



# **Drogheria e Alimentari S.p.A.**

## **Code of Ethics**

Approved by the Board of Directors

on 17/07/2024

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**Definitions**

**Regulatory Authorities:** Public and/or private bodies (national or local) responsible for the control and regulation of specific sectors.

**CCNL:** the National Collective Labour Agreement for security institutions.

**Community:**

**Board of Directors:** the Board of Directors of Alimentari e Drogheria S.p.A..

**Consultants:** persons acting in the name and/or on behalf of the Company by virtue of a mandate contract or other contractual relationship of professional collaboration.

**Recipients:** Company Representatives, Consultants, Suppliers and Partners.

**Employees:** persons with an employment relationship with the Company, including managers.

**Legislative Decree no. 231/2001** or the **Decree:** Legislative Decree no. 231 of 8 June 2001 and subsequent amendments and additions.

**Company Representatives:** directors, auditors, liquidators, Company Employees and Workers.

**Suppliers:** suppliers of goods and providers of work and services, other than Consultants, not linked to the Company by subordination.

**Group:** Drogheria e Alimentari S.p.A. and the other companies of the group.

**Workers:** people who, regardless of the type of contract, carry out a work activity within the Company's organisation.

**Model:** the organisation, management and control model provided for by Legislative Decree no. 231/2001 adopted by Drogheria e Alimentari S.p.A..

**Supervisory Body** or **SB:** the body responsible for supervising the operation and compliance with the Model as well as its updating in Drogheria e Alimentari S.p.A..

**Public Officials and/or Public Service Officers:** pursuant to Article 357 of the Criminal Code, Public Officials are defined as those who exercise a legislative, judicial or administrative public function with or without employment with the State, temporarily or permanently; pursuant to Article 358 of the Criminal Code, on the other hand, a Public Service Officer is defined as a person who, although not a public official, carries out a service of public utility.

**Partners:** the contractual counterparties with whom the Company enters into some form of contractually regulated collaboration (temporary business association, joint ventures, consortia, license, agency, collaboration in general).

**Sanctioning system:** disciplinary actions suitable for sanctioning non-compliance with the Model.

**Company:** Drogheria e Alimentari S.p.A., with registered office in via Nilde Iotti 23/25, 50038 Scarperia e San Piero (FI).

## **1 PREMISE**

### **1.1 Introduction**

This Code of Ethics (hereinafter also referred to as the "**Code**") represents the instrument of corporate ethics that aims to formalize the principles and standards of conduct in place in Drogheria e Alimentari S.p.A. (hereinafter also referred to as the "**Drogheria**" or the "**Company**"). Compliance with these principles is considered to be of fundamental importance for the regular operation, the control system, the reliability of management and the image of the Company. In fact, ethics in the conduct of its activities is a primary and essential value for the Company.

Code of Ethics is an element of the Organisation, Management and Control Model pursuant to Legislative Decree no. 231 of 8 June 2001 (hereinafter also referred to as the "**Decree**" or "**Legislative Decree 231/2001**") adopted by the Company.

The Decree provides that the Company may be held liable for the offences, provided for by the Decree itself, committed in its interest or advantage by: persons who hold representation, administration or management functions of the Company (so-called "top management") as well as by persons who exercise, even de facto, the management and control of the same; persons subject to the direction or supervision of one of the top management.

The Decree establishes in art. 6 "*Persons in top positions and organisational models of the entity*" that the Company is not liable for the offence committed if it demonstrates (among other things) that it has adopted and effectively implemented organisational, management and control models suitable for preventing offences of the kind that occurred and that it has entrusted a body of the Entity with the task of supervising the functioning and compliance with such models.

The expression "*Organisation, Management and Control Model*" referred to in Article 6 "Persons in top positions and organisational models of the entity", paragraph 1, letter a) of the Decree, refers to a set of internal rules and procedures, including this Code of Ethics, aimed at providing the Company with an effective organisational and control system, aimed at preventing criminal conduct.

### **1.2 The "*mission*" of Drogheria e Alimentari**

Drogheria e Alimentari S.p.A. is a company dedicated to the production and marketing of spices (conditioning and packaging), mixes of condiments, sauces and other products for professional catering and for the food industry (such as pasta factories, sausage factories, etc.) with stores all over the world. In recent years, it has also invested in research and development activities, equipping itself with cutting-edge technologies and a well-equipped quality control laboratory, significantly expanding the range of its products.

The aspiration of Drogheria e Alimentari is to be a point of reference for all workers and customers, through the development and implementation of an original business model capable of innovation, also in the sector, while respecting the environment.

## 2 COMMON PROVISIONS

### 2.1 Recipients, scope and purpose

Drogheria e Alimentari S.p.A and all those who work in the Company inspire their activities not only by the essential compliance with the law, but also by the contents of this Code of Ethics.

The Code of Ethics represents the set of reference values and principles on which every action of Drogheria e Alimentari is based.

The recipients of this Code of Ethics are the directors, other members of the corporate bodies, managers and employees of the Company as well as those third parties with respect to the Company who have a contractual relationship and/or who substantially operate in a significant and/or continuous manner on behalf of or in the interest of the same. Drogheria e Alimentari S.p.A. undertakes to promote knowledge of the Code by the Recipients and other *Stakeholders* as well as to incorporate any indications and suggestions from the aforementioned parties aimed at improving this Code of Ethics.

The rules of the Code of Ethics constitute an essential part of the contractual obligations of personnel pursuant to and for the purposes of articles 2104 "*Diligence of the employee*" and 2105 "*Duty of loyalty*" of the Civil Code.

In any case, Drogheria e Alimentari S.p.A. carefully monitors compliance with the Code, preparing adequate information, prevention and control tools and procedures and ensuring the transparency of the operations and conduct carried out, intervening, if necessary, with corrective actions.

Specifically, the Company evaluates, from a disciplinary point of view, pursuant to current legislation, conduct contrary to the principles enshrined in the Code of Ethics, applying, in compliance with the law, the Workers' Statute and the relevant national collective bargaining agreements, the sanctions provided for in the Disciplinary System adopted by the Company pursuant to the Decree.

This document is an integral part of the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 as amended and supplemented adopted by the Company (hereinafter, also the "**Model**"). To this end, the Supervisory Body (hereinafter also referred to as the "**SB**") has been established, which has been assigned the functions of guarantor of the principles set out in this document.

The Code is brought to the attention of all those with whom Drogheria e Alimentari S.p.A. has relations.

In addition, this Code of Ethics has the following objectives:

- increasing the cohesion and coherence of the system: the Code aims to improve internal relations and the formation of a unitary and transparent external image;
- the greater efficiency of the organization: the abolition of opportunistic behavior and the motivation of the maximum number of participants towards positive objectives increase the ability to produce utility, both for the most directly involved and for the reference environment as a whole;
- a good reputation: an organization with good rules, which unequivocally manifests its values which, in a transparent way, is able to identify behaviors considered negative and to make public the appreciation for positive behaviors, produces security in its interlocutors and business partners.



The Company firmly believes that the existence, sharing and implementation of this Code of Ethics by the Recipients, allows – *inter alia* – the production of quality services and beneficial effects with reference to its image and reputation. These principles and rules must be an integral part of the company's cultural heritage and represent a significant strength for competitiveness.

### **3 GENERAL PRINCIPLES – SUSTAINABILITY AND CORPORATE RESPONSIBILITY**

The Corporate Governance system adopted by the Company is aimed at:

- ensure the regularity of management operations;
- identifying, monitoring and minimizing risks;
- commit to maximum transparency towards those with legitimate interests, towards the Companies and the activities carried out by them;
- to meet the legitimate expectations of Members and third parties involved in any capacity;
- avoid any type of transaction to the detriment of creditors and other third parties that may be involved;
- ensure optimal risk management and the prevention of any conflict of interest between the company's management and the Ownership.

The Recipients are aware that compliance with the Code is an essential part of the quality of their work and professional performance. In no way can the conviction of acting to the advantage or in the interest of Drogheria e Alimentari S.p.A. justify, not even in part, the adoption of conduct in contrast with the principles and contents of the Code. The Company is committed to maintaining and strengthening a governance system aligned with the standards of international best practice capable of managing the complexity of the situations in which the Company operates and the challenges to be faced for sustainable development.

Systematic forms of stakeholder involvement are adopted, extending the dialogue on sustainability and corporate responsibility issues.

#### **3.1 Compliance with laws and regulations**

The Company has as an essential principle compliance with all applicable laws and regulations in force.

The Recipients of the Code, in carrying out their activities, are required to diligently comply with the laws in force, the Model, this Code and the internal regulations. Any conduct that does not comply with the aforementioned canons is not justifiable, even if undertaken in the presumed interest of the Company, being in no case actually in its interest, nor in any way to its advantage. In addition, Drogheria's relations with stakeholders are based on criteria of fairness, collaboration, loyalty and mutual respect.

#### **3.2 Integrity of the person**

Drogheria recognizes the physical and moral integrity of the person as a fundamental value: an essential value for the pursuit of the company's objectives.

For this reason, it is constantly committed to guaranteeing working conditions that respect individual dignity and a safe and healthy environment.

Therefore, no vexatious practice or detrimental to the personality of employees and collaborators will be tolerated, nor will any behavior aimed at evading the objectives of maximum safety and healthiness of the places where the staff pertaining, for any reason, to Drogheria and Alimentari operates.

Furthermore, in the development of its activities as an international company, the Company is inspired by the protection and promotion of human rights, inalienable and essential prerogatives of human beings.

### **3.3 Impartiality, equality and non-discrimination**

The Company, in full compliance with the principle of good faith, operates impartially in the exercise of its activities, also employing a composition and an organisational structure that guarantee the principle of independence of judgement and the absence of any commercial and financial interest that could lead to biased behaviour, preferential treatment and disparity.

In making decisions involving the choice and management of relations with Employees, Consultants; Workers, Suppliers, Partners as well as relations with the surrounding community, Drogheria undertakes to avoid any discriminatory practice based on sex, including sexuality in general, on the state of health, age, race, nationality, political opinions and religious beliefs of people.

Management and daily operations are inspired by the application of the principle of equal opportunities.

### **3.4 Fairness, honesty, transparency, diligence and good faith**

The conduct of the business and corporate activities of Drogheria e Alimentari S.p.A. must be carried out within a framework of correctness, honesty, transparency, diligence and good faith as well as in full compliance with the rules set up to protect competition.

All the Recipients of this Code must act loyally and in good faith, basing their activities on the principles of fairness and integrity and respecting the obligations contractually signed. He must also know and observe the content of this Code of Ethics, basing his conduct on respect, cooperation and mutual collaboration with all his interlocutors.

### **3.5 Conflicts of interest**

In carrying out any activity, the recipients of the Code must avoid situations of conflict of interest, even if only apparent. This expression refers to the situation in which an employee pursues a different interest that conflicts with the objectives of the Company, or derives a personal advantage from business opportunities of the company.

The emergence of a potential conflict of interest in managing a professional situation due to external influences such as, for example, the receipt of money, gifts (valuables, travel, gifts of various kinds) or favors (e.g. hiring, career advancement for family members) from people or companies that are or intend to enter into business relationships with Drogheria e Alimentari must be reported. This report must be made in compliance with the provisions on *whistleblowing* and in accordance with the procedures described in the Organisation, Management and Control Model *pursuant to* Legislative Decree 231/2001 adopted by the Company.

### **3.6 Confidentiality**

Drogheria e Alimentari guarantees the confidentiality of the data in its possession and undertakes to process personal data in accordance with the legal regulations in force on the subject.

The Recipients are also obliged not to disclose confidential information for purposes not connected with the performance of typical activities, in a manner contrary to the law.

### **3.7 Competition and free competition**

The Company recognises the fundamental importance of a competitive market and, in compliance with national and EU antitrust regulations, the guidelines and directives of the Italian Competition Authority, as well as the *policies* prepared by the Company or the group to which it belongs, it does not engage in conduct or sign agreements with other companies that may negatively affect the competition regime between the various operators of the reference market.

In particular, the Company and the Recipients avoid practices (creation of cartels, market sharing, limitations on production or sales, conditional agreements, etc.) that may constitute a violation of competition laws, as well as avoid engaging in other conducts that may lead to a distortion of competition in the acquisition of goods and services, for example through the bribery of private contractual counterparties.

All Recipients must also refrain from putting in place undue pressure, threats, acts of violence, artifices, fraudulent means or in any case conduct that may prevent or disturb, in any way, the performance of the commercial and entrepreneurial activity of others or the free exercise of competition on the market.

### **3.8 Protection of copyright and industrial property rights**

In carrying out its activities, the Company operates by avoiding any situation of conflict or violation of copyrights or industrial property rights belonging to third parties, condemning any possible form of counterfeiting or usurpation of instruments or signs of authentication, certification or recognition, trademarks, distinctive signs, patents, designs or models, and reminding all those who operate in the interest of the Company to comply with all regulations existing to protect them.

The Company also condemns the reproduction of software, photos, images, musical pieces or audiovisual compositions, or works protected by the copyright of others, outside what is authorized by the license agreements previously obtained.

## **4 RULES OF CONDUCT**

In its business relations, Drogheria e Alimentari S.p.A. is inspired by and observes the principles of loyalty, fairness, transparency, absence of discrimination, efficiency and openness to the market, without distinction of the importance of the business.

All actions, operations and negotiations carried out and, in general, the conduct carried out by the Company Representatives in the performance of their work activities are inspired by the utmost correctness, completeness and transparency of information, legitimacy from a formal and substantial point of view and the clarity and truthfulness of accounting documents according to the regulations in force and the Company's internal procedures.

The Company, in relations of any nature and with any stakeholder, undertakes to ensure that every operation and transaction is correctly recorded, authorised, verifiable, legitimate, consistent and congruous, while complying with the obligations arising from current legislation on the processing of personal data.

#### **4.1 Human Resources Relations**

Drogheria e Alimentari S.p.A. considers its Employees, Workers and all human resources to be the Company's primary asset, essential for its success; therefore, he is committed to enhancing them by taking care of their growth and professional development.

The Company believes in equal opportunities, recognizes diversity as a value and does not tolerate any discrimination based on ethnicity, nationality, gender, sexual orientation, disability, age, political or religious beliefs or other personal characteristics. Drogheria e Alimentari is committed to respecting the personality and dignity of each resource, monitoring that no forms of labour exploitation occur.

Drogheria e Alimentari do not benefit, even indirectly, from forced labour and child labour, and guarantee their workers regular employment contracts, monitoring the provisions of procurement contracts activated in compliance with current legislation.

Drogheria e Alimentari is also committed to the continuous training of its workers, both on a technical and professional level, and in terms of safety in the performance of their duties.

##### ***Selection and recruitment of personnel***

Without prejudice to the obligations deriving from the provisions in force, the evaluations regarding the personnel to be hired are carried out on the basis of mutual expectations, as well as the actual needs of the Company.

In any case, the selection of personnel is based on the criterion of equal opportunities: the person in charge of the selection and all those who - in any capacity - collaborate in the recruitment of personnel strive to avoid any form of favoritism, nepotism or clientelism in the selection phases.

Drogheria e Alimentari undertakes to use the information requested for the sole purpose of evaluating, also from a psycho-aptitude point of view, the professional profile of the candidate, always in full respect of the private sphere and opinions of the same, as well as the provisions of the law.

The selection of personnel is carried out exclusively on the basis of the candidates' skills and professional skills, taking into account the roles that, according to the needs of Drogheria and Alimentari, require suitable coverage. The association and recruitment takes place with the stipulation of a regular employment contract, inspired by the provisions of the applicable CCNL and in full compliance with the legislation concerning working hours, rest periods and holidays. Any form of employment relationship that does not comply with or in any case circumvents the provisions of the regulations in force is not permitted.

Upon acceptance of the assignment, the Worker must be adequately informed about:

- type of function and tasks to be performed;
- regulatory elements and remuneration, as provided for by the national collective bargaining

agreement;

- rules and procedures aimed at avoiding risks to personal and workplace health and safety associated with the functions to be performed;
- contents of the Organisation, Management and Control Model *pursuant to* Legislative Decree 231/2001 and the Code of Ethics adopted by the Company.

### ***Employment of irregular workers***

The Company also considers as a mandatory principle the employment of only personnel who are fully compliant with the regulations in force on immigration and, in particular, with Legislative Decree no. 286/1998, whose Article 22, paragraph 12-bis, has been included in the list of crimes included in Legislative Decree no. 231/01. In consideration of the above, all recipients of this Code must adopt the following behaviors:

- not employ human resources who are not in compliance with the provisions in force on residence permits and/or who cannot show a regular residence permit;
- require all suppliers, called upon to provide services or works in accordance with the provisions and regulations adopted by the company, to make use only of personnel in compliance with the provisions in force on the subject of residence permits and/or who can show a regular residence permit.

In any case, it is forbidden to carry out acts aimed at illegally procuring the entry of foreigners into the territory of the State and/or to facilitate their stay in the same in violation of Legislative Decree no. 286/1998.

### ***Staff management and enhancement***

In the execution of the employment contract, Drogheria avoids any discriminatory practice against staff.

Every decision concerning the employment relationship is based on the criterion of correspondence between the profiles possessed by collaborators and the expectations of the Company (e.g. in the event of promotion), and on meritocratic considerations (e.g. awarding of bonuses based on the results achieved).

Drogheria and Alimentari also promotes flexibility in the organization of work that can facilitate motherhood and child care.

The evaluation of the Workers is carried out by involving not only the personnel management, but also the managers of the departments concerned. Drogheria e Alimentari S.p.A. undertakes to employ and fully enhance all the professionalism present in the Company's organization, being aware of the fundamental value of each collaborator of the structure. The Company is also committed to carrying out training activities for the benefit of all collaborators in order to enhance their skills.

### ***Safety and health in the workplace***

Drogheria e Alimentari is committed to raising awareness of the attention and awareness of its staff with specific interventions regarding the risks regarding health and safety in the places where they

carry out their work, promoting responsible behavior on their part.

The Company's objective is, especially with preventive actions, to protect the health and safety of employees in the workplace. To this end, the Company undertakes to carefully comply with all relevant regulations, always putting the safety and healthiness of the places where work is carried out first.

The commitment to the safety and healthiness of the workplace is corroborated by constant training of personnel in this regard and is verified by the Head of the Prevention and Protection System and the Supervisory Body, established pursuant to Legislative Decree 231/2001.

Reiterating the awareness of the fundamental importance of the dignity and physical integrity of its collaborators, no violation of accident prevention regulations and on the health and safety of workers is tolerable by Drogheria e Alimentari, therefore, any action contrary to the aforementioned regulations is to be understood as carried out against the will and against the interest of the entity and, in any case, to his detriment.

### ***Competition and negative publicity***

Employees, members of the corporate bodies and all other collaborators are prohibited from maintaining relationships or providing information to other companies that may cause damage and prejudice to the Company.

Employees, members of the corporate bodies and other collaborators of the Company may not provide advice, studies or collaborations to operators in the sector, not even free of charge, unless expressly authorised by the Company, which in any case reserves the right to assess any assignment with regard to possible incompatibilities, in accordance with the provisions of laws and internal regulations.

### ***Duties of the staff***

All Company personnel are required to comply with the obligations arising from the signing of the employment contract and the rules set out in the Code of Ethics as well as to report to their department manager and/or to the SB, any information they have become aware of in the performance of their work activities, about violations of legal regulations, the Code of Ethics or other company provisions that may, for any reason, to interest the Company.

Employees are required to comply with the principles of diligence, fairness and good faith in the performance of the assigned duties pursuant to art. 2104 and 2105 of the Italian Civil Code, as well as collaborators and suppliers are required to comply with the general principle of fairness and good faith in the fulfilment of contractual obligations.

The heads of the company functions are required to:

- to make known and enforce the internal regulations of the Drogheria and Alimentari staff;
- carry out a careful and constant assessment of the operational risks associated with the performance of the activities pertaining to the function itself, ensuring diligent execution of controls;
- manage staff in the best possible way, planning activities, providing accurate information on

tasks to be performed and responsibilities, enhancing the professionalism present and developing skills, motivation and participation in business processes;

- evaluate the staff to be hired exclusively on the basis of consistency with the requirements of the position to be filled. The information requested from candidates must concern exclusively the verification of professional and psycho-aptitude aspects, respecting the private sphere and the opinions of the candidates themselves;
- refrain from requesting personal services or favours, avoid forms of favouritism, nepotism and clientelism or any behaviour in violation of this Code of Ethics.

Each employee and collaborator of the Company:

- must act loyally and in good faith, respecting the obligations deriving from the provisions governing the employment relationship or deriving from the signing of the collaboration contract and ensuring the required services with adequate standards of quality and quantity;
- must exercise their duties and functions within the system of responsibilities and competences defined by the provisions of the law and company procedures;
- must ensure, in the workplace, behaviour based on fairness and respect for the dignity of each person;
- must develop, with authorities and public bodies, relationships inspired by the utmost correctness, probity and impartiality, in total transparency, avoiding conduct that may have negative effects on their serenity of judgment;
- it must treat stakeholder information in compliance with the confidentiality and privacy of the same. Any information obtained in the performance of company tasks may not be communicated to third parties, either inside or outside Drogheria e Alimentari;
- except where such communication is necessary for the performance of his professional duties, he must refrain from taking confidential or confidential acts and documents outside the premises of the companies except for reasons strictly related to the performance of his professional duties;
- must refrain from carrying out manipulative conduct of the market through, by way of example but not limited to, the dissemination of false news, simulated transactions, any other artifice concretely capable of causing a significant alteration in the price of financial instruments;
- must refrain from disclosing to the media any information related to the performance of work activities, unless specifically authorised, or detrimental to the rights of third parties.

### ***Conflict of interest***

The Company's Workers are required to avoid those situations that may give rise to conflicts of interest, and to refrain from taking personal advantage of business opportunities known in the performance of their duties.

Drogheria e Alimentari employees are also required to promptly inform their manager of the existence,

even if only potential, of a situation of conflict of interest, in compliance with the provisions on whistleblowing and in accordance with the procedures described in the Model. This obligation to provide information also exists in relation to activities carried out by collaborators outside working hours, if these are, or may be, in conflict of interest with the Company.

### ***Use of Company Assets***

All Workers are required to use the Company's assets responsibly and diligently, in accordance with the operating procedures aimed at regulating their use, where any.

In particular, everyone is required to use the assets entrusted to him or her scrupulously and sparingly, and to avoid improper use of common assets or from which, in any case, damage may result, or in any way contrary to the interest of the Company.

### ***Confidentiality and protection of company data***

The Company guarantees, in accordance with the provisions of the law, the confidentiality of the information in its possession. Recipients are prohibited from using confidential or inside information before it is formalized, authorized or communicated to interested parties, for purposes not related to the exercise of their activities or duties in the Company.

In addition, the Company guarantees a high level of security in the selection and use of its information technology systems, intended for the processing of confidential information, and declares that it has adopted all the security measures required by the laws currently in force to protect them.

Among the categories of information and data subject to confidentiality obligations and on which the prohibition of communication and disclosure to third parties is imposed, the following are mentioned, by way of example but not limited to: the company's performance and productivity parameters; corporate agreements; agreements and contracts with suppliers and third parties; economic transactions; documents of company ownership of a strictly confidential nature; information covered by professional secrecy; the know-how relating to the planning of relations with operators in the reference sector and their development; judicial and administrative procedures involving the Company; information concerning the performance of institutional activities and the provision of contributions; information regarding the internal organization and management of the Company's tangible and intangible assets.

### ***Protection of personal data and management of reports containing this type of data***

The Company protects the privacy of its Workers, in accordance with the regulations in force on the subject, undertaking not to communicate or disseminate, without prejudice to legal obligations, the related personal data without the prior consent of the data subject. To this end, Employees, members of the corporate bodies and all other collaborators are required to treat as strictly confidential the information and data acquired and processed in the context of the employment relationship or collaboration with the Company, which, therefore, must remain appropriately protected and cannot be used for purposes unrelated to the exercise of their professional activity, with a prohibition to communicate or disclose the same, both inside and outside the Company, except in compliance with current legislation and company procedures.



By way of example and not exhaustive of the categories of information and data subject to the above obligations and prohibitions, reference is made to: data relating to employees, suppliers, collaborators, and in general all data defined as personal by national and international legislation on the protection of privacy, with particular attention to those that the law itself defines as sensitive or belonging to particular categories.

The acquisition, processing and storage of the aforementioned data take place within specific procedures aimed at ensuring full compliance with the rules protecting privacy, preventing unauthorized persons from becoming aware of them. In this sense, the Company guarantees compliance with Legislative Decree no. 196/2003 and also complies with the requirements on the processing of personal data introduced by European Regulation 2016/679.

Therefore, under no circumstances does the Company use or transfer to another data controller, for historical, scientific and statistical research purposes, or for promotional purposes, the personal data collected, unless duly authorized.

The Company's employees and collaborators are therefore required to:

- collect data for specific, explicit and legitimate purposes, and not carry out processing that is incompatible with these purposes;
- record the data accurately and update it if necessary;
- verify that the data are relevant and complete and that they do not exceed the purposes for which they were collected or subsequently processed;
- to store the data in a form that allows the identification of the data subject for a period of time not exceeding that necessary for the purposes for which they were collected or subsequently processed (so-called "data protection of the data subject"). *data retention*);
- inform the data subject about the purposes and methods of data processing and the mandatory or optional nature of the provision of the data;
- carefully store and control the data in order not to run the risk of destroying or losing them, even accidentally;
- consult only the documents and files, or files or folders in digital format, to which they are authorised to access and use them in accordance with their official duties;
- prohibit unauthorized access to data and their unlawful processing or their non-compliance with the purposes of their collection;
- destroy the data in the event that the reasons for their storage and use cease to exist, or in the event that the authorization for their processing is withdrawn.

## **4.2 Relations with customers and suppliers**

Every operation and/or transaction, understood in the broadest sense of the term, must be legitimate, authorized, consistent, congruous, documented, recorded and verifiable at all times.

All operations and transactions that employees (including managers), members of the Corporate Bodies and collaborators carry out in the performance of their activities must comply with the following general principles.

- **Traceability:** it must be possible to reconstruct the formation of the documents and information/documentary sources used to support the activity carried out, to guarantee the transparency of the choices made. The Company must ensure the verifiability, traceability,

consistency and fairness of each operation and transaction.

- **Separation of duties:** there must be no subjective identity between those who take or implement decisions, those who must provide accounting evidence of the transactions decided upon and those who are required to carry out the controls on them provided for by law and by the procedures contemplated by the internal control system.
- **Signing powers and authorisation powers:** there must be formalised rules for the exercise of signature powers and internal authorisation powers. In addition, it is necessary that:
  - no one is to be given unlimited powers;
  - the powers and responsibilities are clearly defined and known within the organization;
  - the authorization and signing powers are consistent with the organizational responsibilities assigned.
- **archiving/keeping of documents:** documents relating to the activity must be archived and stored by the competent department in such a way as not to allow subsequent modification, except with appropriate evidence;
- **confidentiality:** access to documents already archived, referred to in the previous point, must be justified and allowed only to the competent party on the basis of the law and internal regulations;
- **reporting system:** the subjects called upon to carry out the various activities must be accountable for their work;
- **monitoring:** a check must be carried out on the activity carried out, which in turn must be appropriately documented and tracked.

#### **4.3.1 Customers**

A customer is defined as anyone who uses the Drogheria and Alimentari services for any reason. That said, the Company undertakes not to arbitrarily discriminate against its customers.

Relations with customers are managed according to principles of maximum collaboration, availability, professionalism and transparency, respecting confidentiality and the protection of privacy, in order to lay the foundations for a solid and lasting relationship of mutual trust.

#### ***Transparency and fairness of the activity.***

The contracts, communications and documents of Drogheria e Alimentari are always:

- formulated in a language that is easy to understand for the interlocutors;
- compliant with the regulations in force on the subject and inspired by fairness;
- complete and exhaustive.

#### ***Conduct towards customers***

Employees and collaborators, in any capacity belonging to the Drogheria and Alimentari Company, are required to adopt a style towards customers based on maximum availability and courtesy, with a view

to a relationship of constant and effective collaboration. They are also required to be as transparent as possible in their relations with customers, while protecting the interest (including economic) of Drogheria e Alimentari.

### ***Quality of services and customer satisfaction***

Drogheria e Alimentari is committed to providing services that comply with high quality standards, as well as to carrying out periodic monitoring of customer expectations.

Drogheria e Alimentari also undertakes to take into due consideration any suggestions and complaints from customers relating to its services, always to protect the interest (including economic) of the Company.

#### ***4.3.2 Suppliers***

Suppliers are all those who, for various reasons, provide goods, services, performances and resources necessary for the realization of activities, the provision of services and the sale of products, contributing to the achievement of the objectives of Drogheria and Alimentari.

#### ***Criteria for choosing suppliers***

In the choice of its suppliers, Drogheria e Alimentari seeks the maximum competitive advantage, avoiding arbitrary discrimination in any case.

In this regard, the choice of suppliers must be based on objective and documentable criteria.

Furthermore, the behaviour of Drogheria e Alimentari is based on the utmost loyalty, fairness and transparency, both in the pre-contractual and contractual phases.

Drogheria e Alimentari considers reference requirements, among others, in the choice of suppliers:

- the quality and cost-effectiveness of the services;
- technical and professional suitability;
- respect for the environment;
- social commitment.

Acceptance by signing this Code by the supplier is one of the selection criteria and becomes an integral part of the contractual relationship.

In any case, if the suppliers, in the execution of contractual relations with Drogheria e Alimentari, do not comply with the rules of conduct contained in this Code, the Company reserves the right to adopt appropriate measures, up to the termination of the relationship, or the foreclosure of further opportunities for collaboration.

In the case of particular supplies, the supplier is required to meet social and environmental requirements (e.g. the presence of an Environmental Management System) or specific external certifications.

### ***Integrity and independence in relations with suppliers***

Drogheria e Alimentari undertakes to carry out constant monitoring of relations with suppliers, in particular with respect to the *performance* of the latter.

Contractual relationships with suppliers must be as clear as possible.

### ***Ethical aspects in procurement***

The objective of Drogheria e Alimentari S.p.A. is to bring its procurement activity into line with the ethical rules of this Code.

For this reason, for particular supplies, the Company requires suppliers to meet certain requirements of an ethical and social nature (by way of example but not limited to, the presence of an environmental management system).

In particular, if contracts are entered into with suppliers from "at risk" countries, defined as such by internationally recognised organisations, specific clauses are included in the aforementioned contracts that place specific social obligations on the supplier (e.g. the adoption of measures to guarantee respect for the fundamental rights of the worker, to protect child labour, the principle of equal treatment, of non-discrimination, etc.).

The fees and sums paid to suppliers for any reason are in line with market conditions, justified, disbursed by traceable and verifiable means.

### ***Gifts and benefits to suppliers***

Drogheria e Alimentari avoids any form of illicit payment to suppliers or their representatives and does not bestow benefits and/or gifts intended to obtain special favorable conditions. It also rejects benefits and/or gifts from suppliers intended to obtain favourable conditions.

The Company establishes specific procedures for this purpose that set the maximum values of gifts and benefits that can be given or received.

## **4.3 Relations with the environment, the community and institutions.**

### ***Respect for the environment***

The Company strives to ensure that its activities tend to full respect for the environment and to sustainable industrial development compatible with the environmental healthiness of the territory in which it operates.

This is also in the awareness that respect for the environment can represent a competitive advantage in a market that is increasingly attentive to the quality and behavior of its operators.

For these reasons, Drogheria e Alimentari carries out periodic environmental data collection activities, in order to be able to effectively control its industrial activities.

The company's action is always carried out in full respect of the territory and the environment in which the Company operates, even if only occasionally.

Appropriate procedures shall be adopted to ensure the implementation of the above principle. The adoption of certified environmental and quality management systems and, in any case, the strategy

aimed at preventing environmental risks is promoted. Therefore, specific environmental objectives and improvement programs are defined aimed at minimizing significant environmental impacts. It is in the Company's interest to spread the culture of respect for the environment throughout the territory, including through dedicated initiatives and specific services, as well as to provide institutions with all the information necessary to understand any environmental risks associated with the company's activities. Drogheria e Alimentari S.p.A. also promotes all environmental awareness and training activities within its company and encourages the dissemination of eco-efficient technologies. Finally, the Company undertakes to adopt a system suitable for accounting for the environmental impact of its activities through the identification of key performance indicators, at least in activities characterized by high environmental risks.

### ***Relations with institutions and the community.***

Drogheria e Alimentari S.p.A. develops constant relationships of collaboration and communication with institutions and communities regarding:

- the regulatory and administrative activity relating to the company's activities;
- environmental protection;
- risk prevention.

The following rules apply to all activities and relationships, even temporary and occasional, that exist between the public administration, Public Officials, Public Service Officers, Regulatory Authorities and the Company.

The directors, employees and collaborators in all capacities pertaining to the Company act towards the institutions with integrity and fairness. The Company has adopted a specific organisational model for the prevention of crimes against the public administration. In order to ensure maximum clarity and transparency, relations with the representatives of the institutions take place exclusively through contact persons specifically and expressly appointed by Drogheria e Alimentari.

The Company undertakes to provide the Regulatory Authorities with all the information requested, in a complete, correct, adequate and timely manner.

The Company is committed to paying attention to the solicitations coming from the communities in which it operates.

Drogheria e Alimentari S.p.A. also promotes support for social and cultural initiatives in general and participates in them with sponsorships, considering them opportunities for the development of the interaction between the Company and the territory. On these occasions, the Company complies with the criteria defined by a specific procedure, taking into consideration only initiatives consistent with its strategic objectives, with the principles of environmental and social responsibility, and in accordance with the strategies defined by the managers of the entity.

The Company does not make contributions of any kind to political parties and election candidates and refrains from any form of pressure on public representatives likely to procure its advantages.

Therefore, in any donations and in the granting of donations to the territory, the Company adheres to

the principles defined by a specific procedure, favoring initiatives that offer a guarantee of quality, that stand out for the ethical message transmitted and that - in line with its mission - contribute to social development.

Conduct aimed at defrauding, corrupting or diverting money and contributions or benefits received from the Public Administration is not allowed and tolerated; any action contrary to the rules and the principle of good faith and transparency carried out by personnel belonging to Drogheria e Alimentari towards the public administration is to be considered prohibited, punishable and, in any case, contrary to the interest of the Company.

#### **4.4 Rules of conduct relating to relations with all other interlocutors of the Company**

##### ***Processing of information***

The Company undertakes to use the information concerning each stakeholder in full compliance with the confidentiality and privacy of the data subjects, as well as the regulations in force on the processing of personal data.

For this reason, it applies and updates specific procedures aimed at protecting information.

##### ***Gifts and other gifts***

Drogheria e Alimentari S.p.A. does not allow any form of gifts, however denominated, exceeding, even if only apparently, normal commercial or courtesy relationships, or in any case aimed at obtaining preferential treatment in relation to its business.

In particular, it is not permitted to offer or promise gifts or other benefits (e.g. promise of employment, free participation in conferences, etc.) to Italian or foreign public officials, auditors, auditors or their families, capable of influencing their impartiality, and, in any case, of obtaining any favor from them.

The Company refrains from practices that conflict with legal regulations, commercial customs, codes of ethics, where known, of companies or other bodies, public and private, with which it has relationships.

Gifts aimed at promoting the image of the Club are allowed. In any case, the gifts offered must be duly documented and authorized by the department managers, so as to allow appropriate verifications.

##### ***Communication to stakeholders***

Drogheria e Alimentari recognises and guarantees the right to information of all its stakeholders.

For this reason, the dissemination of false, deliberately incomplete or, for any reason, tendentious news or information is not allowed.

Furthermore, each form of communication complies with the regulations in force on the subject, as well as adequate professional standards.

Particular attention is also paid to industrial secrets and to the protection of its own and others' trademarks and patents, with which the Company comes into contact - in any way.

#### **4.5 Rules of conduct relating to the correct keeping of accounting records**

The Company acts in compliance with the regulations relating to bookkeeping and the preparation of financial statements.

The Recipients, to the extent of their competence and in relation to the tasks assigned to them, are required to provide the utmost collaboration so that the management facts are represented correctly and promptly in the company accounts and to keep all the supporting documentation, so that it is easily available and consultable by the persons authorized to control. The Company condemns any conduct aimed at altering the correctness and truthfulness of the data and information contained in the financial statements, reports or other corporate communications required by law and addressed to shareholders, shareholders, the public, the Supervisory Authorities, the Board of Statutory Auditors and the auditors.

Therefore, it is mandatory for the staff of Drogheria Alimentari to:

- verify that accounting and administrative systems are protected by a profiling mechanism that ensures the inhibition of transactions in relation to the tasks and functions of each user;
- verify that suitable systems are adopted for the recording of logical access (computer authentication) to processing systems and electronic archives by system administrators, in relation to accounting and administrative systems.

#### **4.6 Financial Resource Management**

All Recipients, by virtue of their role and responsibility, must ensure that the Company's financial resources are managed in accordance with applicable legislation, company procedures and practices and corporate objectives.

In particular, the Recipients are aware of the risks deriving from the potential conduct of third parties, with whom the Company may enter into relationships, in the implementation of criminal conduct and in particular those related to the management of financial resources (i.e. corruption, money laundering, receiving stolen goods, financing of terrorist or criminal organizations, etc.).

In the management of financial assets, the Company pursues the principle of maximum transparency in monetary and financial transactions and prepares the most appropriate tools in order to combat the phenomena of money laundering, receiving stolen goods and self-laundering, which can also be pursued through the use of virtual currencies and payment instruments other than cash.

The Company constantly monitors and complies with the limitations in force from time to time with respect to the use of cash.

## **5 METHODS OF IMPLEMENTATION OF THE CODE OF CONTROLS AND SANCTIONS**

### **5.1 The Supervisory Body**

The activity and function of the Supervisory Body are governed by specific regulations. The Supervisory Body is the body responsible for the operation, control, maintenance and updating of the Model, and therefore of its constituent elements, pursuant to Legislative Decree no. 231/2001. The Code of Ethics is a constituent element of the Model itself.

The Supervisory Body, in the exercise of its functions, will have free access to the Company's data and information useful for carrying out its activities.

The corporate bodies and their members, employees (including managers), collaborators and third parties acting in the name and on behalf of the Company, are required to provide the utmost collaboration in facilitating the performance of the functions of the Supervisory Body.

## **5.2 Compliance with the Whistleblowing regulations**

Law no. 179 of 30 November 2017 ("Provisions for the protection of those who report crimes or irregularities of which they have become aware in the context of a public or private employment relationship"), which came into force on 20 December 2017, is part of the legislation on the fight against corruption, regulating an aspect of fundamental importance: the protection of the person who reports an offence (defined, with Anglo-Saxon terminology that has now entered common use, whistleblower). To this end, greater protection of the whistleblower dependent from possible discrimination and retaliation is ensured, also providing for regulations aimed at limiting, in various ways, the publicity of the identity of the whistleblower.

In fact, if on the one hand the figure of the whistleblower proves to be fundamental for the purposes of the most effective fight against corruption phenomena (given that, operating within the organization, he has more opportunities to become aware of illegal conduct), on the other hand, his insufficient protection could expose him to retaliation by the employer, or by the person to whom the report refers, especially if the whistleblower is in a position of hierarchical supremacy over the whistleblower. In this regard, it strengthens the protection against the reporting party by providing for the express nullity of any retaliatory or discriminatory measure, related to the making of the report. These also include any dismissal and/or change of duties, assumed towards the whistleblower after the report. In addition, the same legislation introduces sanctions for those who, having become aware of the report, violate the confidentiality of its content, communicating or disseminating elements attributable to it. In addition, the Company, by adapting to the newly minted legislation, aims to contribute to the emergence of any corruption and/or mismanagement, encouraging the denunciation of the same by those who become aware of them.

Law no. 179/17, in particular, intervenes on the Decree and inserts in Article 6, "Persons in top positions and organisational models of the entity", paragraph 2-bis, a new provision that frames, within the Model, the measures described, related to the submission and management of reports. In fact, in order to protect the reported subjects at the same time and limit any unlawful reports, this legislation also provides that the report must be adequately documented, i.e. that it must be made in great detail and be "able to bring out facts and situations relating them to specific contexts" and that sanctions are also provided for those who make unfounded reports with intent or gross negligence.

Finally, the law provides that the Model provides for specific channels to allow the reporting of violations of the Model itself and of the relevant offences pursuant to the Decree. The law expressly requires that the channels through which the reports in question are transmitted guarantee the confidentiality of the



identity of the whistleblower, if the latter intends to act anonymously, at all stages of transmission and management of the report. It is, therefore, the duty of the Company to ensure the aforementioned guarantees through the implementation of adequate IT systems and communication channels, also providing for appropriate sanctions in the event of violation.

The aforementioned paragraph 2-bis of Article 6 "Persons in top positions and organisational models of the entity" of the Decree has recently been replaced – by Article 24 of Legislative Decree no. 24 of 10 March 2023 "Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and laying down provisions concerning the protection of persons who report violations of national regulatory provisions" (hereinafter the "**Whistleblowing Decree**") – from the following paragraph "The forms referred to in paragraph 1, letter a), provide, pursuant to the legislative decree implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019, the internal reporting channels, the prohibition of retaliation and the disciplinary system, adopted pursuant to paragraph 2, letter e)". This paragraph 2-bis, in its new wording, will be effective as of 15 July 2023.

In particular, it should be noted that the Whistleblowing Decree introduces important innovations in relation to reporting channels and assigns specific responsibilities to the A. N.A.C., as well as regulating in greater detail some aspects already provided for by the previous legislation.

Specifically:

Legislative Decree no. 24 of 10 March 2023 specifies – in the part relating to the "Definitions" (art. 2) – that the violations subject to reporting consist of conduct that harms the public interest or the integrity of the public administration or private entity or the financial interests of the European Union and/or concerning the internal market; such conduct may consist of administrative, accounting, civil or criminal offences, unlawful conduct relevant pursuant to Legislative Decree no. 231/2001, violations of the 231 Models.

The Whistleblowing Decree also provides, inter alia, that protection from retaliatory treatment must be guaranteed to all persons who report violations of which they have become aware in the context of their work context (employees or collaborators, subordinate and self-employed workers, freelancers, volunteers and trainees, including unpaid ones, shareholders and people with administrative functions, direction, control, supervision or representation) as well as to "facilitators": colleagues, relatives or stable loved ones of the person who has reported.

With reference to the whistleblowing management system, the Company uses the channel set up by the Parent Company and governed by the "Business Ethics Policy" (also "BEP").

At Group level, in fact, a special reporting system (McCormick Alert) has been implemented, accessible to all Employees via the "[mccormick.alertline.com/gcs/welcome?locale=it](https://mccormick.alertline.com/gcs/welcome?locale=it)" link, operating in a manner suitable for guaranteeing the confidentiality of the identity of the whistleblower and the right to be protected.

Through the reporting system, it is possible to report, confidentially and confidentially, violations of ethical principles, company policies and procedures and in general violations of the law. Reports relating to possible violations in the 231 area are brought to the attention of the Supervisory Body, which analyzes them and takes the appropriate measures.

**5.3 Contractual value of the Code**

Compliance with the provisions of this Code of Ethics must be considered an essential part of the contractual obligations of the Company's Workers pursuant to and for the purposes of applicable law.

Any violation of the provisions of the Code of Ethics may constitute a breach of the obligations of the employment relationship and/or a disciplinary offence, with all legal consequences, including with regard to the maintenance of the employment relationship, and may result in compensation for damages deriving from the same.

Compliance with the values of this Code of Ethics is an essential part of the obligations assumed by all those who have business relations with the Company. Consequently, any violation may constitute a cause for breach of contract with all legal consequences.

**5.4 Approval of the Code of Ethics and related amendments**

This Code of Ethics has been approved by the Board of Directors of Drogheria e Alimentari S.p.A..

Any changes and/or updates to the same will be approved by the Board of Directors and promptly communicated to the Recipients.