



**CODE OF ETHICS  
AND CONDUCT  
OF THE FPZ GROUP**



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## TABLE OF CONTENTS

I.	INTRODUCTION. PURPOSE OF THIS DOCUMENT .....	4
II.	RECIPIENTS OF THE CODE OF ETHICS.....	4
III.	HOW TO USE THE CODE OF ETHICS.....	5
IV.	FPZ GROUP'S ETHICAL PRINCIPLES .....	5
IV.1.	HONESTY AND FAIRNESS .....	5
IV.2.	CONFIDENTIALITY .....	5
IV.3.	HUMAN RIGHTS.....	5
IV.4.	FIGHT AGAINST CONFLICTS OF INTEREST .....	6
IV.5.	ETHICS, TRANSPARENCY, CLARITY AND FAIRNESS IN BUSINESS MANAGEMENT.....	7
V.	ETHICAL PRINCIPLES AND RULES OF CONDUCT.....	8
V.1.	RELATIONSHIPS BETWEEN EMPLOYEES .....	8
V.2.	DILIGENCE REQUIREMENTS .....	8
V.3.	DUTY OF LOYALTY.....	9
V.4.	PROTECTION OF COMPANY ASSETS.....	9
V.5.	USE OF IT SYSTEMS AND PROTECTION OF PRIVACY .....	10
V.6.	INVOLVEMENT.....	10
V.7.	PROTECTION OF HEALTH AND SAFETY .....	10
V.8.	OBLIGATIONS OF MANAGERS .....	11
V.9.	RELATIONSHIPS WITH CUSTOMERS.....	11
V.10.	RELATIONSHIPS WITH SUPPLIERS .....	12
V.11.	USE OF SOCIAL MEDIA.....	12
VI.	IMPLEMENTATION AND CONTROL METHODS.....	13

## I. INTRODUCTION. PURPOSE OF THIS DOCUMENT

This ethical code (hereinafter the “Code of Ethics”) aims to collect and illustrate the principles of behaviour that the FPZ Group (hereinafter also “the Group”) deems essential to observe upon conducting the activities required for the achievement of the institutional purposes, both within the Group and in relations with third parties.

The purpose of this Code of Ethics is also to harmonise the principles adopted across the Group, in order to ensure a benchmark for ethical behaviour for all the companies and branches that are part of it.

Attention to ethics is an indispensable approach in terms of the Group's reputation and reliability and embodies the commitment of the Group also as concerns the prevention of the crimes set out in the Italian legislative decree dated 8<sup>th</sup> June 2001, no. 231 and subsequent amendments and additions.

It is therefore important to clearly define the values that the Group recognises, promotes and shares, without claiming to be exhaustive. The Code of Ethics herein fulfils this need, being a code of conduct that all the Group's directors, executives, managers, employees and contractors, as well as the Group's suppliers, are required to observe upon conducting business activities, performing their job and, generally, in internal and external relations and this for the proper operation, reliability and reputation of the Group itself.

## II. RECIPIENTS OF THE CODE OF ETHICS

The Code of Ethics is addressed to directors, managers, employees and contractors, as well as - as compatible and applicable - the Group's suppliers and customers.

The ethical principles and values expressed in the Code of Ethics, in fact, must inspire the daily activity of all of those who work in and with the Group, taking into consideration the importance of the roles, the complexity of the functions and the responsibilities entrusted to them in performing their tasks. Specifically, by way of example:

- The members of the corporate bodies adhere to the principles of the Code of Ethics in setting the corporate objectives and promote the adoption of the Code of Ethics, within the limits of their powers, by all Italian and foreign companies belonging to the Group;
- The actions of the branch managers are inspired by the principles illustrated in the Code of Ethics, ensuring that the latter are also known and respected by all the contractors who work under their responsibility;
- Employees and contractors, complying with the applicable laws and regulations in force in their respective countries, adapt their actions and

behaviour to the principles and values stated in the Code of Ethics;

- The Group respects the Code of Ethics in all its activities both in Italy and abroad.

### **III. HOW TO USE THE CODE OF ETHICS**

Everyone can consult the Code of Ethics in electronic format on the company's intranet or on the Group's website or can get a paper copy by asking the Personnel Department or their branch manager.

In addition, the Group informs the recipients of the Code of Ethics of any updates by e-mail or notice on its website.

The Group adopts appropriate initiatives to disseminate the Code of Ethics to all recipients as identified in paragraph II above who are required to be acquainted and fully comply with the Code of Ethics.

### **IV. FPZ GROUP'S ETHICAL PRINCIPLES**

The general ethical principles for the entire Group, on which all recipients must base their conduct upon performing their duties and tasks or maintaining their contractual, business and professional relationships with the Group, are illustrated below, in addition to the individual requirements set forth in paragraph V below.

#### **IV.1. HONESTY AND FAIRNESS**

Acting in the interest of the Group and/or the individual companies or branches can never justify a conduct contrary to the principles of fairness, honesty, loyalty and mutual respect.

#### **IV.2. CONFIDENTIALITY**

FPZ and the Group ensure the confidentiality of the information and personal data processed, as well as the protection of the information acquired in the course of business, in compliance with the provisions on the protection of personal data also pursuant to European Regulation no. 2016/679 where applicable.

All recipients are therefore required to strictly comply with this obligation as concerns all business activities learned in the performance of their duties or collaborations.

#### **IV.3. HUMAN RIGHTS**

The FPZ Group dissociates itself from any discrimination based on age, sex, health conditions, ethnic group, religious or political orientation, any membership of trade

unions, sexual orientation, personal beliefs and nationality of its employees, contractors and stakeholders and places respect for human rights and equal opportunities at the centre of its work.

#### IV.4. FIGHT AGAINST CONFLICTS OF INTEREST

The Group intends to prevent and avoid conflicts of interest, which occur when an employee or contractor has a direct or indirect interest that is in contrast even only potentially with the interest of the Group and/or an individual company or branch.

No worker or contractor who has the power to do so may hire spouses, relatives, friends, habitual tablemates or cohabitants, unless the decision is endorsed in writing by their manager. As far as FPZ subsidiaries are concerned, the decision must be validated in writing by FPZ SpA.

Failure to fulfil or incorrect fulfilment of these rules constitutes gross negligence for the FPZ Group, and may lead to a disciplinary procedure.

**In any case, any kind of cohabitation or close kinship** with employees of companies operating in sectors in actual or potential competition with FPZ and with the Group companies must be reported in order to allow the adoption of the necessary measures to ensure confidentiality and security of company data. Failure to communicate such relationships (even only changes) will constitute a contractual breach which could lead to professional consequences based on the severity, which will be assessed in relation to the position of the employee/contractor and the information that he/she could access. On the other hand, a timely notification will allow the normal ordinary continuation of the working relationship without obstacles to the employee/contractor's professional growth.

All recipients of the Code of Ethics must always follow a conduct that protects and promotes the best interest of FPZ and the Group and that does not create situations of conflict of interest even if only potential.

None of the recipients of the Code of Ethics may provide their services to or for companies or individuals that are competitors of FPZ and the Group. In any case, when this does not violate the regulations in force in the individual countries, no employee may work for companies other than the one in which he or she is regularly employed, except in the case of suspension from work without salary.

In the case of part-time employees/contractors who work for third parties, it is mandatory to report any situation of conflict of interest or which may compromise the security and confidentiality of company data or which may in some way determine violations of the non-compete obligation.

In any case, all employees, contractors and, in general, all recipients are required to maintain absolute secrecy regarding the interests of the company; moreover,

they must not take advantage, to the detriment of the Group and/or the individual companies, from their duties within the company, nor perform activities contrary to the interests of the company production, nor misuse, subsequent to the termination of the employment relationship and/or contract and in the form of unfair competition, news learned during the service.

#### **IV.5. ETHICS, TRANSPARENCY, CLARITY AND FAIRNESS IN BUSINESS MANAGEMENT**

The Group and the individual companies and branches undertake to maintain an organisational system that specifies clearly the attribution of responsibilities, reporting lines and the definition of functions. Every operation or process segment of the business must be registered, authorised, verifiable, legitimate and consistent. All operations must be verifiable in their decision-making, authorisation and implementation process.

Every contractor and every employee must be informed in a precise manner of their duties and, in the performance of their tasks, must comply with the rules established by the internal procedures. Should any impediments emerge which make it impossible to comply with such rules, the contractor or employee must promptly inform his/her hierarchical superior and, for branch managers, FPZ Italia.

The information provided in the course of their activity, both within and outside the Group and companies and branches, must be clear, truthful and authentic and delivered in a transparent manner. The Group reproves any behaviour aimed at altering the correctness and truthfulness of the data and information contained in any document and/or in corporate communications, whether legally required or not.

All the subjects in charge of drawing up the corporate documents required by law must verify, with due diligence, the correctness of the data and information that will be received for the preparation of such documents, also notifying promptly their hierarchical superior of any falsehood, errors or omissions of which they have become aware or that they have detected.

Every operation and/or transaction, understood in the broadest sense of the term, must be legitimate, authorised, consistent, congruous, documented, registered and verifiable at all times in compliance with company procedures.

The Group performs any economic operations and financial transactions in accordance with the principles of integrity and transparency and, in any case, does not conduct any fraudulent operations or transactions. For this reason, among other things, every operation and transaction must be correctly authorised, verifiable, legitimate, consistent and congruous.

## V. ETHICAL PRINCIPLES AND RULES OF CONDUCT

### V.1. RELATIONSHIPS BETWEEN EMPLOYEES

Relationships between workers must be based on utmost politeness and mutual respect. Basic rules such as personal decorum and hygiene represent the practical expression of courtesy and mutual respect that must be observed in compliance with contractual obligations.

At the workplace and within the company premises it is mandatory – even in situations of tension or inappropriate behaviour by colleagues – to keep calm and request the immediate intervention of one's hierarchical superior or deputy of the latter, absolutely avoiding quarrels or fights.

Behaviours or statements or jokes that may offend the sex, race, geographical origin, religious or sexual orientation of any employee or contractor of the company are not admitted, regardless of their hierarchical position in the company; if similar acts are reported, a disciplinary procedure will be opened pursuant to the Code of Ethics herein.

### V.2. DILIGENCE REQUIREMENTS

All recipients must:

- accomplish their tasks diligently and in the interest of the Group, but always in compliance with all the regulations in force in the respective countries; indeed, acting in the interest of the Group and/or the individual company can never justify conducts contrary to the regulations in force, as well as the principles of fairness, honesty, loyalty and mutual respect;
- observe the instructions given by FPZ and their direct hierarchical superior, whether they are contained in regulations or given orally at the workplace;
- take care of the premises and all that is entrusted to them (furniture, tools, machinery, equipment, instruments, etc.);
- observe all safety regulations in force in each country;
- abstain from taking alcohol or psychotropic substances of any kind during or right before the beginning of the work;
- communicate to their supervisor whether they have taken any medications that can in any way cause an alteration of their reactive and sensorial abilities and that in any case can even only potentially endanger other workers and/or company assets.

### V.3. DUTY OF LOYALTY

All those who work in the FPZ Group and, in any case, all the recipients of this Code of Ethics, must not do business on their own account or on behalf of third parties in competition with the Group, nor disclose information pertaining to the organisation and production methods of the company or use it in such a way as to cause detriment the Group and/or the Group's individual companies and/or branches.

Each recipient is required to immediately report any situation, even if only potential, that could jeopardise the security and/or the confidentiality of company data, whether contained in paper or digital media.

Furthermore, it is absolutely forbidden to bring home any documents and, in the case of access from home via the computer means provided by the company or through the company servers from personal devices (of any kind), it is necessary to indicate in advance to one's supervisor the existence of any issues that could in some way determine situations of danger, even if only potential, to the security and confidentiality of company data.

Please also refer to paragraph IV.4. above regarding the fight against conflicts of interest and consequent prescriptions for the recipients of this Code of Ethics.

### V.4. PROTECTION OF COMPANY ASSETS

"Company assets" means work tools and equipment used in the company, those provided individually to employees, the company premises and information owned by FPZ and the Group.

It is the responsibility of each of those who work in the Group to use the assets entrusted to them only for the performance of their duties, unless otherwise stated, keeping them with care and protecting such assets from theft, damage or improper use.

There are also shared assets, which must be used according to the rules imposed by the Group and by FPZ Italia.

It is forbidden to make available to third parties, both within and outside the Group, information or data that such subjects have no reason to know and/or handle. In the event of uncertainty and/or doubts about the possibility of providing data and/or information to third parties, it is necessary to request authorisation from one's supervisor (in the case of branch managers, FPZ Italia should be contacted).

Everyone is liable for any losses and damages that may be attributed to their fault or negligence, as well as to any arbitrary changes made to work objects and tools. Any damage will be assessed objectively and the amount of the damage will be

communicated promptly.

#### **V.5. USE OF IT SYSTEMS AND PROTECTION OF PRIVACY**

It is forbidden to use information and computer systems in such a way as to interfere with one's own or others' productivity.

In any case, it is absolutely forbidden to browse, through company tools and/or company Wi-Fi, websites (and/or applications) that violate the law or damage the dignity of people.

Without prejudice to the provisions of paragraph V.11 below, it is strictly forbidden to browse through corporate and/or private tools, websites and/or applications that, in some way, could tarnish the image of the Group and/or the individual companies that belong to it.

In addition, all employees and contractors must comply with the laws on the protection of copyright which safeguard intellectual property rights. The software and databases protected by copyright and used by employees for the activities of the Group, companies and branches may not be reproduced, with the exception of copies made for backup purposes, nor may they be reproduced for the employee's personal use.

#### **V.6. INVOLVEMENT**

The Group commits to involving everyone in the achievement of the business objectives and in the solution of issues on the basis of their respective skills and responsibilities. For this purpose, organisational clarity and transparency are fundamental tools: specific work orders, which are disseminated throughout the Group, define the roles of everyone within the company.

#### **V.7. PROTECTION OF HEALTH AND SAFETY**

The Group complies with all legal, regulatory and technical provisions which become applicable over time on the protection of workers' health and safety and adopts management systems that are adequate for this purpose.

In any case, the fundamental principles and criteria on the basis of which decisions of all types and at all levels are made, in the field of health and safety at work in the context of the organisation, management and control model are: avoiding risks; assessing the risks that cannot be avoided; fighting risks at their source; adapting the work to the person, specifically as concerns the design of workplaces and the choice of professional equipment and work and production methods, in order to mitigate monotonous and repetitive work and reduce the effects of such tasks on health; planning prevention, working toward a consistent framework that combines

technique, work organisation, working conditions, social relations and the influence of work environment factors; giving priority to collective protection measures over individual protection measures; providing workers with appropriate instructions and information.

## V.8. OBLIGATIONS OF MANAGERS

In addition to the prescriptions stated above, employees who have management and/or responsibility functions towards personnel subject to their supervision and management and, in any case, branch managers and the top management, must avoid any abuse of their position. In particular, they must:

- be impartial and not indulge in preferential treatment;
- take decisions with the utmost transparency and be able to justify the reasons at any time;
- not determine, or contribute to determining, privileged situations;
- not use their decision-making and management power in order to obtain advantages for themselves or others;
- reject undue pressure.

In any case, all branch managers and those in charge of supervising and monitoring subordinates must ensure that all of the Group's employees and contractors are aware of this Code of Ethics, read it and are specifically trained on its content.

## V.9. RELATIONSHIPS WITH CUSTOMERS

The Group guarantees equal treatment to its customers and prospects. For this reason, the Group does not discriminate between customers without objective and verifiable reasons.

The Group maintains relations with customers based on honesty, loyalty, fairness, professionalism and, in any case, in compliance with the general principles set out herein.

The Group adopts all necessary measures in order to process personal and commercial information provided by customers in compliance with the laws and regulations which become applicable over time and, in any case, ensures the confidentiality of the information provided in the course of existing or potential trade relations.

The Group guarantees the safety of the products launched. To this end, it complies with all legal, regulatory and technical standards applicable over time, implementing appropriate control procedures.

## V.10. RELATIONSHIPS WITH SUPPLIERS

“Suppliers”, in accordance with this Code of Ethics, means all of those who provide the Group with goods or services, as well as the distributors of FPZ products.

Suppliers are required to accept the principles of this Code of Ethics and, in any case, to respect workers' rights and must not use child labour in all circumstances.

Suppliers are selected based on multiple criteria including, but not limited to, the technical suitability of the products or services offered, their quality, the price of the offer, respect for the environment and acceptance of the principles set forth in this Code of Ethics.

The Group adopts appropriate procedures to assess in a transparent and impartial manner the reliability and skills of each supplier, the cost-effectiveness of their offer and the guarantees of support and promptness of services.

Relationships with suppliers are based on principles of transparency, fairness and loyalty.

## V.11. USE OF SOCIAL MEDIA

One of the purposes pursued by the Group is the protection of all of those who come into contact with it, ensuring fairness and transparency also in this respect, with the awareness that there is no separation between the public and private sphere on the Web.

Therefore, in order to protect the Group's image without affecting the freedom of expression and criticism of the recipients of the Code of Ethics, the latter are required, without prejudice to the provisions applicable to the Group employees who shall in any case comply with the internal social media policy:

- not to disclose via the social media any confidential information, such as correspondence, third-party information of which they are aware (e.g. partners, customers, institutions, users, etc.) or information on working activities, services, projects and confidential documents, before such information is officially and/or formally made public, communicated or previously authorised by the Group;
- not to disseminate threatening or abusive messages, personal comments and statements which are offensive for the Group or which, due to the form and content, may in any case be detrimental to the Group, tarnishing its image;
- not to disclose content that violates the image, privacy, ethics or reputation of the Group and those who work for and collaborate with it;

- not to share content covered by copyright and/or industrial property rights;
- not to use the logo of the Group and of the individual Group companies, nor register profiles using names or trademarks of the Group and of the individual Group companies, unless previously authorised;
- as concerns specifically customers and suppliers, they may not publish on their web channels and/or social media any images, models, drawings, prototypes and any type of material owned by the Group (or by the individual Group companies) which is in their possession by virtue of the existing business relationships, unless previously authorised by the Group or by the individual Group company concerned.

## VI. IMPLEMENTATION AND CONTROL METHODS

The recipients of this Code of Ethics, without exception, are required to comply fully with the prescriptions contained herein, with reference to the specific paragraphs addressed to the different categories of recipients.

All recipients of the Code of Ethics are also required to report any violation or suspected violation of the Code of Ethics to their supervisor or, in his/her absence, to another hierarchically superior subject (for branch or business unit managers, FPZ SpA in the person of the Managing Director).

In case of doubt about the implementation of the provisions of this Code of Ethics or if uncertain whether a particular conduct may be contrary to the provisions set out herein, each recipient is required to request prior clarification from his/her supervisor or, in his/her absence, from another hierarchically superior subject (for branch or business unit managers, FPZ SpA in the person of the Managing Director).

Compliance with the rules of this Code of Ethics must be considered an integral and essential part of the obligations of the recipients by virtue of the existing employment relationship and/or contract with the Group. Therefore, any breach of the provisions of the Code of Ethics may lead to a disciplinary procedure or non-fulfilment of the contractual obligations, subsequent to which the contract may be terminated and damages may be claimed. Those who report violations of the Code of Ethics who know that they are false or that they have not actually occurred and, in any case, who act for retaliatory and punitive purposes, in order to damage the image or the reputation of the alleged perpetrator of the deed reported, may also be subject to disciplinary procedures and/or claims for damages.