

**NUOVA DEROMA S.P.A.**

Registered office: Corso Magenta, 84 - 20123 Milano (MI) Italy

Headquarters: Via Pasubio, 17 - 36034 Malo (Vicenza)

ITALY c.f/ p.iva IT 11680260962 - Cap. Soc. Euro 7.809.561,83

Reg. Imp. Milan n. 12901220157 - R.E.A. VI n. 2618955

**CODE OF ETHICS**

**INDEX**

1. Activities, goals and values .....	3
2. Purposes and principles of the Code of Ethics .....	5
3. Addressees .....	6
4. Relations with Stakeholders .....	7
A.- Corporate Governance and Corporate Administration .....	7
B.- Human resources.....	8
C.- Suppliers, external collaborators, partners and consultants .....	11
D.- Customers .....	13
E.- Community.....	14
5. Implementation and monitoring .....	17

\*\*\* \*\*

## **1. Activities, goals and values**

Nuova Deroma S.p.A. (hereinafter referred to as “Nuova Deroma” or the “Company”) collects the legacy of Deroma, a historic company founded in the Veneto region in 1955 with the idea of combining the ancient tradition of terracotta craftsmanship with the most modern production technologies and a constant search for new materials, in order to create the best possible pot for every plant and every environment, elevating it from a simple object of daily use to a true form of artistic expression. We aim for the continuous improvement of our products in terms of quality and environmental impact and intend to ensure a level of performance aimed at the full satisfaction of all our stakeholders.

Thanks to the constant search for technological innovation and the ability to anticipate industrial transformations, Nuova Deroma today represents one of the world leaders in the sector, with companies located in Europe (France, Spain and the United Kingdom), America (the United States) and Asia (Hong Kong and Singapore).

It is Nuova Deroma's firm belief that business ethics constitutes, alongside the quality of the products offered and the efficiency of its organization, an essential factor for the growth of business activity.

Consequently, the Company informs its activities with both formal and substantive compliance with the Laws of the Italian Republic, as well as those of the other countries in which it operates, and with the principles of integrity, fairness, transparency and good faith, and thus the corollaries that derive from these principles.

With this in mind, the Company has deemed it necessary to draw up and adopt this Code of Business Ethics, which summarizes the set of values, criteria and ethical principles to which Nuova Deroma and the individuals working on its behalf must adhere, both in their internal relations and in their relations with third parties.

The adoption of this Code is part of the program, undertaken by the company, to comply with the requirements of Legislative Decree 231/2001 (Discipline of Administrative Responsibility of Legal Persons, Companies and Associations, including those without legal personality, pursuant to Article 11 of Law 29.11.2000 no. 300); this Code of Ethics (hereinafter also referred to as the “Code”) dictates, therefore, the principles of corporate ethics and rules of conduct that are also relevant for the reasonable prevention of the offenses contemplated in Legislative Decree No. 231/2001 and constitutes, therefore, an essential component of the Organization, Management and Control Model pursuant to the decree itself.

This document was approved by the Board of Directors and adopted by the Company on 06/21/2024.

The values on which Nuova Deroma's activities are based are:

**a) Human Rights**

Putting Human beings and his rights first, recognizing his dignity in every context and relationship;

**b) Legality**

to always comply, under all circumstances, with local, national and international regulations in the contexts in which it operates and to implement models of organization, control and management aimed at the prevention of offenses and crimes;

**c) Transparency**

To represent with clarity, precision and in an accessible manner the data relevant to the stakeholders involved in the various levels of business activity;

**d) Sustainability**

To be aware of the inextricable links between economic, social and environmental dimensions and to weigh its actions in consideration of the relative impact on the community and the environment;

**e) Excellence**

to have the technical and relational know-how to make the best products on the market and position themselves as leaders in the field;

**f) Innovation**

anticipating change through the contribution of ideas, flexibility and open-mindedness, going beyond current standards;

**g) Customer orientation**

know the target market, be aware of customers' needs and seek the best operational solutions to quickly and efficiently secure their interests.

\*\*\* \*\*

## **2. Purpose and principles of the Code of Ethics**

Nuova Deroma informs its internal and external activities with respect to this Code of Ethics in the firm belief that entrepreneurial success cannot in any way disregard ethics in the conduct of business. The purpose of this Code of Ethics is to define the fundamental ethical principles, rules of conduct and responsibilities that Nuova Deroma recognizes, respects and assumes as a binding value with which all recipients of the Code are required to comply.

In particular, Nuova Deroma:

- recognizes and safeguards in every relationship the dignity, freedom and equality of Man;
  - avoids and indeed takes action to reduce all discrimination based on sex, gender, ethnicity, nationality, language, age, political opinion, religious belief and health status;
  - protects and values human resources, striving to provide them with a positive and stimulating work environment;
  - respects any law, shuns and stigmatizes illegitimate, fraudulent or otherwise improper behavior;
  - in relationships inside and outside the company acts professionally, respecting the principles of loyalty and fairness;
  - provides correct, accurate and timely information to enable stakeholders to make informed decisions, without prejudice to the indispensable requirements of commercial confidentiality;
  - stimulates internal discussion, accepts different points of view and encourages the constant exchange of ideas at all levels of the organization;
  - operates by seeking to ensure long-term responsible development, combining value creation, societal progress, raising living standards and environmental quality;
- pursues its goals with determination and competence, strives for excellence and competitiveness in the market, and offers customers quality products that meet their needs;
- is constantly seeking new and better product and process solutions.

In this regard, Nuova Deroma adopts and implements organizational tools aimed at preventing the violation of standards and supervises their observance and application.

This Code is therefore to be considered an integral part of the Organization, Management and Control Model adopted by Nuova Deroma and forms the basis of the preventive control system for the purposes of Legislative Decree 231/2001.

Control over compliance with this Code is the responsibility of the Supervisory Board (hereinafter “SB”) appointed pursuant to Legislative Decree 231/2001.

\*\*\* \*\*

### **3. Recipients**

This Code of Ethics applies to all those who, internally and externally, have relations with Nuova Deroma, namely, but not limited to, the following individuals:

- the Members of the Corporate Bodies, Managers, Employees, Collaborators and para-subordinate Workers (hereinafter referred to as “Internal Recipients”) who are obliged, within the scope of their respective competences and in relation to the position they hold in the company organization, to comply with the rules of conduct of this Code, as well as to inform the External Recipients with whom they enter into relations about the obligations set out in the Code of Ethics and also subject to company procedures, promoting compliance with them;
- the External Recipients who, in any capacity, operate on an ongoing or otherwise relevant basis on behalf of or in the interest of the Company: Agents, Attorneys, Business Procurers and Consultants (hereinafter “External Recipients”).

Nuova Deroma obliges all those who work in its employ, or in any case in its name, in its interest and/or on its behalf, whether they are Internal or External Recipients of this Code, to observe and comply with its principles, to conform to its rules of conduct and to actively contribute to its implementation, and in any case invites any other person, who for various reasons comes into contact or interacts with the Company, to comply with the above.

In establishing the relationships functional to the exercise of its business, and in the course of their performance, Nuova Deroma takes care to verify that the individual interlocutors share the content and spirit of this Code.

Nuova Deroma undertakes to ensure timely dissemination, internally and externally, of this Code of Ethics, which will be published on the company's intranet and website, as well as made available to anyone who requests it.

This Code is also addressed to third parties such as Suppliers, Customers, Clients and in general all those who, for various reasons, come into contact or interact with the Company, with respect to whom Nuova Deroma hopes to share the same values and ethical principles.

\*\*\* \*\*

#### **4. Relations with Stakeholders**

##### **A.- Corporate Governance and Corporate Administration**

###### **1) Relations with shareholders.**

Nuova Deroma considers the creation of value for shareholders as its primary objective and is committed to pursuing this result in compliance with the principles expressed in this Code.

To this end, the Recipients must, within the scope and in the manner permitted or imposed by their respective functions, duties and tasks, guarantee transparency of action and completeness of information, so as to ensure to each shareholder, without any preference and in an impartial manner, a faithful and comprehensive representation of the Company's economic-financial and equity situation as well as its external activities and internal operations.

###### **2) Relations with the Corporate Bodies**

Nuova Deroma asks the Corporate Bodies to operate in compliance with the rules established by the Company's Articles of Association and current legislation, simultaneously cultivating the Company's interest, which they are required to pursue, and the principles of this Code, which they are likewise required to observe.

The Administrative Body exercises its functions diligently and correctly and ensures adequate information and necessary cooperation with other corporate bodies.

The Administrative Body deliberates on the Company's Organizational Model referred to in Legislative Decree 231/2001 in compliance with legislative provisions, ensuring the Supervisory Board on the Model itself the necessary independence, autonomy, professionalism and continuity of action.

Recipients are obliged to relate to the Corporate Bodies according to the canons of transparency and loyalty, always providing truthful, timely, complete and timely information, and implementing the directives received in an equally faithful and timely manner.

### **3) Management and accounting activities**

Nuova Deroma strives to maintain a reliable administrative-accounting system in order to prepare accurate and complete economic, financial and balance sheet data, and provide a clear, true and fair representation of operating events. In addition, the Company ensures the adoption and use of appropriate tools to identify, prevent and manage risks of any nature, fraud and misconduct.

Every operation and/or transaction carried out and carried out by the Recipients in the performance of their activities must be congruous, consistent, legitimate, properly recorded, at all times verifiable and, where related to relations with the Public Administration, traceable pursuant to Law 136/2010, Decree Law 187/2010 converted into Law 217/2010 and subsequent amendments and additions.

All Recipients, in any capacity involved in the activities of preparing the financial statements and in the dissemination of corporate communications, are required to behave correctly, transparently, and cooperatively, in compliance with the law, company principles and procedures, in order to provide shareholders and third parties with true and fair information on the Company's economic, asset and financial situation.

The Administrative Body and employees must provide the utmost and timely cooperation to all internal and external control bodies of the Company that legitimately ask them for information and documentation for the performance of their duties.

### **4) Proxies**

Only individuals who are provided with appropriate proxies may commit the Company externally; each proxy specifically defines the powers of the delegate, specifying their limits, as well as the person to whom the delegate reports hierarchically.

\*\*\*

## **B.- Human Resources**

### **1) Protection of the individual**

Nuova Deroma repudiates and condemns any discrimination based on sex, gender, ethnicity, language, age, religious and political beliefs, social and personal conditions, while valuing diversity within the corporate organization.

The Company strives to create and maintain an inclusive work environment, within which equal dignity and equal career opportunities are guaranteed; relations among people must be marked by respect, fairness, cooperation and honesty.

The Company does not tolerate any kind of abuse and makes every effort to prevent in all circumstances the creation of situations of harassment, discomfort, hostility, intimidation, discrimination, unjustified interference with the work of others or the creation of obstacles and impediments to the professional prospects of others.

## **2) Enhancement**

Nuova Deroma intends to spur and facilitate all those involved in the business organization in the pursuit of the company's goals and problem solving according to their respective skills and responsibilities.

To enhance the abilities, commitment and potential of each individual, Nuova Deroma adopts clear and uniform evaluation criteria, provides adequate training and encourages the formation of a critical spirit.

The Company firmly believes that it is essential to define roles and responsibilities in order to put each individual in the optimal conditions to make the decisions he or she is responsible for in the interest of the Company. To this end, the Company clearly delineates roles, respective responsibilities and areas of activity by issuing special orders of service to which it gives adequate dissemination.

## **3) Safety**

Nuova Deroma complies with all standards, including regulatory and technical standards, regarding the protection of the health and safety of workers and adopts prevention, management and control protocols adequate for the purpose, imprinting its action - at every level of the company - on the following lines of conduct/action: (i) avoid risks wherever possible; (ii) assess unavoidable risks; (iii) combat risks at the source; (iv) adapt the work to the individual; (v) prepare general and individual safety measures; (vi) provide adequate instructions to workers; and (vii) plan periodic and effective prevention activity.

Each person shall contribute to the safeguarding of his or her own and others' safety by complying with the prescribed norms and standards and promptly reporting any dangerous situation, refraining from working in a state of mental and physical alteration and/or under the influence of alcohol and/or drugs.

#### **4) Whistleblowing**

Nuova Deroma makes fairness, lawfulness and transparency the guidelines of its business action and in this regard has set up a system that complies with the requirements of Legislative Decree 24/2023 which allows its directors, employees and collaborators to report violations of regulations, national or international that may harm the public interest or the integrity of the Company, guaranteeing the reporting parties the absence of any retaliation and full confidentiality regarding the reporting parties, the facts and persons reported and the related documentation.

#### **5) Conflict of Interest**

In carrying out their activities, the Recipients of this Code must ensure that every decision is made in the best interest of Nuova Deroma; to this end, they must avoid incurring in situations in which conflicts of interest with the Company may arise or which could interfere with their ability to make impartial decisions, in safeguarding the pre-eminent interest of the Company.

It is therefore the duty of directors, employees and collaborators of the Company to inform their superiors or contact persons without delay of situations or activities in which they (or their relatives) may have interests that conflict with those of the Company.

#### **6) Confidentiality**

Directors, employees and collaborators ensure the utmost confidentiality with regard to news and information constituting company assets or inherent to Nuova Deroma's activities, in compliance with current legal provisions (national and supranational), regulations and internal procedures.

In order to safeguard technical, commercial, legal, administrative and personnel management know-how, Nuova Deroma prohibits Recipients from disclosing information not in the public domain, of which they have become aware, even accidentally. The Recipients are required to use the aforementioned information only for purposes strictly related to the exercise of their respective functions, without abusing, directly or indirectly, this informational privilege in their own interest or in the interest of third parties and without causing prejudice to the Company.

## **7) Execution of the activity**

The Company expects directors, employees and collaborators to perform the tasks and activities entrusted to them with utmost commitment and professionalism, fairness and loyalty, avoiding-where possible-wasting of resources.

Company assets must be used to the best of their ability, with a view to optimizing business activity; information, property and equipment that directors, employees and collaborators have in the performance of their function or assignment may not be used for personal purposes.

\*\*\*

## **C.- Suppliers, external collaborators, partners and consultants**

### **1) Selection of Suppliers.**

Nuova Deroma recognizes equal treatment for current and potential suppliers (including external collaborators, partners and consultants), selecting them in accordance with procedures that comply with the law and are based on criteria of transparency, competitiveness and efficiency, such as, by way of example, the technical suitability of the products or services proposed, the quality of the products or services, the cost-effectiveness of the offer, respect for the environment and acceptance of the principles set out in this Code of Ethics.

In particular, Recipients are required, before establishing business relationships with third parties, to verify the reliability and legality of their activities, including by consulting public and/or publicly accessible databases.

### **2) Commercial relations**

The Company establishes commercial relations marked by transparency, loyalty and good faith, valuing synergies and committing itself not to exploit situations of dependence or weakness of the counterparty, from which it expects identical behavior.

Relations with suppliers, external collaborators and partners must be governed by specific contracts that regulate relations with the utmost clarity, in compliance with current regulations and agreements reached.

### **3) Commitment and rigour**

The activities of suppliers, external collaborators, consultants and business partners must be marked by commitment and professional rigour, and at all times must be aligned with the standards of high professionalism and responsibility that characterise Nuova Deroma, with the care and precision required to preserve its prestige and reputation.

Internal Addressees are not permitted to provide any collaboration or support, even indirectly, to dishonest and potentially unlawful conduct by suppliers, external collaborators and partners.

### **4) Safety**

Nuova Deroma is committed to preserving the health and safety of suppliers and their employees through the implementation of preventive actions that comply with current regulations.

The implementation of activities by suppliers, independently or in collaboration with company employees, must be respectful of procedures aimed at ensuring health and safety in the workplace.

### **5) Gifts**

The company bans and condemns corrupt practices, illegitimate favors, collusive behavior, solicitation of advantages, payment of tangible and intangible benefits as well as other advantages aimed at influencing or compensating the directors, managers, employees of Nuova Deroma or their relatives.

Acceptance of gifts from suppliers by Nuova Deroma's directors, executives, and employees is permissible provided that it does not harm the corporate interest and does not jeopardize the effective equality of treatment among suppliers.

### **6) Controls**

The Company may provide controls to verify whether suppliers actually adhere to the principles outlined in this Code of Ethics and actually apply them in the performance of the activities entrusted to them, including at their operating sites.

\*\*\*

## **D.- Customers**

### **1) Approach to the customer**

Nuova Deroma ensures full equality of treatment to its customers, current and potential, imprinting its relationships on listening, helpfulness, courtesy, honesty, loyalty, professionalism and, in any case, compliance with the general principles of this Code of Ethics.

The Company prepares and implements measures and procedures for verifying and evaluating the degree of customer satisfaction with respect to the products offered, so as to continuously improve the level of its business offerings and to be able to quickly and effectively remedy cases of possible dissatisfaction; in particular, the Company ensures that the personnel who maintain relations with customers are adequately trained to respond competently and willingly, simply and clearly to customer inquiries.

### **2) Transparency**

Nuova Deroma believes in customer loyalty and trust as a defining value and in this regard establishes easily accessible channels of dialogue, ensuring truthful, correct, fair, complete and immediately understandable information.

### **3) Safety**

Product safety is an imperative for Nuova Deroma; in this regard, the Company implements and implements procedures that ensure scrupulous compliance with all standards, including regulatory and technical standards, applicable from time to time, and supervises their correct application.

### **4) Innovation**

Nuova Deroma aims at the constant improvement of its products and allocates significant resources to innovation, pays attention to customers' needs and tries to anticipate new market trends in compliance with a policy based on sustainability of business choices.

In this regard, the Company holds ISO 9001:2015 and ISO 14001:2015 Certifications and takes all necessary and appropriate measures and arrangements to maintain its high production standards.

### **5) Competition and fairness**

The Company believes in competition as a factor for product improvement and operates in compliance with the EU principles of competitiveness and fair competition; consequently it refrains from and condemns any deceptive, aggressive or otherwise unfair practice and prohibits all its workers and collaborators from adopting behaviors and/or practices from which injury and/or restriction of competition may result.

### **6) Confidentiality**

Nuova Deroma is aware that data and commercial information represent a particularly sensitive aspect for any business organization; for this reason it takes every necessary and appropriate measure to guarantee the confidentiality of the data and commercial information that customers transmit to it or otherwise make available to it, ensuring full compliance of the relevant processing with applicable legal or regulatory provisions, whether national or supranational.

\*\*\*

## **E.- Community**

### **1) Fight against corruption**

Nuova Deroma prohibits and condemns all forms of corruption without exception. In particular, it is prohibited to:

- offering, promising, giving, paying, soliciting, authorizing anyone to give or pay, directly or indirectly, including through an intermediary, an economic advantage or other benefit to directors, general managers, managers in charge of drafting corporate accounting documents, statutory auditors and liquidators, as well as to any person with management functions, whether of companies or third-party private entities, or of the Company;
- accepting a request from, or solicitation by, or authorizing/soliciting someone to accept, directly or indirectly, including through an intermediary, an economic advantage or other utility from third parties (natural or legal persons, public or private), when the intention is to induce third parties to

perform or omit an act in violation of the obligations inherent in their office or the or obligations of loyalty, even if the offer, promise or solicitation is not accepted.

The donation of gifts, money, other benefits and/or advantages in favour of private and/or public bodies, their directors, employees, collaborators and consultants, directly or indirectly, even through an intermediary, is permitted as long as it concerns goods of modest value, is carried out in accordance with customs and is such as not to compromise – even potentially – the integrity, the reputation and autonomy of judgment of those who receive them; in any case, these expenses must always be authorized according to specific company procedures and adequately documented.

Directors, managers, employees and collaborators of the Company must immediately inform their immediate superior or the person to whom they are required to report if they receive explicit or implicit requests for benefits from third parties, except in the case of gifts of modest value, customary according to commercial practice.

## **2) Environment**

Nuova Deroma safeguards the environment and complies with all the regulations dictated to protect it, periodically monitors its evolution for the purpose of prompt adaptation and regularly verifies the impact of its activities, taking the necessary and/or appropriate actions to remedy any negative effects and correct its operating methods.

## **3) Relations with Institutions and Authorities**

Nuova Deroma bases its relationships with local and national institutions, and with any sector authorities, on dialogue, collaboration and maximum transparency, in compliance with all legal and regulatory rules and providing – where possible, in compliance with the principles of confidentiality – the information requested in a correct, adequate and timely manner.

Relations with Public Administrations and Public Institutions must be maintained only by the Recipients authorized and appointed for the purpose, in due compliance with the regulations in force at the time and place in question.

The Recipients must refrain from soliciting or obtaining from/from employees, officials or representatives of the Public Administration confidential information that may be or appear to compromise the integrity or reputation of both parties, or that in any case violate equal treatment and the rules governing public procurement procedures activated by Institutions or Public Officials.

The Recipients may not seek and establish personal relationships of favour, influence or interference with employees, officials and representatives of Public Administrations that are or may appear to be suitable to condition, directly or indirectly, the development or outcome of the relationship.

In order to provide correct information with the Public Administration, each Recipient is required to deal with institutional interlocutors in a correct and impartial manner, through the communication channels provided for this purpose, representing the interests and positions of the Company in a transparent, rigorous and consistent manner. In particular, in the event that the Company intends to access concessions, disbursements, contributions, loans or other public provisions, the Recipients involved in the relevant procedures must provide the Public Administration concerned with the information and documentation requested in a truthful, correct and complete manner.

#### **4) Political and trade union organizations**

The Company is non-partisan and apolitical, it does not make contributions of any kind, directly or indirectly, to political parties, movements, committees and political and trade union organizations, nor to their representatives or candidates, both in Italy and abroad, with the exception of contributions due on the basis of specific regulations.

Any political opinions expressed by directors, managers, employees and collaborators of the Company are strictly personal and do not represent in any way the opinion and orientation of Nuova Deroma.

The Company does not exert any pressure, direct or indirect, on political or trade union representatives; in particular, it is forbidden for the directors, managers, employees and collaborators of the Company to promise or give money, goods, other benefits or other benefits in favour of associations with general interests to promote or favour the interests of Nuova Deroma.

#### **5) Social and cultural initiatives**

Nuova Deroma promotes and supports – also through sponsorships, donations and donations – social and cultural initiatives consistent with its mission and corporate vision, following a specific procedure that regulates the methods for selecting the initiatives to be sponsored.

The Company informs stakeholders of the activities it carries out for the benefit of the community.

## **6) Personal data**

Nuova Deroma undertakes to process personal data in compliance with the fundamental rights and freedoms as well as the dignity of the data subjects, with particular reference to confidentiality, personal identity and the right to protection of personal data.

The Company processes personal data lawfully and fairly in compliance with current regulatory provisions and, in particular, EU Reg. 679/2016 (so-called GDPR), ensuring the relevance of the processing to the purposes declared and pursued. To this end, the Recipients must guarantee the confidentiality of the information in their possession, acquired for purposes related to their business, and refrain from collecting and using sensitive data, except in the case of explicit authorization from the data owner and always in compliance with the laws and regulations in force.

\*\*\* \*\*

## **5. Implementation and monitoring**

### **1) Implementation and control**

Nuova Deroma undertakes to supervise the implementation and observance of the Code of Ethics by providing adequate information, prevention and control tools and ensuring the transparency of the operations and conduct carried out, intervening, if necessary, with corrective actions.

To this end, all Recipients are required to observe and ensure compliance with the principles of this Code of Ethics. In no way can acting to the advantage of the Company justify conduct in violation of current legislation and the principles expressed in this Code, even if carried out with omissive conduct.

All Recipients must work to ensure that the rules of this Code are adequately applied in Nuova Deroma and by all its interlocutors. The Company adopts appropriate initiatives to disseminate knowledge of the Code of Ethics to all recipients and stakeholders in general, including through specific training initiatives, establishing communication channels to receive reports of any violations and observations on its application.

## **2) Violations**

Compliance with the rules of the Code of Ethics must be considered an essential part of the contractual obligations of the Company and of all parties who have relations with it for any reason pursuant to and for the purposes of the regulations in force.

Any conduct held in violation of the principles enshrined in the Code of Ethics is considered relevant, and consequently sanctioned, both if it integrates the extremes of the crimes provided for by Legislative Decree 231/2001, and if it integrates the extremes of other crimes provided for and punished by the criminal code or by special laws in force.

Conduct that is not relevant for the purposes of integrating codified criminal offences, but which is incompatible with the ethical principles expressed in this Code, is also taken into consideration.

Any conduct held by the employee, even if extraneous to the performance of the employment relationship, such in nature and seriousness as to negatively affect the relationship of trust, is considered relevant.

## **3) Reporting and detection of violations**

The Supervisory Body responsible for the organisational, management and control model established by the Company pursuant to Legislative Decree 231/2001 supervises the application of this Code of Ethics on the basis of the data and information collected by the internal audit function, renders binding opinions on its interpretation, proceeds with its periodic review, and proposes any amendments to the Board of Directors.

Any Recipient who is aware of or becomes aware of facts, acts or behaviours or alleged cases of violation of the principles of conduct outlined in this Code, is required to promptly report it to the Supervisory Body by written communication and not anonymously, to the email address [odv@deromagroup.com](mailto:odv@deromagroup.com). Verbal and anonymous reports are not allowed and if made they will not be taken into consideration, unless, due to their number, seriousness and possible consistency, they do not require the activation of the powers/duties of investigation and ex officio detection by the Supervisory Body. The Supervisory Body acts in such a way as to guarantee absolute confidentiality to the reporting parties, in order to avoid any form of retaliation, discrimination or penalization, without prejudice to legal obligations and the protection of the rights of the Company or of persons wrongly accused or in bad faith.

#### **4) Disciplinary proceedings for the application of the sanctions provided for by the Code of Ethics**

The Supervisory Body is responsible for verifying, ascertaining and assessing the validity of violations reported or detected ex officio.

To this end, all Recipients are required to collaborate with the Supervisory Body to allow the collection of information deemed necessary for a correct and complete assessment of the violations reported or detected.

The Supervisory Body is required to promptly communicate the results of the investigations carried out, with any proposals for disciplinary sanctions, to the Administrative Body, informing the Chairman of the Board of Statutory Auditors where necessary; the competent body to impose the sanction is the Administrative Body.

The procedures for contesting violations of the Code of Ethics and imposing sanctions are carried out in full compliance with the provisions of art. 7 of Law no. 300 of 20.5.1970 and the provisions of the Civil Code.

#### **5) Penalties provided for**

The Administrative Body, depending on the seriousness of the violation found, must take the appropriate measures, and this even in the event that the conduct held in violation of the Code of Ethics does not constitute a criminally relevant case but is such as to involve the adoption of a measure by the Company, and regardless of the possible exercise of criminal prosecution by the Judicial Authority.

The Code of Ethics is an integral part of the employment relationship and compliance with its rules must be considered an essential part of the obligations of Nuova Deroma's employees. Violation of the rules of the Code may constitute, for employees, non-compliance with the obligations deriving from the employment relationship and disciplinary offence, and result in the imposition of the sanctions provided for by the sector's national collective bargaining agreement (verbal reprimand, written reprimand, fine, suspension from work and remuneration, disciplinary dismissal). The identification and application of sanctions must take into account the principles of proportionality and adequacy with respect to the alleged violation.

For the corporate bodies of Nuova Deroma, the violation of the rules of the Code represents a failure to comply with the duties imposed on them by law and by the bylaws and is prosecuted as such and constitutes just cause for the revocation of the mandate.

For external Recipients, the violation of the rules of the Code of Ethics constitutes a breach of contract and legitimizes the immediate termination of the contractual relationship.

In all the above cases, Nuova Deroma has the right to exercise the actions it deems appropriate for compensation for the damage suffered as a result of conduct in violation of the Code of Ethics.