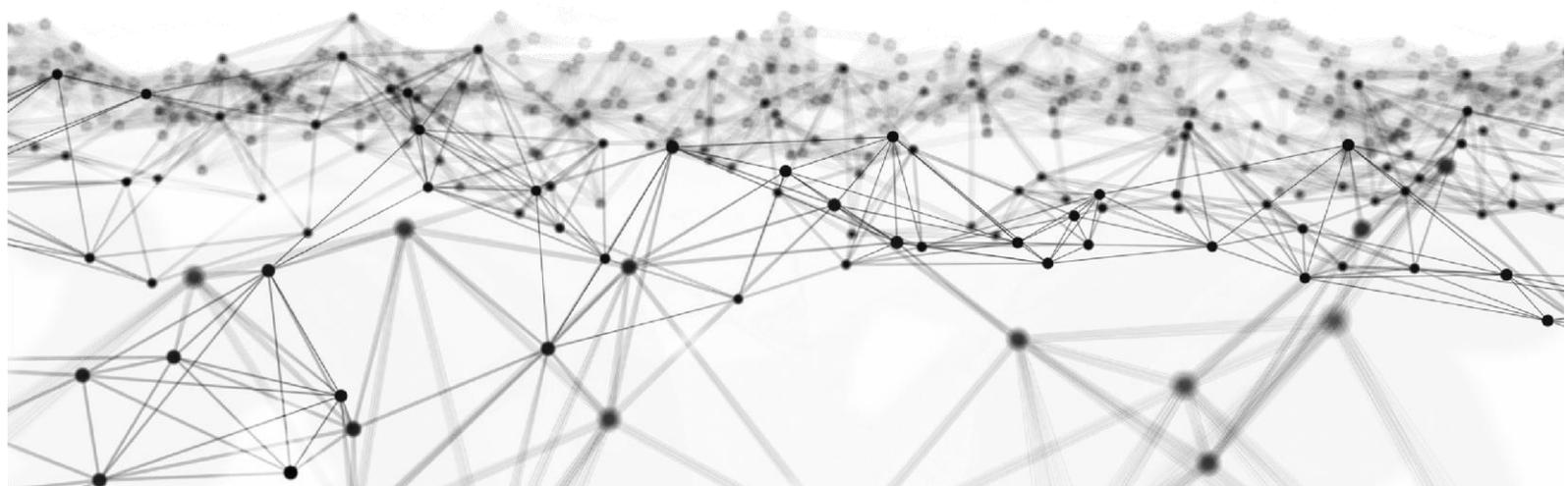


# Code of Ethics





## INTRODUCTION

The complexity of the global market requires every company that decides to operate there to make choices related to its Values, fama & co s.r.l. (hereinafter also "fama" or "the company"), has decided to self-regulate by embracing a code of ethics that involves its team and stakeholders who decide to collaborate with fama. At the base of our code of ethics there are legality, sustainability of the environment.

fama & co. srl has also chosen to comply with the provisions of Legislative Decree no. 231 of 8 June 2001, which introduced into the Italian legal system the administrative liability of entities for the occurrence of a series of criminal offenses committed by subjects who, within the entity itself, hold functions of representation, administration or direction or by subjects subject to the direction or supervision of the same.

To this end, fama & co. srl, through its Code of Ethics (hereinafter also the "Code"), intends to define and disseminate the values and principles of correctness, loyalty, integrity and transparency, inspiring elements of the behavior of corporate bodies, employees and all those who work to achieve the objectives of the Company. The Code of Ethics also constitutes the set of general principles of conduct that are the basis of the organization, management and control model adopted by the Company pursuant to Legislative Decree no. 231/2001.

Under no circumstances will conduct in violation of these principles be justified, even if pursued with the intention of acting in the interest of the Company to bring it an advantage.

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## Recipients of the Code of Ethics

The Code of Ethics is binding for all Directors, Employees, including Managers, without exception, as well as for all those who, although outside the Company, operate, directly or indirectly, for fama & co. srl as an example and not exhaustive: consultants, suppliers, customers, business partners, etc ...

The subjects indicated above are, therefore, required to observe and, as far as their competence is concerned, to observe the principles contained in this Code of Ethics. Under no circumstances does the claim to act in the interest of the Company justify the adoption of behaviors contrary to those set out in this document.

The Code also applies to activities carried out by the Company outside the national territory, while considering the differences existing in each country from a regulatory, social, economic and cultural point of view. Compliance with the rules of the Code must also be considered an essential part of the contractual obligations of the Company's employees pursuant to and for the purposes of the provisions of Article 2104 et seq. of the Civil Code.

The violation of the rules of this Code, considered of particular gravity, among other things, damages the relationship of trust established with the Company and may lead to disciplinary actions and compensation for damages, without prejudice, for employees, compliance with the procedures referred to in Article 7 of Law 300/1970 (Workers' Statute), collective labor agreements and any company regulations adopted by fama & co. srl.

## Dissemination and training on the Code of Ethics

fama & co. srl undertakes to ensure a timely internal and external dissemination of the Code of Ethics through:

- distribution to all members of the Corporate Bodies and to all employees;
- billboarding in a place accessible to all;
- making available to third party recipients and any other interlocutor who requests it.

## Structure of the Code of Ethics

The Code of Ethics of fama & co. srl consists of three sections:

1. in the first, the general ethical principles that identify the reference values in the activities carried out by the Company are indicated; Code of Ethics Edition 20 May 2019
2. in the second, the rules of conduct dictated towards the subjects, including the Third Party Recipients, required to comply with this Code, are indicated;
3. in the third, the implementation mechanisms are regulated, which outline the control system for the correct application of this Code of Ethics and for its continuous adaptation to the Company's activities.

## SECTION I: ETHICAL PRINCIPLES OF REFERENCE

The ethical principles listed below represent the fundamental values to which the subjects required to comply with this document must comply with in the conduct and performance of business activities.

### Responsibility and compliance with the laws

fama & co. srl has as its essential principle the respect of the laws, regulations and, in general, the regulations in force in Italy and in all the countries in which it can operate. In no case, it is permissible to pursue or realize the interest of the Company in violation of laws.

This principle must be considered to operate both with regard to the activities carried out within the Italian territory and to those related to relations with international operators.

**Fairness** The principle of fairness implies respect for the rights of all those involved in the Company's activities.

In particular, the subjects required to comply with the Code of Ethics must act correctly in order to avoid situations of conflict of interest, meaning for such, generically, all situations in which the pursuit of their interest is contrary to the interests of the Company.

Situations through which an employee, administrator and other recipient may derive an undue advantage and/or profit from information known during the course of their business should also be avoided.

### Honesty

The subjects required to comply with this Code of Ethics must have the awareness of the ethical significance of their actions and must not pursue personal or corporate profit in violation of the laws in force and the rules of this Code.

### Transparency

The principle of transparency is based on the truthfulness, accuracy and completeness of information both externally and internally. In compliance with the principle of transparency, every transaction and transaction must be correctly recorded, authorized, verifiable, legitimate, consistent and congruous.

All actions and operations must have an adequate record and verification of the decision-making, authorisation and execution process must be possible.

For each operation there must be adequate documentary support in order to be able to carry out, at any time, the carrying out of checks that attest to the characteristics and motivations of the operation and identify who authorized, carried out, registered, verified the operation itself.

The Company uses the most objective and transparent criteria for the choice of suppliers, operating in compliance with current regulations. The choice of collaborators, consultants and suppliers must be made after the prior verification of competitiveness, quality and economic conditions practiced. The supplier or consultant will also be selected in consideration of the ability to ensure:

- compliance with this Code of Ethics;
- the implementation of appropriate company quality systems, where applicable;
- the availability of suitable means and organizational structures;
- compliance with labour legislation, including the health and safety of workers.

Specific procedures are provided for the documentation of the overall selection and purchase process, in order to ensure maximum transparency of the evaluation and choice of supplier operations.

#### Value of human resources

Human resources are recognized as a fundamental and indispensable factor for the company's development.

fama & co. srl protects the growth and professional development in order to increase the wealth of skills possessed, in compliance with current legislation on individual personality rights, with particular regard to the moral and physical integrity of employees.

Personnel are selected solely on the basis of regular employment contracts, as no form of irregular work is tolerated.

Any candidates to become employees and / or collaborators of the Company must be made aware of all the characteristics relevant to the employment relationship. The recognition of salary increases or other incentive tools and access to higher roles and positions (promotions) are linked, in addition to the rules established by law and the collective employment contract, to the individual merits of employees, including the ability to express behavior and organizational skills based on the ethical principles of reference of the Company, indicated by this Code.

#### Relations with local authorities and public institutions

fama & co. srl pursues the goal of maximum integrity and fairness in relations with the Public Administration. Relations with institutional interlocutors are maintained exclusively through the subjects appointed to do so also for the role played.

If fama & co. srl uses a consultant or a 'third party' to be represented in relations with the Public Administration, they will be required to comply with the directives valid for the Company's

employees. srl, moreover, must not be represented, in relations with the Public Administration, by a consultant or by a 'third party', if there are conflicts of interest, even potential.

### Relations with associations, trade unions and political parties

fama & co. srl does not provide contributions, direct or indirect, for the financing of political parties, movements, committees and political and trade union organizations, nor of their representatives or candidates. Furthermore, the Company does not provide associations or sponsor events or congresses that have political propaganda as their purpose.

fama & co. srl can recognize contributions and donations in favor of subjects with social, moral, scientific and commercial purposes.

## SECTION II: PRINCIPLES AND RULES OF CONDUCT

### Principles and rules of conduct for the members of the Corporate Bodies

The Corporate Bodies, in the awareness of their responsibility, as well as compliance with the law, current legislation and the Articles of Association, are required to comply with the provisions of this Code of Ethics.

Their components are required:

- to behave according to autonomy, independence, and fairness with public institutions, private subjects, economic associations, political forces, as well as with any other national and international operator;
- to maintain a knowledge inspired by integrity, loyalty and a sense of responsibility towards the Company;
- to ensure assiduous and informed participation in the meetings and activities of the corporate bodies;
- to ensure the sharing of the mission and a timely critical spirit, in order to guarantee a significant personal contribution;
- to evaluate situations of conflict of interest or incompatibility of functions, assignments or positions outside and within fama & co. srl, refraining from performing acts in situations of conflict of interest in the context of its activity;
- to make confidential use of the information of which they become aware for ex officio reasons, avoiding using their position to obtain personal advantages, both direct and indirect;
- to respect, as far as its competence and within the limits of its responsibilities, the rules of conduct dictated for the personal fama & co. srl by the following par.

### Principles and rules of conduct for Personnel

Personnel must conform their conduct, both in internal relations and towards external interlocutors of the Company, to the current legislation as well as to the principles expressed by this Code of

Ethics and to the rules of conduct indicated below, in compliance with the Model and company procedures in force.

With reference to the Organization, Management and Control Model Ex- Legislative Decree 231/01, it is necessary:

- avoid putting in place, giving cause or collaborating in the realization of behaviors suitable to integrate any of the types of crime referred to in the Decree;
- collaborate with the Supervisory Body during the verification and supervision activities carried out by them, providing the information, data and news requested by it;
- make the communications provided for in paragraph II.4 of this Code to the Supervisory Body;
- report to the Supervisory Body any malfunctions or violations of the Model and / or the Code of Ethics, in compliance with the provisions of paragraph 3 of Section III of this Code. The Staff may contact the Body of Vigilance at any time by e-mail to the address [odv@famaeco.com](mailto:odv@famaeco.com) also in order to request clarifications and / or information on the subject, for example:
  - or the interpretation of the Code of Ethics and/or other protocols related to the Model;
  - or the legitimacy of a specific or concrete behavior or conduct, as well as their appropriateness or compliance with the Model or the Code of Ethics.

In addition to the general provisions set out above, the Personnel must also comply with the principles and rules of conduct indicated below and concerning both issues considered of particular importance from an ethical point of view and specific sectors of the company's activity.

### Conflict of interest

Personnel must avoid engaging in or facilitating operations in conflict of interest - actual or potential with the Company, as well as activities that may interfere with the ability to take, impartially, decisions in the best interests of the Company and in full compliance with the rules of this Code.

If the Personnel finds himself in a situation of conflict of interest, even if only potential, he must communicate this circumstance to his hierarchical superior, refraining from carrying out any operation.

### Relations with Public Authorities

All relationships with persons qualified as public officials or public service representatives must be conducted in full compliance with the laws and regulations in force, as well as the Model and this Code of Ethics, in order to ensure the absolute legitimacy of the Company's work.

fama & co. srl prohibits the Staff from accepting, offering or promising, even indirectly, money, gifts, goods, services, benefits or favors (also in terms of opportunities) in relation to relationships with public officials, in charge of public service, to influence their decisions. If connected to the aforementioned relationships, any requests or offers of money, gifts (except those of modest value), of favors of any kind, forwarded or received by the Staff, must be automatically brought to the attention of their hierarchical superior and the Body of

Vigilance.

Gifts and acts of courtesy to public officials or public employees are allowed only when, being of modest value, they do not compromise in any way the integrity and independence of the parties and cannot be interpreted as a tool to obtain advantages improperly. In any case, during a negotiation or any other relationship with the Public Administration, the Personnel must refrain from undertaking, directly or indirectly, actions aimed at:

- propose employment, commercial and / or other opportunities from which advantages may derive, for themselves or for others, to employees of the P.A. or their relatives or relatives;
- solicit or obtain confidential information that may compromise the integrity or reputation of both parties.

In the case of investigations, inspections or requests by the Public Authority, the Personnel is required to ensure due cooperation.

#### Relationships with customers and suppliers

Personnel must base their relations with customers and suppliers on the utmost fairness and transparency, in compliance with the laws and regulations in force, as well as the Model and this Code of Procedure, as well as internal procedures and, in particular, those relating to relations with customers and those relating to procurement, purchasing and selection of suppliers.

#### Confidentiality

The Personnel must treat with absolute confidentiality, even after the termination of the employment relationship, data, news and information in their possession, avoiding their dissemination or use for their own speculative purposes or those of third parties.

Information of a confidential nature may be made known, within the Company, only with regard to those who actually need to know it for work reasons.

#### Diligence in the use of the Company's assets

The Personnel must protect and preserve the values and assets of the Company entrusted to him, and contribute to the protection of the heritage of fama & co. srl. in general, avoiding situations that may adversely affect the integrity and security of such assets. In any case, the Personnel must avoid using for personal benefit, or in any case for improper purposes, resources, goods or materials of fama & co. srl.

#### Principles and rules of conduct for Third Party Recipients

The Code of Ethics also applies to subjects, external to the Company, who operate, directly or indirectly, for fama & co. srl (by way of example and not exhaustively, collaborators in any capacity, consultants, suppliers, business partners, etc.). The Third Party Recipients are, therefore, obliged

to comply with the provisions of the Model and this Code and in particular, within the limits of their respective competences and responsibilities, the ethical principles of reference and the rules of conduct dictated for the Personnel of fama & co. srl. In the absence of the express commitment to comply with the rules of this Code of Ethics, fama & co. srl will not conclude and / or continue any relationship with the Third Party Recipient. To this end, it is envisaged the insertion, in the letters of assignment and / or in the negotiation agreements, of specific clauses aimed at confirming the obligation of the Third Recipient to fully comply with this Code, as well as to provide, in case of violation, a warning to the timely compliance with the Model or the application of penalties or, an cora, the termination of the contractual relationship. For contractual relationships already in place at the time of entry into force of this Code of Ethics, fama & co. srl provides to sign to the Third Party Recipient a special supplementary agreement having the content indicated above.

### Obligations to communicate to the Supervisory Body

The subjects required to comply with the Code of Ethics are required to promptly inform the Supervisory Body when they are aware of violations, even if only potential, in the context of the activity of fama & co. srl, of laws or regulations, of the Organization, Management and Control Model, of this Code of Ethics, of internal procedures. In any case, the following information must be transmitted to the Supervisory Body and must be transmitted immediately:

- that may be related to violations, even if only potential, of the Organization, Management and Control Model;
- relating to the Company's activities, which may be relevant to the performance by the Supervisory Body of the tasks assigned to it

Communications to the Supervisory Body can be made by e-mail to the address [odv@portoantico.it](mailto:odv@portoantico.it) or by writing to the address of the headquarters of fama & co. srl – via Mazzini, 41 – 48022 Lugo RA – "to the attention of the Supervisory Body". In each case, the Supervisory Body ensures that the person making the communication, if identified or identifiable, is not subject to retaliation, discrimination or, in any case, penalties, thus ensuring confidentiality (except for the recurrence of any legal obligations that require otherwise).

## IMPLEMENTATION AND MONITORING OF COMPLIANCE WITH THE CODE OF ETHICS

### Tasks of the Supervisory Body

Control over the implementation and compliance with the Organization, Management and Control Model and this Code of Ethics is entrusted to the Supervisory Body appointed in accordance with the Decree.

The tasks of the Supervisory Body in relation to the Ethical Code are, among others, the following:

- control compliance with the Model and the Code of Ethics, with a view to reducing the danger of the commission of the crimes provided for by the Decree;
- formulate their observations regarding both the ethical issues that may arise in the context of company decisions, and the alleged violations of the Code of Ethics of which it is aware;

- provide, to the interested parties, all the clarifications and clarifications requested, including those relating to the legitimacy of a concrete behavior or conduct, or to the correct interpretation of the provisions of the Model or the Code of Ethics;
- follow and coordinate the updating of the Code of Ethics, also through its own proposals for adaptation / or updating;
- report to the competent corporate bodies any violations of the Model or the Code of Ethics.

#### Violations of the Code of Ethics and related sanctions.

With regard to the violation of the ethical principles and rules of conduct established in this Code of Ethics, as well as the related applicable sanctions, please refer to the provisions of the Disciplinary System, specifically issued by fama & co. srl, which is an integral part of the Model.

The Disciplinary System, in a nutshell, identifies:

- stakeholders;
- the type of relevant violations;
- the sanctions, graduated according to the seriousness of the violation, which may be adopted by the Company;
- the procedure for their concrete imposition.

#### Reporting of any violations of the Code of Ethics

If a person required to comply with the Model and this Code of Ethics become aware of a fact and / or a circumstance suitable to integrate the danger of their violation, he is required to promptly report it to the Supervisory Body.

The Company has activated the appropriate dedicated communication channels, in order to facilitate the reporting process to the Supervisory Body. In particular, a special e-mail box has been activated [odv@famaeco.com](mailto:odv@famaeco.com), to which any reports regarding non-compliance with the dictates referred to in this Code have been sent, to which it will also be used for the receipt of reports of an anonymous nature, or those in which it is not possible to trace the identity of the sender. In any case, the Supervisory Body shall ensure that those who have carried out the markings are not subject to retaliation, discrimination or, in any case, penalties, thus ensuring the adequate confidentiality of these subjects, except for the recurrence of any legal obligations that require otherwise.