

ORGANISATION, MANAGEMENT AND CONTROL MODEL

ITALIAN LEGISLATIVE DECREE 231



# COMPANY'S CODE OF ETHICS

Revision		
Rev no.	Date	Reason
0	/ /2017	First release

Milan, 15/12/2017

Approved by the Board of Directors

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## Table of Contents

<b>1. PREMISES AND PURPOSES OF THE CODE OF ETHICS.....</b>	<b>3</b>
1/A THE BUONA COMPAGNIA GOURMET S.p.a.'s BUSINESS.....	3
1/B GENERAL PRINCIPLES .....	6
1/C RECIPIENTS .....	8
1/D ASSUMPTION OF COMMITMENT BY BUONA COMPAGNIA GOURMET S.p.a.....	9
1/E COMMITMENT BY RECIPIENTS .....	10
1/E.1 MANAGERS AND EMPLOYEES.....	10
1/E.2 CORPORATE BODIES.....	10
1/E.3 EXTERNAL SUBJECTS.....	11
1/F VALIDITY, DISSEMINATION AND THE UPDATING OF THE CODE.....	11
<b>2. DEALINGS WITH SUBJECTS EXTERNAL TO BUONA COMPAGNIA GOURMET S.p.a.....</b>	<b>11</b>
2/A SUPPLIERS.....	12
2/B CUSTOMERS.....	13
<b>3. EMPLOYEES OF BUONA COMPAGNIA GOURMET S.p.a. ....</b>	<b>14</b>
3/A GENERAL.....	14
3/B SELECTING AND HIRING EMPLOYEES.....	14
3/C DEVELOPING HUMAN RESOURCES.....	15
3/D WORKERS' DIGNITY, HEALTH AND SAFETY.....	16
3/E EMPLOYEE OBLIGATIONS.....	17
3/E.1 GENERAL - CONTRACTUAL DUTIES.....	17
3/E.2 TRANSPARENCY AND RESPECT FOR THE DUTY OF CONFIDENTIALITY.....	18
3/E.3 CONFLICT OF INTEREST.....	19
3/E.4 USE OF COMPANY RESOURCES, TOOLS AND ASSETS.....	20
3/E.5 GIFTS AND GENEROSITY.....	21
3/E.6 SUBSTANCE, ALCOHOL AND DRUG ABUSE.....	22
3/E.7 SMOKING.....	23
<b>4. ENVIRONMENTAL POLICY.....</b>	<b>23</b>
<b>5. ANTI-MONEY LAUNDERING.....</b>	<b>24</b>
<b>6. PROTECTING INTELLECTUAL PROPERTY RIGHTS AND THE FIGHT AGAINST INFRINGEMENTS .....</b>	<b>25</b>
<b>7. DEALINGS WITH PUBLIC ENTITIES AND PUBLIC FUNCTIONARIES.....</b>	<b>26</b>
7/A DEALINGS WITH THE PUBLIC ADMINISTRATION.....	28
<b>8. CORPORATE REPORTING AND ACCOUNTING RECORDS.....</b>	<b>28</b>
<b>9. PREVENTION - INTERNAL AUDIT - SUPERVISORY BODY.....</b>	<b>29</b>
9/A INTERNAL AUDIT.....	31
<b>10. SANCTIONS.....</b>	<b>32</b>
10/A BREACHES OF THE MODEL.....	32
10/B MEASURES AGAINST EMPLOYEES.....	33
10/C MEASURES AGAINST ADMINISTRATORS AND DIRECTORS.....	37
10/D MEASURES AGAINST COLLABORATORS, CONSULTANTS AND OTHER THIRD PARTIES INCLUDING THE SUPERVISORY BOARD .....	38
<b>11. COMING INTO EFFECT .....</b>	<b>38</b>

## **1. 1. PREMISES AND PURPOSES OF THE CODE OF ETHICS**

### **1/A THE BUONA COMPAGNIA GOURMET S.p.a.'s BUSINESS**

BUONA COMPAGNIA GOURMET S.p.a. was established in 2013 with the purpose of acquiring the companies in Essedue Alimentare S.r.l. based in Treviso and that of the company, Pamfood S.r.l. based in Savona, and to merge them with Buona Compagnia Gourmet.

The company has combined the experience of ESSEDUE ALIMENTARE from Treviso, a company that has always been a leader in the production of high quality, fresh gnocchi, and the gastronomic imagination of PAMFOOD from Savona, an excellent exponent of making pesto based on the best Ligurian tradition.

The idea to unite the experience of two companies under one banner arose in order to respond to market needs that are increasingly more evolved and exacting, and in order to guarantee that tradition and modernity go together hand in hand.

Today, BUONA COMPAGNIA GOURMET S.p.a. represents the standard-bearer of tried-and-tested brands (*Patamore; Antica Ricetta* and *Tuo Chef*) that reflect the goodness of Italy and quality food, enhancing regional excellence and typical products that are based on well-established traditions that can delight even the most demanding palates, thanks to the assortment of quality products, such as pasta, condiments, side dishes and main courses.

The company is made of up professionally qualified people who are driven by a great spirit or renovation, strongly motivated by the idea of trying to create a new company that can earn itself a position of absolute importance, both nationally and internationally.

BUONA COMPAGNIA GOURMET S.p.a., despite its youth, has always managed to stand out when compared to the competition on the market thanks to the selection and the choice of the raw materials used, and the preparation of its products, whose characteristics must always be high quality and freshness.

Particular care and attention is then given to controlling and monitoring the hygiene required of a product destined for the food sector.

Over time, the company's Management Team has shown morality, honesty, competence and ability in the chosen sector, wholly committing itself to the company's growth and consolidation.

This has been one of the company's main reasons for its success that has enabled it, since it was founded, to be able to count on a broad availability of expert personnel and technologically advanced machinery.

All this has allowed BUONA COMPAGNIA GOURMET S.p.a. to acquire, in the production and distribution of its products in a widespread food distribution chain, a leading position - not only on the national market but internationally too, particularly in Europe.

Today, BUONA COMPAGNIA GOURMET S.p.a. is, unquestionably, a competitive company at any level, appreciated and recognised both nationally and internationally, and this is thanks to the fact that the company has: a great drive for ideas, combined with professional skill, an organisational ability and universally recognised commercial transparency.

BUONA COMPAGNIA GOURMET S.p.a. also benefits from the multi-year experience of the companies it has acquired and it is for this reason that, today, the company is considered a "consolidated" business in the economic reality in which it operates.

BUONA COMPAGNIA GOURMET S.p.a. can be considered a mid-sized company when looked at in the national context but, in the economic context of its home provinces (Treviso and Savona), it is definitely thought of as a large company.

## **Production activity**

BUONA COMPAGNIA GOURMET S.p.a. operates in the production, processing, transformation, storage, packing, pasteurisation, freezing of products in general including sauces, food products based on potatoes, gnocchi, pasta, tortellini and any other food product.

The registered offices are in Milan in via Cantù Cesare, no.1 and there are two operating plants: one in Quinto di Treviso (TV), Via E. Mattei 45 and one in Savona, Via della Nunziata no. 8.

At the time of preparing this Code of Ethics, the company has over 80 employees.

BUONA COMPAGNIA GOURMET S.p.a. has invested significant resources over the years in research and the maintenance of high quality standards and in attention to the issues connected to food production and accesses the market orientated to improve in terms of growth and profit figures but also with regards to an ethical vision of the company's business.

For these reasons, this Code of Ethics has been prepared to define the fundamental ethical values of BUONA COMPAGNIA GOURMET S.p.a., in order to be able to base the company's principles on them, regarding carrying out its business, in the light of behavioural rules and professional responsibility that people working for the company - administrators and employees - shall be required to observe.

This Code of Ethics provides the general indications regarding ethical behaviour and contributes to preventing any administrative offences from occurring as detailed in Italian Legislative Decree 231/2001 within the framework of the "Organisation and Management Model" pursuant to article 6 of Italian Legislative Decree 231/01 that BUONA COMPAGNIA GOURMET S.p.a. has decided to adopt.

Therefore, this Code of Ethics does not contain the rules of conduct for every single situation but, instead, the general rules of behaviour that the company and its collaborators wish to inspire, with transparency and loyalty, including in relation to the more general obligation of collaboration, correctness, diligence and loyalty required by the nature of the services provided by, and in the interests of, the company, to which everyone is expected to adhere in carrying out any service for BUONA COMPAGNIA GOURMET S.p.a. according to that established in articles 2104 (diligence of the person providing work or services) and 2105 (obligation of loyalty)

of the Italian Civil Code and the Italian National Collective Bargaining Agreement (*Contratto Collettivo Nazionale di Lavoro, CCNL*), as applicable to the Food sector.

This Code of Ethics does not establish, nor does it introduce, an autonomous and separate system of sanctions or penalties, since this is already provided for by the Workers' Statute, by the Italian Civil Code and by national collective bargaining agreements, but it does constitute an expression of the application specifications with regards to any breaches of the provisions contained in the Organisation Model as per Italian Legislative Decree 231/01.

And, therefore, any infringement of the principles described in this Code of Ethics will be an important element and/or an aggravating circumstance, punishable pursuant to prevailing legislation and the regulations which govern employment and collaboration relationships.

## **1/B GENERAL PRINCIPLES**

The fundamental ethical values that BUONA COMPAGNIA GOURMET S.p.a. intends to establish and describe in this Code of Ethics are:

- 1. HONESTY** - Within the scope of the professional activities performed, every collaborator at BUONA COMPAGNIA GOURMET S.p.a. shall base their actions and behaviour on the faithful respect of prevailing legislation and internal regulations; and in particular in dealings with the public administration and any judiciary body or authority in the event of any dispute/deposition that involves the company's interests, every collaborator at BUONA COMPAGNIA GOURMET S.p.a. is to behave with transparency and truthfulness, excluding any opportunity to affirm any situation that does not correspond to the truth; the company's interests will, in no way whatsoever, be considered compatible with behaviour that runs contrary to this fundamental principle. In this perspective, any situations of an apparent conflict of interest must be specifically avoided.
- 2. IMPARTIALITY** - Within the scope of the BUONA COMPAGNIA GOURMET S.p.a.

business, impartiality shall be the basis for decisions and choices, avoiding any and every type of discriminatory behaviour based on political opinion, age, gender, religion, nationality, etc.

3. **CONFIDENTIALITY** - BUONA COMPAGNIA GOURMET S.p.a. takes the utmost care to ensure confidentiality of information in its possession, acquiring, pursuant to prevailing legislation, the express and informed authorisation to acquire, use and store the reserved data it needs to operate.
4. **PERSONAL INTEGRITY** - BUONA COMPAGNIA GOURMET S.p.a. guarantees the physical and moral safety of its collaborators, ensuring a safe working environment and working conditions that are suitable for performing work in the best way possible. The company guarantees fair behaviour and prohibits actions aimed at inducing a person or people to behave in breach and/or in contravention of the law, internal regulations and the Code of Ethics.
5. **QUALITY OF THE PRODUCTS** - BUONA COMPAGNIA GOURMET S.p.a. organises its business to satisfy and safeguard its customers. Given this, the company focuses its product development and marketing activities on ensuring high standards of quality.
6. **SAFEGUARDING THE ENVIRONMENT** - For BUONA COMPAGNIA GOURMET S.p.a., the environment is a primary asset that the company is committed to safeguarding; to this end, the company plans its activities by seeking a balance between economic initiatives and environmental needs. BUONA COMPAGNIA GOURMET S.p.a. commits to improve the impact its business has on the environment and the landscape as well as to prevent risks to people and the environment. All this is to be compliant with prevailing legislation, also taking into account developments in scientific research and relevant best practices.
7. **DILIGENCE AND ACCURACY IN EXECUTING TASKS AND CONTRACTS** - Contracts and work tasks must always be performed in accordance with that established and agreed by the parties. BUONA COMPAGNIA GOURMET S.p.a. commits to not take advantage of conditions of ignorance or of inability that

counterparties may experience. In existing relationships, anyone operating in the name and on behalf of BUONA COMPAGNIA GOURMET S.p.a. must avoid taking advantage of contractual gaps, loopholes or unforeseen events to renegotiate the contract with the aim of exploiting a position of dependence or weakness in which the other party might find itself.

## **8. CORRECTNESS IN THE EVENT OF A POTENTIAL CONFLICT OF INTEREST -**

When dealing with any activity, situations must be avoided in which parties involved in stipulating contracts have, or might appear to have, a conflict of interest that differs from the company's objectives, or who might benefit from the opportunity. These parties must also avoid acting contrary to the fiduciary duties related to their position in dealings with the company.

### **1/C RECIPIENTS**

The principles in this **Code of Ethics** are applicable to:

- every employee of BUONA COMPAGNIA GOURMET S.p.a. without distinction of role or function performed;
- the members of the various corporate bodies;
- all those parties providing services or work or who otherwise collaborate with the company;
- suppliers working with BUONA COMPAGNIA S.p.a. or, in any case, contractual counterparties to the same;
- any other party - public and/or private - who, in dealings with BUONA COMPAGNIA GOURMET S.p.a., declares to uphold this Code of Ethics;
- and, in any case, every other party who upholds the company's interests.

All these parties have the responsibility to know the legislation and regulations, to respect them, to refer to the Supervisory Body to report issues or to request clarification and to collaborate with the same where required.

**Managers** are required to set an example for the employees who work for them, to direct them in complying with the Code and to encourage the observance of



legislation and regulations. When setting company objectives, these parties must base their actions on the principles described in the Code. As for **employees** in the strictest sense, observing the regulations described in the Code of Ethics is to be considered an essential part of the contractual obligations as per articles 2104 and subsequent of the Italian Civil Code. In general, breaches of the regulations described in the Code of Ethics are to be considered of such seriousness that they jeopardise the relationship of trust established with the company and can lead to disciplinary actions and claims for damage. Naturally, for employees, the procedures provided for in article 7 of the Workers' Statute (Italian Law 300/1970) and the national collective bargaining agreements stand firm.

All the corporate bodies, within the scope of the functions carried out, are responsible for the definition and the proper functioning of the control system and they are expected to communicate, in writing, to their supervisor and to the Supervisory Body (and until it is established, to their supervisor) any omissions or irregularities that they might become aware of.

## **1/D ASSUMPTION OF COMMITMENT BY BUONA COMPAGNIA GOURMET S.p.a.**

BUONA COMPAGNIA GOURMET S.p.a., assumes the commitment, for the purposes of effectively applying this Code of Ethics:

- to make it widely available to the recipients, including through appropriate education and training programmes, as well as to supply any clarifications which might be needed in its application. Third parties who receive assignments from the company, or who have long-term relationships with the company, will be made aware of the Code;
- to give timely communication and capillary distribution to each recipient of any update or change to the Code of Ethics;
- to establish detailed procedures to report, identify and process any breaches of the Code, guaranteeing no retaliation against any one making such a report;
- to monitor observance of and compliance with the Code with appropriate systems.

## **1/E COMMITMENT BY RECIPIENTS**

This Code of Ethics must be considered **intrinsic to and an essential part of the fiduciary bond of the contractual relationship** between BUONA COMPAGNIA GOURMET S.p.a. and its collaborators, in their various capacities, and who are recipients of the same.

Therefore, **every recipient of this Code of Ethics is expected to behave in a way that is in line with it**, and specifically to ensure the utmost collaboration in its application and in respect of internal procedures as well as to promptly report to the appropriate party any breaches of the same.

Specifically:

### **1/E.1 MANAGERS AND EMPLOYEES**

Every manager and employee must have a full knowledge of the principles contained in the Code of Ethics and must refrain from behaving in a way contrary to it, ensuring the utmost collaboration in identifying any breaches and offenders.

Every employee has the right and the duty to obtain clarification from the supervisory bodies and the management team regarding how the Code should be interpreted, as well as which behaviour to adopt in the event that there is doubt regarding compatibility with the indications in the Code of Ethics.

### **1/E.2 CORPORATE BODIES**

The Chairperson of the Board of Directors, the members of the Board of Directors and the Board of Statutory Auditors of BUONA COMPAGNIA GOURMET S.p.a. are committed to take action on the provisions and the principles contained in this Code of Ethics.

The procedures for convening, operating and recording the minutes of Shareholders' Meetings and Board of Directors' Meetings must be based on criteria and procedures that guarantee due transparency and the utmost respect for that established by law.

## *1/E.3 EXTERNAL SUBJECTS*

The behaviour of external subjects - whenever they interact with BUONA COMPAGNIA GOURMET S.p.a. and who have important dealings and shared interests with the company on the basis of contracts or, in any case, are on an ongoing basis - is relevant to the proper application of this Code of Ethics.

Therefore, BUONA COMPAGNIA GOURMET S.p.a. commits to inform these subjects of the existence and the specific contents of this Code of Ethics and to invite them to respect it, monitoring, as far as is possible, the application of it and notifying/reporting to the appropriate Body any breaches of it by any of these subjects.

## **1/F VALIDITY, DISSEMINATION AND THE UPDATING OF THE CODE**

BUONA COMPAGNIA GOURMET S.p.a. will support the widest dissemination and understanding of the Code of Ethics amongst the recipients. The Code is brought to everyone's attention whilst remaining the property of BUONA COMPAGNIA GOURMET S.p.a. who reserves every right to it in accordance with the protection granted by prevailing laws on the matter.

BUONA COMPAGNIA GOURMET S.p.a. further commits to periodically update this Code of Ethics, in relation to the experience gained from its actual application, as well as in relation to any regulatory developments that might occur including any changes to best national and international practices, and including the experience gained in applying the Code itself.

## **2. DEALINGS WITH SUBJECTS EXTERNAL TO BUONA COMPAGNIA GOURMET S.p.a.**

BUONA COMPAGNIA GOURMET S.p.a. also considers subjects external to the company, who are representatives of the company and who have important dealings and shared interests with it, as **recipients of an activity of involvement in the principles of this Code of Ethics**, to which their collaborators are to be contractually held.

Therefore - as established in point 1/E.3, above - BUONA COMPAGNIA GOURMET S.p.a. commits to inform these subjects of the existence and the specific contents of this Code of Ethics and to invite them to respect it, monitoring, as far as is possible, the application of it and notifying/reporting to the appropriate Body any breaches of it by any of these subjects, among which the categories of SUPPLIERS and CUSTOMERS are considered below.

## **2/A SUPPLIERS**

BUONA COMPAGNIA GOURMET S.p.a. considers its suppliers as *partners* not just in supplying goods and services, but also for the purposes of respecting the objectives in this Code of Ethics. Hence, the company intends to carry out with its suppliers an action of involvement through: the assessment and qualification of suppliers; the creation of a list of suppliers who take account of an objective assessment of quality, price and ability to supply and to guarantee services of an appropriate level.

Therefore, on the basis of that done so far, and **for the purposes of complying with the other principles in this Code of Ethics, and for the purposes established by Italian Legislative Decree 231/01**, in dealings with SUPPLIERS, BUONA COMPAGNIA GOURMET S.p.a. will carry out suitable procurement procedures to reconcile the need to achieve the maximum overall benefit for the company with the need to place all SUPPLIERS in conditions of equal opportunity, in accordance with pre-contractual and contractual criteria of conduct, specifically respecting the **principles of correctness, diligence and good faith as established by articles 1175, 1176 and 1375 of the Italian Civil Code.**

Specifically, the company, its employees and collaborators who are responsible for these tasks, will respect the following criteria:

- transparency and objectivity in choosing a supplier possessing the required requisites and qualities, in order to guarantee conditions of effective and free competition.

In the case in which the SUPPLIER, in precontractual and/or contractual dealings with BUONA COMPAGNIA GOURMET S.p.a., adopts behaviour that is in contrast to the general principles in this Code, the company must consider taking this opportunity to preclude this supplier from future collaboration and to terminate, as far as it is possible within the scope of the assignments already assumed, the relative relationships that might be under way.

## **2/B CUSTOMERS**

BUONA COMPAGNIA GOURMET S.p.a. considers its customers, both public and private, as essential elements to its success and guarantees the quality of its services, basing its actions on the principles of economy, effectiveness, punctuality and correctness.

Therefore, on the basis of that done so far, and **for the purposes of complying with the other principles in this Code of Ethics, and for aims established by Italian Legislative Decree 231/01**, in dealing with CUSTOMERS, BUONA COMPAGNIA GOURMET S.p.a. and its employees and/or collaborators will, in pre-contractual and contractual phases, behave with specific respect for the principles of correctness, diligence and good faith as established by articles 1175, 1176 and 1375 of the Italian Civil Code - and in any case complying with the existing certification system - and characterised by:

- availability and courtesy,
- clarity and completeness in communications,
- compliance with prevailing legislation and regulations, to the exclusion of improper or elusive practices,
- timeliness and punctuality of information concerning modifications or changes to economic conditions or to the material provision of services,
- constant monitoring of the level of quality in the services provided.

## **3. EMPLOYEES OF BUONA COMPAGNIA GOURMET S.p.a.**

### **3/A GENERAL**

BUONA COMPAGNIA GOURMET S.p.a. considers its EMPLOYEES to be a primary and strategic resource for the development of the company and intends to guarantee their rights and to encourage their professional and personal growth.

This implies that every employee has the right to equal opportunities within the company, as far as is compatible with the criteria aimed at promoting merit, commitment and individual ability.

BUONA COMPAGNIA GOURMET S.p.a., in this perspective and **for the purposes of the System adopted in compliance with Italian Legislative Decree 231/01 and specifically with regard to the principles in this Code of Ethics**, will take actions to sensitise employees, with particular reference to the obligations in terms of safety and hygiene in the workplace, regarding the regulations on privacy, and, more in general, on the behaviour that must be adopted in order to effectively respect the company's ethics, **particularly with suppliers, with competing companies who participate in tenders and with customers, both public and private, for whom BUONA COMPAGNIA GOURMET S.p.a. carries out its business.**

### **3/B SELECTING AND HIRING EMPLOYEES**

Selecting people to hire is done on the basis of how well the candidate's profile matches the company's needs and requirements, respecting equal opportunities for interested parties, but with the explicit exclusion of candidates younger than 16 years of age (except for the cases where the law provides for an older age) or minors who have not completed their mandatory schooling.

In selecting people, checks are carried out on the candidate's age and the information requested from candidates must be, in any case, based on respect for the regulations on the candidate's privacy, personality and opinions.

A person is hired with a regular employment contract; BUONA COMPAGNIA GOURMET S.p.a. does not accept any form of irregular work and, furthermore, does not accept forms of forced labour.

In the selection phase, the hiring phase and, in any case, in an ongoing contractual relationship, BUONA COMPAGNIA GOURMET S.p.a. provides suitable information and instructions on the tasks to perform, the contractual type, regulations and remuneration, worker rights and duties, and, in advance, the contents of this Code of Ethics and the obligation to respect the principles contained herein.

### **3/C DEVELOPING HUMAN RESOURCES**

BUONA COMPAGNIA GOURMET S.p.a. expressly prohibits any and every form of discrimination against its employees: selection, training, advancement and incentives are based on objective elements and are independent of personal conviction, trade union membership, political affiliation, religious belief, gender, sexual orientation, origin, nationality, race or the person's state of health.

The person assigned to manage and develop staff is expected to inform the decision-making processes of the match between the requirements expected by the company and the requirements possessed by employees and/or based on considerations of merit and including the cases of promotion and/or attribution of incentives.

BUONA COMPAGNIA GOURMET S.p.a. commits - to the extent permitted by the organisation of the company's activities and the contractual commitments assumed - to support and assist employees with the needs of maternity/paternity and, in general, in caring for their children. Freedom of working association is guaranteed, in the rejection of any form of discrimination based on age, gender, religion, race, political opinion and religious conviction.

BUONA COMPAGNIA GOURMET S.p.a. commits to prevent any form of *mobbing* and exploitation of work, recognising the benchmark for salary and career growth in the professional merit and potential of the person. Each resource is required to

collaborate in order to create a working environment that fully meets these requisites, adopting behaviour based on the principles of civil coexistence and full collaboration and cooperation.

Furthermore, situations must be avoided that might lead to a real or apparent conflict of interest arising. Each situation that might constitute or determine a conflict of interest must be promptly communicated to your organisational supervisor.

### **3/D WORKERS' DIGNITY, HEALTH AND SAFETY**

BUONA COMPAGNIA GOURMET S.p.a. commits to safeguard the physical and moral integrity of each employee and employees are, therefore, prohibited from adopting offensive or harmful behaviour or, in any case, disrespectful behaviour towards another person.

BUONA COMPAGNIA GOURMET S.p.a. also commits to protect the rights of all workers regarding work hours.

BUONA COMPAGNIA GOURMET S.p.a. commits to protect employee privacy, in line with and in respect of the current regulatory framework.

BUONA COMPAGNIA GOURMET S.p.a. considers **the protection of employee health and safety as a fundament element within the work environment**; the company is committed to adopting systemic management practices focused on health and safety at work in order **to complete and rationalise the application of Italian Legislative Decree no. 81 of 9.4.2008 and successive modifications (the Consolidated Law on Health and Safety in places of Work)** by applying the control procedures established both by the rules defined in the relative documents as well as the **Organisation Model as provided for by Italian Legislative Decree 231/01** of which this Code of Ethics is an integral part.

To these ends, BUONA COMPAGNIA GOURMET S.p.a. will ensure:

- the appointment of a company Health and Safety Manager;
- activities are carried out to promote and elect a Workers' Safety Representative;



- the appointment of a competent Doctor who will perform the prescribed periodic check-ups;
- the appointment of personnel trained to deal with a fire;
- the preparation and the periodic revision of a Safety Plan, Risk Assessment document and all the operational procedures to safeguard health and safety in the workplace;
- appropriate training and education for employees concerning health and safety at work in relation to the tasks they are asked to perform;
- objective internal inspections are performed in order to check and monitor the efficiency of the procedures adopted;
- the adoption of the best technologies, checks and updates to working methods;
- monitoring of any accidents or near-misses or incidents at work.

BUONA COMPAGNIA GOURMET S.p.a.'s objective is to protect its human resources; to this end, the company will closely follow the evolution of the reference scenarios and the consequential change in threats, implementing technical and organisational interventions through:

- the adoption of an integrated risk and safety management system;
- an ongoing analysis of risks and critical aspects of the processes and resources to protect;
- adopting the best technologies;
- checking and updating the working methods;
- providing training and education.

## **3/E EMPLOYEE OBLIGATIONS**

### **3/E.1 GENERAL - CONTRACTUAL DUTIES**

For BUONA COMPAGNIA GOURMET S.p.a., the national bargaining agreements of reference are:

- the Italian National Collective Bargaining Agreement (*Contratto Collettivo Nazionale di Lavoro, CCNL*) for the food industry;

All employment contracts concluded between BUONA COMPAGNIA GOURMET S.p.a. and its employees refer to the respective CCNL.

The aforementioned contractual framework, in addition to the Italian Civil Code and applicable prevailing law, constitutes a source of clear obligations for employees, who are expected to respect them with punctuality, loyalty and diligence as well as for the purposes contained in the System as per Italian Legislative Decree 231/01 of which this Code of Ethics is a part.

Every employee is, therefore, expected:

- to know and to respect the contractual agreements, the prevailing law, company policy and the principles contained in this Code of Ethics;
- to comply with the provisions and the directives issued by the company and by parties invested with the relevant responsibility, scrupulously respecting the obligations inherent to health and safety in the workplace;
- to provide managers and/or their supervisors and, in any case, all their colleagues, the maximum collaboration, following with diligence, attention, care and competence the duties and tasks assigned and contributing to resolving and eliminating, even by reporting and timely, detailed information, any problems and/or issues uncovered, **as well as promptly reporting any breaches of the rules in this Code of Ethics and, in any case, in the procedures established by the Organisation Model as per Italian Legislative Decree 231/01 of which the employee should have direct knowledge or indirect information;**
- to behave, in every work situation and, in particular, in the pursuit of the interests of BUONA COMPAGNIA GOURMET S.p.a., in a way based on righteousness and scrupulous respect for the law.

### **3/E.2 TRANSPARENCY AND RESPECT FOR THE DUTY OF CONFIDENTIALITY**

BUONA COMPAGNIA GOURMET S.p.a. commits to protect the information regarding its employees, collaborators and third parties that is generated or acquired internally or in contractual relationships.

The company commits to avoid any improper use and/or dissemination of data and to guarantee that processing personal data happens in the full respect of the rights and fundamental liberties and the dignity of the subject as provided for by the provisions in the prevailing regulations.

It follows that the processing of personal data must always happen in a legal and correct way; this data will be collected and recorded only if necessary and, in any case, only for specific, explicit and lawful purposes.

Storing sensitive data will be done for a period of time not exceeding that necessary for the purpose for which the same data was collected.

Each employee is also required to work with third parties in the utmost respect of the principles of confidentiality and in compliance with safeguarding the privacy of the interested parties.

Each employee is also expected to rigorously respect the duty of confidentiality regarding everything discovered within the workplace and/or as part of their job including - by way of example and not being an exhaustive list - data, documents, projects, negotiations, initiatives, proposals, agreements and, in any case, any piece of information or fact, future or uncertain, concerning the BUONA COMPAGNIA GOURMET S.p.a. sphere of activity, which is not part of the public domain.

### 3/E.3 CONFLICT OF INTEREST

Every employee is expected to avoid any situation of a conflict of interest between personal and familial economic activities and tasks or assignments given by BUONA COMPAGNIA GOURMET S.p.a.; the conflict of interest can, by way of example (and without being exhaustive) occur in situations in which there is a personal economic interest or profit or benefit, direct or indirect, with or without jeopardy to the company, resulting from carrying out the work activity.

It is, therefore, expressly prohibited for employees at BUONA COMPAGNIA GOURMET S.p.a. to:

- 1) accept outside assignments that put BUONA COMPAGNIA GOURMET S.p.a. pursuant to and for the effects of article 17 of Italian Law 109/94 as amended, into a situation in which it is not able to take part in public procedures;
- 2) accept money, gifts or favours of any nature from people, companies or bodies that are in, or intend to enter into, a business relationship with the company or that are commercial competitors to the same;
- 3) abuse or create false beliefs in relation to their position, role or powers within or outside of the company.

In the case of doubt or a potential conflict of interest, the employee must immediately notify the company regarding the assessment in question.

For that concerning the personnel involved in any public tender procedure, these people must specifically:

- 1) introduce themselves to public officials by qualifying and explaining their function;
- 2) must supply public officials with only the information as officially requested;
- 3) may not grant, offer or promise prizes, pecuniary benefits or benefits in kind;
- 4) may not grant, offer or promise incentives of an economic nature aimed at compensating for the time taken from public officials in their normal professional activity and dedicated to the participation in conference events;
- 5) may not take into consideration or propose work opportunities and/or commercial opportunities that might benefit in a personal way employees and officials working for the Public Administration;
- 6) may not solicit or obtain confidential information outside of that permitted by law.

### 3/E.4 USE OF COMPANY RESOURCES, TOOLS AND ASSETS

Every employee is expected to take the utmost care when using resources, tools and assets that belong to the company and made available for work reasons, avoiding

improper, damaging or, in any case, dangerous use for themselves and for others, with the obligation of punctually reporting to their direct supervisors and/or manager any fault, defect, malfunction, risk, breakdown, etc. that might be uncovered with the material entrusted or used.

Means of transport must be kept in good working order and used with the utmost respect for the Highway Code and only driven by authorised employees, who will be expected to promptly report to the company any change regarding their driving status.

It is prohibited for employees to make use of these assets for personal purposes (except when expressly authorised) and purposes other than those inherent to work including telephone and telematic use.

More specifically, employees who have the means and the authorisation to access the company's information systems must use good sense and follow all the security directives in order to avoid compromising the functionality and protection of the systems themselves.

### **3/E.5 GIFTS AND GENEROSITY**

BUONA COMPAGNIA GOURMET S.p.a. **prohibits** the direct or indirect offer of money, gifts or benefits of any nature whatsoever for personal enjoyment to managers, functionaries or employees of the Public Administration, public institutions or other organisations for the purposes of obtaining an undue advantage.

Specifically, in no case whatsoever, not even with regards to particular events, may gifts, goods or other benefits susceptible to an economic assessment be offered, with the exception of gifts with a modest value or, in any case, gifts that do not compromise the integrity or reputation of the company, to parties with which there are or there could be dealings connected with the fulfilment of the working relationship established with the company. In such an event, authorisation will always be necessary for the position defined by the procedures, ensuring everything is documented in an appropriate manner.

Anyone who acts in the name and on behalf of BUONA COMPAGNIA GOURMET S.p.a., due to the position held, is prohibited from granting or promising direct or indirect contributions to political parties, movements or committees or individual candidates, including trade union organisations or their representatives except, as regards trade union organisations, that provided for by prevailing legislation.

Acts of commercial courtesy, such as gifts or forms of hospitality, are permitted and, in any case, such as to not comprise the integrity and reputation of one of the parties, and to not influence the independent and objective judgement of the recipient.

It is prohibited for employees to accept gifts of preferential treatment except within the limits of normal rules of common courtesy and provided that they are of a modest value.

The gifts offered - except those of a modest value - must be documented in an appropriate way in order to allow checks and authorisation by the responsible party, who shall proceed to give prior notice of this to the internal audit function.

Anyone who works for the company and who receives a gift or a benefit not covered by the situations permitted is expected to notify the internal audit function who will assess the appropriateness of the gifts and proceed to communicate to the receiving party the company's policy in the matter.

### 3/E.6 SUBSTANCE, ALCOHOL AND DRUG ABUSE

BUONA COMPAGNIA GOURMET S.p.a. commits to contribute and to maintain the working environment while respecting the sensibilities of others. In the course of the work activities and in the workplace, it is prohibited for anyone to act whilst under the effects of alcohol and/or drugs and/or other controlled substances. It is also prohibited to consume and/or distribute, for any reason whatsoever, narcotics in the course of the work activities and inside the company.

## **3/E.7 SMOKING**

BUONA COMPAGNIA GOURMET S.p.a. has imposed a general prohibition on smoking within the workplace and, in particular, within production areas with the exception of rooms and places specifically intended for that purposes.

## **4. ENVIRONMENTAL POLICY**

Safeguarding and protecting the landscape and the environment constitute two primary principles that inform company policy. To this end, the company commits to make the best possible balanced choices between the needs connected to the production activity and technological and entrepreneurial growth with those aimed at safeguarding environmental assets.

BUONA COMPAGNIA GOURMET S.p.a. commits to allocate a part of its resources so that protecting the environment can be implemented effectively in its production processes in order to direct its activity to reduce its impact on the environment.

In order to achieve these goals, BUONA COMPAGNIA GOURMET S.p.a bases its activity on objectives that are consistent with those strategic environmental ones.

To this end:

- it defines an environmental policy and a sustainable business development policy;
- it draws up environmental policy implementation guidelines ;
- it identifies indicators and guarantees monitoring and control of the company's activity in terms of environmental impact;
- it follows developments in national environmental legislation and regulations; as well as those from the European Union and regions/provinces;
- it works with bodies, institutions and agencies operating in the field of safeguarding the environment.

The BUONA COMPAGNIA GOURMET S.p.a. environmental policy is based on understanding that the environment can represent a competitive advantage in an

increasingly broader and demanding market in terms of quality and corporate behaviour.

BUONA COMPAGNIA GOURMET S.p.a., to this end, promotes sensitivity and training activities for its collaborators and employees.

BUONA COMPAGNIA S.p.a. invests in technological-industrial research and innovation in order to create and promote products and processes that are increasingly more compatible with the environment and the health and safety of recipients.

BUONA COMPAGNIA GOURMET S.p.a. operates in respect of these aforementioned principles in order to:

- o minimise its consumption of energy resources;
- o optimise waste management, whilst maintaining the highest standards of supply in order to reduce emissions into the atmosphere and reduce the impact of traffic;
- o involve workers, including through their representatives, in identifying possible improvement actions in terms of the environment and health and safety;
- o publish BUONA COMPAGNIA GOURMET S.p.a.'s policy, improvement objectives and data describing its environmental performance.

## **5. ANTI-MONEY LAUNDERING**

BUONA COMPAGNIA GOURMET S.p.a. commits to prevent the use of its economic-financial system for money laundering and to finance terrorism (or any other criminal activity) by all recipients of this Code of Ethics (administrators, employees, suppliers, customers, and all the parties with whom BUONA COMPAGNIA GOURMET S.p.a. has established a relationship).

The company commits to verify, with the utmost diligence, the information available on all the parties mentioned above, in order to ascertain the respectability



and the legitimacy of their activity before establishing an economic and/or a business relationship.

The company rejects any relationship that might be involved in a criminal activity of any nature whatsoever. **To this end, BUONA COMPAGNIA GOURMET S.p.a. has already taken all the necessary steps to prevent the company from being involved in actions that might, in some way, lead to money laundering or a party benefitting from the proceeds of criminal activity.**

## ***6. PROTECTING INTELLECTUAL PROPERTY RIGHTS AND THE FIGHT AGAINST INFRINGEMENTS***

Among the fundamental assets held by BUONA COMPAGNIA GOURMET S.p.a. are its know-how and intellectual property rights, with particular reference to trademarks, product designs and to specific innovative solutions for materials and components.

BUONA COMPAGNIA GOURMET S.p.a. commits to adopt the utmost diligence to safeguard its know-how and intellectual property rights.

To this end, in no way whatsoever is the use allowed of means protected by holder rights without the proper authorisation or in breach of the terms provided by the same authorisation.

Promoting products to customers and consumers must happen in full respect of third-party intellectual property rights.

BUONA COMPAGNIA S.p.a. expressly rejects counterfeiting products and infringing any intellectual work by a third party, committing itself to promote the respect for the law and to counter any initiative aimed at producing and marketing counterfeit products.

## **7. DEALINGS WITH PUBLIC ENTITIES AND PUBLIC FUNCTIONARIES**

Any dealings with public entities are awarded through public tenders in which BUONA COMPAGNIA GOURMET S.p.a. might participate in the full respect of the principles and the regulations set out in Italian Legislative Decree no. 50 of 19 April 2016 and in applicable provincial laws.

When participating in a tender, it is necessary to:

- act in compliance with the principles of correctness, transparency and good faith;
- assess, in the examination phase of the call for tenders, the suitability and the feasibility of the services requested;
- supply all the data, information and documentation requested in the selection of the participants and required for the tender being awarded;
- maintain clear and correct relationships with the assigned public functionaries, avoiding any behaviour that might compromise or influence the competent functionaries' free and impartial judgement.

When the tender is awarded, together with the customer, it is necessary to:

- guarantee that the negotiation activities and commercial dealings are carried out in a clear and correct way;
- guarantee the diligent execution of the contractual obligations.

In dealings with public entities and public functionaries, BUONA COMPAGNIA GOURMET S.p.a. commits to uphold the principles and the provisions of the system adopted as per Italian Legislative Decree 231/01 and, in particular, this Code of Ethics.

**It is expressly prohibited for any BUONA COMPAGNIA GOURMET S.p.a. employee or collaborator to promise or give money, gifts or any other benefit, even indirectly, to public functionaries to promote or favour the company's interests, including as a result of unlawful pressure.**

This prohibition also extends to different forms of aid or contribution which, under the guise of sponsorship, assignment, consulting, advertising, etc., have the same prohibited aims as those mentioned above.

Any gift or courtesy made to a representative of a public institution - particularly on special occasions or events - must be authorised by the administrative body, must be proportional to the case in hand and, in any case, such that it cannot, in any way whatsoever, be interpreted as an attempt to acquire an undue advantage.

All dealings with public entities and public functionaries must be exclusively in the form of communications aimed at assessing the implications of BUONA COMPAGNIA GOURMET S.p.a.'s legislative and administrative activity. To this end, the company commits to establish - without any form of discrimination - pre-established communication channels with all institutional representatives at an international, European Union and domestic level. BUONA COMPAGNIA GOURMET S.p.a. also commits to represent the interests and the positions of the company itself in a way that is scrupulously consistent and transparent, avoiding any and every behaviour of a collusive nature.

**In order to guarantee the utmost clarity in dealings, contacts with institutional representatives must occur exclusively through contacts that have received an explicit mandate from the management team.**

BUONA COMPAGNIA GOURMET S.p.a. adopts specific procedures, forming part of the Organisation Model as per Italian Legislative Decree 231/01 in order to prevent crimes from being committed against the Public Administration.

**Any employee who becomes aware of any behaviour or act counter to that which has been indicated herein is expected to promptly report it: employees have the duty to inform their manager or, should this not be possible for reasons of expediency, the Supervisory Body directly.**

## **7/A DEALINGS WITH THE PUBLIC ADMINISTRATION**

In full respect of the roles and the respective functions, the company maintains relationships and dealings with State administrations, Supervisory Authorities and watchdog authorities, public entities, local entities and administrations, public rights organisations, public service and supply authorities and/or private parties covered by publicity regulations.

These dealings and relationships must be based on clarity, transparency and professionalism, on recognising the respective roles and organisational structures, and on being seen to substantially observe applicable regulations.

In addition, no gifts nor acts of courtesy nor hospitality are permitted with regards to representatives of the Government, public officials and state employees, unless they are of a modest, almost negligent value and, in any case, such that they do not compromise the integrity or the reputation of one of the parties and that they cannot be interpreted as an act to acquire an unlawful or undue advantage and/or done in an improper way.

## **8. CORPORATE REPORTING AND ACCOUNTING RECORDS**

All accounting records and all other information regarding BUONA COMPAGNIA GOURMET S.p.a.'s economic, equity and financial situation must be kept and stored in accordance with prevailing law and must be characterised by its effectiveness, consistency with the truth, completeness of the data as supported by documentation, that must be based on the same criteria. Every employee and collaborator, in relation to their individual functions and skills, is responsible for the truthfulness and authenticity of each piece of documentation processed. Documentation must be correctly protected and stored in order to allow for its easy retrieval, consultation and accurate reconstruction of the operation to which it refers and the identification of the various levels of responsibility.

In preparing the financial statements, other accounting records and documents regarding the economic, equity and financial situation of BUONA COMPAGNIA GOURMET S.p.a., it is prohibited to enter items that are false.

Any employee or external collaborator at BUONA COMPAGNIA GOURMET S.p.a. **who becomes aware** of omissions, falsifications or lack of accuracy in the management of accounting information or documentation upon which accounting records are based, **is expected to promptly report this**: employees have the duty to inform their manager or, should this not be possible for reasons of expediency, the Supervisory Body directly; external consultants to the company must, however, inform their contact at the company or, should this not be possible for reasons of expediency, the Supervisory Body directly; managers are expected to inform the Supervisory Body directly.

**Any contrary behaviour may constitute a breach of one or more of the articles 2621, 2622, 2623 and 2625 of the Italian Civil Code.**

Each employee must, furthermore, if requested, provide the Board of Statutory Auditors and/or the independent auditors, as well as the Supervisory Body, all information and/or data on the company's economic, equity and financial situation, acquired and/or known as part of carrying out the activities for which they are responsible.

BUONA COMPAGNIA GOURMET S.p.a., through the corporate bodies and the corporation functions which are involved from time to time, as well as through the independent auditors, carries out appropriate checks and controls on the correctness of the accounting records and their compliance with the various provisions of law.

## **9. PREVENTION - INTERNAL AUDIT - SUPERVISORY BODY**

BUONA COMPAGNIA GOURMET S.p.a., in compliance with the prevailing law and as part of the planning and management of the company's activities aimed at

efficiency, correctness, transparency and quality, **commits to adopt appropriate organisational and management measures to prevent** unlawful behaviour or, in any case, behaviour that is contrary to the rules in this Code of Ethics by any party whatsoever acting for the company.

Given the organisation of the activities, BUONA COMPAGNIA GOURMET S.p.a. has provided for tasks to be assigned to people having the appropriate skills and abilities. BUONA COMPAGNIA GOURMET S.p.a. adopts and implements organisation, management and control models that provide suitable measures to guarantee that activities are carried out in accordance with the law and the rules concerning behaviour in this Code of Ethics and to identify and eliminate, promptly, any situation of risk.

In this regard, an effective preventive function is done by the application of that required to obtain BRC-IFS certification and by the application of the procedures defined for that regarding the assessment and prevention of risk and safeguarding health and safety at work, as in the last draft of the related "Risk Assessment Document";

BUONA COMPAGNIA GOURMET S.p.a. **commits to adopt suitable methods to check and control** conformity of behaviour by any party whatsoever acting for the company or within the scope of the provisions of prevailing law and the rules concerning behaviour in this Code of Ethics.

The models are periodically checked and modified in the event that significant breaches of the provisions are uncovered or in the event that changes to the company's organisation or activities is found.

BUONA COMPAGNIA GOURMET S.p.a., for the investigation resulting from a breach being reported and the related processing, makes use of a party appointed to Internal Audit, whose functions are assumed by the **SUPERVISORY BODY**, established pursuant to Italian Legislative Decree 231/01, and that have been assigned in accordance with the BUONA COMPAGNIA GOURMET S.p.a. ORGANISATION MODEL, to

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The Supervisory Body, within its scope of responsibility, shall:

- establish procedures for reporting breaches and how they will be processed;
- receive, analyse and verify reports, guaranteeing confidentiality to anyone who makes a report of a potential breach;
- propose measures to take following a significant breach to the Board of Directors;
- organise effective actions of communication, education, explanation in order to disseminate the Code and its understanding;
- carry out periodic reviews of the Code and see to its amendment, proposing modifications for approval by the Board of Directors;
- carry out appropriate periodic checks regarding the effectiveness of the application of the Organisation Model as per Italian Legislative Decree 231/01 and the respect for the principles in the Code of Ethics.

## **9/A INTERNAL AUDIT**

A strong emphasis is placed on internal audit in order to achieve the company's objectives, to ensure conformity of behaviour to the law and regulations, in order to organise truthful and correct economic and financial data.

Everyone should feel responsible for updating and managing an effective system of internal audit, committing themselves to sharing its values of tools.

Everyone should feel responsible for the company's assets and their correct use.

## **10. SANCTIONS**

The observance by employees of BUONA COMPAGNIA GOURMET S.p.a. of the regulations in this Code of Ethics, must be considered an essential part of the contractual obligations pursuant to article 2104 of the Italian Civil Code.

Breaches of the Code of Ethics will be considered a non-fulfilment of the obligations deriving from the employment relationship, with all legal and contractual consequences, including with reference to the relevance of the same to the rules regarding discipline and/or maintaining the working relationship.

Non-compliance by any person acting within the company - including senior management and people not employed by the company - of the measures aimed at preventing crime for which the company could be held liable, must be reported promptly to the appropriate parties and organisations set up for such, and from these to the company's management body which will adopt the appropriate measures deemed suitable to punish the breach.

A breach of the Code of Ethics by a member of a corporate body can lead to the adoption of more appropriate measures as provided for or permitted by law.

Lastly, breaches committed by collaborators, consultants and partners, will be punished in accordance with that provided for in the relative assignments and contracts as well as by law.

BUONA COMPAGNIA GOURMET S.p.a., to safeguard its image and to protect its resources, will not entertain any form of relationship with parties who do not intend to operate in rigorous compliance with prevailing law, and/or who refuse to behave in accordance with the values and principles provided for in this Code of Ethics and to abide by the organisational procedures aimed at implementing the provisions of this Code of Ethics.

### **10/A BREACHES OF THE MODEL**

For the purposes of complying with Italian Legislative Decree 231/01, and by way of example only, a breach of the Organisation Model is any action or behaviour that



does not comply with the prescriptions in the Model itself **and/or the principles in the Code of Ethics**, or the lack of action or behaviour prescribed by the Model, in carrying out the activities in which there is a risk of a crime being committed, as considered by Italian Legislative Decree 231/01.

## **10/B MEASURES AGAINST EMPLOYEES**

Behaviour by employees who breach an individual rule regarding behaviour as a result of the adoption of the Organisation Model and this Code of Ethics is defined as a disciplinary offence. Committing a disciplinary offence carries the application of disciplinary sanctions.

Article 2104 of the Italian Civil Code, identify the duty of “obedience” by the employee or worker, provides that the employee or worker must respect, when carrying out his/her task, the provisions of both a legal and a contractual nature that the employer might give. Failing to comply with these provisions, the employer may impose disciplinary sanctions, based on the severity of the infraction, in accordance with the provisions contained in the national collective bargaining agreement of reference. The disciplinary system must, in any case, respect the limits to the sanctioning power imposed by **Italian Law no. 300 of 1970** (the so-called Worker’s Statute), where applicable, both in terms of the sanctions that can be imposed and in terms of the form in which this power is exercised.

Specifically, in application of the respective national collective bargaining agreements, the disciplinary system must comply with the following principles:

- the system must be duly published by being posted in places that are readily accessible to employees and possibly being the subject of specific refresher training and/or informational courses;
- the sanction must conform to the principle of proportionality with respect to the infraction, the specification of which is entrusted, pursuant to article 2106 of the Italian Civil Code, to the national collective bargaining agreement for the sector: in any case, sanctions must be chosen on the basis of the intent of the employee's

behaviour or the degree of negligence, imprudence or incompetence displayed, the employee's previous behaviour, with particular regard to the existence or otherwise of earlier disciplinary proceedings, the position held and the tasks performed by the person and any other relevant information including any joint or shared responsibility, even by omission, of the behaviour being punished.

- any fine cannot exceed an amount greater than 3 hours of the employee's salary;
- any suspension of services and remuneration cannot exceed 3 days;
- the right to defend oneself must be ensured to the worker who has been charged with the offence (article 7, Italian Law 300/1970 and article 2106 of the Italian Civil Code): notification of the charge must be made promptly and the worker may send to the Supervisory Body, who will be appointed in accordance with the adoption of the Organisation Model, within 5 working days from the notification, written observations and notes and, if requested, the employee must be guaranteed the right to be heard by the Supervisory Body; in any case, disciplinary proceedings more serious than verbal or written warnings cannot be applied before five working days have passed from the notification of the fact giving rise to the case.

Sanctions must be appropriate in order to guarantee the effectiveness of the Organisation Model being adopted.

Disciplinary sanctions are those provided for by the national collective bargaining agreement for workers in the industrial food sector and applicable - with respect to the breach of the Model - as follows:

**a) a verbal warning** will be applied when the worker breaches one of the internal procedures envisaged by the adoption of the Organisation Model (for example, not observing the prescribed procedures, not communicating the prescribed information to the Supervisory Body, not performing checks, etc.) or when the worker adopts, when performing an activity in a sensitive area, behaviour that does not conform to the prescriptions of the same Model;

**b) a written warning** will be applied in the cases where:

- o there is an unintentional breach of the procedural regulations provided for by the Model or procedural errors, of external relevance, as a result of the worker's negligence;
- o this is a repeat of a breach referred to in point a), above, for which a verbal warning is envisaged;

**c) a fine up to a maximum of three hours of the worker's salary** will be applied, in addition to those cases of a repeat of an infraction that might lead to a written warning, in those cases in which, given the level of organisational or technical responsibility held by the person, or in the presence of aggravating circumstances, the unintentional and/or negligent behaviour may undermine, albeit at a potential level, the effectiveness of the Model; by way of example but not being exhaustive:

- o failure to observe the procedures envisaged by the Model regarding a process in which one of the parties is the Public Administration;
- o a repeated breach of that referred to in point b), above, for which a written warning is envisaged;

**d) suspension of services and remuneration (no greater than 3 days)** will be applied, in addition to those cases of a repeat of an infraction that might lead to a fine being applied, in those cases of a severe procedural breach such as to expose the company to liability towards third parties.

By way of example but not being exhaustive:

- o failure to observe the obligation of making periodic declarations (or making false declarations) relative to compliance with the Model; declarations relative to the absence of a conflict of interest with regards to dealings with the Public Administration and the written representations required by the relative procedures concerning the budget process;
- o failure to observe the provisions relative to the powers of signature and the system of proxies, in relation to the connected risks, with regards to the acts and documents in relation to the Public Administration;
- o failure to supervise the behaviour of the people working within a person's

sphere of responsibility in order to verify their actions within the scope of the areas at risk of crime and, in any case, in carrying out activities instrumental to operational processes at risk of crime;

- a repeated breach of that referred to in point c), above.

Where the employees indicated above are provided with a proxy with the power of representation outside of the company, the application of the aforementioned sanctions will also lead to the revocation of the same proxy.

**e) Dismissal for justified reasons and/or just cause** will be applied in the cases of repeated serious breaches of the procedures, of external relevance, in carrying out the activities, involving legal affairs, negotiations and administrative dealings with the Public Administration, as well as repeated failures to observe the prescriptions contained in the Model, as referred to in point d), above.

**f) Dismissal without notice** will be applied for failings committed maliciously and which are so serious that continuation of the working relationship, even temporarily, cannot be permitted, by way of example but not being exhaustive:

- malicious breach of procedures of external relevance and/or fraudulent avoidance achieved by behaviour unequivocally directed at committing a crime amongst those envisaged by Italian law such as to irretrievably damage the relationship of trust with the employer;
- breach and/or avoidance of the control system done with malice by the removal, destruction or alteration of documentation or by impeding the check of or access to information and documentation by authorised parties, including the Supervisory Body;
- missing, incomplete or false documentation on the activity carried out relative to the methods of documenting and storing procedural documentation, maliciously done to impede the transparency and verifiability of the same.

It is understood that all the provisions and guarantees provided for by law and by employment contracts regarding disciplinary procedures will be followed; specifically the following will be respected:

- o the obligation - in relation to the application of any disciplinary procedure - to formally notify the employee of the charge and to allow the same to be heard in his/her defence;
- o the obligation, with the sole exception of a verbal warning, that the notification be done in writing and that the proceedings are not issued unless the days specifically indicated for each sanction in the employment contracts for the notification of the charge have passed.

As regards ascertaining the infraction, the disciplinary proceedings and the application of sanctions, the powers conferred on the company's management team remain valid, within the limits of their respective mandates and responsibilities.

The type and extent of each of the sanctions mentioned above will be applied by taking into account:

- o the intent of the behaviour, the degree of negligence, imprudence or incompetence, also with regard to the foreseeability of the event;
- o the worker's overall behaviour with particular regard to the existence or otherwise of previous similar disciplinary proceedings, within the limits permitted by law;
- o the worker's tasks and duties;
- o the functional position and the level of responsibility and autonomy held by the person involved in the events constituting the shortcoming;
- o other particular circumstances that accompany the disciplinary offence.

## **10/C MEASURES AGAINST ADMINISTRATORS AND DIRECTORS**

In the event of a breach of the prevailing regulations or the failure to respect the internal procedures envisaged by adopting the Organisation Model and the Code of Ethics by one or more of the company's Administrators or Directors, the Supervisory Board will inform the Board of Statutory Auditors and the Board of Directors, who will proceed to take appropriate action as envisaged by prevailing regulations.

## **10/D MEASURES AGAINST COLLABORATORS, CONSULTANTS AND OTHER THIRD PARTIES INCLUDING THE SUPERVISORY BOARD**

Every behaviour adopted by collaborators, consultants, suppliers, partners and third parties connected to BUONA COMPAGNIA GOURMET S.p.a. within a contractual relationship, which is not an employee relationship, in breach of the provisions following the adoption of the Organisation Model and/or the **Code of Ethics**, may determine, based on that envisaged by the specific contractual clauses in the letters of assignment, or even in their absence, termination of the contractual relationship, without prejudice to any claim for damages that such behaviour caused the company, even independently of terminating the contractual relationship.

### **11. COMING INTO EFFECT**

This **Code of Ethics** comes into effect on the date that it is approved by the Board of Directors, which occurred on 15/12/2007.

Any change, integration, update or adaptation of the same will be approved by the same Board and promptly distributed to every recipient.

Milan, 15/12/2017