

# FAEDA

ITALIAN TANNERY SINCE 1956

DOCUMENT
<b>CODE OF ETHICS</b>
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## **1. PURPOSE AND RECIPIENTS**

This document identifies the general principles and rules of conduct to which FAEDA spa recognizes a positive ethical value. In fact, with the adoption of the Code of Ethics, an essential core of values and principles has been defined, already inherent in corporate action as fundamental rules of daily activity, applicable both in relations with its employees and externally .

This Code has the purpose of ethically guiding the action of the company and its provisions they are consequently binding for the conduct of all company directors, its managers, employees, consultants and anyone who establishes, in any capacity, a relationship of collaboration.

The Code is widely disseminated internally by posting it in a place accessible to all, published and downloadable from the company website, thus being available to any company interlocutor.

## **2. THE VALUE OF CORPORATE REPUTATION AND CREDIBILITY**

Reputation and credibility are fundamental intangible assets. The good reputation and the corporate credibility favor investments, relationships with local institutions, customer loyalty, the development of human resources, fairness and the reliability of suppliers.

In carrying out any business activity, conduct not based on ethics compromises the relationship of trust between the company and its stakeholders. To this end, they are unethical and, on the contrary, favor the establishment of hostile and non-transparent behaviors towards FAEDA spa, the conduct and attitudes of anyone, individual or organization, belonging to or in external collaboration with the company , you try to procure an undue advantage or interest for yourself or for FAEDA spa

By unethical behavior we mean both those that violate legal regulations and those that are in contrast with internal regulations and procedures.

## **3. CONTRACTUAL VALUE OF THE CODE**

Compliance with the rules of the Code of Ethics must be considered as an essential part of the contractual obligations of the Company's employees pursuant to and for the effects of Articles 2104, 2105 and 2106 of the Italian Civil Code.

The serious and persistent violation of the rules of this Code damages the relationship of trust established with the company and can lead to disciplinary actions and compensation for damages, without prejudice, for employees, to compliance with the procedures provided for by the relevant laws and by collective bargaining agreements.

#### **4. CODE UPDATES**

The Code can be modified and supplemented, on the initiative and on the basis of suggestions from the Supervisory Body and from all recipients of the Code, and requires the approval of the Board of Directors.

#### **5. GENERAL PRINCIPLES**

The Code of Ethics represents a set of principles and guidelines whose observance is of fundamental importance for the achievement of corporate objectives, for regular performance of FAEDA spa's activities, management reliability and image. The activities, behaviors and relationships both internal and external to the company are inspired by these principles and guidelines guide.

##### **5.1 LIABILITY**

In carrying out the corporate mission, the behavior of all recipients of the present Code must be inspired by the ethics of responsibility. The company has as principle compliance with laws and regulations in force both in Italy and internationally is essential. I recipients of the Code are required to comply with current legislation; in no case is it allowed pursue or realize the company's interest in violation of the law.

##### **5.2 . TRANSPARENCY**

The principle of transparency is based on truthfulness, accuracy and completeness and sharing information both outside and inside the company. In the formulation of contracts with its Customers and Suppliers the company elaborates the clauses in a clear and understandable way.

##### **5.3 CORRECTNESS**

The principle of fairness implies respect for rights, including in terms of privacy and rights opportunities, of all those who are involved in work and professional activities. However, it also requires the elimination of any discrimination and any possible conflict of interest between employees and the company. Relations with the outside world, relations with one's collaborators and those between the latter must be marked by the utmost loyalty, in acting with a sense of responsibility, in the enhancement and protection of corporate assets and in the application of an attitude of good faith in any business or decision. FAEDA spa therefore undertakes to act fairly and impartial, adopting the same behavior towards all interlocutors with whom it enters contact, albeit in the different forms of relationship and communication required by nature and role institutional of the various interlocutors.

##### **5.4 EFFICIENCY**

The principle of efficiency requires that in every work activity the economy of the management of the resources employed in carrying out business processes and is hired the commitment to offer products and services adequate to the needs of customers and according to more advanced standards. FAEDA spa is committed to constantly guaranteeing effectiveness and efficiency of business processes, through the preparation and compliance with improvement programs

continuous quality of services and products provided through the adoption of technological solutions and organizational aimed at combining the satisfaction of the needs of its customers with efficiency and cost-effectiveness of management.

#### *5.5 COMPETITION*

The company intends to develop the value of competition by adopting principles of fairness and loyalty competition and transparency towards all operators present on the market.

#### *5.6 RELATIONS WITH THE COMMUNITY AND ENVIRONMENTAL PROTECTION*

FAEDA spa in carrying out its business is committed to safeguarding the environment surrounding and to contribute to the sustainable development of the territory. FAEDA spa, sensitive to issues of sustainable development and environmental protection, considers commitment among its primary objectives in research and continuous improvement of production processes in compliance with the law current, environmental needs and common interest by applying the best technologies economically viable available in order to minimize the direct environmental impact and indirect In order to implement a concrete environmental policy, FAEDA spa provides for raise awareness among management and collaborators and promote initiatives, actions and programs improvement for widespread protection of the environment, to take care of the updating of staff and company operating procedures.

#### *5.7 DEVELOPMENT OF HUMAN RESOURCES*

Human resources are a key factor in the development of the Company. Therefore FAEDA spa protects and promotes their professional growth, also in order to increase the wealth of skills possessed.

#### *5.8 COMPANY'S GOVERNANCE SYSTEM*

The governance system adopted by the company complies with current legislation and is in line with most authoritative guidelines and with the best existing practices on the subject; it is aimed at ensuring the maximum and more balanced collaboration between its components through a reconciliation harmonic of the different roles of management, direction and control. At present, the system of

FAEDA spa government is made up as follows:

- Shareholders' Meeting
- Board of Directors;
- Board of Statutory Auditors
- CEOs
- Subjects with specific delegations.

This system is aimed at guaranteeing responsible and transparent management of the company towards the market, with a view to creating value for shareholders and pursuing them Business objectives. The members of the corporate bodies must conform their activities to the principles of correctness and integrity, refraining from acting in situations of conflict of interest in the context of their business carried out in the company. They are also required to participate in the activity

assiduous and informed of the company; are required to make confidential use of the information they become aware of for office reasons and cannot use their position to obtain gifts and benefits personal, direct or indirect; all communication activities must comply with the laws and practices of correct conduct and must be aimed at safeguarding information covered by confidentiality. The Administrative Body, in addition to its own competences, has the commitment to enforce scrupulously the values set out in the Code of Ethics, promoting their sharing and dissemination also towards third parties. The members of the company bodies are required to comply with current legislation. Obligation of loyalty and confidentiality bind these subjects even after the termination of the relationship with the company. FAEDA spa adopts, due to the activities and organizational complexity, a system of delegation of powers and functions which provides, in explicit and specific terms, for the assignment of offices to people with suitable skills and competence.

#### *5.9 INTERNAL CONTROL SYSTEM*

In compliance with current legislation and with a view to planning and managing activities companies aimed at efficiency, fairness, transparency and quality, FAEDA spa has adopted an organization and management model, pursuant to Legislative Decree 231/2001. As necessary support for the adoption of the Organization and Management Model, a special Supervisory Body which constantly checks on the functioning and application of the same, as well as supervising compliance with this Code. The Supervisory Body assists the BoD in setting and updating the addresses of the internal control system, in evaluating the adequacy and effective functioning of the in the analysis of corporate risks and carries out the additional tasks indicated in the Model.

### **6. RELATIONS WITH SHAREHOLDERS**

FAEDA spa, aware of the importance of the role played by the shareholder, undertakes to provide accurate, truthful and timely information and to improve the conditions of your participation, within the scope of its prerogatives, to corporate decisions. It is the company's commitment to protect and increase the value of its business the commitment made by the shareholders with their investments, through the enhancement of management, in pursuit of high standards in productive uses and solidity of assets. The company it also undertakes to safeguard and safeguard company resources and assets.

In particular, the company undertakes to ensure the regular participation of the directors a assembly work as well as to guarantee the orderly and functional conduct of the assemblies, in respect for the fundamental right of each shareholder to request clarification on the various topics in discussion and express their opinion.

### **7. RELATIONSHIP WITH STUFF**

FAEDA spa recognizes the value of human resources, respect for the individuality of workers the importance of their contribution to the business.

The company ensures compliance with collective labor agreements and social security regulations, insurance and welfare services in the sector. The management of the employment relationship is aimed at encouraging professional growth and skills of each employee.

All racial, sex, nationality, religion, language, trade union discrimination is prohibited politics, hiring, pay, promotions or dismissal as well as any form of favoritism.

The exploitation of minors is prohibited.

### *7.1 SAFETY AT WORK AND PERSONAL PROTECTION*

The company is committed to protecting the moral and physical integrity of employees, consultants and customers.

To this end, it promotes responsible and safe behavior and adopts all safety measures required by technological evolution to guarantee a safe and healthy working environment, in full compliance with current legislation on prevention and protection.

FAEDA spa undertakes to ensure compliance with the conditions necessary for the existence of a collaborative work environment, not hostile and free of any discriminatory behavior concerning race, religion, gender, political and trade union views, sexual inclinations, age, origin, handicap or other factors, which have nothing to do with the work performance of the staff.

The company requires the collaboration of all in order to maintain a climate of respect for dignity, of the honor and reputation of each. Harassment of any kind, including harassment in particular, is not permitted in employment relationships.

Other prohibited behaviors are, by way of example and not limited to, the following:

- Threats
- Violent Behaviors
- Possession of weapons of any kind
- Use of recorders, including video phones or cameras for purposes other than those approved by the department heads.
- Use, distribution, sale or possession of drugs or other narcotic substances; there
- possession for any reason of pornographic material.

Furthermore, the worker must not remain in the premises of FAEDA spa or in a working environment of FAEDA spa if you are under the influence of alcoholic beverages, drugs or other narcotic substances.

FAEDA spa does not tolerate any intimidating or discriminating attitude and will take adequate disciplinary measures against those who assume such attitudes or abuse their position of authority within the company.

Employees who believe they have suffered discrimination can report the incident to the Body surveillance;

### *7.2 STAFF SELECTION AND RECRUITMENT*



Without prejudice to the obligations deriving from the provisions in force, the selection of personnel is subject to verification of the candidates' full compliance with substantial compliance with the professional profiles required by the company, in compliance with equal opportunities for all subjects parties concerned.

The hiring of staff takes place on the basis of regular employment contracts, not being any form of employment relationship not compliant or in any case elusive of the provisions is allowed in force.

### *7.3 PERSONNEL DUTIES*

Personnel must undertake to comply with the obligations set out in this Code, comply, in carrying out their duties, respecting the law and guiding their conduct a principles of integrity, fairness, fidelity and good faith.

Personnel who become aware of or suspect the violation of the rules of this Code or of procedures established in the Organizational and Management Model, must report to the Body of Surveillance Managers must be vigilant to prevent any type of retaliation against anyone who supplies news regarding the violation of ethical rules and / or internal procedures or collaborations in investigations carried out for this purpose.

### *7.4 CONFLICT OF INTEREST*

Staff must maintain a position of autonomy and integrity in order to avoid hiring decisions or carrying out activities in situations, even if only apparent, of conflict of interest with respect Company Assets . Any activity that conflicts with the proper fulfillment of one's duties must be avoided that could harm the interests and image of the company. Any situation of conflict of interest, real or potential, must be prevented communicated to the Supervisory Body.

### *7.5 COMPANY ASSETS AND IT SYSTEM*

The employee uses and carefully guards the assets he has for office reasons. not acceptable the dissimilar use of the assets and resources owned by the company, also with reference to what established in the company regulations for the use of the IT system.

Each employee is directly and personally responsible for the protection and use legitimate property and resources entrusted to him for the performance of his functions.

FAEDA spa, in compliance with the laws in force, adopts the necessary measures in order to prevent use distorted of the same.

Each employee is also required to make the necessary commitment in order to prevent the possible commission of crimes through the use of IT tools.

### *7.6 GIFTS, GIFTS AND OTHER UTILITIES*

The employee cannot ask, accept or offer, for himself or others, gifts or other benefits, except those that comply with normal commercial and courtesy practices, by anyone who has relationships commercial or working with the company.

Unlawful advantages cannot be attributed to public and private customers or suppliers. Gifts and benefits offered but not accepted exceeding a modest value must be reported to allow an adequate evaluation to the Supervisory Body of the company.

#### *7.7 PROTECTION OF CONFIDENTIALITY*

The company protects the privacy of employees, according to the regulations in force on the subject, committing itself to not to communicate or disseminate, without prejudice to legal obligations, the related personal data without prior notice Consent of the Data Subject

The acquisition, processing and storage of said information takes place within specific procedures aimed at preventing unauthorized persons from learning about them and to ensure that the privacy protection legislation is fully respected.

#### *7.8 DUTY OF CONFIDENTIALITY*

Each employee is required to keep information learned in the exercise of their own confidential operate in accordance with laws, regulations and circumstances.

Each employee must observe this duty of confidentiality even after the termination of the employment contract. He/she must also carefully guard the acts entrusted to him/her.

#### *7.9 INFORMATION OBLIGATIONS*

All employees are required to report promptly and confidentially to the direct Manager news of which they have become aware in the performance of their work activities, approx violations of legal regulations, the Code of Ethics, the Model or other company provisions that may, in any capacity, involve the company.

The Managers must supervise the work of the assigned collaborators and must inform the Supervisory Body of any possible violation of the aforementioned rules.

#### *7.10 OBLIGATIONS OF COLLABORATORS*

The provisions referred to in the previous points are extended to all possible collaborators, consultants, agents and agents of the company.

## **8. CUSTOMER RELATIONS**

FAEDA spa establishes a relationship with customers characterized by high professionalism and marked by availability, respect, courtesy, research and the best offer collaboration.

The satisfaction of its Customers represents a fundamental objective for FAEDA spa and, to this end, the company is committed to guaranteeing the quality of the products sold and the services provided.

FAEDA spa undertakes to adopt a style of behavior towards its customers based on efficiency, collaboration and courtesy, providing, in a clear and transparent way,

accurate, complete and truthful information about the characteristics of the services and products offered, using simple and understandable language and ensuring equality of treatment in towards all customers.

#### **8.1 CONTRACT AND COMMUNICATION**

Contracts and communications with the customer must be: clear and simple, formulated with the language as close as possible to that of the widespread clientele; comply with current regulations.

The company undertakes to communicate promptly and in the most appropriate way each information relating to any changes and variations in the provision of the service provided o in the characteristics of the product sold.

#### **8.2 QUALITY AND CUSTOMER SATISFACTION**

The company undertakes to guarantee the achievement of the quality and safety standards envisaged and to periodically monitor the quality of the products and the service provided to the Customer.

The company is committed to fostering interaction with customers through management and resolution quick of any complaints and / or making use of appropriate communication systems.

The company protects the privacy of its customers, according to the regulations in force on the subject, committing itself to not to communicate or disseminate the related personal, economic and consumer data, without prejudice to Legal obligations.

### **9. RELATIONS WITH SUPPLIERS**

The choice of supplier and the purchase of goods and services of any kind must be done in compliance of the principles of competition and equality of conditions of tenderers and on the basis of objective evaluations relating to competitiveness, quality, utility and supply price. The methods of choosing the supplier must comply with the internal procedures of the company for this purpose.

In the selection, FAEDA spa adopts objective and transparent criteria provided for by current legislation ORGANISATION AND MANAGEMENT MODEL

In selecting the supplier, the company takes into account the ability to ensure the implementation of systems adequate company quality, where required, the availability of means and organizational structures, the adoption by the supplier of a Model pursuant to Legislative Decree 231/01 and the need to cope CONFIDENTIALITY OBLIGATIONS

Each selection procedure must be carried out in compliance with the broadest conditions of competition and any deviation from this principle must be authorized and motivated.

#### **9.1 TRANSPARENCY**

Relations with the company's suppliers, including financial and consulting contracts, are regulated by the rules of this Code and governed by internal procedures, they are also subject constant and

careful monitoring by the company also in terms of the adequacy of the services or goods supplied with respect to the agreed consideration.

FAEDA spa prepares appropriate procedures to ensure maximum transparency of supplier selection and purchase of goods and services.

#### *9.2 FAIRNESS AND DILIGENCE IN THE PERFORMANCE OF CONTRACTS*

The company and the supplier must operate in order to build a collaborative and reciprocal relationship Trust. The fulfilment of the contractual commitments by the supplier should be in line with that set out by the contract. Principles of fairness, correctness, diligence and good faith and must take place in compliance with the law in force.

### **10. RELATIONS WITH PUBLIC BODIES**

The company pursues its objectives by collaborating effectively with the relevant public bodies the regulation and control of fiscal, administrative and legal compliance.

In order to ensure maximum clarity in institutional relations, these are maintained exclusively through contact persons who have received an explicit mandate from the organizations companies that are not in situations of conflict of interest with respect to the representatives of the institutions themselves.

As part of the relationships maintained in various capacities with Institutions and Public Administrations, those who represent FAEDA spa must operate with the utmost transparency, clarity, fairness.

### **11. METHODS OF IMPLEMENTATION AND CONTROL OF THE CODE OF ETHICS**

Pursuant to Legislative Decree 231/2001, the Organization and Management Model was adopted and established the Supervisory Body for internal control with the task of supervising the implementation and the compliance with the same, as well as with this Code.

In particular, the Supervisory Body must: expresses opinions on ethical problems that could arise in the context corporate decisions and alleged violations of the Code of Ethics referred to it;

it follows the periodic review of the Code of Ethics also through the presentation of proposals for adjustment The Supervisory Body is an independent, fully autonomous company body

action and control, whose activity is characterized by professionalism and impartiality, to which it is this office was attributed through a specific resolution of the Board of Directors.

The Supervisory Body has adopted a Regulation to establish its own rules are guaranteed. The Supervisory Body has free access to data, documentation and useful information for carrying out the activities of competence.

Employees, collaborators and all persons acting on behalf of the company are required to actively collaborate in carrying out the activities of the Supervisory Body.

## **12. DISCIPLINARY SYSTEM**

The violation of the rules of the Code of Ethics by its recipients damages the relationship of trust established with the company and may lead to the imposition of disciplinary sanctions, graduated according to the severity of the violation; without prejudice to any request for compensation for damage. With respect to employees, compliance with the rules of the Code of Ethics is an essential part of the contractual obligations pursuant to and for the purposes of articles 2104, 2105 and 2106 of the Civil Code and of the national collective bargaining agreement and individual contracts. The sanctioning system complies with the provisions of Law no. 300, from specific sector regulations, collective bargaining and current company provisions.

The recipients of the sanctions can be:

- Chairman or members of the BoD, statutory auditors;
- Employees (managers, executives, employees, workers);
- Third party recipients (external collaborators, consultants, partners, suppliers, etc);
- members of the Supervisory Board;

Disciplinary offenses are collected (directly or indirectly) by the Supervisory Body, which after appropriate investigations for the verification of infringements, will propose the application of any sanction to Board of Directors which is responsible for the final decision on the sanction to be applied.