



## **CODE OF ETHICS**

POL/03 Ed.01 - revI dated 25/10/2022

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## **I. INTRODUCTION AND OBJECTIVES**

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The Code of Ethics is the fundamental charter of moral rights and duties that defines the ethical and social responsibility of each member of the Focaccia Group Srl company organisation.

It constitutes an effective means of preventing irresponsible or possibly unlawful behaviour by those who operate in the name and on behalf of the company, clearly and explicitly defining the responsibilities of each company operator towards those directly or indirectly involved in company activities, customers, suppliers, partners, employees, collaborators, public institutions and anyone else affected by company activities. Its recipients are called upon to strictly and fully comply with the values and principles contained therein and required to protect and preserve, through their conduct, the respectability and image of Focaccia Group Srl, as well as the integrity of its economic, social and human assets.

However, the Code of Ethics does not replace or prevail over existing laws or the existing National Collective Labour Agreement, which retain their express and fundamental effectiveness and validity.

Through the Code of Ethics, Focaccia Group Srl intends specifically to:

- define and make explicit the values and general ethical principles that guide its business activities and relations with customers, suppliers, partners, employees, collaborators, administrators, public institutions and any other party involved in company activities;
- formalise the commitment to behave according to the ethical principles of moral legitimacy, fairness and equality, protection of the person, diligence, transparency, honesty, confidentiality, impartiality, and protection of health;
- indicate to its employees, collaborators and directors the principles of conduct, values and responsibilities that they are required to comply with in the course of their work;
- define the implementation tools and processes.

## 2. RECIPIENTS AND DISSEMINATION

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The Code of Ethics is addressed to anyone, including employees, collaborators and consultants, who establishes a relationship or relations with the Company, whether direct or indirect, on a permanent or temporary basis, or otherwise works to pursue the Company's objectives. Focaccia Group Srl undertakes to facilitate and promote awareness of the Code of Ethics on the part of its recipients and scrupulously monitor its compliance, preparing suitable information, prevention and control tools to ensure the transparency of the operations and conduct implemented, intervening with corrective actions if necessary.

The company's objectives, the proposal and implementation of projects, investments and actions, must all be directed towards the long-term enhancement of the company's capital, management, technological and cognitive values, as well as towards the creation of value and well-being for all stakeholders.

Anyone working in the organisational structure of Focaccia Group Srl, without any distinction or exception, shall conform their actions and conduct to the principles and contents of the Code within the scope of their functions and responsibilities, being aware that compliance with the Code is an essential part of the quality of work and professional performance. Relations between those working at all levels of the Company must be characterised by honesty, fairness, cooperation, loyalty and mutual respect. In no way may the belief of acting to the advantage or in the interest of the Company justify, even in part, the adoption of conduct in conflict with the principles and contents of the Code.

## 3. VALORE DELLE RISORSE UMANE

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Focaccia Group Srl, aware that employees, collaborators and company operators are an indispensable factor for the company's success, protects and promotes the value of human resources in order to improve and increase the wealth and competitiveness of the skills of each individual. This is why Focaccia Group has implemented a Human Resources Management Policy.

Selection, training, management and professional development are therefore carried out without any discrimination, according to criteria of merit, competence and professionalism.

Focaccia Group Srl considers learning and training a model of permanent acquisition, through which it is possible to attain knowledge, understand and effectively interpret change, acquire new ideas, improve productivity, and achieve individual and overall company growth. Focaccia Group Srl places innovation at the centre of its activities, believing that the latter requires a high level of dynamism and care for the people in the company, to customers and suppliers at an organisational level. At Focaccia Group Srl, innovation does not only pertain to the strictly technological framework but also to human relations. To this end, it merges technological values with ethical ones, proposing a climate of widespread trust, leading to better operational efficiency based on the synergy between the individual and the company, one's own sense of responsibility and respecting the very close link between economic imperative and ethical value.

With the application of this Code of Ethics, Focaccia Group Srl recognises the value of the social dimension and believes that the latter is only manifested through individual responsibility. Indeed, the company cannot be indifferent to the social fabric of the context in which it operates, but is in continuous contact with the outside world.

## 4. GENERAL PRINCIPLES OF CONDUCT

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Below are the principles and values considered fundamental, shared and recognised by the Company in order to affirm its mission and foster its good functioning, reliability and reputation.

### LEGALITY

An essential principle of Focaccia Group Srl is the compliance with the laws, rules and, in general, with the regulations in force in Italy and, where applicable, in all the foreign countries where it operates, as well as with this Code of Ethics and company procedures. Therefore, the Company conducts its business to ensure the compliance of its acts and documents with the purposes of the law and regulations.

### CONFLICT OF INTEREST

The Recipients must abstain from activities, even occasional, that may constitute a conflict with the interests of the Company or that may interfere with the decision-making capabilities of individuals, altering the functionality of the company and the interests of a public nature that may be involved, complying with the grounds for abstention provided for in Article 51 of the Code of Criminal Procedure.

In particular, all Recipients:

- must avoid situations in which personal interests may generate a conflict of interest with those of the Company or the more general public interest governing its actions;

- shall not use information obtained in the course of the performance of their corporate duties to gain direct or indirect advantage. They must avoid the improper and unauthorised use of corporate knowledge and information;
- must operate with impartiality, transparency and fairness in relations with third parties, avoiding establishing relationships that are the result of external solicitations or which may generate a conflict of interest;
- must carry out their work activities with correct and transparent conduct, in compliance with the provisions of the Focaccia Group Srl and company procedures;
- ensure that every business decision taken in their area of activity is taken in the interest of the Company and is in accordance with the plans and policies of the Company's governing bodies.

Any situation of conflict of interest between personal or family economic activities and the business function performed is prohibited.

In the event of a conflict of interest, albeit potential, the internal Recipient must inform their line manager in writing. The latter, upon completion of the necessary investigations, takes the appropriate organisational measures to deal with the conflict situation.

In addition, internal Recipients are required to comply with the company procedure concerning the authorisation/communication of assignments from other companies/individuals or bodies/public administrations.

## CONFIDENTIALITY

Focaccia Group Srl ensures the confidentiality of the information and personal data subject to processing and the protection of the information acquired in relation to the work performed. It also ensures that the information obtained is not used for its own interests in order to gain undue profit or in a manner contrary to the law or in a way that damages Company objectives. In particular, the internal Recipient must only acquire and process information and data directly related to their activity, which must not be used and disclosed without the express authorisation of the Company.

## HONESTY

Honesty is the cardinal ethical principle set by Focaccia Group Srl for the fulfilment of its mission. Recipients must be aware of the ethical significance of their actions, and under no circumstances may the pursuit of the company's interests justify actions that do not comply with an honest line of conduct.

This principle governs the management of relations, including indirect relations, with representatives of the Public Administration or persons linked to them. In fact, relations entered into by employees and/or collaborators of the Company during work meetings must tend towards mutual respect, full transparency and traceability of the operations carried out.

## PROTECTION OF THE RIGHTS AND DIGNITY OF WORKERS

Focaccia Group Srl safeguards organisational well-being in the workplace in order to foster a relaxed and collaborative working climate, promoting willingness to listen in order to prevent possible situations of conflict, discomfort and exclusion from the production context, as well as discriminatory, harassing and dignity-damaging conduct.

Each internal Recipient works to ensure a serene and unprejudiced working environment that respects the personality and dignity of individuals. Relations between Recipients are based on civil coexistence, without discrimination on grounds of nationality, language, sex, race, religious belief, political and trade union membership, physical or mental condition.

## TRANSPARENCY

The Company informs its stakeholders about its situation and economic and management performance in a clear and transparent manner, without favouring any interest group or individual.

## LAWFULNESS OF FINANCIAL AND TAX TRANSACTIONS

The management of tax obligations at Focaccia Group Srl complies with the principles of correctness, truthfulness, accuracy and completeness of the data provided to the Public Administration through tax declarations.

The Company undertakes to provide account representations corresponding to its tax situation and to ensure the truthfulness, correctness and completeness of the accounting elements included in the VAT declaration, in the invoices for services or goods, and to refrain from including in tax declarations expenses not actually incurred.

## LAWFULNESS OF ACTIVITIES CARRIED OUT VIA COMPUTER

The computer equipment provided to the Recipients must be used in full compliance with the laws in force, with its intended use, with internal regulations and in such a way as to protect its preservation and function, also in relation to computer security.

Recipients are required to use computer tools and access the telecommunications networks provided to them by the IT

Department in compliance with applicable laws and company procedures.

In addition, the unauthorised possession and dissemination of access codes to IT or computer systems, the dissemination of equipment, devices or computer programmes aimed at damaging or interrupting an IT or computer system, as well as the installation of equipment designed to intercept, impede or interrupt IT or computer communications, is strictly prohibited.

## ENVIRONMENTAL PROTECTION

The company contributes constructively to the ecological sustainability of all its activities. To this end, it plans its activities seeking a balance between economic initiatives and environmental needs, in compliance with the applicable laws and regulations, lending the utmost cooperation to the public authorities responsible for verifying, monitoring and protecting the environment.

Focaccia Group Srl is also committed to motivating and raising awareness among all company employees by promoting a positive attitude and increasing their sense of responsibility towards the environment

## 5. COMUNICAZIONE E MARKETING

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Focaccia Group Srl is responsible for the information it disseminates to the public and for its own promotional activities. While it is aware that the use of social media constitutes an important social and business development factor, it is equally aware of the importance of minimising the potential risks arising from their misuse. The posting of online content must always follow the principles of fairness and avoid damaging the reputation of Focaccia Group.

The publication of information on behalf of Focaccia Group may only be carried out by expressly authorised employees. It must always be borne in mind that actions performed on social networks, even on a personal basis, can have an indirect negative influence on the company. It is therefore necessary to use discretion and common sense when using social media and to be aware of the following:

- It is forbidden to share customer and company proprietary information online, even on personal accounts,
- Always bear in mind the company's values and standards, which must be followed in online activities, such as protection of confidential company information, respect for the privacy of customers, employees and business partners, promotion of an open and positive working environment, rejection of any form of discrimination,
- Avoid comments and discussions on the Focaccia Group activities published by third parties or the general public,
- Be open and honest about being part of Focaccia Group when the topic of discussion is relevant,
- Use common sense and discretion when discussing business issues on which views are being expressed. It is imperative to remember that it is not permitted to discuss matters concerning confidential company information.

These indications refer to all interactive social media, such as social networking sites, blogs and video/photo sharing sites.

## 6. PRINCIPLES OF CONDUCT IN RELATIONS WITH EMPLOYEES

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The Company recognises the centrality of human resources, who are required to be professional, dedicated, loyal and cooperative. Relations between Employees at all levels are, therefore, inspired by criteria of fairness, cooperation, solidarity and mutual respect, also with a view to developing people's well-being and, more generally, organisational well-being.

The Company is committed to adopting criteria of impartiality, merit, competence and professionalism for decisions concerning employment relations with its Employees and offers everyone, in full compliance with the law and the National Collective Labour Agreement (CCNL), the same work opportunities so that they can enjoy fair regulatory and remuneration treatment, based exclusively on criteria of merit and competence.

### PERSONNEL SELECTION

Personnel search and selection is carried out solely on the basis of objective and transparent criteria, guaranteeing equal opportunities and avoiding any form of favouritism.

### ESTABLISHMENT OF THE EMPLOYMENT RELATIONSHIP

Recruitment takes place with a regular employment contract in full compliance with the law and the applicable CCNL and any supplementary agreements, favouring the worker's integration into the work environment.

## PROTECTION OF PEOPLE

Requesting services, personal favours and conduct that constitutes a violation of this Code of Ethics as an act due to the hierarchical superior constitutes abuse of the position of authority. Any form of psychological, physical, sexual harassment of recipients, customers or visitors is prohibited. Harassment is understood as any form of intimidation or threat that is an obstacle to the smooth performance of one's duties, or the abuse of a position of authority by a hierarchical superior. Anyone who believes that they have been harassed or discriminated against for any reason whatsoever may report the incident to company management. Any act of retaliation against Recipients who complain or report such incidents is prohibited.

## PROTECTION OF PRIVACY

The Company complies with the provisions on the confidentiality of personal data set out in Italian Legislative Decree no. 196 of 2003, as amended by EU Regulation no. 2016/679, governing the Personal Data Protection Code and subsequent amendments, additions and implementing regulations.

With particular regard to the processing of the personal data of workers, Focaccia Group Srl implements specific precautions aimed at informing each employee on the nature of the personal data processed by the company, the processing methods, the areas of communication and, in general, any data relating to their person. Employees must be familiar with and implement the company's information security policies to ensure the integrity, confidentiality and availability of information. Employees are required to maintain the confidentiality of news and/or information of a confidential nature acquired from customers, suppliers, competitors or which they otherwise have in their possession by virtue of their function, in order to ensure the utmost confidentiality with regard to Company documents and information (including projects, proposals, strategies, negotiations, understandings, commitments, agreements, contracts in progress, financial projections, pricing policy and customer lists).

## PROTECTION OF COMPANY ASSETS AND KEEPING OF INFORMATION

Each Recipient is responsible for the protection and preservation of corporate assets, whether tangible or intangible, functional or instrumental to the performance of their duties, as well as for their use in a manner that is proper and consistent with corporate purposes.

The Recipients, also outside working hours, must cooperate in the correct representation of company activities and, where they become aware of omissions, falsifications or negligence in company information and documentation, they are obliged to report to their direct company manager and/or to the competent bodies

Information and documents are acquired and processed only for specific business purposes by the Recipients generally assigned to the business function or specifically entrusted with it.

## PROTECTION OF THE WORKPLACE

The Company takes all necessary measures, in compliance with current legislation, to ensure an adequate and safe working environment to safeguard the health of employees, third parties and recipients.

Recipients are required to strictly comply with the prevention and safety measures in force.

The inadequacy or ineffectiveness of accident prevention or preventive measures is immediately reported to the internal structure in charge.

# 7. PRINCIPLES OF CONDUCT IN RELATIONS WITH SUPPLIERS AND COLLABORATORS

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The Company undertakes to make its suppliers and collaborators aware of the contents of this Code of Ethics by disseminating it.

## GENERAL BEHAVIOUR TOWARDS SUPPLIERS AND COLLABORATORS

The Company bases its conduct in relations with suppliers and collaborators on principles of transparency, impartiality, competition, loyalty and good faith.

In particular, internal Recipients:

- observe and comply with the applicable legal provisions and contractual conditions in their supply relations;
- scrupulously observe internal procedures relating to the selection and management of relations with suppliers;
- require the cooperation of suppliers in ensuring that customer needs are met in terms of quality, cost and delivery time of goods or services;
- observe the principles of transparency and completeness of information in their correspondence with suppliers;
- avoid being subjected to any form of conditioning by third parties outside the Company for the purpose of taking deci-

sions and/or performing acts relating to their work.

## CHOICE OF SUPPLIERS AND COLLABORATORS

The selection of suppliers and collaborators is carried out in compliance with the criteria of impartiality, transparency, appropriateness, efficiency and cost-effectiveness, as well as with the regulatory framework on the subject.

Those involved in the supplier/collaborator selection process are obliged to:

- encourage the widest possible participation in the contract selection procedures, as well as fair and proper competition;
- allow adequate reconstructability/traceability of the criteria adopted and the choices made;
- respect, in relation to the information acquired as a result of the activities and functions performed, the confidentiality provisions laid down in the Code and in the legislation in force, taking all the necessary precautions to avoid the disclosure, even unintentional, to any person of confidential information;
- give evidence of any favouritism, collusive behaviour, even if only apparent or potential, as well as of any other behaviour that does not comply with the laws in force, with the procedures and internal regulations of Focaccia Group Srl, as well as with the provisions and principles set forth in the Code, of which they become aware in the course of their activities.

## 8. PRINCIPLES OF CONDUCT IN RELATIONS WITH THE PUBLIC ADMINISTRATION

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In relations with the Public Administration, the Recipient representing the Company is required to comply with the Code of Ethics.

Company relations with the Public Administration are characterised by the utmost transparency and fairness. In particular, the Company maintains the necessary relations with the Administrations of the State, in Italy or in other countries, of the Region and of local authorities, in compliance with the roles and functions assigned under the law, and in a spirit of utmost cooperation. Particular care and attention must be exercised with the persons indicated in particular in transactions relating to tenders, contracts, authorisations, licences, concessions, requests for and/or management and use of public funding (national and EU), relations with Supervisory Authorities or other independent Authorities, Social Security Bodies, Tax Collection Bodies, bodies in charge of bankruptcy proceedings, bodies in charge of safety and accident prevention and the like, and any other institutional body.

Relations with public administration officials are limited to the appointed and duly authorised corporate functions, in compliance with the strictest observance of legal and regulatory provisions and cannot in any way compromise the integrity and reputation of Focaccia Group Srl.

To this end, the Company does not offer, directly or through intermediaries, sums of money or other means of payment to public officials or persons in charge of a public service, in order to influence them in the performance of their duties. These requirements may not be circumvented by resorting to different forms of contributions which, under the guise of sponsorships, appointments and consultancies, advertising, etc., have the same purposes as those prohibited above.

Acts of courtesy, such as gifts and forms of hospitality, towards representatives of the public administration or public officials are prohibited, unless expressly authorised by the company management. All expenses must always be authorised and properly documented.

Likewise, internal Recipients do not receive gifts or favourable treatment.



## 9. PRINCIPLES OF CONDUCT IN RELATIONS WITH OTHER STAKEHOLDERS

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### RELATIONS WITH BODIES, ASSOCIATIONS, POLITICAL AND TRADE UNION ORGANISATIONS

Relations with Institutions, Bodies, Associations, Political and Trade Union Organisations are inspired by the principles of fairness, impartiality and independence and are reserved for the relevant corporate functions.

In particular, Recipients who have any kind of relationship with such subjects must operate in strict compliance with this Code and the directives established by Focaccia Group Srl. Without prejudice to the trade union prerogatives provided for by the law and the employment contract in force, each Recipient is aware that any involvement in political activities takes place on a personal basis, outside the work context and in compliance with the law.

### RELATIONS WITH THE COMPANY'S INFORMATION AND REPRESENTATION BODIES

Company relations with the media are reserved exclusively for the relevant corporate functions, and are carried out consistently with and in implementation of corporate strategies.

Without prejudice, however, to any confidentiality requirements, communications outside the Company must be correct and clear. Under no circumstances may communications be authorised that give an image of the company contrary to the Ethical Canons of this Code. The mere risk of this happening constitutes reprehensible behaviour.

The participation of Recipients in individual events, committees, associations of any kind in the name or on behalf of the Company must be duly authorised by the relevant hierarchical manager.

The publication of articles or studies or the participation, as speakers, in conferences or seminars concerning matters falling within the competence of Focaccia Group Srl must be authorised in advance by the Managing Director. For activities performed in a personal capacity, it should be specified that they are not performed on behalf of the Company

## 10. ACCOUNTING RECORDS AND CORPORATE COMMUNICATIONS

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The Company promotes the utmost transparency, reliability and integrity of information concerning company accounts, in accordance with the provisions of Law 262/05.

Anyone who becomes aware of omissions, falsifications or lack of accuracy in the management of accounts and of the documentation on which the accounting records are based, is required to immediately report it. Employees are required to inform their manager or, where this is not possible for reasons of expediency, directly the company management. External consultants are required to inform their internal contact or, where this is not possible for reasons of expediency, directly the company management.

## 11. ANTI-MONEY LAUNDERING

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Employees and Collaborators must not, in any way and under any circumstances, receive or accept the promise of cash payments or run the risk of being implicated in money laundering related to illegal or criminal activities.

Before establishing relations or entering into contracts with suppliers or third parties, the company and its Employees and Collaborators must ensure the moral integrity, reputation and good name of the counterpart.

The Company is committed to complying with all rules and regulations, both national and international, concerning associated crime and anti-money laundering. All Employees and Collaborators are therefore obliged to collaborate, to the extent of their competence, so that any facts relating to the management of the Company are correctly and promptly recorded in the accounts

## 12. PREVENTING CORRUPTION

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Focaccia Group Srl repudiates corruption offences both against the Public Administration and between private individuals. The Company and all its Employees/Collaborators must never be implicated or involved in illegal activities and operations that may involve receiving, laundering or using proceeds from criminal or illegal activities. To this end, the Recipients are required to comply with all measures aimed at preventing and avoiding corruption phenomena, regardless of whether the Recipient is an active or passive subject, or other conduct that may integrate the danger of committing the offences provi-

ded for in Legislative Decree No. 231 of 2001 or other offences against the Public Administration.

### **13. SUPERVISION AND MONITORING**

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The application of this Code of Ethics is monitored by the Company Management, which must therefore receive any reports of violations thereof (by e-mail to the [ufficio.personale@focaccia.net](mailto:ufficio.personale@focaccia.net) mailbox) for the purpose of verification of competence.

In the event of any report of a breach of the Code of Ethics, it must immediately inform the Management for the relevant checks.

If, on the other hand, it is the Managers and Heads of Sectors who find any violations of the Code of Ethics in their monitoring activities, they immediately inform the General Management for the relevant checks.

Training activities are addressed to Employees to enable them to achieve full knowledge of the contents of the Code of Ethics, and of the regulations and procedures in force, as well as a systematic update on the measures and provisions introduced.

### **14. CODE OF ETHICS VIOLATIONS**

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The provisions of this Code supplement the contents of the employment contract stipulated by Employees with the Company and also perform a general function of corporate risk prevention and, therefore, must be understood in conjunction with the directives established by Focaccia Group Srl.

Any violations of the Code of Ethics, having a direct effect on the Company, constitute punishable conduct insofar as they are detrimental to the relationship of trust and the obligation of diligence pursuant to the provisions of the Civil Code, without prejudice to the cases in which the violation of the provisions contained in this Code also gives rise to criminal, civil, administrative or accounting liability of the Recipient.

For the purposes of determining the type and extent of the disciplinary sanction concretely applicable, the breach shall be assessed in each individual case with regard to the seriousness of the conduct and the extent of the prejudice, including moral prejudice, caused to the Company decorum or prestige.

In serious and/or repeated cases, violation of this Code may lead to legal action and the adoption of disciplinary and sanctioning measures against the internal Recipients who are the authors of the violation, in line with the provisions of the directives of Focaccia Group Srl.

As far as Suppliers, Collaborators and External Consultants of Focaccia Group Srl are concerned, violation of this Code of Ethics may be sanctioned with the application of penalties or with the termination of existing contracts, as expressly provided for in the contractual clauses referred to within the contracts with them

### **15. CODE OF ETHICS APPROVAL AND AMENDMENT**

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This Code of Ethics is approved by the Management of Focaccia Group Srl.

Any amendments are approved in the same manner



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Riccardo Focaccia  
FOCACCIA GROUP SRL