

# **CODE OF ETHICS OF PROMECO S.P.A. approved on March, 12<sup>th</sup> 2021**

## **INTRODUCTION**

### **1. RECIPIENTS AND RECOMMENDATIONS**

1.1. Addressees

### **2. GENERAL PRINCIPLES OF CONDUCT**

2.1. General business management

2.2. Conflict of interest

2.3. Respect for diversity

2.4. Restriction of child labour and respect of human rights

2.5. Environmental protection

2.6. Sustainable development

### **3. PRINCIPLES OF CONDUCT TOWARDS THIRD PARTIES**

3.1. Relations with public institutions

3.2. Relations with customers and suppliers

3.3. Relations with competitors

### **4. ETHICAL PRINCIPLES RELATED TO COMPANY MANAGEMENT**

4.1. Processing of sensitive information

4.2. Anti-money laundering

4.3. Anti-corruption

4.4. Quality and corporate image protection

4.5. Company assets protection

4.6. Industrial and intellectual property

### **5. ETHICAL PRINCIPLES IN RELATION WITH THE PERSONNEL**

5.1. Impartiality in human resources management 9

5.2. Health, safety, and working environment protection 9

5.3. Narcotics, drugs and alcoholic beverages 10

5.4. Confidential information and privacy protection 11

### **6. CONTACT PEOPLE**

## **Introduction**

In the exercise of its business, Promeco S.p.A. (hereinafter referred to as “Promeco” or the “Company”) pursues excellence in the production and in the quality of products and services provided, always being aware of its role and responsibilities. Promeco is determined to implement a correct transparency policy towards all its stakeholders: employees, customers, suppliers, institutions and surrounding community. Ethics conveys a set of rules of conduct – both public and private – followed by a person or a Company of people. Its range of action, although it refers to abstract principles and values, is anything but theoretical: it concerns the everyday life, and it translates into rules of conduct. When the reflection on ethics moves from individual action to a wider business environment, the concept of responsibility and individual awareness is necessarily linked to that of Corporate Social Responsibility. CSR is the ability to combine business activities with the respect and protection of all the parties with which the company relates. This Code is an official Promeco document. Approved by the Board of Directors, it is an element of primary importance and it is essential for the proper functioning, reliability, reputation, and image of the Company, as well as for the customers’ trust. In order to achieve the above- mentioned objectives, all Promeco employees and partners are bound to respect the principles and behavioural rules of the Company, which are illustrated in this Code. All the activities must be carried out in compliance with the provisions of law and regulations in force in the countries in which Promeco operates. The activities must also respect the principles of honesty, reliability, impartiality, loyalty, transparency, fairness and good faith. All Promeco partners other than employees (such as agents, distributors, associates, free-lance contractors, and others), be them companies or individuals, are required to comply with these principles when they cooperate with Promeco. Employees and partners are required to know this Code and to actively contribute to its observance. To this end, Promeco commits to ensure its maximum circulation.

## **1. Recipients and recommendations**

### **1.1. ADDRESSEES**

The addressees of the Code of Conduct are members of the Board of Directors and the Board of Statutory Auditors, auditors, managers, employees, partners, consultants, suppliers, customers, agents, shippers, and all those natural or legal persons who even temporarily relate to Promeco in the pursuit of common objectives. Each addressee is required to be familiar with the Code of Conduct and its principles and should actively contribute to its implementation.

## **2. General principles of conduct**

### **2.1. GENERAL BUSINESS MANAGEMENT**

The conduct in the business management by employees and collaborators must be based on the utmost honesty, transparency, clarity, and respect for legality, so that anyone related to Promeco can decide independently, aware of their own interests.

Non-compliant behaviours are never allowed, not even if the non-compliant party claims to act in the interest of Promeco. Business relations must be consistent with the Company's policies. Free readings or personal interpretations of the rules of conduct related to business relations are not allowed.

## 2.2. CONFLICT OF INTEREST

People must avoid situations where their interests conflict with the Company's interests. By way of mere example, the situations that follow may cause conflict of interest:

- To participate in decisions affecting business with undertakings, companies or bodies in which the employee, employee, partner or family members have interests.
- To use the name "Promeco" to obtain personal benefits.
- To conduct speculative operations based on confidential internal information.

## 2.3. RESPECT FOR DIVERSITY

Promeco built its success in the countries where it operates, offering its employees and partners opportunities for growth, innovation and professional and cultural development, inspired to the principles of integrity and transparency. For this reason, no unequal treatment linked to gender, religious beliefs and culture of belonging is allowed in the Company, as each individual must be evaluated exclusively with respect to their own actions within their role and task. It is also necessary that those who interact with Promeco maintain a behaviour that is shared and respectful of civil coexistence, in compliance with the inspiring principles of the present Code of Conduct.

## 2.4. RESTRICTION OF CHILD LABOUR AND RESPECT OF HUMAN RIGHTS

Promeco prohibits its employees and partners from establishing business relations with suppliers who employ minors under the legal age to start working, according both to the Italian legislation and to the one where the service is provided.

The Company declares to respect Human Rights basing its policy on Universal declaration of Human Rights of the United Nations, identifying and excluding the companies based or operating in countries that commit serious violations of Human Rights and on the Declaration of Fundamental Principles and Rights at work by the International Labour Organization (ILO).

## 2.5. ENVIRONMENTAL PROTECTION

Promeco promotes actions that can ensure sustainable development and environmental safeguard, committing to incorporate innovative improvements in products and services, so as to reduce the environmental impact and support the territory where it operates. Employees and partners are strongly advised to develop an in-depth knowledge of the sustainable global development issues and to undertake initiatives to protect the environment in their daily life, both in society and in the workplace. Also, they are expected

to actively collaborate with Promeco for the correct implementation of projects and actions aimed at protecting the environment. In addition, employees and partners are required to:

- Contribute with their expertise to fulfil the environmental protection obligations.
- Always assess the effects of their conduct relative to the potential environmental damage.
- In accordance with their training and experience, and with the instructions and means provided by the company, avoid environmentally damaging behaviours.
- Take measures to prevent waste generation and reduce its harmfulness.
- Ensure the protection of the soil, the subsoil and the atmosphere, the land conservation and the safeguard of surface and marine water and groundwater.

## **2.6. SUSTAINABLE DEVELOPMENT**

The company makes the global challenge of sustainability its own, defining concrete and distinctive actions and aligning its strategies and operational activities with the universal principles of human rights respect, with workplace regulations, with environment safeguard and community protection. Today, the business world has new structured models at its disposal to maneuver strategic priorities and efforts towards the society and the environment. Promeco commits to actively promoting a sustainable development in a responsible and transparent way. The Company believes the well-being of its stakeholders is an important part of the added value of the products and services it offers and the processes it manages.

## **3. Principles of conduct towards third parties**

### **3.1. RELATIONS WITH PUBLIC INSTITUTIONS**

While performing their duties, people shall commit to the highest standards of moral integrity, and their conduct shall always be honest, transparent, fair and in good faith both inside and out the Company, in accordance with national and international anti-corruption laws. Among these, by way of mere example, there are:

- The OECD Convention of combating bribery and foreign public officials in international economic operations
- The UN Convention of Merida
- The American Foreign Corrupt Practices Act (FCPA)
- The UK Bribery Act

Promeco's partners explicitly delegated by the firm or authorized by proxy to represent it, may speak for the Company in the rapports with the Italian and foreign institutional representatives they meet while carrying out their tasks. The firm conducts transparent and fair relationships with Italian or foreign Public Institutions to avoid any unclear situation in which Promeco's partners promise or offer, directly or indirectly, money or other benefits to

members of the institutions in order to obtain profits or advantages for themselves or for those who operate with the Company.

### 3.2. RELATIONS WITH CUSTOMERS AND SUPPLIERS

One of the main aims of the Company is the satisfaction of customers' needs and requests. As far as relationships with customers are concerned, Promeco's sole scope is excellence

in customer care, and this can be achieved only by respecting ethical values and business procedures deriving from these values. Therefore, employees and partners should especially:

- Carefully observe the current legislation and the internal procedures concerning customer relationship management.
- Opt for an impartial and transparent approach as far as the customers are concerned.
- Abide by and respect the legal provisions and contractual conditions concerning supply rapports.
- Take inspiration from the principles of fairness and good faith in carrying out the correspondence and in dialoguing with customers, according to rigorous commercial procedures

Suppliers are important partners for Promeco and the Company should relate to them respecting fairness and loyalty principles. Suppliers must be chosen according to objective parameters that consider their expertise, the relationship between quality of the good or service they offer and its value, the degree of assistance they provide, and the sharing of purposes and business expectations. The contract stipulated with the suppliers must be based on extremely clear and transparent relations, to avoid constraints implying a setting of excessive prevarication and/or dependence.

### 3.3. RELATIONS WITH COMPETITORS

The Company believes a modern and free market can be regarded as such only if there is a significant degree of fair competition. A Company must take into account competitors while defining its development strategies, since they are an important exogenous variable. To this end, Promeco undertakes to respect the principles of fair competition established by national and European legislation and to observe the following basic rules:

- The decisions on prices, terms and sale conditions, and commercial and marketing strategies must be taken independently and in line with market conditions, with the production costs and in compliance with the Company's strategies.
- It is forbidden to enter into supply agreements that might influence or compromise free competition in the market where Promeco operates.

- Adopting behaviours whose primary or exclusive purpose is to hinder a competitor is strictly prohibited.

The Company's partners are not to be asked to disclose information about their former employers, clients or professional partners, especially if such disclosure risks violating the confidentiality and fairness obligations previously signed and still valid.

## **4. Ethical principles related to company management**

### **4.1. PROCESSING OF SENSITIVE INFORMATION**

Confidential information pertaining the Company's data, strategies, and purposes must not be disclosed to or acquired by Company outsiders. By sensitive information, Promeco means also those related to its products and their development, to production processes, commercial strategies and conditions, to customers, to Company's partnerships, to technological and industrial know-how, to financial transactions, to operational outcomes, to investments, to projects and technical documentation, to marketing plans, to suppliers lists, to purchase prices, to logistical aspects, to IT solutions and to anything else that is a part of the knowledge assets useful to the Company's business development. The confidential information and materials that the people use at work are an exclusive property of Promeco, who protects the information confidentiality, and claims its origin. Promeco also commits to protect the information pertaining employees and partners, always in compliance with the provisions imposed by the privacy legislation (D.lgs. n 196/2003 and subsequent modifications and integrations, and GDPR 679/2016), avoiding improper use of confidential information.

### **4.2. ANTI-MONEY LAUNDERING**

Promeco's employees and partners must use all the necessary tools and precautions to ensure the transparency and fairness of commercial transactions. They shall ensure that:

- The tasks assigned to any service industry company and/or natural persons who take care of the Company's economic and financial interests are stated in writing. The specifics over the contents and the agreed economic conditions must also be written.
- The responsible persons monitor the regularity of payments to all counterparties and always verify that the payments are correctly wired to the relating invoicing subject.
- The criteria for evaluating offers are defined.

### **4.3. ANTI-CORRUPTION**

This provision applies to all managers, officials, employees, and partners of the Promeco Company. In some countries, local laws and regulations may be more strict than the principles set out in this policy. In this case, these more stringent norms must be applied. It is against moral values and the present Code of Conduct to bestow, directly or indirectly, or offer any valuable object to an official of the Public Administration, or to a person in an

attempt to procure or maintain business or other advantages for Promeco. People in the Company shall not bribe or use intermediaries (such as agents, consultants, distributors, or any other trading partner) to commit acts of corruption. As far as corruption is concerned, the firm does not distinguish between public officials and single individuals: corruption is never tolerated, regardless of the status of the recipient.

Donations can only be made if Promeco does not receive (or is perceived to receive) any tangible benefit in return. Any relationship with civil servants must happen in strict compliance with the rules and regulations to which these officials are subject (i.e. any regulations, imposed by employers or in force in the country of these officials). All benefits given to a public official must be fully transparent, properly documented and accounted for. The contributions to politics must never be given in exchange for a direct or immediate profit for Promeco, and must comply with applicable laws, regulations, and sector codes.

#### **4.4. QUALITY AND CORPORATE IMAGE PROTECTION**

A conduct that does not comply with the ethical values of this Code, even if carried out by a single individual, can, in itself, affect the image and reputation of the Company in Italy and abroad. Therefore, each partner is bound by their own conduct to preserve this corporate heritage and to safeguard the good reputation of Promeco, both in the workplace and outside.

#### **4.5. COMPANY ASSETS PROTECTION**

Each employee and partner is directly and personally responsible for the care, protection, efficiency, and conservation of the Company's assets, both tangible and intangible. They are entrusted by the firm to carry out their tasks, and to use the assets in a proper way and in accordance with the business' interests. The use of the firm's tangible or intangible assets for unauthorized personal purposes is prohibited, even when they are entrusted to the addressees during the performance of professional tasks. Activities non-work related are also prohibited during working hours. To this end, it is expressly prohibited to use IT resources for purposes other than those permitted by company security policies or for illicit conduct. It is prohibited:

- The abusive access to a computer or telematic system.
- Unauthorized possession and misuse of access codes to computers or telematic systems.
- The dissemination of computer equipment, devices or softwares aimed at damaging or disrupting a computer or telematic system.
- The unlawful interception, impediment or interruption of computer or telematic communications.
- The damaging of information, data and computer software and computer or telematic systems.

Moreover, Promeco prohibits the use of software that is not expressly authorized or is unlicensed or unlawfully sourced.

Promeco's employees and partners must use the Company's computers and IT tools solely for business purposes.

#### **4.6. INDUSTRIAL AND INTELLECTUAL PROPERTY**

Promeco complies with the laws on trademarks, patents, and copyright. Therefore, it is strictly prohibited to use, in any capacity, products and/or semi-finished products with altered or counterfeit marks or signs; it is also forbidden to produce, distribute and market products already patented by third parties, and on which the Company has no right or which bear misleading distinctive signs on the origin, provenance or product quality. The protections of intellectual works is considered of primary importance hence any abusive dissemination, reproduction, use, sale, for any purpose, for any use and with any tool is forbidden.

### **5. Ethical principles in relation with the personnel**

#### **5.1. IMPARTIALITY IN HUMAN RESOURCES MANAGEMENT**

Promeco recognizes to every person their own distinctive value because of their abilities and potentialities. The people working for the Company are considered an asset and a competitive advantage. For this reason, the firm aims at ensuring a working environment that favours the best conditions for personal and professional development. Promeco has the duty to guarantee impartiality and equity in the selection, recruitment, training, and management of its human resources, offering equal professional opportunities to everybody and prohibiting conducts that may be perceived as discriminatory towards other people. Staff selection is based exclusively on the expertise, professional skills, and aptitudes of the candidates, with respect to the roles and profiles needed by the Company. In this perspective, Promeco carries out the selections in full respect of the principle of equal opportunities, without any kind of discrimination and favoritism, clientelism, and unfair competition. We believe that diversity among people, through dialogue, brings value to the products and services offered to the customers and to the communities in which the firm is established and operates. Promeco commits to promoting measures, including those of an organizational nature, aimed at removing any actual obstacles to the full enhancement of diversity. The Company ensures a work environment where people are not subject to unpleasant behaviours or abusive language and to an intimidating, hostile or offensive work environment. This provisions encompass written, electronic, verbal communications or physical acts including, but not limited to, epithets, insults, stereotypes, demeaning or offensive jokes, comments, and unwanted or inappropriate physical contact.

#### **5.2. HEALTH, SAFETY, AND WORKING ENVIRONMENT PROTECTION**

Promeco considers the spreading of the culture of security to be a very important element. The Company is committed to reducing risks in order to safeguard the physical integrity of all its partners, also through giving information and training as a means of empowerment and a guarantee of health and workplace safety protection; all of this in compliance with the legislative requirements. The firm engages in protecting the health of its workers, by preventing distress conditions, both physical and psychological, and opposing any discriminatory or persecutory attitude. Promeco appointed designated persons to monitor



and evaluate the standard of the work environment conditions, and to control through all the necessary tools that the work environment is in compliance with the current legislation. Promeco undertakes to provide adequate training, information and guidance in safety and health matters, to develop the awareness of all the risks related to the workplace and to promote responsible behaviours among employees.

Partners and employees should, above all:

- Take care of their own health and safety and that of other people in the workplace who are affected by their actions or omissions, in accordance with the training, instructions and tools provided by their employer.
- Contribute, together with the employer, managers, and people in charge, to the fulfilment of the health and safety at work obligations.
- Observe the provisions and instructions given by the employer, managers, and people in charge, to attain collective and individual protection.
- Use work equipment, means of transport and safety devices in the correct way.
- Use the protective devices appropriately.
- Look after the available means of personal protection, without making any change on their own initiative, and report any flaws or problems to the employer, to the manager or to the people in charge.
- Report any dangerous conditions they become aware of immediately and ensure maximum availability in the event of official inspections and controls by the competent authorities.

The integrity of partners and employees is a fundamental value for Promeco. Harassment and/ or attitudes, both explicit and allusive, which may even slightly disturb the sensitivity, harm the dignity, the respect and the physical or psychological integrity of the human resources, are not allowed or tolerated in any way.

### **5.3. NARCOTICS, DRUGS AND ALCOHOLIC BEVERAGES**

In order to ensure the safety of everybody and protect the workplaces, each employee or partner must comply with the following rules:

- Narcotics and drugs: it is absolutely forbidden to use narcotics and drugs in the workplace and before working, when their intake may interfere on the worker's psychophysical conditions.
- Alcoholic beverages: it is absolutely forbidden to drink alcoholic beverages in the workplace and before working, when their intake may interfere on the worker's psychophysical conditions.

## 5.4. CONFIDENTIAL INFORMATION AND PRIVACY PROTECTION

Promeco's activities constantly require the acquisition, storage, processing, communication and circulation of data, documents and information pertaining negotiations, processes, transactions, and contracts in which the Company is a party. The databases of Promeco may also contain personal data and reserved company data, safeguarded by the privacy protection law (d.lgs. n. 196/2003 and subsequent modifications and integrations, and GDPR 679/2016) and that cannot be disclosed outside.

Each employee and partner is obliged to protect the confidentiality and privacy of the information learned because of their job responsibilities. All information, knowledge, and data acquired or processed while carrying our work-related duties belong to Promeco and cannot be used, communicated or disclosed without the prior and specific permission of a supervisor or the company's person in charge. Each person shall:

- Acquire and process only the indispensable data directly related to their functions.
- Store such data as to prevent external third parties from becoming aware of it.
- Communicate and spread the data as part of the procedures established by Promeco or with the consent of the appointed person.
- Determine the confidential and private nature of information in accordance with internal procedures.
- Ensure there is no confidentiality obligation by virtue of any relationship with third parties.
- Even after the termination of the relationship with Promeco, treat with absolute confidentiality data, news, and information which they know, avoiding its spread or use for personal speculative purposes or third parties' interests.

Confidential information may be disclosed, within the Company, only to those who have a real need to know them for work purposes. Promeco also undertakes to protect information and data pertaining its employees and third parties, and to avoid any misuse of the same.

## 6. Contact people

Each employee and partner is obliged to know the Code of Conduct, to actively contribute to its implementation (also by reporting potential violations of the same) and to suggest potential improvement proposals to the people in charge. The contact people for the Code of Conduct application are:

- Human Resources, in charge of promoting knowledge of the Code within the Company, of implementing any improvement and of taking the appropriate sanctions in case of Code violation by employees.
- The Purchase Department, in charge of promoting the Code sharing with all the stakeholders and supporting its principles in all the activities and relations with the suppliers.