

# CIRFOOD

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Special Part A

## CODE OF ETHICS CIRFOOD s.c.

*November 2018*

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## SECTION I - INTRODUCTION

### IDENTITY

Our story begins in the 1970s, when a group of people, inspired by the values of cooperation, decided to put together their capitals to meet the welfare and nutrition needs of workers in a changing social and economic context.

Thus, the three catering cooperatives active in Reggio Emilia, Modena and Ferrara were born, which in 1992 were merged into CIRFOOD, one of the largest companies in Italy and Europe, active in collective catering (school, social-health, corporate, military and community catering), in commercial catering and meal vouchers.

Our Company philosophy has always been based on two pillars: maximum customer satisfaction and the spreading and promotion of a proper food culture.

### OUR UNIQUENESS

Food, culture, people: these are the words that define our identity and from which derive the guiding principles that represent the essence of our uniqueness:

- CIRFOOD is a Cooperative founded on democracy, respect and honesty.
- It is a catering Company founded in Emilia with a vision of global development.
- It believes in culture and work which give dignity to people.
- It works to make the pleasure and quality of nutrition accessible to the whole of society.

These principles are translated into the 20 fundamental values that guide our way of doing business: actively contributing to the well-being and health of society through the enhancement, sharing and continuous innovation of food culture in a sustainable way.



## CORPORATE SOCIAL RESPONSIBILITY

The overall performance of a Company and the effectiveness of its actions are closely related to the society in which it operates and to its impact on the environment. Corporate Social Responsibility (CSR) means that an organization, through ethical and transparent behaviour, pays attention to the impacts that its decisions and activities have on society, through continuous dialogue with stakeholders.

From the very start, for CIRFOOD the CSR represents not only an approach but a fundamental value of its mission.

The business model values the mutualistic philosophy and the cooperative mission, the horizontal and democratic entrepreneurial spirit. It focuses not only on the interests of the Company, but also on those of all the people who interact with it every day. A model that allows stakeholders to participate in the choices of the Company and the distribution of benefits.

For CIRFOOD, CSR is therefore a strategic topic, because it is part of its history and culture. It is considered not only a duty to its stakeholders but also a crucial factor for long-term entrepreneurial success, in particular it allows to:

- improve the organization's risk management practices;
- contribute to innovation;
- enhance strengths, good practices and excellence;
- communicate the Company's distinctiveness;
- guarantee social reputation;
- achieve savings thanks to the increased productivity and resource efficiency, lower energy and water consumption and a reduction in waste.

To this end, CIRFOOD has developed an integrated sustainability policy that includes not only aspects of social responsibility, but also those relating to the environment, energy, food safety, health and safety at the workplace. This policy has also been published on the website [www.cirfood.com](http://www.cirfood.com).

## ETHICS AND LEGALITY

Ethics and legality have always been essential values of our Company.

CIRFOOD operates in compliance with the law and promotes a corporate culture that respects colleagues, rights and Company rules.

## RISK ANALYSIS

One of the tools for ensuring the proper functioning of the organisation and its consequent solidity and prosperity is the identification, assessment and management of risks.

It is essential to carry out a careful risk assessment in order to prevent situations that could undermine the system and consequently CIRFOOD and, at the same time, that gives us the opportunity to seize opportunities in advance and maximize the benefits.

A multidisciplinary group, operating both at the head office and at the territorial offices, has the task of identifying, assessing, mitigating risks and collecting opportunities.

## PEOPLE

CIRFOOD, as a Service Cooperative, focuses on people, protects and enhances them, developing skills and activating their motivation and energy, with the aim of providing customers with an excellent service.

Significant are the investments to ensure a healthy and harmonious working environment, aimed at ensuring the safety and pleasantness of the layout, which facilitate the work of people, involved in an activity that is often demanding and tiring.

The Company's mission is to enhance the work of its employees and their contributions of creativity and commitment, to protect their rights and to clearly define their duties.

People are the fundamental asset of our organization and the real advantage in terms of competition: enhancing human capital and investing in knowledge and personal development of individuals, is an essential objective and distinctive feature of our Company.

Training is one of the most powerful tools for achieving the stated corporate goal and it is crucial for increasing the growth of people and their professionalism.

Through the CIRFOOD Academy, training and refresher courses are organized to pass on and share Company know-how and values inspired by the culture of catering.

## CONTENTS

The Code of Ethics of CIRFOOD:

- sets out all the rights, duties and responsibilities of the Company towards all parties with whom it relates in order to achieve its corporate purpose (customers, suppliers, employees and / or collaborators, partners, institutions). It is therefore a guideline whose rules of conduct must be taken into account in daily work and which implies, first and foremost, compliance with the laws and regulations in force, including those within the Company;
- aims to establish ethical "standards" and rules of conduct on which to orientate the corporate decision-making processes and the conduct of the Company itself;
- requires the management and all the parties to whom it is addressed to behave consistently, i.e. with actions that do not, in any way, conflict with the Company's ethical principles;
- contributes to the implementation of the Group's social responsibility policy, as CIRFOOD is aware that by taking social and environmental issues into consideration, the exposure to compliance and reputational risks is minimized and the sense of belonging in its stakeholders is strengthened.

## SECTION II – APPLICATION METHODS

### Article 1: CODE ADOPTION AND UPDATE

This Code, adopted by resolution of the Board of Directors of the Company on the 14<sup>th</sup> October 2008, far from being considered an unchangeable document, should be read as an instrument subject to subsequent amendments and additions as a result of changes within and outside the Company, as well as the experience acquired by the Company over time. All this, in order to ensure full consistency between the guiding values assumed as fundamental principles of the Company and the conduct to be adopted, as established in this Code.

The Code of Ethics of CIRFOOD is based on the **Confindustria** (The General Confederation of Italian Industry) Guidelines for the construction of organizational, management and control models (Legislative Decree no. 231/2001), updated to 31 March 2014 and is inspired by the **ANCE** (Italian Association of private construction contractors, active in public works, residential and industrial building) Guidelines for the construction of organizational, management and control models (Legislative Decree no. 231/2001), as well as the Guidelines of the **Associazione Bancaria Italiana** (The Italian Banking Association) for the adoption of organizational models on the administrative responsibility of banks (Legislative Decree no. 231/2001).

### Article 2: RECIPIENTS

This Code is binding for the shareholders, the members of the Corporate Bodies, the Top Management, the employees, including the managers, as well as for all those who, although external to the Company, operate, directly or indirectly, for the Company itself.

All the Recipients indicated above are therefore required to observe and, as far as their competence is concerned, to ensure observance of the principles contained in the Code of Ethics. Under no circumstances does the claim to act in the interest of the Company justify the adoption of behaviors in contrast with those set out in this document.

Compliance with the provisions of the Code must also be considered an essential part of the contractual obligations of the Company's employees, pursuant to and in accordance with the provisions of Article 2104 and following of the Italian Civil Code.

### Article 3: CODE OF ETHICS, ORGANIZATIONAL MODEL (OM) AND SUBSIDIARIES

The Company's Organizational and Management Model complies with the provisions contained in this Code of Ethics, which is an integral part of it. From this point of view, in fact:

- the Code of Ethics is voluntarily adopted by the Company and contains values and principles of conduct that it recognizes as its own and to which all recipients must comply, being this the first tool for preventing any crime;
- the Organizational and Management Model (Legislative Decree no. 231/01), inspired by the principles of the Code of Ethics, complies with specific legal requirements, in order to prevent the perpetration of particular types of crimes.

The Company is committed to continuous improvement of operations and internal procedures in order to make business management more effective and efficient by encouraging, among other things, the use of IT tools, in order to reduce repetitive and purely executive activities, to the advantage of those with a higher professional content. In this way, it ensures the timeliness and punctuality in the processing of requests by all customers and employees, in compliance with the rules and pursuing the exclusive interest of the corporate and its partners.



The parent Company requires that none of its subsidiaries behave or take decisions that are detrimental to the integrity and reputation of the Group. In respect of the autonomy of its subsidiaries, the parent Company requires them to incorporate in their own Code of Ethics the same values expressed in the Code of Ethics of the parent Company, conforming their conduct to them, in compliance with the law and all applicable regulations.

Those who hold corporate offices or positions within the Group have the duty to carry out the tasks assigned to them with loyalty and fairness, to encourage communication between Group companies, to encourage and use intra-group synergies in pursuing common goals.

The circulation of information within the Group, in particular for the purposes of preparing the consolidated financial statements and other communications, must take place in accordance with the principles of truthfulness, loyalty, correctness, completeness, clarity, transparency and diligence, while respecting the autonomy of each Company and the specific areas of activity.

#### **Article 4: TRAINING ACTIVITIES**

The Human Resources Department, in charge of these activities, will include, within the annual training plan, initiatives aimed at promoting knowledge of the values of the behavioral standards referred to in this Code of Ethics.

A training program on the contents of the Code of Ethics is provided for new hires as part of Company induction courses.

Training on the Code of Ethics is usually carried out in combination with the training on the Model 231 adopted by the Company and the Regulation of administrative responsibility of legal persons.



## SECTION III – GENERAL PRINCIPLES

### Article 5: VALUES

The actions, operations, transactions and, in general, all the conduct of the Recipients in the exercise of their functions of competence and responsibility, must be based on the utmost integrity, honesty, correctness, loyalty, transparency, fairness, objectivity, as well as respect for the individual. They must also be based on responsibility for the diligent use of Company, environmental and social assets and resources.

Each person, within the scope of the responsibilities of the position held, must provide the highest level of professionalism to meet the needs of customers and internal users in an appropriate manner. It is necessary that each person carries out the assigned activities with commitment, contributing, in a tangible way, to the achievement of the Company goals and to the respect of the values stated.

The development of the spirit of belonging to the Company and the improvement of the corporate image, are common objectives, which constantly guide the behavior of the people involved.

### Article 6: INTEGRITY, HONESTY, ACCURACY AND LOYALTY

Respect for the values of integrity, honesty, fairness and loyalty means, among other things, that the Company is committed:

- to promote and require compliance with internal regulations and / or all laws by personnel, collaborators, customers, suppliers and any other third party with whom it has a legal relationship;
- to strictly enforce existing anti-money laundering legislation by categorically refusing to carry out any suspicious transaction with regard to fairness and transparency;
- to promote, at all levels, practices aimed at preventing local and transnational corrupt activities;
- to ensure and promote, internally, the observance of all the provisions contemplated in the Organizational and Management Model which is drawn up for the very purpose of preventing the perpetration of crimes (Legislative Decree no. 231/01);
- to record each operation and transaction only when supported by appropriate documentation, in order to be able to carry out, at any time, checks that certify the characteristics and grounds and, at the same time, identify who authorized, carried out, recorded and verified the operation itself. Consequently, employees and / or collaborators must make any accounting recording in an accurate, timely and complete manner, scrupulously complying with civil and fiscal regulations as well as internal accounting procedures.

Each entry must accurately reflect the data contained in the supporting documentation and must be carefully kept for possible checks.

The reliability of the management facts and the correct and timely recording of all the data, make it possible to trace, even at a later date, the overall Company situation and represents one of the objectives always pursued by the Company;

- to prevent groups, of three or more people, from forming within the Company itself, with the specific aim of engaging in normatively unlawful conduct.

### Article 7: FAIRNESS, OBJECTIVITY AND PROTECTION OF THE INDIVIDUAL

An essential value of the Company is the protection of the safety of the person, of freedom and of the individual

personality. It therefore condemns any activity that may result in an injury to the individual's safety, as well as any possible exploitation or reduction of the person to a state of subjection.

In addition, the Company condemns any conduct aimed at the illegal entry of a foreigner into the territory of the Italian State or in another State of which the person is not a citizen or does not have the title of permanent residence, in order to make a profit even indirectly.

The Company also attributes primary importance to the protection of minors and to the repression of exploitative behaviour of any nature towards them.

To this end, it is therefore forbidden (and completely unrelated to the Company), to misuse computer tools and, in particular, to use them in order to implement or even just facilitate possible conduct relating to the crime of child pornography, even involving virtual images.

In order to guarantee full respect for the individual, the Company is committed to respecting and ensuring that its employees, suppliers, collaborators and partners respect the regulations in force for the protection of work, with particular attention to child labor and working conditions, social security and salary.

Every employee who, in the performance of his or her work activity, is aware of the commission of acts or behaviors that may favor the injury of personal safety as identified above, as well as constitute exploitation or reduction to a state of subjection of the person, must, without prejudice to the obligations of the law, immediately inform his or her superiors and the Supervisory Body.

In addition, respect for the values of fairness and objectivity means that the Company is committed:

- to avoid all form of discrimination and in particular discrimination based on race, nationality, sex, age, physical disability, sexual orientation, political or trade union opinions, philosophical beliefs or religious beliefs;
- not to condone sexual harassment and physical or psychological harassment, in whatever form and in whatever context it occurs;
- to listen to the requests of colleagues, customers and suppliers without any prejudice or conduct aimed exclusively at defending its position and actions;
- to avoid, in the performance of its tasks, taking decisions or carrying out activities that are contrary to or in conflict with the interests of the Company or in any case not compatible with the observance of its official duties;
- to show sensitivity and respect towards others, refraining from any behaviour that might be considered offensive;
- to condemn any behaviour designed to encourage pornography, including child pornography;
- to condemn any conduct aimed at promoting illegal immigration, illicit trafficking in narcotic and psychotropic substances and tobacco smuggling;
- to condemn the exploitation, in whatever form, of workers.

## **Article 8: TRANSPARENCY AND CONFIDENTIALITY**

The respect of the principles of transparency and confidentiality implies that the Company is committed:

- to provide truthful, complete, transparent and comprehensible information, so as to allow the recipients to make informed decisions about the relations to be maintained with the Group directly or indirectly;
- to update, disclose and enforce the "Policy" issued by the Company, with regard to the management, processing and communication to third parties of confidential information and which the recipients are required to observe;
- to protect the confidentiality of data and information that the employee and / or collaborator of the Company may find themselves in possession of, in particular in the event that such data and information may influence, if made public, the price of financial instruments.

The members of the administrative and control bodies, the employees and the collaborators, must be fully aware that it is forbidden for them to carry out buying and selling operations or other operations, also through third parties, or to advise the execution of the aforesaid operations, exploiting information known because of the function they carry out;

- to consider confidentiality as a cornerstone of the Company's activities, fundamental for the Company's reputation and the trust placed in it by its customers. The Company's employees and / or collaborators are required to comply strictly with this principle, even after the termination of their employment or collaboration relationship. It is therefore expressly forbidden to communicate, disclose or make improper use of data, information or confidential information concerning customers or third parties in general, with whom the Company has or will have business relations. Personal data may be disclosed only to those who have the real need to know them for the exercise of their specific functions. Any person who has relations with the Company must avoid the undue communication or disclosure of such data and / or information.

Therefore, it is prohibited:

- to present material facts that are not true or to omit information (the disclosure of which is required by law), on the economic, equity or financial situation of the Company or the Group (even if the information concerns assets owned or administered by the Company on behalf of third parties), in the financial statements, in reports or other corporate communications required by law, addressed to shareholders or the public, in such a way as to mislead the recipients on the aforementioned situation, possibly causing financial damage to shareholders or creditors, with the intention of deceiving shareholders or the public and in order to obtain an unfair profit for themselves or for others;
- to certify the false or conceal information concerning the economic, patrimonial or financial situation of the Company or the Group, in the reports or in other corporate communications, with the awareness of the falsehood and the intention to deceive the recipients of the communications, in such a way as to mislead the recipients of the communications on the aforesaid situation, in order to obtain an unfair profit for themselves or for others;
- to conceal documents or by other artifices, prevent or in any case hinder the performance of control or audit activities legally attributed to shareholders and / or other corporate bodies;
- to distribute profits or advances on profits not actually earned or allocated by law to reserves, or distribute reserves, including those not deriving from profits, which by law cannot be distributed;
- to purchase or subscribe shares or quotas, except in the cases permitted by law, causing damage to the endowment fund or to the reserves that cannot be distributed by law;
- to reduce the share capital, in violation of the provisions of the law for the protection of creditors, causing damage to creditors;
- to form or increase, even in part, fictitiously the capital of the Company;
- to distribute the Company's assets among the shareholders, before paying the Company's creditors or setting aside the sums necessary to satisfy them, causing damage to the creditors;
- to determine the majority in the shareholders' meeting, by simulated or fraudulent acts, in order to obtain an unfair profit for themselves or for others;
- to spread false information or to carry out simulated transactions or other artifices, likely to cause a significant alteration in the price of financial instruments.

Recipients who become aware of any omissions, falsifications, negligence in the accounting or documentation on which the accounting records are based, are required to report the facts to the Supervisory Body.

## **Article 9: RESPONSIBILITY**

Each Recipient carries out his or her work and services with diligence, efficiency and correctness using the resources and the time at his / her disposal in the most appropriate manner and assuming the responsibilities related to the execution of his or her function.

Anyone who is a chief, manager or executive must set an example, provide leadership and guidance in accordance with the principles of business conduct contained in the Code. Through his or her conduct, he or she must show employees and contractors that compliance with the Code is a fundamental aspect of his or her work, ensuring that employees and contractors are aware that business results must always be closely linked to compliance with the principles of the Code.

Respect for the value of responsibility implies that the performance of the Company's activities:

- is inspired by the principles of sound and wise management, in order to be a solid, reliable, transparent Company, open to innovations, interpreter of the evolving needs of customers, aware of the needs of shareholders and partners, interested in the best development and use of human resources and in the most efficient business organization;
- complies with laws and regulations, behaves correctly and fairly in pursuing the Company's interests, recognizing that competition serves as a positive incentive for the constant improvement of the quality of products and services offered to customers;
- protects the Company's reputation and assets;
- always seeks compatibility between economic initiative and environmental requirements, not only in compliance with current legislation, but also taking into account the best practices in environmental matters;
- supports the social and economic growth of the areas where the Company has its roots, also through cultural and sporting initiatives, as well as support for disadvantaged groups.

## **Article 10: MANAGEMENT OF RELATIONS CONCERNING CULPABLE OFFENCES IN TERMS OF SAFETY IN THE WORKPLACE**

The Company must clearly explain and make known, by means of a formal document, the fundamental principles and criteria on the basis of which decisions, of all kinds and at all levels, are taken regarding health and safety at the workplace. These principles and criteria can be identified as follows:

- avoid risks;
- assess the risks that cannot be avoided;
- combat risks at source;
- adapt the work to the individual, in particular with regard to the design of workplaces and the choice of work equipment and working and production methods, in order to reduce monotonous and / or repetitive work and to minimize its impact on health;
- to consider the state-of-the-art technology;
- replace what is dangerous with what is not or is less dangerous;
- planning prevention that is integrated with technique, work organization, working conditions, social relations and the impact of work environment factors;
- give priority to collective protection measures over individual protection measures;
- give appropriate instructions to workers.

These principles are used by the Company to take the appropriate measures to protect the safety and health of workers, including the prevention of occupational risks, information and training, as well as the implementation of an organizational structure including the necessary means to achieve it.

The Company, both at managerial and operational levels, must comply with these principles, in particular when decisions or choices are to be made and, subsequently, when they are to be implemented.

The primary objective of CIRFOOD, in collaboration with the trade unions, is to create the best “*corporate climate*” conditions, with the aim of a greater well-being and a consequent higher work productivity, as well as a desirable reduction in accidents.

CIRFOOD is committed to working continuously to develop the best conditions for the Company's microclimate, in every facility.

In application of Legislative Decree no. 81/2008, the Company monitors the quality and ergonomics of the Personal Protective Equipment (PPE) supplied to workers, committing itself to continuous improvement of their quality.

In order to better structure and support the health and safety management system in the workplace, CIRFOOD has clearly defined the chain of responsibilities, starting with the identification of safety officers.

## **Article 11: MANAGEMENT OF CORPORATE ACTIVITIES IN RELATION TO ENVIRONMENTAL OFFENCES**

The Company is committed to pursuing environmental protection, with the aim of continuously improving its environmental performance. To this end, commitments include:

- compliance with national and EU environmental legislation and regulations;
- the prevention of pollution;
- raising the awareness of shareholders, employees and collaborators on environmental issues;
- project planning and design always aimed at minimizing the environmental impacts.

Consequently, the Recipients of this Code of Ethics are required to behave as follows:

- to ensure that the Company's activities are based on the utmost respect for the environment and therefore for water, air, soil and subsoil; ecosystems, biodiversity, including agricultural biodiversity, flora and fauna;
- not to carry out any activity, related to environmental protection, in breach or without the required authorization;
- not to sell, receive, transport, import, export or procure for third parties, hold, transfer, abandon or illegally dispose of high radioactivity material;
- promptly and without delay to implement the activities of recovery and restoration of the state of the places in the presence of situations harmful to the environment in general;
- not to kill, capture or retain specimens of a protected wild animal species, except where permitted;
- not to destroy, take or retain specimens of a protected wild plant species, except where permitted;
- not to destroy a habitat within a protected site or otherwise deteriorate it by compromising its conservation status, except where permitted;



- not to discharge industrial waste water without authorization or after the authorization has been suspended or revoked;
- not to collect, transport, recover, dispose of, trade and broker waste without the required authorization;
- not to cause pollution of the soil, subsoil, surface water or groundwater by exceeding the risk threshold concentrations and, if it does occur, carry out decontamination;
- in the drafting of a waste analysis certificate, provide the correct information on the nature, composition and chemical-physical characteristics of the waste itself;
- not to trade illegally in waste;
- not to exceed the emission limit values for air quality provided for by authorizations, prescriptions and current legislation;
- not to import, export, transport, hold, use for profit, buy, sell, display or hold for sale or for commercial purposes, specimens indicated in EC Regulation no. 338/97, in the absence or nonconformity of the prescribed certifications or licenses; not to offer for sale or otherwise dispose of these specimens without the prescribed documentation;
- not to keep live specimens of mammals and reptiles of wild species and live specimens of mammals and reptiles from captive breeding, which may endanger public health and safety.

CIRFOOD has long been aware that inadequate exploitation of natural resources has important repercussions for society as a whole, since it compromises the development of future generations.

All the objectives are in line with the Company's *Green Strategy*, which has as its requirement, constant compliance with laws, regulations and the internal environmental management system.

The Company's commitment is aimed at constantly improving its performance, preventing waste, reducing pollution and waste, seeking the best technologies for reducing energy consumption, also through the involvement of all stakeholders.

CIRFOOD has extended ISO 14001 certification to the entire system.

CIRFOOD has drawn up an LCA - Life Cycle Assessment - specification in line with ISO 14040 and 14044 standards for the production and therefore repeatability of LCA studies for the catering service.

Energy is at the heart of the policies and strategies of the European Union, which has set climate and energy targets for 2020, 2030 and 2050.

In 2017 CIRFOOD obtained the certification of its Energy Management System according to the international standard ISO 50001. This certification has the ultimate goal of establishing systems and processes in order to improve energy efficiency. In fact, the Energy Management System, in addition to including legislative obligations, introduces further requirements that the Company must comply with in order to activate a continuous improvement of its energy efficiency.

CIRFOOD's idea of sustainability is based on a number of important pillars. These include the systematic reduction of waste produced, awareness of the principles of separate waste collection and the containment of food waste.

CIRFOOD contributes to the development of the circular economy by correctly disposing of its waste, in the different differentiated quotas.

Education on the rules for proper environmental management, besides specific training programs for Company personnel, is reflected in numerous activities aimed at users as well.

CIRFOOD is convinced that in order to protect the environment and preserve our natural heritage, responsible conduct is needed in all day-to-day activities.

To this end, the collaboration and involvement of the entire supply chain is essential, so that our actions can be truly sustainable.

Therefore CIRFOOD requires its suppliers to commit to:

- turn off the engine of the vehicles, when delivering the raw materials, to reduce emissions into the air;
- prefer means of transport with a low environmental impact;
- reduce the production of waste and in any case prefer separate waste collection;
- reduce the use of natural resources (electricity, water, gas), in particular during the execution of maintenance works at CIRFOOD sites;
- reduce the waste of virgin resources and raw materials;
- reduce polluting emissions into the air, water and soil;
- reduce noisy emissions;
- reduce the dangerousness of the substances used;
- prefer energy-efficient tools and equipment;
- operate by minimizing risks to the environment and human health.

## Article 12: FOOD QUALITY AND SAFETY

For CIRFOOD, quality is the result of a service management process that is the outcome of the sum of many factors. A series of choices and decisions aimed at the maximum satisfaction of its customers and end users, to whom the Company is committed to provide accessible, healthy and safe meals.

The sustainable management of supplies and the supply chain, the choice of balanced menus, the analysis of food satisfaction indicators and the rigorous control plan for food safety, are just some of the aspects that represent the Company's concept on the subject.

A philosophy that is part of the DNA of CIRFOOD and that crosses the entire supply chain of the service, from field to plate.

CIRFOOD has been using for years a variety of tools aimed at assessing and monitoring the level of satisfaction of different customer segments in the various stages of the catering service, tools that help to define the quality value.

The object of the evaluation is the quality perceived by the user, who, as is well known, may have differences and deviations from the quality produced and that are detectable only through customer satisfaction surveys. Feeding millions of people every year also means being able to guarantee high standards of food safety, to protect the health of the Company's users.

To verify and guarantee the quality of service and food safety, CIRFOOD has implemented a series of integrated certified management systems:

- ISO 9001 - Quality System
- ISO 22000 - Food Safety
- UNI10854 - HACCP Self-Inspection
- ISO 22005 - Traceability of the food chain
- REG. EC 834/07 - Certification of suitability for organic production standards
- Certificate of conformity for special diets management.



## SECTION IV – RULES OF CONDUCT

### Article 13: RELATIONS WITH PERSONNEL

CIRFOOD, recognizing the personnel as a fundamental and indispensable factor for the Company's development, considers it important to establish and maintain relationships with employees and collaborators based on mutual trust.

As a result, the Company is committed to developing the talents and potential of its personnel in the performance of their duties, so that the skills and legitimate aspirations of individuals can be fully fulfilled within the scope of achieving the Company's goals.

These purposes must inspire the operations of all the Company's structures and, in particular, of the function responsible for personnel management.

The Company is committed to offering equal employment opportunities and professional growth to all employees on the basis of their professional skills and qualifications, without any discrimination and without any form of nepotism or favoritism.

In particular, at the time of recruitment, the evaluation of the candidates is carried out on the basis of their correspondence to the job profiles requested by the Company. Personnel are hired solely on the basis of regular employment contracts, as no form of irregular work is tolerated. The applicant must be made aware of all the characteristics related to the employment relationship.

When the employment relationship is established, the employee receives clear and specific information on regulations and remuneration. Furthermore, throughout the duration of the employment relationship, the employee or collaborator receives instructions that allow him / her to understand the nature of his / her task and that allow him / her to carry out it properly, in compliance with his / her qualification.

The Company is committed to providing training for all employees and to encouraging their participation in refresher courses and training programs so that the skills and legitimate aspirations of individuals are realized in conjunction with the achievement of corporate goals. It follows that:

- the Company, through the competent departments, selects, hires, remunerates and manages personnel on the basis of merit and competence, without any political, trade union, religious, racial, language or gender discrimination, in compliance with all applicable laws, employment contracts, regulations and directives;
- the Company's evaluation system is managed in a transparent and objective manner.

CIRFOOD strongly opposes the phenomenon of illegal recruitment.

CIRFOOD applies Labour Legislation, national and second-level collective bargaining.

For the remuneration part, some additional economic elements are currently recognized as part of the second-level contractual remuneration, as established in the ministerial charts.

CIRFOOD commits to the following requirements:

- not to use child or forced labor;
- respect the freedom of association and the right to collective bargaining;
- ensure working conditions that prevent workers from possible injuries and illnesses, aiming at the full satisfaction of its staff, whether they are members or employees;
- combat all forms of discrimination and ensure equal opportunities and fair treatment for all its members and employees, regardless of race, class, national origin, religion, disability, gender, sexual orientation, union membership, political affiliation and age;

- make the personnel selection taking into sole consideration objective elements such as competence, experience and education, related to the functions to be covered;
- apply the national Collective Labor Agreement in a complete and impartial manner to all employees, paying the established salary on time and paying all the relevant social security contributions and insurance, together with the institution of the rebate for cooperative members on the basis of the mutual exchange;
- contribute to the growth of people and ensure stable employment as well as training and education, according to personal needs and organizational and managerial demands;
- carry out promotions based on the skills of individuals and organizational and management needs;
- ensure the protection of maternity, paternity and of disadvantaged people;
- carry out retirements in accordance with the regulations in force;
- carry out any dismissals only in the cases permitted by law and by the National Collective Labor Agreement, in any case never for discriminatory reasons.

CIRFOOD guarantees all employees fair and dignified remuneration in accordance with the provisions of the National Collective Labor Agreement and Supplementary Labor Agreements.

Furthermore, the Company provides forms of wage integration at the minimum set by national collective bargaining, based on the skills and professionalism shown by the employees.

Moreover, in order to guarantee a dignified lifestyle, the company assists its members and employees in applying for family allowances, deductions and other forms of supplement to the minimum income established in collective bargaining.

Pay slips clearly indicate all the items relating to entitlements and deductions made.

The Company also requires its suppliers and partners to comply punctually with current labor legislation, especially with regard to child labor, women's work, working conditions and hours, social security, insurance and salary treatments.

#### **Article 14: PERSONNEL OBLIGATIONS**

The professionalism and commitment of the personnel represent a specific requirement, as they are essential preconditions for the achievement of the Company's goals. Employees and collaborators cannot be exempted from compliance with the provisions of this Code of Ethics.

In particular, they shall commit themselves to operate with diligence and loyalty according to the following rules of conduct:

- any personal situation or activity that could lead to conflicts of interest, even potential, with the Company or that could interfere with the ability to make impartial decisions, in the best interest of the Company, must be avoided;
- it is forbidden for personnel to accept, even indirectly, money, gifts, goods, services or favors from any third party with whom the Company has a business relationship in place, in order to influence decisions and receive more favorable treatment, undue services or for any other purpose;
- any requests or offers of money, gifts, favors of any kind received by personnel, as established in the previous point, must be promptly brought to the attention of their hierarchical superior and of the Supervisory Body;
- the information acquired in the performance of the assigned activities must remain strictly confidential and appropriately protected in compliance with the provisions of Legislative Decree no. 196 of 30/06/2003 and may not be used, communicated or disclosed to third parties;

- the personnel shall take care of their skills and professionalism, enriching them with the experience and collaboration of colleagues, thus creating a climate in which all colleagues feel welcome and encouraged to achieve their professional goals;
- the activity of each employee and collaborator of the operating structures, of the management or of the commercial network, must be based on the fullest collaboration between them, in order to achieve customer satisfaction;
- the decisions taken must be based on principles of correct and diligent management, through the careful assessment of potential risks, in the knowledge that the choices of each person involved, contribute to the achievement of positive business results;
- each person is required to work diligently to protect the Company's assets, scrupulously and responsibly using the resources entrusted to them, avoiding improper use that could cause damage or reduction in efficiency, or in any case in conflict with the interests of the Company;
- it is always necessary to collaborate with the Judicial Authority in case of possible investigations and trials conducted by it and, in particular, it is forbidden:
  - exerting pressure of any kind on the person who must make statements before the Judicial Authority, in order to induce him / her not to make statements or to make false statements;
  - to help those who have committed a criminal offence to circumvent or evade the authority's investigations.

## **Article 15: RELATIONS WITH POLITICAL AND TRADE UNION ORGANIZATIONS**

The principles of transparency, independence and integrity must also characterize the relations between the competent corporate functions with political and trade union organizations. Relations with the latter are based on promoting correct dialectics, without any discrimination or difference in treatment, in order to foster a climate of mutual trust and a constructive dialogue in the search for highly flexible solutions.

Relations with representatives of political and trade union organizations are reserved to the competent corporate functions authorized to do so.

CIRFOOD defines policies in line with freedom of association, taking into account the provisions of collective bargaining. In this respect, the Cooperative guarantees to all members and employees:

- the right to set up or join trade unions, to elect its own trade union representatives, ensuring them all the rights provided for by current legislation and by the National Labor Collective Agreement;
- to be informed of this right and to be assured that such activities do not have negative consequences or retaliation;
- collective bargaining by applying the National Labor Collective Agreement internally and in the event of a derogation, arranges for such derogation to be agreed with the freely elected trade union representatives;
- the free election of trade union representatives in all facilities, ensuring them the possibility of communicating with members at the workplace and attending assemblies and meetings;
- the prevention of any form of discrimination against members or trade union representatives.

The personal participation of the Recipients of the Code of Conduct in political organizations, takes place outside working hours and without any connection with the function performed in the Company.

The Company does not support events or initiatives that have an exclusively political purpose; it also refrains from any direct or indirect pressure on politicians and does not allow the provision of direct or indirect contributions, in cash, in kind or in any other form, to political parties, movements, committees and political and trade union organizations, neither to their representatives, nor to associations with which there may be a conflict of interest.

## **Article 16: CONDUCT OF CORPORATE BODIES**

The corporate bodies, aware of their responsibility, in addition to compliance with the law, current legislation and the Company's Articles of Association, are required to comply with the provisions and principles of this Code of Ethics. In particular, to their components is required:

- to behave in an autonomous, independent and fair manner with public institutions, private subjects, economic associations, political parties, as well as with all other national and international entities;
- to behave with integrity, loyalty and a sense of responsibility;
- to guarantee a constant and informed participation to the meetings and to the activities of the corporate bodies;
- to assess situations of conflict of interest or incompatibility of functions, offices or positions outside and within the Company, refraining from performing, within the scope of their work, activities in situations of conflict of interest;
- to make confidential use of the information they have acquired through the exercise of their functions, avoiding using their position to obtain personal benefits, both direct and indirect;
- to comply with requests for information from the Board of Statutory Auditors regarding the application of specific regulations to the Company;
- to submit to the Shareholders' Meeting, in relation to a specific agenda, only true, complete and unaltered documents and acts;
- not to acquire or subscribe to Company shares or reserves that cannot be distributed by law;
- not to carry out share capital reductions, mergers with other companies or demergers that could cause damage to creditors.

## **Article 17: RELATIONS WITH CUSTOMERS**

The Company shows a constant care and attention to the quality of the relationship with customers and to its continuous improvement, this being the necessary precondition of the process of creating and distributing value in the Company. Customers, in fact, are an essential part of the Company's assets.

In relations with customers, each Recipient of this Code, which is an integral part of the corporate activity, represents the Company. To this end, the Recipients are required to carry out their activities towards the customers with professionalism, competence, availability, correctness, courtesy and transparency.

The excellence of the products and services offered and the guarantee of giving an immediate and qualified response to requests, are the distinctive elements of the Company's relationship with customers.

The conduct adopted is always based on professional respect for the confidentiality of the information acquired during the course of the activity, as well as the current legislation on the protection of personal data.

Business relationships must always be oriented towards compliance with all the rules relating to the proper management of industry and trade, avoiding, in particular, fraudulent or illegal conduct, as well as conduct intended to violate the rules on copyright.

In the context of commercial relations, all those who work with and for CIRFOOD are required:

- to promote fair and correct conduct in every area of the business, including commercial relations, condemning any possible form of disruption to the freedom of industry or trade, as well as any possible form of illegal competition, fraud, counterfeiting or usurpation of industrial property rights, recalling all those who operate in the interest of the Company, to comply with existing legislation regarding the protection of instruments or signs of authentication, certification or recognition, the protection of industry, trade and copyright;
- to oppose and reject any behaviour aimed at obtaining confidential information relating to their competitors on the market, in compliance with current antitrust and fair competition regulations, and committing themselves not to undertake actions that may constitute violations of such regulations;
- to protect their own and others' intellectual property rights, including copyrights, patents, trademarks and recognition marks, by following the policies and procedures provided for their protection;
- to oppose and reject any conduct aimed at acquiring business opportunities in an illicit manner, offering or promising money or other undue benefits.

To protect the image and reputation of the Company - built through the commitment, dedication and professionalism of all its structures - it is essential that customer relations are based on:

- full transparency and fairness, also with the aim of creating a solid relationship that consistently and clearly shows customers the characteristics and value of all available products and services that are offered to them or that they buy;
- maintaining high quality standards of the services offered and maximizing customer satisfaction. The internal procedures and IT technologies used, support these aims also through a continuous monitoring of the customer satisfaction;
- the accurate identification of the customers' risk profile, which is a fundamental starting point for offering products that are consistent with their needs;
- timely response to complaints, aiming at a substantial resolution of disputes. Complaints are an opportunity for improvement, to overcome conflicts and recover customer trust and satisfaction;
- care and attention to each customer or category of customers, without any discrimination based on their nationality, religion or gender;
- a commitment to make all the Company facilities and services accessible to people with disabilities, by removing any architectural barriers;
- compliance with the law, with particular reference to the provisions on anti-money laundering, the fight against receiving and using money, goods or utilities of illicit origin;
- independence from any improper conditioning, both internal and external;
- regular monitoring of the achievement of the customers' satisfaction and loyalty targets, which are rewarded in order to spread the culture of interactions. The Company is always open to suggestions and proposals from customers regarding services and products.

In addition, when entering into business relationships with new customers and in the management of existing ones, it is necessary, taking into account the information available, to avoid:

- entertaining direct or indirect relations with persons of whom the involvement in illegal activities, in particular connected to the trafficking of arms and narcotic substances, money laundering and terrorism, is known or even



suspected and, in any case, with people lacking the necessary requirements of seriousness and commercial reliability;

- financing activities aimed at the production or marketing of highly polluting or hazardous products for the environment and health;
- engaging in financial relations with those economic activities that, even indirectly, hinder human development and contribute to the violation of fundamental human rights (for example by exploiting the use of child labor or workers).

With reference to relations with customers, it is forbidden for Recipients to promise or offer to the customers benefits or other advantages to promote or favor the interests of the Company in the event of commitments and / or management of relations of any kind. In particular, it is forbidden:

- to offer, to the aforementioned subjects, even on holidays, gifts with the exception of gifts of symbolic value directly attributable to normal commercial courtesy relations - in compliance with the current regulations - and, in any case, such that they cannot generate, in the other party, or in an unrelated and impartial third party, the impression that they are intended to acquire from the Company or grant the Company undue advantages, or such as to create the impression of illegality or immorality. For this purpose, the Company has implemented strict protocols with particular reference to the public and private sector, in order to prevent the commission of corruption crimes in the public and private sectors;
- to examine or instrumentally propose, outside the ordinary treatment reserved for customers, employment opportunities for employees and / or business opportunities of any other kind, that could unduly benefit them;
- to carry out unjustified or contractually unforeseen representation expenses for purposes other than the mere promotion of the Company's image.

## **Article 18: RELATIONS WITH SUPPLIERS**

The principles applied to relations with customers must characterize the commercial relations of the Company with its suppliers with whom it undertakes to develop relations of fairness and transparency. In particular, the Company provides the following:

- standard methods for selecting and managing suppliers, ensuring them equal dignity and opportunities. In the supplier selection process, objective and transparent assessments of their professionalism and business structure, quality, price, methods of performing the service and delivery, will be taken into account. Furthermore, their appreciation in the market will be assessed, their ability to comply with confidentiality obligations, which the nature of the service offered imposes, as well as the criteria of social responsibility and their compatibility and adequacy to the size and needs of the Company, will be evaluated;
- criteria and systems for constant monitoring of the quality of the performances and of the goods / services supplied;
- fair supply contracts, especially with regard to payment terms and the burden of administrative formalities.

The company is committed, also through digital means, to:

- carry out a process of selection, evaluation and management of suppliers for the achievement of the corporate prosperity;

- evaluate and select suppliers according to the service offered, in terms of competence, quality, precision in service and cost-effectiveness;
- evaluate and select suppliers based on the ability to comply with contractual agreements, in the absence of conflicts of interest and in compliance with the laws;
- evaluate and select suppliers based on the adoption of business conduct oriented towards corporate social responsibility, environmental protection, efficient use of resources and compliance with the requirements of the SA8000 certification;
- evaluate and select suppliers based on their capacity for innovation and their ability to be partners in business development;
- not accept money or gifts, other than those of symbolic value, offered by external parties or by those who are or intend to become suppliers of CIRFOOD. In the event that a supplier intends to make a gift anyway, it must be immediately reported to the department manager in order to determine the destination most suited to Company policies.

The compliance with the above principles is guaranteed by the adoption and respect of internal procurement procedures and suppliers' selection.

Suppliers are bound to carry out their activities in accordance with standards of conduct consistent with those indicated in the Code of Ethics. In particular, they must ensure integrity in business, respect the rights of their workers, invest in quality and responsibly manage the environmental and social impacts.

With reference to suppliers, it is forbidden for anyone who has relations with them, to request gifts (not only in the form of money, but also goods), benefits or other advantages, in order to facilitate their working position with the Company, to the detriment of others and with the harm of the Company itself.

## **Article 19: RELATIONS WITH THE MEMBERS**

CIRFOOD is a Cooperative of production and work with a prevalent mutuality, meaning that it mainly relies, in the performance of its activities, on the work services of its members.

In order to protect the general interests of the Company, the link between the social relationship and the employment relationship becomes inseparable, unless otherwise decided by the Board of Directors.

The Cooperative is committed to fostering professional growth, occupational continuity, respect for trade union regulations and mutuality.

The co-operating members are entitled to the majority of the Board of Directors.

The chairmanship of the Cooperative is assigned to the component of the co-operating members.

Having due regard for its founding values, the Company, in order to strengthen lasting and continuous relationships, guarantees to its shareholders the following:

- a timely and transparent communication of the implementation status of the Company's strategies and results in order to provide clear, complete and accurate information;
- equal information, as outlined in the previous point, and the best and constant attention to all members, without discrimination and without any preferential conduct;
- the widest possible participation of the members in the Shareholders' Meetings, promoting among them a conscious exercise of the right to vote.



## **Article 20: RELATIONS WITH THE PUBLIC ADMINISTRATION**

The Company identifies and defines the channels of communication with all the interlocutors of the Public Administration (for example the Ministries, the Antitrust Authority, the Authority for Guarantees in Communications, the Authority for the Protection of Personal Data, the Revenue Agency, etc.) both locally and at the national and international level.

In particular, the commitments towards the Public Administration (hereinafter also referred to as PA) are reserved to the Company functions appointed and authorized for this purpose, which are required to carry out their duties with integrity, independence and fairness. Relations are also based on the utmost cooperation, in any case avoiding obstructing institutional activity, and are carried out while safeguarding each other's areas of independence, avoiding any action or attitude that could be interpreted as an attempt to improperly influence decisions.

With reference to relations with the Public Administration and, specifically, when undertaking commitments and / or managing relations of any kind with the PA, it is forbidden for the Recipients to promise or offer gifts (not only in the form of money, but also goods), benefits or other advantages to promote or favor the interests of the Company to Public Officials or Persons in Charge of a Public Service, or to employees in general of the PA. In particular, it is forbidden:

- to offer, to the aforementioned subjects, even on holidays, gifts with the exception of gifts of symbolic value directly attributable to normal commercial courtesy relations and, in any case, such that they cannot generate, in the other party, or in an unrelated and impartial third party, the impression that they are intended to acquire from the Company or grant the Company undue advantages, or such as to create the impression of illegality or immorality;
- to examine or instrumentally propose, outside the ordinary treatment reserved for customers, employment opportunities for employees of the Public Administration (or relatives and relatives by affinity) and / or business opportunities of any other kind, that could unduly benefit them;
- to carry out unjustified or contractually unforeseen representation expenses for purposes other than the mere promotion of the Company's image;
- to provide or promise to provide, solicit or obtain information and / or documents that are confidential or otherwise likely to compromise the integrity or reputation of one or both parties;
- to favor, in the purchasing processes, suppliers and subcontractors only because they are indicated by the employees of the Public Administration as a condition for the subsequent performance of the activities;
- to deliberately produce false documents or documents containing false or altered data, to steal or omit documents, to withhold due information, in order to unduly direct, for their own benefit or that of their customers, the decisions of the Public Administration;
- to behave in a deceptive manner that may mislead the Public Administration in the technical-economic evaluation of the products and services offered / supplied, or unduly influence the decision of the PA;
- to use or present false statements or documents or attesting things that are not true or withhold due information, in order to unduly obtain contributions, funding, subsidized loans or other disbursements of the same type from the State, the European Community or other public bodies.

The Recipients are required to verify that the public funds, contributions or subsidized loans granted to the Company are used to carry out the activities or initiatives for which they were granted. Any use other than that for which they were granted, is prohibited.

Anyone who receives explicit or implicit requests or proposals for benefits of any kind from Public Officials or Public Service Officers must immediately:

- suspend all relations with them;
- report the incident to their direct superior and inform the Supervisory Body in writing.

With regard to relations with national, EU and foreign supervisory authorities and, in particular, in carrying out periodic communications and reports, the Company guarantees the completeness and integrity of the information provided and the objectivity of the assessments, seeking the timeliness of the obligations required of it by the Public Administration. Moreover, relations with the Supervisory Authorities are also based on the utmost cooperation, avoiding, in any case, to hinder their institutional activity.

## **Article 21: RELATIONS WITH MASS MEDIA**

The Company recognizes the fundamental role played by the mass media in informing the public. To this end, it undertakes to cooperate fully with all the media, without discrimination, respecting each other's roles.

The communications of the Company to any media must be truthful, clear, transparent, unambiguous or instrumental; they must also be consistent, homogeneous and accurate, consistent with Company policies and programs. Relations with the press and other means of mass communication are reserved for the relevant corporate bodies and functions.

In order to guarantee univocal information and support those who come into contact with the media, the statements made on behalf of the Company must be subject to the prior authorization of the competent corporate bodies and functions.

Any promotional activity of the Company respects the ethical values set out in this Code, rejecting the use of vulgar or offensive messages.

The Company pays careful attention to the information published on its institutional websites in order to make them a comprehensive tool, effective and in line with market expectations.

## **Article 22: RELATIONS WITH COMPETITORS**

It is essential that the market is based on fair competition. The Company, the Group and its employees are therefore committed to compliance with all competition and market protection laws in all jurisdictions.

No employee may be involved in initiatives or contacts with competitors (e.g. through price agreements) that may appear to violate competition and market protection regulations.

## **Article 23: MANAGEMENT OF DOCUMENTS AND INFORMATION SYSTEMS**

The falsification, in form and content, of public or private electronic documents is prohibited. Any form of use of false electronic documents, as well as the suppression, destruction or concealment of paper documents is also prohibited.

It is forbidden to gain unauthorized access to a computer or telecommunications system protected by security measures or to remain in it against the will, express or tacit, of the owner of the system.

It is forbidden to illegally carry out the retrieval, reproduction, dissemination, delivery or communication of codes, passwords or other means suitable for access to a protected computer or telecommunications system or even to provide indications or instructions suitable for the aforementioned purpose.

It is forbidden to procure, produce, disseminate, deliver or, in any case, make available to the Company or third parties, equipment, devices or programs suitable for damaging a computer or telecommunications system of others, the information contained therein or alter, in any way, its functioning

It is forbidden to intercept, prevent or interrupt communications relating to one or more telematic or IT systems. Any form of disclosure, even partial, to third parties of the content of the information intercepted is also prohibited.

It is also forbidden to install equipment to prevent, intercept or interrupt the aforementioned communications. The destruction, deterioration, cancellation, alteration or suppression of telematic or IT systems and of the information, data or programs contained therein, whether privately owned or used by the State, by another public body or pertaining to it or in any case of public utility, is prohibited.

#### **Article 24: PROTECTION OF TRADEMARKS, PATENTS AND COPYRIGHT**

It is forbidden to counterfeit or alter national or foreign distinguishing marks or signs of industrial products, or to alter or make use of such counterfeit or altered marks or signs.

It is forbidden to alter national or foreign patents, designs or industrial models, or to make use of such counterfeit or altered patents, designs or models.

It is forbidden to bring into the territory of the State, for profit, industrial products with trademarks or other distinctive signs, national or foreign, counterfeit or altered.

It is forbidden to illegally duplicate computer programs or, for the same purposes, to import, distribute, sell or hold for commercial or business purposes, programs contained in media not marked by the Italian Copyright Collecting Agency SIAE.

It is forbidden to reproduce, transfer to another medium, distribute, communicate, present or publicly demonstrate the contents of a database without the authorization of the author, nor to extract or reuse the database.

It is forbidden for the Recipients of this Code of Ethics:

- to use other company's business secrets;
- to adopt conducts aimed at hindering the normal functioning of economic and commercial activities of competing companies;
- to engage in fraudulent acts that could result in the diversion of the customers of other parties and therefore causing damage to the Company's competitors;
- to abusively reproduce, imitating or tampering with trademarks, distinctive signs, patents, industrial designs or models owned by third parties;
- to make use, in an industrial and / or commercial context, of trademarks, distinctive signs, patents, industrial designs or models counterfeited by third parties;
- to introduce into the territory of the State for the purpose of trading, holding, selling or putting into circulation in any way, industrial products with trademarks or distinctive signs that have been counterfeited or altered by third parties.

## **Article 25: ACCOUNTING BOOKS AND COMPANY REGISTERS**

The Company accurately and completely records all company activities and operations, in order to implement the maximum accounting transparency towards shareholders, third parties and external bodies in charge, and to avoid the publication of false, misleading or deceptive accounting entries.

Administrative and accounting activities are carried out using up-to-date IT tools and procedures that optimize their efficiency, correctness, completeness and compliance with accounting principles, as well as facilitating the necessary controls and checks on the legitimacy, consistency and congruity of the decision-making, authorization and performance of the Company's actions and operations processes.

CIRFOOD cooperates fully at all levels, providing correct and truthful information on the company's activities, assets and operations, as well as on any reasonable request received from the competent bodies.

To ensure that the accounting system complies with the requirements of truthfulness, completeness and transparency of the recorded data, the Company must keep adequate and complete documentation supporting the activity carried out, in order to allow:

- the accurate accounting recording of each operation;
- the immediate identification of the characteristics and motivations underlying it;
- the easy chronological formal reconstruction of the operation;
- the verification of the decision-making, authorization and implementation process, as well as the identification of the various levels of responsibility and control. Each accounting record must accurately reflect what is shown in the supporting documentation. Therefore, it is the responsibility of each appointed recipient to ensure that the supporting documentation is easily available and sorted according to logical criteria and in accordance with company rules and procedures. No type of payment may be made in the interest of the Company without adequate supporting documentation. Each recipient, to the extent that he or she becomes aware of omissions, falsifications or negligence in accounting records or supporting documents, is required to promptly report them to his or her superior. If the report is unsuccessful, or if the recipient feels uncomfortable in contacting his / her direct superior to make the report, he / she must report it to the Supervisory Body.

## **Article 26: ANTI-MONEY LAUNDERING AND SELF-LAUNDERING**

The Recipients of this Code must not, in any way and under any circumstances, receive payments or accept commitments of payment or run the risk of being involved in events relating to money laundering from illegal or criminal activities or engage in self-laundering conduct, i.e. transfer or use in economic or financial activities sums of illegal origin from the same person who obtained such money illegally.

In relation to all business relationships undertaken on behalf of the Company, the Recipients must ensure that the partners, customers, suppliers or third parties provide adequate guarantees of integrity and reliability.

The Company undertakes to comply with all national and international anti-money laundering and self-laundering regulations and provisions.

## **Article 27: SPONSORSHIP, DONATIONS, GIFTS**

The Company - with strong territorial roots - sponsors only events that have a charitable, cultural or sporting value. Donations are granted exclusively to recognized associations and foundations, as well as to non-profit organizations, regularly established, in compliance with accounting, civil and tax regulations.

The Recipients of this Code of Ethics are explicitly forbidden to offer, ask for or receive sponsorships, gifts, gratuities, remunerations or other benefits that may even be interpreted as exceeding normal business courtesy practices, or intended as aimed at acquiring an undue advantage linked to the Company's activities.

## **SEZIONE V – IMPLEMENTATION METHODS**

### **Article 28: SUPERVISORY BODY AND CODE OF ETHICS**

The control, implementation and compliance with this Code of Ethics is entrusted to the Supervisory Body appointed in accordance with Articles 6 and 7 of Legislative Decree 231/01.

In particular, the duties of the Supervisory Body, without prejudice to the provisions of the specific document called "*Regulations of the Supervisory Body*", are the following:

- check compliance with the Code of Ethics, so as to reduce the risk of committing the crimes envisaged by Legislative Decree 231/01;
- follow and coordinate the updating of the Code of Ethics, also through own proposals for adaptation and / or updating;
- promote and monitor initiatives aimed at encouraging communication and dissemination of the Code of Ethics to all parties required to comply with the relevant provisions and principles;
- suggest an ethical education plan as established in the CIRFOOD Management Organizational Model;
- comment on any alleged violations of the Code of Ethics of which it is aware, notifying the competent corporate bodies of any violations found.

### **Article 29: DISSEMINATION AND REPORTING**

The Code of Ethics and its updates are brought to the attention of all Recipients (internal and external) through adequate communication and dissemination activities so that the values and principles contained in it are known and applied and so as to avoid that the individual initiative may generate behaviour that is not consistent with the reputation profile that the Company pursues.

The Code of Ethics is published, also in English, on the website which is accessible to all.

A hard copy of the Code is given to each director, employee or collaborator respectively at the time of appointment, hiring or commencement of the relationship with the Company.

The Code of Ethics is the subject of specific disclosure campaigns to customers or other interested parties, including in the press and post or in the manner deemed most appropriate from time to time.

The Recipients of this Code are obliged to report any instructions received that are in conflict with the law, employment contracts, internal regulations and this Code of Ethics. Failure to comply with the reporting obligation is expressly sanctioned.

In particular, any violation of the principles and provisions contained in this Code of Ethics must be promptly reported by the Recipients, in writing, even anonymously, to the Supervisory Body or to the Head of the Department / Service who, in turn, will directly inform the Supervisory Body.

The Supervisory Body assesses the existence and risk of the violations highlighted in relation to the Company's values and current regulations. It also assesses the violations of the Code and the existence of possible criminal conduct, always within the scope of its own powers and functions pursuant to Legislative Decree 231/01.

Contact with the Supervisory Body may take place by any means, either by sending a letter by post, including internal mail, or by e-mail to the e-mail address provided for this purpose and reserved for the Supervisory Body ([mail-vigilanza@cirfood.com](mailto:mail-vigilanza@cirfood.com)).



## Article 30: SANCTIONS

For what concerns the characterization of the violation of the provisions and principles of this Code of Ethics, as well as of the relative applicable sanctions, reference should be made to the provisions of the Sanctioning System, specifically issued by the Company, which is an integral part of the Company's Management Organizational Model.

In short, the Sanctioning System identifies:

- the recipients;
- the type of relevant violations;
- the criteria for identifying and imposing sanctions;
- the type of applicable sanctions;
- the procedure for the actual imposition of disciplinary measures.

In particular, the Sanctioning System, within the limits and according to the requirements established in it, is addressed to:

- Subordinate Employees and Working Members;
- Members of the Corporate Bodies;
- Financing Members;
- Independent Auditors; Consultants (Consulting Company, Lawyers, etc.); Collaborators [semi-subordinate workers, agents (e.g. promoters), intern, etc.]; Providers; other Third Parties who have contractual relationships with CIRFOOD (e.g. outsourcing companies, temporary employment agencies, etc.). Hereinafter referred to as Third Parties.

With reference to subordinate Employees and Working Members, the disciplinary sanctions provided for by the respective National Collective Labor Agreement adopted by the Company, are applied in compliance with the procedures provided for by Law no. 300 of 1970 - the so-called *Workers' Statute*. The disciplinary measures applicable to them are:

- written reprimand;
- fine not exceeding the amount of 3 hours of work;
- suspension from work and remuneration for a period not exceeding 5 days;
- dismissal for significant breach of the contractual obligations of the employee (the so-called "justified subjective reason");
- dismissal for such a serious misconduct that the relationship cannot be continued even temporarily (the so-called "just cause").

With regard to the Directors, the disciplinary measures applicable to them are the warning, the revocation of proxies and the reduction of emoluments or, in the most serious cases, the calling of the Shareholders' Meeting for the adoption of the revocation measure.

With regard to the Statutory Auditors, the disciplinary measures applicable to them are the warning or, in the most serious cases, the revocation of the mandate according to the procedures established by the Civil Code.

With regard to Third Party Recipients, by virtue of specific clauses included in the relevant contractual relationships, any failure to comply with the principles and rules contained in this Code of Ethics,



will result in the imposition of penalties for warning and the application of the termination of the contract.

With regard to Financing Members, in the event of serious breaches of the obligations deriving from the law, from the contract or from the prescriptions and principles established in this Code of Ethics relevant for the purposes of Legislative Decree 231/01, they may be excluded from the Company.

Lastly, with regard to the members of the Supervisory Body, the Board of Directors takes the appropriate measures in relation to the provisions of the Disciplinary System for the respective category of the various members (employees or self-employed workers) and in compliance with the rules set out in the Supervisory Body Regulations. Furthermore, in the event of a breach of the provisions contained in the Supervisory Body Regulations, with respect to their members, the Board of Directors may apply the provisions of the warning to timely compliance with the provisions, the reduction of the fees and the revocation of the mandate.