



CODE OF ETHICS

 **BLIZZARD**

LOWA

MOON BOOT

NORDICA

 ***Rollerblade***

 **TECNICA**



CODE OF ETHICS

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VISION.

INSPIRING AN ACTIVE OUTDOOR LIFE.



MISSION.
TO CREATE
AMAZING
EXPERIENCES
THROUGH
OUTSTANDING
PRODUCTS.



VALUES.

HUMANITY

We believe that transparent relationships, based on reciprocity and inspired by a long-term vision are the secret of happiness.

La nostra felicità dipende da noi e dai rapporti che sappiamo costruire con gli altri. Condividere un percorso assieme, ispirati da un ambiente aperto e motivante, e con reciproco rispetto e aiuto, è la strada maestra per raggiungere il nostro obiettivo.

PASSION

We always take the field to give the best of ourselves.

A desire to excel in every context is deeply ingrained in us from the start of our dynamic history. Driven by our passion, day after day, we accept the challenge to continuously improve our products, the world we live in and ourselves as colleagues and people.

INNOVATION

We believe that in order to improve, it is essential to be willing to take risks.

While innovation is a cornerstone of our culture, going off the beaten track and pushing ahead is an attitude that also involves risk. Risks that we are willing to take, with the experience of knowing how to manage them, and that help us to become, every day, what we want to be.

ORIGINS

We look ahead, inspired by our past.

We are built on what has become our solid foundation, but we are not afraid to look forward to the future. Improvement, growth and innovation are pillars of our DNA, and our present work consolidates the base that allows us to aim high.

COMMITMENT

Our actions trigger dynamic forces that go beyond mere business activities.

A business organisation is not a self-sufficient ecosystem – its very existence depends on its interaction with the communities and environment where it operates. Mindful of this concept, we strive to ensure that our growth benefits the people who grow along with us and our planet.

GUIDING PRINCIPLES

The Code of Ethics defines the set of principles and fundamental rules of conduct of Tecnica Group S.p.A. (“Tecnica Group” or the “Company”) and all other Group companies.

Based on Vision, Mission and Values, they constitute a solid reference for the sustainable success of the Group through the creation of shared value in the long term.

Tecnica Group is inspired by and promotes values within its own sphere of activity and at Group companies that are consistent with the most advanced international practices in terms of corporate social responsibility.

These include the **United Nations Global Compact**, the largest strategic Corporate Responsibility initiative, to which Tecnica Group adheres by means of a declaration of formal and substantial commitment to promote a healthy, inclusive and sustainable global economy, respectful of human and labour rights, capable of safeguarding the environment and actively involved in the integrity of business, in all its aspects.

To this end, Tecnica Group endorses, supports and applies the Ten Fundamental Principles of the Global Compact within its sphere of influence, and actively contributes to the achievement of the United Nations Sustainable Development Goals.

The ethical standards that Tecnica Group maintains in its activities reflect fundamental international references such as the United Nations Charter of Rights, the Charter of Rights of the European Union, the various conventions of the International Labour Organisation (in particular, Conventions 29, 105, 138, 182 on child labour and forced labour, 155 on the safety and health of workers, 111 on discrimination, 100 on equal pay, 87 and 98 on freedom of association, protection of the right to organise and collective bargaining), the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises, the UN Convention on the Rights of the Child, the UN Guiding Principles on Business and Human Rights (UNGP) and the UN **Women Empowerment Principles** (WEP).

The directors, employees, collaborators and all who work in any capacity with Tecnica Group in all relationships inside and outside the Company (hereinafter referred to as the “Recipients”, as better defined in the following section), are required to comply with the principles and contents of this Code of Ethics (hereinafter also referred to as the “Code”), in the knowledge that compliance with the latter constitutes an essential component of quality of work and professional performance. Under no circumstances does the belief that one is acting in the interest, or to the advantage of, Tecnica Group justify conduct contrary to the Code.

More specifically, the members of the Board of Directors are required to be guided by the principles of the Code in setting objectives and implementing projects, as well as in any decision or action relating to the operations managed; likewise, Executives, in implementing their management activities, shall be guided by the same principles, both internally, thus strengthening cohesion and the spirit of mutual cooperation, and towards third parties who come into contact with the Company.

SCOPE OF APPLICATION

The Recipients of the Code are the members of the Corporate Bodies, the Staff, the Collaborators and Third Parties and, more generally, all who hold representative, administrative or management positions, or who exercise, even on a de facto basis, the management and control of the Company, those who cooperate and collaborate with it – in any capacity – in the pursuit of its objectives, all employees without exception and anyone who has business relationships with the Company.

The Code of Ethics is a set of principles and rules with which Staff must comply, also pursuant to the provisions of the National Collective Labour Agreements on rules of conduct and disciplinary sanctions.

Compliance with the provisions of the Code of Ethics is required in the context of employment contracts of any type and nature, including those involving Executives, Project staff, part-time staff and semi-subordinate collaboration contracts.

Each company department supervises and ensures that its actions and activities comply with the principles and rules of conduct of this Code of Ethics.

Each department is also responsible for carrying out line controls within its own area of competence, detecting and reporting non-compliance occurring within its own area, and informing, where necessary, the Internal Audit department.

For the members of the Corporate Bodies, compliance with the Code of Ethics is a prerequisite for establishing or continuing a relationship with the Company.

The application of the Code of Ethics to Collaborators and Third Parties is subject to the signing of declarations or to the inclusion, in contracts, mandates, appointments or partnership agreements that bind them to the Company, of specific clauses that commit the party to compliance with the Code of Ethics and formalise the sanctions for violations of this commitment.

The Code of Ethics is a prerequisite for, and an integral part of, the Organisational, Management and Control Model adopted by Tecnica Group pursuant to, and for the purposes of, Legislative Decree 8 June 2001, No. 231 on the “Disciplina della responsabilità amministrativa delle persone giuridiche” (Standards governing the administrative liability of legal entities, hereinafter also referred to as the “Decree” or “D.Lgs. 231/2001”). The Code of Ethics is, therefore, a fundamental underpinning element of the Organisational, Management and Control Model adopted by Tecnica Group, not only for the prevention of the violations referred to in the aforementioned Decree, but also in the pursuit of its corporate purpose through effective, efficient and transparent action.

The Supervisory Board, established pursuant to Legislative Decree 231/2001, monitors compliance with the Code of Ethics. The following may therefore be submitted to the Body: (I) requests for clarifications and interpretations of the principles and contents of the Code; (II) suggestions on the application of the Code; (III) reports of directly or indirectly detected violations of the Code.

The Supervisory Board may be approached in the manner indicated in the Section “Implementation and Control Mechanisms”, in the “Reporting” section.

PROTECTING AND DEVELOPING OUR PEOPLE

INCLUSIVE WORKPLACE

Tecnica Group believes that people are the key to success in business. It believes it is essential to cultivate the talent of each person and considers its Employees a strategic resource, creators of past results and a key element of future development.

Tecnica Group recognises the value of human resources, through the protection of their physical and moral integrity, and fosters a continuous growth of technical and professional skills in a positive and stimulating working environment.

For this reason, it promotes in all its locations a working environment free from any form of discrimination or prevarication, in which respect, cooperation and mutual support can fully develop the potential of human capital.

Specifically, Tecnica Group:

- rejects all forms of illicit, forced or child labour;
- rejects all behaviour constituting physical or psychological violence, coercion, bullying or attitudes attributable to mobbing practices;
- rejects all types of harassment or discriminatory behaviour based on age, gender, sexual orientation, race, colour, language, nationality, political or trade union opinions, religious beliefs, marital or family status, disability or other personal attributes not related to working practices;
- prohibits all forms of propaganda of ideas based on racial or ethnic superiority or hatred, as well as the commission, or incitement to the commission, of acts of discrimination or acts of violence on racial, ethnic, national or religious grounds;
- establishes working relationships characterised by fairness, equality, non-discrimination, care and respect for the dignity of the person;
- promotes equal opportunities, in particular between genders, for every employee or candidate;
- respects workers' rights and trade union freedoms, such as in particular freedom of association and collective bargaining, including through a responsible and constructive dialogue with labour protection organisations;
- adopts selection and evaluation processes based on criteria of merit, competence and feasible and achievable objectives;
- recognises fair contractual and salary treatment in relation to role, commitment and achievements.

The Company guarantees compliance with social security, wage, tax and labour regulations, rejecting all forms of exploitation of the workforce utilised, hired or employed, even by third parties acting on behalf of the Company. The Company does not establish or pursue relationships with Suppliers, Consultants and/or external Collaborators who use labour under exploitative conditions. The Company does not establish employment relationships or any form of collaboration with persons who do not hold a regular residence permit, nor does it make use of companies that employ illegal labour or labour in violation of generally applied labour standards or local or international regulations.

Tecnica Group supports and promotes, together with its values, the following **working principles**, which represent the rules of conduct that govern professional and personal relationships within the company:

- **Responsibility:** with reference to the activities, ideas and choices that are pursued; the reliability that inspires every action; giving one's best, with consistency and fairness.
- **Team spirit:** to be able to rely on each other as part of the same team, in the belief that the best results are achieved by working together, believing in teamwork, mutual respect and cooperation.
- **Speed and flexibility:** to react promptly to changes and find the most suitable solutions to needs in order to achieve the maximum result in the shortest possible time, as the market demands.
- **Respect:** for others and the working environment, as well as for the resources that are used and for which one is responsible; demonstrate integrity and loyalty when acting, expressing one's thoughts constructively, sincerely and correctly, admitting one's mistakes and helping others to improve.

DIVERSITY AND THE CULTURE OF PLURALITY

Tecnica Group believes that diversity is fundamental to originate creativity and innovation, and is therefore essential for continued growth.

For this reason, the Company promotes and supports working conditions and interpersonal relations that favour the integration and enhancement of different cultures and lifestyles, starting from the respect of gender, sexual orientation, age, nationality, health status, political opinions, race, religious beliefs and any other diversity.

It respects and values the unique contribution of each individual to the business activities and creates an inclusive working environment that respects the dignity of each person, taking into account the contribution of everyone and recognising the strength of differences.

In confirmation of its specific commitment to gender equality, considered an essential element for the Company's professional growth, Tecnica Group has signed and promotes in all Group companies the UN **Women Empowerment Principles (WEP)**.

In this context, the Company stands out for the presence of female talent in all roles and positions and at all hierarchical levels of the Group.

PROFESSIONAL AND CONTINUING EDUCATION

Tecnica Group considers the complex of relational, intellectual, organisational and technical skills of each person as a strategic resource to be protected and enhanced, so that individual aptitudes can be realised and recognised.

It therefore promotes the development of a culture based on the dissemination of knowledge, which values everyone's behaviour and contributions.

The company believes in continuous training, in managing the business for clear and shared objectives at all levels, giving importance to the culture of feedback, as a tool for enriching people, spreading ethical values, organisational integration and promoting change and innovation.

HEALTH AND SAFETY IN THE WORKPLACE

Tecnica Group promotes a healthy, safe working environment. Moreover, it advocates, in all its locations, the development of a culture of health and safety based on managerial leadership and a robust management system, with the aim of guaranteeing and protecting the psychological and physical integrity of Staff and all who work, access or transit company premises and facilities.

Tecnica Group promotes training programmes that aim to:

- make company Staff responsible for health and safety in the workplace;
- involve and raise awareness of all company actors, at all levels, in the management of occupational safety issues;
- ensure the understanding, application and retention, at all levels in the company organisation, of correct operating procedures, current safety regulations and management instructions, in the knowledge that proper worker training and information is a fundamental tool in increasing the level of worker protection.

With this in mind, each person is called upon to personally contribute to ensuring safety in the working environment in which they work and to behave responsibly in order to protect themselves and others.

Being under the influence of alcohol, drugs or substances with similar effect, in the performance of work or in the workplace, will be regarded as a conscious acceptance of the risk of endangering the health and safety of the working environment. Chronic addiction, when it affects the working environment, will – for contractual purposes – be equated with the previous cases.

In particular, the following are prohibited:

- possessing, consuming, offering or disposing of drugs or alcohol for any reason whatsoever in the performance of work or in the workplace;
- smoking in the workplace. All Recipients are required to ensure full compliance with the law, internal procedures and any other provision laid down to prevent risks to their own safety and that of others and to ensure the protection of health and safety in the workplace.

UN GLOBAL COMPACT

Principle 1:

businesses should support and respect the protection of internationally proclaimed human rights within their respective spheres of influence.

Principle 2:

businesses should make sure that they are not, even indirectly, complicit in human rights abuses.

Principle 3:

businesses should uphold the freedom of association of workers and recognise the right to collective bargaining.

Principle 4:

businesses should uphold the elimination of all forms of forced and compulsory labour.

Principle 5:

businesses should uphold the effective abolition of child labour.

Principle 6:

businesses should uphold the elimination of all forms of discrimination in employment and occupation.

RESPONSIBLE STAKEHOLDER RELATIONS

Tecnica Group considers constant and solid relationships with all its stakeholders to be of fundamental importance. A relationship based on dialogue and active involvement is an expression of Tecnica Group's responsibility towards the social environment with which it interacts.

Stakeholders represent a wide range of different interests: establishing and maintaining stable and lasting relationships is crucial for the creation of shared and long-term value.

In particular, the Company endeavours in all circumstances to maintain fair and equitable business relations.

SHAREHOLDERS

Tecnica Group's main commitment to its Shareholders is to create value by directing its management, in the short and long term, towards policies of good corporate governance, transparency, protection and asset enhancement.

A fundamental element of the relationship with Shareholders is therefore trust, which is built through constant listening and timely information.

PUBLIC ADMINISTRATION AND INSTITUTIONS

Tecnica Group, in the context of its activities, intends to promote a constructive and transparent dialogue with the Public Administration and Public Institutions in general, also with the aim of fostering greater mutual understanding in the dialogue between the public and private sectors, with a view to developing the enterprise culture.

Persons who, as part of their duties, legitimately have dealings with the Public Administration or Public Institutions must act in the strictest compliance with the applicable regulatory provisions and with the principles of transparency and honesty, and must ascertain in advance, and with due diligence, that which they declare or certify, in the interest or on behalf of the Company, to be true and correct.

Management of relationships with officials, spokespersons or representatives of the Public Administration or Public Institutions is in any event reserved exclusively to the corporate roles authorised to do so on the basis of the system of current proxies and powers of attorney.

The following are prohibited:

- giving, offering or promising, even in an indirect manner, gifts, money, goods, services or undue favours (including in relation to employment opportunities) to public officials or persons in charge of a public service or their relatives in order to influence their decisions in regard to relationships from which the Company may derive an advantage of any nature;
- establishing personal relationships with the Public Administration solely for the purposes of exerting improper influence or undue interference in decisions involving the Company as a counterparty;
- coercing or inducing third parties to give or promise, on behalf of public officials or their relatives, money or other benefits;
- providing untruthful information or omitting to communicate pertinent facts, where required to do so by the Public Administration;
- using any public funds or contributions received for purposes other than those for which they were granted;

- exploiting existing or alleged relationships with a public official or a person in charge of a public service in order to obtain undue bribes or promises of money or other pecuniary advantages as remuneration for the unlawful mediation towards the public official or person in charge of a public service, or to remunerate them in connection with the performance of an act contrary to their official duties, or even the omission or delay of an act relating to their official duties;
- engaging in misleading conduct towards Public Administration officials such as to mislead them, or violating the principles of good faith in the execution of contracts, for instance by supplying products which differ in whole or in part from the specifications set out on the contract in terms of origin, provenance, quality or quantity.

JUDICIAL AUTHORITY

Relations with judicial and supervisory authorities are characterised by maximum cooperation and transparency.

Inspection visits by supervisory authorities and relationships with judicial authorities must be handled by authorised personnel in a spirit of cooperation, fairness and transparency, with strict prohibition of obstructing the proper conduct of inspection activities by concealing or destroying documentation.

Tecnica Group undertakes to co-operate with the judicial authorities when investigations are carried out against it or against business partners, and not to obstruct their institutional activities in any way, whether actively or passively. Specifically, it is forbidden to put pressure on the person called upon to make statements before judicial and supervisory authorities, in order to induce him/her not to make statements or to make false statements; it is also forbidden to help those who have committed a criminally relevant fact to evade the investigations of the authorities, or to flee from justice.

POLITICAL AND TRADE UNION ORGANISATIONS

Any relations with political and trade union organisations are reserved for the company departments authorised to establish and manage such relations on the basis of the company's assigned tasks and the provisions of current procedures.

Participation by Staff in political organisations takes place outside working hours and without any connection with their duties in the Company.

Tecnica Group acknowledges and promotes the right to participate in trade union activities in accordance with current legislation and Collective Labour Agreements.

The company does not promote any political parties or trade union organisations, nor does it pay them contributions of any type, either directly or indirectly.

Tecnica Group refrains from any direct or indirect pressure on politicians in order to obtain undue advantages.

MEDIA

Tecnica Group recognises and appreciates the informative role played by the media.

The Company's communications to the media must be truthful, clear and transparent, with the sole limitation of the need for confidentiality that some information may present.

Information relating to Tecnica Group and directed to the media may only be disclosed by the company departments delegated to do so, in compliance with the protocols and procedures in force.

Tecnica Group undertakes to adopt a communication policy that respects the freedom and dignity of persons, refraining from disseminating false or misleading content.

Any employee or collaborator invited, in the name or on behalf of the Company, to speak at conferences, congresses and seminars, or who writes articles addressed to the public is required to express contents and positions in line with those of Tecnica Group, in full compliance with this Code of Ethics.

GLOBAL AND LOCAL COMMUNITIES

Tecnica Group regards the relationship with the region as being of the utmost importance.

It aims to create shared value through its investment activities and supports the initiatives of associations, foundations and non-profit organisations in the fields of education, social and environmental matters, health and sport.

Financial support shall only be given to events or entities that offer guarantees of seriousness, clear and documented allocation of resources and in respect of which activities aimed at undermining compliance with the values and principles of conduct expressed in the Code of Ethics can be excluded.

The Company condemns all forms of participation by Recipients in associations whose ends are prohibited by law or contrary to public order and repudiates any conduct directed at even merely facilitating the activity or programme of organisations instrumental to the commission of offences.

SUPPLIERS

Tecnica Group promotes, in all Group companies, the management of relationships with Suppliers in observance of the values expressed in the Code of Ethics and, more generally, with all aspects required for the process of responsible sourcing, such as human rights and the protection of labour, health and safety, the environment, animal welfare, the safety and quality of products and services, business integrity and the protection of privacy and intellectual property.

In order to safeguard its operational effectiveness and protect its resources, including its image and reputation, Tecnica Group does not enter into relations with any person who does not intend to, or who has demonstrated that he/she does not, operate in compliance with the regulations in force and according to the values expressed in the Code of Ethics.

Suppliers are selected on the basis of transparent and objective assessments of their reputational profile, professional expertise and business structure, taking into account quality, price and the way in which they supply goods or perform services.

In addition, Suppliers are selected on the basis of their ability to meet the confidentiality obligations imposed by the nature of the service offered.

Tecnica Group manages relationships with Suppliers (understood as Suppliers of goods, services, consultancy or professional appointments) with loyalty, fairness and professionalism, encouraging ongoing collaboration and sound, long-lasting relationships of trust and avoiding any corruption in order to ensure the initiation or continuation of business relations with the Company.

Legal relations with Suppliers are formalised in writing and defined in accordance with the terms and conditions set out in the company's procedures, subject to verification of the latter's objective and subjective requirements.

The Company disallows all forms of payment or granting of benefits to Suppliers that do not strictly stem from a contractual obligation, governed as such by a negotiated agreement. Remuneration to be paid to Suppliers shall be exclusively commensurate with the performance of goods, services or consultancy, and payments shall in no way be made to a party other than the contractual counterparty, nor in a third country other than that of the parties or of execution of the contract.

Specifically, Tecnica Group guarantees:

- the establishment of relationships with suppliers who enjoy a respectable reputation and are only engaged in lawful activities;
- that no Suppliers are given disproportionately favourable treatment with regard to the fees owed;
- transparency of agreements, by refraining from signing any covenant or agreement that contravenes the law.

In the case of tenders, work or supply contracts, the technical-professional suitability of a third party is assessed, thereby fulfilling the specific legal obligations concerning health and safety in the workplace and matters of social security and taxation.

In dealings with Suppliers, it is prohibited to give/offer and/or accept/receive gifts, gratuities, benefits and/or any other advantage with the aim of obtaining favourable treatment in the conduct of any activity related to the Company. Exceptions to this are gifts of modest value that can be attributed to standard courtesies or business practices.

CUSTOMERS

In its relations with Customers, Tecnica Group ensures fairness and clarity in business negotiations and in the assumption of contractual obligations, as well as the correct and diligent fulfilment of contracts, taking care that the products and services supplied possess all the characteristics and qualities promised and declared to the customer.

Tecnica Group promotes, even by means of Group Companies, commercial policies and strategic choices aligned with best practice standards and the principle of professional loyalty with its Customers.

Tecnica Group directs its activities at the satisfaction and protection of its customers, focusing on requests that may lead to an improvement in the quality of the products or services provided.

Moreover, customers shall be provided with complete, up-to-date, verified and transparent information on the specifications and quality of the products and services provided.

Product quality and safety are constantly monitored, optimised and subject to continuous innovation, through significant investments in Research & Development and continuous improvement of the industrial system.

Legal relations with Customers are formalised in writing and defined in accordance with the terms and conditions set out in the company's procedures, subject to verification of the latter's objective and subjective requirements.

Tecnica Group disallows any form of payment or granting of benefits to Customers that does not strictly stem from a contractual obligation governed as such by a negotiated agreement.

In dealings with Customers, it is prohibited to give/offer and/or accept/receive gifts, gratuities, benefits and/or any other advantage with the aim of obtaining favourable treatment in the conduct of any activity related to the Company. Exceptions to this are gifts of modest value that can be attributed to standard courtesies or business practices.

COMPETITORS

Tecnica Group believes in the value of free and fair competition as a fundamental tool for development and for defining the best offer in all the fields in which it operates.

To this end, it conducts its activities with the utmost transparency in compliance with current antitrust regulations and with full regard for its competitors.

In the event of contacts with third party companies or competitors, Recipients shall refrain from providing information, news or confidential data that could lead to initiatives or conduct contrary to the rules and laws on market protection and competition.

REPRESENTATIVE ORGANISATIONS

Tecnica Group considers active participation in sectoral, professional, compulsory or voluntary, governmental or non-governmental representative organisations an opportunity to promote, disseminate and consolidate its ethical practices.

The Recipients, who represent the Company in such contexts, are called upon to behave, express positions and make any other active contribution in line with the principles and rules expressed in the Code of Ethics.

COMMITMENT TO THE ENVIRONMENT

ENVIRONMENTAL PROTECTION

The environment is a primary asset, and Tecnica Group is committed to safeguarding and enhancing it. To this end, it plans its activities with a view to striking a balance between economic initiatives and essential environmental needs, taking into account the future of young people.

Tecnica Group promotes the application of the latest scientific knowledge in the research and development of its products.

Tecnica Group seeks to:

- adopt measures to minimise, mitigate and balance the environmental footprint generated by its activities;
- promote the responsible use of natural resources and the reduction of consumption;
- promote the adoption of international best practices in the field of industrial processes, the highest standards of quality, safety, protection and product innovation policies towards sustainable solutions compatible with responsible lifestyles and consumption.

UN GLOBAL COMPACT

Principle 7:
businesses should support a precautionary approach to environmental challenges.

Principle 8:
businesses should undertake initiatives to promote greater environmental responsibility.

Principle 9:
businesses should encourage the development and diffusion of environmentally friendly technologies.

INTEGRITY AND COMPLIANCE

LAWS AND STANDARDS

Tecnica Group adopts as an essential value of its work the respect of the principle of legality and of the legislation in force in Italy and in the international contexts in which it operates, including the applicable technical standards.

To this end, the Company undertakes to ensure that everyone is aware of the requirements arising from the laws in force in the national or international contexts in which it operates and from the internal rules of governance adopted.

Each person, in relation to his or her duties, mandate or type of relationship with the Company must know his or her responsibilities and understand the conduct to be adopted.

INTEGRITY, LOYALTY AND IMPARTIALITY

In the execution of its activities, Tecnica Group requires integrity, loyalty and conduct in good faith, as well as the fulfilment of contractual obligations and the performance of required services.

Tecnica Group further requires that it shall act impartially in the best interests of the Company, making decisions in accordance with objective evaluation criteria and upholding transparent and fair relationships with its stakeholders.

FIGHTING CORRUPTION

Tecnica Group rules out and condemns all phenomena of bribery, incitement to bribery, undue inducement to give or promise advantage and trafficking in improper influence, and adopts prevention and control measures, including by means of dedicated internal procedures, to prevent the perpetration of such offences in the execution of its activities, both in the public and private sectors.

COMBATING MONEY LAUNDERING AND SELF-LAUNDERING

Tecnica Group acts in accordance with the principle of absolute transparency in commercial and financial transactions and provides the most effective instruments to counter the phenomena of money laundering, self-laundering and the reutilisation of illicit gains at national and transnational level, in full compliance with the current legislative framework.

In order to ensure absolute transparency:

- it is prohibited to enter into business relationships on behalf of the Company with persons who do not provide a guarantee of good repute, do not enjoy a good reputation or whose name is associated with money laundering;
- it is prohibited to replace or transfer money, goods or other utilities originating from unlawful activities, or to carry out other transactions in connection therewith, in such a way as to obstruct the identification of their origin;
- it is prohibited to purchase goods which, by reason of the conditions of their procurement, give reason to doubt the lawfulness of their provenance, or to enter into economic relations with persons with whom there are well-founded reasons to believe that they engage in unlawful activity.

FIGHTING CRIMINAL ORGANISATIONS

Tecnica Group condemns all forms of national and transnational criminal organisations.

The Company shall not establish any employment, collaboration or investment relationship with individuals or legal entities known or suspected to be involved in terrorism or criminal organisations.

Recipients are required to check in advance the information available on commercial counterparts, suppliers, partners, collaborators and consultants, in order to ascertain their respectability before establishing business relations with them.

CONFLICT OF INTEREST

Tecnica Group's business is conducted for the benefit of all its stakeholders on the basis of principles of integrity, fairness, loyalty and transparency. In no case may partisan interests prevail to the detriment of the interests of the Company.

In the event of a conflict of interest, the Company undertakes to manage the situation in accordance with the law, internal governance and the principle of transparency.

The members of the Corporate Bodies maintain a conduct inspired by autonomy and independence with Public Institutions, economic and political institutions, as well as with any other natural or legal person.

The Corporate Bodies are required, in particular:

- to assess and communicate to the management and control bodies any situations of conflict of interest, even potential, or incompatibility of duties, tasks or positions outside and inside the Company;
- to refrain from acting in a way that may cause damage to the Company and from participating in the approval of resolutions of the body to which they belong relating to matters in which situations of conflict of interest, even potential, may arise;
- to avoid using confidential information of which they are aware by virtue of their office or position to obtain personal advantages, direct or indirect, or to obtain them from third parties.

Staff are required to avoid real or apparent situations in which the interest (economic, financial, family or other) of the individual interferes or tends to interfere with the ability to make impartial decisions in the interests of Tecnica Group and to fulfil the duties and responsibilities.

In particular, Staff are required not to:

- take up employment with third parties, as well as consultancy work or other responsibilities on behalf of third parties without the prior authorisation of the Company;
- take a decision-making or operational role in company activities if they can be influenced by personal interests that are such as to hinder the taking of impartial decisions;
- take personal advantage of business opportunities of which they have become aware in the performance of their duties

Staff who believe they may be involved in a conflict of interest, even if apparent, are required to refrain from making decisions, to the extent that such involvement is or may be influenced by their own interests, and to promptly notify the Company, in accordance with the procedures laid down in internal procedures.

PRIVACY

Tecnica Group undertakes to treat personal data and confidential information, which may be collected in the course of carrying out its business, in accordance with the relevant laws and applicable best practice.

Tecnica Group safeguards the right to privacy of all persons with whom it establishes relationships, using data and information only for purposes that are defined and proper.

In implementing these principles, the Company has set up a Privacy Focal Committee, dedicated to privacy issues, in constant coordination with the Data Protection Officer.

In addition, Tecnica Group ensures observance of the rights of data subjects and adopts policies and operational instructions to improve the security of applications and the processing of personal data in general.

Privacy by design and by default is part of digitisation processes, as is risk analysis and protection of sensitive data.

TRANSPARENCY, FAIRNESS AND COMPLETENESS OF ACCOUNTING INFORMATION

Tecnica Group pays the utmost attention to the transparency, correctness and completeness of the data and information contained in the financial statements, reports or other corporate communications required by law and addressed to shareholders, third parties and auditors.

More specifically, every action, operation or transaction must be accounted for in accordance with the criteria laid down by law and applicable accounting standards, and must be duly authorised, verifiable, legitimate, consistent and appropriate.

For accounting data to meet the requirements of veracity, completeness and transparency, suitable and comprehensive supporting documentation of the activity performed is stored on file for each accounting transaction to allow for the following:

- accurate and trustworthy accounting records;
- immediate identification of the underlying characteristics and rationale behind the operation;
- straightforward reconstruction of the decision-making and authorisation process, as well as identification of levels of responsibility.

In the management of corporate activities, Recipients are required to provide, including to external parties, transparent, truthful, comprehensive and accurate information, and to refrain from spreading false information or carrying out simulated operations.

Tecnica Group is committed to ensuring that the bodies responsible for drafting financial statements and corporate communications carry out their activities in compliance with the relevant regulations and internal procedures, in accordance with the principles of transparency, correctness and completeness.

TRANSPARENCY, CORRECTNESS AND COMPLETENESS OF TAX AND CUSTOMS COMPLIANCE

The Company guarantees the correctness of each transaction and declaration for customs and tax purposes.

Recipients shall promote the completeness, clarity and accuracy of the data and information that is processed, and adherence to the principles of drafting accounting documents; timely correspondence between tax/customs documentation and related operations; correctness and veracity of tax and customs declarations.

Third parties, who in any capacity interface with the Company in the management of tax and customs requirements, guarantee cooperation with the corporate departments responsible for the attainment of the Company's objectives in related activities, while observing the principles set out in this Code of Ethics.

COMPANY RESOURCES AND ASSETS

RESPONSIBLE USE OF COMPANY ASSETS AND INFORMATION SYSTEMS

Each Recipient is required to act diligently to protect corporate assets and avoid any improper use thereof, which may cause damage, reduce efficiency or in any case be contrary to corporate procedures.

All persons are responsible for the protection of the company's assets and the use of the information systems under their direct control. Internet use and e-mail messages from company accounts should only relate to work-related topics.

It is strictly prohibited to engage in conduct that may damage, alter, deteriorate or destroy computer or web technology systems, programs or computer data, of the Company or of third parties. All users shall protect the integrity of the company's equipment and computer systems, refraining from tampering with them in any manner that may alter their functionality.

Under no circumstances may computer or network resources be used for purposes contrary to mandatory provisions of the law, public order or decency, as well as to commit crimes or instigate the commission of crimes, to damage or alter information systems or information of third parties (private and public bodies) or to illegally obtain confidential information.

It is also prohibited to illegally break into computer systems protected by security safeguards, as well as to procure or disseminate access codes to protected computer or web technology systems.

CONFIDENTIALITY AND CORPORATE INFORMATION

Company information and documentation is one of the main elements of the assets of the Company, and therefore of every stakeholder. Their unauthorised dissemination can create economic and reputational damage.

Without prejudice to the relevant legal provisions, Staff and Collaborators are required to maintain the utmost confidentiality on documents and, in general, on all company information (including business plans and strategic projects, marketing, pricing and sales data, commercial and organisational details).

Staff and Collaborators may not use the information and documentation to which they have access in the course of their duties for anything other than professional use and are bound by strict professional secrecy.

Confidential information may only be disclosed within the company organisation to those who can prove that they need it for business reasons.

When disclosing information to third parties, which is permitted for business purposes, the confidential nature of the information must be expressly declared and compliance with the requirement of confidentiality demanded of the third party.

PROTECTION OF INDUSTRIAL AND INTELLECTUAL PROPERTY

Tecnica Group acts in full respect of the industrial and intellectual property rights legitimately held by the Company itself and by third parties, as well as of the laws, regulations and conventions, including those at EU and/or international level, protecting such rights.

Industrial and intellectual property, including patents, trademarks, logos, materials covered by copyright, inventions and trade secrets are highly valuable assets on which Tecnica Group's competitive strength is based.

Tecnica Group encourages and promotes the innovation and technological evolution of products and processes by its own employees and by third parties who work for the Company.

Everyone is required to:

- refrain from any conduct that may constitute encroachment on industrial property rights, alteration or counterfeiting of distinctive signs of industrial products, or of patents, industrial designs or models, whether domestic or foreign, or infringement of intellectual property protected by copyright;
- prohibit third parties from using the Group's industrial and intellectual property rights inappropriately, without the required authorisation and without an approved licence agreement;
- endeavour to safeguard industrial and intellectual property with the utmost care, disclosing it only when strictly necessary and with prior authorisation, within the framework of confidentiality agreements.

REPUTATION

All Recipients, and in particular the Corporate Bodies and Staff, protect the reputation of Tecnica Group by acting in accordance with the principles of the Code of Ethics.

This requires a use of the brand that is fully consistent with the Vision, Mission and Values and actions on social networks, or otherwise in the public domain, not likely to damage the reputation of the Company, even potentially.

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IMPLEMENTATION AND CONTROL MECHANISMS

PROMOTION, DISSEMINATION AND TRAINING

Tecnica Group undertakes to ensure that the Code of Ethics is circulated and made known to all Recipients and, in particular, to ensure that the content of the Code and the principles inspiring it are properly circulated among the Companies of the Group and its Collaborators.

In order to ensure the proper circulation and understanding of the Code of Ethics, the Company has made provision for it to be published on the websites of Group Companies and on the company intranet, in addition to being delivered to Staff when they are recruited.

Moreover, Tecnica Group promotes training courses for company employees with the aim of providing them with a full understanding of the principles and contents of this Code of Ethics.

The Code of Ethics is also shared with external parties who collaborate with Tecnica Group (external collaborators, consultants, clients, suppliers, etc.) also through the use of specific contractual clauses.

This Code of Ethics is adopted by the Tecnica Group and its Group Companies.

ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001

The Code of Ethics is a prerequisite for, and an integral part of, the Organisational, Management and Control Model adopted by Tecnica Group pursuant to, and for the purposes of, Legislative Decree 8 June 2001, No. 231.

The Supervisory Board, appointed by the Board of Directors pursuant to Legislative Decree 8 June 2001, No. 231, is called upon to monitor compliance with the Code of Ethics.

The Board of Directors is required, through its decisions and actions, to promote an ethical environment in the Company consistent with the values expressed in the Code of Ethics.

The operational implementation of the rules of conduct of the Code of Ethics is the responsibility of the Directors and of all the Company Staff, each within his or her competence.

It is the task of the Board of Directors of Tecnica Group, even on the basis of corrective or improvement measures as recommended by the Supervisory Board, to update the Code of Ethics in order to adapt it to the evolution of civil and social awareness or to changes in reference regulations and practices. civile e sociale o al mutamento delle normative e delle prassi di riferimento.

REPORTS

Tecnica Group adopts the measures deemed most appropriate to facilitate the timely reporting of violations of the Code of Ethics, drawing inspiration from the principles and prescriptions of Law no. 179 of 30 November 2017 on Whistleblowing.

The duty to report involves the members of the Corporate Bodies, the Staff and the Collaborators and concerns facts or behaviours in breach, or suspected breach, of the Code of Ethics of which they are directly aware or which have come to their knowledge through the communication of others, including Third Parties.

Reports may also be anonymous. Reports should be as detailed and factual as possible.

The Company – in accordance with the provisions of the policy adopted in the area of whistleblowing – has established the following alternative channels of communication, which Recipients may use to send any allegations, namely:

- e-mail to the Departmental Head or the Internal Audit Department;
- LegalTegrity Whistleblowing channel: call centre, QR code, website;
- booking an appointment, for a face-to-face meeting with dedicated internal HR or Internal Audit departments;
- hard copy mail addressed to the Company’s headquarters – in Via Fante d’Italia 56, Giavera del Montello, Treviso – care of the team responsible for receiving and managing reports – as identified in the current company policy – with the wording “Strictly Confidential”;
- e-mail/hard copy mail channel of the Supervisory Board.

The Company ensures the utmost confidentiality regarding the identity of whistleblowers and prohibits any act of retaliation or discrimination, whether this be direct or indirect, against the whistleblower for reasons directly or indirectly linked to the report, even if the latter proves to be unfounded in substance. The Company reserves the right to take action against anyone who makes untrue reports or reports intended to damage the Company, the Corporate Bodies or the Staff, with malice or gross negligence.

SANCTIONS SYSTEM

Tecnica Group condemns any behaviour which does not comply with the provisions of the Code of Ethics, even if the behaviour is carried out in the interest of the Company or with the intention of bringing it an advantage.

The Company sanctions violations of this Code of Ethics, in compliance with the current provisions on labour relations. Compliance with the provisions of this Code of Ethics must be considered an essential part of the contractual obligations of the Company’s employees pursuant to Article 2104 of the Civil Code.

Any breach of the provisions of the Code of Ethics may constitute a non-fulfilment of the obligations of the employer-employee relationship or a disciplinary infringement, in accordance with the provisions of Article 7 of the Workers’ Statute and in compliance with the applicable National Collective Agreement, with all legal ramifications, including those relating to the continuation of the employment relationship, and may entail compensation for damages arising from the breach itself.

Compliance with the principles of this Code of Ethics is an essential part of the contractual obligations undertaken by all those who do business with the Company. Accordingly, any breach of the provisions of this Code of Ethics may constitute a non-fulfilment of contract, with all the legal ramifications with regard to termination of contract and subsequent compensation for damages.

FINAL PROVISIONS

This Code of Ethics was approved by the Board of Directors of Tecnica Group S.p.A. on 05 May 2023 and will be implemented by all subsidiaries of Tecnica Group as part of the management and coordination activities exercised by Tecnica Group. The document is available on the website www.tecnicagroup.com.

This Code of Ethics is effective as of 5 May 2023 and The Code may be periodically reviewed and updated exclusively by the Board of Directors of Tecnica Group.





TECNICA GROUP S.p.A.
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