

## Code of Ethics

Approved by the Board of Directors on 29<sup>th</sup> March 2021

### Introduction

#### ***Our present is the future of our children***

*Protect, preserve and improve the environment is an imperative for our company. We live, work and act all in the same world and we have to respect and sustain it in order to leave it intact to the future generations to satisfy their requirements. Globalization and the changes taking place in our society must be the basis of the preservation of the environment and humanity.*

*Luxy, inserted into this global system in transformation, is aware of having to manage their work by focusing on respect of the use of human resources and materials used in the production cycle.*

*International politics is facing these problems with specific norms, encouraging new ways of working, cleaner and sustainable technologies and rewarding those companies most sensitive and modern who want to go beyond the requirements of the provisions of law, through the application of standards and international requirements. Luxy, in this context, in its production cycle and its products tend to optimizing sustainable environmental globalized.*

### General Part

#### Our rules

#### **Meeting standards (ethical behaviour)**

As part of the activity, employees and consultants of the Company are required to diligently comply with applicable laws, this Code, the protocols and procedures adopted by the Company.

#### **Create a value**

The Company is committed to creating value for the company and to enhancing the value of the investment made by shareholders and protecting all stakeholders with a sustainable approach and in compliance with international principles of integrity. The company protect and promotes the human resources through the development of skills and qualifications of each employees and consultants, respecting the individual rights and diversities, avoiding every kind of discriminations. There shall be no links with persons or organizations that pursue illegal purposes.

Our products must be integral part of the quality, tradition and innovation of *Made in Italy*.

### **Transparency in external communication**

All forms of communication must be geared to meet the information needs of all parties, be truthful, accurate, not misleading and oriented to the principle of prudence and respect for the values of the community.

**When in doubt, talk to a superior in HR.**

*A few questions that can help you think about compliance with our rules and principles.*

1. Am I acting in compliance with the law and Company procedures?
2. How would I consider someone who would do the same for me?
3. What would my family or friends think of such behaviour?
4. Would I be comfortable if my behavior was the subject of a media article?
5. Have I thought deeply about the effects my behavior might have?

This document cancels and replaces any previous versions.

For any information about this document, please consult the website [www.luxy.com](http://www.luxy.com) area "Company/Chose/Mission-Ethics".

### **Our commitments Conflicts of interests**

In managing any activities of our company, every situation that may cause conflict of interest, should be "avoided".

A conflict of interest happens when an employee, a collaborator or a manager pursues an aim different from the one of the Society, it's to say that he wilfully procures or tries to procure a personal benefit during the completion of his activities in the company or a benefit to a third part.

None of the workers has to take advantages from situations or events related to the company. In particular, it is forbidden to maintain important financial holdings with companies that can be in possible conflict of interest.

The management should periodically approve the limits, the derogations. This rule is applied also to loan concessions, guarantees, loans or subsidized rents.

### **Confidential about information and protection of copyright**

All the confidential or potentially confidential information concerning the commercial activities or personal sphere must always be considered confidential and should not be disclosed for any reasons even after the end of working contract or employment. Except what is under current legislation

Please be informed that the privacy of the employee or of collaborator is protected by adopting all measures and protection in order to process and preserve the information according to the current legislation.

All the company employee or the collaborator have to preserve the confidentially aim also out of working time to assure the technical, legal, administrative, human resource management and commercial management know-how of the company. Everyone who, because of his own duties of management, control and service, knows some confidential and relevant information, should not abuse of that privilege.

Even with a positive approach to the disclosure of knowledge, the rules on intellectual property and the protection of patents should be respected, with particular reference to the creative works and industrial design.

### **Relations with the market**

The business should always be based on respect of the operators on the market and in compliance with competitors.

Correspondence and agreements with customers have to be clear and simple, using language as close as possible to that normally used by the counterparts, comply with standards, such as not configure elusive or improper.

They must also be complete, so as not to overlook any issues, for the decision of the customer.

The behavior of staff towards customers, is based on willingness, respect and courtesy, with the goal of a collaborative and highly professional business relationship.

Lobbying should be transparent, readily identifiable and linked to the protection of the values of this code.

### **Relations with Public Administration**

The behavior with the officials of the public sector must be respectful of their company code of ethics that all staff is committed to know. Under no circumstances it must be made to believe that the activities are related to an exchange of favors or similar behavior.

This principle also is also applied in respect of the parties, the representative entities or other entities with collective aims.

No person linked to the Company must give money, or offer financial or other types of benefits to subjects of public administration, in order to obtain commissions or other benefits, personal or for the Company.

In conducting operations and entertaining relationships with the public administration, people must ensure maximum transparency and traceability of the relevant information. Special care must be observed in operation relating to authorizations, concessions, licenses or requests for funding from public sources (regional, national or Community). In the event that the Company has the need to use the professional services of employees of the Public Administration, such as consultants, the regulations must be respected and the procedures for recruitment should include the causes of incompatibility of public sector employees.

### **Sponsor, gifts, benefits**

Any event organized, promoted or sponsored should always have, if possible, a predominant size of professional or social purposes.

This principle should also be applied to the events of social life and development of our company, such as assemblies or technical activity, in order to enable transparency. Those events must always be recorded in detail.

It is forbidden to give or promise gifts or benefits to people who have business relationships with the company except in cases where such forms of gifts or benefits are modest and fall into the ordinary practice habits.

In any case, each employee or contractor of the company before offering gifts or benefits that exceed the reasonable value must ask express authorization to the Management.

It is forbidden to directors, auditors, employees or consultants of the company to receive gifts or benefits from entities that operate with the company in deals related to the activities of the company.

This principle is also applied to donations of money or property, sponsorship, invitations or any other kind of benefit.

### **Use of company assets**

Every working tools given by the company cannot be used with aims different from the present code or for personal aims.

### **Suppliers or Partners selection**

In the suppliers selection, the company works in order to achieve the maximum competitive advantage having a not discriminatory behavior.

Suppliers must always be selected and evaluated in an objective and verifiable criteria with reference to the specific nature of the services to be rendered.

In choosing their suppliers the company must operate in full compliance with current regulations.

The purchase must be made on the basis of clear contracts and performance economically more favorable.

It is required to maintain records to demonstrate such activity.

### **Relationships between employees and collaborators**

Working relationships should always be characterized by cooperation and transparency, in order to improve the quality of work and the work environment.

Staff are employed under an employment contract in accordance with the applicable legislation and collective agreements in force in the relevant country.

Any irregular working position or " black labor " is not allowed.

Before the beginning of the employment the staff should receive an adequate information about the contents of the regulations and wage so that acceptance is based on the actual knowledge of it.

### **Public funds**

Public funds must be always and exclusively used for the purpose for which they were granted. The activities funded with significant value must be subject to specific audit and target carried out by qualified and independent entity.

### **Purpose and application**

This Code has been prepared to provide values, clear rules and guidance for those who work and collaborate with our company.

The code is a concrete commitment to respect the needs of all parties and has as its primary purpose to prevent the commission of wrongful acts and crimes and to direct all to the principles of legality and respect for the rules.

Executives and senior managers must set an example in the application and disclosure of the code.

The code was wanted and approved by the Administrative and is revised periodically, if necessary is supplemented by operational procedures for the management of specific activities.

The CEO is responsible for its effective application and its availability to the other parties and is also responsible for any information about the code both inside and outside the organization. This document is published in the company website and notice boards.

The violation of the provisions of this Code by employees, collaborators, suppliers and all those who have commercial and contractual relationships with the company, involve

the penalties provided by the disciplinary system attached, except from the compensation of damage.

All staff, employees , suppliers and individuals who work with the company must accept the principles of conduct defined by this Code through precise and definite contractual commitments, but in no way the code is to violate the fundamental rights of workers or the provisions applicable laws.

### **Whistleblowing**

In compliance with current legislation, for all reports, regardless of channel or method, the protection, confidentiality and integrity of the reporter will be guaranteed.

In order to ensure maximum protection of all those involved, anonymous reports are also allowed, which, in the spirit of transparency and in compliance with confidentiality rules, will be acknowledged.

The company undertakes to avoid any act of retaliation or discrimination, direct or indirect, against the reporter for reasons related, directly or indirectly, to the report. Such conduct will be punished.

No sanction may be provided, not even in case of incorrect reports, as long as they are made in good faith. Furthermore, in compliance with the applicable sanctioning models, reports made intentionally or seriously, as well as untrue or unfounded reports, will be punished.

Any notification could be sent by e-mail to [Odv231@luxy.com](mailto:Odv231@luxy.com) or to the registered office **Luxy S.p.A.** - Strada Provinciale Almisano 6 – 36045 Lonigo, in a sealed envelope marked " Reserved for the Supervisory Board ."

No sanction can be delivered, even in the event of incorrect reports , provided the good faith.

### **Final note**

They can be sent to the dedicated and confidential e-mail box [luxy@organismodivigilanza.com](mailto:luxy@organismodivigilanza.com) (independent and certified service to ensure maximum protection and professional support to the reporter - [www.EthicPoint.it](http://www.EthicPoint.it)) or to the registered office of Luxy S.p.A. - Strada Provinciale Almisano 6 - 36045 Lonigo, in a sealed envelope marked "Reserved for the Supervisory Body".

**Subscription<sup>1</sup>**

Name and Surname: \_\_\_\_\_

Position: \_\_\_\_\_

I declare that I have received, read and understood the Code of Business Conduct. I am also aware that the indications contained in it are to be understood as an integral part of the contractual and fiduciary relationship between me and the company and must be an integral part in the exercise of my activities and duties. In particular, I undertake to mark any possible violation in accordance with company procedures.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

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<sup>1</sup> This part is not included in the publicly available document.

## **The Penalty system<sup>2</sup>**

The measures and penalties for any violation or infringement of the provisions of this code should be sanctioned according to the provisions of labour law in the most severe application, according to the contractual obligations entered into or approved and according to the laws in force.

### **Penalties for non-managerial employees**

Without prejudice to the system of enforcement established by collective bargaining for violations of the employment contract and the respect of procedures under Article 7 of Law 300/1970 (the Workers' Statute ) and any special rules apply where the conduct of the employee also configure violation of the code , the same may be imposed the following sanctions graded according to the gravity of the conduct found :

- a. fine;
- b. suspension of work and wage payment;
- c. violations of this Code of Business Ethics, for their gravity, constitute also justified subjective reasons or just cause for termination of employment contract, the Company may proceed to the dismissal of the employee;
- d. if the violations of this code of ethics constitute, also, an offense and as such are contested to the employee of the Company, the Company may also await the outcome of criminal proceedings to take disciplinary measures more suitable. In which case it must be communicated to the employee that the Company reserves to issue the sanctions to step in criminal court decision.
- e. In the event of a judgment of conviction by a court, it is taken in accordance with art . 444 of the Code of Criminal Procedure, may be carried out by the Company of the sanction of dismissal, evaluated the gravity of the conduct found in the judgment of conviction or if the challenged decision taken in accordance with art . 444 above.

### **Penalties for Managers**

The behavior of the manager that configures violation of the company code of ethics , once established, can justify, in severe cases , the dismissal of the manager himself, to be imposed under the provisions of law and the applicable contract, the penalty should be decided only after consultation with the Board of Directors and the external and internal control bodies and registered on the company's books.

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<sup>2</sup> This part is not included in the publicly available document.

**Corporate bodies**

The violation of the company code of ethics by the Chairman or a director or each attorney will be evaluated by the Board of Directors who if recognizes in that violation of the code a behaviour that could lead to the termination of the mandate, will convene the Assembly to adopt measures concerning hearing the opinion of the supervisory bodies external and internal.

**Suppliers, contractors and consultants**

Any breach by suppliers including employees and consultants of the Company of the principles of this code will be challenged by the company and allow the company itself to exercise the right to declare the termination of the contract. Such a termination clause must be included in each contract with major suppliers of our the company.