



Date of Adoption	Company	Approver
13/11/2023	Ma.ti.ka. S.r.l.	General Management

Update nr.	Date	Notes
0	13/11/2023	Approved by the Board of Directors

**SOMMARIO**

<u>PREFACE</u> .....	3
<u>PURPOSE OF THE CODE OF CONTACT</u> .....	3
<u>RECIPIENTS OF THE CODE OF CONDUCT</u> .....	3
<u>OUTREACH AND TRAINING</u> .....	4
<u>FORMAL COMMITMENT</u> .....	4
<u>GENERAL PRINCIPLES</u> .....	4
<u>1.1. LEGALITY</u> .....	5
<u>1.2. INTEGRITY AND MORAL LEGITIMACY</u> .....	5
<u>1.3. HONESTY</u> .....	5
<u>1.4. LOYALTY</u> .....	5
<u>1.5. PROTECTING CONFIDENTIAL INFORMATION</u> .....	5
<u>1.6. FIGHTING CORRUPTION AND CONFLICTS OF INTERESTS</u> .....	5
<u>1.7. TRANSPARENCY AND COMPLETENESS OF INFORMATION</u> .....	6
<u>1.8. PROTECTION OF SHARE CAPITAL, CREDITORS AND MARKET</u> .....	6
<u>1.9. CENTRALITY OF THE PERSON</u> .....	6
<u>1.10. EQUAL OPPORTUNITY AND IMPARTIALITY</u> .....	6
<u>1.11. ENVIRONMENTAL PROTECTION, HEALTH AND SAFETY</u> .....	6
<u>1.12. EXCELLENCE AND PROFESSIONALISM</u> .....	7
<u>1.13. RESPECT FOR REFERENCE AREAS</u> .....	7
<u>1.14. RACISM AND XENOPHOBIA</u> .....	7
<u>PRINCIPLES OF BEHAVIOUR</u> .....	7
<u>1.15. RELATIONS WITH BUSINESS PARTNERS</u> .....	7
<u>1.16. RELATIONS WITH EMPLOYEES</u> .....	7
<u>1.17. RELATIONS WITH EXTERNAL PARTNERS AND COLLABORATORS</u> .....	10
<u>1.18. RELATIONS WITH SUPPLIERS</u> .....	11
<u>1.19. RELATIONS WITH CUSTOMERS</u> .....	12
<u>1.20. RELATIONS WITH THE PUBLIC ADMINISTRATION</u> .....	12
<u>1.21. RELATIONS WITH PARTNERS</u> .....	14
<u>1.22. COMMUNITY RELATIONS</u> .....	14
<u>1.23. IMPLEMENTATION OF AND COMPLIANCE WITH THE CODE</u> .....	14
<u>1.24. REPORTS AND INQUIRIES</u> .....	15
<u>1.25. REPORTS</u> .....	15
<u>1.26. REPORTS AND INQUIRIES WITH THE WHISTLEBLOWING OFFICER</u> .....	15
<u>SANCTIONING SYSTEM</u> .....	16

## Preface

The purpose of this document (from now on referred to as the "Code of Conduct" or, for brevity, the "Code") is to collect and bring to the attention of all those who work with Ma.ti.ka. S.r.l. the values, principles, and rules that govern the conduct and activities of Ma.ti.ka. S.r.l. itself.

Ma.ti.ka. S.r.l. is a company that designs, develops, manufactures, and sells air handling systems and fans.

Adopting the Code of Conduct is the first step in implementing the Management and Control Organizational Model in accordance with Legislative Decree 231/01, which Ma.ti.ka. S.r.l. has initiated.

Ma.ti.ka. S.r.l. has decided to formalize its Code of Conduct in order to demonstrate its commitment to the ethical values in which it believes and recognizes itself.

This document, called the Code of Conduct, defines the set of duties, including moral ones, and the internal and external responsibilities of all persons and bodies operating within Ma.ti.ka. S.r.l., to reaffirm recognized and shared values and behaviors.

## Purpose of the Code of Conduct

The regulatory framework, with reference to Legislative Decree 231/01 on the administrative liability of companies for offenses committed by their exponents, employees, and collaborators, has made it indispensable to codify the principles of legitimacy, loyalty, fairness, and transparency, according to which the conduct of all individuals who find themselves dealing with Ma.ti.ka. S.r.l..

Ma.ti.ka. S.r.l., in order to fully achieve its corporate objectives, must always operate in a context of fairness and good faith, respecting the legitimate interests of all stakeholders towards the company: customers, shareholders, citizens, employees, suppliers, and business partners.

Therefore, everyone who works in or for Ma.ti.ka. S.r.l. is required to comply personally with the company's ethical and behavioral principles and to enforce them within the scope of their functions and responsibilities.

This Code of Conduct will be an integral part of the organizational and management model to be adopted by Ma.ti.ka. S.r.l. within the meaning of the Italian Legislative Decree 231/01. Its purpose is to define general principles and rules of conduct to which the company attaches ethical and positive value with which all recipients of the Code must comply, to guide the various subjects on the lines of conduct to be followed and those to be avoided, and to identify responsibilities and possible consequences in terms of sanctions.

## Recipients of the Code of Conduct

This Code applies at all times and without exception to:

- All executive and administrative members of the Board of Directors of the Company;
- All persons in an employment relationship with Ma.ti.ka. S.r.l. (employees);
- Suppliers, partners, and external collaborators of Ma.ti.ka. S.r.l. when they act in the name and on behalf of Ma.ti.ka. S.r.l..

The persons defined above, even if they are external to Ma.ti.ka. S.r.l., acting directly or indirectly for Ma.ti.ka. S.r.l. (e.g., consultants, collaborators in any capacity, suppliers, business partners, whatever the relationship that binds them to the same), are from now on also defined as "recipients".

Recipients are required to observe and comply with these principles and conduct themselves and

their activities according to these principles. Violating these principles will compromise the fiduciary relationship with the violator. It will be subject to prompt and immediate proportionate and appropriate disciplinary action without prejudice to the possible criminal relevance of such violations and the establishment of the resulting criminal proceedings.

## **Outreach and Training**

Ma.ti.ka. S.r.l. undertakes to ensure the internal and external dissemination of the Code by:

- Distributing the document to all members of the Company's corporate bodies and all employees by posting it on the Company's notice board and by providing a copy at the beginning of the employment relationship and/or when the Code is issued and revised;
- Making it available to suppliers and third-party recipients through the Company's website.

The Management plans and carries out periodic information and training initiatives on the principles of this Code and the rules of conduct contained therein, addressed to all employees of Ma.ti.ka. S.r.l. employees.

In contracts with third parties, the introduction of clauses and/or the signing of declarations is foreseen in order to formalize the commitment to comply with the principles contained in the Model and in this Code, as well as to regulate contractual sanctions in case of violation of this commitment.

## **Formal Commitment**

All current and new employees are asked to read the Code carefully, confirm that they have read and understood it, and accept the rules sanctioned by the Company.

Outside contractors are asked to sign a statement upon acceptance of their assignment, confirming that they have carefully reviewed the Code, have read and understood it, and accept the contractually sanctioned rules.

## **General Principles**

Ma.ti.ka. S.r.l.'s main objective is to ensure that its activities always comply with the following guiding principles:

- **Transparency:** Integrity is a core value for us. Open dialogue, accountability, information transparency, and relationships are fundamental to business conduct. "Truth" is the benchmark for the proper conduct of business.
- **Respect:** Every person in our organization represents us and is our strength. Respect for each person's conscience is our commitment. Human resources must be recognized for their fundamental importance, and respect for the people within our organization must be guaranteed. The professional and personal growth of employees must also be valued, with appropriate training and information support measures, including a framework of ethically correct behavior;
- **Legality:** Pursuing the Company's interests in compliance with the laws and regulations in force, acting with loyalty and honesty, and pursuing reference values such as integrity, fairness, and professional honesty;
- **Professionalism:** Each of us will use our skills, experience, and knowledge, as well as our perseverance, commitment, and thoroughness, to achieve our goals. A professional, transparent, and fair attitude towards colleagues, employees, suppliers, and partners must be maintained.
- **Organization:** Comply with organizational and management rules to pursue the company's interests. Company procedures must be followed, and any inconsistencies with actual work

situations must be reported immediately. Any situation in which the personal benefit of any person belonging to the Company may be placed before the interests of the Company is discouraged.

- Sharing: Our suppliers and partners are essential, and we build clear ways of cooperating with them according to a common business model.
- Innovation and creativity: We want to be the first to arrive, anticipate and propose new, innovative, and essential projects, always inspired by actual needs. Creativity and the proactive role of each company resource must be encouraged.
- Customer orientation: The customer is always at the center of our organization.
- Following the Company's approach, each recipient shall carry out his or her job with diligence, professionalism, efficiency, and fairness, in compliance with the regulations in force, making the best use of the resources and time at his or her disposal and assuming the responsibilities arising from his or her actions and/or omissions according to his or her role.

### **1.1. Legality**

Ma.ti.ka. S.r.l. conducts its business in compliance with the law, regulations, statutory provisions, and applicable EU regulations, acting in accordance with criteria of transparency, honesty, and ethical integrity, rejecting all forms of corruption and illegal practices, and inspiring its decisions and behavior with concern for the public interest.

Behavior contrary to current regulations, the Code of Conduct, or internal rules of conduct implemented by the Company's governing bodies, management, or, in general, by employees and collaborators within the scope of their functions and responsibilities, even if motivated by the pursuit of an interest of Ma.ti.ka. S.r.l., can in no way be considered justified and may lead to the adoption of sanctions by the Company.

### **1.2. Integrity and moral legitimacy**

Ma.ti.ka. S.r.l. is committed to respecting people's fundamental rights protecting their integrity and moral legitimacy. These values can be considered the basis of all corporate and personal behavior, involving all company representatives in every capacity and at every level of the structure.

### **1.3. Honesty**

Honesty is the guiding value in business activities related to everyone's responsibilities. Therefore, relationships with business partners must be based on fairness, cooperation, and mutual respect.

### **1.4. Loyalty**

Everyone's actions must respect the bonds of honesty, transparency, and loyalty to the organization and its members. Furthermore, in its relations with other operators, Ma.ti.ka. S.r.l. shares the value of fairness and refrains from any conduct that conflicts with EU or national regulations protecting free competition.

### **1.5. Protecting Confidential Information**

Fully comply with the laws and regulations governing the processing of personal data and maintain the confidentiality of information obtained from third parties. Each person is required not to use confidential knowledge or information for personal purposes unrelated to their business.

### **1.6. Fighting Corruption and Conflicts of Interest**

Preventing and avoiding corruption phenomena or conflicts of interest resulting from the unlawful conduct of employees or collaborators is a primary objective of Ma.ti.ka. S.r.l.. Any conflict of interest

between personal or family economic activities and duties performed in the Company, which may affect the independence of judgment and choice, must be avoided.

Therefore, managers, employees, or collaborators, in any capacity representing the Company, must not accept any goods or services, gifts, benefits, sums of money, services, or donations from external or internal parties beyond the ordinary relations of courtesy and hospitality.

In particular, it is not permitted to pay or accept sums of money or other forms of bribery or to give or accept gifts or favors to or from third parties in order to obtain direct or indirect benefits for the Company. Any conduct described above must be reported immediately to a supervisor, the General Management, or the Whistleblowing Officer.

### **1.7. Transparency and Completeness of Information**

Ma.ti.ka. S.r.l. is committed to informing all stakeholders clearly and transparently about its general situation and business performance without favoring those who could take advantage of such information. All recipients of the Code are not authorized to use confidential information for purposes unrelated to their activities.

### **1.8. Protection of Share Capital, Creditors, and the Market**

The corporate bodies of Ma.ti.ka. S.r.l.'s corporate bodies, within the scope of their functions and in constant collaboration with each other, must take responsibility for promoting and adopting initiatives that guarantee an adequate level of security for achieving the company's objectives.

The activities of the structure, both from an economic and financial point of view and from a management point of view, must be aimed at ensuring the integrity of the share capital, the protection of creditors and third parties with whom relations are established, and compliance with regulations and market trends.

### **1.9. Centrality of the person**

The main task of Ma.ti.ka. S.r.l. is to ensure full compliance with the laws and regulations that protect the person's physical, moral and cultural integrity.

Behavior that violates a person's dignity, harassment, and abuse of any kind will not be tolerated.

Ma.ti.ka. S.r.l. complies with national and international regulations regarding child labor, human trafficking, and forced labor.

Ma.ti.ka. S.r.l. protects and promotes those initiatives that develop the value of the people working in the company, aiming to increase and improve the assets and competitiveness of the specific skills possessed or developed by each employee.

### **1.10. Equal Opportunity and Impartiality**

Ma.ti.ka. S.r.l. is committed to avoiding any discrimination based on gender, age, health status, race, nationality, religious beliefs, or political opinions in any decision that may affect relations.

### **1.11. Environmental Protection, Health and Safety**

Ma.ti.ka. S.r.l. conducts its activities with respect for the environment and the safety of its employees and third parties, intending to improve its performance in this area continuously.

All employees are guaranteed safe and healthy working conditions, ensuring their physical, moral, and psychological integrity, with the utmost respect for individual dignity. To this end, Ma.ti.ka. S.r.l. adopts and maintains appropriate systems that comply with the requirements of current regulations.

## **1.12. Excellence and Professionalism**

Ma.ti.ka. S.r.l. places its experience at the disposal of its customers in order to best meet their needs and guarantee excellence in the provision of products and services, using the best expertise available in the relevant sectors.

Ma.ti.ka. S.r.l. considers it fundamental that its personnel work with diligence, accuracy, and professionalism, aiming to continuously improve the products and services offered.

## **1.13. Respect for reference areas**

Ma.ti.ka. S.r.l. intends to operate with respect for local communities, supporting cultural and social value initiatives.

## **1.14. Racism and Xenophobia**

Ma.ti.ka. S.r.l. and the recipients of the Code of Conduct:

- Prevent phenomena of propaganda or incitement and instigation to deny the Shoah or crimes of genocide, crimes against humanity, and war crimes;
- Are obligated to immediately inform the Company's top management and the competent authorities in the event of verification of phenomena of propaganda, incitement, and instigation to deny the Shoah or crimes of genocide, crimes against humanity, and war crimes, of which they become aware in the workplace.

## **Principles of behavior**

This section outlines the rules of conduct on which the recipients of the Code must base their actions to comply with the principles and values of Ma.ti.ka. S.r.l..

## **1.15. Relations with Business Partners**

### **Business Sustainability**

Ma.ti.ka. S.r.l. promotes economic competitiveness and operational efficiency by observing high standards of good corporate governance to ensure the reliability of management and a fair balance between the powers of management and the interests of shareholders and other stakeholders, as well as the protection of its own value and reputation. The Company is also committed to providing truthful, timely, transparent, and accurate information to the outside world. Ma.ti.ka. S.r.l. honors its commitments to third parties by meeting agreed deadlines on time.

Relations with the media shall be reserved exclusively for the company's delegated functions and responsibilities.

## **1.16. Relations with employees**

The employees of Ma.ti.ka. S.r.l. are all those who have a permanent working relationship with the company.

### **Ethics, Honesty, and Transparency**

Ma.ti.ka. S.r.l. requires conduct in accordance with the criteria of transparency, honesty, ethical integrity, decency, and dignity, as well as compliance with all laws and regulations applicable to the performance of the job and this Code of Conduct.

Each Recipient of this Code must have sufficient knowledge of the legal requirements related to the function performed to recognize possible risky activities and the most appropriate behavior to adopt in such situations.

The Company requires that the Recipients of this Code of Conduct, within the scope of their competence, know and comply with the requirements of this Code of Conduct itself and, to the



extent possible, promote awareness of this Code of Conduct among newly hired employees and other Recipients with whom they come into contact in the course of their duties.

**Conflicts of Interest**

The Recipients of the Code of Conduct must avoid and immediately report situations that may bring their interests into conflict with those of the Company, in particular those between personal, family, economic, and financial activities and the duties they perform within the company, refraining from taking advantage of their position and always acting impartially in the best interests of Ma.ti.ka. S.r.l.. By way of example, but not limited to, it is considered a conflict of interest to:

- Perform any type of work with financial institutions, customers, suppliers, competitors, consultants;
- Have, directly or through relatives or relatives-in-law within the second degree, economic and financial interests (ownership or partnership) in customers, suppliers, competitors, third-party contractors or their parent companies or subsidiaries, or holding administrative or supervisory positions therein
- Accept money from persons, companies, or entities that have or intend to have business relations with Ma.ti.ka. S.r.l..

Anyone who perceives the existence of a potential conflict of interest must immediately inform their immediate superior or the General Management and refrain from intervening in the operational or decision-making process of the potential conflict. The supervisor shall notify the General Management of the operational solutions adopted to ensure transparency and fairness of conduct in the specific case.

**Gifts, Presents, and Donations**

It is forbidden to make or offer, directly or indirectly, payments, material benefits, or other advantages to public officials or public or private employees in order to influence or compensate them for an act of their office.

Company personnel must not accept/promise/offer money, material benefits, or other advantages of any kind - except for acts of business courtesy, such as gifts or forms of hospitality of modest value and in any case so as not to compromise the integrity or reputation of either party - from persons, companies or entities that have, or intend to have, business relations with Ma.ti.ka. S.r.l.. Anyone who receives, directly or indirectly, gifts or favors from third parties must refuse them and immediately inform their immediate superior or the General Management.

**Protection of physical and moral integrity**

Ma.ti.ka. S.r.l. is committed to ensuring a working environment that complies with current health and safety regulations through the monitoring, management, and prevention of risks associated with the performance of work activities. Following this objective, the employees and all the parties involved (prevention and protection service managers, workers' safety representatives, etc.) work together, within the framework of their respective functions and responsibilities, to eliminate or progressively reduce risks at source and improve working conditions.

Ma.ti.ka. S.r.l. requires each employee and collaborator to personally contribute to maintaining a safe and clean working environment and to promoting a climate of mutual respect, paying the utmost attention to the rights, personalities, and sensitivities of colleagues and third parties. This should be done regardless of their hierarchical position and without any discrimination or distinction based on sex, race, language, religion, political opinions, personal and social conditions.

**Collaboration and sharing**



Ma.ti.ka. S.r.l. considers collaboration and sharing to be relevant attitudes within the company, as they allow the creation of a positive and stimulating environment based on mutual trust and respect. All Recipients of the Code commit themselves to contribute proactively, within the scope of their competencies, to the execution of activities, the organization, the improvement of operational efficiency, and the achievement of excellence.

**Transparency and fairness of information and accounting.**

All Recipients of the Code shall ensure the truthfulness, transparency, accuracy, and completeness of the documentation and information provided in the performance of the activity within their competence. Furthermore, any person who carries out operations and/or transactions involving sums of money, goods, or other economically valuable assets belonging to Ma.ti.ka. S.r.l. must inform their superior to obtain his authorization and keep the documents for possible verification.

Each employee is responsible for ensuring that the documents entrusted to them are kept and stored in the company, easily retrievable, and filed in an orderly manner according to logical criteria.

In accounting for operational events, the employees of Ma.ti.ka. S.r.l. employees must comply with current regulations and internal procedures so that each transaction is authorized, properly recorded, verifiable, legitimate, consistent, and congruent.

The company condemns any conduct aimed at altering the accuracy and truthfulness of data and information contained in financial statements, reports, or other corporate communications required by law, disseminated to the public, or addressed to regulatory authorities, the Board of Statutory Auditors, or the external auditors.

**Confidentiality and Privacy**

Ma.ti.ka. S.r.l., in carrying out its activities, protects the personal data of employees, collaborators, and third parties, avoiding any improper use of their information, in compliance with the internal procedures of Ma.ti.ka. S.r.l. and the relevant regulations. Furthermore, Ma.ti.ka. S.r.l. will ensure the proper management of confidential information acquired during its work.

Ma.ti.ka. S.r.l. expects the same behavior from third parties who come into possession of such information.

Recipients of the Code are required to comply with this obligation, avoiding any improper use of such information, in compliance with the relevant regulations and internal procedures, and with the prohibition to disclose the data received to parties internal or external to Ma.ti.ka. S.r.l., except in cases where disclosure is necessary to comply with legal or regulatory obligations, including internal ones, or to comply with a legitimate request or order from a competent authority.

Confidential information is defined as information relating to corporate strategies and activities, projects, business strategies, and characteristics of the organization of Ma.ti.ka. S.r.l. and the parties with which it does business. The improper use of confidential information or personal data acquired by virtue of one's position is contrary to company rules and may constitute a violation of the law.

**Recruitment, Development, and Training**

Ma.ti.ka. S.r.l. is aware that achieving the company's objectives and maintaining quality standards depend on the presence of qualified and loyal employees and collaborators, who represent an intangible asset of primary value.

In this sense, the creation and maintenance of a serene and purposeful working environment are considered factors of primary importance, to be achieved also through respect for the privacy of its employees and the protection of equal opportunities, guaranteeing growth paths based solely on personal merit and skills, and aimed at consolidating the level of professionalism of each individual.

Ma.ti.ka. S.r.l. guarantees its employees a training path aimed at combining the company's growth needs with the training requirements expressed by the employees and provides the appropriate tools for professional updating and development.

Starting from the recruitment phase, Ma.ti.ka. S.r.l. proceeds with absolute impartiality, autonomy, and independence of judgment, making assessments based on the correspondence between expected and required profiles, on transparent and verifiable considerations of merit, and adopting appropriate measures to avoid any form of discrimination and favoritism, not allowing distinctions for reasons of nationality, color, religious beliefs, political or trade union affiliation, or gender.

In order to achieve this objective, Ma.ti.ka. S.r.l. also undertakes not to use any data not strictly related to the candidates' professional qualifications, thus guaranteeing equal treatment even in the selection and recruitment process, in compliance with Art. 10 of Italian Legislative Decree 276/2003. Likewise, Ma.ti.ka. S.r.l. is committed to the transparent use of the data collected during the recruitment process in accordance with Article 9 of the aforementioned Legislative Decree.

#### **Company resources and tools**

Each employee is required to act with the necessary diligence to protect the Company's resources and tools through responsible behavior and by following the operating procedures established to regulate their use, as well as the regulations in force on the subject, avoiding improper use that may also be harmful to third parties, or in any case in conflict with the Company's interests. Likewise, it is the responsibility of employees not only to protect these assets but also to prevent their fraudulent or improper use for their own benefit, for the benefit of third parties, or even for the benefit of the company.

Employees are authorized to use the company's computer media and internet connections only for purposes related to their employment, with the prohibition of storing on computers or other company computer media documents of a personal nature or programs whose installation has not been authorized or which violate the intellectual property rights of third parties.

### **1.17. Relations with External Partners and Collaborators**

External collaborators are all those who occasionally perform their professional activities for Ma.ti.ka. S.r.l. on an occasional or otherwise non-continuous basis (by way of example, but not limited to, technical advisors, tax advisors, legal advisors, and agents).

#### **Selection, Development, and Protection of External Employees**

The selection of external collaborators considers their technical competence, reliability, cost-effectiveness, and compliance with the quality procedures adopted by Ma.ti.ka. S.r.l., their credentials, and their ability to ensure compliance with the law and this Code. The company does not select external collaborators to obtain benefits other than the professional performance of the collaborator.

#### **Transparency and Truthfulness of Information**

All external collaborators in their working relationship with Ma.ti.ka. S.r.l. must ensure the truthfulness, transparency, accuracy, and completeness of the documentation and information provided in the performance of the activity under their responsibility. Each external collaborator is responsible for the documentation entrusted to them.

#### **Gifts, Gifts and Donations**

It is forbidden for external collaborators to offer, directly or indirectly, gifts to employees, their relatives, or third parties having a relationship with Ma.ti.ka. S.r.l. and to the employees of Ma.ti.ka. S.r.l., money, objects, services, favors, or other benefits, except for acts of business courtesy of

modest value, such that they could be interpreted by an impartial observer as aimed at obtaining an undue advantage, even if not economical or, in any case, be deemed inappropriate under the circumstances.

**Protection of employee health and safety**

Ma.ti.ka. S.r.l., committed to spreading a culture of health and safety, informs its external collaborators of the risks they may encounter in the environments where they perform their services. The employees of Ma.ti.ka. S.r.l.'s collaborators are required to comply with applicable regulations regarding child labor, human trafficking, forced labor, working hours, harassment and abuse, and wages.

**Remuneration**

The compensation to be paid to external employees shall be solely in accordance with the services specified in the contract.

**Company Resources and Tools**

Each External Collaborator is responsible for the company's resources and tools entrusted to them and is obliged to use them responsibly and follow the operating procedures established to regulate their use, as well as with the regulations in force on the subject, avoiding any improper use that may also be harmful to third parties or in any case in conflict with the company's interests. Likewise, employees are responsible not only for protecting these assets but also for preventing their fraudulent or improper use for their own benefit, for the benefit of third parties, or even for the benefit of the Company.

In addition, external collaborators undertake to comply with the laws relating to the protection of copyrights, even in the exercise of their professional activities.

## **1.18. Relationship with suppliers**

Suppliers are all those from whom Ma.ti.ka. S.r.l. uses in various capacities to acquire goods, services, resources, or services necessary for the performance of its activities and contribute to determining the quality of products and services provided to the customer.

**Fairness, Good Faith, and Respect for Values and Principles**

The relationship between Ma.ti.ka. S.r.l.'s relationships with its suppliers are based on criteria of fairness and good faith, in compliance with the values and principles of the Code.

Suppliers must comply with the commitments made according to the expected commercial parameters of effectiveness/efficiency and the best practices in terms of sustainability.

**Supplier selection and payment**

The selection of suppliers shall be based on objective evaluations according to the principles of transparency, impartiality, fairness, quality, cost-effectiveness, innovation, continuity, loyalty, punctuality, and ethics in strict compliance with applicable EU, national, and company regulations.

The remuneration paid to suppliers shall be exclusively commensurate with the service specified in the contract.

**Gifts, Gifts and Donations**

Suppliers are prohibited from offering, directly or indirectly, gifts to employees of the Company and their relatives, as well as to employees of Ma.ti.ka. S.r.l. employees, money, objects, services, favors, or other benefits, except for business courtesies of modest value that could be interpreted by an

impartial observer as aimed at obtaining an undue advantage, even if not economic, or in any case that could be considered inappropriate under the circumstances.

**Protection of suppliers' health and safety**

Ma.ti.ka. S.r.l. is committed to spreading a culture of health and safety among its suppliers and, in particular, to protecting the health and safety of suppliers who carry out activities for the company through appropriate organizational and technical preventive measures.

Ma.ti.ka. S.r.l. ensures that the requirements of its suppliers are in line with those required by the company's procedures and qualification systems.

Ma.ti.ka. S.r.l.'s suppliers are required to comply with applicable regulations regarding child labor, human trafficking, forced labor, working hours, harassment and abuse, and wages.

**1.19. RELATIONS WITH CUSTOMERS**

Customers are all those who use the products and services offered by Ma.ti.ka. S.r.l..

**Quality, Transparency and Fairness**

Ma.ti.ka. S.r.l. is committed to continuously improving its performance, achieving and maintaining the highest standards of quality for its products and services, always focusing on the quality objectives required by its customers and directing its actions towards excellence.

Ma.ti.ka. S.r.l. does not enter into direct or indirect relationships with parties suspected of belonging to criminal organizations or otherwise operating outside the law.

Contracts concluded with customers are based on criteria of simplicity, clarity, and comprehensibility, avoiding deceptive practices in order to establish a solid relationship inspired by the general values of fairness, honesty, and professionalism. In case of unforeseen events, Ma.ti.ka. S.r.l. undertakes not to take advantage of situations of dependence or weakness of the other party.

**Gifts, presents, and donations**

It is strictly forbidden to offer or accept, directly or indirectly, gifts and/or benefits (money, objects, services, favors, or other benefits) to/from clients that could be interpreted by an impartial observer as aimed at obtaining an advantage, even a non-economic one, contrary to the mandatory rules of law, regulations and the principles of this Code. It is prohibited to solicit and/or accept any advantage in providing products and services to a customer.

**1.20. RELATIONS WITH THE PUBLIC ADMINISTRATION**

Public administration is understood as the set of entities, whether public or private, that perform a "public function" or a "public service," with which Ma.ti.ka. S.r.l. interacts with in the performance of its activities. This includes, but is not limited to, territorial public bodies (municipalities, provinces, regions, etc.), inter-professional joint funds, INPS, ASL, independent authorities, Guardia di Finanza, NAS, fire brigades, local police, ISPESL, certifying bodies for mandatory certifications, etc.

**Fairness and Transparency in Negotiations**

Ma.ti.ka. S.r.l. is committed to fairness and transparency in negotiations.

Any negotiation, request, or institutional relationship with the public administration must be conducted with the utmost transparency, in compliance with the functions and roles assigned by law, and in a spirit of maximum cooperation. The persons involved shall not seek to influence the decisions of their counterparts improperly, nor shall they engage in unlawful conduct, such as offering money or other benefits, that may alter the impartial judgment of the representative of the Public Administration. Any act contrary to the regulations in force, including the use of altered or falsified statements or documents, the omission of information, or, in general, the use of trickery and

deception in order to obtain concessions, permits, funding, contributions, including from the European Union, the State or any other public body, constitutes unlawful conduct.

Should Ma.ti.ka. S.r.l. use consultants or third parties to represent it in its relations with the public administration, they must accept in writing the principles of this Code. All employees of Ma.ti.ka. S.r.l. employees are required to carefully keep records of operations, transactions, and activities involving the company in contact with the Public Administration to ensure maximum transparency and traceability of the relevant information.

In the context of relations with the Public Administration, it is also prohibited to:

- Modify the operation of a computer or telematic system of the Public Administration itself, manipulate the data contained therein to obtain an unfair advantage, or in any other way falsify, alter, or omit data and/or information to obtain an unfair advantage or any other advantage for the Company;
- In any way propose employment and/or business opportunities that may directly or indirectly benefit representatives of the Public Administration in a personal capacity;
- Solicit or obtain confidential information that could compromise the integrity or reputation of one or both parties;
- Perform any other act aimed at inducing representatives of the Public Administration (Italian or foreign) to perform or refrain from performing any act in violation of the laws of the system to which they belong;
- Abuse one's position or authority to induce or coerce anyone to promise money or other benefits to oneself or others improperly.

#### **Relations with the judicial authority.**

Ma.ti.ka. S.r.l. bases its relations with the judicial authority on the utmost cooperation, in full respect of the latter's institutional role.

The persons in charge of dealing with the Judicial Authority shall conduct themselves in a transparent, fair, and rigorous manner, avoiding any conduct that could be interpreted as misleading or, in any case, as an attempt at corruption and refraining from any direct or indirect donation or promise of advantage.

In addition to the law, it is considered a violation of this Code of Conduct to use force, threats, or the offer or promise of money or other benefits to induce any person to withhold information from or to make false statements to the judicial authorities.

#### **Employment Relations with Former Government Employees**

Hiring or establishing any employment relationship with former public administration employees who, in the performance of their duties, had relations with Ma.ti.ka. S.r.l., or their relatives and/or relatives-in-law, will be carried out in strict compliance with the procedures established by Ma.ti.ka. S.r.l. for the selection of staff, without the previous qualification of the candidate influencing the final decision on the finalization of the relationship.

#### **Financing**

Ma.ti.ka. S.r.l. guarantees the correctness and completeness of the documentation prepared to obtain contributions, financing, authorizations, and concessions from the public administration (European Union, State, and Local Authorities). Any act aimed at obtaining from the State, the Regions, the European Union, any other public body, or any inter-professional joined fund any kind of contribution, financing, subsidized loan, or any other payment of the same type utilizing altered or falsified statements and/or documents, or by means of omitted information or, more generally, by

means of tricks or deception, including those carried out by means of a computer or telematic system, aimed at misleading the disbursing body, is prohibited.

It is prohibited to misappropriate or allocate at a time and/or for purposes other than those for which the contributions, grants, or financing were obtained.

### **1.21. Relations with partners**

By partners, we mean all those entities with which Ma.ti.ka. S.r.l. has established collaborative relationships in various capacities aimed at the development of joint projects and services.

#### **Partner evaluation**

Ma.ti.ka. S.r.l. selects partners of established reputation and experience and establishes relationships with them in accordance with this Code. All partners are expected to act professionally and comply with current regulations and this Code within the defined contractual relationships.

#### **Fairness in Negotiations**

Relationships with partners are based on fairness, completeness, and transparency in negotiations, seeking to anticipate circumstances that could significantly affect the established relationship. In case of unforeseen events, Ma.ti.ka. S.r.l. undertakes not to take advantage of situations of dependence or weakness of the other party and expects the same behavior from its partners.

### **1.22. Community Relations**

#### **Sponsorships and Donations**

Ma.ti.ka. S.r.l. is committed to contributing as much as possible to the support of social, sporting, and cultural initiatives that allow the promotion of the values and principles of the company itself, which it considers fundamental to the promotion of the quality of life and the socioeconomic development of the communities in which it operates. In all donations and grants, preference is given to initiatives that offer a guarantee of quality and stand out for the ethical message they convey.

Ma.ti.ka. S.r.l. does not contribute directly or indirectly to political parties, movements, committees, political and labor organizations, or their representatives.

#### **Fair competition**

Ma.ti.ka. S.r.l. recognizes the value of free, open, and fair competition. Therefore, its employees and outside contractors are required to comply with applicable laws. Obtaining information about competitors through illegal or unethical means is prohibited.

#### **Environmental Protection**

Ma.ti.ka. S.r.l. promotes compliance with laws and regulations that protect the environment.

In addition to basic compliance with the law, Ma.ti.ka. S.r.l. encourages its employees, external collaborators, suppliers, and customers to adopt environmentally sustainable behaviors and policies.

### **1.23. Implementation of and Compliance with the Code**

All recipients of the Code of Conduct are required to comply with and enforce the provisions of the Code.

Compliance with the principles of the Code shall be considered an essential part of the contractual obligations of employees under and for the purposes of applicable regulations (Article 2104 of the Civil Code "Employee's Diligence").

The General Management is the guarantor of the observance and proper implementation of the provisions of the Code of Conduct.

To this end:

- Liaises with the relevant functions to encourage appropriate training;



- Resolves interpretative doubts and ethical dilemmas;
- Collects reports of suspected violations;
- Conducts appropriate investigations, reporting the results to the proper functions and ensuring that appropriate sanctions are imposed;
- Ensures the confidentiality of the whistleblower's identity and protects them from retaliation.

## **1.24. Reports and inquiries**

Employees and covered persons may at any time contact their supervisor or General Management, either in writing or verbally, including for the purpose of seeking clarification and/or information regarding, for example:

- the interpretation of the Code of Conduct and/or other Company protocols
- the legality, appropriateness, or compliance with the Code of Conduct of a specific course of conduct or behavior.

## **1.25. Reports**

It is mandatory to immediately report to the Whistleblowing Officer any information that may give rise to suspicion of violations, even potential violations, of the Code of Conduct, such as, but not limited to:

1. Any instruction received from a supervisor that appears to violate the law, internal rules, or the Code of Conduct.
2. Requests or offers of gifts (beyond a modest value) or other benefits from government officials or public servants;
3. Any significant budget variances or spending anomalies;
4. Any omission, neglect, or falsification in the keeping of the accounts or in the preservation of the records on which the accounts are based;
5. Actions and/or communications from judicial, police, or other authorities indicating that an investigation is being conducted that may affect, even indirectly, the company, its employees or its directors;
6. Requests for legal assistance sent to the company by employees pursuant to the CCNL in the event that criminal proceedings are instituted against them;
7. Information on ongoing disciplinary proceedings, any sanctions imposed, or the reasons for their dismissal.

Information about the activities of Ma.ti.ka. S.r.l. must be communicated to the Whistleblowing Manager if it may be relevant to the activities carried out by the same and related to its competencies, such as, but not limited to:

- Reporting and reports prepared by managers in the course of their duties, such as minutes of management meetings;
- Messages related to organizational changes;
- Updates to the system of powers and proxies.

## **1.26. Reports and Inquiries to the Whistleblowing Officer**

Recipients may contact the Whistleblowing Officer at any time, including by writing to:

**odv@matikasrl.com**



Including to request clarification and/or information regarding, for example:

- The legality of a particular specific act or conduct and its appropriateness or compliance with the Code of Conduct.

To request clarification and/or information regarding, for example, the legitimacy of a specific behavior or conduct and its appropriateness or compliance with the Code of Conduct.

The Human Resources and Quality Departments are available to clarify the interpretation of the Code of Conduct and/or other Company protocols.

Ma.ti.ka. S.r.l. is committed to protecting from intimidation or retaliation those who, in good faith, report alleged or flagrant violations of the Code and who will be subject to the disciplinary measures in force in accordance with the Company's Whistleblowing Procedure.

Ma.ti.ka. S.r.l. also undertakes to enforce compliance with this Code through the timely application of sanctions in accordance with the disciplinary system provided for by the CCNLs in force or by the reference contracts established with the relevant counterparties.

## **Sanctioning system**

The provisions of this Code of Conduct are an integral part of the contractual obligations undertaken by the Recipients or parties having business relations with Ma.ti.ka. S.r.l..

Violating the principles outlined in the Code and the procedures established in the Internal Protocols will compromise the fiduciary relationship between Ma.ti.ka. S.r.l. and its directors, employees, consultants, collaborators in various capacities, customers, suppliers, business and financial partners. In cases where the conduct constitutes a violation and for the consequent compromise of the relationship of trust established with Ma.ti.ka. S.r.l., the company has the right to take disciplinary measures without prejudice to the possible establishment of a criminal case.

In the case of an employment relationship, and with regard to the type of sanctions that may be imposed, the procedures provided for in the Workers' Statute and/or any special regulations shall be applied, characterized not only by the principle of typicality of violations but also by the principle of typicality of sanctions.

Disciplinary measures for violations of the Code will be taken by hierarchical superiors, who will inform the whistleblower manager in accordance with applicable laws and relevant national or company labor contracts.

In the case of non-compliance with "Employee Responsibilities" in the area of "Occupational Health and Safety", sanctions will be applied.

On the other hand, if the violation of the ethical rules is caused by other parties (third parties) who are obliged to comply with this Code by virtue of specific clauses included in the relevant contractual relationships, any failure to comply with the principles and rules contained in this Code will result in the imposition of sanctions such as a warning, the application of a penalty (compensation) or the termination of the contract.

## **Adoption and Dissemination of the Code**

This Code is issued by the General Management, which will propose it for approval at the first meeting of the Board of Directors of Ma.ti.ka. S.r.l., which undertakes to make this Code known to all recipients in accordance with Italian Legislative Decree 231/01. Any amendments and additions to the Code of Conduct, after approval by the Board of Directors of Ma.ti.ka. S.r.l. will be subject to its authority.

This Code is available on the physical and virtual notice board of Ma.ti.ka. S.r.l.'s physical and virtual bulletin boards on the Company's website and, will be distributed to recipients in the manner deemed most appropriate from time to time for effective dissemination.

**GLOSSARY**

In this document, the following are defined as:

**Sensitive Activities**

Activities conducted by a company in the course of which there is a potential risk of crimes being committed.

**Code of Conduct.**

Code of conduct that a company adopts in the conduct of its activities and business, taking into account the guiding principles, laws, regulations of the countries of reference and internal rules, within a framework of ethical values of fairness, confidentiality, and compliance with rules on competition, protection of the environment and health and safety of workers.

**D. Legislative Decree 231/01**

Legislative Decree no. 231 of June 8, 2001, as amended and supplemented.

**Recipients**

The members of the corporate bodies of Ma.ti.ka. S.r.l., employees, whether they are "Apical" or "Subordinates," external collaborators, whether they are self-employed or legal entities and who in any capacity represent or act on behalf of Ma.ti.ka. S.r.l.. Recipients must apply the standards outlined in this Code of Conduct in their professional conduct. In addition, members of the Board of Directors, the Board of Statutory Auditors, and persons in an employment relationship with Ma.ti.ka. S.r.l., suppliers and partners of Ma.ti.ka. S.r.l., external collaborators. All such persons are required to comply with the Code when dealing with or acting on behalf of Ma.ti.ka. S.r.l.

**Guidelines**

The guidelines adopted by Confindustria on March 7, 2002 (and subsequent updates) for the preparation of organization, management and control models according to article 6, paragraph three, of the Italian Legislative Decree 231/2001.

**Model 231**

That is the Organization and Management Model in its entirety.

**Supervisory Board.**

Structure in charge of evaluating the adopted Organization, Management and Control Model, and related procedures/protocols, monitoring their effective operation and compliance, as well as updating and disseminating the Company's regulations to all stakeholders.

**Procedure or Protocol**

Implementing document of the Organization and Management Model approved by the Supervisory Board. It may contain general rules and principles (rules of conduct, disciplinary sanctions, internal control principles, staff training) or cover specific risk areas (description of processes, potential crimes that may be associated with them, applicable control elements, specific rules of conduct, information flows to the Supervisory Board).

**Whistleblowing Officer**

An internal or external person appointed by Ma.ti.ka. S.r.l. to manage the internal reporting process in accordance with the Company's internal procedures.

**Disciplinary System**

The system that regulates the conduct related to possible violations of the Code of Conduct, Model 231 or Company Rules, the sanctions that can be imposed in the abstract, and the procedure for imposing and applying the sanction.

**Apical subjects**

Persons who hold representative, administrative, and managerial positions in a Company or in one of its organizational units with financial and functional autonomy, as well as persons who exercise, even de facto, management and control over the same.