

# ORGANISATION, MANAGEMENT AND CONTROL MODEL

(in implementation of Italian Legislative Decree no. 231/2001 and subsequent amendments and additions)

## Annex 5

### Group Code of Conduct

# Veneta Cucine<sup>®</sup>

## VENETA CUCINE GROUP

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# 1 INTRODUCTION

## 1.1 FRAMEWORK OF INTERNAL REGULATORY SOURCES OF REFERENCE

**VENETA CUCINE S.P.A.**, (hereinafter "the Company" or "VENETA CUCINE") has prepared an Organisation, Management and Control Model pursuant to Italian Legislative Decree 231/01 (hereinafter the "Model") which responds to specific provisions contained in the decree itself (hereinafter, the "Decree"), aimed at preventing the committing of particular types of offences, and has the purpose of allowing the Company to use the exemption pursuant to art. 6 and 7 of the Decree.

VENETA CUCINE, as Parent Company, has also promoted the development of compliance 231 towards the Group companies and in particular has defined and disclosed this Code of Conduct 231 of the Group (hereinafter the "Code"), which identifies specific behaviours punishable as they are deemed such as to undermine, even potentially, the "Model".

A preventive function is attributed to the Code: the codification of the rules of conduct which all recipients must comply with constitutes an express declaration of the Company's serious and effective commitment to guaranteeing the legality of its activities, with particular reference to the prevention of offences.

## 1.2 RECIPIENTS

The rules of the Code apply, without exception, to the following subjects (hereinafter, "**Recipients**"):

- *Internal subjects* (hereinafter also the "*Personnel*"): who have an ongoing, fixed or permanent relationship with Group companies; by way of example, corporate bodies, employees, collaborators (including self-employed persons, interns and trainees);
- *Third Parties* (hereinafter also the "*Third parties* "): external professionals, partners, suppliers and consultants, administration companies and, in general, those who, having relations with Group companies, in carrying out activities in the name and/or on behalf of the same or in any case, in performing their activities for the Company in question, are exposed to the risk of committing crimes pursuant to Italian Legislative Decree 231/2001 in the interest or advantage of the same.

With regard to third parties, the personnel of the Group Companies, based on the responsibilities assigned, will:

- provide adequate information on the commitments and obligations imposed by the Code;
- demand compliance with the obligations that directly affect their business;
- implement the appropriate internal and, if within its competence, external initiatives in the event of non-fulfilment by third parties of the obligation to comply with the rules of the Code.

In any case, in the event that Third Parties, in carrying out their business in the name and/or on behalf of the Group Company (or in any case, in performing their business for the Company), breach the Code, the Company is entitled to adopt any provision required by the law in force, including termination of the contract. For this purpose, the Group Companies will adopt in their contracts (possibly also by means of general conditions) with the afore-mentioned subjects, a specific termination clause pursuant to art. 1456 of the Italian Civil Code (so-called Safeguard clause).

### **1.3 THE RESPONSIBILITY OF THE VENETA CUCINE GROUP COMPANIES**

The Group companies undertake to:

- guarantee the dissemination of the Code to all Personnel;
- disclose the Code to third parties who have relations with the Company (in accordance with the procedures set out in the specific information plan);
- ensure constant updating of the Code, in relation to changes in company requirements and current legislation;
- ensure every possible tool for information and clarification regarding the interpretation and implementation of the rules contained in the Code;
- carry out checks on any news of breaching of the rules of the Code, evaluating the facts and assuming - in the event of an ascertained breach - adequate sanctions.

### **1.4 CONTRACTUAL VALUE OF THE CODE**

With regard to personnel, the provisions of the Code are an integral part of the contractual obligations of personnel pursuant to article 2104 of the Italian Civil Code (Diligence of the employee) and of article 2105 of the Italian Civil Code (Obligation of loyalty)<sup>1</sup>; as for third parties, they integrate the contractual commitments already agreed.

Behaviours contrary to the provisions of the Code are assessed by each Company of the Group from a civil law point of view and, regarding the Personnel, from a disciplinary point of view, in compliance with the regulations in force, with application of the sanctions that the different seriousness of the facts may justify.

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<sup>1</sup> Art. 2104 of the Italian Civil Code "The supplier must use the diligence required by the nature of the service, the interest of the company and the higher interest of national production. They must also observe the provisions for the execution and for the discipline of the work given by the entrepreneur and by his collaborators to whom they are hierarchically accountable"

Art. 2105 of the Italian Civil Code "The supplier must not conduct business, for themselves or on behalf of third parties, in competition with the entrepreneur, nor disclose information relating to the organisation and production methods of the company, or make use of it in such a way as to be able to harm it":

## **2 RULES OF CONDUCT pursuant to Italian Legislative Decree 231/2001**

### **2.1 GENERAL PRINCIPLES**

Every Employee/Self-Employed Worker is required to be familiar with the rules contained in the Code and with the reference rules, internal and external, which regulate the activity carried out within the sphere of competence. In the event that uncertainties exist as to how to proceed in conducting the activities, each Company will adequately inform its employees.

The personnel must also:

- diligently observe the rules of the Code and of the Model, refraining from conduct contrary to them;
- contact their managers if required for clarification regarding the interpretation and implementation of the rules contained in the Code and in the Model;
- report any breaches or suspicions of breach to the direct superior or the Supervisory Body;
- offer the utmost cooperation to ascertain possible breaches.

Each manager of a corporate organisational function must:

- set an example for their collaborators with their own work;
- guide employees and self-employed workers to comply with the Code and with the Model;
- make every effort to ensure that employees and self-employed workers understand that compliance with the rules of the Code and of the Model is an essential part of the quality of the work performed;
- promptly inform the Supervisory Body on news directly acquired or provided by employees about possible cases of breach of the rules;
- promptly implement adequate corrective measures, when required by the situation;
- prevent any kind of retaliation.

Each employee/self-employed worker must act loyally in order to comply with the obligations subscribed to in the employment contract, ensuring the required services; the Employee/Self-employed worker is forbidden from communicating, disclosing to third parties, using or exploiting, or allowing third parties to use, for any reason not related to the exercise of the work activity, any information, data, news that is learnt of on the occasion or as a consequence of the employment relationship with the reference Company. For this purpose, the Employee/Self-employed worker must comply with the specific company policies on information security, drawn up in order to guarantee the integrity, confidentiality and availability of the information.

In order to protect company assets, each employee/Self-employed worker is required to operate with diligence and through responsible behaviour.

In particular, each Employee/elf-employed worker must:

- 1) use the assets entrusted to them scrupulously and sparingly;
- 2) avoid the improper use of company assets, which may cause damage or a reduction in efficiency or which could in any case conflict with the interests of the company;
- 3) avoid the improper use of company assets for purposes and reasons unrelated to their duties and work, especially if they are detrimental to the image and dignity of the company to which they belong and of the Group.

Each Employee/Self-employed worker is responsible for protecting the resources entrusted to them and must promptly inform their Manager of any events harmful to the Company they belong to and to the Group.

The Management and those who persons perform managerial functions are responsible for supervising the activity carried out by the personnel subject to their direction and control.

Adequate documentary support must be kept for each risk-related operation which allows checks on the characteristics of the operation, the related decision-making process, the authorisations issued for the same and the checks carried out on it to be performed at any time.

Each Group company, in its business activities, aims to avoid any contact with subjects that may be involved in relations with criminal organisations and makes every effort to know its commercial partners and suppliers, verifying their commercial and professional reliability.

Furthermore, it is strictly forbidden to make the company complex available for purposes of an illicit nature from which an advantage may derive.

## **2.2 IN RELATIONS WITH INSTITUTIONS, PUBLIC ADMINISTRATION AND WITH BODIES IT HOLDS INTERESTS IN**

Relations with Institutions, with the Public Administration and with Entities in which it holds interests of any nature must be transparent and consistent with the Group's policy and must be maintained by the corporate functions formally delegated to do so.

### **Corruption and trafficking in illicit influences**

The Group Companies consider both illegal payments made directly by Italian Subjects and/r Bodies or by their Employees as acts of corruption, and those made through Subjects acting on their behalf in Italy or abroad.

In particular, it is expressly forbidden to:

- make donations of money or gifts to subjects belonging to the Public Administration or to Entities in which it holds interests;
- offer money or gifts, except in the case of gifts or benefits of modest value and in any case such as not to prejudice the integrity or reputation of one of the parties and which cannot be understood as aimed at obtaining improper advantages;

- grant other advantages of any nature (such as promises of direct hiring or the hiring of close relatives, assigning tasks to reported subjects, etc.) in favour of representatives of the Public Administration, which may determine the same consequences as provided for in the previous section;
- send gifts of a value greater than Euro 50.00 to natural persons (excluding employees of the company) without having previously informed the company to which the beneficiary belongs;
- for subjects belonging to Group Companies (Corporate Bodies, Employees, Self-Employed Workers), accepting or receiving money, gifts or “freebies” from suppliers or from other third parties.

The behaviours described above are also prohibited if they derive from coercion or induction by a Public Official or by a Public Service officer; in such cases, the Employee must report this situation to their superior, who in turn must report it to the Supervisory Body.

It is forbidden to pay or promise money or other benefits (e.g. fictitious consultancies or consultancies with higher remuneration that are not adequately justified in relation to the type of assignment, etc.) to subjects who exploit or have relationships (alleged or existing) with public officials or with public service officers:

- as the price for an illicit mediation by the mediator on the public official or on the person in charge of a public service for the benefit of the company,
- as remuneration intended for a public official or for a person in charge of a public service for the exercise of the functions or powers of the latter (or for the performance of an act contrary to official duties, aggravated hypothesis)

all in the interest or to the advantage of the company to which they belong and/or of other Group companies.

It is also expressly forbidden to be given or promised money or other benefits relating to exploiting or boasting existing relationships with a Public Official or with a Public Service Officer:

- as the price of an own illicit mediation (offer) on the public official/person in charge of a public service;
- as remuneration to be allocated to the Public Official or Public Service Officer for the exercise of their functions or powers (or for the performing of an act contrary to official duties: aggravated hypothesis)

all in the interest or to the advantage of the company to which they belong and/or of other Group companies.

In the selection of Suppliers and in the conferral of professional assignments, objective and transparent selection mechanisms must be respected, based on the principles of competence, cost-effectiveness, transparency and fairness, and the phases relating to the establishment, management and the termination of the afore-mentioned relationships must be adequately documented.

All remuneration and/or sums paid for any reason to the assignees of professional assignments must be adequately documented and in any case proportionate to the activity carried out, also in consideration of the market conditions.

It is forbidden to recognise remuneration in favour of external Professionals who are not adequately justified in relation to the type of assignment to be carried out and the local practices in force.

The evaluation of the personnel to be hired must be carried out on the basis of the correspondence of the candidates' profiles with the company needs, safeguarding equal opportunities for all interested parties.

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### **Contributions, grants and public funding**

The declarations made to public entities to obtain disbursements, contributions or loans, as well as any documentation used for reporting the service, must contain only truthful information.

It is forbidden to:

- produce false or altered documents and/or data or to omit required information, also in order to obtain contributions/grants/loans or other disbursements from the State or public bodies or from the European Community; this prohibition also applies in the event that contributions/grants/loans/disbursements are received by customers or other subjects in relation to products supplied by the Group companies;
- allocate contributions/grants/public funding for purposes other than those for which they were obtained;
- access without authorisation the information systems of the Public Administration to obtain and/or modify information for the direct or indirect benefit of one or more Group companies.

Anyone who carries out a control and supervision function on the obligations connected to the performance of the afore-mentioned activities (payment of invoices, destination of loans obtained from the State or from EU bodies, etc.) must pay particular attention to the implementation of the obligations themselves by the designated persons.

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### **Computer fraud**

The sending of computer or electronic communications to the PA and the receipt of computer or electronic communications from the PA are reserved exclusively for the personnel identified, in accordance with the authorisation system in place at each Group company. These personnel are authorised to make use of the company's IT and telematic systems based on the access profiles assigned to them.

It is forbidden for anyone operating in the name of one of the Group companies to use for the processing of data and information relevant for the purposes of relations with the PA, and/or for the sending of computer or electronic communications to the PA or for the receiving of deeds, tools other than corporate ones as assigned above or made available on a one-off basis or from time to time, by the PA itself (e.g. Entratel channel).

It is however forbidden to communicate electronic documents to the PA by means other than the PEC box, or to send communications to the PA via the PEC box to which an



electronic document is attached that does not bear the digital signature of the person associated with the signature.

It is expressly forbidden for anyone i) to have relations with the PA that involve computer or telematic communication in the name of, or from the PA to a Group Company, or ii) operate in any capacity on data, information, or programs contained in an IT or telematic system (owned by or in any case available to a Group Company, or to the PA itself), to alter in any way the functioning of an IT or telematic system or to intervene without having the right, in any way, in relation to data, information or programs contained in a computer or telematic system, or pertinent to them, in order to procure an unfair profit for oneself or others with damage to others.

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### **Relations with public inspection bodies and with judicial authorities**

The Group companies fully and strictly implement the obligations towards the Supervisory Authorities and actively collaborate during the inspection activities.

It is forbidden to directly or indirectly exert undue pressure (in any form exercised or attempted) aimed at inducing the Judicial Authority to favour the Company in deciding a dispute.

In the event of an investigation by a judicial authority (or delegated judicial police), the utmost cooperation and transparency must be provided, without reticence, omissions or statements that do not correspond to the truth. Anyone who requests their subordinates not to provide the requested information or to provide information that does not correspond to the truth will be sanctioned.

In relations with the judicial authorities, the Recipients and, in particular, those persons who may be investigated or accused in a criminal proceeding, also connected, concerning the work performed at one of the Group companies, are required to freely express their representations of the facts or to freely evaluate the exercise of the right not to respond granted by law.

The Company expressly prohibits anyone from coercing or inducing, in any form and in any manner, in the misunderstood interest of a Group Company, the will of the Recipients to respond to the judicial authorities or to exercise the right not to respond.

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### **Protection of the public faith**

The Group companies condemn any conduct capable of falsely certifying to the public official, in a public document (or equivalent, such as, for example, substitutive declaration of a notary deed, self-certification, etc.), facts of which the deed is intended to prove the truth.

By way of non-exhaustive example, it is expressly forbidden to:

- submit to the public official false declarations and/or communications required by law in which it is certified that they are in possession of the requisites provided for by the legislation;
- issue false declarations to the customs broker in charge of preparing the customs declaration (for example, submitting to the Customs Office documentation certifying

- the possession of the status of "Authorised Exporter" to a third country that is not among those present in the authorisation held);
- when submitting an affidavit, falsely certifying the absence of criminal convictions;
  - making a false declaration of being in possession of the requisites for participation in a tender (for example, being up to date with the payment of contributions);
  - falsely reporting the loss of documents such as driving licences, insurance documents, bank cheques, credit cards, etc. to the police.

Furthermore, within the Group, any behaviour involving the following is condemned:

- the creation, in whole or in part, of false public documents or the alteration of public documents;
- the counterfeiting or alteration of certificates or administrative authorisations, or, by counterfeiting or alteration, making the conditions required for their validity appear to have been fulfilled;
- the simulation of a copy of the documents themselves and releasing of the same in legal form;
- the issuing of a copy of a public or private document other than the original.

By way of example and not limited to, it is therefore expressly forbidden to:

- falsify a document (driving licence, vehicle registration certificate, etc.), making it appear that it has been issued by an vehicle administrative agency;
- create a false number plate;
- falsify deeds of incorporation of companies by manipulating the notarial seal;
- falsify bank receipts for the delegating of tax payments and receipts for postal payments (e.g. alteration of receipts certifying the payment of vehicle taxes and customs bills);
- physically falsify the F24 tax payment forms;
- falsify notarial deeds;
- destroy the protest documents after their preparation by the presenter of the titles.

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In general, anyone who becomes aware of conduct at risk of crime pursuant to Italian Legislative Decree 231/2001, directly or indirectly, must report it to their direct superior and/or the SB (this, also in the event of attempted extortion by a public official against an employee or other collaborators).

## **2.3 CONDUCT RELATING TO PRIVATE CORRUPTION**

So-called private corruption (provided for by art.2635 of the Italian Civil Code) occurs when money or other benefits not owed to a person belonging to a private body are delivered or promised, so that, in violation of the duties of loyalty towards that body or duties of their office, they omit or perform an act connected to the role undertaken within the body itself.

It is expressly forbidden to:

- offer, deliver or promise, even through a third party, to anyone, for oneself or for others, money not due so that the recipients perform or omit acts in violation of the obligations relating to their office or to their loyalty obligations towards the entity for which operate;

- grant or promise any other undue benefits, including but not limited to forms of entertainment, gifts, travel and other valuables, for the afore-mentioned purpose;
- solicit or receive undue money or promise, for oneself or for others, including through a third party, to perform or omit acts in violation of the obligations relating to one's own office or one's own loyalty obligations;
- solicit or receive other undue benefits or to make a promise with the afore-mentioned purpose.

The Group Companies consider both illicit payments made directly by Italian Entities and/or Entities or their Employees as acts of corruption, and those made through Entities acting on their behalf in Italy or abroad.

In order to ensure a better understanding of the above, the definition of the duty of fidelity is reported, the violation of which constitutes a constitutive element of the criminal case provided for by art. 2365 of the Italian Civil Code, called private corruption, and governed by art. 2105 of the Italian Civil Code: "The supplier must not conduct business, for themselves or on behalf of third parties, in competition with the entrepreneur, nor disclose information relating to the organisation and production methods of the company, or make use of it in such a way as to be able to harm it".

Violation of the obligations relating to one's own office also constitutes a constitutive element of the criminal offence of private corruption. These must be understood as all the obligations envisaged, for the corrupt person, by law or by any other legislative, regulatory or deontological act.

In general, anyone who becomes aware of conduct at risk of crime pursuant to Italian Legislative Decree 231/2001, directly or indirectly, must report it to their direct superior and/or to the SB (this also in the case of attempted bribery by the private subject towards an employee or other collaborators).

## **2.4 IN RELATIONS WITH POLITICAL AND TRADE UNION ORGANISATIONS**

The Group companies refrain from any direct or indirect pressure on politicians.

None of the Group companies makes contributions to political parties or organisations, either in Italy or abroad, or to their representatives or candidates, and does not sponsor congresses or parties that have the exclusive purpose of political propaganda.

However, it is possible to cooperate with these organisations if all of the following conditions are met at the same time:

- legality of cooperation;
- purpose attributable to the mission of the reference Company;
- clear and documentable destination of resources;
- express authorisation, by the designated functions, to manage these relationships within the Company to which they belong.

Any relationship of the Group companies with the afore-mentioned organisations or with their representatives must be based on legality and maximum transparency, integrity and impartiality, in order to establish a correct dialogue.

In general, anyone who becomes aware of conduct at risk of crime pursuant to Italian Legislative Decree 231/2001, directly or indirectly, must report it to their direct superior

and/or the SB (this, also in the event of attempted extortion by a public official against an employee or other collaborators).

## **2.5 BEHAVIOUR REGARDING HEALTH AND SAFETY**

As a preventive function of crimes relating to health and safety in the workplace (art. 25 septies of Italian Legislative Decree 231/2001) it is an express obligation to:

- implement the legislation on health and safety in the workplace (Italian Legislative Decree 81/08);
- respect and implement the regulatory provisions defined by the Consolidated Law on safety in order to ensure the reliability and legality of the working environment and, consequently, the physical safety and safeguarding of the moral personalities of employees, through compliance with what is defined in the corporate organisational schemes;
- avoid behaviours which, although they are such as not to constitute in themselves a type of crime falling within those considered here, potentially increase the risk of occurrence of 231 crimes.

Decisions, of all types and at all levels, regarding health and safety at work, are based, also in the context of article 15 of Decree 81/2008, on principles and criteria that can be identified as follows:

- a) eliminate the risks and, where this is not possible, reduce them to a minimum in relation to the knowledge acquired on the basis of technological progress;
- b) evaluate all risks that cannot be eliminated;
- c) reduce risks at source;
- d) respect the principles of ergonomics and healthiness in the workplace in the organisation of work, in the design of workplaces and the choice of work equipment, in the definition of work and production methods, in particular in order to reduce the effects on health of monotonous and repetitive work;
- e) replace what is dangerous with what is not dangerous or less dangerous;
- f) plan the measures deemed appropriate to ensure the improvement of safety levels over time, also through the adoption of codes of conduct and good practices;
- g) give priority to collective protection measures over personal protection measures;
- h) give adequate instructions to workers.

In general, anyone who becomes aware of conduct at risk of crime pursuant to Italian Legislative Decree 231/2001, directly or indirectly, must report it to their direct superior and/or to the SB.

## **2.6 ENVIRONMENTAL CONDUCT CRITERIA**

Each company of the Group undertakes to comply with the environmental legislation and to implement preventive measures to avoid or at least to minimise the environmental impact.

In particular, each company of the Group proposes to:

- a. adopt measures to limit and - if possible - cancel the negative impact of economic activity on the environment not only when the risk of harmful or dangerous events is demonstrated (principle of preventive action), but also when it is not certain whether and to what extent the business activity exposes the environment to risks (precautionary principle);
- b. promote the adoption of measures to prevent any damage to the environment, rather than waiting for the moment of repair relating to damage that has already been done;
- c. plan the precise and constant monitoring of scientific progress and regulatory evolution in environmental matters;
- d. promote the values of training and sharing of the principles of the code among all subjects operating in the company, senior management or subordinates, so that they adhere to established ethical principles, in particular when decisions must be made and, subsequently, when they must be implemented .

In waste management, each Group company requires compliance with the following rules of conduct:

- the prohibition of discarding or storage in an uncontrolled way of waste or entry into surface or underground waters;
- the prohibition to keep waste in "temporary storage" outside the requirements and beyond the time limits imposed by the law;
- the prohibition of mixing waste (in the absence of any appropriate authorisation);
- the prohibition to declare false information on the nature, composition and chemical-physical characteristics of the waste when preparing a waste analysis certificate or the prohibition to use a false certificate during the transportation of waste;
- the prohibition of transferring the waste produced to a treatment plant that is not specifically authorised;
- the prohibition of introducing waste of any kind, in solid or liquid state, into surface or groundwater;
- the prohibition to set fire to waste produced by the company itself, within or outside the company area and to set fire to third party waste that is found discarded or deposited;
- the prohibition to discard and/or to deposit waste to which, subsequently, third parties will set fire;
- in the event that third party waste is found within the areas owned by the Company, treat it as internally produced waste and dispose of it according to the rules governed by the relative procedure.

Upon the occurrence of an event that is potentially capable of contaminating a site, it is necessary to communicate this fact to the relevant public bodies.

Each Employee/Collaborator must ensure full cooperation with the competent Authorities, on the occasion of inspections and/or checks carried out in the company.

Finally, it is expressly forbidden to engage in conduct that directly or indirectly could potentially lead to the committing of an environmental offence.

Each Employee/Collaborator must contribute to good environmental management, always operating in compliance with the current legislation, and must not subject other Employees/Collaborators to risks that could cause damage to their health or physical safety.

## **2.7 CONDUCT WITH REGARD TO ACCOUNTING RECORDS**

All legal provisions must be strictly observed, also considering the instructions issued by the competent public authorities, and the policies/procedures adopted by the Company regarding the preparation of tax returns and the settlement and calculation of taxes.

All actions and accounting transactions of each Group Company must be properly recorded and it must be possible to verify *ex post* the decision, authorisation and execution process.

Each operation must have adequate documentary support, in order to be able to carry out checks at any time that certify the characteristics and reasons for the operation and identify the persons who authorised, carried out, recorded and verified the operation itself.

Accounting records - all documentation that numerically represents managerial facts, including internal expense reimbursement notes - must be kept accurately, completely and promptly, in compliance with the company accounting procedures, in order to precisely represent the equity/financial situation and the management activity.

Internal information and training on taxation must be promoted and the widest dissemination and knowledge of the policies/procedures adopted by the Company regarding the preparation of tax returns and the settlement and calculation of taxes must be guaranteed to the competent corporate functions.

All Employees and Collaborators are required to give their utmost cooperation by promptly providing, to the extent of their competence, complete, clear and truthful data and information; similarly, all Employees and Collaborators are required to communicate - within the terms established by the company procedures - any information in their possession that is relevant for the purposes of accounting records.

The financial statements and corporate communications required by law and by the applicable special regulations must be drawn up clearly and must represent the Company's equity and financial situation correctly and truthfully.

Employees are required to promptly inform their managers and/or the SB of any omissions, serious negligence or falsification of the accounting and/or documentation on which the accounting records are based.

## **2.8 CONDUCT IN CORPORATE MATTERS**

Complaints, communications and filings with the Register of Companies that are mandatory for the Group Companies must be made by the persons identified by the law in a timely, truthful manner and in compliance with the regulations in force.

It is expressly forbidden to prevent or hinder, through the concealment of documents or other suitable devices, the performance of the control or auditing activities legally attributed to the Shareholders, to other Corporate Bodies or to the Independent Auditors.

It is forbidden to engage in simulated or, otherwise, fraudulent conduct aimed at determining a majority at a meeting.

It is forbidden, also through disguised conduct, to return the contributions made by the shareholders or to free them from the obligation to make them, except in cases of legitimate reduction of the share capital.

It is forbidden to distribute profits or advances on profits not actually earned or destined to reserve or to distribute unavailable reserves.

It is forbidden to fictitiously form or increase the capital of each company in the Group, by attributing shares or quotas for an amount lower than their nominal value, reciprocal subscription of shares or quotas, significant overvaluation of the contributions of goods in kind or of receivables, or of the assets of the Company in case of transformation.

Any kind of operation that could cause damage to the Shareholders or Creditors is prohibited.

It is forbidden to carry out transactions, real or simulated, that could distort the correct dynamics of formation of the demand and supply of financial instruments and the carrying out of transactions that could derive undue benefit from the dissemination of incorrect information.

## **2.9 CONDUCT RELATING TO ANTI-MONEY LAUNDERING**

Each Group Company condemns any activity that involves money laundering (i.e. the acceptance or processing) of proceeds from criminal activities in any form or manner.

For this purpose, the Management, Employees and Self-employed Workers and third parties who carry out activities in the name and/or on behalf of the Group Companies must respect and apply the anti-money laundering laws, both Italian and EU, with an invitation to report to the Competent authority any operation that could constitute an offence of this nature.

In particular, those persons in senior positions and those who carry out their activities in risk-related areas must undertake to ensure compliance with the laws and regulations in force in every geographical context and operating environment, regarding the measures to limit the use of cash and of bearer securities in transactions.

The transfer of cash or bearer securities is prohibited when the value of the transaction, even if divided, is overall equal to or greater than the limit set by law. It is specified that any other conduct aimed at perfecting this transfer is also prohibited (e.g. promise or transfer agreement, etc.)

Knowledge of customers is an essential condition for preventing the use of the production-financial system of the Group companies for the purpose of money laundering, as well as for the purpose of evaluating any suspicious transactions.

In any case, it is absolutely forbidden to entertain relationships with subjects (natural persons and/or legal persons) whose membership in criminal organisations is known or suspected or who in any case are operating outside the law, such as, by way of example but not exhaustively, subjects linked or in any case attributable to the environment of organised crime, money laundering, drug trafficking, usury, the receiving of stolen goods and exploitation of work.

Each Group company intends to protect itself from the risk of acquiring material originating from illegal activities.

It is forbidden to proceed with the attestation of regularity in the phase of receipt of goods/services in the absence of a careful assessment of merit and congruity in relation to the goods/service received and to proceed with the authorisation for the payment of goods/services in the absence of a check on the adequacy of the supply/service with respect to the contractual terms.

It is necessary to be motivated by criteria of transparency in the exercise of the company activity and in the choice of the Supplier, paying the utmost attention to information regarding third parties with whom each Company of the Group has financial or commercial relationships that may also only generate the suspicion of the committing of money laundering offences or of a crime that is a prerequisite for the crime of self-laundering.

In any case, it is not permitted to recognise remuneration in favour of external consultants who do not find adequate justification in relation to the type of assignment to be performed or that has been performed.

## **2.10 BEHAVIOUR IN THE MANAGEMENT OF INFORMATION SYSTEMS**

Users of IT systems are prohibited from:

- intercepting communications or information from third parties through IT systems;
- damaging in any way information, data and computer programs and computer or telematic systems, including those used by the State, by another public body or in any case of public utility;
- illegally accessing an IT or telematic system or being present on it illegally;



- illegally disseminating codes for access to IT or telematic systems.

The Group companies prohibit the possession, reproduction, marketing, distribution or selling of copies of software protected by the law on intellectual property without having the authorisation of the owner of these rights.

## **2.11 CONDUCT IN MATTERS OF COPYRIGHT, INTELLECTUAL AND INDUSTRIAL PROPERTY**

Each company of the Group complies with the legislation on the protection of trademarks, patents and other distinctive signs and on the subject of copyright.

In particular, each company of the Group does not allow the use of intellectual works without the SIAE mark or with an altered or counterfeit mark, prohibits the reproduction of computer programs and the contents of databases, as well as the appropriation and dissemination, in any form, of protected intellectual works, including through the disclosure of its content before it is made public.

Each Group company does not allow the use, for any reason and for any purpose, of products with counterfeit brands or signs.

Similarly, each Group company prohibits - outside the cases provided for by law or by any agreements with legitimate parties - the manufacture or marketing or any activity in violation of third party patents.

Furthermore, the Group Companies condemn and prohibit:

- the sale or circulation of industrial products, with national or foreign names, trademarks or distinctive signs that could mislead the buyer as to the origin, provenance or quality of the work or product;
- the manufacture or industrial use of objects or other goods made by usurping an industrial property title or in violation of it (being able to know of the existence of the industrial property title) and, in particular, the use of information or data, belonging to a customer or third parties, protected by an industrial property title, outside the specific authorisation of the customer or the third party itself;
- the production or introduction into the territory of the State for trade (in violation of the rights relating to the legitimate owner) of intellectual property or industrial products bearing counterfeit national or foreign brands or distinctive signs
- production or introduction into the territory of the State to trade intellectual property or industrial products, usurping national or foreign designs or models, or counterfeiting or altering the same designs or models.

In its business activities, the Group Companies intend to avoid any contact with subjects at risk of relations with criminal organisations and endeavour to know its commercial partners and suppliers, verifying their commercial and professional reliability.

## **2.12 BEHAVIOUR REGARDING FALSE CURRENCY**

The Companies of the Group condemn any activity that involves the falsification, counterfeiting, alteration and/or spending of coins, public credit cards and revenue stamps.

For this purpose, Management, Employees and Self-employed Workers must respect and apply Italian and EU legislation, and ensure that they are also prevented from being held and used or spent in good faith, with an invitation to report to the Competent authority any situation that may be attributable to offences of this nature.

### **2.13 BEHAVIOUR TOWARDS WORKERS AND FOR THE PROTECTION OF INDIVIDUAL PERSONALITY**

It is not permitted to hire or otherwise use - even through a supply agency - foreign workers without a residence permit provided for by the law in force, or whose permit has expired, and for which the renewal has not been requested, within the terms by law, has been revoked or cancelled.

Each foreign worker, required to be in possession of a residence permit or other documentation required by the law in force, undertakes to deliver a copy of this document upon hiring, to request renewal in advance from the competent offices and to communicate to the Company to which they belong the renewal, with the relative expiry date, as well as the non-renewal, revocation or cancellation that may have occurred.

Each Group Company monitors the residence permits of foreign workers employed by the company, with the relative expiry dates and any changes (revocation, cancellation or non-renewal).

It is absolutely forbidden to:

- 1) recruit labour for the purpose of assigning workers to work for third parties in conditions of exploitation, taking advantage of the state of need of workers;
- 2) use, hire or employ labour, also through the intermediation activity referred to in section 1), subjecting workers to conditions of exploitation and taking advantage of their state of need.

Furthermore, it is recalled that it is a criminal offence to promote, direct, organise, finance, or carry out the transportation of foreigners in the territory of the State, or to perform other acts aimed at illegally procuring their entry or favouring their stay in the territory of the State or of another State of the which the person is not a citizen or has no permanent residence title in the event that:

- a) the fact concerns the illegal entry or stay in the territory of the State of five or more persons;
- b) the transported person has been exposed to danger to life or safety in order to procure their illegal entry or stay;
- c) the transported person has been subjected to inhuman or degrading treatment in order to procure illegal entry or stay;
- d) the fact is committed by three or more persons in concerted action with each other or using international transport services or documents that are counterfeit or altered or in any case illegally obtained;
- e) the perpetrators of the fact have the availability of weapons or explosive materials.

The penalty is increased if the above facts:

- a) are committed in order to recruit persons to be assigned to prostitution or in any case to sexual or labour exploitation or concern the entry of minors to be employed in illegal activities in order to promote their exploitation;
- b) are committed in order to make a profit, even indirectly.

Furthermore, it is absolutely forbidden to keep, on computer or paper-based media, at the premises of the Group Companies or to disclose through the Company's website or the publications edited or promoted by the Companies themselves, pornographic material or virtual images created using images of minors under the age of eighteen.

Virtual images refers to images created with graphic processing techniques not associated in whole or in part with real situations, the quality of which makes non-real situations appear as real.

Therefore, the companies of the Group in their business activities aim to strictly avoid any contact with subjects at risk of relations with criminal organisations and make every effort to know their commercial partners and suppliers, verifying their commercial and professional reliability.

## **2.14 BEHAVIOUR AGAINST ORGANISED CRIME (ALSO TRANSNATIONAL)**

All the activities and operations carried out within the VENETA CUCINE Group, or on behalf of its companies, must be based on compliance with the laws in force, as well as on the principles of correctness and transparency, in order to prevent the committing, by Recipients of the Model, of organised crime offences (including transnational ones).

It is forbidden to use, even through the interposition of third parties, the labour provided by persons illegally present on the national territory and/or in possession of identity documents that are counterfeit, altered or which in any case have been illegally obtained.

It is forbidden to use Group companies or their organisational units, even occasionally, for the purpose of allowing or facilitating the committing of the offences indicated in art. 24-ter of the Decree and art. 10 of Law no. 146/2006, or, by way of non-exhaustive example:

- criminal association;
- Mafia-type associations, including foreign ones;
- political-Mafia electoral exchange;
- other offences committed making use of the conditions provided for by art. 416 bis (Mafia-type association) or facilitation of the activities of Mafia-type associations.
- criminal association aimed at smuggling foreign manufactured tobacco or aimed at illicit trafficking in narcotic or psychotropic substances;
- provisions against illegal immigration;
- personal aiding and abetting (hypothesis only possible for transnational crimes);
- assistance to members of associations for terrorist purposes, including international ones, or for subversion of the democratic order.

Furthermore, it is forbidden to provide, directly or indirectly, funds in favour of subjects who intend to commit the above offences.

It is forbidden to accept or assign orders or to carry out any commercial and/or financial transaction, either directly or through a third party, with subjects - natural or legal persons - at risk of relationships with criminal organisations or with subjects controlled by the latter when this control relationship is known.

Accept or assign orders or carry out any operation that may present an anomalous nature by type or object or that may lead to the establishing or maintaining of relationships that present anomalous profiles from the point of view of the reliability of the same and/or the reputation of the counterparties .

In their activities, the Group Companies seek to avoid any contact with subjects at risk of relations with criminal organisations and endeavour to know their commercial partners and suppliers, verifying their commercial and professional reliability, also by consulting databases or dedicated lists ( e.g. prefectural white list, list of companies adhering to the legality protocol between Confindustria and the Ministry of the Interior, legality rating, etc.).

## **2.15 BEHAVIOUR RELATED TO RACISM AND XENOPHOBIA**

It is recalled that participation in organisations, associations, movements or groups that incite discrimination or violence for racial, ethnic, national or religious reasons, or that make propaganda, incite or instigate, in whole or in part, a denial, minimising or condoning the Shoah or crimes of genocide, crimes against humanity and war crimes constitutes a criminal offence.

Therefore, the Companies of the Group in their business activities aim to avoid any contact with subjects at risk of relationships with similar organisations and endeavour to know their commercial partners and suppliers, verifying their commercial and professional reliability.

## **2.16 CONDUCT IN TAX MATTERS**

The declarations, liquidations, as well as any other mandatory communication for tax purposes must be made and presented in compliance with the methods and times provided for by the regulations in force on the subject.

It is the responsibility of the Companies of the Group and of the company personnel, in the context of their respective duties and roles, to constantly update and implement the new legislation, official practice as well as the OECD guidelines on tax matters as far as is relevant.

Internal information and training on tax matters must be promoted and the widest dissemination and knowledge of the policies/procedures adopted by the Company to comply with the tax constraints, obligations and requirements in general and to prevent breaching thereof.

It is forbidden to engage in conduct that violates the provisions of the tax law and that is aimed at evading taxes or obtaining non-existent, fictitious or otherwise undue tax credits/withholdings; in particular, it is expressly forbidden to: (i) exercise deductions of fictitious or non-existent passive elements, (ii) exercise objectively or subjectively simulated conduct, (iii) exercise fraudulent conduct capable of hindering the verification activity or of misleading the Financial Administration, (iv) produce false, fictitious or otherwise artifact documents.

It is forbidden to engage in any conduct aimed at allowing the use of undue, non-existent or fictitious tax credits; the declarations, projects, reports, as well as any further documentation used and aimed at obtaining benefits, must contain only truthful information and in any case must comply with the regulatory provisions.

In particular, it is forbidden to produce false or altered documents and/or data or to omit necessary information.

Those persons who carry out a control and supervision function on obligations related to obtaining tax credits/refunds (payment of invoices, assignment of projects and/or assignments, etc.) must pay particular attention to the implementation of these obligations by the designated persons.

It is also forbidden to engage in conduct that could constitute an abuse of the law in tax matters, that is, carrying out transactions with no economic substance which, despite formal compliance with the tax regulations, essentially achieve undue tax advantages. A concrete example could be the case of the transfer of shares between companies belonging to the same group aimed at circumventing the provisions on the non-deductibility of capital losses for equity investments that fall within the scope of the regime of *participation exemption* (pursuant to art. 87 of the TUIR).

It is forbidden to issue or use invoices for non-existent transactions.

The prohibition concerns (i) both the objective and the subjective non-existence (case in which the issuer of the service is not the actual one), (ii) and the total and partial non-existence or so-called overbilling.

It is forbidden to engage in any conduct aimed at concealing or destroying, in whole or in part, accounting documents which must be kept for both fiscal and civil purposes.

It is forbidden to simulate alienation or to commit fraudulent acts on *assets* of the company, in order to make the compulsory collection procedure totally or partially ineffective (the fact of this dispute also possibly taking place during the tax assessment phase is not excluded), in order to avoid paying income taxes or VAT or the related interests or penalties if the total amount exceeds fifty thousand Euro.

It is forbidden to indicate in the documentation submitted for the purposes of the tax settlement procedure (for example, during the arrangement with creditors or other insolvency procedures) active elements for an amount lower than the actual one or fictitious passive elements for a total amount exceeding fifty thousand Euro in order to obtain the partial payment of taxes and related accessories for oneself or for others.

## **2.17 ILLICIT TRADE FRAUD BEHAVIOUR**

The Group Companies condemn and prohibit:

- the intentional communication to the customer (even if only potential) of untrue or incomplete information regarding the products or services sold;
- delivery to the customer of products that differ in origin, provenance, quality or quantity from those declared or agreed (e.g. affixing of the CE marking in the absence of the essential requirements imposed by the European market, or divergences regarding even non-essential qualifications of the product in relation to its usability, value or degree of preservation, etc.);
- the sale or circulation of industrial products, with national or foreign names, trademarks or distinctive signs that could mislead the buyer as to the origin, provenance or quality of the work or product.

## **2.18 BEHAVIOUR IN THE FIELD OF FRAUD IN SPORTS COMPETITIONS, THE EXERCISE OF ABUSIVE BET PLAYING AND GAMBLING**

It is reminded that the following constitute a criminal offence and are therefore strictly forbidden:

- the offer or promise of money or other benefit or advantage to a participant in a sports competition organised by the federations recognised by the Italian National Olympic Committee (CONI), by the Italian Union for the increase of equine breeds (UNIRE) or by other sports bodies recognised by the State and by the associations belonging to them, so that a result other than that resulting from the correct and fair conduct of the competition is achieved.

The Group Companies prohibit any behaviour - by corporate subjects or third parties - that could result in an alteration of the results of sports competitions from which a Group Company can derive an advantage (e.g. in the context of a sponsorship).

The Companies of the Group prohibit any activity that involves the carrying out by corporate subjects and/or facilitating of the carrying out by third parties (e.g. lease holders) of the afore-mentioned offences relating to the abusive exercise of betting and gambling, in the interest or to the advantage of the Company. Therefore, each company of the Group makes every effort to know the commercial counterparties, verifying their commercial and professional reliability.

## **2.19 CONDUCT IN MATTERS OF SMUGGLING**

All activities and operations carried out within the Group must be based on compliance with the laws in force, as well as with the principles of correctness and transparency, in order to prevent the committing of smuggling offences.

Each Group Company undertakes to guarantee the issuing of accounting or tax documentation consistent with the import/export operations actually carried out by the same.

It is therefore forbidden to introduce, transport, hold or exchange goods in violation of the provisions, prohibitions and limitations in force on the subject.

Specifically, the following are forbidden:

- the introduction of foreign goods across the land, sea or air border in violation of regulations, prohibitions and limitations;
- the unloading or depositing of foreign goods in the space between the border and the nearest customs office;
- the hiding of foreign goods on the person or in luggage or among goods of another kind or in any means of transport, to avoid customs inspection;
- the removal of goods from customs areas without having paid the relevant duties or without having guaranteed payment;
- the taking of national or nationalised goods subject to border rights out of the customs territory without having paid for these rights;
- the holding of foreign goods, when the circumstances envisaged in the second paragraph of art. 25 for the offence of smuggling occur.
- the making of unauthorised deposits of foreign goods subject to border rights in the non-customs territories indicated in art. 2 or to performing such acts to an extent greater than that permitted;
- the holding, as an agent of a privately owned bonded warehouse or with the contribution of a dealer, of foreign goods for which there has not been the required entry declaration or which are not listed in the warehousing registers;
- the use of fraudulent means in order to obtain the undue restitution of rights established for the import of raw materials used in the manufacture of domestic goods that are exported;
- in the operations of temporary import or export or in the operations of re-export and re-import, for the purpose of removing goods from the payment of fees that would be due, the subjecting of goods to artificial manipulation or using other fraudulent means.

## 3 EFFECTIVENESS OF THE CODE AND CONSEQUENCES OF ITS VIOLATIONS

### 3.1 COMPLIANCE WITH THE CODE AND REPORTING INFRINGEMENTS

#### 3.1.1 Companies with Model 231

The task of assessing the actual suitability of the Code, verifying its implementation and compliance is entrusted to the Supervisory Body.

The Recipients of the Code must report:

- unlawful conduct, behaviour or events that are relevant pursuant to Italian Legislative Decree 231/2001;
- conduct or events that may constitute a violation of this Code, of which they have become aware due to the functions performed.

Instead, Third Parties (e.g. external professionals, partners, suppliers, administration companies and, in general, those who have relations with the Company), not contractually bound to the company, have the right to make the afore-mentioned reports.

The reports must be addressed to the Supervisory Body together with all the information or documents requested by it in the exercise of its functions.

If the function managers officially become aware of information, including from judicial police bodies, regarding crimes or offences with a corporate impact, they must report them to the Supervisory Body.

Reports to the Supervisory Body must be transmitted and managed according to the methods and through the channels provided for in the "*Procedure for the Management of Reports*" (**Annex 8**).

In any case, the reports can also be anonymous, that is, they may not report the identity of the person making the report or allow them to be reconstructed or retrieved.

Such reports will be examined, provided they comply with the afore-mentioned requirements. The assessment in this sense is delegated to the Supervisory Body, which also evaluates whether to take it into account in planning its activities.

The Group Companies provide and guarantee specific forms of protection against the so-called "Reporting Parties" who make reports in good faith. For the specific regulation of the protections provided, please refer to the provisions in "Appendix B-Protections" of the "Procedure for the Management of Reports" (Annex 8).

In general, the information and personal data acquired in application of this paragraph are processed by the Supervisory Body and by the subjects authorised by the Company exclusively for purposes related to compliance with the obligations deriving from Italian Legislative Decree 231/2001, in compliance with the principles established by current



legislation on privacy (EU Regulation 679/2016 - "GDPR"). In this regard, please refer to what is regulated in **Annex 8**.

**For anything not expressly regulated here, please refer to the provisions of the "*Procedure for the Management of Reports*" (Annex 8).**

The management of the reports and the rules set out in this document do not affect the criminal and disciplinary liability of the reporting party in the event of reporting in bad faith, or with slanderous or defamatory intent, pursuant to the Italian Criminal Code and to art. 2043 of the Italian Civil Code.

The Supervisory Body, if it deems it to find elements such as to highlight the unfoundedness of the report made in bad faith or with serious negligence on the part of the Report, evaluates any useful action in order to activate sanctioning proceedings. In this regard, moreover, the disciplinary system adopted by the Company and contained in Annex 4 - Sanctioning system 231 provides specific sanctions against those who intentionally or with gross negligence make reports that prove to be unfounded.

It is understood that the Company may take the most appropriate disciplinary and/or legal measures to protect its rights, assets and image against anyone who, in bad faith or with gross negligence, has made false, unfounded or opportunistic Reports and/or for the sole purpose of slandering, defaming or causing harm to the person reported or to other subjects mentioned in the Report.

### **3.1.2 Companies not using Model 231**

Each Group Company appoints a Code of Conduct Guarantor to whom any breach of the Code may be reported, according to the methods and through the channels provided for in the "*Procedure for the Management of Reports*" (Annex 8).

## **3.2 PENALTIES**

Breaching of the rules of conduct established in the Code and in the corporate procedures compromises the relationship of trust between the individual Group Company and whoever commits the breach (Recipients).

It is specified that the following also constitutes a breach of the Model:

- any form of retaliation against anyone who has reported possible breaches of the Model in good faith;
- any accusation, with wilful misconduct and gross negligence, addressed to other employees, of breaching of the Model and/or illegal conduct, with the awareness that such breach and/or conduct does not exist;
- breaching of the measures to protect the confidentiality of the reporting party.

The breaches, once ascertained, will be pursued incisively, promptly and immediately, through the adoption - compatibly with the provisions of the current regulatory framework - of adequate and proportionate disciplinary measures, regardless of the possible criminal relevance of such conduct and of the establishment of criminal proceedings in cases where they constitute an offence.

The disciplinary measures for breaches of the Code are adopted by the companies in line with the laws in force and with the relative national or company employment contracts. These measures may also include the removal from the Group companies of the same managers.

With regard to subjects who are not linked to a Group Company by an employment relationship, breaches of the Code will be sanctioned with application of the civil remedies provided for by the law.

### **3.3 DISCLOSURE OF THE CODE**

In order to ensure the correct understanding of the Code, VENETA CUCINE prepares an information plan that ensures complete disclosure and explanation.

In particular, this Code must be brought to the attention of the corporate bodies, any working members, employees, self-employed workers, commercial partners, and consortia to which the Group companies belong.

Each Group Company must also evaluate the opportunity to disclose the Code to Suppliers/consultants and to any other third party who has relations with the Company or who may act on behalf of the Company itself, without prejudice to the provisions of paragraph 1.2 for the activities involving a risk of committing crimes pursuant to Italian Legislative Decree 231/2001.

The Code is published with adequate prominence on the company website.

The updates and revisions of the Code are defined and approved by the Company's Board of Directors, after consulting with the Supervisory Body.

## 4 REFERENCES

- Italian Legislative Decree 8 June 2001 no. 231 and subsequent updates
- Confindustria Guidelines for the construction of the Organisational Model, Italian Legislative Decree 231/2001 - June 2021 edition
- Consolidated Safety Act (Italian Legislative Decree 81/08)
- CNDCEC, ABI, CNF and Confindustria Document, Consolidated principles for the preparation of organisational models and the activity of the supervisory body and revision perspectives of Italian Legislative Decree 231 of 8 June 2001, February 2019