

# ETHICAL CODE

CNC TESSUTI

## 1 INTRODUCTION

This Code of Ethics expresses the whole of CNC TESSUTI's commitments. It contains principles and rules of conduct, through which principles are implemented, which enrich the company's decision-making processes and guide its behaviour. It constitutes an integral part of the Organisation and Management Model regulated by Legislative Decree 231/01 (hereinafter Decree). The Code of Ethics constitutes an element of reference for the Addressees, as subsequently identified, and broadly embraces the role and relations of CNC TESSUTI with its stakeholders (i.e. those subjects, understood in the sense of individuals, groups, organisations, that have significant relations with the company from which specific or generic legitimate interests derive).

## 2 MISSION

"At CNC TESSUTI we are committed to operating as a force for integrity, common sense and wise solutions in addressing the problems of today's business and markets. Clear and transparent governance forms the foundation of leadership and is central to our ability to achieve these goals. We intend to continue to pursue them from a position of strength and unquestioned leadership in our profession. Anything can become a pleasure if done with passion"

Through the "Mission", CNC TESSUTI, makes explicit the purpose, the common aim pursued by the individuals and subjects that operate within it and collaborate with it by maintaining external relations. In the pursuit of its mission, CNC TESSUTI considers the legitimate expectations of its stakeholders that are identified in the following categories:

- members;
- human resources (employees and collaborators);
- customers;
- suppliers and business partners;
- the public administration (public bodies, supervisory authorities, etc.);
- the community;

CNC TESSUTI aspires to maintain and develop the relationship of trust with its stakeholders and pursues its mission by seeking to balance the legitimate interests involved.

### 3 SCOPE OF APPLICATION OF THE CODE OF ETHICS AND SANCTIONS

This Code of Ethics applies to CNC TESSUTI and the recipients of the Code of Ethics are therefore the shareholders, the director, the employees and collaborators of the Company, as well as all those who, directly or indirectly, permanently or temporarily, establish and maintain relations or relationships with it (hereinafter also referred to as the 'Recipients'). The Code of Ethics constitutes an integral part of the organizational Model of CNC TESSUTI pursuant to the Decree and, therefore, CNC TESSUTI commits itself to its dissemination to all interested parties, to the correct interpretation of its contents and to the provision of instruments that favour its application and implementation, also taking the necessary measures in order to carry out verification and monitoring activities of the application of the Code of Ethics itself, providing sanctions in case of its violation.

The Addressees are therefore obliged to know the rules, to refrain from conduct contrary to them, to refer to a superior or to the Supervisory Board for clarification by reporting any violations by Shareholders, employees, collaborators or third parties, to collaborate with the structures in charge of verifying violations and to inform their counterparts of the existence of this Code of Ethics. Compliance with the provisions of the Code of Ethics is an essential part of the contractual obligations of all employees pursuant to Article 2104 of the Civil Code.

In particular, in order to guarantee compliance with the rules and principles expressed, as well as to verify the operation and effectiveness of the Model ex Legislative Decree 231/01 adopted by CNC TESSUTI for the prevention of the offences provided for by these rules, a Supervisory Body is established to carry out an effective activity of verifying and monitoring the application of the Model itself, as well as a Sanctioning System that provides for and regulates the hypotheses of commission of offences and provides for the imposition of suitable sanctions upon the proposal of the Supervisory Body. Any employee who violates the Code of Ethics, in compliance with the regulations in force, will be subject to disciplinary sanctions, revocation of powers and functions, and referral to the ordinary administrative or judicial authorities. In any business relationship, all counterparts must be informed of the existence of the ethical principles contained in the Code and must comply with them, under penalty of the consequences set forth in the contract. The Special Section 'Penalty System' of the Model outlines and regulates the Penalty System.

### 4 REFERENCE VALUES

CNC TESSUTI's core values are: excellence, teamwork, leadership, innovation, relationships, courage, training, respect, foresight, flexibility and sharing. The Company expects these values to define its identity, unite employees and collaborators in its global, multicultural and heterogeneous organisation, and convince people to work for the Company and customers to work with the Company. It is also essential that these values do not remain mere utterances but are translated into conduct and behaviour that is immanent to the Company. As an organisation and as individuals, all employees and collaborators are required to live, in the working environment, according to these principles and to apply them correctly, ethically and honourably.

## 5 REFERENCE PRINCIPLES

CNC TESSUTI assumes as an unavoidable principle the observance of laws, rules and corporate procedures to execute and report business operations, obtain appropriate authorisations and comply with all aspects of internal and external accounting control. This principle is followed in all the countries in which the Company operates and, to this end, it undertakes to adopt the useful and appropriate measures so that the obligation to comply with the laws and all the regulations in force, is made its own and practised by the Addressees of the Code of Ethics. In this regard, and with specific reference to the principles indicated in the present chapter, it is pointed out that the conviction of acting in some way to the advantage of the Company does not justify, for CNC TESSUTI, the adoption of conducts in contrast with the principles expressed in the present document; therefore, in such a case, the violation of the same will entail the adoption of the sanctions provided for by the Sanctioning System.

### 5.1 HONESTY AND FAIRNESS

Honesty is the fundamental principle for all CNC TESSUTI's activities; its initiatives, relations and communications constitute an essential element of corporate management. Relationships with stakeholders are marked by criteria and behaviours of fairness, collaboration, loyalty and mutual respect.

### 5.2 TRANSPARENCY AND COMPLETENESS OF INFORMATION

CNC TESSUTI ensures correct information to its Shareholders and internal and external control bodies regarding significant facts concerning its corporate management. Financial, accounting and management records and any other communication that the Company issues to third parties meet the requirements of truthfulness, completeness and accuracy. In the performance of its activity, in particular with reference to relations with customers, their control bodies and those who are legitimately the recipients of the reports ('reports') issued in connection with professional assignments, CNC TESSUTI ensures, in addition to strict compliance with applicable rules, laws and regulations, the rigour required by the profession itself and respect for the reference deontological principles.

### 5.3 CONFIDENTIALITY OF INFORMATION

CNC TESSUTI ensures the confidentiality of the information in its possession, except for communications required by law, the observance of personal data regulations and refrains from seeking confidential data through illegal means. The Addressees of the Code of Ethics are bound not to use confidential information for purposes not connected with the exercise of their professional activity, not to use or disseminate privileged information, not to manipulate it or disseminate false information.

#### 5.4 CONFLICTS OF INTEREST

CNC TESSUTI, consistently with the values of honesty and transparency, undertakes to implement all necessary measures to prevent and avoid conflict of interest phenomena. This applies both in the event that an Addressee pursues an interest that differs from the Company's mission or personally takes advantage of the Company's business opportunities, and in the event that the representatives of customers or suppliers, or public institutions, act in contrast with the fiduciary duties related to their position.

#### 5.5 EQUALITY, RESPECT FOR THE PERSON AND EQUAL OPPORTUNITIES

CNC TESSUTI ensures respect for the physical and cultural integrity of the person and respect for the dimension of relations with others. In particular, it protects and promotes the value of human resources, in order to improve and increase the heritage and competitiveness of the know-how possessed by its employees.

CNC TESSUTI is committed to avoid any discrimination based on age, gender, sexuality, health status, race, nationality, political opinions, membership in trade unions and religious beliefs, in all decisions affecting relations with its stakeholders.

CNC TESSUTI does not tolerate requests or threats aimed at inducing people to act against the law or against the Code of Ethics, or to adopt behaviors detrimental to each one's moral or personal convictions and preferences.

CNC TESSUTI assures its employees safe and healthy working conditions and protects the physical and moral integrity of its collaborators.

CNC TESSUTI: adopts and maintains adequate management systems aimed at identifying, preventing and reacting to possible risk situations to ensure the health and safety of all personnel.

CNC prevents and manages situations of harassment and abuse in the workplace by ensuring that safe and confidential channels of complaint are used for employees, that complaints are investigated and that appropriate measures are taken to protect employees and prevent further abuse or harassment.

Harassment is unwanted behaviour that violates an employee's dignity and creates an intimidating, hostile, degrading, humiliating or offensive environment. Sexual harassment is unwanted behaviour with sexual connotations, whether verbal or non-verbal, that violates the dignity of a worker and creates an intimidating, hostile, degrading, humiliating or offensive environment.

The organisation identifies the possible risks of all forms of abuse, both physical and verbal, in the light of workplace health and safety, and encourages the reporting of abuse and harassment.

The behaviours to be prevented are:

- Sexually explicit or offensive comments;
- Unwanted sexual advances or requests;
- Intimidating acts based on gender -Expressions of gender bias or stereotyping;
- Lack of respect for personal boundaries-Discrimination in job assignment or performance appraisal;

gender-based.

The organisation must prevent abuse and harassment by raising awareness of abuse and harassment among all staff, so that everyone is able to recognise and report inappropriate and unfair behaviour.

## 5.6 COMPETITION PROTECTION

CNC TESSUTI intends to protect the value of fair competition, refraining from conduct that favours the conclusion of business to its own advantage in violation of laws or regulations in force and recognising that fair and loyal competition is a fundamental element of its reputation, necessary for the development of the company and the market in which it operates.

# 6 NORMS AND STANDARDS OF BEHAVIOUR

## 6.1 GENERAL ASPECTS

### 6.1.1 INFORMATION PROCESSING

All information available to CNC TESSUTI is treated with respect for the confidentiality and privacy of the parties concerned.

To this end, specific procedures for the protection of information are defined and continuously updated.

There is an internal organisation responsible for the handling of information, which manages roles and responsibilities in this regard and classifies information according to levels of criticality.

Furthermore, CNC TESSUTI forbids top management, employees, consultants of the Company and third parties who operate in the name and on behalf of the Company to:

- misrepresent material facts;
- omit information, the disclosure of which is required by law, on the economic, asset or financial situation of the Company;
- conceal data or information in a manner suitable to mislead the recipients thereof;
- prevent or in any case hinder the performance of the control activities legally attributed to the Shareholders to other corporate bodies or to the competent supervisory authorities.

With regard to the use and protection of its clients' information, professional ethics obliges the Company's Members, employees and collaborators to protect the confidentiality of such information both during assignments and after their completion, except for disclosures required by law.

### 6.1.2 GIFTS, GRATUITIES AND OTHER FORMS OF BENEFITS

No form of free gift or benefit, promised, offered or received, which may be construed as exceeding normal business or courtesy practices, or otherwise aimed at acquiring favourable treatment in the conduct of any

transaction attributable to corporate activity. This rule does not allow exceptions even in those countries where offering valuable gifts to business partners is considered customary. In any case, the Shareholders, employees and collaborators of CNC TESSUTI shall abstain from practices that are not permitted by law, by commercial usages or by any ethical codes of the companies or bodies with which they have relations.

### 6.1.3 MEDIA RELATIONS

Consistently with the principles of transparency and completeness of information, CNC TESSUTI's communication to the outside world is marked by respect for the right to information.

Under no circumstances shall Directors, Shareholders, employees and collaborators divulge false or tendentious news or comments, either concerning the company's activities or the results of professional activities or relations with shareholders in general.

In the conviction that the company's activities and results must be closely linked to responsible business conduct, external communication, including that aimed at disseminating the company's brand and image, complies with the legal limits envisaged for the sector and the ethical principles of the professional context of reference.

## 6.2 SPECIFIC ASPECTS OF RELATIONS WITH MEMBER STAKEHOLDERS

One of the Company's objectives is the valorisation of investment, through the pursuit of a development and risk management policy capable of guaranteeing satisfactory economic results over time.

CNC TESSUTI is committed to creating the conditions so that Shareholders' participation in the decisions for which they are responsible is widespread and knowledgeable, promotes equality and completeness of information and safeguards their interests.

### 6.2.1 CONFLICT OF INTEREST

Each Member is bound to avoid all situations and activities in which a conflict may arise with the interests of the Company or which may interfere with his or her ability to impartially take decisions in the best interest of the Company in line with the technical aspects of the profession carried out and in full compliance with the rules of the Code of Ethics. He/she must also refrain from taking personal advantage of acts of disposition of corporate assets or business opportunities of which he/she has become aware in the course of his/her duties.

Any situation that may constitute or determine a conflict of interest must be promptly notified by the Shareholder to the Administrative Body and to the Supervisory Board.

In particular, Shareholders are required to avoid conflicts of interest between personal and family economic activities and those of the company.

By way of example but not limited to, the following situations may give rise to conflicts of interest:

- *perform operational functions or have economic or financial interests in customers, suppliers, competitors or business partners;*

*use one's position in the Company or the information acquired in one's job in such a way that may create a conflict between one's personal interests and the interests or the pursuit of the Company's mission;*  
*allow the choices made by CNC TESSUTI with regard to contracts with external parties in various capacities to be conditioned by personal interests.*

## 6.2.2 HUMAN RESOURCES

CNC TESSUTI recognises the centrality of the Human Resources stakeholder (meaning both shareholders and employees, as well as collaborators who provide their services to the Company in contractual forms other than subordinate employment) and the importance of establishing and maintaining relations with them based on loyalty and mutual trust.

### 6.2.2.1 Personnel Selection and Establishment of the Employment Relationship

The assessment of personnel to be hired is carried out on the basis of the correspondence of the candidates' profiles with those expected and with the specific needs of the Company, in compliance with the principles of impartiality and equal opportunities for all stakeholders. When the collaboration starts, the employee/collaborator must receive exhaustive information regarding the characteristics of the duties and function, the regulatory and remuneration elements and the regulations and conduct for the management of personal health risks. All staff must be employed under a regular employment contract in accordance with legal obligations

### 6.2.2.2 Human resources management policies

Any form of discrimination against persons is prohibited.

All decisions taken in the context of human resources management and development, even for access to different roles or positions, are based on considerations of merit and/or correspondence between expected profiles and the profiles possessed by the resources.

In the management of hierarchical relations, authority is exercised with fairness and correctness, avoiding any abuse. It constitutes abuse of the position of authority to request, as a due act to the hierarchical superior, services, personal favours and any behaviour that constitutes a violation of this Code of Ethics.

### 6.2.2.3 Enhancement of human resources

Human resources are fully valorised by activating the available levers to foster their development and growth. The competent functions, and all those responsible for their employees, must therefore:

- selecting, hiring, training, remunerating and managing employees or collaborators without discrimination;
- creating a work environment in which personal characteristics cannot give rise to discrimination;
- adopt criteria of merit, competence and in any case strictly professional criteria for any decision concerning an employee or collaborator.



#### 6.2.2.4 Protection of privacy

The privacy of employees and collaborators is protected in compliance with reference legislation, including through operating standards that specify the information received and the relevant processing and storage methods. Any investigation into people's ideas, preferences, personal tastes and private life is excluded.

#### 6.2.2.5 Conflict of interest

Each employee/collaborator of the Company is required to avoid all situations and activities in which a conflict may arise with the interests of the Company or which may interfere with his or her ability to impartially take decisions in the best interests of the Company in line with the technical aspects of the profession carried out and in full compliance with the rules of the Code of Ethics. He/she must also refrain from taking personal advantage of acts of disposition of corporate assets or business opportunities of which he/she has become aware in the course of his/her duties.

Any situation that may constitute or lead to a conflict of interest must be promptly reported by each employee/collaborator to the Member in charge of the group to which he/she belongs or/and to the Member in charge of the work/client, and to the Supervisory Board. In particular, all employees and collaborators of the Company are required to avoid conflicts of interest between personal and family economic activities and the tasks they hold within the structure.

#### 6.2.2.6 Safety culture and health protection

The Company is committed to promoting and disseminating a culture of safety, developing risk management awareness, promoting responsible behaviour and preserving, especially through preventive actions, the health and safety of all employees and collaborators.

All employees and collaborators are required to scrupulously comply with the rules and obligations deriving from the reference legislation on health, safety and the environment, as well as to comply with all measures required by internal procedures and regulations.

Employees/collaborators, within the scope of their duties, participate in the process of risk prevention, environmental protection and health and safety protection for themselves, their colleagues and third parties.

### 6.2.3 CUSTOMERS

Customers are a fundamental asset for CNC TESSUTI, which pursues its mission by offering high quality professional services.

The style of conduct towards customers is marked by integrity, objectivity, competence and respect, with a view to a highly professional relationship.

#### 6.2.4 SUPPLIERS AND BUSINESS PARTNERS

Relationships with suppliers and business partners are marked by the search for a fair competitive advantage, the granting of equal opportunities to the subjects involved, loyalty, impartiality and recognition of the interlocutor's professionalism and competence.

CNC TESSUTI undertakes to require its suppliers and external collaborators to comply with behavioural principles corresponding to its own, considering this aspect of fundamental importance for the establishment or continuation of a business relationship. Suppliers, business partners and external collaborators are informed of the existence of the Code of Ethics and of the relevant commitments and, to this end, special clauses are provided for in individual contracts.

#### 6.2.5 PUBLIC ADMINISTRATION (PUBLIC BODIES, SUPERVISORY AUTHORITIES, OTHER CONTROL BODIES)

Relations between the Company and Public Institutions are marked by the principles of fairness, transparency and collaboration. Any type of behaviour that may be of a collusive nature or liable to undermine the principles expressed in this Code is rejected.

##### 6.2.5.1 Principles of Conduct

The assumption of commitments with Public Administrations and Public Institutions is reserved to the Administrative Body. CNC TESSUTI rejects any behaviour that may be interpreted as a promise or offer of payments, goods or other utilities of any kind in order to promote and favour its own interests and take advantage of them.

It is CNC TESSUTI's commitment to avoid any form of gift to public officials or persons in charge of public services, of any kind, Italian or foreign, or to their relatives, even through intermediaries, such as to influence the independence of judgement or induce to ensure any advantage to itself. This commitment does not allow for exceptions even in those countries where offering valuable gifts to business partners is considered customary. Gifts or gratuities are permitted only if they are of modest value and, in any case, if they cannot in any way be interpreted as a means of receiving illegitimate favours, and always in compliance with the internal procedures laid down for this purpose.

Any employee who directly or indirectly receives proposals of benefits from public officials, persons in charge of a public service or employees in general of the Public Administration or other Public Institutions that would constitute such an offence, must immediately report to the internal body in charge of supervising the application of the Code of Ethics, if an employee, or to his/her contact person, if a third party.

##### 6.2.5.2 Communication with Public Institutions

All relations with State or international institutions are exclusively traceable to forms of communication aimed at explicating the activities of CNC TESSUTI, responding to

requests or acts of inspection (questions, interpellations, requests for information related to professional appointments in progress or concluded, etc.), or in any case to make CNC TESSUTI's position known on relevant issues. To this end, the Company is committed to:

- operate, without any kind of discrimination, through the communication channels designated for this purpose with institutional interlocutors at national and international, community and territorial level;
- to represent its interests and positions in a transparent, rigorous and consistent manner, avoiding attitudes of a collusive nature;
- avoid falsifying and/or altering data, statements, reports in order to obtain an undue advantage or any other benefit for the Company.

#### 6.2.5.3 Relations with organisations and political parties

It is the Company's commitment not to make direct or indirect contributions in any form whatsoever to political parties, movements, committees and political and trade union organisations, their representatives and candidates, except for those due under specific regulations, unless such funding, which is not prohibited by law or by the Articles of Association, has been approved by the competent corporate body and duly recorded in the financial statements.

#### 6.2.5.4 Relations with the Authorities

CNC TESSUTI fully and scrupulously complies with the rules issued by the market regulatory authorities and does not deny, conceal or delay any information requested by such authorities and other regulatory bodies in their inspection functions. To guarantee maximum transparency, CNC TESSUTI and its employees undertake not to find themselves in situations of conflict of interest with employees of any Authority and their relatives.

## 7 MODALITIES FOR IMPLEMENTING THE CODE OF ETHICS

Each partner, director, employee or collaborator as well as the entities that in any capacity perform their activity in favour of CNC TESSUTI are required to know the rules contained in the Code of Ethics and the reference rules that regulate the activity performed within the scope of his/her function, deriving from the law or from internal procedures and regulations. Each partner, employee director or collaborator must also explicitly accept his/her commitments deriving from this Code of Ethics when establishing the employment relationship, when the Code of Ethics is first disseminated or when it is amended or supplemented in a relevant way. In particular, employees/collaborators are obliged to:

- Refrain from conduct contrary to the rules contained in the Code of Ethics;
- contact their superiors, company representatives and the Supervisory Body, in the event of a request for clarification on how the rules are applied
- to promptly report to the Supervisory Body any news, directly observed or reported by others, concerning possible violations and any request to violate them.

The Supervisory Board must ensure the absolute confidentiality of the sender of the communication:

- collaborate with the structures appointed to verify possible violations;
- adequately inform all third parties with whom they come into contact in the course of their work about the existence of the Code of Ethics and the commitments and obligations it imposes on external parties;
- demand compliance with the obligations that directly relate to their activities;
- adopt the appropriate internal and, if within its competence, external initiatives in the event of failure by third parties to comply with the provisions of the Code of Ethics.

### 7.1 SUPERVISORY BOARD

A Supervisory Board is specifically established at CNC TESSUTI, whose composition, powers, duties and responsibilities are regulated in Special Part B of the Model - Supervisory Board. In brief, and as far as it is of interest, the Supervisory Board shall:

- monitoring the application of the Code of Ethics by stakeholders, through the application of specific compliance programmes, and receiving any reports provided by internal and external stakeholders
- report periodically to the Chief Executive Officer on the results of the activities performed, reporting any violations of the Code of Ethics;
- express opinions on the revision of policies and procedures, in order to ensure their consistency with the Code of Ethics;
- to propose, when necessary, a periodic revision of the Code of Ethics.

### 7.2 COMMUNICATION AND TRAINING

The Code is brought to the knowledge of all internal and external stakeholders through appropriate communication activities.

A hard copy of the Code of Ethics is distributed to Shareholders, the Sole Director, employees and all third parties that enter into contractual relations with CNC TESSUTI (collaborators and freelancers).

In order to ensure the correct understanding of the Code of Ethics, the Supervisory Board prepares and implements a periodical communication/training plan aimed at fostering the knowledge of the principles and ethical standards contained in the Code of Ethics. Training initiatives must be differentiated according to the role and responsibility of the addressees.

### 7.3 VIOLATIONS OF THE CODE OF ETHICS

In the event of an ascertained breach of the Code of Ethics - compliance with which is an essential part of the contractual obligations undertaken by employees and/or collaborators and/or persons who work for the Company for any reason whatsoever - sanctions shall be adopted to protect the Company's interests and compatibly with the applicable regulations, which may also lead to the termination of the relationship and compensation for damages suffered, in accordance with the provisions of the System

Sanctions set out in Special Part E of the Model.

Interested parties may report in writing, in non-anonymous form, any violation or suspected violation of the Code of Ethics to the SB, which will analyse the report, possibly hearing the author and the person responsible for the alleged violation. The SB acts in such a way as to guarantee whistleblowers against any type of retaliation, understood as an act that may give rise even to the mere suspicion of being a form of discrimination or penalisation. The confidentiality of the identity of the reporter is also ensured, without prejudice to legal obligations. The activity of the Supervisory Board following the reports received and the information gathered is regulated in Special Part B - Supervisory Board.