



CODE OF ETHICS AND CONDUCT

MAROZZI SRL



0	01.07.2024	First issue		
Rev	DATE	DESCRIPTION	RSG VERIFIED	DIR APPROVED



CODE OF ETHICS AND CONDUCT

SUMMARY

1. About us.....	2
2. Premise	2
3. Recipients.....	3
4. Reference principles and ethical standards	3
5. Rules of conduct.....	6
6. Environment and safety	10
7. Collectivity	10
8. Internal control system	10

1. About us

Marozzi srl was founded in 2018 by 3 brothers for the footwear sector. This passion transmitted by their father Fabio, matured for more than 40 years in the sector, has entered the DNA of the siblings: Ludovico, Gaia and Kevin.

Every year we and about 80 collaborators who make up our trained and specialized staff, accept requests for assembly, finishing and treatments concerning soles for footwear, on all molding materials such as Eva, Rubber, Tr, Tpu and on Leather and Metal.

We perform: washing, UV treatments, halogenation, carding, painting, leather and leather coating and lasering. Our strength is the use of cutting-edge technologies and machinery combined with Made in Italy processing methods, always with great attention to detail.

2. Premise

Starting from the solid foundations of our past, this Code of Ethics reconfirms to all of us that our decisions and our actions are based on values.

With this Code of Ethics, we have entrusted our values with the task of reducing, also for the future, our uncertainties, guiding our behavior, but also offering answers to all the people who have relationships, in various capacities, with our company.

Today more than ever it is essential to confirm our ethical vision, to clearly express our common principles, values and responsibilities. These principles guide our behaviour in our relations with the market, with the communities in which we operate, with the people who work with us and with the stakeholders with whom we deal.

The adoption of the Code of Ethics was adopted in the belief that the adoption of this Model, even if optional, constitutes a valid tool for raising awareness among all the Company's employees and all other parties involved in it (Customers, Suppliers, Partners, Collaborators in various capacities), so that they follow, in the performance of their activities, correct actions, such as to prevent the risk of misconduct.

The verification of the implementation of the Code of Ethics and its application is the responsibility of the Sole Director of the Company and the company management, who may also promote proposals for integration or modification of the contents or to adapt it to any new legislation and the evolution of civil



CODE OF ETHICS AND CONDUCT

sensitivity.

3. Recipients

The recipients of the Code of Ethics are all employees and collaborators of the Company, as well as all those who, directly or indirectly, permanently or temporarily, establish relationships or relationships with the Company.

The Company promotes actions towards these that ensure the widest dissemination of the Code, the correct interpretation of its contents, seeking in every way to promote its application.

In order to ensure a correct understanding of the Code, the Company organizes appropriate training and information meetings for employees and collaborators as well as communication and awareness-raising activities (company internet, bulletin boards, etc.).

These subjects are required to adhere specifically to the principles contained in this code. The Company, through training and monitoring, intends to make the management of its activities compliant with compliance with the principles and rules of conduct expressed in this Code of Ethics. For these reasons, this Code of Ethics performs two functions:

- **preventive:** by virtue of the obligation to comply, through an express declaration of serious and concrete commitment to compliance with the rules and principles contained therein, by all stakeholders;
- **improving:** since, through the observance and sharing of the rules, the code it contributes to the growth and permanence of an **ethical conscience** in the corporate environment, strengthening the image of the company and the relationship of trust with stakeholders outside it.

All those who work or collaborate with the Company, without distinction or exception, are committed to observing and ensuring compliance with the contents of this code within the scope of their duties and responsibilities.

Violation of the rules of this Code damages the relationship of trust established with the Company and may lead to the application of appropriate disciplinary measures, regardless of the possible exercise of legal or criminal actions.

In no way can the conviction of acting to the advantage of the Company justify the adoption of conduct that is in contrast with the principles and ethical standards set out below, as well as with the policy of quality, environment, health and safety at work, ethical responsibility and with the procedures that govern all company activities.

4. Reference principles and ethical standards

The rules of the code of ethics that follow apply, without exception, to corporate bodies, all employees, external collaborators, business partners (customers and suppliers) and more generally to all stakeholders.

4.1 Compliance with the law

Compliance with the law, transparency and managerial correctness, trust and cooperation with stakeholders are the ethical principles that inspire the Company and from which it derives its models of conduct, in order to compete effectively and fairly on the market and develop the skills and professional growth of its human resources.

To this end, the Company requires its shareholders, directors and employees in general to comply with the legislation, all the regulations in force and the provisions of this code.



CODE OF ETHICS AND CONDUCT

4.2 Honesty

Honesty is the fundamental principle for all the Company's activities, its initiatives, its reports and is an essential element of management.

Relations with stakeholders are based on criteria and behaviour of fairness, collaboration, loyalty and mutual respect.

4.3 Confidentiality of information

The Company ensures the confidentiality of the information in its possession and compliance with the regulations on personal data.

It is forbidden for anyone to use the information acquired during the performance of his or her duties for purposes unrelated to the exercise of that function; for example, the information acquired during work at the Company's client organizations must be treated in compliance with the obligation of confidentiality and protection of the business know-how of the organizations concerned.

All information available to the Company is processed in compliance with confidentiality and privacy, EU Reg. 679/2016 ex d.lgs. 196/03 and subsequent amendments, of the interested parties.

4.4 Respect for the person

The Company promotes respect for the physical and cultural integrity of the person and respect for the dimension of relationships with others.

It guarantees working conditions that respect the dignity of the person and the principle of fair remuneration, applying the legislation and employment contracts in force to its employees.

4.5 Child labour

The company considers it essential that, at work, respect for human rights and the protection of individual dignity be guaranteed, prohibiting all companies having relations with it, both in Italy and abroad, from any form of exploitation of labor and, in particular, of child labor.

Therefore, with regard to child labour, it undertakes not to hire workers under the age of 16 pursuant to paragraph 1 of art. 2 of the Convention on the Minimum Age, or, for developing countries referred to in paragraph 4 of the aforementioned article, not to hire workers under the age of 14.

Compliance with these guarantees and the prohibitions mentioned above is also binding and required of all its suppliers, whether they operate in Italy or abroad.

4.6 Human resources: safety and health

Employees and Collaborators are considered an indispensable element for the existence and future development of the company. The latter is committed to ensuring compliance with legal regulations on prevention and safety at work, ensuring workplaces and workplaces that comply with national and international standards on the subject.

The health of Employees and Collaborators is not only to be understood as the absence of illness but also as mental, physical and social well-being, which can be guaranteed through the following organizational principles:

- minimize risks;
- assess risks that cannot be eliminated;
- combating risks at source;
- Adapting work to man, in particular as regards the organization and design of workplaces, the choice



CODE OF ETHICS AND CONDUCT

of equipment, working and production methods. Above all, monotonous or repetitive activities must be combated and, therefore, their negative effects on health must be reduced. If the work is monotonous or repetitive, the organisation of workplaces and the choice of equipment, working and production methods must be optimised in order to relieve workers;

- follow technical developments;
- replace what is dangerous with what is not or is less dangerous;
- plan health protection in such a way that individual, technical, organisational and social aspects and all their interactions are considered as a whole;
- give priority to collective rather than individual health protection;
- instruct employees appropriately; This includes training on application and its monitoring as well as training at all levels of the hierarchy.

4.7 Equal opportunities

Marozzi Srl supports the idea that the management of the diversity of people within the workplace can be a relevant factor for business success.

Diversity policies are the set of strategic actions for work inclusion aimed at enhancing diversity within a work environment, whether it is gender, sexual orientation, ethnic origin, age, culture, physical abilities, etc.

Human resources are placed at the centre of attention in organisational methodologies aimed at recognising, respecting, enhancing and integrating people's diversity, also taking into account their needs, as well as enhancing their growth through motivation and the development of skills.

One of the main reasons behind the undertaking of diversity policies is precisely to improve the corporate climate for the advantages that can derive from it in terms of production and competitiveness in the market. For example, the company promotes actions aimed at improving relations between colleagues and reducing tensions that can derive from prejudices or misunderstandings, strengthening the motivation of the individual by making him more involved in the production process, recognizing the results, offering him professional growth paths or meeting specific needs, lead to improving the identification of the employee with the company to which he belongs, to motivate him to work better and more, to reduce absenteeism and turn-over.

4.8 Harassment and Mobbing in the workplace

The company requires that in internal and external employment relationships there is no harassment or attitudes that can be traced back to mobbing practices and any form of violence or harassment, whether sexual or related to personal and cultural differences.

The following are considered as such:

- the creation of an intimidating, hostile, isolating or otherwise discriminatory work environment against individuals or groups of workers;
- unjustified interference with the performance of the work of others;
- the obstacle of the individual job prospects of others for mere reasons of personal competitiveness or that of other employees;
- any unwanted sexual behaviour or any other type of discrimination based on sex that offends the dignity of women and men in the workplace, including physical, verbal or non-verbal behaviour;



CODE OF ETHICS AND CONDUCT

- the slave approach of superiors towards subordinates.

4.9 Protection of the environment, safety and sustainable development

The environment and safety at work are a primary asset that the Company safeguards, in compliance with the principles of sustainable development.

To this end, the Company plans its activities by seeking a continuous balance between economic initiatives and social and environmental needs and spreads the culture of safety and risk prevention among all stakeholders.

5. Rules of conduct

5.1 Budgeting

The Company ensures the keeping of accounting records, the preparation and preparation of the financial statements, the interim financial statements (if any), the reports, the prospectuses, the corporate communications in general and anything else required for its operation, in accordance with the provisions of the law, the principles and the technical standards in force.

With specific regard to the conduct of employees and non-employee collaborators involved in the preparation of the financial statements or other accounting documents, the Company requires, in addition to a careful verification of the compliance of the incoming data with the related cases, the utmost completeness, clarity, truthfulness and correctness of all the accounting processing underlying the financial statements.

5.2 Human Resources

The Company recognizes the centrality of Human Resources and the importance of establishing and maintaining relationships based on loyalty and mutual trust.

In this sense, Human Resources are understood to be both employees and collaborators who work for the Company in contractual forms other than that of subordinate employment.

Each employee or collaborator is required to comply with the obligations relating to their duties with diligence and loyalty and is also required to respect and protect company assets, through responsible conduct that complies with the provisions of internal and disciplinary legislation, this code, the law and collective bargaining.

Each employee or collaborator undertakes to ensure compliance with the requirements of good repute.

5.3 Personnel selection and establishment of the employment relationship

The assessment of the personnel to be hired is carried out on the basis of the correspondence of the candidates' profiles with those expected and the needs of the Company, in compliance with the principles of impartiality and equal opportunities for all interested parties.

All staff are hired with a regular employment contract; no form of irregular or undeclared work is allowed.

The Company will never use forced or otherwise bonded labor.

The Company will never employ workers under the age required by law to protect the work of children and adolescents.

With regard to non-employee collaborators, the Company will apply the regulations in force on the basis of the type of contract of reference, with particular attention to subordinate employment relationships,



CODE OF ETHICS AND CONDUCT

contracts with training content and contracts for activities carried out in outsourcing.

When the collaboration begins, the employee/collaborator receives exhaustive information regarding the characteristics of the tasks and the function, the regulatory and remuneration elements and the regulations and behaviors for the management of risks related to personal health.

5.4 Human Resource Management Policies

Every employee or collaborator will be treated with respect and dignity; No employee or contractor may be subjected to physical, sexual, psychological or verbal harassment or abuse.

Any form of discrimination against persons, **in particular racial, ethnic and gender discrimination or discrimination associated with disability, is prohibited.**

All decisions taken in the field of human resources management and development are based on considerations of merit profiles and/or correspondence between expected profiles and profiles possessed by employees. The same applies to access to different roles or assignments.

In the management of hierarchical relationships, authority is exercised with fairness and correctness, avoiding any abuse. It constitutes abuse of the position of authority to request, as an act due to the hierarchical superior, services, personal favors and any behavior that constitutes a violation of this Code.

5.5 Conflicts of interest

In carrying out all activities, the Company works to avoid situations of conflict of interest, real or even only potential. This modus operandi is also required to be complied with by persons in a formal top position and by those in charge.

Cases of conflict of interest include cases in which one of the subjects, in a formal top position and to the persons in charge, also operates for the satisfaction of interests other than that of the Company and the recipients of its activities, to gain personal advantage.

Each employee/collaborator of the Company is required to avoid all situations and all activities in which a conflict with the interests of the Company may arise or that may interfere with his or her ability to take impartial decisions in the best interest of the company and in full compliance with the provisions of the Code.

In particular, all employees and collaborators of the Company are required to avoid conflicts of interest between personal and family economic activities and the tasks they hold within the structure to which they belong.

5.6 Use and protection of the Company's property

All subjects are directly and personally responsible for the protection and conservation of the company assets entrusted to them in the performance of their respective duties, as well as for the use of the same in compliance with the rules established on the conservation and protection of assets and other legal regulations.

Each employee/collaborator is required to operate with due care and diligence to protect the Company's assets, through responsible conduct and in line with the operating procedures set up to regulate their use, documenting, where appropriate, their use.

Each employee/collaborator is responsible for protecting the resources entrusted to him or her and has the duty to promptly inform the relevant structures of any threats or events harmful to the Company itself or its assets.

All those who access IT tools are obliged to fully accept the rules provided for in the GDPR in force.



CODE OF ETHICS AND CONDUCT

Any Internet connection made available, telephone, fax, e-mail and video recording equipment must be used for the necessary time and exclusively for business purposes.

It is absolutely forbidden to "browse" the Internet to carry out activities contrary to the law (e.g., downloading software and music files protected by copyright, viewing child pornography sites or activities with terrorist purposes).

Employees may not proceed with the direct installation of programs on the personal computer, unless expressly authorized by the supervisors.

5.7 Compliance with the rules contained in the Code of Ethics

The Company's employees and collaborators, in various capacities, are required to behave as follows:

- ✓ act with loyalty, objectivity and respect for roles towards all colleagues or collaborators of the company;
- ✓ not agree to perform assignments for which the existence of a conflict of interest exists, or is in any case perceived;
- ✓ not to accept any form of persuasion, gift, commission, concession or benefit from third parties, their representatives or any other interested person;
- ✓ maintain the confidentiality of what they have learned in the performance of their duties;
- ✓ not intentionally communicate false or misleading information;
- ✓ not to act in such a way as to damage the reputation of the Company;
- ✓ offer maximum cooperation in providing information in the event of an alleged contravention of this code;
- ✓ not to take drugs and alcohol in any way before, during and after working hours;
- ✓ not to engage in corrupt techniques in the performance of their duties.

Each employee/collaborator is required to be aware of the rules contained in the Code of Ethics and the reference rules that govern the activity carried out within the scope of his or her function, deriving from the Law or from internal procedures and regulations.

5.8 Relations with third parties and policy on gifts, gifts and donations

The company is particularly careful to develop a relationship of trust with all its possible interlocutors.

In carrying out its activities, the company complies with the principles of loyalty and fairness, requiring all those who operate on their behalf to behave honestly, transparently and in accordance with the law, not tolerating corrupt and/or collusive conduct, nor undue favoritism.

It is forbidden for employees and collaborators, in the conduct of any activity related to the company, to give/offer and/or accept/receive gifts, benefits and/or any other personal or non-personal benefit.

5.9 Relations with customers and suppliers

The company proceeds with the identification of contractors through transparent, certain and non-discriminatory procedures, using criteria referring to the competitiveness of the services and products offered, their quality and in compliance with all the rules put in place to protect fair competition.

The Company's style of conduct towards customers and suppliers is based on availability, respect and courtesy, with a view to a collaborative and highly professional relationship.

It is forbidden for all parties to accept benefits of any kind from suppliers, such as to be able to improperly influence their work or simply give the appearance of it.

The selection of suppliers and the determination of purchase conditions take place on the basis of



CODE OF ETHICS AND CONDUCT

predefined objective parameters.

To ensure maximum transparency and efficiency of the commercial process, the Company prepares:

- ✓ adequate traceability of the choices made;
- ✓ the storage of information, as well as contractual documents for the periods established by current regulations.

With a view to conforming the procurement of goods and services to the ethical and environmental principles of reference, the Company may require, for particular supplies, social and/or environmental requirements (for example, the presence of an Environmental Management System or SA8000 certification).

5.10 Charitable Donations

General principles :

- Donations may only be made to charities or philanthropists and/or other non-profit organizations. Donations are not granted for the purpose of financially supporting the general administration of hospitals or health institutions;
- donations should not be interpreted as a favourable price or compensation to important customers, or as an incentive to purchase, rent, recommendation, prescription, use, supply or order relating to products or services;
- donations cannot be made to individual health professionals and payment must be made directly in the name of the accredited organization or body;
- Donations cannot be made at the request of individual healthcare professionals, but only following a written request from the accredited organisation or following a documented initiative.

Conditions:

- You must verify that donations comply with local laws .
- A donation agreement is required.

5.11 Relations with the public administration

Relations relating to the Company's activities with public officials or persons in charge of public services, with the judiciary, with public supervisory authorities and with other independent authorities, as well as with private partners who are concessionaires of a public service, must be undertaken and managed in absolute and strict compliance with the laws and regulations in force, the principles set out in the Code of Ethics and management system. so as not to compromise the integrity and reputation of both parties.

Marozzi S.r.l., and, on its behalf, any employee, collaborator or consultant, must not try to improperly influence the decisions of the institution, in order to obtain the performance of acts in accordance with or contrary to the duties of office, in particular by offering or promising, directly or indirectly, gifts, money, favors or benefits of any kind.

5.12 Relations with political and trade union organizations

The company contributes to the economic well-being and growth of the community in which it operates. To this end, in carrying out its activities, it complies with respect for local and national realities, encouraging dialogue with trade unions or other associations



CODE OF ETHICS AND CONDUCT

6. Environment and safety

The Company considers issues related to the environment and health and safety to be of high importance.

To this end, in the management of business activities, the Company, among other things, takes into account environmental protection and energy efficiency, pursuing the improvement of health and safety conditions at work.

Those who are required to adopt, in the exercise of their duties, the measures which, according to the particular nature of the work, experience and technique, are necessary to protect the physical integrity and moral personality of workers and collaborators, must undertake to eliminate or at least to reduce in acceptable terms the risk caused by the risk assessment.

All figures in a formal top position and supervisors are responsible for adopting the appropriate security measures, within the scope of their respective duties and responsibilities.

All employees and collaborators are required to scrupulously comply with the rules and obligations deriving from the reference legislation on health and safety, as well as to comply with all health and safety measures provided for by internal procedures and regulations.

7. Collectivity

The Company is aware of the effects of its activities on the reference context, on economic and social development and on the general well-being of the community and pays attention, in its work, to reconcile its interests.

The Company believes that dialogue with stakeholders is of strategic importance for the proper development of its business and establishes, where possible, a stable channel of dialogue with the associations representing its stakeholders, in order to cooperate in respect of mutual interests.

8. Internal control system

This code constitutes the set of principles and rules whose observance is considered of fundamental importance for the regular functioning, proper management and image of the Company.

The provisions of this code must be complied with by all stakeholders who exercise relationships and/or activities in the name or interest of the Company or, in any case, referable to it in any way, carried out both internally and externally.

The provisions of this Code constitute: specifications, examples and in-depth analysis of the general obligations of diligence and fidelity whose fulfilment is required by law of employees (Articles 2104 and 2105 of the Civil Code) and of those of fairness and good faith required of collaborators in any capacity (Articles 1175 and 1375 of the Civil Code).

The Company shall, if necessary through the designation of specific internal functions, disseminate this code to the interested parties, as well as:

- ✓ the interpretation and clarification of its provisions, also on the recommendation of the Supervisory Body;
- ✓ to verify its effective compliance;
- ✓ the adoption of measures aimed at removing infringements of its rules, which constitute disciplinary violations or breaches of contract;
- ✓ to raise staff awareness of the issues of ethics and the fight against corruption.



CODE OF ETHICS AND CONDUCT

8.1 Communication and training

This code is brought to the attention, through specific communication/training activities, of all internal interested parties of customers, third parties who receive professional or work assignments from the Company, including members of the Corporate Bodies, or subjects who maintain relationships of continuous collaboration and/or occasional service with the Company.

The Company will not tolerate any kind of retaliation for reports made in good faith.

All employees, collaborators, and in particular persons in a formal top position and supervisors are required to cooperate in internal investigations relating to violations and conduct contrary to the rules dictated by this code.

8.2 Reports

Any violation of the principles and provisions contained in this code by employees and collaborators must be promptly reported to the Management by anyone who becomes aware of it.

Reports of violations will only be considered if they contain sufficient information to identify the terms of the violation and to allow the Company to conduct an appropriate investigation.

8.3 Internal Control System

It is the Company's policy to spread at all levels a culture characterized by awareness of the existence of controls and the assumption of a mentality oriented towards the exercise of control. The attitude towards controls must be positive because of the contribution they make to improving efficiency. Internal controls are defined as all the tools necessary or useful to direct, manage and verify the company's activities with the aim of ensuring compliance with laws and procedures, protecting the Company's assets and the health/safety of people.

efficiently manage activities and provide accurate and complete accounting and financial data.

Violation of the principles set out in the Code of Ethics compromises the relationship of trust between the Company and its directors, employees, consultants, collaborators in various capacities, customers, suppliers, commercial and financial partners.

Such violations will therefore be pursued by the Company incisively, promptly and immediately.

8.4 Violations of the Code of Ethics

The Company does not allow violations of the provisions contained in this code.

Any violation by employees constitutes a disciplinary offence and entails the sanctioning consequences referred to in art. 7 of Law no. 300 of 20 May 1970, art. 2119 and 2106 of the Civil Code, and to the collective and regulatory legislation applied.

Any violation by coordinated and continuous collaborators, self-employed workers and external collaborators in general is a source of contractual liability and as such is sanctioned on the basis of the general principles of law and the rules governing the related contractual relationships.

Any violation by the members of the Company's bodies is sanctioned according to the bylaws, regulations and legal provisions.