

**MARCOLIN**  
EYEWEAR

**MARCOLIN GROUP CODE OF ETHICS**

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## REVISION HISTORY

Date	Event	Note
March 14 <sup>th</sup> 2012	Approved by Marcolin S.p.A. Board of Directors	Version 2.0, revision 1.0 of May 12 <sup>th</sup> 2008
May 23 <sup>rd</sup> 2018	Approved by Marcolin S.p.A. Board of Directors	Version 3.0, revision 2.0 of March 14 <sup>th</sup> 2012
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## 1. INTRODUCTION

Marcolin S.p.A. (the “**Parent Company**” or simply the “**Company**”) and the Company’s subsidiaries collectively form the Marcolin Group (the “**Group**”). With the purpose of ensuring the utmost fairness in the way we operate and in all our business activities and of protecting the Group’s image and reputation, the Marcolin Group has formulated this “**Code of Ethics**” setting forth the set of values and principles that have always distinguished our business and relationships both within and outside the Group.

## 2. THE GROUP’S MISSION

Marcolin Group seeks to be recognized and esteemed as a unique “*eyewear boutique*” in the global marketplace. Our mission is to create, manufacture and distribute throughout the world sunglasses and eyeglasses featuring unique, exclusive designs that are recognized for their excellent quality.

Our eyewear reflects and celebrates the basic elements of our (licensed and owned) brands and meets both the functional needs and aspirations of those consumers around the world who pursue beauty, luxury and fashion. Our mission is also to provide a competitive return on our shareholders’ investment. Our eyewear is manufactured using modern technologies and expert craftsmanship, so that no detail is overlooked in our quest for perfection. Our glasses are sold only in the best eyewear shops around the world, and we provide excellent services to our resellers to help them to sell our products profitably. We plan to sell the eyewear directly to consumers, but in a new, distinctive manner compared to the competition. We maintain long-term partnerships with our licensors and develop products and marketing strategies in synergy with them so as to reinforce the image of the brands we produce. We manage a close-knit global organization that respects cultural diversity and complies with principles of ethics and social responsibility, and we take steps to ensure the ongoing development of our organization and the people who work here.

### 3. APPLICABILITY OF CODE OF ETHICS

3.1 Those required to comply with this Code of Ethics (collectively “*employees and collaborators*”), and who are subject to penalties for violation of its provisions, include:

- directors and other legal representatives of the various Group companies; other individuals who have been granted general or special powers of attorney and others in related positions of responsibility;
- members of the Board of Statutory Auditors and other parties (individuals and/or organizations) that play a role in Company oversight and control under the law and the articles of association;
- the Group’s management and all employees;
- parties working on temporary, on-call or incidental employment contracts;
- insourced staff, project-based staff and those working with the company on other incidental bases, and individuals working with the company through internship programs;
- any other party who performs functions of management and control regardless of his or her formal/legal position.

3.2 In addition, suppliers, customers, partners in the Group’s commercial initiatives, self-employed individuals providing consulting or other professional services to the Company, agents and other intermediaries, and any other party who collaborates with the Company in any form must adhere to this Code of Ethics.

3.3. Marcolin Group which is active in many countries of the world is aware that its employees might be bound by additional rules set forth by their direct employer. Being aware of the diversity and complexity of the rules applicable in different contexts, Marcolin Group believes that this Code of Ethics is not in conflict with the spirit of those rules; notwithstanding the above, in case a potential risk of conflict should arise, the Company recommend to promptly notifying it to the competent departments of the Parent Company.

## **4. BASIC PRINCIPLES**

### **Observance of the law**

4.1 The underlying principle governing the Group's entire business is the observance of the laws and regulations of Italy, the European Union and all other countries and territories in which the Group operates. For business activities conducted abroad, the Company is required to prohibit any conduct that may be legal under local laws, but is in contrast with the laws and regulations of Italy and/or the European Union

4.2 Therefore, all parties working with or within the Group must comply with the laws and regulations in Italy and in all countries in which the Group operates.

### **Respecting and supporting human rights and fundamental freedoms**

4.3 The Group ensures that the conduct of its businesses respects individual rights and encourages the continuous improvement of social and public health conditions, which are essential to the development and protection of individual rights.

4.4 The Group is committed to remaining vigilant in identifying any potential direct or indirect negative impact of its activities on society in order to prevent, or if necessary, remedy any such negative impact

4.5 The Group respects and promotes the Universal Declaration of Human Rights and adheres to the principles of the United Nations Global Compact, as well as to the United Nations Guidelines on Women's Empowerment and to the International Labour Standards (ILS) incorporated in the main conventions of the International Labour Organization (ILO). Accordingly, within its sphere of influence, the Group supports the values, freedoms and fundamental rights promoted in these texts.

### **Integrity and protection of the Group's assets**

4.6 Integrity is an essential part of worth and is the best guarantee of a company's civil obligation toward all employees, suppliers, customers and all other stakeholders in general.

4.7 Observance of this principle is achieved by complying with the law and respecting the rules of moral integrity in all areas of business and in all situations. The Group will not tolerate violations of this principle and therefore deters all forms of corruption, so as to safeguard the financial, cultural and social benefits of its role as a producer of wealth, jobs and technology.

4.8. All employees and collaborators are required to respect, protect and preserve the assets and other valuables that have been entrusted to them. The use of assets, materials and other resources owned by the Group is prohibited to the extent it is improper or if it can cause a damage / reduction of efficiency or if it is in conflict with the general and common interest of the Group.

#### **Fairness, honesty and good faith**

4.9 The Group operates in a manner that respects ethics and fairness in conduct both within the organization and with the outside world. All conduct, actions and operations of any of the Group's employees, collaborators, consultants and other parties performed within the scope of their work are to be based on principles of honesty and good faith as well as legality in form and in substance, in accordance with the law and internal policies.

4.10 Pursuit of the Group's interests shall never justify any conduct that goes against the principles of fairness, honesty and good faith.

#### **Transparency, completeness and reliability**

4.11 The actions, transactions, negotiations and general conduct of the employees and collaborators in the performance of their respective jobs are to be characterized by the highest level of transparency and trustworthiness.

4.12 Employees and collaborators are required to provide transparent, true, complete, accurate and comprehensible information enabling the stakeholders, in dealing with the company, to make independent decisions while fully aware of all interests involved, alternatives and relevant consequences.

4.13 In the event of the winding up of a Group company, the directors, management, employees and external collaborators are required to conduct the liquidation procedures by prioritizing the interests of that company's creditors. It is prohibited to divert that company's assets by allocating them to equity owners before paying the legally entitled creditors, or appropriating the funds needed to satisfy them.

#### **Corporate communications**

4.14 The Group has a fundamental obligation to ensure that both internal and external communications are truthful and accurate, while respecting the need for confidentiality and

prudence, which are essential for the business. Public disclosures must not be misleading and must be such as to avoid producing any kind of liability or damage.

4.15 The Group's relations with the mass media and other communications channels are to be handled by duly authorized parties and must preserve the message of ethics and fairness that the Company intends to transmit.

### **Confidentiality**

4.16 Subsidiaries of the Group must ensure the confidentiality of the information they possess in compliance with the law. Employees, consultants and other collaborators are strictly prohibited from using and/or unduly disclosing confidential information for any purpose unrelated to the performance of their jobs.

4.17 Use or disclosure of confidential information or internal company information without just cause and/or authorization from the Group companies is strictly prohibited.

### **Conflicts of interest**

4.18 Employees, consultants and other collaborators of the Group shall pursue the objectives and general interests of the Group companies when performing their jobs and/or assignments.

4.19 Any addressee of this Code must act and perform any and all activities in such a manner as to avoid any actual or potential conflict of interest. In general and in addition to the other cases specified by law, a "conflict of interest" exists when a personal interest prevails over the Group's interest or when the addressee of this Code has a professional behavior or take a professional decision which to pursuit a personal benefit for the addressee itself, its family or its close associates inconsistent with Group's interest.

By way of example, a conflict of interest may arise when:

- there is a personal involvement, whether sought or unsought, of the addressee of this Code, its family or its close associates in suppliers', competitors' or customers' business or when each addressee of this Code
- uses its position within the Group to achieve personal interests/benefits inconsistent with Group's interests;
- uses information acquired solely by reason of its employment or relationship/partnership with the Group to achieve a personal benefit or third parties' interests inconsistent with Group's interests;



- engages an employment or any other business relationship with Group's suppliers, competitors or customers which is in conflict with Group's interest;
- executes or starts negotiations on behalf of the Company with relatives, shareholders or entity in which the addressee is directly or indirectly involved.

4.20 In case a potential conflict of interest should arise, the addressee of this Code of Ethics shall promptly disclose it to the competent departments of the Company and abstain from performing any activity related to the potential conflict of interest arisen.

### **Market and open competition**

4.21 The Group acknowledges the principles of lawfulness, loyalty, transparency and fairness toward any and each market player, and ask to any addressee of this Code of Ethics to comply with any national and international applicable law.

4.22 Any addressee of this Code of Ethics must abstain itself from making any undue pressures, threats, acts of violence or fraud, or any other conduct or practice aimed to interfere with a fair competitive environment.

4.23 The Group does not use any fraudulent mean or act of violence aimed to interfere with its competitors' business, therefore its business practices are not captious, intimidating, unfair or anyway aimed to damage Group's competitors' business and activity or to prevent them from seeking or acquiring new market shares.

4.24 The Group does not deny, delay, hide any information asked by the Antitrust Authority.

### **Intellectual Property Rights and anticounterfeiting**

4.25 One of the main assets of the Group, which deserves to be protected, is Group's know how and intellectual property rights including trademarks, products' design and patents related to technical solutions implemented with connection to materials and components. The Group makes its best efforts in order to protect its know-how and intellectual property rights.

4.26 The Group requires to any addressee to this Code of Ethics to act in compliance with the intellectual property rights (trademarks, design, patents, copyrights) owned by any third party, included the intellectual property rights of which the Group is licensee, in compliance with European and international law, regulation and convention. Furthermore, any addressee of this Code of Ethics must protect, as a fundamental part of the Group's assets and element to create value, the confidential information and the technical know-how owned by the Company and the

intellectual property rights granted to the Group by virtue of a license agreement as well as those developed within the Group.

In this connection is forbidden to:

- use, disclose to the public, without authorization, a copyrighted work or part thereof in whatever form and for any reason whatsoever;
- use tools, products and/or components or make services able to circumvent technical protection measures aimed to protect the copyrights works;
- use third party trade secrets;
- use without being entitled, copy or alter trademarks, distinctive signs, patents, designs owned by third parties;
- use, for business and commercial purposes, trademarks, distinctive signs, patents, designs owned by third parties;

4.27 The Group expressly refuses any act of counterfeiting and undertakes to promote the compliance with the law and to challenge any initiative aimed to the production and market of non-original products.

### **Environmental protection**

4.28 The Group is conscious of the primary collective interest of protecting the environment and society and pursues its objectives while constantly improving its environmental performance.

4.29 The Group, being aware of the direct and indirect effect of its business activities and operations on the environment, protect the environment as an integral part of the Group's operations and growth process and undertake to minimize its impact.

4.30 As a part of its operations, the Group promotes environmental protection throughout its supply chain, involving suppliers, customers and other stakeholders. It monitors and reduces, wherever possible, emissions into the air, soil and waterways and seeks to minimize and efficiently manage waste, while promoting waste recovery and recycling as an alternative to waste disposal.

4.31 The Group warrants a prompt adaptation to the environmental national and international laws and regulations.

### **Data Protection**

4.32 The Group undertakes to process personal data in compliance with any applicable law and regulation and with the best practices in this field.

4.33 Processing of personal data must be done in a licit and a proper way. Personal data are processed and stored only for necessary specific licit purposes. Storage of personal data will be done for a period of time which shall not exceed the duration strictly necessary in consideration of the processing scopes.

4.34 In the field of data protection, the Group makes its best efforts in order to give a transparent and complete information to the data subject about the information processed, the scope of data processing, and the contact details to which address possible questions.

### **IT systems, internet and social networks**

4.35 Information Technology (IT) tools are a fundamental instrument to sustain innovation and high-quality standard of products and of customer service. The Group encourages the creation of an open and transparent dialogue among the employees, customers and stakeholder by social media in addition to other more traditional means of communication.

4.36 It is forbidden to use any of the Group's IT systems or social networks that could represent a violation of current laws, offending the freedom, integrity and dignity of people, especially minors, which could lead in undue intrusion or damage to other people's IT systems".

## **5. INTERNAL RELATIONS**

### **Professionalism, responsibility, development and protection of human resources**

5.1 The Group guarantees an appropriate level of professionalism in the performance of the work assigned to its employees, consultants and other collaborators. The management and development of human resources is based on respect for the personality, skills and professionalism of each individual in the general context in which the Group companies operate.

5.2 Each individual must perform his or her job with diligence, efficiency and fairness using the best tools and time available within the limits of the authority granted, instructions given

and/or functions performed, while assuming responsibility for the related obligations and respecting the hierarchy within the company for which he or she works.

5.3 All senior management and/or department heads must exercise their powers with objectivity and fairness and with a view to cultivating the abilities and sense of responsibility of their staff and other collaborators. Each employee must act with a spirit of teamwork and perform his or her duties responsibly, efficiently and diligently.

5.4 Employee protection is of essential importance for the Group and to this end, undertakes to protect the psycho-physical wellbeing of its member, seeking a balance between professional interests and personal/family needs and by prohibiting any violent conduct able to undermine personal dignity.

5.5 The Group promotes social measures, benefits, services and initiatives aimed to bring a concrete impact on the life of the employees and each of them in performing their jobs, shall promote a merit-based workplace free from prejudice.

5.6 Relations between employees at all levels of responsibility must be based on the values of loyalty, fairness and mutual respect, as well as civility and tolerance of the duties and responsibilities of others and respect for individual rights and liberties.

**Protection against discrimination and harassment and promotion of inclusivity**

5.7 The Group does not tolerate any discriminatory conduct nor any kind of harassment or personal offense. The Group is committed to providing a workplace free from any kind of discrimination or harassment related to race, gender, religion, nationality, age, sexual orientation, disability, political views or any other personal trait unrelated to work; therefore in any and each of its foreign subsidiary it assures equal opportunity both in the recruitment process both in the career path.

5.8 The Group strongly believes in the value of diversity and therefore encourages the inclusion in the work environment of people with different origins, cultural backgrounds and identities.

5.9 The Group opposes, both internally and externally, all forms of harassment including the creation of a hostile work environment against single employee or groups of employees, the unjustified interference with someone's professional activity and the creation of obstacles to someone's career perspectives.

5.10 The Group prohibits all forms of sexual harassment and any sexual misconduct (including promising a career advancement subject to sexual favors) and any other undesirable sexual conduct which might beneath the personal dignity.

#### **Conduct prohibited in the workplace**

5.11 Any illegal conduct or other form of abuse, threats or aggression toward people or company assets in the workplace is strictly prohibited.

5.12 Employees are required to report any such conduct and any other alleged violation of laws, instructions or policies to their direct superiors, who will report this to the Ethics Committee ensuring an appropriate level of confidentiality. The Ethics Committee will conduct the necessary controls and assessments and assist senior management by providing an opinion on the measures to be implemented.

#### **Health and safety in the workplace**

5.13 Health and safety in the workplace is a primary objective of the Group, consistently with the activities of the various Group companies and the resulting initiatives therefore the full compliance with applicable laws is considered essential by the Group, which takes concrete action to prevent accidents and to promote the health and safety of its workers.

5.14 The physical health and morale of all employees, consultants and other collaborators of the Group companies is of primary importance, and the Group guarantees conditions for respecting human dignity in a safe and healthy workplace.

5.15 Employees, consultants and other collaborators working with the Group companies in their various capacities must do their best to prevent accidents in the workplace, ensure the health and safety of other workers, and personally contribute to the safety and environmental quality of the areas in which they work by strictly complying with the security systems in place and all related company policies.

5.16 For each business activity, the Group ensures training and preparation to all workers on the safety risks to which they are exposed and provides them with the personal protective equipment required by law according to the type of job performed. The Group also periodically reviews and constantly monitors the performance and efficiency of the safety management system in order to guarantee safety in the workplace for all personnel and to achieve the Group's objective of continuously improving health and safety in the workplace.

5.17 There are many measure applied for this purpose and namely: the adoption of any possible precaution in placing and equipping machineries, prompt adaptation to any updated law and regulation providing for enhanced safety standards, specific training sessions, supplying of safety devices when required, strict monitoring activity against transgressors and awareness-rising actions toward employees and third parties.

5.18 The Group takes care of the maintenance of its premises, plants, offices according to any applicable standard in the field of health and safety.

## **6. EXTERNAL RELATIONS**

6.1 The Group is particularly mindful about developing relationships based on trust, whether with individuals, organizations or other groups whose contribution is needed to pursue the corporate mission. This also applies to collaborators, customers, suppliers, other business partners, the authorities and other government bodies, the market, political organizations, trade unions and social partners, whose interests may be directly or indirectly influenced by the actions of the Group.

6.2 In conducting its business, the Group abides by the principles of loyalty and fairness, requiring all those who work on its behalf to behave honestly, transparently and in compliance with the law in all dealings, without tolerating any corruption, collusion or undue favoritism.

### **Gifts, Lodging and Representation Expenses**

6.3 The Group - as fundamental value - actively supports its host community. In compliance with the principles of the Group, donations to non-profit and charity organizations are allowed to the extent they adopted regular bylaws and have a high cultural and charitable value. Sponsorship and endorsement actions to initiatives related to sport, art, entertainment, can be granted exclusively to events which assure high value to be assessed in advance by the competent departments. In any case, in supporting these initiatives, the Group must pay attention to avoid any possible conflict of interests.

6.4 Acts of mere commercial courtesy (both given and received) are allowed to the extent that they are of modest value and unable to undermine integrity and reputation or to influence the addressee judgment.

6.5 The Group applies a zero-tolerance policy concerning any act of private or public corruption.

**Non-profit initiatives (charity, non-commercial endorsement and partnership)**

6.6 The Group - as fundamental value - actively supports its host community. In compliance with the principles of the Group, donations to non-profit and charity organizations are allowed to the extent they adopted regular bylaws and have a high cultural and charitable value. Sponsorship and endorsement actions to initiatives related to sport, art, entertainment, can be granted exclusively to events which assure high value to be assessed in advance by the competent departments. In any case, in supporting these initiatives, the Group must pay attention to avoid any possible conflict of interests.

6.7 Donations must be addressed to beneficiaries which scopes are not in conflict with this Code of Ethics. In any case, traceability and transparency of the decision-making process (including the choice of addressees and the donation's procedures themselves) must be granted. Donations of any kind to political parties or entities in conflict of interests with the Group (or to their representatives) are strictly forbidden.

6.8 Donations, sponsorship and endorsement actions cannot be used by their addressees for corruption's purposes (i.e. to obtain undue advantages by entities directly or indirectly linked to the beneficiaries).

**Relations with customers, suppliers and other collaborators (e.g. consultants, agents, business partners, etc.)**

6.9 The Group's relationships with customers, suppliers and other collaborators are based exclusively on trust, quality, competitiveness, professionalism and respect for the rules of fair market competition.

6.10 The Group expects the suppliers and other collaborators to be selected and goods and services to be purchased exclusively on the basis of objective parameters of ethics, quality, cost-effectiveness, price, skill and efficiency, allowing relationships to be based on trust, and avoiding the stipulation of agreements with suppliers with a dubious reputation in areas such as respect for the environment, European legislation, working conditions and/or human rights.

6.11 The Parent Company requires suppliers to sign a "Supplier Code of Ethics", under which suppliers must meet International Labour Organization (ILO) standards and other minimum requisites set by Italian and international health, safety and environmental regulations for workplaces.

6.12 The Group expects its customers, suppliers and other collaborators, having been duly informed by the Group companies, to conduct themselves in keeping with the principles set forth in this Code of Ethics. Failure to comply may be considered a breach of contract regarding fair conduct and good faith, and harmful to a trust-based relationship, thereby providing just cause for termination of contract.

### **Relations with public institutions, judicial authorities and independent administrative authorities**

6.13 Relations with national, European Union and other international public institutions, public officials, civil servants, representatives, agents, members, employees, consultants and officials of public institutions, courts, supervisory authorities and/or other independent administrative authorities must be distinguished by strict compliance with the laws and regulations in force. These relations shall be handled solely by authorized personnel based on the effective mandates and powers of attorney granted by the Group companies.

6.14 The Group undertakes to maintain a position of utmost cooperation with such parties, in all dealings with them, and to act in accordance with the principles of transparency and professionalism.

6.15 The Group undertakes to scrupulously observe the rules laid down by supervisory authorities (e.g. communications, anti-trust and data protection authorities, etc.) for compliance with the legislation in force regarding its business sectors.

6.16 Directors, employees and other collaborators must comply with any requests made by those referred to in paragraph 6.8 above and must provide their full support in any investigations or audits of the operations of Group companies.

6.17 When anticipating legal proceedings or an investigation or inspection by judicial authorities or independent administrative authorities, no one must destroy or alter accounting documents, meeting minutes, records or any other type of document, nor lie or make false or misleading statements to the authorities. No one must persuade others to provide false or misleading information to the authorities.

### **Relations with the Public Authority**

6.18 Relations with government officials in charge of public services and with other public or private-sector parties providing public services, including healthcare workers, hospital



companies, local healthcare centers (collectively “*Public Administration*”) and any other relations having to do with the public sector must be based on strict observance of the law and the principles of transparency, honesty and fairness, and must in no way compromise the Group’s integrity and reputation.

6.19 Relations with the Public Administration or other relations with the public sector are to be managed only by the authorized corporate departments responsible for this.

6.20 In its relations with the Public Administration, the Group must in no way unduly influence the decisions of the authorities or public bodies concerned, or of the officials operating or deciding on behalf of the authorities or public bodies.

6.21 In the negotiations, agreements and business dealings with the Public Administration in Italy or abroad, the Group shall refrain from conduct that goes against the principles established herein, including, for example:

- offering or granting job opportunities and/or commercial benefits to Public Administration employees involved in the negotiations or relations, or to their respective family members;
- offering or receiving gifts or other benefits, except for gifts of modest value offered out of business courtesy;
- providing false information or failing to provide relevant information requested by the Public Administration.

#### **Relations with political organizations, trade unions and social partners**

6.22 The Group contributes to the economic wellbeing and growth of the communities in which it operates. In conducting their business activities, all Group companies shall respect their local and national community and promote dialog with social associations.

6.23 The Group manages its relations with political parties and their representatives and candidates in strict observance of the law and corporate regulations.

6.24 The Company does not promote or maintain relations of any kind with organizations, associations or movements that directly or indirectly pursue criminal or otherwise illicit aims.

## **7. ACCURACY AND TRANSPARENCY OF CORPORATE DISCLOSURES AND INTERNAL CONTROLS**

### **Corporate communications and accounting records**

7.1 All operations, transactions and other acts must be properly recorded in the Company's accounting system as required by law and applicable financial reporting standards and must be duly authorized, verifiable, lawful and fair.

7.2 In order for the accounts to meet the requisites of truthfulness, completeness and transparency, full and adequate supporting documentation of each transaction conducted must be retained in the records of the Group companies in order to ensure:

- accurate accounting records;
- immediate identification of the characteristics and underlying reasons of the transaction;
- simple reconstruction of the form and timing of the transaction;
- review of the decision-making, authorization and implementation processes, and identification of the various levels of responsibility.

7.3 All employees and collaborators, to the extent of their respective responsibilities, are to ensure that all business events are properly recorded in the accounts of the Group companies in a timely manner. They are required to gather, process and report the figures and information related to the Company's financial performance and position, and must assure the smooth operation of the company, facilitating all the forms of corporate governance required by law.

7.4 All accounting records must reflect precisely the data contained in the supporting documentation. Accordingly, all delegated personnel and collaborators are responsible for making the support documentation easily retrievable and logically organized.

7.5 It is expressly prohibited for anyone involved in any way in the financial and operational management of the Company to behave in a manner that could, in any way, obstruct audit and other control activities. The concealment of documents or other materials so as to divert, mislead or otherwise obstruct such control activities is absolutely prohibited.

### **Internal control and risk assessment**

7.6 The Group promotes the awareness about the existence of internal controls and about the importance of them in order to enhance Group efficiency.

7.7 The internal control system includes any means aimed to address, manage and assess Group's operations and activities with the scope to protect Company assets, and grant clear information on the company's financial position, financial performance and cash flows, to limit company risks.

7.8 Within the scope of their work, employees and collaborators are required to actively ensure that the internal control system functions properly and effectively, and to preserve in a responsible manner the corporate assets, both tangible and intangible, that they use in their work, and they must not mishandle those assets.

7.9 Monitoring and assessment of the control system is carried out by dedicated departments and control bodies.

## **8. COMMUNICATIONS, USE OF CONFIDENTIAL INFORMATION AND ABUSE OF PRIVILEGED INFORMATION (INSIDER TRADING)**

### **Communications**

8.1 Internal and external communications of the Parent Company and other Group companies must be clear, precise and truthful in order to prevent the dissemination of inaccurate information that could result in any kind of liability.

8.2 Any disclosure of Group's information to the public must be managed by the designated personnel.

### **Use of privileged information**

8.3 Confidential documents and information, information regarding collaborators, suppliers and customers, business projects, company know-how and product information must be retained and protected appropriately and constantly with respect to third parties and co-workers not directly involved with such information. Those with access to such information must handle it in accordance with the instructions and procedures established by the Company.

8.4 If third parties should deliberately or fraudulently seek to obtain confidential information from the Group's collaborators, the collaborators must report this immediately to their direct manager within the Company.

**Abuse of privileged information and insider trading**

8.5 Individuals in possession of privileged information regarding financial instruments issued by the Company that are publicly listed in Italy or abroad are prohibited from using such information or disclosing it to others without just cause, according to the definition set forth in the applicable law.

8.6 Individuals in possession of privileged information must notify the Company immediately so that the Company may make such information public as necessary according to the procedures and time limits laid down by law and according to the corporate procedures/regulations adopted by the Board of Directors.

8.7 Other related matters and more detailed instructions are provided in the specific company procedure for the management, handling and disclosure of privileged information adopted by the Company's Board of Directors.

**9. PAYMENTS, COLLECTIONS AND ANTI-MONEY LAUNDERING LEGISLATION**

9.1 The Group undertakes to comply with all national and international laws and regulations countering money laundering and the financing of international terrorism.

9.2 Within the context of their various relations with the Company, the directors, employees and collaborators must in no way and under no circumstances become involved in dealings related to the laundering of money deriving from criminal or otherwise illicit activities.

9.3 Prior to establishing relationships or stipulating contracts with regular suppliers, customers and other business partners, the Group companies and their employees and/or collaborators must act in accordance with company protocol and procedures and avoid entering into transactions of questionable fairness and transparency. Prior to becoming involved in a transaction, employees and other collaborators must ensure that the counterparty has a good reputation and strong moral integrity. They must avoid becoming involved in transactions that could even potentially serve to launder money deriving from criminal or illicit activities and must act in full compliance with the anti-money laundering legislation in force.

9.4 The following guidelines must be followed with regard to the tracking and retention of records:

- no financial transactions executed by or for Group companies may be settled in cash, bearer instruments or other cash equivalents except as allowed by law;

- all financial transactions executed by or for Group companies must be fully and accurately recorded in the accounts and other mandatory ledgers;
- all payments must be made solely to parties with whom the Group companies have an actual obligation based on contracts and/or as approved by the delegated personnel;
- no payments are to be made to parties (persons or legal entities) present on the lists related to the countering of terrorist financing (UN, EU and OFAC lists, available on the Bank of Italy's website, Financial Intelligence Unit);
- no false, incomplete or misleading records may be created; no concealed, unrecorded funds may be set up; no funds may be deposited into personal accounts or accounts not belonging to the Company; no funds or other resources of Group companies may be used for any unauthorized purpose.

## **10. IMPLEMENTATION AND ENFORCEMENT OF THE CODE OF ETHICS AND REPORTING OF VIOLATIONS**

10.1 The Group has established an Ethics Committee composed by the head of the Group's Human Resources department, the manager of the legal department and by the President of the Supervisory Body to promote the principles set out in the Code of Ethics, to ensure the compliance with the Code and to propose amendments and improvements thereof.

10.2 In addition to the parties specified in point 10.1 above, members of the top management of each Group company are responsible for enforcing the Code of Ethics. In the event of any uncertainty as to the actions to be taken, they shall provide clarifications and explanations to their collaborators.

10.3 If any recipient of the Code of Ethics should become aware of alleged violations of this Code of Ethics or any other conduct in breach of the Group's rules of conduct, he or she must immediately inform the Ethics Committee, by sending a detailed written report (including at least person/party concerned, place, date and a description of circumstances occurred) in non-anonymous form to the following addresses:

- Attn. Ethics Committee - Marcolin S.p.A. – Z.I. Villanova 4 – 32013 Longarone (BL) or
- By e-mail [integrity.marcolin@legalmail.it](mailto:integrity.marcolin@legalmail.it) ;

10.4 In any case, the identity of the applicant shall remain undisclosed and will be ensured that any report receipt by the Ethics Committee will be treated as strictly confidential in compliance with applicable laws and regulations. The Group guarantees that any breach of this confidentiality obligation must lead to a disciplinary measure against the transgressor.

10.5 In compliance with the best practices in these areas and with applicable laws, the Group will not be tolerated any form of reprisal against any person who in good faith has reported an alleged breach of this Code of Ethics.

10.6 If should be established the bad faith or the misconduct by the applicant, the Group will start a disciplinary proceeding against him/her.

10.7 Compliance with this Code of Ethics must be considered as fully included into employees' obligations and duties

Any disciplinary measure adopted by the Ethics Committee, will be in line with applicable laws, national collective labor agreement and will be proportionate taking into account the committed breach of this Code of Ethics. Disciplinary measures adopted may include the termination of the employment relationship, with any consequence pursuant to applicable laws and to the employment agreement

10.8 For people covering managerial or representative roles within the Group, the breach of rules established by this Code of Ethics will lead to the adoption of any measure deemed appropriate in consideration of the seriousness of the breach and in view of the role covered.

10.9 For any other business partner of the Group, compliance with this Code of Ethics is mandatory to prosecute the contractual/cooperation relationship, therefore, failure to comply with the rules set forth herein must be interpreted as a contractual breach which can lead to the termination of the agreement, entitling the Group to ask for damages suffered. In any case, the Group opposes business relationships of any kind with entities which do not share/apply values and principles set forth in this Code of Ethics.

## **11 11. APPROVAL, REVISION AND DISSEMINATION OF THE CODE OF ETHICS**

11.1 This Code of Ethics has been approved by the Board of Directors of Marcolin S.p.A. and is applicable to all Group companies. Any revisions and/or updating thereof must be approved by the Board of Directors and communicated promptly to the employees and collaborators.

11.2 Any and each Group company undertakes, to the extent of its responsibility, to ensure the complete diffusion and disclosure of this Code of Ethics, and to provide appropriate information, training o and raise awareness about its content. Other rules of conduct arising from local practices or laws and regulations can be adopted subject to the agreement with the Company.

11.3 This Code of Ethics is available to the public on the Group's corporate website, on the company intranet system and is shared with business partners thanks to specific contractual clauses.