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## CODE OF ETHICS

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## 1. PREMISE

### 1.1. About US

Faba S.r.l., founded in 2019 by Matteo Fabbrini, Chiara Gava, Alessio Polo and Francesco Poloniato, is based in Vascon di Carbonera in the province of Treviso. FABA S.r.l. is a company specialised in the production and distribution of innovative products designed to facilitate the listening to of fairy tales and educational content for boys and girls.

The goal of FABA is to create a world of fun and educational games to grow up without the use of screens, stimulating imagination and learning.

Faba was set up and grows in the belief that commercial success is not the most important thing. What matters is to achieve it in compliance with our personal vision, according to values that are more current than ever: professionalism, honesty, humanity, purposefulness, innovation, perseverance, respect, sustainability and social responsibility. All in the belief that to achieve great goals it is necessary to take care of every small detail.



### 1.2. Our values

Our mission is to revolutionise the education and entertainment of children through an interactive platform without screens, introducing them to listening, reading and learning to stimulate imagination, creativity and curiosity.

Our goal is to accompany children on their growth path, making listening to audio content a widespread practice and becoming a leader in the edutainment market, thanks to the combination of intelligent toys and editorial audio content dedicated to children from 0 to 10 years old.



- Fun Learning: We believe that learning should always be a fun and rewarding experience.
- Safety: We guarantee a safe and secure environment. The safety of children is our top priority and we are committed to keeping our products and services safe for them.
- Inclusivity: FABA is for everyone. We are committed to making everyone feel welcome, respected and valued.
- Imagination: We nurture creativity and imagination, encouraging boys and girls to explore, dream and achieve.
- Listening: we are convinced of the importance of listening. We listen to ideas, feedback and stories to continuously improve and improve our products.
- Impact: We are committed to making a difference, both in the lives of children and in the communities we serve.
- Sustainability: We are committed to operating responsibly, contributing to the construction of a sustainable future.
- Partnership: We believe in the strength of teamwork. We work together to create the best experiences possible.
- Empathy: We listen, understand and respond to our customers' needs with care and consideration.
- Innovation: We are committed to continuous innovation. We believe that innovation is the key to improvement.
- Care: We care about our customers and are committed to providing products and services that enrich and improve their lives.
- Responsibility: We respect our commitments. We are accountable to our customers, to our team, our

partners and society and we operate with integrity and transparency.

### 1.3. Objectives

Faba S.r.l. has set the following objectives, committing to take a holistic approach to the three ESG pillars in order to create synergies and integrate impact assessment into management and planning activities.

Become a Benefit Company, integrating social and environmental objectives into its articles of association.

Obtain the B Corp Certification, which attests to high standards of social and environmental performance, transparency and legal accountability.



### 1.4 Purpose of the Company Code of Ethics

The main objective of Faba S.r.l. is to maintain the standards of excellence of the sector in which it operates; the company strives for continuous improvement to progressively develop its business in a responsible way towards people and the environment. It is the belief of FABA S.r.l. that ethics in entrepreneurial activity is an approach of fundamental importance for the efficient functioning and credibility of a company towards its shareholders, customers and suppliers and, more generally, towards the entire economic and social context in which it operates. FABA S.r.l. intends to transform into a competitive advantage the knowledge and appreciation of the ethical values to which it relates and has, therefore, adopted this Company Code of Ethics (hereinafter "Code of Ethics" or also "Code"). The aim of this is also to prevent illegal and irresponsible conduct and, at the same time, to confirm and establish in a document the principles of fairness, loyalty, integrity and transparency of conduct, the way of operating and the

conduct of relationships, internal and towards third parties, on which it bases its activity.

This document, approved by the Board of Directors, ratified by the Shareholders' Meeting and formally adopted by FABA S.r.l., sets out the ethical principles that must guide the actions of all the recipients of the Code; it also establishes indications and commitments of conduct expected by the entire organisation, by those who work there and by those who collaborate with it at a general level and in the various areas of intervention. These principles, indications and commitments are assumed to integrate the ethical constraints of the different professionals operating in and for FABA S.r.l., the current regulatory provisions and the contractual agreements established.



The Code of Ethics therefore does not intend to describe in an exhaustive manner all the specific behaviours to be implemented in each possible operational situation. Rather, it aims to clarify and specify a series of principles and general guidelines that the recipients of the Code must adhere to in conducting their work activities to ensure the efficient functioning, reliability and reputation of Faba srl, also with a view to increasingly sustainable development. In the absence of specific and particular provisions, each of the recipients therefore has the duty to adhere (or to ensure that their collaborators and interlocutors adhere) to standards of conduct fully respecting the principles indicated in this document and the laws in force.

In setting out the principles and rules of conduct, this Code of Ethics, also prepared pursuant to and for the purposes of Legislative Decree 231/2001 and subsequent amendments and additions, proposes to base on the values of loyalty, integrity, diligence, impartiality, fairness



and transparency, the behaviour and the way of acting in internal and external relations, focusing on compliance with the laws and regulations, as well as compliance with the company procedures.

## 1.5 Recipients

Recipients of the Code of Ethics are those persons who work for FABA S.r.l.: shareholders, directors, supervisory bodies, employees, trainees, agents, collaborators and internal and external consultants who contribute to the achievement of the company's objectives within the scope of its management and supervision. To these are added subjects who have, in any case, contractual relationships with FABA S.r.l. (Partners and Suppliers). All stakeholders are required to be familiar with the content of the Code of Ethics and to contribute to its implementation and to the dissemination of the principles developed in it in every activity they share and in every relationship with FABA S.r.l., which aspires to maintain and develop the relationship of trust and dialogue with all its stakeholders as the foundation of the Code.

The Recipients of the Code of Ethics, who breach its rules, damage the relationship of trust with society, harming it, and will, therefore, be subject to the sanctions envisaged. Application of the Code of Ethics is entrusted to the Administrative Body, which makes use of the company structures and, for control, of the Supervisory Body established pursuant to Legislative Decree 231/2001 (hereinafter "Supervisory Body" or "SB").

## 2 ETHICAL PRINCIPLES AND SUSTAINABILITY

### 2.1. Compliance with laws and regulations

Each recipient of the Code of Ethics has as an essential principle compliance with the laws and regulations in



force that govern their business. FABA S.r.l. ensures an adequate training and awareness program on compliance with the laws and regulations and on the same Code of Ethics.

In general, recipients undertake:

- to apply employment contracts, to behave fairly towards their collaborators, promoting their professional growth and protecting safety at work;
- to comply with the requirements of the new Consolidated Safety Law and to promote its application;
- to take a fair and correct attitude towards customers, suppliers and competitors;
- to comply with the environmental legislation in force;
- to consider the protection of the environment and the prevention of all forms of pollution a constant commitment;
- to maintain relationships based on fairness and integrity with the Public Administration and with political parties;
- to comply with the application of the specific rules and laws in force in their specific sector of activity;
- to establish a dialogue with reference to sustainable development issues to identify areas to improve the impacts generated by business activities.

In case of uncertainty regarding the issues in question, recipients must inform and contact their direct superior and the Supervisory Body.

## 2.2 Fairness and Honesty

The pursuit of the interest of FABA S.r.l. can never justify



conduct contrary to the principles of fairness and honesty. The actions, operations and conduct of those who work within or on behalf of FABA S.r.l. must be formally and substantially inspired by legitimacy, the protection of society and fairness. This means that those who work within or on behalf of FABA S.r.l.:

- do not use for personal purposes information, goods or equipment available to them in the performing of their duties;
- do not accept or exert pressures, recommendations or reports which may harm FABA S.r.l. or procure undue advantages for themselves, for the organisation or for third parties;
- reject and do not make improper promises or offers of money or other benefits.

Gifts and presents of modest value and other ordinary and reasonable representation expenses are permitted provided they are contained within limits such as not to compromise the integrity and ethical-professional correctness of the parties and, in any case, provided they can be considered usual in relation to the occasion. Therefore, any form of benefit or gift, received or offered, that can be understood as a tool aimed at influencing the independence of judgement and conduct of the parties involved is rejected.

In relations with the Public Administration, gifts and entertainment expenses may only take place within the limits and in the manner defined in this document in paragraph 3.4.2. In case of uncertainty regarding gifts and entertainment expenses, recipients must inform and contact their direct superior and the Supervisory Body.

### 2.3 Impartiality

The recipients of the Code of Ethics, in full compliance



with the principle of good faith, operate impartially in the exercise of their activities, undertaking to guarantee the principle of independence of judgement and the absence of any commercial and financial interest that may determine biased behaviour, favourable and unequal treatment. In relations with all counterparts, any form of discrimination based on age, racial and ethnic origin, nationality, political opinions, religious beliefs, gender, sexuality and the health status of its interlocutors is prohibited.

## 2.4 Confidentiality

Each recipient guarantees, in accordance with the provisions of the law, the confidentiality of the information in their possession, even after any withdrawal or exclusion, in compliance with the current regulations on privacy and data security. Recipients are prohibited from using confidential information for purposes unrelated to the exercise of their professional activity.

In particular, the information, data, knowledge acquired, processed and managed by the recipients in the exercise of their activity must remain strictly confidential and appropriately protected and may not be used, communicated or disclosed, both inside and outside FABA S.r.l., except in compliance with the current legislation and company procedures.

## 2.5. Conflicts of interest

In performing all activities, each recipient works to avoid incurring situations of conflict of interest, real or even just potential. Among the hypotheses of "conflict of interest", in addition to those defined by law, is also included the case in which a person acts to satisfy an



interest other than that of FABA S.r.l., to gain an advantage for themselves or for third parties.

## 2.6. Environmental protection

In general, all recipients undertake not to damage the environment and to participate in and promote initiatives on environmental issues even further than those defined by the legislation in force as the sustainable approach concerns environmental responsibility commitments in addition to legislative ones. In order to strengthen the duty of environmental protection, all recipients have the obligation to strictly comply with the legal requirements, other directives on environmental protection and hygiene and to always maintain correct and vigilant behaviour.



## 2.7. Diligence and good faith

The recipient must act loyally and in good faith, respecting the contractually signed obligations and ensuring the required services. Each recipient must also be familiar with and observe the content of this Code of Ethics, basing their conduct on respect, cooperation and mutual collaboration.

## 2.8. Activity documentation

All activities, actions, transactions and operations of each recipient must be:

- performed in compliance with the current regulations, maximum management correctness, completeness and transparency of information and both formal and substantial legitimacy, adequate traceability and documentation of the same;
- performed in compliance with the instructions, procedures and communications given, and within the limits of the powers of attorney received and of the

budgets approved by the Board of Directors or its Delegates, as well as being legitimate, consistent and appropriate.

Recipients who become aware of any omissions, alterations or falsifications of the accounting records or related supporting documents, are required to promptly inform their superior, or the head of the competent corporate function and the Supervisory Body of FABA S.r.l.

## 2.9. Competition

FABA S.r.l. believes in free, fair and correct competition and focuses its actions on obtaining competitive results that reward capacity, experience and efficiency. Any action that may alter the conditions of fair competition is contrary to company policy and is prohibited to any person acting for it.

The interest of FABA S.r.l. cannot under any circumstances justify conduct that does not respect the laws in force and does not comply with the rules of this code. In any communication with the outside world, the information regarding FABA S.r.l. and its activities must be truthful, clear, verifiable and transparent.

## 2.10 Repudiation of all forms of terrorism, subversion and criminal activity

FABA S.r.l. repudiates all forms of terrorism, activities aimed at subverting the democratic order or criminal conduct. It therefore takes all appropriate measures to prevent the danger of involvement in acts of terrorism, subversive activities or organised crime.

For this purpose, FABA S.r.l. undertakes not to establish any working or commercial relationship with subjects – whether natural or legal persons – involved in acts of terrorism, subversive activities of the democratic order



or organised crime and not to finance or facilitate any of their activities.

Furthermore, under no circumstances should Directors, Shareholders, Employees or Collaborators of FABA S.r.l. take steps to induce a person summoned before the judicial authorities to make statements that can be used in criminal proceedings, not to make such statements, or to make false statements.

All actions and operations of FABA S.r.l. must be properly recorded and it must be possible to verify the decision, authorisation and execution process. For each operation there must be adequate documentary support in order to be able to perform, at any time, checks that attest to the characteristics and reasons for the operation and to identify who has authorised, performed, recorded and verified the operation itself. FABA S.r.l. avoids entering into business relationships with third parties whose participation in criminal or terrorist activities is ascertained or even reasonably supposed.



## 2.11. Specific principles of sustainable development

FABA S.r.l. has established a division dedicated to Sustainability and Environmental – Social – Governance (hereinafter ESG) issues. With regard specifically to the principles of sustainable development, FABA S.r.l. is inspired by:

### Accessibility:

To make workplaces accessible, we have launched several initiatives, including evaluating employees' opinions about our 360° Faba lifestyle. In addition, we are committed to ensuring that safety and health information within our workspaces is always available and accessible.

### Integrity:



We have taken steps to verify an honest and transparent approach within the company. These actions include periodic checks on the application of model 231 in order to prevent bribery, abuse, oppression and corruption. In addition, we demonstrate that decisions and actions are made in an impartial manner, respecting the relevant rights, legal obligations and regulations. In the decision-making process, we also take into account the ethical considerations and identities of each of us.

#### Inclusivity:

Engaging stakeholders is crucial for us. Therefore, we evaluate stakeholder relevance mapping and involve different categories of stakeholders in defining our choices. In addition, we plan actions to involve all the people who form part of our company system and so that they understand the reasons for our decisions and the implications of our actions, internal communication is inclusive and continuous. In our surveys we include issues related to respect for people and the environment to understand their level of expectations.

#### Transparency:

We aim to ensure that our approach to sustainability is clear both internally and externally. We ensure that relevant and reliable information is accessible and comparable, both inside and outside the company. We are open to feedback and requests for further information and we respond promptly. We identify decision makers in the different ESG areas and we document the evidence and reasons for the decisions made. In addition, we define a communication plan that involves and raises awareness of the concrete issues of sustainability. We recognise commitments to sustainability principles by sharing related information with stakeholders.

#### Management:





We see accountability to stakeholders as a shared commitment. For this purpose, we define specific objectives, roles and responsibilities for each area of intervention related to ESG issues. We plan internal training and information activities to develop the necessary skills for the management of the sustainability project. We monitor the involvement of human resources and the resulting impact to ensure responsible and sustainable management.

We document and explain our responsibility commitments to progressively manage the economic, social and environmental impacts generated by our business.



Sustainability is the guiding principle of FABA, integrated into every aspect of the company through a culture based on people, shared value and awareness. To ensure a concrete and measurable commitment, FABA annually renews its action plan in line with ESG objectives, supported by structured monitoring and international standards.

Specifically:

Governance:

- FABA will become a benefit company and will start the path to B Corp. certification.
- The Code of Ethics, part of Organisational Model 231, will be updated every two years and published on all communication channels.
- Solid governance, based on transparency and legality, will be implemented with an internal and supplier Code of Conduct (LCA planned for 2025).

Social:

- Focus on employee well-being with personalised welfare, work flexibility and professional development.
- Continuous training program (Nena Project) with KPIs of participation and satisfaction.
- Investments in art, sport and volunteering to support social and youth development.

#### Environment:

- A Strategic Life Cycle Assessment (SLCA) will be conducted to assess and improve the environmental impact throughout the product life cycle.
- Definition of ESG parameters and implementation of an action plan for continuous improvement.



FABA is committed to complying with the regulations, adopting sustainable practices and promoting an ethical, transparent and responsible corporate culture, contributing to the Sustainable Development Goals of the UN 2030 Agenda.

### 3 SPECIFIC RULES OF CONDUCT

All actions and operations of FABA S.r.l. must be properly recorded and it must be possible to verify the decision, authorisation and execution process. For each operation there must be adequate documentary support in order to be able to perform, at any time, checks that attest to the characteristics and reasons for the operation and to identify who has authorised, performed, recorded and verified the operation itself. FABA S.r.l. avoids entering into business relationships with third parties whose participation in criminal or terrorist activities is ascertained or even reasonably supposed.

### 3.1. Rules of Conduct for Employees

#### 3.1.1. Enhancement of human resources

FABA S.r.l. recognises that human resources are a factor of fundamental importance for its development. The management of human resources is based on respect for the personality and professionalism of each of them, identifying in the contribution of each one, in their daily work, the engine of their growth, recognising the value and dignity of the person as a fundamental requirement of sound business management. On this basis, FABA S.r.l. promotes a working environment that, inspired by respect, fairness and collaboration, allows the involvement and empowerment of Shareholders, Employees and Collaborators, with regard to the specific objectives to be achieved and to the methods to pursue them.

FABA S.r.l. respects ideas and all points of view.

"Collaborators" in a broad sense refers to:

- those who perform, even de facto, management, administration or control functions within FABA S.r.l. (Directors, Statutory Auditors, Executives, etc.)
- employees, classified according to the regulations and/or provisions of the National Collective Bargaining Agreements of reference;
- all persons, including agents and brokers, who, by virtue of a mandate, other contractual relationships conferring tasks or powers and/or other agreements, act in the name and/or on behalf and/or in the interest of FABA S.r.l.

FABA S.r.l. offers equal opportunities to all employees on the basis of their professional qualifications and on the individual abilities of each one, without any



discrimination of age, religion, ethnic or geographical origins, sexual, political or trade union orientation. Therefore, FABA S.r.l., through the competent functions, selects, hires, remunerates and manages human resources on the basis of criteria of merit and competence, in compliance with the current collective bargaining and the reward system adopted and based on criteria of objectivity and reasonableness.

The Personnel Search and Selection Manager, within the limits of the information available, adopts appropriate measures to avoid favouritism, nepotism or forms of clientelism in the selection and recruitment phases.



### 3.1.2. Employment relationships

The hiring of personnel and/or the conferral of collaboration assignments takes place with regular contracts, based on the correspondence of the profiles of the candidates and their specific skills with respect to what is expected and to the company's needs. No form of irregular work is permitted, either by FABA S.r.l. or by subsidiaries, Suppliers, Subcontractors or Collaborators. The information required during the selection and construction of the employment relationship is closely linked to the verification of the aspects required by the professional and psycho-attitudinal profile, in compliance with the private sphere and with the opinions of the candidate. When starting their activity, the collaborator receives comprehensive information on the tasks and activities to be performed, on the contractual and remuneration aspects, on the regulations relating to the field of activity, on the behaviours for the correct management of risks connected to the company operations and to the health and safety of personnel. In

addition, they receive information on the ESG responsibility commitments taken by the company that they are required to respect and promote through responsible work performance.

The recognition of salary increases or other incentive instruments and access to higher roles and assignments (e.g. promotions) are linked, in addition to the rules established by law and the collective bargaining agreement, to:

- professional merits;
- the results achieved, measured on the basis of the internal personnel evaluation system adopted by FABA S.r.l.;
- the ability to express behaviours based on the ethical principles of reference of FABA S.r.l., indicated in this Code.



The work environment is based on mutual collaboration and on fostering team spirit in respect of the moral personality of each one, without prejudice, intimidation or unlawful conditioning. Each collaborator must act with the care and diligence of a correct and law-abiding person to always obtain full knowledge, for the area of their responsibility, of the rights and obligations of FABA S.r.l. resulting from laws, contracts or relationships with the Public Administration and must not implement any behaviour that may, in any way, harm the interests of FABA.

Each Collaborator will also have the responsibility of guarding, preserving and defending the assets and resources of FABA S.r.l. that will be entrusted to them as part of their activity and must use them properly and in accordance with the social interest. FABA S.r.l. demands that all employees operate according to the highest standards of quality and safety and exercise correct and

transparent conduct in the performance of their function, in compliance with the rules defined in this Code of Ethics, in the Model pursuant to Legislative Decree 231/01 and in accordance with the organisational procedures and operating instructions adopted by FABA S.r.l.

Specifically, such conduct must be expressed in relation to any request made by the shareholders, the Board of Statutory Auditors, the other Corporate Bodies responsible for the statutory audit and internal control, as well as by the auditor, in the exercise of their respective institutional functions.



### 3.1.3. Finance, administration and control

Furthermore, in the preparation of accounting documents and data, in reports or other corporate communications required by law and directed to shareholders and the public or the auditor, as well as in any recording relating to the administration, collaborators must comply with the strictest principles of transparency, fairness and truthfulness.

### 3.1.4. Conflict of interest

Each collaborator must ensure that every decision taken in their field of activity is taken in the interest of FABA S.r.l. and complies with the plans and addresses of the corporate bodies. Therefore, any situation of conflict of interest between personal or family economic activities and company duties should be avoided.

Employees, in compliance with their specific skills, during audits and inspections by the competent public authorities, must maintain an attitude of maximum availability and collaboration without in any way hindering the functions of the inspection and control bodies.

### 3.1.5. Gifts & Benefits

It is permitted to extend actions of commercial courtesy, as gifts or forms of hospitality, provided that they are previously and duly authorised, if and when they are of modest value, and in any case such that they cannot be interpreted, by an impartial observer, as aimed at obtaining an advantage, even non-economic, contrary to the mandatory rules of law, regulations and the principles of this Code.

It is not permitted to offer, directly or indirectly, gifts and benefits (money, objects, services, favours or other utilities) not directly attributable to normal courtesy relations, to third parties, private individuals or representatives of the Public Administration. In particular, any type of donation to public officials, Italian and foreign, or to their family members, aimed at influencing their independence of judgement, is prohibited.

In particular, employees, as better specified in the following point, are required not to make or to refuse payments that may result in unlawful conduct in breach of laws, regulations and the principles of this Code.

Employees who receive gifts, presents or benefits of a non-modest value, or who receive requests for the provision of gifts, presents or benefits of a non-modest value, are required to promptly notify the Supervisory Body, which will coordinate with the Administrative Body of the Company for the appropriate measures.

### 3.2 Rules of conduct relating to Suppliers

Relations with suppliers, including financial and consulting relationships, are subject to the principles contained in this Code and are subject to constant and careful monitoring by FABA S.r.l.





FABA S.r.l. only uses suppliers that operate in compliance with the current legislation and with the rules set out in the Code. The Suppliers are informed of the adoption by FABA S.r.l. of the Model pursuant to Legislative Decree 231/01 and of this Code of Ethics, the knowledge and observance of which constitutes an express contractual obligation.

Recipients, who make any purchase of goods and/or services, must always act in compliance with the principles of fairness, economy, quality and lawfulness, operating with the diligence of a correct and law-abiding person. The selection of suppliers and the determination of the conditions of purchase are based on formalised procedures and on an objective assessment of the quality, price of the products and services offered and the ability to promptly provide and guarantee services and products of a level appropriate to the needs of FABA S.R.L. At the same time, attention is also paid to the commitment of the potential supplier in the sustainable management of their business.

In no case should a supplier be preferred to another due to personal relationships, favouritism, or advantages, other than those of the exclusive interest and benefit of FABA S.R.L.

It is also forbidden to pay remuneration to external collaborators who do not find adequate justification in relation to the type of assignment to be performed and to local practices.

In conducting commercial relations, on the basis of public and/or available information, FABA S.r.l. undertakes:

- not to have relations with persons involved in illegal activities, in particular related to the offences envisaged by Legislative Decree 231/2001, and, in any case, with parties without the necessary commercial requirements





- not to establish financial and commercial relations with subjects who, even indirectly, hinder human development and contribute to breaching the fundamental rights of the person, as well as in general with all those subjects without the necessary requirements of professionalism and commercial reliability;
- to avoid transactions with Companies that breach Health and Safety regulations in the workplace and/or environmental protection standards and laws.

The remuneration to be paid to the Suppliers must be exclusively commensurate with the service indicated in the contract and payments may not be made to a person other than the contractual party or in a country other than that of the contractual parties. Suppliers of machinery and equipment must also be selected on the basis of the compliance of the supplies with the regulations on occupational safety and hygiene. Supplies of personal protection equipment and in any case of general safety and prevention devices will comply with the obligations regarding certification and suitability, general and specific, in relation to the intended use.

Before entrusting activities to third parties to be performed within the Company or within its production cycle, within the framework of contracts, works or administration contracts, the professional technical suitability of the third party is verified, thus respecting the specific legal obligations regarding occupational safety and hygiene.

FABA S.r.l. undertakes to respect any industrial property rights held by suppliers and third parties on materials, products, processes and projects used by FABA S.r.l. for the exercise of its activities.

It is not permitted to offer, directly or indirectly, gifts and



benefits (money, objects, services, favours or other benefits) not directly attributable to normal courtesy relationships, to third parties or individuals.

### 3.3 Rules of conduct relating to Customers

FABA S.r.l. focuses its activity on the satisfaction and protection of its customers, paying attention to requests that may promote an improvement in the quality of the products or services provided. In relations with customers, FABA S.r.l. ensures fairness and clarity in commercial negotiations and in the assumption of contractual obligations, as well as correct and diligent contractual fulfilment, ensuring that the products and services provided are in possession of all the characteristics and qualities promised and declared to customers.

In conducting business with customers, the Recipients of the Code of Ethics must practice conditions appropriate to each type of customer, establishing homogeneous treatments for customers who are in the same conditions and in any case must comply with the typical market practice of the sector. The quality of the conditions offered must not be influenced by factors related to personal relationships between employees or members of senior management and customers.

FABA S.r.l. undertakes to respect the right of consumers not to receive products harmful to their health and physical integrity and to have complete information on the products offered. Recipients are therefore required to provide accurate and comprehensive information on products and services and to adhere to the truth in advertising or other communications, so that customers and consumers can make informed decisions.



### 3.4 Rules of conduct in relations with the Public Administration

#### 3.4.1. Legality, fairness and transparency in the relationship with the Public Administration

In its relationship with the Public Administration, the company adopts a profile based on maximum transparency and fairness, as well as compliance with the law. For this purpose, FABA S.r.l. will avoid, as far as possible, entrusting a single person with the task of dealing with the different relationships with the Public Administration, on the assumption that a plurality of interlocutors and functions means being able to minimise the risk of interpersonal relationships not consistent with the intentions of FABA S.r.l. In application of the above principle, in relations of an inspection and authorisation nature, FABA S.r.l. will favour the presence of a plurality of company interlocutors, always on the assumption that this minimises the afore-mentioned risk.

In relations with public officials, no conduct will take place, directly or indirectly, such as to incorrectly influence the decision of the counterparty. In particular, it is not permitted to propose employment and/or commercial opportunities that may also indirectly benefit employees of the Public Administration.

If FABA S.r.l. uses a consultant to be represented or to receive technical-administrative assistance in relations with the Public Administration, these subjects must comply with the directives given to company employees. In choosing these consultants, FABA S.r.l. will prioritise the criteria of professionalism and fairness, evaluating with extreme care and caution the establishment of collaborative



relationships with those subjects who have had a relationship of dependence with the Public Administration or who are linked to certain officials by kinship ties.

### 3.4.2 Gifts & Benefits

The company condemns any conduct, exercised by anyone, consisting of promising or offering directly or indirectly gifts and benefits (money, objects, discounts, services, benefits, favours or other benefits) to public officials and/or to persons assigned to the Italian or foreign Public Service, or to their relatives, from which an undue or illegal interest and/or advantage may result. These behaviours are considered acts of corruption by anyone who engages in them.

Specifically, it is forbidden to promise and/or offer any gifts and/or benefits to:

- obtain more favourable treatment in relation to any relationship with the Italian or foreign Public Administration;
- induce Italian or foreign public officials/public service appointees to use their influence on other subjects belonging to the Italian or foreign Public Administration.

Gifts or acts of courtesy and hospitality towards representatives of the Public Administration are permitted only to the extent that their modest value does not compromise the integrity, independence and reputation of one of the parties.

### 3.4.3 Financing, contributions and grants

All requests for grants, contributions, financing, reliefs towards public bodies, national or community, are advanced in compliance with the applicable rules and, in



particular, with the principle of separation of duties, recording and accurate documentation; once granted, they can only be used for the purposes for which they were allocated.

It is absolutely forbidden for the recipients of the Code of Ethics to:

- 3.1.5.1. submit untrue statements or false documents, or omit information required by local, regional, national or community Public Bodies and Entities in order to obtain public grants, contributions or financing, or to obtain concessions, authorisations, licences or other administrative acts;
- 3.1.5.2. for the same purposes, to artificially represent to representatives of Public Bodies facts, situations or conditions which do not correspond to the reality;
- 3.1.5.3. allocate sums received from local, regional, national or community Public Bodies and Entities by way of grants, contributions or financing, for purposes other than those for which they were assigned;
- 3.1.5.4. give or promise to representatives of Public Bodies money, goods or other advantages in order to improperly acquire services or other orders for FABA S.r.l., obtain financing, acquire or maintain certifications and authorisations or achieve the passing of a test or an evaluation.



### 3.5 Other interlocutors

In addition to the interlocutors already considered, FABA S.r.l. interacts with other subjects or entities with whom it has defined the following modes of conduct.

### 3.5.1 Market and competition

FABA S.r.l. is in favour of ensuring maximum competitiveness on the market and, therefore, develops its commercial policy in full compliance with all current pro-tempore laws and regulations on competition. FABA S.r.l. believes in free and fair competition and informs its actions to obtain competitive results that reward capacity, experience and efficiency.

Any action aimed at altering the conditions of fair competition is contrary to the company policy of FABA S.r.l. and is forbidden to any person acting for it. The interest of FABA S.r.l. cannot under any circumstances justify conduct that does not respect the laws in force and does not comply with the rules of this code.

Shareholders, Employees, Managers and Collaborators must not engage in conduct contrary to correct and fair competition between companies.

Business relations with Customers and Clients must be based on principles of honesty, transparency and good faith. In formulating contractual agreements, FABA S.r.l. guarantees that the clauses are formulated in a clear and understandable manner, maintaining a condition of parity between the parties.

FABA S.r.l. takes all necessary precautions to combat money laundering, receiving and use of money, goods or utilities of illicit origin. In any case, it is the obligation of Directors, Managers, Shareholders, Employees and Collaborators of FABA S.r.l. to comply with and apply Italian and Community anti-money laundering laws, and to report to the competent Authority any situation that may constitute a crime of this nature.

### 3.5.2 Political and trade union organisations



Any relations with political and trade union organisations are reserved for the company functions authorised to establish and manage such relations on the basis of the company tasks assigned and on the provisions of the service orders and pro-tempore procedures in force.

### 3.5.3 Media outlets

The information relating to FABA S.r.l. and directed to the mass media may be disclosed only by the company functions delegated to it, in compliance with the protocols and procedures in force. Collaborators, if they are asked for information or interviews, must notify the department responsible for this and must receive a specific and prior authorisation in this regard. In any case, the external communication of data or information, must be truthful, honest and transparent and such as to reflect the image and strategies adopted by FABA S.R.L.



## 3.6 Standards of conduct in the field of Health, Safety in the workplace and Environmental protection

### 3.6.1. Health and safety in the workplace

FABA S.r.l. ensures that its employees and collaborators perform their activities in work environments suitable to safeguard their health, safety and physical and moral integrity, in compliance with the laws and regulations in force. It promotes responsible and safe behaviour and adopts all the safety measures required by technological evolution to guarantee a safe and healthy working environment, for the specific purpose of preventing and hindering crimes of manslaughter and serious or very serious negligent personal injury committed in breach of regulations regarding accident prevention and the



protection of hygiene and health at work. FABA S.r.l. therefore fulfils all the legal obligations provided for by Legislative Decree 81/2008 art. 30 (Consolidated Safety Law).

With this in mind, FABA S.r.l. guarantees the preparation of functions assigned to managers with the technical skills and powers necessary for the verification, evaluation, management and control of risk. Employees, consultants and collaborators are prohibited from behaving in such a way that, taken individually or collectively, they integrate, directly or indirectly, the cases of crime committed in breach of the Safety Regulations and the Protection of Hygiene and Health at Work (art. 25-septies of the Decree).

Specifically, FABA S.r.l. undertakes to:

- implement any initiative suitable for the prevention and minimisation of risks to the health and personal safety of employees and third parties who perform their activities at FABA S.r.l.;
- ensure constant adaptation to the health and safety legislation;
- develop training and information programmes aimed at employees to promote their responsibility and awareness in the field of Health and Safety;
- supervise the effective application of company procedures for the protection of health and safety in the workplace;
- promote information activities aimed at external companies that may be entrusted with works / services contracts, so that they adopt appropriate behaviour in the field of Health and Safety in the workplace;
- ensure compliance with the legislation on work organisation, with particular reference to work time, daily and weekly rest of employees;







- develop over time, including through listening to employees, actions aimed at improving health and safety that go beyond the legal obligations.
- Anyone who finds any deficiencies or inadequacies of work places and equipment, or of the protective devices made available by FABA S.r.l. or, in any case, any other situation of danger related to health and safety at work, is required to provide a suitable and timely report to the responsible parties (HSO, Workers' Safety Representative and Supervisors) and/or to the SB.
- FABA S.r.l. plans prevention, aiming at a coherent complex that integrates the technique, organisation, working conditions, social relations and the influence of the factors of the working environment. The Recipients of this Code, and in particular the Employer and its possible delegates and sub-delegates, the Managers, the Supervisors, the Workers, the HSO, the Company Doctor and the Workers' Safety Representative, contribute to the process of risk prevention and health and safety protection in dealings with them, with colleagues and with third parties, without prejudice to individual obligations and responsibilities pursuant to the applicable legal provisions on the matter.
- As part of the company's activities, there is a general ban on the use of alcohol or drugs.
- There is also a ban on smoking in the workplace.

### 3.6.2. Environmental protection and food hygiene

The environment is a primary asset of the community that FABA S.r.l. seeks to help safeguard. For this purpose, it plans its activities seeking a balance between economic and environmental needs, in compliance with the applicable legal and regulatory provisions, providing maximum cooperation to the public authorities

responsible for verification, monitoring and protection of the environment.

The Recipients of this Code contribute, in performing their business activities, to the full protection of the environment. In particular, they will pay the utmost attention to ensuring that the current legislation is respected and that illegal discharges, emissions, introductions and spills are avoided. The management of company waste is managed in accordance with the provisions in force. In the marketing of food products, FABA S.r.l. only uses products that comply with the laws and regulations of Community, national, regional and municipal origin in force. The company guarantees constant regulatory compliance through periodic interventions and checks, as required by the company's manuals and self-control plans.



### 3.7. Rules of conduct to protect the Public Faith

It is forbidden for Managers, Shareholders, Employees and Collaborators of FABA S.r.l. to put into circulation counterfeit or altered banknotes, coins, public credit cards, stamp duty notes and tax stamps. All those persons who, in performing the functions assigned to them within the company, make and/or receive cash payments, must observe the provisions of the internal procedures.

In the event that they receive coins or banknotes or public credit cards or tax stamps with respect to the genuineness of which they have doubts, they must immediately notify the corporate bodies responsible for this, which will report it to the competent authorities and possibly to the Supervisory Body, if it is appropriate to ascertain whether the fact may be attributable to the possible breach of the procedures of FABA S.r.l.

The same behaviour must also be maintained by those who, even if only by chance, become aware of behaviour harmful to the company during or on the occasion of the performance of their activity within FABA S.r.l.

### 3.8 Rules of conduct to protect industry, trade and copyright

FABA S.r.l. undertakes to ensure compliance with the legislation on the protection of the correctness of trade and adopts as an essential principle compliance with the prohibition, imposed by law, to market products that by origin, source, quality or quantity are different from those declared or agreed, or that are not genuine.

FABA S.r.l. also undertakes not to use and market products marked with the origin, source and composition of the altered or counterfeit product. FABA S.r.l. also undertakes to ensure compliance with the legislation on the protection of trademarks, patents, industrial designs and other distinctive signs, as well as compliance with the current rules on copyright. FABA S.r.l. also undertakes not to use works protected by the rights of others in the absence of a suitable concession from the author.

FABA S.r.l. undertakes to fully comply with the rules relating to copyright and the obligations regarding the protection of intellectual works.

In particular, it prohibits Managers, Shareholders, Employees and Collaborators from:

- publishing articles or other works protected by copyright on the company's website;
- photocopying, duplicating and disseminating parts of texts (books or articles) protected by copyright;
- using for the company's promotional purposes texts, images or films protected by copyright;
- publicly disseminating music or publicly screen videos



and films (or parts thereof) protected by copyright at public events organised by FABA S.r.l. or its operating units.

FABA S.r.l. also undertakes to use symbols, logos, trademarks and/or signs of recognition of other organisations, bodies and/or institutions only if there is an explicit authorization for such use, and only within the limits and in the forms specified by the authorisation itself. FABA S.r.l.'s own logos and signs of recognition (firstly its letterhead) must be used appropriately and consistent with the needs and interests of FABA S.r.l.

### 3.9 Rules of conduct relating to the use of IT tools and data processing



#### 3.9.1. Data and information processing

FABA S.r.l. adopts appropriate measures to ensure the correct use of IT and/or electronic services in order to guarantee the integrity and genuineness of the data processed, to protect the interests of FABA S.r.l. itself and of third parties.

FABA S.r.l. is committed to protecting privacy and guaranteeing confidentiality in the processing of personal data at its disposal, with particular regard to sensitive data, in accordance with the provisions of current legislation. The acquisition and processing, as well as the storage of information and sensitive data of personnel or of other interlocutors takes place according to defined procedures, aimed at excluding unauthorised persons from becoming aware of it. The disclosure of data and information to the outside world must be performed by the competent company functions in compliance with the laws, transparency and veracity of the same.

In particular, all data and information transmitted to the Public Administration must be truthful, correct, transparent and complete, and must be produced and disclosed according to the company organisational procedures and to the related authorisation flows.

The Company pursues the protection of all company data and information (including commercial data, projects, tests, samples and trials); all recipients are therefore prohibited from disclosing such data and information to third parties unless they are known to the public or easily accessible to experts and operators in the sector.



### 3.9.2. Use of IT resources

With respect to the use of computer systems, each employee is responsible for the security of the systems used and is subject to the regulatory provisions in force and to the conditions of the licence agreements.

Except as provided for by civil and criminal laws, the misuse of company assets and resources includes the use of network connections for purposes other than those relating to the employment relationship and as defined in the documents for the processing of personal data, as required by law and/or, in any case, prepared and adopted by FABA S.r.l., also in terms of the use of IT tools and the Internet. Employees, members of corporate bodies and collaborators undertake not to use, for private interests or purposes, IT assets or equipment or any other information available to them for official reasons.

The following are therefore forbidden and completely unrelated to FABA S.r.l.: the incorrect use of computer tools from which the committing of conduct integrating the abusive access to a computer or to an electronic



system of third parties, the interception, prevention or illegal interruption of computer or electronic communications, the damage of information, data and computer programs of private individuals or even those used by the State or other public body or in any case of public utility and the damage of computer or electronic systems both private and public utility can derive.

It is also absolutely forbidden to possess and improperly disseminate access codes to computer or electronic systems, the dissemination of computer equipment, devices or programs aimed at damaging or interrupting a computer or electronic system, as well as the installation of equipment designed to intercept, prevent or interrupt computer or electronic communications. All data and information stored in the company's computer and electronic systems, including e-mail messages, are the property of the Company and must be used exclusively for the performing of company activities, in the manner and within the limits indicated by the same.

### 3.10 Rules of conduct regarding Financial Statements, Accounting Books and Corporate Records

#### 3.10.1. Corporate conduct

FABA S.r.l. believes that corporate conduct must always be pursued in formal and substantial compliance with the law. The free determination of the shareholders' meeting is protected and transparent and reliable conduct is adopted, also towards creditors. The integrity of the share capital and non-distributable reserves is protected and the company's attitude is based on maximum collaboration with the Authorities assigned to controls and/or audits.

In performing business activities or in any case having an

effect, even indirect, on the same, the Recipients of this Code must avoid any form of association that may in any way be functional to the committing of a crime.

### 3.10.2. Ledgers and company registers

The Company condemns any conduct aimed at altering the correctness and veracity of the data and information contained in the financial statements, reports or other corporate communications required by law and addressed to the shareholders, the public and to the parties conducting the audit.

All subjects called upon to prepare the afore-mentioned documents are required to verify, with due diligence, the correctness of the data and information that will then be received for drafting of the documents indicated above.

The Company adopts administrative accounting procedures to ensure easy and immediate control for the following purposes:

- compliance with the “National Accounting Principles and with the interpretations provided by the Italian Accounting Body (OIC)” issued by the appropriate Commissions of the National Councils of Chartered Accountants and Bookkeepers, as well as by the international accounting principles;
- compliance, by the subjects delegated to particular functions, of the content referred to in their proxies and/or powers of attorney.

The bodies responsible for preparing the financial statements and corporate communications must perform their activities in compliance with the procedures provided for by the organisational model, basing their work on the principles of fairness and good faith, or acting with the ordinary diligence of the correct and law-abiding person. They must also avoid situations of conflict of







interest, even if only potential, when performing the functions delegated to them.

It is forbidden to engage in any conduct aimed at harming the integrity of the company's assets. It is forbidden to perform any act, simulated or fraudulent, aimed at influencing the will of the members of the shareholders' meeting to obtain the irregular formation of a majority and a different resolution.

All the phases inherent to the meeting, such as the convening and filing of any document deemed suitable for the adoption of the resolution by the shareholders, must be strictly controlled. It is forbidden to disseminate false news both inside and outside the Company, concerning the Company itself, its employees, collaborators and the third parties who work for it. The CEO, directors, managers, collaborators and employees are required to keep confidential the information and documents acquired in the performing of their duties and to refrain from using them for their own advantage.

The persons responsible for transmission of documents and information, on the occasion of verifications and inspections by the competent public authorities, must exercise their behaviour in good faith and correctness, being required to perform their task with the diligence of the agent.

They must also maintain an attitude of maximum availability and collaboration towards the audit and control bodies.

It is forbidden to hinder in any way the functions of the Public Supervisory Authorities that come into contact with the Company due to their institutional functions.

### 3.10.3. Conflicts of interest





The Recipients of the Code of Ethics must avoid all situations and activities in which there may be a conflict of interest, real or even only potential, between personal economic activities and the duties performed within the structure to which they belong.

It is not permitted to pursue own interests to the detriment of corporate interests, nor to make unauthorised personal use of company assets; without prejudice to the foregoing, the Directors are not permitted to hold interests directly or indirectly in competing companies, customers, suppliers or those responsible for the certification of accounts, unless with prior communication to the Supervisory Body, which will supervise accordingly, informing the Administrative Body where appropriate.

Each director must notify the other directors and the Board of Statutory Auditors of any interest that, on their own behalf or on behalf of third parties, they have in a given operation of the company, specifying its nature, terms, origin and scope. If they are the Chief Executive Officer, they must also refrain from performing the operation and must assign the Board of Directors to conduct it. In such cases, the Board of Directors must adequately justify in its resolutions the reasons and convenience for the company of the transaction.

#### 3.10.4. Corruption between private individuals

In full compliance with the principles set out above, FABA S.r.l. undertakes to prevent and hinder any form of mismanagement connected to a phenomenon of deviation from good corporate performance.

For this purpose, FABA S.r.l., in full compliance with the provisions of art. 2635 of the Italian Civil Code entitled "Corruption between private individuals" pursuant to



art. 25-ter letter s-bis of Legislative Decree 231/01, condemns any conduct aimed at altering the correctness and transparency of commercial relations between companies and in particular prohibits Recipients from giving or promising money or other benefits, to directors, general managers, managers responsible for the drafting of accounting and corporate documents, Statutory Auditors and liquidators of another company to perform or omit acts, in breach of the obligations inherent to their office or loyalty obligations, in order to obtain an advantage for the Company. The incriminating rationale of the rule is to be seen in the need to repress forms of mismanagement connected to a phenomenon of deviation from good corporate performance (e.g. the Salesperson gives or promises money or other benefits to the Purchasing Officer of another company so that the Purchasing Officer chooses the Salesperson's company as a supplier, charging the cost of the utility or money given or promised on the price).

#### 3.10.5. Correctness of operations

All operations and transactions, understood in the broadest sense of the term, must be authorised and recorded in compliance with the principles of fairness, honesty and impartiality. The company's collaborators are required to work with due diligence in order to ensure that the activities performed are supported by authorisation procedures and documentary and/or IT checks.

The Company promotes the principle of correct conduct in business activities. Behaviours that, even with the possible collaboration of third parties, promote activities of money laundering, receiving and use of goods or

utilities of illicit origin both nationally and internationally are prohibited.

### 3.10.6. Collection and payment methods

Cash receipts and payments should preferably be made, where possible, through bank remittances and/or bank cheques; cash receipts and payments made by cash must always be documented.

### 3.11. Rules of conduct regarding money laundering and crimes against individual personality

FABA S.r.l. recognises the importance and value of the principles of democracy and free political determination. For this reason, it condemns the use of its resources for the financing and performing of any activity aimed at achieving terrorist objectives or subversion of the democratic order.

The Company prevents any conduct that may constitute or be linked to transnational crimes related to the criminal association, including Mafia-type, the laundering, receipt and use of money, goods and other benefits of illicit origin.

In particular, the Company commits to the following:

- check the regularity of payments to all counterparties, including by verifying the relationship between the person for whom the order is intended and the person who collects the related sums;
- ensure that the control of financial flows concerning relations with both direct and affiliated points of sale is performed;
- verify that all the necessary information is requested and obtained with reference to the commercial/professional reliability of suppliers,



consultants and partners.

FABA S.r.l. also recognises as a primary value the protection of personal safety, freedom and individual personality. Therefore, within the framework of current legislation, it undertakes to adopt the most appropriate control and supervisory measures in order to prevent any possible behaviour aimed at committing crimes against the person and uses only suppliers that adopt the same measures and behaviours.

Any employee, customer or supplier who, in performing their activity, becomes aware of the committing of acts or conduct among those set out above, is required to promptly inform FABA S.r.l., their superiors and the Supervisory Body.



#### 4. METHODS OF IMPLEMENTATION, CONTROL AND SANCTIONS

##### 4.1. Communication and training

The Code of Ethics is brought to the attention of stakeholders, both internal and external to FABA S.r.l., through specific communication activities. Internally at FABA S.r.l., the adequate knowledge and understanding of the Code of Ethics by all personnel is ensured through information and training programs defined according to the rules established by the Company Organisation, Management and Control Model, of which the Code of Ethics is an integral part.

It is the responsibility of each employee to consult their direct manager for any clarification regarding the interpretation or application of the rules of conduct contained in the Code of Ethics.

##### 4.2. Implementation and control



In compliance with the current legislation and with a view to planning and managing company activities aimed at efficiency, correctness, transparency and quality, FABA S.r.l. adopts organisational and management measures suitable to prevent illegal behaviour or in any case behaviour contrary to the rules of this Code by any person acting for the Company.

Due to the structuring of the activities and of the internal organisation, FABA S.r.l. may adopt a system of delegation of powers and functions, providing for the assignment of specific tasks to persons with suitable skills and competence. The company adopts and implements organisation and management models that provide for appropriate measures to guarantee the performing of activities in compliance with the law and the rules of conduct of this Code and to promptly discover and eliminate risk situations.

Application of the Code of Ethics is entrusted to the Chairman of the Board of Directors, who makes use of the Supervisory Body, established ad hoc pursuant to Legislative Decree 231/2001, and to whom are entrusted the tasks of:

- monitoring compliance with the Code and its dissemination to all Recipients;
- verifying any news of breach of the Code and informing the competent corporate bodies and functions of the results of the checks, for the adoption of any sanctioning measures;
- proposing changes to the content of the Code to adapt it to the changing context in which the company operates and to the needs resulting from its organisational evolution.

#### 4.3. The Supervisory Body

The Code of Ethics represents a non-derogable general principle of the Organisation, Management and Control Model adopted by FABA S.r.l. The body responsible for supervising the correct and timely application of the Model, as well as compliance with the principles of this Code of Ethics, is therefore the Supervisory Body, which coordinates appropriately with the competent bodies and functions of FABA S.r.l.

In the exercise of its functions, the Supervisory Body has free access to company data and information useful for the conducting of its activities. The Corporate Bodies and their members, employees, consultants, collaborators and third parties acting on behalf of FABA S.r.l. are required to provide maximum cooperation in facilitating the performance of the functions of the Supervisory Body.



#### 4.4. Compliance with the code and reports

The Corporate Bodies and their members, employees, consultants, collaborators and third parties acting on behalf of FABA S.r.l. are required to promptly report to the Supervisory Board:

- any breaches or inducements to breach laws or regulations, the provisions of this Code of Ethics, internal procedures and the components of the Model;
- any irregularity or negligence in the keeping of the accounts, in retaining of the relative documentation, in the fulfilment of the accounting or internal management reporting obligations;
- any requests for clarification on the assessment of the correctness of one's own or others' behaviour, as well as possible deficiencies in this

## Code of Ethics or proposals for modification and/or integration of the Code of Ethics itself.

FABA S.r.l., in order to facilitate reports to the SB by subjects who become aware of breaches, even potential, of the Model, had already activated the following dedicated communication channels:

- the e-mail address (odv@maikii.com)
- the PO box at FABA S.R.L., via G. Bortolan 28, Vascon di Carbonera TV

The reports are kept by the Supervisory Body in the manner indicated in its Regulations. The confidentiality of the identity of the whistle-blower is also ensured, without prejudice to legal obligations.

The reports are kept by the Supervisory Body in the manner indicated in its Regulations, with respect for the confidentiality of the identity of the whistle-blower, without prejudice to the legal obligations.

With the entry into force of the Whistleblowing legislation (EU directive 1937/2019 transposed by Legislative Decree 24/2023), an agreement was entered into with an external company in order to ensure compliance with the provisions thereof, also through the activation and management of a dedicated company web page with the opening of the faba@ethicpoint.eu e-mail account <sup>1</sup> and a dedicated free-phone number 800 985 231. All information can be found at the relevant address:

<https://ethicpoint.eu/faba/>



### 4.5. Disciplinary system

#### 4.5.1 Purposes and characteristics of the disciplinary system



The presence at FABA S.r.l. of a specific disciplinary system, pursuant to Legislative Decree 231/01, suitable for sanctioning non-compliance with the indications provided for by the Organisational Model pursuant to Legislative Decree 231/01 and to the Code of Ethics, which forms an integral part thereof, aims to:

- ensure effective implementation of the Organisational Model itself, including the Code of Ethics;
- make the Supervisory Body's control action effective.

The application of the disciplinary system of FABA S.r.l., for the above purposes, and the related sanctions is independent of the conduct and outcome of any criminal proceedings initiated by the Judicial Authority, in the event that the conduct to be sanctioned constitutes an offence falling within the cases provided for by Legislative Decree 231/01. The requirements of the Organisational Model and the Code of Ethics are in fact assumed by FABA S.r.l. in full autonomy.



#### 4.5.2. Recipients and application criteria

Subject to the disciplinary system of FABA S.r.l., specific pursuant to Legislative Decree 231/01, all the recipients of the Organisational Model and of the Code of Ethics, namely in particular:

- the Shareholders and Working Shareholders;
- employees;
- volunteers and Trainees;
- senior Managers;
- the Directors and Statutory Auditors;
- agents, brokers and all persons who have contractual relations with FABA S.r.l.



(Collaborators, Partner Organisations,  
Consultants, Suppliers and Contractors);

- the members of the Supervisory Board.

FABA S.r.l. informs all recipients about the presence of the disciplinary system by making it available in the individual spaces of the company Intranet. The application of sanctions takes place according to a principle of gradualness that takes into account the severity of the offence, and considers the particularities resulting from the legal status of the subject against whom it is proceeding.

#### 4.5.3. Penalties

More specifically, sanctions are applied on the basis of the following criteria:

- the degree of intentionality of the breaches committed;
- the level of negligence, imprudence or inexperience relating to the breaches committed;
- any cases of recidivism or committing of a plurality of offences;
- the extent and severity of the consequences produced;
- the overall behaviour of the person who committed the breach;
- the type of tasks and duties assigned to them;
- the functional position occupied and/or the responsibilities entrusted;
- The type of contractual relationship that binds the subject to FABA S.r.l.

Breaching of the provisions of this Code of Ethics will constitute a disciplinary offence and non-compliance with the contractual obligations of the employee or functional



employment relationship or professional collaboration, with all consequent legal and contractual effects, also pursuant to art. 2104 and 2105 of the Italian Civil Code; it may also constitute just cause for the revocation of directors and auditors.

With regard to employees, it will therefore entitle the company to apply the disciplinary sanctions provided for by the National Collective Labour Agreement, as well as those provided for by the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001, adopted by FABA S.r.l. and to which reference is made for details of the disciplinary system. If the breach of ethical rules is implemented by a collaborator, self-employed person, supplier or other person having contractual relations with FABA S.r.l., the penalty provided for is termination of the contract, as provided for by the termination clauses expressed in the supply, contract or collaboration contracts.



Art. 5 The 2030 Agenda for Sustainable Development  
Faba recognises the importance of the 2030 Agenda for Sustainable Development, a programme of action for people, planet and prosperity signed in September 2015 by the governments of the 193 UN member countries. Faba is committed to meeting the objectives defined by the United Nations and, through its management activities, undertakes to comply with the following Sustainable Development Goals:



### n. 3. HEALTH AND WELL-BEING

## Ensure health and well-being for all and for all ages



### n. 4 QUALITY

Ensure quality, equitable and inclusive education, and promote lifelong learning opportunities for all employees.



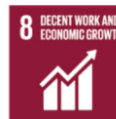
### n. 5 GENDER PARITY

Achieve gender equality and empowerment (greater strength, self-esteem and awareness) of all women and girls



### n. 7 CLEAN AND ACCESSIBLE ENERGY

Ensure everyone has access to affordable, reliable, sustainable and modern energy systems



### n.8. DECENT WORK AND ECONOMIC GROWTH

Encourage lasting, inclusive and sustainable economic growth, full and productive employment and decent work for all



### n. 9. BUSINESS, INNOVATION AND INFRASTRUCTURE

Build resilient infrastructure and promote innovation and fair, responsible and sustainable industrialisation



## n. 10 REDUCE INEQUALITIES

Reduce inequality within and between nations



## n. 12 RESPONSIBLE CONSUMPTION AND PRODUCTION

Ensure sustainable models of production and consumption



## no. 13 FIGHT AGAINST CLIMATE CHANGE

Take urgent action to combat climate change and its consequences



## Art. 6. Final provisions

This Code of Ethics, and any updates thereto, is approved by the Board of Directors.