

TECNO POOL S.P.A.

ETHICAL CODE

Approved by the Board of Directors of Tecno Pool S.p.A on 25/03/2021

TABLE OF CONTENTS

Introduction

1 GENERAL PRINCIPLES

- 1.1 Scope and addressees of the Ethical Code
- 1.2 Tp Food Group's Commitment
- 1.3 Obligations of Employees
- 1.4 Obligations of Unit and Function Managers
- 1.5 Applicability of the Ethical Code Towards Third Parties
- 1.6 Reference Bodies for Ethical Code Application
- 1.7 Ethical Code's Contractual Value

2 BEHAVIOUR IN BUSINESS

- 2.1 General Business Management
- 2.2 Gifts, Presents and Other Benefits
- 2.3 Conflict of interests
- 2.4 Selection of Suppliers and Contractual Relationship
- 2.5 Privacy
- 2.6 Correct Use of Company Assets

3 RELATIONS WITH EXTERNAL PARTIES

- 3.1 Shareholders
- 3.2 Politics, Trade Unions, Associations
- 3.3 Public Administration
- 3.4 Other Authorities and Institutions
- 3.5 Supervisory Authority
- 3.6 *Mass Media*
- 3.7 Clients

4 STAFF POLICY

- 4.1 Human Resources Management
- 4.2 Environment and Safety
- 4.3 Sexual Harassment
- 4.4 Abuse of Alcohol and Drugs
- 4.5 Smoking
- 4.6 Discrimination Ban

5 IMPLEMENTATION, EFFECTS, AMENDMENT

- 5.1 Accounting Transparency
- 5.2 Internal Auditing System

6 IMPLEMENTATION, EFFECTS AND AMENDMENT

7 CONTACT INFORMATION OF THE ETHICAL CODE GUARANTOR

INTRODUCTION

TECNO POOL S.p.A. (“**TECNO POOL S.P.A.**”) together with other companies of the Tp Food Group (hereinafter jointly “**Tp Food Group**” or “**Group**”), having as parent company Tecno Pool S.p.A. represent an international business reality that operates in several institutional, economic, political, social and cultural contexts, which are continuously and rapidly evolving.

All Tp Food Group activities shall be carried out in compliance with the law, in fair competition, with honesty, integrity, fairness and good faith, respecting legitimate clients’ interests, as well as those of employees, business and financial partners and the community where the Group operates.

All those who work either inside or for Tp Food Group, without exception or qualification, shall commit to respect and make others respect such principles in the performance of their activities and in the exercise of their responsibilities. In no way can the belief to act for the benefit or in the interest of the Group justify a behaviour that contrasts with these principles.

Given the complex situations Tp Food Group operates in, a clear definition of the values that the Group acknowledges, accepts and shares is fundamental, as well as for the responsibilities the group assumes both inside and towards other parties. The present Ethical Code (hereinafter “**Ethical Code**”) was written for this reason, and collects a series of rules and principles whose respect by the addressees is essential to good functioning and reputation of the companies of Tp Food Group.

The present Ethical Code, which complies with D. Lgs. 231/2001 (hereinafter “**Decree**”), is an integral part of the Organizational and Management Model approved by each company in the Tp Food Group (hereinafter the “**Model**”), is intended to align operations, behaviour, and relationships, both inside and outside of the Group’s companies, with the following fundamental values:

- **Legality, honesty and fairness:** Tp Food Group operates in compliance with the law, with regulations and with internal policies and procedures, as well as with the present Ethical Code. Pursuing the interests of Tp Food Group can never justify a behaviour that is in contrast with the principles of fairness and legality, and Tp Food Group is committed, within its own company organization, to spread knowledge about the law, the Ethical Code and the procedures intended to prevent any violation of the law;
- **Integrity:** in relationships with the Addressees (as defined below) and with third parties in general, Tp Food Group is committed to act in a fair and transparent way, avoiding misleading information and behaviour that may generate undue advantage to the detriment of third parties;
- **Loyalty and good faith:** the relationships with the Addressees and with third parties in general shall be inspired by good faith and trustworthiness, honouring agreements, keeping promises, enhancing the company assets and behaving with good faith in decision making;
- **Relations with public authorities:** relations with public authorities and the Public Administration (PA) shall be defined by utmost fairness, transparency, good faith and collaboration, in full compliance with the law;
- **Transparency:** information spread by Tp Food Group shall be comprehensive, transparent, clearly understandable, accurate and compliant with the principles of equality and contemporaneity of access by the public;

- **Neutrality:** in the relations with the stakeholders and third parties in general, Tp Food Group shall avoid any kind of discrimination and in particular, that related to age, gender, health conditions, nationality, ethnic group, politics and religion, social and personal status;
- **Respect for individuals and equal opportunities:** Tp Food Group respects the fundamental rights of the individual and ensures equal opportunities to everyone;
- **Professionalism and human resources enhancement:** Tp Food Group recognizes the central role of human resources and safeguards and enhances their value, in order to improve and increase the value and competitiveness of the each Addressee's skills, by means of meritocratic policies that are based on equal opportunities, with specific programs for professional training and skills development;
- **Privacy:** Tp Food Group guarantees confidentiality of information owned and shall avoid to collect and use sensitive data, unless the data controller has explicitly authorized it, and in any case in compliance with the law;
- **Conflict of interest:** in the performance of its activities, Tp Food Group is committed to avoid situations with a conflict of interest. Each *business* decision is made by the Addressees in the interest of Tp Food Group;
- **Health, safety and working conditions:** the physical and moral integrity of the Addressees is considered a fundamental value of the Tp Food Group. Safety, hygiene and health is safeguarded in the workplace, and full respect of health, physical integrity and workers' rights is a priority, as is the full compliance with the law concerning safety hygiene and health in the workplace;
- **Community and society:** Tp Food Group intends to contribute to the wealth and development of the communities where it operates, ensuring that the most important social issues are given a central role and taking on responsibility in the social context by giving its own contribution in several sectors;
- **Environment:** Tp Food Group promotes respect and protection of the environment, with active commitment to ensure full compliance of its business activities with environmental laws.

The Board of Directors of the individual companies of the Group have met the highest *standards* for company governance and adopted the present Ethical Code in order to enshrine the above mentioned ethical principles.

Tp Food Group carries out careful surveillance on the Ethical Code observance, providing adequate information, prevention and control instruments and guaranteeing transparent operations and behaviour, also implementing corrective actions and relevant sanctions if necessary.

Tp Food Group guarantees widespread distribution of the Ethical Code to all Addressees and to the general public, including by posting it on Tp Food Group's website <https://www.tpfoodgroup.com/it/gruppo/>.

1 GENERAL PRINCIPLES

1.1 Scope and Addressees of the Ethical Code

The Ethical Code applies to all the companies in the Tp Food Group, both in Italy and abroad, and it is binding for the conduct of all Addressees (as define below), without prejudice to the mandatory laws that apply to the individual companies of the Group.

The “**Addressees**” are defined as all the subjects to which the provisions of the present Ethical Code apply, namely:

- a) Directors and components of the corporate bodies of each company of the Group;
- b) General managers and any other manager, that is to say any person who either is in charge of representation, administration or direction, or performs management and control of the company or one of its units/divisions (the “**Business Representatives**”);
- c) All the employees of the Group, including temporary or part-time workers and similar staff (the “**Employees**”);
- d) All the individuals who, either directly or indirectly, either permanently or temporarily, establish relationships with the Group or, in any way, operate pursuing the Group’s objectives, in any country where the Tp Food Group operates (the “**Collaborators**”);
- e) All the individuals who, either permanently or temporarily, provide goods and/or services to the companies of the Group (the “**Suppliers**”);

All the Addressees shall be familiar with the Ethical Code, respect its provisions both in the relationships among Addressees (also called internal relations), and in the relationships with third parties (also called external relations), actively contribute to its implementation and report any faults to the relevant function.

All actions, operations and negotiations performed and, in general, the behaviour of Employees (and Addressees in general) during work activity or service provision to Tp Food Group are, therefore, inspired by fairness in management, pursuing completeness and transparency of information, formal and substantial legitimacy and clarity and truth in accounting, in compliance with current laws and internal procedures.

In particular, Company Representatives are in charge of giving life to the values and principles of the Ethical Code, assuming liabilities both internally and externally, strengthening the Group’s trust, cohesion and spirit.

The members of the Board of Directors shall be inspired by the principles of the Ethical Code while establishing strategies and business goals, when proposing investments and fulfilling projects, as well as when making decisions or taking actions with reference to the management of the Group’s companies.

The Employees of Tp Food Group, apart from compliance with the law, shall adjust their actions and behaviour to comply with the principles, the goals and the commitments provided for by the Ethical Code.

In order to fully respect the Ethical Code, each Employee shall, if they found out about any situation that may, actually or potentially, represent a violation of the Ethical Code, timely report to their direct supervisor or to the Ethical Code Guarantor, as defined at point 1.6 below. Each Employee shall provide professional contributions that are relevant to the responsibilities assigned.

Tp Food Group’s Commitment

The Tp Food Group ensures, by establishing specific internal functions:

- Maximum dissemination of the Ethical Code in the companies of the Group and its actual implementation by them, even including specific provisions in the relevant contracts, to make it mandatory;
- Updates to the Ethical Code to adjust it to social evolution, to corporate environment and to relevant laws; performance of investigations for each notice of violation of the Ethical Code;
- Fact assessment and subsequent implementation of adequate sanctions, if the violation is verified;
- That nobody is subject to retaliation of any kind for providing information on suspect violations of the Ethical Code and of the reference regulations.

Obligations of Employees

Each Employee is required to know the provisions of the Ethical Code and of the reference regulations governing the activity carried out in their function. Employees must:

- Avoid behaviour that violates those regulations;
- Contact their supervisor and/or to the Ethical Code Guarantor in case they need clarification on the modes of implementation of the provisions;
- Promptly report to their supervisor and/or the Ethical Code Guarantor any news, either directly observed or reported by others, about possible violations or any request to violate the provisions received.

Obligations of Unit and Function Managers

Each **Unit or Function Manager** (including any individual who exerts, even de facto, the management and/or control of a corporate unit or function) must:

- Adopt a conduct that is compliant with the provisions of the present Ethical Code and reference procedures, and require the same compliance from Employees and Collaborators. Under the present Ethical Code, each supervisor shall monitor the Employees and Collaborators and take the necessary measures to prevent any violations of the Ethical Code;
- Make sure that Employees and Collaborators understand that compliance with the provisions of the Ethical Code and respect of the procedures and of the safety regulations is an essential part of a quality work performance, and that any related violation may be a breach of contract and/or disciplinary tort, under the current law;
- Accurately select Collaborators, as far as they are in charge of such selection, to prevent tasks from being entrusted to individuals who cannot ensure observance of the Ethical Code and of the procedures;
- Take immediate corrective actions when needed, and implement and promote implementation of measures to prevent violations from continuing to happen;
- Promptly report to the Ethical Code Guarantor observations and information received from Employees and Collaborators about potential or actual violations of the Ethical Code by any Employee or Collaborator.

Applicability of the Ethical Code Towards Third Parties

All Addressees, as far as they are in charge of, in the context of external relations, must:

- Correctly inform external subjects of the obligations provided for by the Ethical Code;
- Require respect of the obligations that directly concern their own activity;
- Adopt the suitable internal initiatives and, as far as they are in charge of it, external ones, in the event of lack of compliance by third parties with the provisions of the Ethical Code.

Reference Bodies for Ethical Code Application

The Reference Bodies for Ethical Code Application are:

- The **Ethical Code Guarantor**, who is appointed within the Surveillance Bodies of the Group's companies under the Decree, and whose task is to analyze the information about possible violations and to foster suitable investigations and checks, making use of the competent bodies of the Group. As a consequence, the Guarantor shall evaluate and communicate to the relevant corporate bodies the nature and seriousness of the violation and to the HR manager the results of the investigations for corrective measures to be taken. The Guarantor is also a point of reference for any interpretation related to the Ethical Code;
- The **HR Manager** of the different Group companies, whose task is to promote the knowledge of the Ethical Code inside the Tp Food Group and issue, in collaboration with the Ethical Code Guarantor, the appropriate sanctions in case of violation.

Ethical Code's Contractual Value

The Ethical Code is an integral part of the work relationship.

Observing the Ethical Code must be considered an essential component of the Employees' obligations in the Group, also under art. 2104 of the Italian Civil Code.

Any violation of the Ethical Code can represent breach of contract in the work relationship's primary obligations, or a disciplinary tort, having all the relevant legal consequences, also with respect to job retainment, and may entail actions for the compensation for damages caused by the violation itself.

For Addressees who are not Employees, observing the Ethical Code is a prerequisite for continuing their professional relationship or collaboration with the companies of the Tp Food Group.

2 BEHAVIOUR IN BUSINESS

2.1 General Business Management

The Tp Food Food Group applies the principles of loyalty, fairness, transparency, efficiency and market openness to its business relations.

The addressees who operate in and on behalf of the Group are required, in business relations concerning Tp Food Group and in their relations with the Public Administration, to behave in an ethical way and to respect the law, with complete transparency, clarity, fairness and efficiency.

In commercial relations, the Addressees are required to behave according to the Group's policies, thus avoiding any illegal action, or any violation of the procedures adopted concerning the single functions, even though the purpose of such actions matches the corporate objects.

2.2 Gifts, Presents and Other Benefits

In the relation with clients, Suppliers and third parties in general, no offer or bestowal, either direct or indirect, of money, gifts or benefits of any kind are permitted as a personal attempt to obtain undue advantages, be them real or apparent, of any kind (e.g. promise of economic advantages, favours, backing, promise of job offers, etc.) or as a way to obtain or grant privileges in the performance of any activity related to the Tp Food Group.

However, kind actions are allowed, as far as they are modest in value and performed in compliance with any relevant law, and in any case their extent cannot be such to compromise the integrity and the reputation and to influence the autonomous judgment of the Addressees.

The Addressees who receives a gift that exceeds the normal kindness relations and is not of modest value shall reject it and promptly inform their supervisor and/or the Ethical Code Guarantor.

2.3 Conflict of Interests

The Addressees shall avoid situations and/or activities that may lead to a conflict of their own interests with those of the Group, or that may affect their ability to make neutral decisions, when safeguarding the best interest of the Group.

As an example, conflicts of interests exist in the event of:

- Economic interest (explicit or implicit, direct or indirect) of the Addressee in the activities of Suppliers, clients, competitors and, in any way, of external subjects who are attempting to start a business relation with the Tp Food Group;
- Abuse of functional position to pursue interest that are in contrast with those of the Group;
- Use of information acquired during work activities, to their own benefit or to the benefit of third parties and, however, to the detriment of the Group;
- Acceptance of corporate titles or performance of work activities, of any kind and even of indirect nature, inside the organizations of clients, Suppliers, competitors and third parties in general, that are in contrast with the interest of the Tp Food Group;

- Trade of shares (of either Group's companies or external ones) when, because of one's own job, the trader knows important information before it becomes known to the public. In any case, the negotiation of shares of the Group's companies by individuals involved shall always be performed by absolute transparency and fairness, complying with the requirements of market disclosure provided for by the law;
- Accepting tasks as a mediator, sales agent or other broker on behalf of third parties in operations concerning the Tp Food Group and its own interests.

If an Addressee is in a situation of conflicting interests, even if potentially, with those of the Group, the Addressee shall promptly notify their supervisor and, in the most serious cases, the Ethical Code Guarantor, and shall stop any activity that is related to the conflict of interest.

In the relations between Tp Food Group and third parties, the Addressees shall act following specific ethical and legal norms, and cannot make use of any favoritism, collusion, corruption or request of personal benefits for themselves or for others.

It is mandatory to promptly notify the supervisor and, in the most serious cases, the Ethical Code Guarantor, of any information that may indicate a potential conflict of interests with the Group.

The foregoing is without prejudice to the provisions concerning conflict of interests of the members of the corporate bodies, according to the law.

The Addressees shall avoid situations and activities that are in contrast with the provisions of the Decree and similar regulations currently in force.

2.4 Selection of Suppliers and Contractual Relationship

The selection of Suppliers and definition of conditions for the purchase of goods and services by the companies of the Tp Food Group is inspired by respect of the following values: competition, neutrality, fairness, price equity, quality of the good/service, and shall be subsequent to careful assessment of the support guarantees and of the offer on the market.

Purchase processes shall aim at achieving the maximum competitive advantage for the Group and pursue loyalty and neutrality towards each Supplier that meets the requirements. In addition, the collaboration of Suppliers is to be constantly pursued to satisfy the needs of the Group's clients in terms of quality and delivery terms.

The agreement of a contract with a Supplier shall always be based on transparent relationships, avoiding, as much as possible, to accept contractual obligations that entail dependence on the Supplier. The contracts shall contain a provision dedicated to the Supplier's commitment to punctual and integral respect of the principles of the Ethical Code, under penalty of giving the Company the right to terminate the contract and request compensation for damages.

To ensure respect for the individuals, Tp Food Group is inspired in its choice of Suppliers (in particular in those countries that are defined as "at risk" by established organizations) by criteria that guarantee respect of workers' fundamental rights, equal treatment and non-discrimination, as well as safeguarding of employed minors.

2.5 Privacy

The Tp Food Group is committed to personal data protection in the performance of its activities, to treating such data in compliance with the relevant laws and, in particular, with the following criteria:

transparency towards the subjects to whom data are referred to, legal and correct treatment, treatment that is relevant to the purposes stated and pursued, warranty of security for the data object of treatment.

“Personal data” are any information related to a person identified or identifiable, even indirectly, by means of reference to any other information, including a personal identification number.

2.6 Use of Company Assets

2.6.1 Diligence

Each Addressee is liable for the protection and correct use of the Group’s assets, both tangible and intangible ones, including confidential information and IT and network resources, and has the obligation to promptly inform the dedicated bodies in case of threats to or damaging events for the Group.

In particular, each Addressee shall:

- Operate with diligence to safeguard the company assets, through reliable behaviour and compliance with the operational procedures that are in place to govern the use of those assets.
- Avoid misuse of company assets for purposes that contrast with law and order and public decency, or to the end of committing or promoting crime and/or racial intolerance, promotion of violence or human rights violation;
- Obtain the necessary authorization for use of assets beyond the company scope.

Use of company assets for any purpose beyond the scope of the company activities may cause serious damage (concerning economic value, reputation, competitiveness, etc.) to Tp Food Group, with aggravating circumstances if such misuse may lead to criminal or administrative penalties and require the adoption of disciplinary measures towards the Addressees.

2.6.2 Electronic Information

Increasing need for IT technology requires to guarantee availability, security, integrity and maximum efficiency of the Group’s data that are electronically transferred or stored .

Each Addressee is therefore required to:

- Avoid sending threatening or vituperative email messages, using obscene or coarse language, avoid expressing inappropriate or undesirable remarks that may offend an individual and/or damage the reputation of the company or that represent, in any way, a violation of the Group’s values and policies, such as sexual harassment, racial discrimination and other form of discrimination;
- Avoid *spamming* or email chains that may generate a traffic of data/information/processes within the network able to notably reduce its efficiency, with negative impact on company productivity;
- Avoid visiting websites with unsuitable or offensive content, or, in particular websites related to pornography, child pornography or having other unacceptable, illegal or immoral contents;
- Carefully implement the provisions of the company security policies, to avoid jeopardizing the functioning and protection of the IT systems;

- Avoid loading borrowed or unauthorized software into the company systems, and avoid making unauthorized copies of licensed software for personal, corporate or third party use.

2.6.3 Traceability and Integrity of the Documentation

Each Addressee shall retain, respecting the company procedures, adequate documentation of each operation performed, to be able to verify, in any moment, the reason and nature of each operation, from authorization, to registration and verification of the same.

All financial and accounting reports, research advancement documents, sales reports, time reports and any other document relating to the Tp Food Group activity and organization shall be accurate and clear about the relevant facts and the true nature of each operation.

Each document, irrespective of its form and content, that is incorrect, incomplete or does not correspond to the truth violates the company policy and shall, therefore, be considered unacceptable.

2.6.4 Travel and Leisure

Tp Food Group is committed to prevent its Employees and in general the Addressees from obtaining unjustified or illegitimate advantages, or from incurring damage or economic losses as a consequence of business-related travel and leisure. Therefore, they shall use and handle the Group's money with the same care as if it was theirs.

When an expense report is submitted, only reasonable expenses that are actual and authorized, according to the provisions contained in the relevant company procedures, will be reimbursed. Receipts shall always be requested and personal expenses shall be kept separate from business-related one, in every occasion.

2.6.5 Confidential Information

Confidential documents and information of the Tp Food Group (including projects, proposals, strategies, bargainings, understandings, commitments, agreements, contracts that are still being arranged, unmarketed products, research outcome, financial forecasts and clients lists), with special attention to *price sensitive* information (meaning information and documents unknown to the public and yet able, if disclosed, to strongly affect the price of financial instruments that may be issues, or to affect the activities of the Group), can only be disclosed or communicate outside of the group in compliance with the company procedures.

Confidential information obtained as an Addressee cannot be used to the personal benefit of the Employees or Addressees or of other related subjects. Using that information for personal purposes includes making profit (a) operating or giving information to others so that they can operate on company shares within the Group or (b) purchasing any shares.

3 RELATIONS WITH EXTERNAL PARTIES

3.1 Shareholders

The Tp Food Group adopts a *corporate governance* system that not only complies with the laws and regulations but also is in line with national and international self-regulatory codes and *best practices*.

The Tp Food Group maintains a constant dialog with its own shareholders, in compliance with those laws and norms that provide for equal access to corporate information for each current or potential shareholder.

With this view, the Tp Food Group safeguards and prioritizes the Group's interest and all shareholders as a whole above the particular interests of individual shareholders or small groups.

3.2 Politics, Trade Unions, Associations

Relationships with political parties, trade unions and other stakeholder associations are held by authorized Business Representatives or by individuals entrusted by such representatives, in compliance with the provisions of the Ethical Code, of the corporate statute and of the special laws, especially with reference to the principles of neutrality and independence.

The Tp Food Group does not give direct contributions to Political Parties or their representatives or candidates, and does not perform any direct or indirect lobbying activities to political representatives (e.g. through acceptance of personal referrals in recruitment, consultancy contracts, etc.).

Each Employee must be aware that any involvement in political activities is performed on a personal basis, in one's spare time, at their sole cost and in compliance with the current laws.

The Tp Food Group does not give contributions to organizations with which a conflict of interests may arise (namely trade unions, consumer's rights associations or environmental associations).

Strictly-institutional cooperation is possible when: (i) the purpose can be matched to the *mission* of the Tp Food Group or can be related to projects for the public interest; (ii) the allocation of resources is clear and supported by documents; (iii) the competent corporate functions have authorized it.

3.3 Public Administration

In its relations with the Public Administration, the Group follows the principles below:

- Adopting the utmost transparency and clarity, fairness and neutrality to their conduct, so as to avoid partial, ambiguous or misleading interpretation by any public institutional subject with which relations are held in various ways;
- Prohibiting direct or indirect contributions, in any form, and avoiding the allocation of funds and financing to support public subjects, except for what is allowed and provided for by the relevant laws and regulations;
- The relations with the Italian, foreign or communitarian PA, for negotiations or other types of contacts that are instrumental to the business activities, are solely managed by dedicated individuals appointed within the single companies of the Group;

- Condemning any Addressees' behavior that entails promising or offering money or other benefits, either directly or indirectly, to Italian, foreign or communitarian Public Officials and/or individuals in charge of Public Service, if any interest or advantage could be obtained for the Group;
- Prohibiting any offer or promise of objects, services, performance of a certain value in order to obtain a more favorable treatment in any relationship held with the Italian, foreign or communitarian PA;
- Prohibiting any offer or promise of objects, services, performance of a certain value in order to get Italian, foreign or communitarian Public Officials and/or individuals in charge of Public Service to use their influence upon other subjects within the Italian or foreign PA;
- Prohibiting any offer or promise of objects, services, performance or favor to Italian, foreign or communitarian Public Officials and/or individuals in charge of Public Service, or their relatives till second degree, either directly or by means of a mediator, except for gifts or other benefits having modest value and, in any case, falling within the legitimate norms;
- Prohibiting the establishment of work relationships with PA employees or the recruitment for hiring of former Italian or foreign PA employees, or their relatives till second degree, who have been taking part or took part actively and in person in business negotiations or approved any request made by the companies of the Group to the Italian, foreign or communitarian PA;
- Prohibiting to allocate contributions, subsidies or financing granted by the state/EU/other public entity to purposes other than those intended, even if modest in value/amount;
- Condemn of any behavior aimed at obtaining from the state/EU/other public entity any type of contribution, financing, subsidized loan or other grant of the kind, by means of altered or doctored declarations and/or documents, omitted information, or fraud or tricks in general, including those prepared using an IT system, in order to deceive the granting body.

3.4 Other Authorities and Institutions

In institutional relationships, the Tp Food Group commits to:

- Establish, without any discrimination, steady channels for communication with all institutional interlocutors, at a local, national and communitarian level;
- Represent the interests and positions of the Tp Food Group in a transparent, thorough, consistent and fair way, avoiding any collusion;
- Pursue strict observance of the national and international laws and regulations and of the corporate procedures;
- Interact with institutional interlocutors exclusively through authorized individuals who have been appointed by the Group's management and do not have any conflict of interests.

When performing its activity, the Tp Food Group operates fairly and lawfully, collaborating with the Judicial Authority, the law enforcement authorities and any Public Officials and/or individuals in charge of Public Service who perform any inspection or investigation on the Group.

No Addressee in the Group can perform business activity, entrust professional tasks, give or promise gifts, money or other benefits to individuals who are in charge of inspection or verifications or to the Judicial Authority.

The Addressees who may be object of investigation or may receive writ of summons, even if in their individual capacity, for any fact related to their work relationship, and/or those who may receive notice of other judicial orders shall promptly inform the Surveillance Body of the parent company Tecno Pool S.p.A..

3.5 Relations with Supervisory Authorities

The Tp Food Group is committed to complete and careful observance of the rules set out by Supervisory Authorities, namely Bank of Italy, Consob (National Commission for Companies and Stock Exchange), ISVAP (Surveillance Institution for Private Insurances), COVIP (Surveillance Commission on Pension Funds), AGCM (Guarantor for Competition and Market) and by controlling bodies, as well as to building its relationships with the entities mentioned above upon full respect of their institutional role, pursuing prompt implementation of their prescriptions applicable to the Group.

3.6 Relations with Mass Media

Communication with the media has a fundamental role to enhance the image of the Group. Therefore, the relationships between Tp Food Group and mass media shall only be handled to dedicated corporate functions, and shall be maintained consistently with company policies and means of communication, in compliance with laws, regulations and professional conduct practices.

Outbound information is inspired by truthfulness and transparency. Disseminating false news is absolutely forbidden.

In general, the other Employees of the companies in the Group cannot give any information to the mass media or commit to give them without being authorized by the competent functions.

3.7 Clients

A primary goal of the Tp Food Group is to fully satisfy its clients, by means of reliable and fair behavior aimed at ensuring high quality levels in products and services.

The Tp Food Group stipulates fair, thorough and transparent contracts with its clients, in compliance with the law (including anti-money-laundry regulations, personal data protection acts and norms to promote transparency and tackle exploitation), regulations, Ethical Code and internal procedures.

Also in the event of unforeseeable situations, the Group responds to the expectations of the clients, fulfilling the contracts with equity, without taking advantage of any weak points or lack of knowledge in case of unexpected events.

The Addressees cannot hold business relationships with clients, neither current nor potential ones, whose involvement in illicit activities is either known or suspected, and, when assessing the clients, the Addressees shall take into account the capacity of their capacity to perform the duly payments.

In the relationships with clients, the Addressees cannot offer or accept any gift or other benefits that may be interpreted as a means to obtain favors with reference to any activity relate the the Group, that are not be attributed to normal business/courtesy relationships.

4 STAFF POLICY

4.1 Human Resources Management

Human resources are an essential element of the business. Dedication and professionalism of the Employees are crucial values and conditions for success.

The Tp Food Group is committed to develop each Employee's abilities and skills, so that their energy and creativity can be fully expressed to achieve the objectives of the Group.

The Group offers the same opportunities for professional growth to every Employee, allowing everyone to benefit from equal treatment that is based upon merit and free from discrimination. The competent functions shall:

- Adopt criteria based on merit, competence and personal potential skills assessment, in any case within the Employee's professional characteristics, for each decision related to the latter;
- Select, hire, train, pay and manage the Employees without any discrimination;
- Monitor the work environment so that individual characteristics are not the cause of discrimination.

Each Addressee shall actively collaborate to maintain an atmosphere of mutual respect among everyone.

The Tp Food Group is, therefore, against any behavior that entails discrimination or causes harm to the individual, their beliefs and their preferences.

Any violation of the provisions of the present article shall immediately be communicated to the HR manager.

4.2 Environment and Safety

The Tp Food Group is committed to promote and support a culture of safety, developing risk awareness, fostering responsible behavior by all Employees and Collaborators and acting to preserve, especially through prevention, the workers' health and safety.

The Group's activities shall be carried out in full compliance of the current law on prevention and protection; the operational management shall refer to advanced environmental protection and energy efficiency criteria, pursuing the enhancement of the health and safety conditions in the workplace. The Tp Food Group also commits to ensure work conditions that safeguard the psycho- physical integrity of the worker, in compliance with their moral personality and to prevent it from being object of illicit conditioning or inconvenience.

In particular, the principles and fundamental criteria for decision making at any level, regarding occupational health and safety, are:

- a) Avoiding risks;
- b) Assessing those risks that cannot be avoided;
- c) Tackling risks at their origin;

- d) Adapting the work to the individual, in particular when projecting the workplace, when choosing equipment and work and production methods, especially to reduce monotonous and repetitive tasks and reduce their consequences on health;
- e) Taking into account the evolution of technique;
- f) Replacing what is dangerous with something safe or at least less dangerous;
- g) Programming prevention, aiming at a consistent structure that can integrate work organization, working conditions, social relations and the influence of workplace factors, all in the same technique;
- h) Giving higher priority to the measures of collective protection compared to personal protection measures;
- i) Giving adequate instructions to the workers.

The principles above are used by the Group to adopt the necessary measures for occupational health and safety, including professional risks prevention activities, information, training, and the establishment of the necessary organization and means.

All the companies in the Tp Food Group, both at top management and at operational level, shall respect these principles, especially when decisions have to be made and during subsequent implementation.

4.3 Sexual Harassment

The Tp Food Group does not tolerate any sexual harassment, including: acceptance of requests of sexual favors as a condition to obtain career or salary prospects; proposals of private interpersonal relations made despite an explicit or reasonably clear lack of appreciation, that can, in relation to the specificity of the situation, upset the recipient.

4.4 Abuse of Alcohol and Drugs

The Tp Food Group requires all Employees to personally contribute to keep the workplace a respectful place for the sensitivity of others. Therefore, the following behavior are considered illicit: working under the effect of alcohol abuse, of drugs or similar substances; using or providing, in any way, drugs during the work performance.

4.5 Smoking

To create a healthy and comfortable environment for its Employees and visitors, the Tp Food Group prohibits smoking in general in the workplace, except for dedicated areas that are equipped accordingly.

4.6 Discrimination Ban and Prohibition of Acts of Xenophobia and Racism

When doing business for the Group, the Employees must respect the dignity, the rights and cultural differences of the individuals. The Group's policy requires to avoid any discrimination upon Employees and to respect the principle of equal opportunities of employment irrespective of age, gender, ethnicity, religion, color, physical handicap, citizenship, marital status or sexual preference. No *mobbing* is accepted.

The Tp Food Group rejects any expression of ideas and/or acts of xenophobia or racism. When doing business for the Group, the Employees must avoid any promotion of ideas based on racial superiority or racial/ethnic hatred and any promotion of incitement or perpetration of discrimination or violent acts for racial, ethnic, national or religious reasons. During business activities and inside the Group, promotion and incitement based partially or completely upon denial, serious understatement or defense of the Shoah or of genocides, of crimes against humanity and of war crimes are strictly prohibited.

5 TRANSPARENCY OF ACCOUNTING REPORTS AND INTERNAL AUDITING

5.1 Accounting Transparency

The Tp Food Group is aware of the importance of truth, transparency, accuracy, comprehensiveness and compliance with the law when it comes to accounting information.

To that end, the Group adopts administrative and accounting systems that are suitable to represent accounting facts correctly and to identify, prevent and manage, as much as possible, financial and operational risks, or frauds against the Group.

In particular:

- All activities and actions performed by the Addressees during their tasks shall be verifiable;
- Accounting transparency is based upon truth, accuracy, comprehensiveness and reliability of documents about management facts and the relevant accounting registration;
- Each Addressee shall collaborate to correct and prompt representation of the management facts in the accounting books;
- For each operation, adequate support documentation is filed, in order to allow for quick accounting registration, identification of the various levels of liability and accurate reconstruction of the operation;
- Each registration shall reflect exactly what is contained in the support documents.

Any Addressee who may learn about omissions, doctoring, altering, incompleteness or inaccuracy of information and support documents is required to report the fact to their supervisor and to the Ethical Code Guarantor.

5.2 Internal Auditing System

The Tp Food Group deems fundamental for its corporate culture to rise awareness, at all levels within its organization, of the importance of an efficient internal auditing system, intended as a process carried out by Company Representatives, aimed at helping the fulfillment of corporate objects, safeguarding the resources, preventing risks and guaranteeing compliance with the law and applicable regulations, preparing reliable, true and correct financial statements and economical-financial reports.

In particular, the Tp Food Group believes that the internal auditing system shall foster the achievement of corporate goals and, therefore, shall be oriented to improving effectiveness and efficacy of production and management systems.

All Addressees, are responsible, within the performance of their tasks, for the correct functioning of such auditing system.

6 IMPLEMENTATION, EFFECTS AND AMENDMENT

The present Ethical Code is adopted through deliberation of the Board of Directors of Tecno Pool S.p.A. with immediate effect starting from the date of adoption.

Any update, amendment or review to the present Ethical Code must be approved by the Board of Directors of Tecno Pool S.p.A.

7 CONTACT INFORMATION OF THE ETHICAL CODE GUARANTOR

Any communication or reports provided for by the Ethical Code shall be sent to:

*Organismo di Vigilanza di Tecno Pool S.p.A.
Via Buonarroti 81
35010 San Giorgio in Bosco (PD)
e-mail: odv@tecnopool.it*