



## **Code of Ethics**

Minifaber S.p.A

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Approved by the Minifaber S.p.A. Board of Directors

## Contents

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<b>1</b>	<b>Introduction: who are the addressees of the Code and who is MINIFABER S.p.A.....</b>	<b>3</b>
<b>2</b>	<b>General principles: sustainability and corporate responsibility.....</b>	<b>3</b>
<b>3</b>	<b>Behaviour rules and relations with Stakeholders.....</b>	<b>5</b>
3.1	Ethics, transparency, fairness, professionalism.....	5
3.2	Relations with shareholders.....	5
3.2.1	Value for shareholders, efficiency, transparency.....	5
3.2.2	Corporate information.....	6
3.2.3	Privileged information.....	6
3.2.4	Information means.....	6
3.3	Relations with institutions, associations, local communities.....	6
3.3.1	Public Authorities and Institutions.....	6
3.3.2	Political organisations and trade unions.....	6
3.4	Relations with customers and suppliers.....	7
3.4.1	Customers and consumers.....	7
3.4.2	Suppliers and external collaborators.....	7
3.5	Management, employees and collaborators.....	8
3.5.1	Development and protection of Human Resources.....	8
3.5.2	Knowledge Management.....	8
3.5.3	Corporate security.....	8
3.5.4	Harassment or mobbing at the workplace.....	9
3.5.5	Abuse of alcohol or drugs and no smoking.....	9
<b>4</b>	<b>Tools for implementing the Code of Ethics.....</b>	<b>10</b>
4.1	Internal control and risk management system.....	10
4.1.1	Conflicts of interest.....	10
4.1.2	Transparency of accounting records.....	11
4.1.3	Health, safety, environment and public safety protection.....	11
4.2	Research, innovation and intellectual property protection.....	11
4.3	Confidentiality.....	12
4.3.1	Protection of business secrecy.....	12
4.3.2	Protection of Privacy.....	12
4.3.3	Memberships in associations, participation in initiatives, events or external meetings.....	12
<b>5</b>	<b>Code of Ethics scope of application and reference structures.....</b>	<b>13</b>
5.1	Obligation to know the Code and to report any possible violation thereof.....	13
5.2	Reference and supervision bodies.....	14
5.2.1	Guarantor of the Code of Ethics.....	14
5.3	Code reviews.....	14
5.4	Contractual value of the Code and disciplinary sanctions.....	15

## **1 Introduction: who are the addressees of the Code and who is MINIFABER S.p.A**

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The Code applies to all members of the Board of Directors and managers of MINIFABER S.p.A. (henceforth also "MINIFABER" or the "Company") and to MINIFABER's full-time and part-time employees. The Code also applies to all temporary employees and other persons and enterprises acting in the name and on behalf of MINIFABER, anywhere in the world. All the above entities constitute together MINIFABER's people.

MINIFABER operates abroad in many Countries and, therefore, in different legal contexts. Moreover, company employees may be subject to additional rules and regulations imposed by their direct employer. MINIFABER acknowledges the diversity and complexity of the rules and regulations that apply to the conduct of MINIFABER's people and considers that the Code does not conflict with the spirit of such rules. Nevertheless, any clarification on situations of potential conflict with the rules envisaged by the Code of Ethics can be requested from the MINIFABER Whistleblowing Manager (email: odv@minifaber.com).

MINIFABER strives to ensure that the Code is considered a "best practice" and is also complied with by those with whom it has long-term business relationships, such as suppliers, dealers, consultants and agents.

MINIFABER was founded in 1960 in Villa di Serio (BG) and over the years has specialised in the cold working of sheet metal and in the design and construction of moulds, becoming an international leader in this sector.

From the design to semi-finished or finished product phases, MINIFABER has mastered the technologies and skills necessary to carry out each single production process in-house: from design to feasibility studies, prototyping and small and large series production. This means customers can rely on a supplier that optimises production time and costs.

The complexity of the situations in which MINIFABER operates, the challenges of sustainable development and the need to take into consideration the interests of all people having a legitimate interest in the corporate business ("Stakeholders"), strengthen the importance to clearly define the values that MINIFABER accepts, acknowledges and shares as well as the responsibilities it assumes, contributing to a better future for everybody.

For this reason MINIFABER's Code of Ethics ("Code" or "Code of Ethics") has been established. Compliance with the Code by MINIFABER's directors, statutory auditors, management and employees as well as by all those who operate in Italy and abroad for achieving MINIFABER's objectives ("MINIFABER's People"), each within their own functions and responsibilities, is of paramount importance - also pursuant to legal and contractual provisions governing the relationship with MINIFABER - for MINIFABER's efficiency, reliability and reputation, which are all crucial factors for its success and for improving the social situation in which the Company operates.

MINIFABER undertakes to promote awareness of the Code among MINIFABER's People and the other Stakeholders and their constructive contribution to its principles. MINIFABER undertakes to take into account any suggestions and observations by the Stakeholders, with the aim of confirming or supplementing the Code.

MINIFABER carefully checks for compliance with the Code by providing suitable information, prevention and control tools and ensuring transparency in all transactions and behaviours by taking corrective measures if and as required. The Supervisory Body of the Company performs the functions of guarantor of the Code of Ethics ("Guarantor").

The Code is brought to the attention of every person or body having business relations with MINIFABER.

## **2 General principles: sustainability and corporate responsibility**

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Whenever someone works on behalf of MINIFABER, or interacts with other MINIFABER entities, they must comply with the provisions of the Code. Within the limits of local legislation, all members of the MINIFABER workforce must be aware that they represent the Company when they carry out their activities, even outside working hours, in a manner where they act or they are understood to act as a representative of MINIFABER. The conduct of each individual person reflects on the external reputation of the Company and its internal culture.

MINIFABER strives to create an environment that promotes values and encourages an ethical conduct, so as to create a collaborative working environment in which the dignity of each individual is respected. We expect all directors, employees, contractors, customers and suppliers to comply with all aspects of the Code and all applicable laws and regulations. All members of MINIFABER must treat others as they expect to be treated, including customers and other external parties engaging in working relationships with the company.

Not only are they expected to know and comply with the Code, but they are strongly encouraged to promptly report any conduct that is not in accordance with the essence and spirit of the Code, regardless of whether the conduct in question infringes the law or not. We also expect people to take a rapid and firm stand against violations of our Code, asking questions and seeking assistance. If they believe that the reports have not been adequately addressed or the response is not received in a timely manner, they should continue to raise the issue and, where necessary, use one of the other channels provided to report the problem.

Compliance with the law, regulations, statutory provisions, ethical integrity and fairness, is a constant commitment and duty of all MINIFABER's People, and characterises the conduct of the entire organisation.

MINIFABER's business and corporate activities have to be carried out in a transparent, honest and fair way, in good faith, and in full compliance with competition protection rules.

MINIFABER is committed to maintaining and strengthening a governance system that complies with *international best practice standards* that can handle the complex operating situations and the challenges they face.

Systematic methods for involving Stakeholders are adopted, fostering dialogue on sustainability and corporate responsibility.

The creation of a sustainable culture requires effective risk management, and responsible, proactive and innovative decision-making. Our efforts minimise negative impacts on natural resources and the global environment. In particular, MINIFABER considers that environmental protection is a decisive aspect to be promoted in the overall approach to business. MINIFABER is committed to constantly improving the environmental performance of its operations and to complying with the provisions of the laws and regulations in force.

In addition, MINIFABER is committed to manufacturing and marketing, in full compliance with the provisions of the laws and regulations in force, products that meet the highest standards in terms of environmental performance and safety, and to develop and put in place innovative technical solutions to minimise environmental impact and maximise safety. To conclude, it encourages the safe and ecological use of our products.

In conducting both its activities as an international company and those with its partners, MINIFABER stands up for the protection and promotion of human rights, inalienable and fundamental prerogatives of human beings and basis for the establishment of societies founded on principles of equality, solidarity, repudiation of war, and for the protection of civil and political rights, of social, economic and cultural rights and the so-called third generation rights (self-determination right, right to peace, right to development and protection of the environment).

Any form of discrimination, corruption, forced or child labour is rejected. Particular attention is paid to the acknowledgement and safeguarding of the dignity, freedom and equality of human beings, to protection of labour and of the freedom of trade union association, of health, safety, the environment and biodiversity, as well as the set of values and principles concerning transparency, energy efficiency and sustainable development, in accordance with International Institutions and Conventions.

In this respect MINIFABER operates within the reference framework of the United Nations Universal Declaration of Human Rights, the Fundamental Conventions of the ILO - International Labor Organization - and the OECD Guidelines on Multinational Enterprises.

All MINIFABER's People, without any distinction or exception whatsoever, respect the principles and contents of the Code in their actions and behaviours while performing their functions and according to their responsibilities, because compliance with the Code is fundamental for the quality of their working and professional performance. Relationships among MINIFABER's People, at all levels, must be characterised by honesty, fairness, cooperation, loyalty and mutual respect.

The belief that one is acting in favour or to the advantage of MINIFABER can never, in any way, justify – not even in part – any behaviours that conflict with the principles and contents of the Code.

### **3 Behaviour rules and relations with Stakeholders**

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#### **3.1 Ethics, transparency, fairness, professionalism**

In conducting its business, MINIFABER is inspired by and complies with the principles of loyalty, fairness, transparency, efficiency and an open market, regardless of the importance level of the transaction in question.

Any action, transaction and negotiation performed and, generally, the conduct of MINIFABER's People in the performance of their duties is inspired by the highest principles of fairness, completeness and transparency of information and legitimacy, both in form and substance, as well as clarity and truthfulness of all accounting documents, in compliance with the applicable laws in force and internal regulations.

All MINIFABER's activities have to be performed with the utmost care and professional skill, with the duty to provide skills and expertise adequate to the tasks assigned, and to act in a way capable to protect MINIFABER's image and reputation. Without prejudice to the compliance with applicable laws and obligations, corporate objectives, as well as the proposal and implementation of projects, investments and actions, have to be aimed at improving the company's assets, management, technological and information level in the long term, and at creating value and welfare for all Stakeholders. Bribes, illegitimate favours, collusion, requests for personal benefits for oneself or others, either directly or through third parties, are prohibited without any exception.

It is prohibited to pay or offer, directly or indirectly, money and material benefits and other advantages of any kind to third parties, whether representatives of governments, public officers and public servants or private employees, in order to influence or remunerate the actions of their office.

Commercial courtesy, such as small gifts or forms of hospitality, is only allowed when its value is small (amounts not exceeding €50.00) and it does not compromise the integrity and reputation of either party, and cannot be construed by an impartial observer as aimed at obtaining undue advantages. In any case, these expenses must always be authorized by the designated managers as per existing internal rules, and be accompanied by appropriate documentation.

It is forbidden to accept money from individuals or companies that have or intend to have business relations with MINIFABER. Anyone who receives proposals of gifts or special or hospitality treatment that cannot be considered as commercial courtesy of small value, or requests therefore by third parties, shall reject them and immediately inform their superior, or the body they belong to, as well as the Guarantor.

MINIFABER shall properly inform all third parties about the commitments and obligations provided for in the Code, require third parties to respect the principles of the Code relevant to their activities and take proper internal actions and, if the matter is within its own competence, external actions in the event that any third party should fail to comply with the Code.

#### **3.2 Relations with shareholders**

##### **3.2.1 Value for shareholders, efficiency, transparency**

The internal structure of MINIFABER and the relations with the parties directly and indirectly taking part in its activities are organised according to rules able to ensure management reliability and a fair balance between the management's powers and the interests of shareholders and of the other Stakeholders in general as well as transparency and market traceability of management decisions and general corporate events.

Within the framework of the initiatives aimed at maximizing the value for shareholders and at guaranteeing transparency of the management's work, MINIFABER defines, implements and progressively adjusts a coordinated and homogeneous set of behaviour rules

concerning both its internal organizational structure and relations with shareholders and third parties, in compliance with the highest corporate governance standards at national and international level, based on the awareness that the company's capacity to impose efficient and effective functioning rules upon itself is a fundamental tool for strengthening its reputation in terms of reliability and transparency as well as Stakeholders' trust.

MINIFABER deems it necessary that shareholders are enabled to participate in decisions which come within the limits of their competence and make informed choices. MINIFABER therefore undertakes to ensure maximum transparency and timeliness of information communicated to shareholders.

MINIFABER also undertakes to keep in due consideration the legitimate remarks expressed by shareholders whenever they are entitled to do so.

### **3.2.2 Corporate information**

MINIFABER ensures the correct management of company information, by means of suitable procedures for in-house management and communication to the outside, with particular reference to privileged information.

### **3.2.3 Privileged information**

All MINIFABER's People are required, while performing the tasks entrusted to them, to properly manage privileged information such as to know and comply with corporate procedures regarding confidentiality.

### **3.2.4 Means of information**

MINIFABER undertakes to provide third parties with true, prompt, transparent and accurate information. Relations with the media and means of information are exclusively dealt with by the departments and managers specifically appointed to do so; information to be supplied to media representatives, as well as the undertaking to provide such information, have to be agreed upon beforehand by MINIFABER's People with the relevant MINIFABER Corporate structure.

## **3.3 Relations with institutions, associations, local communities**

MINIFABER encourages dialogue with Institutions and with organised associations of civil society in all the countries where it operates.

### **3.3.1 Public Authorities and Institutions**

MINIFABER, through its People, actively and fully cooperates with all Authorities.

MINIFABER's People, as well as external collaborators whose actions may somehow be referred to the Company, must act and behave towards the Public Administration in a manner based on fairness, transparency and traceability. These relations have to be exclusively dealt with by the departments and individuals specifically appointed to do so, in compliance with approved plans and corporate procedures.

It is forbidden to make, induce or encourage false statements to Authorities. Any behaviour other than that defined by this Code of Ethics shall not be tolerated.

### **3.3.2 Political organisations and trade unions**

MINIFABER does not make any direct or indirect contributions in whatever form to political parties, movements, committees, political organizations and trade unions, nor to their representatives and candidates.

## 3.4 Relations with customers and suppliers

### 3.4.1 Customers and consumers

MINIFABER pursues its business success on markets by offering quality products and services under competitive conditions while respecting the rules protecting fair competition.

MINIFABER undertakes to respect the right of consumers not to receive products harmful to their health and physical integrity and to request information on the basis of the purposes of the finished product in which MINIFABER products shall be installed as components to respect the rights of end consumers.

MINIFABER acknowledges that the esteem of those requesting products or services is of primary importance for success in business. Business policies are aimed at ensuring the quality of goods and services, safety and compliance with the precautionary principle. Therefore, MINIFABER's People shall:

- comply with in-house procedures concerning the management of relations with customers;
- supply, with efficiency and courtesy, within the limits set by the contractual conditions, high-quality products meeting the reasonable expectations and needs of customers;
- supply accurate and exhaustive information on products and services and be the truth in advertisements or other kind of communication, so that customers can make informed decisions.

### 3.4.2 Suppliers and external collaborators

MINIFABER endeavours to look for suppliers and external collaborators with suitable professionalism and committed to sharing the principles and contents of the Code and promotes the establishment of long-lasting relations for the progressive improvement of performances while protecting and promoting the principles and contents of the Code.

In relationships regarding tenders, procurement and, generally, the supply of goods and/or services and of external collaborations (including consultants, agents, etc.), MINIFABER's People shall:

- follow internal procedures concerning selection and relations with suppliers and external collaborators and abstain from excluding any supplier meeting requirements from bidding for the Company's orders; adopt appropriate and objective selection methods, based on established, transparent criteria;
- secure the cooperation of suppliers and external collaborators in guaranteeing the continuous satisfaction of customers and consumers, to an extent adequate to that legitimately expected by them, in terms of quality, costs and delivery times;
- use as much as possible, in compliance with the laws in force and the criteria for legality of transactions with related parties, products and services supplied by competitive and market conditions;
- state in contracts the acknowledgement of the Code and the obligation to comply with the principles contained therein (i.e. signed as approval);
- comply with, and demand compliance with, the conditions contained in contracts;
- maintain a frank and open dialogue with suppliers and external collaborators in line with good commercial practice; promptly inform superiors, and the "Whistleblowing" Manager (email: [odv@minifaber.com](mailto:odv@minifaber.com)), any possible violations of the Code;
- bring to the attention of the competent MINIFABER department (direct superior or the "Whistleblowing" manager – email: [odv@minifaber.com](mailto:odv@minifaber.com)), any serious problems that may arise with a particular supplier or external collaborator, in order to evaluate possible consequences.

The remuneration to be paid shall be exclusively proportionate to the services to be rendered and described in the contract and payments shall not be allowed to any party different from the contract party nor in a third Country different from the one of the parties or where the contract has to be performed.

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<sup>1</sup> Pursuant to the above prohibition, the term Third countries shall not apply to the Countries where a company/institution, counterparty to MINIFABER, has established its central treasury and/or where it has established, in whole or in part, its headquarters, offices or business units that are functional and necessary for the performance of the contract, notwithstanding, in any case, any additional controls required by internal regulatory instruments regarding the selection of counterparties and the execution of payments.

### **3.5 Management, employees and collaborators**

#### **3.5.1 Development and protection of Human Resources**

People are vital to the company's existence. The dedication and professionalism of management and employees represent fundamental values and conditions for achieving the Company's objectives.

MINIFABER is committed to developing the abilities and skills of management and employees so that their energy and creativity can have full expression for the fulfilment of their potential in their working performance, such as to protect working conditions as regards both mental and physical health and dignity. Undue pressure or discomfort is not allowed, while appropriate working conditions promoting development of personality and professionalism are fostered.

MINIFABER undertakes to offer, in full compliance with applicable legal and contractual provisions, equal opportunities to all its employees, making sure that each of them receives a fair statutory and wage treatment exclusively based on merit and expertise, without discrimination of any kind. The responsible functions must:

- adopt in any situation criteria of merit and ability (and anyhow strictly professional) in all decisions concerning human resources;
- select, hire, train, compensate and manage human resources without discrimination of any kind;
- create a working environment where personal characteristics or beliefs do not give rise to discrimination and which allows the serenity of all MINIFABER's People.

MINIFABER wishes that MINIFABER's People, at every level, cooperate in maintaining a climate of common respect for dignity, honour and reputation. MINIFABER shall do its best to prevent attitudes that can be considered as offensive, discriminatory or abusive. In this regard, any behaviours outside the working place which are particularly offensive to public sensitivity are also deemed relevant.

In any event, conduct consisting of physical or mental violence is prohibited without exception.

#### **3.5.2 Knowledge Management**

MINIFABER promotes culture and the initiatives aimed at disseminating knowledge within its structures, and at pointing out the values, principles, behaviours and contributions in terms of innovation of professional families in connection with the development of business activities and to the company's sustainable growth.

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All MINIFABER's People shall actively contribute to Knowledge Management as regards the activities that they are in charge of, in order to optimize the system for knowledge sharing and distribution among individuals.

#### **3.5.3 Corporate security**

MINIFABER engages in the study, development and implementation of strategies, policies and operational plans aimed at preventing and overcoming any intentional or non-intentional behaviour which may cause direct or indirect damage to MINIFABER's People and/or to the tangible and intangible resources of the Company. Preventive and defensive measures, aimed at minimising the need for an active response - always in proportion to the attack - to threats to people and assets, are favoured.

All MINIFABER's People shall actively contribute to maintaining an optimal corporate security standard, abstaining from unlawful or dangerous behaviours, and reporting any possible activities carried out by third parties to the detriment of MINIFABER's assets or human resources to superiors or to the body they belong to, as well as to the relevant MINIFABER Corporate structure.



In any case requiring particular attention to personal safety, it is compulsory to strictly follow the indications in this regard supplied by MINIFABER, abstaining from behaviours which may endanger one's own safety or the safety of others, promptly reporting any danger for one's own safety, or the safety of third parties, to one's superior.

### **3.5.4 Harassment or mobbing in the workplace**

MINIFABER supports any initiatives aimed at implementing working methods for the achievement of a better organisation.

MINIFABER demands that there shall be no harassment or mobbing behaviours in personal working relationships either inside or outside the company. Such behaviours are all forbidden, without exceptions. Such harassment is for instance:

- the creation of an intimidating, hostile, isolating or in any case discriminatory environment for individual employees or groups of employees;
- unjustified interference in the work performed by others;
- the placing of obstacles in the way of the work prospects and expectations of others merely for reasons of personal competitiveness or because of other employees.

Any form of violence or harassment, either sexual harassment or harassment based on personal and cultural diversity, is forbidden. Such harassment is for instance:

- subordinating decisions on someone's working life to the acceptance of sexual attentions, or personal and cultural diversity;
- encouraging employees to sexual favours through the influence of a role;
- proposing private interpersonal relations, despite express or reasonably obvious non-acceptance;
- alluding to disabilities and physical or psychic impairment, or to forms of cultural, religious, political or sexual diversity.

### **3.5.5 Abuse of alcohol or drugs and no smoking**

All MINIFABER's People shall personally contribute to promoting and maintaining a climate of common respect in the workplace; particular attention is paid to respect of the feelings of others.

MINIFABER shall therefore consider individuals who work under the effect of alcohol or drugs, or substances with similar effect, during the performance of their work activities and in the workplace, as being aware of the risk they cause. Chronic addiction to such substances, when it affects work performance, shall be considered similar to the above mentioned events in terms of contractual consequences; MINIFABER is committed to favour social action in this field as provided for by employment contracts.

It is strictly prohibited to:

- hold, consume, offer or give for whatever reason, drugs or substances with similar effect, at work and in the workplace;
- smoke at the workplace. MINIFABER supports voluntary initiatives addressed to People to help them quit smoking and, in identifying possible smoking areas, shall take into particular consideration the condition of those suffering physical discomfort from exposure to smoke in the workplace shared with smokers and requesting to be protected from "passive smoking" in their place of work.

## 4 Tools for implementing the Code of Ethics

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### 4.1 Internal control and risk management system

MINIFABER is committed to promoting and maintaining an adequate internal control and risk management system, by adopting and implementing all useful instruments to direct, manage and monitor business activities with the aim of ensuring compliance with laws and company procedures, protecting corporate assets, efficiently and effectively managing activities and providing accurate and complete accounting and financial data, as well ensuring a proper process of identification, measurement, management and monitoring of main business risks.

The responsibility for implementing an effective system of internal control and risk management is shared at every level of MINIFABER's organisational structure; therefore, all MINIFABER's People, according to their functions and responsibilities, shall define and actively participate in the correct functioning of the system of internal control and risk management.

MINIFABER promotes the dissemination, at every level of its organisation, of policies and procedures characterised by awareness of the existence of controls and by an informed and voluntary control oriented mentality; consequently, MINIFABER's management in the first place and all MINIFABER's People in any case shall contribute to and participate in MINIFABER's system of internal control and risk management and, with a positive attitude, involve its collaborators in this respect.

Each employee shall be held responsible for the corporate tangible and intangible assets relevant to his/her job. No employee can make, or let others make, improper use of assets and equipment belonging to MINIFABER.

Without exception, practices and attitudes attributable to committing or the participation in committing fraud are forbidden.

Control and supervisory bodies and appointed auditing companies shall have full access to all data, documents and information necessary to perform their own relevant activities.

#### 4.1.1 Conflicts of interest

MINIFABER acknowledges and respects the right of its People to take part in investments, business and other kinds of activities other than the activity performed in the interest of MINIFABER, provided that such activities are permitted by law and are compatible with the obligations assumed towards MINIFABER.

MINIFABER adopts in-house regulatory tools that ensure transparency and substantive and procedural fairness of transactions involving interests of Directors and Statutory auditors and transactions with related parties.

MINIFABER's management and employees shall avoid and report any conflicts of interest between personal and family economic activities and their tasks within the company. In particular, everyone shall point out any specific situations and activities of economic or financial interest (owner or member) to them or, as far as they know, of economic or financial interest to relatives of theirs or relatives by marriage within the 2nd degree of kinship, or to persons actually living with them, also involving suppliers, customers, competitors, third parties, or the relevant controlling companies or subsidiaries, and shall point whether they perform corporate administration or control or management functions therein. Moreover, conflicts of interest are determined by the following situations:

- using one's position in the company or the information or business opportunities acquired during one's work, to undue personal advantage or to that of third parties;
- carrying out of work activities by employees and/or their family members at suppliers, subcontractors, competitors.

In any case, MINIFABER's management and employees shall avoid any situation and activity where a conflict with the Company's interests may arise, or which can interfere with their ability to make impartial decisions in the best interests of MINIFABER and in full accordance with the principles and contents of the Code, or in general with their ability to fully comply with their functions and responsibilities. Any situation that may constitute or give rise to a conflict of interest shall be immediately reported to one's superior within management, or

to the body one is part of, and to the “Whistleblowing” manager (email: [odv@minifaber.com](mailto:odv@minifaber.com)). Furthermore, the party concerned shall abstain from taking part in the operational/decision-making process, and the relevant superior within management, or the relevant body, shall:

- identify the operational solutions suitable for ensuring, in the specific case, transparency and fairness of behaviours in the performance of activities;
- transmit to the parties concerned - and for information to one's superior, as well as to the “Whistleblowing” manager (email: [odv@minifaber.com](mailto:odv@minifaber.com)) - the necessary written instructions;
- file the received and transmitted documentation.

#### **4.1.2 Transparency of accounting records**

Accounting transparency is grounded on the use of true, accurate and complete information which form the basis for the entries in the related accounting records. Each member of company bodies, of management or employee shall cooperate, within their own field of competence, in order to have operational events properly and timely registered in the related accounting records.

It is forbidden to behave in a way that may adversely offset transparency and traceability of the information within financial statements.

For each transaction, the proper supporting evidence has to be maintained in order to allow:

- easy and punctual accounting entries;
- identification of different levels of responsibility, as well as of task distribution and segregation;
- accurate representation of the transaction so as to avoid the probability of any material or interpretative error.

Each record shall reflect exactly what is shown by the supporting evidence. All MINIFABER's People shall ensure that the documentation can be easily traced and filed according to logical criteria.

MINIFABER's People who become aware of any omissions, forgery, negligence in accounting or in the documents on which accounting is based, shall bring the facts to the attention of their superior, or to the body they belong to, and to the “Whistleblowing” manager.

#### **4.1.3 Health, safety, environment and public safety protection**

MINIFABER's activities shall be carried out in compliance with applicable worker health and safety, environmental and public safety protection agreements, international standards and laws, regulations, administrative practices and national policies of the Countries where it operates.

MINIFABER actively contributes as appropriate to the promotion of scientific and technological development aimed at protecting the environment and natural resources. The operative management of such activities shall be carried out according to advanced criteria for the protection of the environment and energy efficiency, with the aim of creating better working conditions and protecting the health and safety of employees as well as the environment.

MINIFABER's People shall, within their areas of responsibility, actively participate in the process of risk prevention as well as environmental, public safety and health protection for themselves, their colleagues and third parties.

#### **4.2 Research, innovation and intellectual property protection**

MINIFABER promotes research and innovation activities by management and employees, within their functional activities and responsibilities. Any intellectual assets generated by such activities are an important and fundamental heritage of the Company.

Research and innovation focus in particular on the promotion of products, instruments, processes and behaviours increasingly more favourable in terms of attention to health and safety of employees, of customers with whom the Company operates and in general for the sustainability of business activities.

MINIFABER's People shall actively contribute, within their functional activities and responsibilities, to managing intellectual property in order to allow its development, protection and enhancement.

## **4.3 Confidentiality**

### **4.3.1 Protection of business secrecy**

MINIFABER's Persons are obliged to ensure the confidentiality required by the circumstances for each item of information acknowledged as a result of their work duties as required by the internal confidentiality agreement.

Any information, knowledge and data acquired or processed during one's work or because of one's tasks at MINIFABER, belong to MINIFABER and may not be used, communicated or disclosed without specific authorization of one's superior within management in compliance with specific procedures.

### **4.3.2 Protection of Privacy**

MINIFABER is committed to protecting information concerning its People and third parties, whether generated or obtained inside MINIFABER or in the conduct of MINIFABER's business, and to avoiding improper use of any such information.

MINIFABER intends to guarantee that processing of personal data within its structures respects fundamental rights and freedoms, as well as the dignity of the parties concerned, as contemplated by the legal provisions in force.

Personal data must be handled lawfully and fairly; only data necessary for determined, explicit and legitimate purposes is gathered and registered. Data shall be stored for a period of time no longer than necessary for the purposes of collection.

MINIFABER undertakes, moreover, to adopt suitable preventive safety measures for all databases storing and keeping personal data, in order to avoid any risks of destruction and losses or of unauthorised access or unallowed processing.

MINIFABER's People shall:

- obtain and process only data that are necessary and adequate to the aims of their work and responsibilities;
- obtain and process such data only within specified procedures, and store said data in a way that prevents unauthorised parties from having access to it;
- represent and order data in a way ensuring that any party with access authorisation may easily get an outline thereof which is as accurate, exhausting and truthful as possible;
- disclose such data pursuant to specific procedures or subject to the express authorisation by their superior and, in any case, only after having checked that such data may be disclosed, also making reference to absolute or relative constraints concerning third parties bound to MINIFABER by a relation of whatever nature and, if applicable, after having obtained their consent.

### **4.3.3 Membership in associations, participation in initiatives, events or external meetings**

Membership in associations, participation in initiatives, events or external meetings is supported by MINIFABER if compatible with the working or professional activity provided. Membership and participation considered as such are:

- membership in associations, conferences, congresses, seminars, courses;
- drawing up of articles, essays and publications in general;
- participation in public events in general.

In this regard, MINIFABER's management and employees in charge of illustrating, or providing to the outside data or news concerning MINIFABER's objectives, aims, results and points of view, are required to share with their superior within management the lines of action to follow, the texts as well as reports drawn up, such as to agree on contents with the relevant MINIFABER body.

## 5 Code of Ethics scope of application and reference structures

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The principles and contents of the Code apply to MINIFABER's People and activities.

Directors and management must be the first to give concrete form to the principles and contents of the Code, by assuming responsibility for them both towards the inside and the outside and by enhancing trust, cohesion and a sense of team-work, as well as providing a behaviour model for their collaborators in order to have them comply with the Code and make questions and suggestions on specific provisions.

To achieve full compliance with the Code, each Person may, in addition to his or her own direct superior, contact the "Whistleblowing" manager (email: [odv@minifaber.com](mailto:odv@minifaber.com)).

### 5.1 Obligation to know the Code and to report any possible violation thereof

The Code is made available to MINIFABER's People in compliance with applicable standards, and is also available on the MINIFABER intranet site.

Each of MINIFABER's People is expected to know the principles and contents of the Code as well as the reference procedures governing own functional activities and responsibilities.

Each of MINIFABER's People shall:

- refrain from all conduct contrary to such principles, contents and procedures;
- carefully select, as long as within their field of competence, their collaborators, and have them fully comply with the Code;
- require any third parties having relations with MINIFABER to confirm that they know the Code;
- immediately report to their superiors or the body they belong to, and to the Whistleblowing manager, any remarks or information supplied by Stakeholders concerning a possible violation or any request to violate the Code; reports of possible violations shall be sent in compliance with conditions provided for by the specific procedures established by the Company;
- cooperate with the Supervisory Body and with the relevant departments according to the applicable specific procedures in ascertaining any alleged violations;
- adopt prompt corrective measures whenever necessary, and in any case prevent any type of retaliation.

MINIFABER's People are not allowed to conduct personal investigations, nor to exchange information, except to their superiors, or to the body that they belong to and the Supervisory Body if, after notifying an alleged violation, any of People feel they have been subject to retaliation, they may report directly to the "Whistleblowing" manager (email: [odv@minifaber.com](mailto:odv@minifaber.com)) or the Supervisory Body.

In all cases of violation of the Code, the penalties applied shall be commensurate with the gravity of the misconduct, in compliance with the laws in force in each individual Country. Regardless of whether the court decides to prosecute the breach of conduct, the violations shall be reported to the competent company departments.

## 5.2 Reference structures and supervision

MINIFABER is committed, also with the appointment of the “Whistleblowing” manager and the Supervisory Body, to ensuring:

- the widest dissemination of the principles and contents of the Code among MINIFABER's People and the other Stakeholders, providing any possible instruments for understanding and clarifying the interpretation and the implementation of the Code, as well as for updating the Code as required to meet evolving civil sensibility and relevant laws;
- the execution of checks on any notice of violation of the Code principles and contents or of reference procedures; an objective evaluation of the facts and, if necessary, the adoption of appropriate sanctions; that no one may suffer any retaliation whatsoever for having provided information regarding possible violations of the Code or of reference procedures.

### 5.2.1 Guarantor of the Code of Ethics

The Code of Ethics is, among other things, a compulsory general principle of the Organisational, Management and Control Model adopted by MINIFABER according to the Italian provision on the "administrative liability of legal entities deriving from offences" envisaged by Legislative Decree no. 231 of 8 June 2001.

MINIFABER assigns the functional activities of Guarantor to the Supervisory Body established pursuant to the

above-mentioned Model. The Guarantor is entrusted with the task of:

- promoting and facilitating the implementation of the Code of Ethics and the issue of reference procedures; reporting and proposing to the CEO of the company the useful initiatives for a wider dissemination and knowledge of the Code, also in order to prevent any recurrences of ascertained violations;
- promoting awareness of the Code of Ethics also through communication programs and specific training of MINIFABER management and employees;
- investigating reports of any alleged violation of the Code by initiating proper inquiry procedures; taking action at the request of MINIFABER's People in the event of receiving reports that violations of the Code have not been properly dealt with or in the event of being informed of any retaliation against MINIFABER's People for having reported violations;
- notifying relevant structures of the results of investigations relevant to the adoption of possible penalties; informing the relevant line/area structures about the results of investigations relevant to the adoption of the necessary measures.

Moreover, the Guarantor of MINIFABER submits to the Board of Statutory Auditors, the CEO and the Board of Directors, a six-monthly report on the implementation and activities performed and any possible need for updating the Code.

In carrying out its tasks, the Guarantor of MINIFABER avails itself of the "Secretariat of the Supervisory Body 231 of MINIFABER S.p.A." which reports to it. The Secretariat is supported by the competent structures of MINIFABER and, also, activates and maintains an adequate flow of reporting and communication with the relative company departments.

Each information flow to the Guarantor may be sent to the following email address: [odv@minifaber.com](mailto:odv@minifaber.com).

## 5.3 Code review

The Code review is approved by the Board of Directors of MINIFABER S.p.A., upon proposal of the Chief Executive Officer after hearing the opinion of the Board of Statutory Auditors.

The proposal is made taking into consideration the Stakeholders' evaluation with reference to the principles and contents of the Code, promoting active contribution and notification of possible deficiencies by Stakeholders themselves.

#### **5.4 Contractual value of the Code and disciplinary sanctions**

Respect of the Code's rules is an essential part of the contractual obligations of all MINIFABER's People pursuant to and in accordance with applicable law.

Any violation of the Code's principles and contents may be considered as a violation of primary obligations under labour relations or of the rules of discipline and can entail the consequences provided for by law, including termination of the work contract and compensation for damages arising out of any violation.