, public institutions or public bodies at national and international level.

##### ⇒ **Respect of the principles of legality, correctness and transparency**

Itema Group inspires and adjusts its conduct to the respect of the principles of legality, fairness and transparency towards the Public Administration, in order to avoid any circumstance that may lead to the violation of the principles of impartiality and good performance to which the latter is bound.

##### ⇒ **Identification of persons appointed by Group Companies to manage relations with the PA**

Contacts with the Public Administration are managed, in accordance with the appropriate corporate procedures, exclusively by persons specifically and formally appointed by the Companies of the Group to deal with or have contact with Public Officials and/or persons in charge of a Public Service belonging to such administrations.

⇒ **Abstention from any conduct aimed at unlawfully influencing the decisions of the Public Administration**

In the context of any business negotiation, request or relationship with the Italian and/or foreign Public Administration, no conduct aimed at unlawfully influencing its decisions in order to obtain an undue or unlawful advantage for the Company must be adopted.

⇒ **Abstention from any corruptive behaviour towards representatives of the Public Administration**

In particular, the Group condemns any behaviour aimed at corrupting representatives of the Public Administration or persons linked to them by family ties, by which is meant the promise or direct or indirect offer of gifts and benefits (money, objects, services, favours or other benefits), even following unlawful pressure, as well as the induction to use one's influence on other persons belonging to the Public Administration. Such operations are also prohibited if they are aimed at promoting or favouring the interests of the Companies and/or of the Group.

⇒ **Monitoring of requests for public funds**

Itema carefully monitors the processes of request, use and reporting of public funds in the form of contributions, subsidies, loans or similar means, ensuring maximum transparency at every stage of the activity and strictly prohibiting to its employees and collaborators any use of the funds received that is not in line with the pursued purposes.

**5.7. PRINCIPLES UNDERLYING RELATIONS WITH THE JUDICIAL AUTHORITY**



Itema undertakes to cooperate actively in order to manage the requests of the Judicial Authorities and refrains from any behaviour likely to affect their operations.

**5.8. PRINCIPLES UNDERLYING RELATIONS WITH TRADE UNIONS AND POLITICAL PARTIES**



Within Itema Group, the management of relations with political organisations and trade unions – marked by high standards of integrity, transparency and fairness – is normally reserved to the authorised corporate functions on the basis of the tasks assigned and the provisions of service orders and procedures in force, in order to ensure a participatory dialogue and shared decisions on social issues that concern it.

Itema prohibits all Companies of the Group from making contributions to trade unions, political parties and their representatives, except in the presence of an express concession or regulatory provision allowing it and, in any case, subject to authorisation by the competent corporate bodies.

## 5.9. PRINCIPLES UNDERLYING RELATIONS WITH INDEPENDENT AND STATUTORY AUDITORS



Itema guarantees that all relations with Independent Auditors and Statutory Auditors are based on the utmost professionalism, diligence, transparency, cooperation and willingness. Each Company of the Group acts in respect of the institutional role of these subjects and guarantees full and punctual execution of the prescriptions and fulfilments required, releasing the necessary information in a clear, punctual and exhaustive way.

In the framework of the relationships with Auditors and Statutory Auditors, Itema is particularly committed to avoid the occurrence of situations of conflict of interest and to evaluate in advance the possible conferral to these subjects of additional tasks in addition to those provided for by their institutional functions and that could compromise their independence and objectivity.

## 5.10. PRINCIPLES UNDERLYING RELATIONS WITH COMPETITORS



Itema Group undertakes to protect fair competition and to develop its commercial policy in full compliance with all applicable laws and regulations. Therefore, the Companies of the Group undertake not to behave or sign agreements that may negatively influence the competition regime among the various operators of the market of reference, or prejudice users and consumers in general, informing their behaviour on commercial loyalty, preventing and condemning unfair practices of any kind and nature.

## 6. COMMUNICATION AND INFORMATION MANAGEMENT

### 6.1. CORPORATE COMMUNICATIONS



Itema Group undertakes to provide all the communications it is obliged to make to the Control Authorities (Revenue Agency, Customs Agency, etc.) in a clear, timely, correct and complete manner. Only the specifically appointed corporate functions can carry out the above-mentioned communication activities towards the Control Authorities.

### 6.2. RELATIONS WITH THE MEDIA



Information relating to the Itema Group and to each Company of the Group addressed to the mass media may be disclosed only by the corporate functions delegated for this purpose, in compliance with the procedures in force and/or to be implemented. If internal and external personnel are requested to provide information or give interviews, they must communicate it to the competent function, and receive appropriate prior authorisation.

The external communication of data or information shall be truthful, clear, complete and transparent, but in any case, within the limits provided for by the rules on confidentiality obligations contained in this Code, and such as to reflect in a homogeneous way the image and strategies adopted by Itema, favouring the consent to the corporate policies.

### 6.3. TRANSPARENCY OF ACCOUNTING RECORDS



In the drafting of accounting documents and data, in reports or in other corporate communications, provided for by law, addressed to the shareholders and to the public, as well as in any record pertaining to the administration, internal and external staff shall comply with the strictest principles of transparency, clarity, correctness and truthfulness.

In particular, all the Addressees called upon to draw up the aforesaid documents are required to verify, each for the parts for which he or she is responsible, the correctness of the data and information to be used to draw up the relevant documents pursuant to the Decree. In order to ensure the accuracy of the information reported, Itema Group ensures the separation of duties, entrusting to different subjects, clearly identified within the Company, the responsibility of the single accounting operation and its subsequent supervision and review.

The procurement and disbursement of financial resources, as well as their administration and control, must always comply with the approval and authorisation procedures provided for by the Parent Company and by each Group Company.

Each accounting entry shall reflect exactly what is written in the supporting documentation, which shall be complete and susceptible to verification.

## 7. IMPLEMENTATION OF THE CODE OF ETHICS

### 7.1. THE SUPERVISORY BOARD OF ITEMA S.P.A.

The Board of Directors of the Parent Company Itema S.p.a. appointed its Supervisory Board (hereinafter also "SB") as the body responsible for supervising the application of the Code, which coordinates appropriately with the competent bodies and functions for the proper implementation and control of the principles contained therein.

The corporate bodies and their members, employees, consultants, internal and external staff and third parties acting on behalf of the Company are required to provide the utmost cooperation in facilitating the performance of the functions of the Supervisory Board.

### 7.2. THE WHISTLEBLOWING COMMITTEE

The organisational structure of Itema S.p.A. provides for the constitution of the Whistleblowing Committee (hereinafter also the "Committee"), composed of the Group HR Director, Group CFO and Legal Director and Group Internal Audit & Compliance. One of the members of the Committee also acts as an internal member of the Supervisory Board, in order to ensure constant cooperation and a fruitful exchange of information between the two control bodies.

The Committee has the task of collecting all the reports received through the whistleblowing platform and through the paper-based reporting channel, analysing them and assessing those which are relevant for disciplinary purposes or for the purpose of verifying the functioning of the Organisation, Management and

Control Model established, pursuant to Legislative Decree no. 231/2001. In the latter case, the report shall be shared with the Supervisory Board by its internal member, in order to ensure a shared management of the same.

Any interested party may contact the Committee to obtain clarification on the application of the Code of Ethics and of the regulations referred to, by contacting it by e-mail at the appropriate mailbox: [compliance@itemagroup.com](mailto:compliance@itemagroup.com).

### 7.3. DISCIPLINARY SYSTEM AND CONTRACTUAL REMEDIES

All Addressees of the Code, regardless of the nature of the contractual relationship that binds them to Itema or another Group Company, are required to comply with its contents and to ensure that their collaborators comply with the principles and behavioural guidelines set out therein. Group Companies will not entertain any kind of relationship with subjects who do not intend to operate in compliance with the primary values identified by them.

The observance of the rules of the Code is therefore an essential part of the contractual obligations of the personnel of Itema and of the other Companies of the Group. Therefore, their violation shall constitute a breach of the primary obligations of the employment relationship or a disciplinary offence with all further and appropriate legal consequences.

In particular, in case of violations, the provisions of the disciplinary system adopted by the parent company Itema S.p.a., including dismissal, if appropriate with respect to the seriousness of the conduct. Violations will be prosecuted incisively, promptly and immediately, through the adoption – against those responsible for the violations themselves, where deemed necessary for the protection of the company's interests and in accordance with the provisions of the applicable regulatory framework – of appropriate and proportionate disciplinary measures, regardless of the possible criminal relevance of such conduct and the institution of criminal proceedings in cases where they constitute a crime. The disciplinary measures shall be taken by the hierarchical superiors of the persons in charge, in accordance with the laws in force and with the relevant national or corporate labour contracts, and, depending on the seriousness of the facts, may also lead to the termination of the existing employment relationship.

With regards to Third and Additional Parties (such as, by way of example but not limited to, suppliers, consultants, third party professionals, intermediaries, project collaborators, interns, temporary workers, employees of Group Companies on secondment to the Company, etc.), the obligation to comply with the provisions of Legislative Decree 231/2001 and this Code is ensured by signing specific contractual clauses.

These clauses establish that the violation of such rules and procedures by a person not bound by an employment relationship with Itema or another Group Company shall constitute a serious breach of contract, which may give rise to the payment of compensation for any damage suffered without any limit and, if Itema or another Group Company deems it appropriate at its sole discretion, to the termination of the contract between the parties.

#### 7.4. COMMUNICATION, KNOWLEDGE AND APPLICATION

The Code of Ethics and the principles contained therein are brought to the attention of all the Addressees, through publication on the Group's institutional website ([www.itemagroup.com](http://www.itemagroup.com)). Any doubts as to the meaning of its provisions or their application shall be promptly discussed by the Addressees with the Committee. In no way, acting to the advantage of Itema or of one of the Companies of the Group may justify the adoption of behaviours in contrast with the regulations and these principles.

It is therefore the duty of every shareholder, director, employee, collaborator, supplier or client or third party in any capacity involved in relations with Itema or another Group Company to:

- refrain from any conduct contrary to the rules, principles and regulations set forth in the Code;
- turn to one's superiors, company representatives, the Committee in case of need to receive clarifications regarding the application of the Code;
- report to the Committee potential cases of violation of the Code.

Anyone who becomes aware of violations of the principles of this Code or of other events likely to alter its scope and effectiveness shall promptly report them to the Committee. In the event that any of the provisions of the Code conflict with provisions of internal regulations or procedures, the Code shall prevail over such provisions.

It is understood that any form of retaliation against a person who has reported possible violations of the Code or requested clarification on its application is also a violation of the Code.

Reports of potential violations of the Code of Ethics must be made in writing.

Interested parties **may use the following link** to send their reports to Parent Company Itema s.p.a.

LINK [https://itemagroup\\_whistleblowing.keisdata.it/Home](https://itemagroup_whistleblowing.keisdata.it/Home)

**or send it in paper format** to the following posta address:

**“Comitato, at Itema S.p.A.”, via Cav. Gianni Radici n. 4, CAP 24020, Colzate (BG) ITALY**

#### 7.5. AMENDMENTS AND UPDATES TO THE CODE OF ETHICS

The Board of Directors of Itema ensures the periodic review and updating of its Code of Ethics, to align it with any regulatory, social, or organizational changes that may require amendments or additions, as well as in response to reports from Addressees and experience gained from its application. Should these be necessary, such amendments will be made under the same conditions applied for the first approval of the Code, or by resolution of the Board of Directors of the Company.