



# ETHICS CODE (ANCPL)

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| PRESIDENT OF BOARD |  |
|--------------------|--|
| Gianluca Turri     |  |



## **1 Introduction**

The cooperative CLM S.c.r.l. is aware that unethical actions in the attitudes of affairs affect the reputation of the Company and interfere the achievement of its mission. Identified in the continuity and job security of its members, employees and consultants in customer satisfaction and all legitimate stakeholders in a market in which prevails the principles of ability, legitimacy and fairness. This Ethical Code approved by the Management Board and ratified by the General Assembly, describes the commitments and the ethical responsibilities to which they are bound by the conduct of the directors, associates, managers, of all employees and collaborators of the company.

## **2 Principles Of The Ethics Code**

### **2.1 A. General Roules**

1. The society inspires its activities on the principles contained in this Code and intends not undertake or continue any relationship with anyone who evidence of incapacity to share the content and the spirit that it violates the principles and rules of conduct
2. The directors of the company, shareholders, managers, employees and all the collaborators are obliged to respect this ethical code

### **2.2 B. Adherence to the securities of the National League Cooperative and Mutual**

3.The company adopts the values and principles of cooperation approved by National Directorate of Legacoop the meeting held on 14 July 1993 and listed below:

The member is the original nucleus of any form of mutuality and represents the first concrete reference to the action Cooperative

The cooperative companies play their economic role in favor of the cooperators, future generations and the community. They offer their participants security, benefits and recognition in proportion to the individual competition

The principal resource of cooperation is represented by the individuals within it. Every cooperative shall set off their work, stimulate and recognizing creativity, professionalism, ability to collaborate order to achieve the common objectives.

The cooperator is manifested first of all with respect for people. The cooperator is required honesty, sense of justice and a sense of responsibility, whatever his role or position

The cooperative companies are presented with the quality of the work they perform, transparency, honesty and fairness of the behaviors



The cooperation considers the pluralism always good. In relationships it has with other economic forces, political and social it respects their nature, opinion, culture and acting according to their originality, independence, capacity to proposal-

The existence of cooperation, his distinctive sign, and its rule are based on the principle of solidarity. To the fund every relationship or transaction between economic actors there are always human relationships.

The cooperation interprets the market as a place of production of richness, respect for health and environment, of development of social economy. She acts in the marketplace not only in observance of the laws, but according to principles of justice and utility for its members and for society

The cooperation contributes to the development of the market by improving existing businesses and creating new ones, organizing the question, responds to the needs of the community. With these meanings it intends to the promotion cooperative.

The cooperation considers the right and the risk of making business as manifestations of freedom The cooperation regulates the internal relationships based on of the principle of democracy. The cooperative enterprises completely realize its objectives by associating in the cooperative movement, which promotes relations completely its objectives by associating in the cooperative movement, which promotes relations between them, which enhances their collective heritage, ensuring the appropriate forms of control.

The mutuality cooperative, principles defined by the International Cooperative Alliance, is not only a way to produce and distribute wealth more adequately to the interests of the participants, but a conception of human relations

### **2.3 c. Principle of legality**

4. The company has as a principle is respect for the laws and regulations in all countries in which it operates. All activities must therefore be characterized and conducted in compliance all laws and regulations, as well as of the principles and procedures to this end preordained.

5. The society requires of its members, administrator, managers, and dependent in general to any person who, in any capacity, transparency functions, including de facto respect for legislation and with all applicable regulations, as well as of the principles and procedures that preordained purpose

6. the society shall undertake to adopt necessary measures and opportune so that the constraint of the legislation and all applicable standards, as well as the principles and procedures to this end preordained, is taken up and practiced by members, administrators, managers and dependent, as well as consultants, providers, clients and any individual with whom company maintains relations.

7. The society can contribute to the financing of political parties, committees, organizations or political candidates as long as in full respect of the law and regulations in force



## **2.4 D. Relations with the public administration**

. The organs of society and their members, associates, dependent, consultants and collaborators, the procurators and In general third parties acting behalf of the company in relations with the public administration, Italian, European Union or third countries, inspire and adapting their conducted in order not to induce the general government to the violation of the principles of impartiality and good progress which was held.

The contacts with the public administration, Italian, European Union and / or third countries, are limited to those who specifically and formally appointed by the society to treat or have contacts with these administrations, public officials, agencies, organizations and / or institutions

9. The society condemns any conduct by any person on his behalf come into being, consisting in the promise or offer, directly or indirectly, money or other utilities to public officials and / or public service Italians, the European Union and / or third countries, from which it can attain to the society any undue or illicit interest or advantage

10. the persons authorized by the Company following any business negotiation, request or relationship with the Italian public administration, the European Union and / or third countries, cannot for any reason engaging in conduct intended to illegally influence the decisions of public officials or public servants who make decisions for account of P.A. Italian, the European Union and / or third countries, in order to make obtain the company undue or illegal profit or advantage

11. Is prohibited allocate for purposes other than those for which they were granted, contributions, subsidy or financing obtained by the state or other public entity or by the European Communities also of little value and / or sum

12. The Society condemns the conduct intended to obtain from the State of the European Communities or other public entity means any type of contribution, financing, subsidized loan or other provision of the same type by means of statements and / or documents to altered or falsified or through information omitted or, more generally, by means of artifices or deceptions, including those realized by means of a computer system or telematic designed to could mislead the paying institution.

13. The Society may not be represented in relations with the public administration, Italian, European Union or third countries; to third parties when, based on information available, there may be a conflict of interest.

## **2.5 E. Organization**

14. Every operation and / or transaction, understood in the broadest sense of the term, must be legitimate, authorized, consistent, congruous, documented, registered and verified at any time

15. the members, dependent and persons effecting any procurement of goods and / or services, including also external consultants on behalf of the company, must act in accordance of the



principles of correctness, economy, quality and lawfulness of and operate with the diligence of good father

16. The evaluation of personnel is made based on the correspondence the profiles of the candidates and their specific competencies than expected and business requirements, as well as resulting from the request made by the applicant and function, always in respect of equal opportunities for all interested parties.

The information requested is closely connected to the verification of the aspects provided for in professional profile and psycho aptitude in respect for private life and opinions of the candidate

17. the company is committed to make sure that in your company organization prefixed annual objectives, both general and individual members, directors and the employees or collaborators who work for society are focused on a possible result specific, concrete, measurable and reported with the expected time for attain it.

18. Each business function is responsible for the veracity, authenticity and originality of the documentation and information provided to the conduct of their competence.

## **2.6 F. Correct administration**

19. The company pursues its social scope in compliance with the law, the statute and regulations social, assuring the correct functioning of social protection of property rights and participatory membership, safeguarding the integrity of the share capital and patrimony

20. The society sentence any conduct by any person in place, intended to alter the correctness and veracity of the data and the information contained in financial statements, reports or other company documents provided for by law addressed to the shareholders and to the public

21. The society requires that administrators, associates, department managers and their staff take a correct and transparent conduct in the exercise of their functions, especially in relation to any request made by of the Management Board, other company bodies and any of the independent auditors in the exercise of their respective functions institutional

22. It is forbidden to engage in any voluntary behavior on the part directors of the company aimed to cause lesion to integrity of the corporate assets

23. The administrators should not to perform any kind of corporate transaction likely to result in damage to the creditors

24. Is prohibited to commit any act, simulated or fraudulent, aimed at influencing the will of members of the general assembly to get the irregular formation of a majority and / or a resolution different from that which would be produced

25. is prohibited purposely disseminate false information both inside and outside of the company concerning the company, members, employees, consultants and third parties to operate it with the full understanding and knowledge of their falsity



26. The organs of society, their members, shareholders and employees, on the occasion of checks and inspections by the competent public authorities should maintain an attitude of high availability and collaboration without impeding in any way the functions of inspection bodies and the control.

## **2.7 G. Human rights and labor laws**

27. The society condemns any conduct detrimental to the individual, the integrity physical, cultural and moral of the people with which relates and undertakes to counter any attitude of this nature, including the use of irregular work

28. The society condemns the use of Child Labor and therefore undertakes not to use or support this form of work

29. The society condemns the use of "forced labor" and therefore undertakes not to use or support this form of work

30. The society undertakes to ensure a safe and healthful workplace

31. The society undertakes to respect the right of workers to join trade unions

32. The society will not making any type of discrimination

33. The society will not use nor support disciplinary practices such as corporal punishment, physical and mental, verbal abuse

34. The society strives to adapt the time provided by law and by national and local agreements

35. The society is committed to pay employees respecting the national collective labor contract and the supplementary company

36. The society is committed to respecting the privacy of employees and collaborators, through the adoption of rules for the treatment and preservation of personal and sensitive data that comply with current legislation and give guarantees of efficacy

## **2.8 H. Security and environment (sustainability)**

37. The company strives to satisfy the legitimate expectations of all its stakeholders, with which it intends to promote a dialogue finalized at better understanding of their needs

38. The society is committed to seeking environmental protection, having as objective of continuous improvement of its ambient performance.

To this end include the commitments:

compliance with the legislation and with national and Community environmental

The prevention of pollution sensitization of members, employees and collaborators on environmental themes

To this end, commitments include:

- *management of CLM's "productive" activities in compliance with current environmental regulations, in order to avoid water pollution, atmospheric emissions of harmful substances, emissions in general of noise and vibrations, the creation of harmful or excessive waste and any other conduct that may have adverse consequences for the environment;*
- *management and disposal of waste and scrap deriving from the productive process in accordance with procedures compliant with current regulations;*
- *constant improvement of energy efficiency at all productive levels, giving preference to the purchase of plant and machinery that guarantees lower energy consumption for the same performance and quality of production;*
- *where possible, the use in productive processes of renewable sources of energy, the use of eco-efficient lighting systems and the design of thermal and acoustic insulation systems for plants and offices;*
- *the use of eco-sustainable packaging and the elimination – where possible – of non-recyclable packaging, opting for types of packaging made from recycled materials or considering the adoption of reusable packaging;*
- *dissemination among all employees, consultants, external collaborators, clients and suppliers of a culture focused on environmental protection and the prevention of pollution, developing risk awareness and promoting responsible conduct by all stakeholders in general. Specifically, when CLM performs research into, analyses, proposes or includes new products in its business, the Company ensures inter alia that all appropriate investigations and checks are carried out into the potential environmental risks deriving from placement of those products onto the market, thus limiting the related impact and preventing detrimental effects;*

It is for this reason that in 2022 the company obtained the international certification ISO 14001:2015 with the third-party body SGS.

39. The society is committed to promoting the security and health at work, having as objective of continuous improvement of its performance in terms of security

To this end include the commitments:

- The compliance with the legislation and their national and Community legislation relating to health and safety at work
- The awareness raising and education of members, employees and collaborators because, in carrying out the activities for which, in every case ensure The compliance with the legislation and national and Community legislation on health and safety at work and adopt the appropriate measures to minimize the risks associated with these activities

In particular, the society, in taking their own decisions to any operational level, refers to the fundamental principles derived from the European Directive n ° 89/391 relating to health and safety at work, identified as follows:



Avoid the risks;

evaluating the risks which cannot be avoided;

combating the risks at source;

adapting the work to humans, in particular as regards the design of jobs and the choice of work equipment and the working methods and production

Adapting to of technical evolution

replace what has dangerous with what is less dangerous

prevention program, aiming at a coherent whole that integrates the same technology, organization of work, working conditions, social relationships and the influence of factors of the work environment

to give priority to collective protective measures over individual to protection measures

giving appropriate instructions to the workers

It is for this reason that in 2024 the company obtained the international certification ISO 45001:2018\_A1:2023 with the third-party body SGS.

## **2.9 I. Transparency towards the market**

40. The society competes fairly in the market following the rules of competition

41. The society, its directors, members and dependent must, in the face of legitimate request, provide complete, correct adequate and timely information both inside and outside the society possibly using the written form

42. members of the board of directors, the members of the board of auditors, directors, shareholders, managers and general employees and collaborators who, in relation to their role, they had access to information not available to the public and can influence the value of listed financial instruments (price sensitive information), shall not use such information in their own interest and should not favor insider trading (abuse of privileged information and / or market manipulation without reason these disseminating information inside or outside the society )



## **2.10 L. Fight against terrorism and criminality**

43. The society condemns any activity involving falsification, counterfeiting, alteration and / or spending coins, credit cards and stamps. To this end, it is the obligation of its administrators, members, dependents and collaborators to respect and apply the law, Italian and Community, and for vigilance to prevent also target the holding and the use or spending in good faith, with an invitation to report to 'competent authority of any situation that may be related to crimes of this nature counterfeiting, alteration and / or spending coins, credit cards and stamps. to this end, it is the obligation of its directors, shareholders, employees and to respect and apply the law, Italian and Community, and for vigilance to prevent also target the holding and the use or spending in good faith, with an invitation to report to 'competent authority of any situation that may be related to crimes of this nature

44. The society condemns any activity involving recycling (that is the acceptance or processing) of proceeds from criminal activities in any form or manner. To this end, the fact obligation its administrators, members, dependents and collaborators to respect and enforce the laws against money laundering, Italian and Community, with an invitation to report to the competent authority any situation that may constitute a crime of this nature

45. The society deeply believes in democratic values and condemns any activity that may have the purpose of terrorism or subversion of the democratic order. To this end, it is the obligation of its administrators, members, dependents and to respect and apply anti-terrorism laws, Italian and Community, with an invitation to report to the competent authority that could constitute any situation that is capable of constituting crime of this nature.

## **2.11 M. Attitudes when the society is responsible for of public service**

46. The administrative bodies of the society and its members, partners, members, dependents, collaborators, and the procurators third parties in general, acting on account of the Company performing a public function, inspire and adapt their conduct in order to respect the principles of 'impartiality and good performance which is imposed on the public administration.

47. The society condemns any conduct by anyone on its behalf in place, which is to be promising and / or accepting directly or indirectly benefits, money or other benefits from third parties interested in the results of the public function exercised by its administrators, members, dependents , collaborators, procurators, and more generally by third parties acting on account of the Company

48. the Persons delegated by society to carry out a public function for account of Italian public administration, the European Union and / or on behalf of third countries, cannot for any reason accept behavior aimed at influencing illegitimately the decisions of their competence

49. the company may not entrust the execution of a public function for account of Italian public administration, the European Union or third countries, own personnel or third parties when, according to the available information, this could constitute an conflict of interest

### **3 Reactions to violations of the Ethics Code**

The violations committed by administrators, members, managers, dependent and collaborators of the society are subject to the disciplinary system predicted by the model of crime prevention approved by the Board of Directors

### **4 The procedures for approval of the ethical code**

The ethical code was approved by the general meeting at its meeting of 04/09/2012. Subsequently, to allow a more flexible adaptation of the document to situations that were highlighted during the management of crime prevention model ex DLgs 231/20041, or to guarantee a more timely adaptation to new demands arising from legislative changes to the same DLgs 231/2001, the 'modification procedure and approval of the ethics code of the society is as follows:

The supervisory body regularly reviews the ethical code with particular reference to the needs resulting from the modifications made by law, and shall propose any amendments and additions at the same;

the Administrative Board examines the proposals of the supervisory body, and if agree with them, approve the ethics code as amended, which therefore becomes immediately operational for the society;

### **5 Reports To The Supervisory Body (Whistleblowing)**

The Supervisory Board must be informed, by means of appropriate reports, by employees, corporate bodies and collaborators of events that could give rise to liability of the Company under the Decree. In particular, the persons indicated in Article 5, paragraph 1, letters a) and b) of Legislative Decree 231/01 (\*), as well as those who in any capacity collaborate with the entity, are obliged to transmit to the Supervisory Board any circumstantiated reports of unlawful conduct, relevant under Legislative Decree 231/01, which they believe in good faith, on the basis of reasonable belief based on factual elements, to have occurred, or of violations of the organization and management model of the entity of which they have become aware by reason of their functions.

Reports must be sent to the Supervisory Board, also anonymously, by addressing them: to the e-mail box (odv@CLM.com) set up outside the company domain or by letter to the postal address.



This reporting channel is considered appropriate to guarantee the confidentiality of the identity of the reporter;

Bona fide whistleblowers must be protected against any form of retaliation, discrimination or penalisation, for reasons directly or indirectly linked to the report, without prejudice to the right of the parties concerned to protect themselves in the event that the whistleblower is found to have criminal or civil liability in connection with the falsehood of the report.

Employees are urged, through the Code of Ethics, to report a violation (or alleged violation) of the Model, reporting it to their direct superior. If the report is unsuccessful, or the employee feels uncomfortable reporting to his or her direct superior, he or she may report directly to the Supervisory Board.

Employees, with regard to their activities performed for or on behalf of the Company, must report directly to the SB.

The SB assesses the reports received and any consequent measures applicable in compliance with the provisions of the sanctions system.

(\*) a) by persons in positions of representation, administration or management of the entity or of one of its organizational units with financial and functional autonomy, as well as by persons who exercise, also de facto, the management and control of the same;

b) by persons subject to the management or supervision of one of the persons referred to in point a).