



CODE OF ETHICS

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CHAPTER I - GENERAL PRINCIPLES

Art. 1: PRESENTATION OF THE COMPANY AND INTRODUCTION

The Company F.LLI DISSEGNA S.R.L. (hereinafter also referred to as the “Organization”) is engaged in freight transportation for third parties, mainly performing its services for private clients.

This Code of Ethics (hereinafter referred to as the “Code”) formally sets out the principles and values, commitments, and the ethical and behavioral responsibilities that the Organization endorses, assuming and making them its own. These principles are concretely implemented in the activities of F.LLI DISSEGNA S.R.L. and are binding on everyone who works for it both internally and externally.

1.1 Nature of the Code

The Code is an official document of the Company, approved by the Board of Directors (hereinafter BoD) of F.LLI DISSEGNA S.R.L.; it gathers the principles and rules of conduct endorsed by the Organization and defines the general rules to be complied with by all those who work as part of the Organization.

By adopting the Code, the Organization has established clear rules of conduct to be followed in its dealings with collaborators, external stakeholders, the market and the environment.

The Organization likewise requires that these rules be observed by all its collaborators, consultants and, in so far as they are concerned, by its external stakeholders.

This activates a system characterized by efficiency and effectiveness capable of ensuring constant compliance with the rules of conduct and thus capable of preventing their infringement by those working for the Organization.

1.2 Mandatory rules of conduct

Ethical principles and standards of conduct have legal relevance and are to be considered mandatory also for the purpose of preventing corporate crimes.

The infringement of the principles of the Code alters the relationship of trust between the Organization and the offender and is promptly sanctioned through appropriate disciplinary proceedings, regardless of whether the conduct engaged in is criminally relevant and/or whether criminal proceedings are brought if a crime has been committed.

1.3 Purpose

The main purpose of the Code is to:

- clearly express the values and behavioral rules to which the Organization adheres in carrying out its activities
- make those values and rules known
- helping to ensure that all those working for the organization act in accordance with ethics and with the applicable laws.

Together with the documentation of the Organization Management and Control Model drawn up by the Organization in accordance with Legislative Decree No. 231/2001, the Code sets out the Organization's policy and commitment to prevent the occurrence of the crimes envisaged in said decree, committed or attempted in the interest and/or to the benefit of the Company, by individuals occupying senior or subordinate positions.

1.4 Recipients

This Code is addressed to:

1. The shareholders;
2. The Corporate Bodies (BoD and any person who exercises, including de facto, representation, decision-making and/or control powers within the Organization);
3. Personnel (i.e., employees, contract workers etc.) of the Organization;
4. Consultants and Suppliers of goods and services, including professional contractors, and anyone performing activities under the Organization's control or on its behalf.

1.5 Mandatory nature of the Code

The recipients of the Code identified above are required to observe and abide by its principles and rules of conduct.

The Company is also committed to disseminating the contents of the Code to third parties, believing this step is of fundamental importance in starting and maintaining collaborative relationships.

Disciplinary sanctions are only applicable to individuals in the above categories 1, 2 and 3 who fail to comply with the provisions of the Code. Failure to comply with the Code constitutes a breach of its obligations pursuant to Articles 2104 (1*) and 2105 (2*) of the Italian Civil Code.

The Organization's disciplinary system also provides for suspension from work in particularly serious cases, without prejudice to its right to claim damages, in accordance with the Workers' Statute and the National Collective Agreement applied by the Organization. With regard to individuals in item 4, the infringement may result in termination of contract for non-performance.

Art. 2: IMPLEMENTATION OF THE CODE

2.1 Implementation

The Code comes into effect on the date of its approval by the parties referred to in 1.1.

2.2 Notice

It becomes effective following communication to the parties concerned, which shall take place:

- by posting the Code on the company bulletin board and by sending it to all the shareholders and/or by posting it on the company website;
- by disclosure notice sent to consultants, suppliers and customers and/or reported in the Company's brochure and/or published on the company website.

In any event, the code shall always be available and viewable through the Head of the Organization's Management System.

2.3 Updates

The Code may be amended, updated or supplemented subject to prior approval of the BoD and prior opinion of the Supervisory Board. Any amendments shall be immediately notified to the parties concerned.

The BoD and the Supervisory Board are responsible for solving any issues on the interpretation and application of the Code.

This Code replaces and supersedes any pre-existing document or instrument.

2.4 Supervision and Sanctions

The Supervisory Board (hereinafter "SB"), referred to in Article 9 below, supervises the observance and operation of the Code and of the Organization, Management and Control Model referred to in Legislative Decree No. 231/2001.

The SB detects any infringement of the rules of the Code and reports them to the Governing Body, which is responsible for raising the relevant charges against the offenders.

The charge is followed by the application of sanctions under the disciplinary system.

The Corporate Bodies and the Trade Unions may need to be involved depending on the type of offender.

In particular, with regard to employees, sanctions will be imposed in compliance with Articles 2103 (3*), 2106 (4*), 2118 (5*) of the Italian Civil Code, Article 7 of the Workers' Statute Law no. 300/1970 (6*), as well as with the regulations in force on dismissals and the procedures set forth in the National Collective Labor Agreement applied by the Organization.

Any infringement by a member of the Management and/or Control Bodies, (Corporate Body), shall be assessed according to its severity and may also result in removal from office for "just cause". The removal must be approved by the Shareholders' meeting.

In contractual relationships, depending on the severity of the breach, the signed contract may be terminated for non-performance.

Where the offender is a shareholder of the Organization, the SB (Supervisory Board) shall assess, in coordination with the relevant corporate bodies, the seriousness of the infringement in order to define the applicable sanction.

CHAPTER II - VALUES AND PRINCIPLES OF THE ORGANIZATION

Art. 3: ETHICS IN BUSINESS ACTIVITY

The Organization's policy is solidly based on the values and principles mentioned below.

a. Quality of services and products

The satisfaction of our customers, whether public or private, is at the core of the Organization's activities.

b. Professionalism

The Organization ensures the training, continuing education and professional development of its employees and collaborators, as a basis for their outstanding professionalism.

c. Fair competition and fairness

The Organization may not engage in conduct or enter into agreements with other companies that may adversely affect market competition. The Organization always acts in a way that ensures that skill, experience and efficiency are rewarded. Under no circumstances may the pursuit of the Organization's interest justify conduct that is not fully compliant with the laws in force and with the rules of this Code.

d. Transparent relationships and information

Relations with any person must be in accordance with the law and respectful of the principles of fairness and transparency especially as regards relations with public employees, which must comply with the principles and provisions established by the relevant regulations.

In particular, any form of gift aimed at obtaining a favorable treatment is prohibited; seeking and establishing favorable personal relationships that may influence the outcome of the relationship are prohibited; offering goods or other benefits is prohibited, unless they are gifts of modest value and in accordance with custom and as long as they cannot be interpreted as intended to achieve favors. The activities performed by the Company's personnel are entrusted and taken care of in a duly independent and diligent manner, according to the type of activity to be performed and its relevance and complexity.

The Organization is committed to disseminating correct and complete information. The Company also undertakes not to disclose news of documents and measures before they are formalized and disclosed to the parties concerned. Only those data that are necessary for the purpose of one's office and which are directly connected with one's duties may be obtained and processed; the possible leakage of data must be prevented by observing the security measures in place and by keeping documents in an orderly and careful manner.

e. Confidentiality and Privacy Protection

The Organization pays special attention to implementing the requirements on personal data protection, as well as the recommendations and communications made by the National Privacy Authority. Furthermore, the organization complies with the provisions of EU Regulation 2016/679 (GDPR).

Each employee of the Organization is required not to use or disclose confidential information and data, except within

the limits and for the purpose of carrying out his or her duties.

f. Protection and equality of individuals

The Organization ensures proper working conditions for its personnel, in safe and healthy premises and workplaces. Any form of discrimination and/or abuse is condemned, and vigilance is exercised to ensure that no one discriminates on the basis of age, sex, nationality, political opinions, religious beliefs, health status, etc.; if appropriate, the Organization may promote meetings and/or events aimed at developing team work, mutual knowledge and respect.

g. Protection of the environment

The Organization manages its activities in an eco-friendly manner, in compliance with national and EU regulations in force, and is committed to spreading and reinforcing a culture of environmental protection and pollution prevention among all its collaborators and suppliers, developing risk awareness and promoting responsible behavior by all collaborators.

CHAPTER III - BEHAVIORAL CRITERIA

Art. 4: ORGANIZATIONAL GOVERNANCE

The Organization shall adopt appropriate organizational and management measures to prevent conduct that is unlawful or otherwise contrary to the rules of this Code by any person acting for the company.

A) SHAREHOLDERS

The shareholders are the foremost recipients of the Code and, therefore, in addition to complying with its precepts, they promote the spreading and awareness of the Code. The Organization shall ensure that the Shareholders are not at odds with the interests of the Organization by reason of their own interests or those of third parties, that are even only potentially in conflict and/or prejudicial to the Organization. In such a case, the Shareholder has an obligation to promptly inform the BoD and the Supervisory Board.

The Organization involves all the Shareholders in the adoption of company decisions within their remit, also taking into consideration and protecting minority interests.

B) GOVERNING BODY (BoD)

The Governing Body performs its role by embracing the principles of professionalism, autonomy, independence and accountability to all stakeholders and is committed to scrupulously enforce the values of the Code; to such end, it promotes the sharing and dissemination of the Code, with special emphasis on the rules of conduct set forth in the Organization, Management and Control Model adopted by the Company for crime prevention purposes.

The Directors (members of the BoD) and those who carry out their functions must not prevent or hinder the exercise of control activities. Each Director is required to facilitate the operation of the corporate control system.

Each Director has a duty to avoid any activity that might harm the interests of the Organization and must refrain from pursuing his or her own interests or those of third parties that are even potentially in conflict and/or prejudicial to the Organization. In such a case, the Director must inform the Board of Statutory Auditors (if appointed) as well as the SB in a timely manner pursuant to Article 2391 of the Italian Civil Code (7*).

C) BOARD OF STATUTORY AUDITORS

If appointed, the members of the Board of Statutory Auditors perform their duties with impartiality, autonomy and independence, ensuring effective control and constant monitoring of the organization's financial situation, as well as the conformity and adequacy of the organizational and administrative structure in place.

The same ethical principles also apply if the audit of the accounts is carried out by the members of the Board of Statutory Auditors, pursuant to Article 2409-bis (8*).

The Board of Statutory Auditors also oversees with special attention the disclosures and exchange of information among the various corporate bodies, both internal and external.

Art. 5: HUMAN RESOURCES AND PERSONNEL POLICY

A) Personnel recruiting

The Organization believes that in recruiting employees it must always comply with the principles of equal opportunity and equality in accordance with the relevant legal requirements, the Workers' Statute and the National Collective Labor Agreement applied.

The recruitment process involves verifying that the profile of the various candidates matches the company's needs; this process is carried out by the Governing Body (Chairman and Board of Directors), in compliance with the principles established by law and the mandatory recruitment of persons included in protected categories. The hiring of the selected candidate includes the signing of the applicable employment contract.

B) Termination of employment

Labor relations are based on the principles of mutual respect, fair treatment and meritocracy. The Organization strongly opposes any form of favoritism, nepotism or discrimination. The employment contract is selected and the relationship is managed according to the individual's profile. The Organization pays great attention to the employee's requests and also adopts flexible contractual models that are envisaged by the legislation in force.

Upon the employment becoming effective, the employee shall receive all necessary information regarding the functions and duties to be performed, the regulatory and salary elements of the employment contract.

Employees are bound by a duty of loyalty to the Organization. They are forbidden to work simultaneously as third-party employees or to engage in collaborations that have not been authorized in advance. Any activity contrary to the interests of the Organization or incompatible with official duties is not permitted.

Hierarchical power responds to the logic of objectivity and balance while respecting personnel's rights. Similarly, personnel shall cooperate in observing the instructions given by their supervisors by applying the utmost diligence and skill in the performance of their assigned duties, in compliance with Article 2104 of the Italian Civil Code (9*).

The tools, facilities, documents, and any other assets, tangible and intangible (including intellectual property and trademarks) owned by the Organization are used exclusively for institutional purposes and may not be used for personal purposes, nor may they be transferred or made available to third parties, and must be used and kept with the same diligence as if they were one's own property.

C) Human Resources Management

The Organization believes that in recruiting employees it must always comply with the principles of equal opportunity and equality in accordance with the relevant legal requirements, the Workers' Statute and the National Collective Labor Agreement applied. The hiring of the selected candidate includes the signing of the applicable employment contract.

The recruitment process involves verifying that the profile of the various candidates matches the company's needs; this process is carried out by the Governing Body, in compliance with the principles established by law and the mandatory

recruitment of persons included in protected categories.

D) Conflict of interest

Employees may not have or pursue interests that are even potentially in conflict with those of the Organization, nor may they engage, directly or indirectly, in collateral activities that may conflict in any way with the activities and interests of the Company.

If an employee of the Company has even a potential conflict, he or she is obliged to refrain from participating in the transaction by informing the Governing Body, as well as the Supervisory Board, as soon as possible. In addition, if an employee's spouse or relative is an employee or collaborator of competing companies or entities, the employee must promptly notify his or her supervisor. In any case, any member of the Organization who becomes aware of potential conflicts of interest concerning other persons who are engaged in relations with the Organization, whether internal and/or external to it, has an obligation to inform the Governing Body, as well as the Supervisory Board.

E) Prohibition of accepting and offering gifts and/or other benefits

The Organization's personnel are not authorized to offer, accept or promise, for themselves or others, any form of gift, service or compensation, of any kind, including of a non financial nature, which may or is intended to influence or otherwise achieve favorable treatment in the performance of their duties.

If, notwithstanding this prohibition, a member of the Organization receives - including independently of his or her own will - promises of gifts and/or other benefits from third parties, other than those customary on traditional celebrations, he or she shall promptly inform the Governing Body, as well as the Supervisory Board.

F) Safety at work

The Organization's personnel and collaborators ensure the utmost availability and cooperation with those in charge, or with anyone who carries out inspections and audits on behalf of INPS, the Ministry of Health, the Ministry of Labor and Social Policies, and any other relevant Public Administration.

The Company ensures the physical and psychological wellbeing of its collaborators, working conditions that are respectful of individual dignity, and safe and healthy working environments, in full compliance with the regulations in force on accident prevention and the protection of workers in the workplace set forth in Legislative Decree 09.04.2008 No. 81 ([as amended](#)) and all other relevant regulations.

To this end, a Management System has been adopted that meets the requirements of ISO 9001. The system is certified by an independent third party.

If any member of the Organization identifies any anomalies or irregularities in this regard, he or she shall promptly inform the individuals identified for such purpose in the corporate organizational chart of the Integrated Management System.

G) Protection of dignity and integrity

The Company is committed to ensuring the protection of the dignity and psycho-physical integrity of all its members, in accordance with the principles of equal opportunity and Privacy, with special regard to the disabled. The Company has taken all necessary measures to ensure safe and healthy working conditions, as well as safety procedures (e.g., no smoking on the premises, etc.) aimed at the constant improvement of the working environment (e.g., avoiding harassment etc.).

Art. 6: RELATIONS WITH THE PUBLIC ADMINISTRATION

The Organization's relations with public officials and/or public service officers, public employees and concessionaires are marked by transparency, loyalty and fairness and engaged in compliance with the law and the rules of good faith.

Such dealings are reserved exclusively for the designated and authorized corporate functions, in strict compliance with the provisions of applicable laws and regulations, and can in no way affect the integrity and reputation of the Organization. For this reason, all documents regarding exchanges with the public administration are collected and kept.

Our organization absolutely prohibits the payment or promise of payments or other benefits to public officials, with the aim or purpose of favoring or expediting activities that in any case fall within the scope of their official duties (e.g. the issuance of permits/authorizations).

A) P.A. as principal requesting works/services

With specific reference to participation in tenders called by the P.A. for the awarding of works and/or the supply of goods or services, the Organization maintains transparent professional relationships, complying with the requirements of the call for tenders, with regulatory and policy provisions, being subject to checks by the Principal and other designated public bodies.

Any favoritism, pressure or other forms of preferential treatment by all those who act in the name and on behalf of the Company in managing relations with the P.A. in order to induce it to take favorable attitudes or decisions in favor of the Company in an unlawful manner that is contrary to the principles of this Code are prohibited.

B) Relations with Public Institutions

Relations with Public Institutions shall be maintained only by the functions authorized to do so. In particular, all relations involving company functions with the Public Administration must be in accordance with the principles of diligence, transparency and honesty.

In relations with industry authorities such as, but not limited to, the Labor Inspectorate, the National Privacy Authority, the Competition and Market Authority etc., the Organization ensures utmost availability and cooperation, including during inspections and audits, as well as, if due and/or requested, full disclosure, provision of data and documents in accordance with the principles of truth, transparency, completeness and fairness and in accordance with

their institutional functions. The SB ensures that relations with authorities are respectful of the principles set forth herein and identifies any breaches and liability of the offenders.

C) Relations with Judicial Authorities

The Organization actively cooperates with Judicial Authorities, Law Enforcement Agencies and any Public Official in inspections, audits, investigations or judicial proceedings. In this regard, all members of the Organization are expressly prohibited from promising gifts, money or other benefits to such judicial authorities or to those who materially carry out said inspections and audits, in order to impair their objective judgment in the interest of the Organization.

D) Funding to political parties and bodies

The Organization may make contributions only to such entities and within such limits as is permitted by law. Said political contributions include any form of payment, loan or gift to parties, political bodies and trade unions, or to their members and independent candidates, including through an intermediary. In any case, the disbursement of the contribution must be approved by the shareholders' meeting and the allocation of the resources must be clearly determined and documented.

Art. 7: CONFIDENTIALITY AND PRIVACY PROTECTION

A) Compliance with current regulations

The Organization currently acts in accordance with the provisions of Legislative Decree No. 196 of June 30, 2003 "Code on the Protection of Personal Data" (as amended) and has aligned to the contents of EU Regulation 679/2016 (GDPR) on the protection of natural persons with regard to the processing of personal data. In compliance with the right of the data subjects to the protection of their personal data (whether they are employees, collaborators, customers or suppliers of the Company), it provides complete and up-to-date information on the processing of the data acquired (or that will be acquired and/or processed) in the course of its activities, requesting their informed consent, whenever necessary and exclusively for the purposes for which they are intended. Except in cases specifically reported to the data subjects, such data are not disclosed, disseminated or used for other purposes, either within or outside the Organization.

B) Management of the IT system

Individuals who work in the Organization in a senior or subordinate position are strictly prohibited from altering the operation of the IT system and/or from illegally intervening in any way on the data, information and programs installed on equipment operating at the Organization in order to directly and/or indirectly procure an advantage or benefit for the Company.

C) Security Measures

The processing of personal data especially of a sensitive and/or judicial nature is carried out in compliance with security measures that are at least as strict as those required by law. To ensure the continuous updating of its security measures, the Company constantly monitors the instructions given by the National Privacy Authority.

Art. 8: ACCOUNTING AND FINANCIAL MANAGEMENT

A) Accounting records

The Organization provides a clear, true and fair view of its records, which are made in accordance with the Italian Civil Code, the accounting principles and in compliance with applicable tax regulations, so as to ensure transparency and timely verification.

The Organization prevents the creation of false, incomplete or misleading records and ensures that no secret or unrecorded funds are established, or funds deposited in personal accounts, or invoices issued for non-existent services. The Organization forbids any payments for non-existent services or to tax-heaven countries.

It is expressly forbidden to represent untrue material facts in financial statements, company books, and disclosures to shareholders and/or third parties, or to omit information required by law about the Company's financial situation or performance, in such a way as to mislead the recipients, or to cause financial damage to shareholders and company creditors.

To this end, the Organization undertakes to adopt the Principle of Control, which rests on the separation of duties, so that individual accounting transactions and their subsequent supervision and audit are carried out by different individuals, whose responsibilities are clearly identified within the Organization and whose powers are not unlimited and/or excessive.

Any action or omission capable of preventing, hindering, or distorting control activities reserved for shareholders or attributed to control and external bodies is prohibited. The unauthorized use of funds of the Company is expressly prohibited, as is the establishment and holding of funds, including foreign funds, that are not included in the official accounting records.

B) Internal controls

The coordinated system of internal controls contributes to the improvement of management efficiency and is a valuable tool to support management action.

Internal controls means all the tools and procedures necessary and/or useful to direct, manage and verify the Organization's activities in order to ensure legality and compliance. The system is operational and effective at every level of the corporate organizational structure.

The management and the employees act as custodians and are responsible for the company's (tangible and intangible) assets used in the performance of the activity. Therefore, any misuse or personal use of corporate assets and/or resources of the Organization is expressly prohibited. Employees and Collaborators, including those outside the Organization, are required to provide, at the legal deadlines or merely upon request, to the Governing and Control Bodies,

all support and collaboration as may be necessary or useful for the representation of corporate affairs or of specific deals, and for the performance of ex-post accounting control by the relevant functions on the transactions carried out by the Organization during the reporting period.

C) Company disclosures

The company disclosures must be truthful, clear, fair, transparent and exhaustive.

They must be made in accordance with the principles, criteria and formalities set forth in the Italian Civil Code, the accounting principles and in compliance with the requirements of tax regulations, as well as with the applicable special and regulatory laws.

The financial statements, whether annual or infra-annual, the prospectuses, the company books and, in general, the reports or disclosures on the company financial situation or operating performance, required by law, are drawn up in accordance with the principles of transparency and fairness, in line with the provisions of the Italian Civil Code and the applicable laws. In particular, proper corporate disclosures are essential to enable the Controlling Body to exercise its supervisory functions over the Organization, the internal control system, its actual operation, as well as the legality of the Governing Body's actions.

D) Financial activities

The Company's Management, Personnel and Collaborators must not be implicated or involved, even as an accomplice, in transactions that may amount to the laundering of proceeds from criminal or, in general, illicit activities. The Organization does not engage in any financial activities with the public, nor has it issued any debt securities. The transfer of money except for cash payments of minimal amounts - payment transactions, collection, issuance of guarantees - is carried out in compliance with legal regulations and through licensed financial intermediaries, or by issuing non-transferable bank or cashier's checks.

Art. 9: PREVENTION OF "PREDICATE OFFENCES" PURSUANT TO LEGISLATIVE DECREE NO. 231/2001 AS AMENDED

A) ADMINISTRATIVE LIABILITY OF THE COMPANY

Legislative Decree No. 231 of June 8, 2001, as amended and supplemented, introduced the principle of direct and personal administrative liability of legal persons for administrative offenses resulting from a crime. A legal entity can be sanctioned with the imposition of a fine and/or a disqualification measure where the crime has been committed, in the "interest or to the benefit" of the entity, by individuals who are linked to the organization and who act in a senior, or subordinate, position.

Articles 6 and 7, however, provide for an exemption of the Organization from liability arising from the commission of the specified crimes, if the governing body has voluntarily and effectively adopted and implemented "Organization,

Management and Control Models” suitable for preventing the commission of the crimes in question, by entrusting a specific body - the Supervisory Board (SB)- with the task of supervision and control, thus effectively implementing crime-prevention actions.

B) LIST OF PREDICATE OFFENSES

In order to identify, classify and prevent the risk of committing the predicate offenses, which are also punishable by way of attempt, the Company has examined the list of offenses provided for in Legislative Decree No. 231/2001, which have been included from time to time in the various updates of said Legislative Decree.

Once the identification and analysis was completed, the company reviewed and “mapped” its business areas and related functions, with regard to the potential occurrence of the predicate offenses, identifying potential risk areas. The Model is updated by the SB when any new offense is added to the current list under Legislative Decree 231/2001.

C) DEVELOPMENT AND ADOPTION OF MODELS FOR THE PREVENTION OF CRIMES

This Code is an integral part of the Organizational Model, acting as a standard of conduct to be observed by individuals working in the areas/functions assessed and classified as at risk as regards the commission of crimes.

The Organization has developed this Organization, Management and Control Model on the basis of its corporate background, the findings of the review carried out and the peculiar characters of its organizational, operational and dimensional structure. Individuals working in such functions and/or departments must act in compliance with the behavioral procedures provided therein, failing which the sanctions set out in the Disciplinary System will be applied.

D) THE SUPERVISORY BOARD (“SB”)

The SB is the body specifically appointed by the Company's Governing Body to carry out control and supervisory activities over the adopted Model. The SB consists of selected person(s) with the necessary requisites of integrity, professionalism and independence, as well as competence and experience in the matters of interest.

When appointing the SB, the Governing Body sets the criteria governing its term, appointment, renewal and annual endowment budget. Within these limits, the SB has its own dedicated resources, in terms of staff and funds, for each fiscal year and has self-determination powers regarding its organization, regulation and operation, also relying on external consultants in the performance of its functions.

In exercising its prerogative powers, the SB, pursuant to Article 6 of the aforementioned Legislative Decree, shall:

- interpret, enforce, and monitor compliance with the Code of Ethics and Conduct;
- supervise the observance, operation, updating and setting of the Model adopted by the Company;
- carry out inspection, monitoring and coordination activities with other corporate/@consortium/@Bodies;
- detect and report to the relevant Bodies any person who has infringed the rules and prescriptions of the adopted Model, as well as activate the procedure provided for by the disciplinary System;
- ensure the training of personnel on matters concerning Legislative Decree 231/ 2001 (as amended).

For the above tasks, the SB periodically (at least annually) prepares and submits to the Governing Body a report on the progress made in the implementation of the Code and the Model, explaining the necessary and instrumental actions designed to improve the operation, effectiveness and efficiency of the prevention system in place.

The SB engages in an ongoing dialogue with the Governing and Control Bodies, establishing a constant flow of information and mutual coordination, and periodically reports the results of its activities to the Governing Body, including for the purpose of planning any further action.

CHAPTER IV-SANCTIONING SYSTEM

Art. 10: INFRINGEMENTS

Any infringements of this Code of Ethics damage the relationship of trust with the entity and must consequently result in disciplinary action, regardless of whether criminal proceedings are brought for conduct amounting to a criminal offense. Any infringement of the Code of Ethics may constitute breach of the primary obligations under the employment contract or a disciplinary offence, with all legal consequences, including with respect to keeping one's job, and may lead to actions seeking compensation for any damage resulting from the infringement.

For breaches committed by employees, the Company shall adopt the sanctioning measures envisaged in the National Collective Agreement, commensurate with the seriousness of the breach and the relevant objective and subjective circumstances, subject to compliance with Law 300/1970 (Workers' Statute) and consistent and in accordance with the provisions of the company's Organizational Model.

The entity in charge of supervising and monitoring compliance with the requirements of this Code is the Supervisory Board, established in compliance with Legislative Decree 231/2001, as amended.

CHAPTER V-FINAL PROVISIONS

Art. 11 - APPLICABLE LAW

The contents of this Code must be coordinated with the provisions of the Articles of Association, the Italian Civil Code and the Italian Criminal Code with regard to the criminal offenses applicable to the Organization's activities, as well as of the National Collective Labor Agreement (and that of Managers if any), and of any other special laws and regulations in force from time to time.

In terms of conduct, the Code is implemented in a coordinated way with the prescriptions of the Organization, Management and Control Model adopted by the Company for crime prevention purposes.

The Code automatically incorporates any present and future regulations defining the list of predicate offenses and aimed at preventing and suppressing corporate crimes, thus constituting a valid legal safeguard for the Company and its business activities.

Adopted by resolution of the Board of Directors of F.LLI DISSEGNA S.R.L.

Rossano Veneto, 26/09/2022