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FABA S.R.L. CODE OF CONDUCT FOR SUPPLIERS

PRESENTATION

FABA S.r.l. is an Italian company based in Vascon di Carbonera specialised in the production and distribution of innovative products and accessories for the listening to fairy tales and educational content for boys and girls. The goal is to create a world of fun and educational games to grow up without the use of screens, stimulating imagination and learning.

The Supplier Code of Conduct establishes ethical principles and expected behaviours, promoting shared responsibility and transparency in the supply chain.

Responsible conduct is fundamental to the commercial success and mutual reputation between FABA S.r.l. and its partners.



RECIPIENTS

Knowledge of and compliance with the Supplier Code of Conduct are contractual obligations for Suppliers. Partners who breach these rules compromise the relationship of trust and will be subject to sanctions. FABA S.r.l. seeks partners who share its philosophy and principles.

The company aims to establish relationships of trust, respect and collaboration with Suppliers through a bilateral dialogue.

REQUIREMENTS IMPOSED ON SUPPLIERS

1. LOYALTY, DILIGENCE AND GOOD FAITH

Compliance with loyalty, diligence and good faith is crucial to ensure transparent and productive cooperation, promote quality, integrity and to minimise legal and reputational risks. These principles help to establish and maintain solid and successful business relationships.

Each recipient must act loyally and in good faith, respecting the contractual obligations and ensuring the required performance.

FABA S.r.l. promotes business conduct in accordance with the law, including within the corporate context of the Suppliers, based on transparency and respect for the competent authorities.

1.1 IMPARTIALITY AND NON-DISCRIMINATION

The recipients of the Supplier Code of Conduct, in full compliance with the principle of good faith, operate impartially in the exercise of their activities, guaranteeing independence of judgement and the absence of any commercial and financial interest that could lead to biased behaviour, preferential treatment or unequal treatment.

In relations with all parties, any form of discrimination based on age, racial and ethnic origin, nationality, political opinions, religious beliefs, gender, sexuality and health status is prohibited.

1.2 DOCUMENTATION AND TRANSPARENCY OF THE ACTIVITY

The activities of the recipients of the FABA S.r.l. Code must comply with the current laws and must be managed with correctness, transparency and traceability.

Transactions must be adequately recorded and documented to allow for audits.

FABA S.r.l. and Suppliers must ensure that the products are not harmful and must provide complete and truthful information to allow consumers to make informed choices.

All business relationships must be based on honesty, transparency and good faith, avoiding anti-competitive behaviour.



It is forbidden to:

- submit false declarations;
- omit information required by public bodies;
- represent facts in a misleading manner;
- use public funds for different purposes;
- offer undue advantages to public representatives to obtain services, funding or certifications.



1.3 RULES OF CONDUCT RELATING TO SUPPLIERS: SELECTION AND COMMERCIAL RELATIONS

Compliance with the rules relating to the selection and management of suppliers is essential to ensure that commercial relationships are safe, sustainable and efficient. This not only protects the company from risks and issues, but also helps to build a network of suppliers that supports the company's objectives and promotes good commercial practices.

FABA S.r.l. selects Suppliers that comply with the current legislation and with the Code of Conduct, basing the choice on formalised procedures and objective assessments of quality, price and ability to promptly supply the necessary products. Suppliers are not favoured for personal reasons or other advantages not related to the interests of the company.

Suppliers must:

- avoid relationships with individuals involved in illegal activities;
- not have relationships with those who breach fundamental human rights;
- avoid transactions with companies that do not comply with the health, safety and environmental standards.

Compensation to Suppliers must be in accordance with the contract, and payments made only to the contractual party and in the country of the contractual parties.

1.4 LEGALITY AND FAIRNESS IN THE RELATIONSHIP WITH THE PUBLIC ADMINISTRATION

FABA S.r.l. and its Suppliers avoid behaviour that may unduly influence public officials.

It is not permitted to offer employment or commercial opportunities to employees of the Public Administration.

Consultants used for relations with the public administration must comply with company directives and must have no ties to it. The selection of consultants is based on professionalism and correctness, avoiding relationships with those who have ties of dependency or kinship with public officials.



1.5 PROTECTION OF FAIR TRADE AND PROPERTY RIGHTS

Adhering to these standards of conduct not only prevents legal and reputational risks, but also supports a healthy and competitive business environment, promoting innovation and protecting the interests of all parties involved.

FABA S.r.l. and its Suppliers guarantee fairness in trade, avoiding the marketing of false or altered products.

They ensure compliance with the regulations, product quality and fraud prevention through rigorous controls on imports and exports.

It is forbidden to use products with altered or counterfeit information and to breach trademark, patent and copyright rights.

Managers, members, employees and partners cannot:

- publish works protected by copyright on the company website;
- photocopy or distribute protected texts;
- use protected texts, images or videos for promotional purposes;
- publicly display protected works without authorisation.

The logos and signs of FABA S.r.l. must be used appropriately.

Suppliers must respect industrial property rights on materials and processes used by FABA S.R.L.

1.6 ETHICAL BUSINESS PRACTICES: INTEGRITY IN OPERATIONS AND PREVENTION OF MONEY LAUNDERING

Compliance with ethical business practices and the prevention of money laundering is crucial to:

- maintain its reputation;
- ensure regulatory compliance;
- promote social responsibility;
- improve competitiveness;
- ensure the financial and operational stability of the company.



All operations and transactions must be authorised and recorded in compliance with the principles of correctness, honesty and impartiality.

The employees of FABA S.r.l. are required to operate with due diligence in order to ensure that the activities are supported by the necessary authorisation procedures and documentary and/or IT checks.

The Company promotes correct conduct in business activities and prohibits any conduct that, even with the collaboration of third parties, may encourage money laundering, the receiving of stolen goods or the use of goods or utilities of illicit origin, both nationally and internationally.

1.7 REPUDIATION OF ALL FORMS OF TERRORISM, SUBVERSION AND CRIMINAL ACTIVITY

FABA S.r.l. firmly condemns any form of terrorism, activity aimed at subverting the democratic order or at criminal conduct.

FABA S.r.l. and its partners undertake not to establish any working or commercial relationship with persons involved in

terrorism, subversive activities of the democratic order or organised crime, nor to finance or facilitate any of their activities.

1.8 CORRUPTION PREVENTION AND REGULATORY COMPLIANCE

Adopting and adhering to stringent anti-corruption and regulatory compliance standards is not only a legal obligation, but also a strategy to ensure the long-term success and sustainability of a company.



FABA S.r.l. and its Suppliers undertake to prevent and combat any form of corruption or deviation from good corporate performance.

In full compliance with the provisions of art. 2635 of the Italian Civil Code, entitled "Corruption between private individuals" as per art. 25-ter letter s-bis of Legislative Decree 231/01, any conduct aimed at altering the correctness and transparency of commercial relations between companies is condemned.

It is particularly forbidden to offer or promise money or other benefits to directors, general managers, managers responsible for preparing accounting and corporate documents, auditors and liquidators of another company in order to induce them to perform or omit acts in breach of the obligations relating to their office or of the obligations of loyalty, in order to obtain an advantage for the Company.

The legislation aims to repress forms of mismanagement and deviations from good corporate performance, protecting the integrity of commercial relations.

1.9 GIFTS AND BENEFITS

Compliance with the requirement on gifts and benefits is crucial to ensure that all decisions are based on objective criteria and not on personal incentives or favouritism.

The company firmly condemns any behaviour that involves the promise or offer, directly or indirectly, of gifts and benefits to public officials and/or to public service representatives, Italian or foreign, or to their family members, when such actions may procure an undue or illicit interest and/or advantage.

Acts of commercial courtesy, such as gifts or forms of hospitality, are permitted, provided that they are previously and duly authorised, of modest value and not interpretable, by an impartial observer, as aimed at obtaining an advantage, even non-economic.



FABA S.r.l. expects its Suppliers to take all necessary precautions to counter the phenomena of money laundering, receiving and use of money, goods or utilities of illicit origin.

Suppliers must comply with Italian and EU anti-money laundering regulations and must promptly report any possible crime of this type to the competent authorities.

2 CONFIDENTIALITY

Companies in commercial relations with FABA S.r.l. must guarantee the protection of all company data and information. It is therefore forbidden for recipients to reveal such data and information to third parties, unless they are in the public domain or easily accessible to experts and operators in the sector. It is also forbidden to disseminate false news about FABA S.r.l., both inside and outside the supplier company.

2.1 RULES OF CONDUCT TO PROTECT PUBLIC FAITH

Respecting the rules of conduct to protect public faith is essential not only for legal compliance and to avoid risks, but also to ensure transparency, strengthen reputation and to promote long-lasting business cooperation based on ethical principles.

It is forbidden for the Managers, Shareholders, Employees and Collaborators of the Suppliers of FABA S.r.l. to circulate counterfeit or altered banknotes, coins, credit cards, stamp duty notes and tax stamps.

This prohibition extends to anyone who becomes aware, even accidentally, of conduct harmful to the company during or on the occasion of the performance of their activities in relation to FABA S.r.L.

Anyone who makes or receives cash payments and has doubts about the authenticity of such payments must immediately report this to the relevant corporate bodies. The latter will report the fact to the competent authorities and, if necessary, to the Supervisory Body.

The Suppliers of FABA S.r.l. are required to maintain an attitude of maximum availability and collaboration with the inspection and control bodies, avoiding hindering in any way the functions of the public supervisory authorities that operate by virtue of their institutional functions.

3 IMPLEMENTATION AND CONTROL: ORGANISATIONAL AND MANAGEMENT MEASURES FOR COMPLIANCE AND PREVENTION

In compliance with current legislation and with the aim of guaranteeing efficiency, fairness, transparency and quality in company activities, FABA S.r.l. and its Suppliers adopt appropriate organisational and management measures to prevent unlawful conduct or conduct contrary to the rules established by this Code by any person acting for the Company.

Partners implement and maintain organisational and management models that include appropriate measures to



ensure that activities are performed in compliance with the law and with the provisions of this Code and to promptly identify and resolve risk situations.

3.1 COMPLIANCE WITH THE CODE AND REPORTS

Compliance with this requirement is crucial to ensure ethical, safe and compliant business operations, to protect the company's reputation and to maintain relationships of trust and cooperation with FABA S.r.L.



FABA S.r.l. employees must report to the Supervisory Body any breaches:

- of laws;
- of regulations;
- of the Supplier Code of Conduct;
- of internal procedures;
- of accounting irregularities;

The reports are kept confidential by the Supervisory Body.

With the entry into force of the Whistleblowing legislation (EU directive 1937/2019 and Legislative Decree 24/2023), FABA S.r.l. entered into an agreement with an external company to handle reports through a dedicated web page at the link <https://ethicpoint.eu/faba/>, with the e-mail faba@ethicpoint.eu and a free-phone number 800 985 231

4 SUSTAINABLE DEVELOPMENT: COMMITMENT TO ENVIRONMENTAL AND SOCIAL SUSTAINABILITY

Complying with environmental and social sustainability requirements is crucial not only for ethical reasons, but also for practical and strategic reasons. It ensures that the supplier

contributes to a sustainable future and operates in a way that is aligned with customer expectations and those of FABA S.R.L.

FABA S.r.l. is committed to promoting sustainability also among Suppliers, who must focus on three main areas:

1. economic: reduce waste and errors, manage financial risks and improve internal communication.
2. social: creating healthy, inclusive and safe work environments, promoting employee well-being and equity.
3. environmental: minimise environmental impact through responsible resource management, waste reduction, choice of sustainable suppliers and promotion of green transportation options.
4. Suppliers must continuously monitor and improve their environmental performance.



FABA S.r.l. and Suppliers must verify the technical and professional suitability of third parties who manage internal activities and ensure compliance with the safety and quality regulations.

A responsible plastic and packaging management policy must include material reduction, use of recyclable materials, reuse and collaboration with partners, supported by regular audits and transparent communication. Certifying the origin of raw materials and complying with the environmental regulations are essential to ensure sustainability and long-term success.

5 RESPECT, MANAGEMENT AND ENHANCEMENT OF HUMAN RESOURCES

FABA S.r.l. recognises that human resources are fundamental for its development and growth.

The management of human resources is based on respect for the personality and professionalism of each individual, recognising the contribution of each as an engine of business growth.

Therefore, FABA S.r.l. expects its Suppliers to care for the work environment which, inspired by respect, fairness and collaboration, favours the involvement and empowerment of partners, employees and collaborators, with a focus on the objectives to be achieved and on how to pursue them.

The selection, hiring, remuneration and management of human resources must be based on criteria of merit and competence, respecting the collective bargaining in force and the reward system adopted, based on criteria of objectivity and reasonableness.



5.1 HUMAN RIGHTS AND CONDITIONS OF EMPLOYMENT

Respecting human rights and working conditions requirements is not only a regulatory obligation, but a commitment to responsible and sustainable business practices, essential to a supplier's long-term success and positive reputation.

FABA S.r.l. is against harassment and misconduct in the workplace and treats breaches strictly. It promotes a respectful and inclusive work environment, free from abuse and intimidation.

In addition, the company supports freedom of association and the right to collective bargaining, and expects Suppliers to respect these rights, allowing workers to participate in trade unions and to negotiate their working conditions without fear of retaliation.

FABA S.r.l. requires that all hiring and collaborations take place through regular contracts and in compliance with the law. The company rejects and prohibits the use of child and forced labour,

complying with international and national regulations, in line with the standards of the International Labour Organisation (ILO).

The International Labour Organisation (ILO) standards include conventions and recommendations to ensure decent working conditions and to protect workers' rights. These standards cover:

- freedom of association;
- the right to collective bargaining;
- the abolition of forced and child labour;
- equal treatment and non-discrimination;
- decent working conditions;
- social protection;
- specific working conditions;
- the protection of vulnerable groups.



The ILO conventions are internationally recognised as fundamental to fair and safe working conditions, and Member States are encouraged to ratify and implement them.

For further information on this, please consult the official website of the International Labour Organisation (ILO):

www.ilo.org.

5.2 OCCUPATIONAL SAFETY, ENVIRONMENTAL PROTECTION AND COMPANY BEHAVIOUR

Compliance with these standards not only ensures the well-being of workers and the protection of the environment, but also contributes to the sustainability and long-term success of the company and its business ecosystem.

FABA S.r.l. requires that all supplies of personal protection and safety equipment comply with the current certifications and regulations, including the obligations of Legislative Decree 81/2008.

Suppliers must ensure a safe working environment that complies with the occupational health and safety laws.

Corporate responsibilities for safety must be assigned to personnel qualified for risk management and control. It is forbidden to adopt behaviours that breach accident prevention and health protection regulations.

Suppliers must:

- implement measures to reduce health and safety risks;
- comply with the current regulations and promote employee training;
- monitor the application of safety procedures and inform external companies about health and safety obligations;
- ensure compliance with work and rest times.



Proactive actions must be developed to improve health and safety and to promptly report any issues. In addition, environmental protection must be guaranteed, avoiding harmful activities and respecting environmental regulations. The use of alcohol and drugs during company activities and smoking in the workplace are prohibited.

6 BREACHES AND PENALTIES

Compliance with the requirements established in this Code of Conduct is essential to maintain commercial relations with FABA S.r.L.

In the event of a breach of the Code by a Supplier or by other entities of the production chain, including sub-suppliers and distributors, FABA S.r.l. reserves the right to perform an in-depth assessment of the situation and to take the necessary measures to protect its interests and to ensure compliance with the Code.

If a breach is found, FABA S.r.l. will send the Supplier a formal communication specifying the nature of the breach and the deadline within which the Supplier must remedy it.

Failure to resolve the breach within the indicated period will result in the evaluation of all available options, including, but not limited to, termination of the contractual relationship.

For minor breaches, FABA S.r.l. is ready to offer support and collaboration to solve the problems encountered. However, if such issues are not resolved and persist, they could adversely affect the Supplier's S-rating.

In the event of serious breaches, such as those related to current legislation or issues of social responsibility, health and safety of workers, and if the Supplier does not demonstrate a concrete commitment to the resolution of issues, FABA S.r.l. reserves the right to review and, if necessary, to terminate the business relationship with the Supplier, in accordance with the applicable regulations.

The final decision on continuation of the business relationship may be revoked, waiving legal actions, adopting alternative solutions if the business partner demonstrates, in a convincing manner, that it has implemented effective corrective measures to prevent future breaches.

FABA S.r.l. considers it crucial to comply with the requirements indicated in this document for its commercial relations.

Conclusion

We include these expectations in our Supplier Code of Conduct, knowing that respecting these rights not only promotes social justice, but also contributes to greater productivity and more harmonious working relationships.

Collaboration with Suppliers who share these values is essential for maintaining high standards of social responsibility and for achieving the common goals of sustainable growth and collective well-being.

