

TABLE OF CONTENTS

1. INTRODUCTION	2
2. SCOPE OF APPLICATION AND ADDRESSEES	2
3. BEHAVIOURAL PRINCIPLES CONTAINED IN THE CODE OF CONDUCT ADOPTED BY RACHELLI	2
4 BEHAVIOURAL RULES	5
5. VIOLATIONS AND DISCIPLINARY PENALTIES	14
6. APPROVAL OF THE CODE OF CONDUCT AND RELATIVE AMENDMENTS	14

1. INTRODUCTION

Given the specific nature of the Company's business operations and the stakeholders with which it interfaces, the Management of RACHELLI ITALIA S.r.l. (hereinafter referred to as "RACHELLI") has deemed it necessary to ratify a range of conduct principles and behavioural rules to which all of its business activities must adhere and that are aimed at disseminating solid integrity throughout the organisation and a company culture that is sensitive to the importance of compliance with current legislation.

RACHELLI has chosen to adopt a Code of Conduct that clearly and transparently outlines all of the values to which the Company aspires in terms of achieving its business objectives and properly conducting all the associated activities.

Given the above, this document (hereinafter referred to as the "Code of Conduct") was officially adopted on the premise that compliance with the provisions of this Code of Conduct is essential in order to ensure that RACHELLI functions properly as a company, that the company's reliability and reputation are safeguarded and that the satisfaction of both customers and consumers increases constantly, all of which are factors that together contribute RACHELLI's current and future growth.

2. SCOPE OF APPLICATION AND ADDRESSEES

RACHELLI bases all of its business activities, operations, dealings and transactions undertaken as part of managing its various corporate, production and business operations on the behavioural rules contained in this Code of Conduct.

This Code of Conduct shall be binding on anyone in a representative, management or directorship position within RACHELLI, anyone responsible for management and control, as well as all employees, associates (such as, purely by way of example, consultants, suppliers, agents, sales reps, intermediaries, etc.) and anyone who has any kind of dealings with RACHELLI (hereinafter referred to as the "Addressees").

Therefore, everyone shall be required to know all the provisions of the Code of Conduct and to contribute actively towards ensuring compliance with the aforesaid provisions.

To this end, RACHELLI is committed to ensuring that this Code of Conduct is disseminated as widely as possible, even by means of awareness and training programmes and sensitisation sessions regarding the contents of the Code of Conduct.

3. BEHAVIOURAL PRINCIPLES CONTAINED IN THE CODE OF CONDUCT ADOPTED BY RACHELLI ITALIA

RACHELLI agrees with, accepts and subscribes to the following behavioural principles:

- ✓ legality;
- ✓ equality and impartiality;
- ✓ transparency, propriety and reliability;
- ✓ professionalism;
- ✓ confidentiality;
- ✓ value of human resources;
- ✓ health and safety;
- ✓ protection of competitiveness.

3.1 Legality

The conduct of Addressees when performing any tasks on behalf of RACHELLI or in its interests shall be based on strict compliance with current applicable laws and regulations.

3.2 Equality and impartiality

RACHELLI safeguards and encourages respect for human dignity, which shall not be compromised by any form of discrimination on the grounds of age, gender, sexual orientation, personal or social status, race, language, nationality, political opinion, trade union membership or religious belief.

In performing their respective corporate duties and in all their decision-making, Addressees shall act with impartiality and in the best interests of RACHELLI, making decisions with scrupulous professionalism and objectivity and based on objective and unbiased evaluation criteria.

3.3 Transparency, propriety and reliability

All of the Addressees' actions, operations, negotiations and generally also their conduct shall be based on the highest levels of transparency, propriety and reliability.

In performing their corporate, production and business activities, the Addressees shall be expected to provide only information that is clear, truthful, complete and accurate.

All activities and operations shall be duly authorised and properly recorded, as well as verifiable, legal, consistent and adequately documented so as to ensure that the relative decision-making, authorisation and task performance process can be verified at any time.

3.4 Professionalism

RACHELLI protects professionalism as an essential value in terms of its corporate growth and success and therefore requires that Addressees display due professionalism, commitment and diligence in keeping with the tasks assigned to them for the achievement of their set objectives.

3.5 Confidentiality

RACHELLI recognises the vital role that confidentiality plays in relation to conduct. Therefore, the Company guarantees the confidentiality of all information in its possession and shall not disclose any confidential information without specific authorisation and, even then, only strictly in accordance with the current legislation concerning privacy.

Consequently, all Addressees shall refrain from utilising any confidential information about the company or any third party, to which they may have become privy by virtue of their jobs, for personal purposes or purposes unrelated to their designated jobs.

Therefore, no Addressee shall not be entitled to obtain any direct or indirect, personal, financial or any other kind of benefit from the utilisation of confidential information (such as, purely by way of example, trade secrets, strategic or business, personal details), nor to disclose such information to any other party or to recommend or induce others to utilise such information.

Such information may only be disclosed to third parties by authorised persons and, even then, only in accordance with company procedures.

3.6 Value of human resources

The Company's human resources represent an indispensable and precious asset for RACHELLI's continued existence and future growth.

As a result, the Company has adopted merit and the enhancement of individual abilities as criteria in its personnel selection and management policies and ensures that its people are well trained and kept up to date. RACHELLI guarantees equal opportunities for everyone and is committed to ensuring that authority is exercised in an equitable and proper manner, avoiding any type of abuse. Moreover, the Company guarantees the physical and moral wellbeing of its employees, as well as working conditions that respect the dignity of the individual.

In terms of ensuring absolute respect for the individual, RACHELLI opposes the practice of child labour and thus rejects any form of child exploitation.

3.7 Health and safety

RACHELLI is committed to providing and maintaining working environments that are safe and healthy, in accordance with the provisions of the safety and accident prevention regulations currently in force.

The Company promotes a culture of safety and awareness of the risks associated with the type of work performed, and expects everyone, at every level, to behave responsibly and in accordance with the company procedures relating to safety in the workplace.

Within this context, every employee is required to make a personal contribution towards maintaining the safety and the quality of the environment in which he/she works.

RACHELLI undertakes to:

- ✓ set up safe working environments in order to protect the health of its employees and that of the communities living in the vicinity of the company plants;
- ✓ provide everyone who works within the company with training and information regarding the associated risks to which they are exposed, and to provide the means and personal protective equipment in accordance with the provisions of the current safety regulations ;
- ✓ continuously monitor the effectiveness of the Company's health and safety risk monitoring system, in pursuit of the Company's continuous improvement objectives in this very sensitive environment.

3.8 Protection of competitiveness

Being well aware of the fact that healthy, fair competition contributes to the achievement of the Company's mission, RACHELLI complies fully with all the current applicable regulations relating to competition and therefore refrains from taking and/or encouraging any action that could in any way be deemed to constitute uncompetitive conduct.

4. BEHAVIOURAL RULES

The behavioural rules ratified by this Code of Conduct find their true expression in each of the following 4 main headings of the business:

- I. carrying out the Company's business activities;
- II. dealings with third parties;
- III. management of financial resources / accounting practices;
- IV. management of human resources.

Heading I – Carrying out the Company's business activities

I) In carrying out the designated tasks and duties assigned to them, each of the addressees shall be required to comply with all the legal and regulatory provisions applicable to the aforesaid tasks and duties, as well as all contractual provisions governing the addressees' employment relationship with RACHELLI and/or the Company's trade and collaboration arrangements with internal and external associates, consultants, contractual counterparties or suppliers.

II) In carrying out their designated tasks and duties, each of the addressees shall also be required to act in good faith, to be honest and transparent and to always behave in a professional and reliable manner.

III) In carrying out their designated tasks and duties, no internal addressee (manager, auditor, employee or internal associate) may, under any circumstances, pursue any interests other than those of RACHELLI.

IV) In terms of the aforesaid clause, the pursuit of RACHELLI's interests shall never violate the provisions contained in points I) and II) above.

V) Should any of the parties specified in clause III) above find themselves in a situation where there is a real, or even merely apparent or potential conflict and/or community of interests with RACHELLI, for whatever reason, when performing the tasks and/or duties assigned to them, he/she must report it accordingly:

- to the Board of Directors (if the party concerned is a director);
- to the Board of Auditors (if the party concerned is an auditor);
- to his/her immediate supervisor (if the party concerned is an employee);

- to his/her internal contact person (if the party concerned is an associate), and must refrain from carrying out the activities that are in conflict and/or community of interests.

Section I – utilisation of company property

VI) In carrying out their assigned tasks and duties, every internal addressee (manager, auditor, employee or internal associate) shall be required to utilise the tools, equipment and workplaces provided:

- with due care and diligence;
- in accordance with the information or training received;
- in compliance with the legal and regulatory provisions that govern their utilisation for whatever purpose.

VII) In terms of the utilisation of the tools, equipment and workplaces in a responsible and conservative manner, every internal addressee shall also be required to do their utmost to ensure the maximum efficiency and safety of the aforesaid tools, equipment and workplace and reduce the risk of theft and/or misplacement.

VIII) In accordance with the provisions of clause II) above, internal addressees shall not utilise any tools, equipment and workplaces to pursue any interests other than those of RACHELLI.

IX) As regards the utilisation of any computer equipment allocated to them, internal addressees shall adhere to the provisions of the "IT Regulations" signed by them (Attachment "A"), which are deemed to form an integral part of this Code of Conduct.

Section II – protection of confidentiality

X) Every addressee shall be duty bound to respect the confidentiality of all data and/or information, of whatever type and in any way relating to RACHELLI's business, to which they may become privy by virtue of their jobs or otherwise, and they shall therefore be prohibited from disclosing the aforesaid data and/or information to any third party, whether inside or outside the organisation.

XI) Every addressee shall equally be duty bound to respect the confidentiality of any sensitive data and/or information regarding third parties with which they may come into contact while performing their jobs and duties.

XII) In this regard, every addressee shall be required to ensure the proper application of legal provisions regarding the handling of personal information.

Section III – Accuracy and transparency of company information

All actions, operations and transactions shall be properly recorded in the company accounting system in accordance with the applicable legal criteria and accounting principles and, furthermore, shall be duly authorised, verifiable, legal, consistent and appropriate.

In order for accounting entries to comply with truth, completeness and transparency requirements, full and appropriate backup documentation shall be kept for every operation in order to facilitate:

- ✓ verification of the accuracy of accounting entries;
- ✓ the immediate identification of the detail and underlying reasons for the operation;
- ✓ the official and chronological reconstruction of the operation;
- ✓ verification of the decision-making process and identification of the various levels of responsibility.

Every employee shall, within the scope of their jurisdiction, strive to ensure that every pertinent event relating to the management of the Company is properly and timeously recorded in the accounting books.

Every accounting entry shall precisely reflect what appears in the backup documentation. Therefore, every employee charged with this duty shall ensure that the backup documentation is easily traceable and is indexed in a logical manner.

All information circulated within RACHELLI for the purposes of drafting the financial statements and to ensure a clear and true representation of RACHELLI's economic, asset and financial situation shall adhere to the principles of truth, completeness and transparency and reflect the independence of each company and their respective scope of operations.

Section IV – Gifts, free samples and other benefits

In their dealings with suppliers, political institutions, Public Administration bodies and third parties in general, Addressees shall not promise, accept or offer any gifts, free samples, benefits (either direct or indirect) or acts of courtesy or hospitality whose type or value goes above and beyond the generally accepted standard business practice, local custom or ordinary courtesy or that are, in any event, aimed at receiving favours or other undue benefit with regard to RACHELLI's corporate operations.

Should any Addressee be offered or promised any gifts, free samples, or acts of courtesy or hospitality, he/she shall immediately report the matter to the applicable company body, which shall decide whether or not whatever has been offered or promised is acceptable.

Section V – Prevention of conflicts of interest

In performing their duties, Addressees shall avoid situations in which the parties involved in the transactions may be experiencing, or even merely appear to be experiencing any conflict of interests.

Conflict of interests shall be deemed to include any situation in which the Addressee pursues any interest other than the Company mission or does anything that could somehow hinder his/her ability to make decisions that are exclusively in RACHELLI's interest, or where the individual benefits personally from RACHELLI's business opportunities.

Purely by way of example but not limited to the following, conflict of interests includes the following conduct:

- ✓ ownership, even indirectly, of any shareholding or financial interest in any of RACHELLI's suppliers or competitors;
- ✓ acceptance of any position or doing any work whatsoever for RACHELLI's suppliers or customers.

Addressees shall refrain from undertaking any activities that are contrary to RACHELLI's interests, on the understanding that undertaking any such activities cannot in any way justify any conduct that is contrary to the RACHELLI ITALIA Code of Conduct.

In the event that a conflict of interests does arise, the Addressee involved shall immediately inform the applicable Company body and abide by whatever decision the latter may choose to make in that regard.

Heading II – Dealings with third parties

XIII) In performing any of their assigned tasks or duties that involve dealing with third parties (including external addressees such as external associates, suppliers, contractual counterparties and consultants), every internal addressee shall base his/her conduct on the principles of honesty, transparency, propriety, integrity and legality. Every addressee shall expect the same sort of conduct from any third party with whom they have any dealings while performing their assigned tasks and duties.

XIV) Every internal addressee shall be required to adhere to the following directives whenever he/she discloses any information about RACHELLI or its business operations to anyone outside of the Company:

- any information that any internal addressee discloses to any third party shall be transparent, true and accurate;
- every internal addressee shall be required to abstain from making any statement to any third party that could harm the RACHELLI's image.

XV) In their dealings with third parties (including the previously specified external addressees), it shall be prohibited for any internal addressee to give and/or receive and/or promise any cash payment, payment in kind or any tangible or intangible benefit other than something of moderate value and is in accordance with standard business practice.

Section I – Dealings with the Public Administration and public institutions

All dealings with National, European Union and International Public Administrations and public institutions shall be based on strict compliance with all currently applicable legislative provisions and adherence to the principles of honesty, propriety and transparency.

Dealings with National, European Union and International Public Administrations and Public institutions, as well as with public officials or public service employees or bodies, representatives, department heads, members, employees, consultants or persons involved in the provision of public services shall not unduly influence the decisions of the Administrations or Institutions themselves and, in particular, those of the officials that make deals or make decisions on their behalf.

During the course of any negotiations or business dealings with Public Administrations or Institutions, RACHELLI shall not do any of the following:

- ✓ offer jobs or employment opportunities and/or business deals to any of the public officials involved in the negotiations or business dealings, or to their respective family members;
- ✓ offer free samples or other goods;
- ✓ provide false information or fail to mention any significant details where necessary.

Furthermore, no RACHELLI representative and/or employee shall be permitted to offer, directly, indirectly or via a third party, any cash payment or other benefit of any kind and of whatever value to public officials, whether they be public officials, government representatives or public service employees, in return for any official assistance or for expediting or delaying any action that is contrary to their official duty.

Section II – Dealings with customers

RACHELLI's business is based on quality, meaning not only the virtues of our service virtue but also in terms of caring about the special needs of our customers, as well as on professionalism, openness, timely response to business requests and careful consideration of complaints so as to ensure that our customers are completely satisfied.

In their dealings with customers, Addressees shall be required to communicate in a clear and proper manner and wherever possible in writing so as to avoid any confusion or misunderstandings regarding the content of existing business dealings.

Section III – Dealings with suppliers

RACHELLI handles all its dealings with suppliers with loyalty, propriety and professionalism, encouraging ongoing collaboration and solid, long-term relationships.

The selection of suppliers and the setting of purchasing terms and conditions are based on an objective, unbiased assessment of quality, price and the guarantees provided.

In its dealings with suppliers, RACHELLI adheres to the following principles:

- ✓ purchasing is left to designated departments;
- ✓ the goods/services required are selected beforehand and purchased exclusively on the basis of quality and price;
- ✓ all negotiations with an existing or potential future supplier shall deal exclusively with the goods and services being negotiated with the supplier.

In their dealings with suppliers, Addressees shall be required to communicate in a clear and proper manner and wherever possible in writing so as to avoid any confusion or misunderstandings regarding the content of existing business dealings.

All undertakings shall be made and relations with existing and potential future suppliers shall be managed in accordance with the provisions of this Code of Conduct regarding the prevention of conflicts of interest.

Section IV – Dealings with business partners and other contractual counterparties

Dealings with business partners and contractual counterparties occur in accordance with the fundamental principles contemplated in this Code of Conduct and the applicable regulations in force at the time.

Activities involving contractual counterparties must be based on the principles of honesty, loyalty, willingness and transparency and must be sustained by competence, professionalism, dedication and efficiency.

In setting up initiatives with business partners, the principles laid down in this Code of Conduct must be adhered to at all times. In particular:

- ✓ relationships must only be established with partners that have a respectable reputation, that are only involved in legal activities and whose corporate conduct culture is comparable to that of RACHELLI;
- ✓ ensure that all agreements are transparent, and entering into any illegal secret pacts or agreements must be avoided;
- ✓ relationships with partners must always be transparent and collaborative;
- ✓ any kind of conduct by any business partner that appears to be contrary to the principles contained in this Code of Conduct must be reported immediately, either to an immediate supervisor or to the one of the company bodies.

Section V – Dealings with public entities

RACHELLI ITALIA contributes to the economic wellbeing and growth of the community in which it operates. To this end, in conducting its corporate operations the Company shows respect for both the local and national community and always encourages dialogue with the trade unions and other associations.

All dealings between RACHELLI and representatives of political and trade union institutions, officials, Public Administration bodies and regulatory authorities are based on the principles of integrity, transparency and propriety and are limited to the designated functions and duly authorised strictly in accordance with legal and regulatory provisions.

Addressees involved in such dealings shall avoid any conduct that, although not necessarily criminal as such, could actually or potentially be interpreted as exercising undue influence on the activities of the aforesaid institutions and bodies. More specifically, Addressees shall not directly or indirectly promise, offer or hand over any cash, goods or, in general, provide benefits to such parties with the aim of promoting or favouring RACHELLI's interests. Addressees shall not attempt to sidestep the aforesaid prohibition by resorting to other types of assistance or contribution such as, purely by way of example but not limited to, sponsorships, consultancies or company commissions with the aforesaid final aim.

Section VI – External control system

RACHELLI promotes and disseminates a culture of control throughout the entire organisation, at all levels, sensitising its employees to the importance of the internal control system and the need to comply with current

regulations and company procedures while carrying out their respective duties.

The terms “Internal controls” shall be understood to mean all the necessary tools for directing, managing and monitoring company operations, with the aim of ensuring legal and procedural compliance, safeguarding company assets, managing work activities efficiently and providing accurate and complete accounting and financial information.

Within the scope of their respective job functions, all personnel shall be responsible for the definition and proper functioning of the control system via the range of control activities that these individuals perform in their respective processes.

The monitoring and evaluation of the control, risk management and corporate governance processes are subject to internal audits.

In order to facilitate internal audit activities and other activities required by the external auditing firm, RACHELLI guarantees free access to all the necessary data, documentation and information.

Heading III – Internal administration

Section I – management of financial resources

XVI) As regards the individual business transactions that combine to constitute the company's business operations and, generally speaking, any transaction or operation that involves the movement of financial resources, within their respective scope of responsibility every employee shall verify the appropriateness of the sums moved and the pertinence of each to the underlying operation.

XVII) As regards the abovementioned operations, within their respective scope of responsibility every employee shall comply with the procedures regarding the posting and recording of financial movements and, in general, any other legal and/or regulatory requirements, where applicable.

Section II – accounting

XVIII) Every RACHELLI employee involved in the accounting function shall, within their scope of responsibility, verify compliance with the legal and regulatory requirements applicable to company accounts.

XIX) The company accounting system shall, in any event, take into account and adhere to the principles of truth, transparency, accuracy and completeness.

Heading IV – Human resources management

Section I – selection and management of employees

XX) The choice of any new employees to be engaged shall be based solely on how well each candidate meets RACHELLI's requirements in terms of the company's current needs.

XXI) In any event, RACHELLI's personnel needs and the Company's stipulated selection requirements shall never violate any of the constitutional, legislative or regulatory provisions, or public safety principles, nor shall they in any event involve any kind of discrimination whatsoever (on the grounds of gender, race, religion, political opinion, etc.).

XXII) Any disciplinary or reward provisions or provisions that involve the allocation of specific tasks / duties shall be adopted solely on the basis of the individual conduct and merits (or demerits) of each RACHELLI employee.

XXIII) Relationships between RACHELLI employees shall be based on propriety, honesty, ethics and the exercising of hierarchical authority within the scope of the tasks / duties assigned to each employee.

Section II –health and safety in the workplace

XXIV) RACHELLI adopts company policy that is aimed at achieving the highest standards as regards ensuring workers' health and safety in the workplace.

XXV) Ensuring the safety of and protecting both internal addressees carrying out their designated tasks and external addressees undertaking specific work for RACHELLI is a top priority for the Company.

Final rules

XXVI) It shall be prohibited for any addressee to:

- be involved in any dealings that may be deemed to be illegal or procedurally unacceptable;

- commit any act that may lead to the commission of any crime or procedural offence.

XXVII) Every addressee shall base his/her conduct on the need to comply, not only with any legislative and regulatory provisions that may arise by virtue of the individual's job or designated duties, but also with the precepts ratified by this Code of Conduct.

XXVIII) Any addressee who is aware of any violation of the aforesaid legislative or regulatory provisions and/or precepts shall be required to report such violation to the Directors of RACHELLI.

XXIX) Every addressee shall be duty bound to report any doubts or uncertainties that he/she may have and to request information and

explanations regarding the content of the precepts ratified by this Code of Conduct.

5. VIOLATIONS AND DISCIPLINARY PENALTIES

Compliance with the provisions of this Code of Conduct shall be deemed to be a fundamental part of all employees' contractual obligations to RACHELLI in terms of the employment regulations applicable to them. Therefore, any violation of the provisions of this Code of Conduct may constitute non-fulfilment of the employee's obligations and/or a disciplinary offence in terms of the applicable regulations.

Adherence to the principles contained in this Code of Conduct is part of the contractual obligations accepted by associates, consultants and anyone who has a business relationship with the Company. Therefore, any violation of the provisions contained herein may constitute non-fulfilment of contractual obligations, with all of the associated legal consequences regarding the termination of the contractual agreement and claims for any damages incurred, as contemplated in the applicable rules and regulations. It is understood that any violation committed by individuals in senior company representation, administrative or management positions within RACHELLI ITALIA shall result in the applicable company body adopting whatever disciplinary action it may deem to be appropriate, taking into account the nature and seriousness of the violation and the position held by the individual that is guilty of such violation, in accordance with the applicable rules and regulations.

6. APPROVAZIONE DEL CODE OF CONDUCT E RELATIVE MODIFICHE

This Code of Conduct has been approved by the Company's Board of Directors.

Any amendments and/or updates shall be approved by this same body and immediately circulated to all Addressees.