



## CHARTER OF VALUES AND CODE OF ETHICS

**Approved by the Board of Directors of Optima S.p.A. on 21 December 2023**



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## LETTER FROM THE DIRECTORS

We consider it an honour and a privilege to work with you at the Optima Group. You are a valued member of an organisation whose processes have been designed to achieve our common objectives: satisfy our customers, work closely with our colleagues in a climate of mutual respect and be conscientious members of the global community. In order to achieve our mission to be recognised as one of the best suppliers in the world, it is essential to maintain and strengthen Optima's reputation as an organisation that pays the utmost attention to customer satisfaction, employee loyalty and behaving in an ethical way.

Having these premises clearly in mind, we have adopted the Group's Code of Ethics so that everyone will understand that how we achieve our objectives is as important as the objectives themselves. We expect you to behave honestly and with integrity in every circumstance. This is not just a matter of following laws, we recommend always doing the right thing.

Our Code of Ethics does not address any problems that you might encounter, but provides the reference principles, behavioural guidelines and a reminder of some of the regulations applicable to our situation that you must always keep in mind. If there are doubts and uncertainties about how to behave, ask your managers for support and always refer to our fundamental principles.

We fully commit to maintaining and strengthening Optima's reputation with you for future generations. Thank you for the effort that you contribute with us.

## OUR MISSION

OPTIMA<sup>1</sup> is the ambassador of the Italian excellence of ice cream and confectionery, it operates at international level to spread the pleasure of artisan ice-cream on the market through the creation and marketing of genuine and quality products, and also by providing advanced services for the manufacture of ice-cream and confectionery. There are many international ice-cream and confectionery schools within the Optima Group, created with the precise objective of providing expert and comprehensive advice both to ice-cream makers and/or confectioners with extensive experience and those who have entered this wonderful profession for the first time. These schools are located in the following cities: i) San Clemente (RN) c/o the registered office of Optima SPA; ii) Munich (Germany) c/o the registered office of the subsidiary Mec3 Eisrohstoffe Vertriebs GMBH; iii) Budapest (Hungary) c/o the registered office of the subsidiary Mec3 Hungaria Kft; iv) Prague (Czech Republic) c/o the registered office of the subsidiary Mec3 S.r.o.; v) Dubai (United Arab Emirates) c/o the registered office of the subsidiary Mec3 Arabia Dmcc; vi) São Paulo (Brazil) c/o the registered office of the investee Mec3 do Brasil Produtos Alimenticios Ltda; vii) Miami (USA) c/o the registered office of the subsidiary Mec3 Usa Corp.; viii) Shanghai (China) c/o the registered office of the subsidiary Mec3 Food Product Trading Co. Ltd.

The Optima Group acts to obtain customer loyalty and the satisfaction and of all staff by the positivity of its working environment.

## OUR VISION

OPTIMA will pursue its development in all areas of the market covered, even trying to penetrate new markets with innovative formulas. It will also strengthen its overall image of a leading company for innovation and quality in the global reference market, with attention to the ethics of how it acts and by consolidating its

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<sup>1</sup> OPTIMA refers to Optima S.p.A. con unico socio, company subject to management and coordination of Cone Investments UK Ltd, and its direct and indirect subsidiaries, in Italy and abroad.



position as the world's biggest operator in the sector of preparations for artisan ice-cream.

OPTIMA pursues Corporate Social Responsibility to integrate the concepts of ethics and fairness and respect those of profit and strategic business vision, certain that socially responsible behaviour is an investment which can make the company competitive and solid in the long term.



## OUR CHARTER OF VALUES



The “**Company’s Charter of Values**” comprises a set of reference values/principles drawn up by the European Institute for Social Accountability.

The following items are reconstructed based on the Company’s Charter of Values, following adjustments specific to the situation of the company OPTIMA:

1. The centrality of the **person**, respect for their physical and cultural integrity and respecting their interrelation values with others, are the basic assumptions of our operations, we act every day to maintain what has already been achieved to ensure the current and future well-being of those who work for the company.
2. The **development of human resources**, through professional growth paths and participation in the company’s purposes, is particularly relevant for us and is pursued through training measures and communication tools and internal participation.
3. Respect for and protection of the **environment** have characterised and increasingly characterise the company’s operations and the life of its staff.
4. Attention to the legitimate needs and expectations of internal and external stakeholders, to improve the **climate of belonging** and their degree of satisfaction, will be a constant theme in the actions of all operators and must guide control by management.
5. The reliability of management systems and procedures for the maximum **safety** of employees, the public and the environment is constantly pursued through a clear and effective reference organisational system.
6. The **efficiency**, efficacy and cost-effectiveness of the management systems to constantly increase the company’s profitability and competitiveness are the cornerstone of the daily commitment by all, from owners to workers.

A constant commitment to research and development in all areas of intervention, to encourage and pursue - in pursuit of the strategic design - the highest degree of **innovation**, represents the founding commitment and reason for the company’s success on the market.

7. The correctness and **transparency** of the management systems in accordance with the rules and conventions in force in respect of components internal and external to the company is also highlighted by the adoption of the company’s code of ethics.
8. The interrelationship with the **community**, for a participatory dialogue of social exchange and enrichment, aimed at improving quality of life, is an essential philosophy for the company which works daily to maintain a positive relationship with the community and the surrounding area.

With its own concept of **respect**, Optima wants to harmonise all the values expressed above by putting them into practice in its daily activities to create a shared culture of respect, transparency and listening to all its stakeholders.



## THE CODE OF ETHICS



## FOREWORD: Introduction and recipients

This document called the "Code of Ethics" (hereinafter also the "Code") - defined and approved by the directors of OPTIMA - governs the set of rights, duties and responsibilities that the OPTIMA Group (hereinafter also "the Group") expressly assumes in respect of its stakeholders<sup>2</sup> with whom it interacts on a daily basis within the framework of conducting business.

All the ethical principles and values expressed in this Code of Ethics (hereinafter also only the Code) - intended as guidelines for management, employees and, in general, for every employee who works for the group or is mandated by it - must underpin the activities of all those who work at OPTIMA taking into account the importance of the roles, the complexity of the functions and responsibilities entrusted to them to pursue the Mission and aims of the Group.

Top management, auditors (where present), employees, business partners and all those who operate in the name and on behalf of one of the companies of the Group, whatever the relationship, even *pro tempore*, that links them to the Group (consultants, agents, proxies, referred to as a whole as "Contributors") both now and in the future (hereinafter "Recipients"), are required to respect that laid down in the Code.

Each recipient will have a copy of the Code and will be obliged to apply it in any circumstance connected to the company's operations. Each recipient will also request the formal acceptance of the Group's standards of behaviour by signing the "Declaration of acceptance" attached to the Code.

The Group recognises the importance of ethical-social responsibility both in the exercise of its mission and in the carrying out of the many entrepreneurial activities, in Italy and abroad, aspiring to maintain and develop relations of mutual trust and respect with its stakeholders.

For this reason, it sought to clearly identify the ethical values and principles that OPTIMA recognises and shares and the set of responsibilities that it assumes internally and externally.

This Code of Ethics is therefore a code of conduct whose observance by all recipients is of fundamental importance to the proper functioning and reliability and reputation of the Group.

In order to ensure its observance and its effectiveness, OPTIMA:

- assigns the management, or its representatives, the responsibility for the methods of management, implementation, monitoring and updating of this Code;
- ensures the timely dissemination of the Code in the company and to all recipients;

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- provides adequate training support and information, by providing adequate support in case of doubt as to the interpretation of the Code;
  - ensures that employees who report breaches of the Code are not subject to any form of retaliation;
  - adopts fair and proportionate sanction measures to the type of breach of the Code by applying them without distinction to all categories of employees with reference to legal, contractual provisions and the internal regulations in force;
  - performs periodic checks necessary to ensure compliance with the rules of the Code.

OPTIMA recognises as opportunities and encourages any constructive contributions to the content of the Code by both employees and third parties.

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<sup>2</sup> Stakeholders refers to all those who have an interest in the OPTIMA Group such as: directors, managers, employees, contributors, customers, suppliers, the public administration, local authorities, institutions, the community, the environment and the region.





The Code is subject to revision and this activity must take account both of any contributions received, and any regulatory developments and best international practice, as well as experience gained in the application of the Code itself.

OPTIMA shall endeavour to ensure that the principles of the Code are shared by any entity that enters into ongoing business relationships with it. In particular, OPTIMA requires all affiliates and main suppliers to conduct themselves in line with the general principles of this Code.

The Group does not establish or continue business relationships with anyone who expressly refuses to comply with the principles of the Code and requires its main suppliers and business partners to conduct themselves in line with the general principles of this Code of Ethics.

This Code of Ethics is valid both in Italy and abroad, while taking into account the cultural, social and economic diversity of the various countries in which the Group operates.

Each company of the Group should adopt this Code of Ethics Group (possibly integrating it to transpose the specific natures of the different countries and/or by amending it in accordance with applicable regulations) subject to notifying the Parent Company in advance. The Code of Ethics is issued in English by each company and in the official language of the country in which the company has its registered office to ensure that all recipients can comprehend the Group's ethical standards.



## GENERAL ETHICAL PRINCIPLES



## COMPLIANCE WITH THE LAW

OPTIMA acknowledges compliance with the laws and current regulations in all the countries in which it operates as a key principle.

## HONESTY AND CORRECTNESS

Relations with stakeholders are based on fairness, collaboration, loyalty and mutual respect. Honesty is the fundamental principle for all of OPTIMA's activities and constitutes the essential element of business management.

## CENTRALITY AND INTEGRITY OF THE PERSON

OPTIMA promotes respect for the physical and cultural integrity of the person.

The Company ensures working conditions that respect individual dignity and safe working environments. It promotes the value of human resources, in order to improve and enhance the asset of the skills possessed by each employee and contributor.

Requests or threats aimed at inducing people to act against the law and the Code of Ethics or to adopt behaviour that goes against the beliefs and moral and personal preferences of each individual are not tolerated. OPTIMA upholds and respects human rights in compliance with the United Nations Universal Declaration of Human Rights.

## IMPARTIALITY AND EQUAL OPPORTUNITIES

OPTIMA is committed to eliminating any and all discrimination based on age, gender, sexual preference, state of health, race, nationality, political opinions and religious beliefs, in all decisions that influence relations with its stakeholders.

## FAIRNESS OF AUTHORITY

OPTIMA undertakes to act so that in contractual relations that involve the establishment of hierarchical relationships, especially with employees and contributors, authority is exercised justly and fairly while avoiding any abuse.

## TRANSPARENCY AND COMPLETENESS OF INFORMATION

OPTIMA undertakes to provide timely, complete and comprehensible and accurate information to all stakeholders, without favouring any interest group or individual, by means of the departments set up for this purpose, to the stakeholders to arrive at autonomous and conscious decisions, in the development of relations with OPTIMA. In particular, in the formulation of any contractual commitments, OPTIMA takes care to specify to the contractor, in a clear and comprehensible way, the behaviour to adopted in all circumstances envisaged.

## DILIGENCE

Work contracts and assignments must be carried out in accordance with that consciously established by the parties.

## CONFIDENTIALITY OF INFORMATION

OPTIMA ensures the confidentiality of the information in its possession and the observance of the legislation on personal data.



All the information available to OPTIMA is processed in consideration of the confidentiality and privacy of the parties involved.

### PREVENTION OF CONFLICTS OF INTEREST

OPTIMA endeavours to avoid situations where the parties involved in transactions are in a situation of actual or apparent conflict with its interests.

By way of example, and without limitation, the following represent a conflict of interest:

- The overt or covert interest of an employee in the activities of suppliers, customers and competitors;
- Making their functional position instrumental to creating interests that conflict with those of OPTIMA;
- The use of information acquired in the course of work activities for their benefit or that of third parties and in any case contrary to OPTIMA's interests;

Performing work activities of any kind (providing work, intellectual services) for customers, suppliers, competitors and/or third parties in conflict with OPTIMA's interests.

### QUALITY OF SERVICES AND PRODUCTS

OPTIMA's primary purpose in its activities is the maximum possible satisfaction and protection of its customers, also paying attention to requests that can lead to an improvement in the quality of its products and services. To this end, all of OPTIMA's activities are geared towards quality standards of absolute excellence.

### FAIR COMPETITION

OPTIMA is confident in the high quality of its services and products, in the ability and commitment of its employees and therefore intends to protect the value of fair competition and refrain from illegal agreements and from unfair behaviour and collusion.

### ENVIRONMENTAL PROTECTION

OPTIMA constructively contributes to the ecological sustainability of all its activities. OPTIMA's commitment to safeguard the environment is manifested in planning and managing activities that pursue a balance between economic initiatives and unavoidable environmental requirements, in accordance with national and international regulations on this subject.

### RESPONSIBILITY TO THE COMMUNITY

OPTIMA works by taking account of the needs of the community within which it performs its own activities and contributes to its economic, social and cultural development.

For this reason, OPTIMA intends to conduct its activities and investments in an environmentally sustainable way, in respect of local and national communities and support initiatives of cultural and social value, especially in its region to obtain a better reputation and social acceptance.



## **OPTIMA'S GOVERNANCE SYSTEM**



OPTIMA S.p.A. (hereinafter also OPTIMA) adopts an Organisation and Management Model (pursuant to Legislative Decree No. 231/2001), which together with Enterprise Management System Certificates, constitutes the system of 'Good Governance' rules according to which the Company is managed and controlled, in accordance with the law and international management standards.

The rules adopted are consistent with the company's structure, size and organisation.

The members of the Governing Bodies and Management of Optima are obliged to respect this Code of Ethics by adapting their activity to the values of honesty, correctness and integrity.

The Board of Directors of OPTIMA undertakes to implement the principles contained in this Code of Ethics. To this end, the Board of Directors is inspired, also when determining the company's objectives explained in the multi-annual Strategic Plan, the values and principles identified and expressed in this Code of Ethics.

#### Accounting and Internal Control System

A thorough internal audit process carried out by the managers of the various areas and departments and other company operators is implemented at OPTIMA that aims to provide ample guarantees of the:

- Effectiveness and efficiency of the operational activities
- Reliability of information and financial statements
- Compliance with laws, regulations and internal directives.

The System adopted by OPTIMA:

- Ensures that all operations carried out are duly authorised, verifiable, legitimate and consistent;
- Ensures that all operations are properly recorded and appropriately documented and handled with the utmost correctness and transparency;
- Ensures the timely, accurate, correct and transparent drafting of financial statements on a periodic basis;
- Informs, trains and makes Contributors aware of the procedures, implementation methods, purposes and the importance of the internal control system implemented.

The internal control system is expressed in the control that the individual operating units of OPTIMA perform on their processes. These control activities are delegated to the primary responsibility of Operational Management and are considered an integral part of each business process.

OPTIMA pursues its mission while guaranteeing the full transparency of choices made. Therefore, the control system adopted also strives to ensure maximum accuracy and truthfulness in corporate communications



(financial statements, etc.) and to prevent corporate crimes from being committed.



## CODE OF CONDUCT





## CODE OF CONDUCT IN RELATIONS WITH EMPLOYEES

### *General Principles*

OPTIMA is firmly convinced that human resources perform a fundamental role in the quality of corporate services.

In particular, it believes that:

- a good business strategy produces concrete results if implemented through adequate human resources;
- its employees and contributors reach their maximum potential if part of a safe and healthy working environment within which all parties comply with the corporate values and requirements of standards;
- good working environment conditions and a constant commitment to their improvement, lead to the achievement of the company's goals;
- having qualified human resources, but above all motivated and in harmony with OPTIMA's objectives, leads to the effectiveness of the performance and the achievement of economic and financial goals by means of which the company can grow and expand;
- OPTIMA's growth is a source of new jobs and the creation of new infrastructure that leads to greater well-being of the community and the region the company is located in;
- the quality of the products offered by OPTIMA not only meets the requirements of clients, but is also a guarantee of the sharing of values and objectives by all employees and contributors who work at the company daily.

The management policies and employment and collaboration relations are based on respect for the rights of workers in accordance with national laws and the Fundamental Conventions of the ILO (International Labour Organization) and full use of their contribution in the context of promoting professional development and growth.

All employees and contributors are required to work hard and act faithfully, in order to fulfil their obligations under their employment contract and that provided for by this Code of Ethics, ensuring the services due, compliance with the commitments made, and avoiding any conflict of interest with the Company.

### *Staff policies*

It is of primary interest to OPTIMA to foster the development of the potential of each resource and their professional growth.

To this end, OPTIMA undertakes to establish any initiatives that enable the development and improvement of the skills, creativity and active participation of staff, in order to increase motivation and foster their professional growth and personal fulfilment. In this regard, OPTIMA encourages the participation of its employees and contributors to propose suggestions to achieve this purpose.

The company also implements a policy of careful attention and trust in young people of value, open to change



and willing to assert themselves, to whom positions of increased responsibility are also assigned on their career path.

Selection, recruitment, training, development, management and salary policies are based on merit and competence, with exclusively professional assessment, preventing and combating all forms of discrimination and abuse, e.g. race, sex, nationality, religion, political affiliation, sexual orientation or disability.

OPTIMA is against any form of exploitation of workers by ensuring the payment of remuneration in accordance with the applicable legislation and proportionate to the quantity and quality of the work performed, the observance of the regulations concerning working hours, rest periods, weekly rest, mandatory leave and holiday as well as compliance with the rules on health and safety in the workplace and subjecting the worker to working conditions, supervision methods or housing situations that are not considered degrading.

Attention and commitment to human capital are explained in official documents such as the Company's Code of Ethics, which lays down a general outline of relations with employees and the rules on ethics and standards of behaviour in respect of the company's stakeholders identified.

The Code of Ethics complies with and integrates OPTIMA's internal Code of Conduct.

#### Recruitment and selection policy

During selection, OPTIMA guarantees respect for the personality and dignity of each individual.

OPTIMA, and in particular the Personnel department within the limits of the information available, to safeguard the protection of privacy, shall take appropriate measures to avoid favouritism, clientelism or nepotism or in the recruitment and selection stage, that are not directly linked to ability and merit. In the process of selecting staff, OPTIMA does not allow the use of third-country nationals without the correct residency status. The recruitment and selection policy, as well as assessing professional competence and specific experience in the field, especially favours the candidate's willingness to learn and continuously update their knowledge and assesses their ability to work in a group and the demonstration of interest in the specific activities of the company, sharing its values and principles.

Firmly convinced of the importance of feeling part of a united group and operating in a peaceful and motivating work climate and for this reason, in order to facilitate their integration, new recruits follow a training path on the company's organisation that helps them integrate faster and to more easily take their first steps in the company and they are given a copy of the company's Code of Ethics.

#### Employment contract

Staff are hired with a standard employment contract.

At the time of hiring, each employee receives detailed information regarding:

- Details of their role, duties and tasks.
- Regulatory and pay elements, as provided for and regulated by the reference national collective bargaining agreement.
- The rules and procedures to be adopted in order to avoid any risks to health and safety associated with their work.
- This Code of Ethics.

This information shall be submitted to the Contributor in a clear, precise way and in writing, so that their



acceptance of the job is based on their actual genuine understanding of it.

### Staff management and development

Within the scope of staff management and development processes, decisions made by OPTIMA are based on the correspondence between expected profiles and objectives, actual profiles and objectives achieved (for example in the case of promotions and/or incentives on the results achieved).

The assessment of Contributors involves not only the Personnel department, but also any managers and anyone else who has contributed to the assessment.

### Education and training

OPTIMA considers the training of its staff a fundamental requirement to improve relations and for growth in the quality of the products and services offered. Which is why it invests in the continuous professional updating of its human capital, creating training courses and activities focused on specialist and technical topics but also on innovative and professional topics, in order to consolidate integration within the company system.

The process of analysing training needs starts from inquiries that have been made by various managers of internal operational areas and identifies the necessary interventions year by year.

The various training initiatives, proposed and approved by Management, are summarised in the Education and Training Catalogue, updated every year.

In order to check the results and effectiveness of training interventions, surveys are carried out by means of specific questionnaires, on the level of satisfaction of the individual participants and to assess the level of learning, i.e. the transferability of learning at work.

### Managing the contributors' work time

Each manager is required to maximise the contributors' work time by requiring performance in line with carrying out their duties.

Requesting any service, favour or behaviour in breach of this Code of Ethics is an abuse of authority.

### Involvement of contributors

Contributors are involved in performing work and business activities even when participating in meetings and discussions aimed at achieving business goals.

The contributor must participate in these moments in the spirit of collaboration and independent opinion. Listening to contributors, consistent with business needs, enables managers to act in decisions; the contributor must in any case, even if they have a different point of view, always contribute to the implementation of the activities established.

### Work reorganisation

In the case of work reorganisation, OPTIMA protects the value of its resources, also providing training and/or requalification where necessary.

In the event of new and/or unexpected events that impact on the current organisation, consistently with the effective and efficient exercising of the business activity, the contributor can be assigned to different jobs with respect to those carried out beforehand, ensuring they safeguard their professional skills.

### Harassment in the workplace

OPTIMA undertakes to prevent and prosecute any type of harassment in the workplace. Harassment refers to:

- Any unwanted behaviour that harms the dignity and right to personal freedom of Contributors, such



as those related to race, sex or other personal characteristics.

- A hostile working environment or an environment that isolates or intimidates individuals or groups of Contributors.

Unjustified interference in the work of others.

### Data protection

OPTIMA protects the privacy of Contributors by adopting specific standards that manage their information and the arrangements for processing and storage.

These standards also specify that personal data may not be communicated and/or disclosed without the consent of the person involved, unless otherwise specified by the Law.

### Safety

The safety of work environments is considered a priority aspect by OPTIMA. All employees and contributors are adequately and constantly informed and are obliged to operate in full compliance with the safety standards for their own safety, that of their colleagues and for the safety of the entire work environment.

OPTIMA meets the safety requirements of the applicable regulations (Consolidated Law Legislative Decree 81/08 and subsequent additions). The risk assessment is updated every year. Those responsible for internal safety have been appointed, after participating in the appropriate fire and first aid training courses.

### Staff training

OPTIMA provides staff with a set of facilities to improve quality of life:

- Severance pay advance

As an improvement on that laid down in the law, employees may be granted, even several times during the employment relationship, a severance pay advance for health expenditure for renovations or to adapt their home and for other specific cases.

- Conventions

OPTIMA, through conventions signed at local level, offers employees a set of opportunities to purchase products and services at a low price or free of charge.

There are agreements involving the best terms for current account management, personal loans and mortgages for first-time buyers with some credit institutions.

Also, in this case, OPTIMA is open to suggestions from contributors. Training and apprenticeships

OPTIMA strongly believes in the policy of conventions with universities, departments and specialisation schools, which has enabled it to become better acquainted in recent years with the level of education of young people from the academic world and their attitudes to OPTIMA's type of business through numerous training courses and internships at the company for the purposes of a future placement.



## CONTRIBUTORS' OBLIGATIONS AND DUTIES

### Foreword

Compliance with the rules of the Code of Ethics is an integral part of the contractual obligations undertaken by OPTIMA Employees and Contributors pursuant to and by the effects of Articles 2104 and 2106 of the Italian Civil Code<sup>3</sup>. 2

A breach of the rules contained in the Code of Ethics constitutes a breach of the contractual obligations of the employment relationship and may involve the application of disciplinary sanctions as provided for by the law, by the national collective bargaining agreement and by internal Behavioural Rules, also in order to conserve the employment relationship and may result in damages resulting therefrom.

OPTIMA also defined and implemented an anti-corruption policy called "Anti-Bribery and Corruption" as a self-regulatory tool inspired by the most stringent principles. and in compliance with the laws in force in all countries in which the company and its subsidiaries operate, operating with loyalty, fairness, transparency and honesty in accordance with the principle of legality. This policy is adopted by all the Italian and foreign subsidiaries of Optima, aimed at preventing the commission of wrongdoing, of the kind of corruption or inducing corruption, in the public and private sector, in order to equip the Optima Group with rules and guidelines in an area considered to be particularly sensitive and worthy of constant attention and monitoring. The policy is a guide for directors, employees, agents, collaborators, consultants, partners and third-party representatives of the Optima Group, to work and operate in compliance with the anti-corruption laws in force, with particular reference to Foreign Corrupt Practices Act of 1977 (the "FCPA"), and the British Bribery Act of 2010 (the "Bribery Act") referred to here.

For these reasons, all forms of corruption, both against public and private counterparts, are prohibited. Under no circumstances does the belief to act for or for the benefit of society justify, even in part, any attempt or act of corruption or any wrongdoing or any behavior that is not in line with the rules of the Code of Ethics.

### Obligations for all Contributors

All Employees of OPTIMA are required to:

- Know the rules contained in the Code of Ethics and the reference standards that govern the activity

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<sup>3</sup> **Art. 2104** - Diligence by the employee -

The employee must use the diligence required by the nature of the work due, by the interest of the Company and by that of national production.

They must also observe the provisions for the implementation and for the discipline of the work given by the Business Owner and by its Contributors to whom they hierarchically report.

**Art. 2106** - Disciplinary sanctions

A breach of the provisions contained in the two previous articles may give rise to the application of disciplinary sanctions, depending on the severity of the breach.



- carried out in the framework of their role.
- Refrain from any behaviour and/or activities contrary to these standards.
  - In the event of needing to contact their superiors or internal departments entrusted with this to seek clarification on the application of the rules contained in the Code of Ethics, in accordance with the procedures laid down in Appendix A.

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- Report any breach to their superiors or to internal departments entrusted with this of the rules of the Code of Ethics or any request for a breach that has been directed at them in the manner provided for in Appendix A.
  - Collaborate with internal departments entrusted with this to check for any breaches of the rules of the Code of Ethics.

#### Additional requirements for Management and Company Departments

The Management and each Company Department is required to:

- Set an example and be a guide in accordance with the principles of conduct in business relations contained in this Code of Ethics for its Contributors.
- Spread among its employees the knowledge and sharing of the rules of the Code of Ethics as an integral part of the quality of work performance.
- Make their Contributors observe the rules of the Code of Ethics, ensuring that the pursuit of business results is never separate from respect for the principles and the founding values of this Code of Ethics.
- Carefully select, as far as their powers extend, any external Contributors and/or Consultants to entrust tasks exclusively to people fully relying on their commitment to comply with the rules contained in this Code of Ethics.
- Immediately report any reports and cases of a breach of the Code of Ethics to their superior and the internal departments entrusted with this.
- Take the necessary corrective measures.
- Prevent any type of retaliation.

#### Obligations in respect of Third Parties

OPTIMA expects ethically impeccable behaviour from its Employees and Contributors, during the performance of the employment relationship, beyond that legally and professionally required, able to consolidate and strengthen the company's reputation and image.

In respect of third parties, all Employees and Contributors are required to:

- Operate with honesty, integrity and transparency.
- Adequately inform them of the requirements imposed by the Code of Ethics.
- Demand compliance with the obligations concerning their work;
- Take appropriate initiatives in the event of any failure to meet the obligations referred to above, notifying the departments concerned.



## Conflict of interest

OPTIMA operates in order to avoid situations where the persons involved in activities are, or may appear to conflict with the interests of the company, pursuant to and for the effects referred to in Article 2105 of the Italian Civil Code<sup>4</sup>.

By way of example, and without limitation, the following represent a conflict of interest:

- Making their functional position instrumental to creating interests that conflict with those of the company;
- The use of information acquired in the course of work activities for their benefit or that of third parties and in any case contrary to the company's interests;
- The co-interest of the Contributor and/or Employee in the activities of Suppliers, Customers, Competitors, even by means of family members.
- Performing work activities of any kind (providing work, intellectual services) for customers, suppliers, competitors and/or third parties in conflict with OPTIMA's interests.
- Also, performing work activities outside of work time and the workplace, if they may seem to be in conflict with OPTIMA's interests.
- Accepting money, favours from persons or companies that have or intend to have business relationships with OPTIMA.

Therefore, the possible assumption of tasks and/or responsibilities (including but not limited to, consulting activities or co-optation in Boards of Directors) in other companies, entities and organisations must require OPTIMA's prior and specific approval.

OPTIMA must be promptly informed by the Contributor concerned, of the acquisition by them or by members of their family, of stakes in companies and/or firms which compete with OPTIMA or investments which could lead to conflicts of interest or prove harmful for OPTIMA.

All conflicts of interest, without exception, even if only potential or apparent, must be reported by the Contributor to their Manager and directly to Management or one of their deputies.

## Confidentiality of data and information

OPTIMA undertakes to protect the confidentiality of the information and data in its possession acquired in the context of its activities, avoiding any misuse of such information as provided by the regulations in force.

In this respect, each Employee and/or Contributor of OPTIMA must guarantee the confidentiality required by the circumstances for any information acquired in the performance of their duties and by their work activities.

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<sup>4</sup> **Art.** 2105 - Loyalty obligation -

The employee must not conduct business on their own account or on behalf of third parties in competition with the business owner, nor divulge news relating to the Company's organisation and production methods or use them in such a way as to be able to cause it harm



In this respect, each Employee and/or Contributor must:

- Only acquire and process the data required and directly related to their duties.
- Store the data in such a way as to prevent unrelated third parties from becoming aware of it. Communicate and disseminate the data within the framework of the procedures laid down, i.e. prior authorisation of the department entrusted with this.
- Determine the confidential and private nature of the information pursuant to that prescribed by the relevant procedures.
- Make sure that there are no confidentiality constraints in virtue of relations of any nature with third parties.

The confidentiality and privacy obligations on corporate, commercial and technical data and information concerning OPTIMA and that represent an essential part of the company's assets, persist even after the termination of the employment relationship.

#### Use of company assets

Employees and Contractors are required to use company assets and resources available to them or to which they have access with diligence, responsibility and transparency.

Each Contributor is required to use the good assigned to them efficiently and to manage the availability with appropriate procedures to protect its value.

As specifically regards computer applications, each Collaborator is required to:

- Adopt that provided for by the internal provisions in order not to compromise the functionality and security of computer systems.
- Not send public or private email communications containing abusive language and inappropriate content, which may offend the recipient and compromise the company's image and reputation.

Not browse websites for private use and websites with unseemly and offensive content.

#### Currency forgery

It is prohibited to forge, hold, spend or otherwise put defaced or altered banknotes, coins, credit cards, tax stamps into circulation.

Anyone who receives banknotes or coins, or credit cards suspected to be forged or stolen must immediately inform their immediate superior to make the appropriate complaint.

#### Working environment

OPTIMA requires each Employee and Contributor to personally contribute to maintaining a tidy and clean working environment and which respects everyone's dignity and sensitivity.

It is mandatory for all Contributors during work and in the workplace to:





- Not provide a service under the effects of alcohol or drugs or substances with a similar effect.
- Not consume or sell drugs during work for any reason.

Established states of chronic dependence on substances of this nature, when they affect the work environment and performance at work, will, in terms of contractual consequences, equate to the cases described above.

All Employees and Contributors are also obliged not to smoke in the workplace where this can generate a danger and, more generally, in any environments identified by appropriate no smoking signs.



## GENERAL CODE OF CONDUCT IN RELATIONS WITH CUSTOMERS AND SUPPLIERS

When entering into business relationships with new customers and/or suppliers and in the management of those existing it is forbidden, based on public information and/or available in respect of the applicable regulations, to establish and maintain relations:

- with persons involved in illegal activities, in particular related to the offences provided for by Legislative Decree No. 231/2001 and, with people lacking the necessary commercial professionalism and reliability requirements;
- with subjects who, even indirectly, impede human development and contribute to not respecting human dignity and individual personality and/or to violating fundamental human rights (e.g. exploiting child labour, supporting the smuggling of migrants or sex tourism, etc.);
- with subjects who do not formally commit themselves to OPTIMA - for example in a contractual framework - to comply with the rules of law in force on the matter of employment - with particular attention to child labour - and the health and safety of workers and in general all the principles laid down in this Code of Ethics.

Finally, the following is prohibited:

- performing services for partners that are not adequately justified in the context of the relationship established with them;
- pay fees to contractors who do not adequately meet the requirements of the task to be performed.

Destination of gifts received.

According to OPTIMA regulations, any corporate gifts received by employees are intended for the company. The superior of the employee who received the gift, in agreement with Management, must decide how to distribute the gifts received (e.g. charities, internal lottery), excluding meals and drinks consumed, flowers and similar gifts.



## ***CODE OF CONDUCT IN RELATIONS WITH CUSTOMERS***

OPTIMA's primary value is customer satisfaction.

Behaviour towards Customers is based on availability, respect and courtesy, with a view to fostering a highly professional and collaborative relationship.

In keeping with the principles of impartiality and equal opportunities, OPTIMA undertakes not to discriminate against its Customers, to provide high-quality products and services that meet the reasonable expectations of the Customer and protect their security and safety; stick to the truth in advertising, commercial or any other type of communications.

### Contracts or Communications to Customers

Contracts or communications to OPTIMA's Customers (including advertising messages) are:

- Clear and transparent, formulated with simple language, clearly illustrating every cost and its determination, indicating prices excluding VAT.
- Regulatory compliance.
- Complete, inserting and providing evidence for each element relevant to the Customer's decision.

OPTIMA also undertakes to communicate any information in a timely manner concerning:

- Any changes to the economic conditions.
- Any changes to the terms of the service and/or product provision.

### Behaviour of Contributors to Customers

In relations with Customers, OPTIMA's Employees and Contributors are required to:

- Observe internal procedures for managing relations with Customers.
- Efficiently provide high-quality products and services, contributing to continuous improvement.
- Provide accurate, complete and truthful information.
- Assume an open, helpful and smiling attitude.

It is forbidden to directly or indirectly promise, pay or offer under other forms of contributions, donations and benefits of any nature or value to Customers to promote OPTIMA's interests, complying with the principles and obligations of the Code of Ethics and the Anti-Bribery and Corruption policy.

Gifts and acts of commercial courtesy or hospitality are only permitted if they are of a modest value and do not compromise the reputation of one of the parties and cannot be interpreted by an impartial observer, as aiming to acquire undue advantages and/or in an improper manner. They must always be duly authorised by the company department assigned to this and appropriately documented.



OPTIMA has a special "Regulation concerning Managing Corporate Gifts, Presents and Sponsorships".

Any Employee or Contributor of OPTIMA who receives an explicit or implicit request for benefits must immediately inform their superiors who will inform Management.

Any Employee or Contributor of OPTIMA who receives gifts or benefits, is obliged to notify their direct superior and, depending on the case, Management which gives instructions regarding the use of the gifts, forwarding the sender OPTIMA's policy on this matter.

#### Quality Control and Customer Satisfaction

OPTIMA undertakes to ensure adequate standards of quality of the services/products offered and monitors the quality perceived by the Customer through regular Customer Satisfaction initiatives.

#### Handling complaints

OPTIMA is committed to always responding to complaints and suggestions from Customers, using suitable and timely communication systems (e.g. website, email). OPTIMA assesses its performance based on complaint statistics, which generate targeted and effective improvement actions.

Furthermore, OPTIMA ensures that the first response to a customer in reference to a complaint is provided within a well-established time, to the full satisfaction of its customers.



## **CODE OF CONDUCT IN RELATIONS WITH SUPPLIERS**

OPTIMA's purchase processes are marked by seeking the maximum competitive advantage, the granting of equal opportunities for each vendor, fairness and impartiality.

To this end, OPTIMA has a special "Supplier assessment procedure".

The selection of Suppliers and the definition of the terms and conditions of purchase are based on an objective assessment of the quality, price and the supplier's ability to provide services and/or products of an adequate level.

OPTIMA aspires to work with Suppliers who share its values and are concerned with maintaining the highest standards of quality, respect, integrity and transparency and relations with them should reflect and support the same ethical standards that OPTIMA promotes and pursues.

In line with this objective, OPTIMA has prepared a "Code of Conduct for Suppliers".

The purpose of this document is to reiterate OPTIMA's commitment to ethical standards and clearly communicate its expectations to all Suppliers with regard to complying with corporate values in their trade relations.

In relations with Suppliers, OPTIMA's Employees are required to:

- Observe internal procedures for the selection and management of relations with Suppliers.
- Adopt selection criteria which are objective, declared and transparent.
- Obtain the cooperation of Suppliers to meet the needs of Customers and constantly ensure the provision of quality services.
- Strictly observe the conditions contractually outlined, maintaining relations with Suppliers in accordance with good commercial practice.
- Promptly make their superior aware of any problems which have arisen with Suppliers, in order to assess the possible consequences on the Suppliers approval system.

It is forbidden to accept promises or payments of sums or assets in kind of any nature or value, even indirectly under different forms of donations or benefits from any Supplier, intended to promote or facilitate the interests of a Supplier, complying with the principles and obligations of the Code of Ethics and the Anti-Bribery and Corruption policy.

Any Employee or Contributor of OPTIMA who receives gifts or benefits, is obliged to notify their direct superior and, depending on the case, Management, which gives instructions regarding the use of the gifts, possibly arranging their return and forwarding the sender OPTIMA's policy on this matter.

(See the appropriate "Regulation concerning Managing Corporate Gifts, Presents and Sponsorships").

Any Employee who receives an explicit or implicit request for benefits must immediately inform their superior and Management.

Each Employee must immediately inform their superior, Management, or their deputy in writing, of any direct or indirect financial or personal interest, in the Supplier's activities.

In particular, they must make known any past or present financial, business, professional, family or social



relationship that could to affect the impartiality of their conduct in respect of the Supplier.



## CODE OF CONDUCT IN RELATIONS WITH THE PUBLIC ADMINISTRATION

### Reference framework

For the purposes of this Code of Ethics, and according to the dictates of the Anti-Bribery and Corruption policy, the Public Administration also refers, in addition to any public body, to any independent administrative agency, legal or natural person, who acts as a public official or person providing a public service or as a member of the body of the European Communities or officials of the European Communities or officials of a foreign state. Still according to this Code of Ethics and the Anti-Bribery and Corruption policy, the definition of a public entity includes those individuals who, for predominantly political-economic reasons, perform a public service function as a form of protection of general interests, as managing bodies of regulated markets.

### Rules of conduct relating to the risks of corruption and bribery

Directly or indirectly, or by means of a third party, offering or promising money, gifts or compensation is not permitted in any form, nor exerting illegal pressure or promising any object, service, provision or favour to directors, officials or employees of Public Administration or to public service officials or their relatives or partners for the purpose of inducing the completion of an official act or contrary to the duties of the office. Aiming to favour or damage a party in civil, criminal or administrative proceedings in order to cause a direct or indirect advantage for the company is also prohibited.

In addition, those who receive an explicit or implicit request for benefits of any kind by the Public Administration, as defined above, must immediately:

- Suspend any relationship with them;
- Inform the company's Management in writing, or their delegate.

The requirements mentioned in the previous points must not be circumvented by resorting to other forms of aid and contributions which, under the guise of assignments, consulting, advertising, etc. have similar goals as those which are prohibited in the same points.

### Fairness in commercial relations with the PA

Although it is not part of OPTIMA's normal business strategies, in the supply of its products and services to the Public Administration, if trade relations are established with the Public Administration, including participation in public tendering procedures, it is necessary to always operate in compliance with the law and proper commercial practice.

In particular, the following actions should not be directly or indirectly undertaken:

- examine or propose employment and/or commercial opportunities that can benefit employees and/or their direct supervisor personally;
- offer or in any way provide gifts;
- solicit or obtain confidential information that may compromise the integrity or reputation of one or both parties.

### Conduct concerning declarations and certifications to the Public Administration



Using or submitting false declarations or documents or evidencing things that are untrue is not permitted, including omitting information to achieve, for the benefit or in the interest of the company, contributions, funding or other donations however denominated, granted by the State, a public body or by the European Union.

Misleading anyone with scams or deception to procure an unfair advantage for OPTIMA to the detriment of others is prohibited. The breach of this prohibition is even more serious if the misled party is the State or a public body.

Unjust profit may be direct or indirect and comprise, in addition to contributions, funding and other payments granted by the State, a public body and the European Union, even concessions, permits, licences or other administrative acts.

#### Use of contributions and funding received

It is forbidden to use contributions, funding, or other donations however denominated, granted to OPTIMA by the State, a public body or the European Union, for purposes other than those for which they were assigned

#### Data and information systems that are linked to the Public Administration

It is forbidden to alter the operation of a computer or communications system in any way or illegally intervene in any way on the data, information and programs contained therein or relevant thereto, in order to achieve an unfair advantage to the detriment of others. The prohibition is strengthened if the damaged party is the State or a public body.





## CODE OF CONDUCT IN RELATIONS WITH PUBLIC INSTITUTIONS AND THE REGION

OPTIMA pursues objectives consistent with those of the development of the community and of the environmental context in which it operates.

This condition is based on the awareness that community satisfaction is one of OPTIMA's purposes as well as a competitive advantage.

OPTIMA's strategies and operational management are based on the principles of sustainable development, with continuous attention to ensuring that the activities to be carried out are done so in respect of the environment and public health, in accordance with and national and international directives on the matter.

OPTIMA undertakes to contribute to the development and well-being of the communities in which it operates, ensuring the safety and health of Employees, external Contributors, Customers, visitors and the community concerned, reducing the environmental impact of its activities as much as possible.

### Environmental and safety policy

OPTIMA's activities are managed with advanced environmental protection and energy efficiency criteria. Respect for the environment represents a fundamental value for OPTIMA that contributes to meeting one of the primary needs of the individual citizen and the entire community.

OPTIMA's activity is always aimed at maximum attention and safeguarding of the region, continuous improvement and the prevention of problems, using specific technologies and suitable ecological standards. OPTIMA is committed to the careful use of energy and environmental resources and waste management, according to a development model that is compatible with the region and the environment.

OPTIMA also has an "internal environmental decalogue" in which it has defined 10 simple rules for respecting the environment (waste, water and energy) in its offices and environments.

The aim of this document is to define some simple actions that can contribute, from the workplace, to making the work environment at OPTIMA possibly more eco-compatible, encouraging its employees to apply these simple rules of behaviour even in their own family environment.

All OPTIMA Employees are required, within the limits of their roles, to take part in the risk prevention process, safeguard the environment and protect their health and safety and that of all their Colleagues and Third Parties.

### Relations with political parties, trade unions and associations

OPTIMA does not finance parties, their representatives or candidates, either in Italy or abroad, and does not sponsor conventions or events organised solely for political purposes. It refrains from any placing direct or indirect pressure on politicians (e.g. accepting reports for the purposes of recruitment, consultancy contracts).

### Institutional relations

Each relationship with local, national and international public institutions due to normal administrative activity



is geared towards criteria of transparency and correctness, avoiding attitudes of a collusive nature.

In order to ensure the utmost clarity in relations, contact with institutional partners should only be made through representatives who have received an explicit mandate.

### Contributions and sponsorship

OPTIMA looks favourably and, depending on the case, provides support for activities, initiatives and projects that may relate to social, environment, sport, entertainment, art and culture themes in general; that offer a broad guarantee of quality and transparency in the implementation procedures, the use of resources and results that have a positive impact on the specific local community in which OPTIMA operates, works and provides its services.

### Competition and market

In relations with customers and suppliers, OPTIMA undertakes to comply with EU and national laws which protect competition and compete on the market solely on the basis of the quality of its services.

OPTIMA intends to avoid any agreement or behaviour adopted in its name, and/or on its behalf that could constitute an unlawful restriction on competition.

OPTIMA recognises that obtaining and using information on the competition constitutes an acceptable and widespread practice in the industrial world.

In no case, however, may OPTIMA acquire information on prices, promotions or similar activities directly from competitors.

Is it legal to obtain information on the competition from third parties such as independent market research organisations.

The acquisition and management of information on the competition is regulated by a special procedure.

Executives, Employees and Contributors of OPTIMA must not take part, on behalf of OPTIMA (unless they are expressly authorised to act in this way), in agreements or discussions with competitors - current or potential, regarding:

- Prices or discounts.
- Terms or conditions relating to OPTIMA's services and of competitors. Profits, margins or costs.
- Systems for promoting the services provided by the Company and competitors.
- Offers to buy company stock or planned offers of such acquisitions.
- Sales areas or markets.
- Operational capabilities.
- Entering or exiting geographic markets or market sectors.

Accurate documentation must be kept of the sources of any information on competitors (e.g. customers, industry publications, published price lists).

### Relations with the media

Communication to the media performs an important role for the purposes of creating OPTIMA's image. Therefore, any information concerning OPTIMA must be truthful, clear and transparent.

Relations with the communications media are exclusively managed by the company departments and managers delegated to oversee these activities.



No OPTIMA Employee is allowed to divulge or to undertake to divulge any information to the mass-media without prior authorisation from the competent company departments. OPTIMA Employees may not offer payments, gifts or other benefits aimed at influencing the professional activity of the mass-media.

#### Communications and corporate information

OPTIMA Contributors called to provide news outside the Company regarding objectives, activities and business results via participation in public interventions, conferences, congresses, seminars or the drafting of articles and publications in general, are required to obtain the authorisation from the top of the organisational structure for texts, reports and lines of communication, agreeing and verifying the contents with the competent department.



## **CODE OF CONDUCT RELATING TO ACTIVITIES OF AN ACCOUNTING, ADMINISTRATIVE OR FINANCIAL NATURE**

All subjects (employees and/or consultants) who in any way, but also as mere data providers, are involved in preparing financial statements and similar documents, or documents that represent OPTIMA's economic, capital or financial situation, as well as in particular directors, auditors and those in senior posts:

- are required to collaborate fully on specific aspects; to ensure the completeness and clarity of the information provided as well as the accuracy of the data and the calculations;
- exposing false facts, even if the subject of assessment or omitting information or concealing data in a direct or indirect breach of the regulatory principles and the internal rules of procedure so as to mislead the recipients of the afore-mentioned documents is prohibited.

Any unlawful conduct will be considered as committed to the detriment of OPTIMA.

Preventing or hindering the performance of control or auditing activities that are legally attributed to shareholders, the board of statutory auditors or auditing companies is prohibited.

Those who deal with public oversight authorities and directors, auditors and those who hold senior positions are prohibited from obstructing their functions.

Exposing false facts, even if the subject of assessment of OPTIMA's economic, capital or financial situation, or concealing with other fraudulent means, in whole or in part, facts surrounding the situation itself that should have been communicated is also prohibited in communications to such authorities.



## **BODIES AND IMPLEMENTATION AND CONTROL METHODS OF THE CODE OF ETHICS**



The Code of Ethics is brought to the knowledge of OPTIMA's internal and external parties involved by means of appropriate communication and dissemination activities. The Code of Ethics is distributed to all employees at the time of employment and to all third parties who enter into a business relationship with OPTIMA; in addition, the latest updated version is published on the website [www.casaoptima.com](http://www.casaoptima.com). Within OPTIMA, adequate knowledge and understanding of the Code of Ethics by all staff is ensured through information and training programmes.

Each employee is responsible for consulting their direct manager for any clarification concerning the interpretation or application of the rules of conduct contained in the Code of Ethics.

The function of "Guarantor of the Code of Ethics" is performed by Management and by the Supervisory Body that has the task of:

- ▶ Promoting knowledge of the contents of the Code of Ethics.
- ▶ Ensuring the dissemination and the constant updating of the contents of the Code.
- ▶ Ensuring the interpretation and implementation of the provisions of the Code of Ethics.
- ▶ Establishing the criteria and procedures to reduce the risk of breaches of the rules of the Code of Ethics.
- ▶ Promoting and checking the knowledge and implementation of the Code of Ethics inside and outside of the Company.
- ▶ Ensuring any report of a breach of the Code of Ethics, the assessment of the facts and the application, in case of a breach of the rules of the Code of Ethics and appropriate sanctions are checked.

### Stakeholders reports

All of OPTIMA's stakeholders may indicate, in writing and in non-anonymous form (but anonymous reporting received will also be the subject of the assessment) through a specific reporting procedure called "whistleblowing", any breach or suspected breach of the Code of Ethics to OPTIMA's Management, or its representatives, and/or to the Supervisory Board, which shall analyse the reporting, possibly listening to the perpetrator and the person responsible for the alleged breach.

Notifications can be sent in the following ways:

- A) Web platform dedicated (so-called "Safecall Service") dedicated to receiving such reports, by connecting directly to the site: [www.safecall.co.uk/report](http://www.safecall.co.uk/report) following the path indicated

This "Safecall" service also provides the possibility, as an alternative to the platform indicated above, to use a dedicated telephone line:

- B) Dedicated toll-free number **00 800 72332255** (so-called "Safecall" service), where you can leave reports via landline or mobile phone, which guarantees the right to maintain full anonymity.

The Safecall service is provided by an external and independent company of Optima S.p.a., which guarantees this service 24 hours a day, 7 days a week, as well as offering the possibility of speaking in your native language since the response service is guaranteed in multi-lingual mode (the service is available in 170 languages).



- C) **letter box** affixed outside the main entrance of the Company located in Via Gaggio n.72-47832 San Clemente (RN), where it is possible to leave handwritten reports (letters), including anonymously, or send reports (letters) by mail addressed to: Supervisory Body of Optima S.p.A. Via Gaggio, n. 72, 47832 - San Clemente (RN).

The mailbox is opened by authorized persons and the reports contained therein are delivered to the various parties responsible for managing the reports.

A specific "Form for reporting breaches of the Code of Ethics" has been provided as an Appendix (APPENDIX B) to the document.

OPTIMA will protect parties making such reports against any form of retaliation whatsoever, and that is to say, any action that could give rise even to the mere suspicion of discrimination or penalisation for reasons directly or indirectly related to the reporting. Furthermore, the identity of the person making the report will remain confidential, insofar as the law allows.

Safecall and/or the Supervisory Body, following an investigation, report the violations that emerged from the reports of the "stakeholders" or from the analysis and control activities, and the suggestions deemed necessary, for particularly serious cases in a specific report which send to the Company, in the person of the HR Director, for the adoption of any appropriate measures.

#### Effectiveness of the Code of Ethics and the consequences of its breaches

Failure to comply with the rules of the Code of Ethics by Recipients involves different sanctions depending on the role of the Recipient concerned, in addition to compensation for damage arising from such non-compliance.

Compliance with the rules contained in this Code must be considered an integral part of the contractual obligations laid down for OPTIMA Employees, pursuant to and for the purposes specified in Articles 2104 and 2106 of the Italian Civil Code.

A breach of these rules will constitute failure to comply with the obligations arising from the employment relationship and/or a disciplinary offence, with all legal consequences, also regarding preserving the employment relationship.

Compliance with the Code of Ethics must be considered an essential part of the contractual obligations undertaken by Contributors and/or by parties engaging in business with the Company.

A breach of this Code of Ethics may entail a breach of contract, with all the related consequences at law, especially with regard to termination of the contract and/or appointment and the Company's right to claim damages in respect of any and all losses or other harm sustained as result of the Contributor's behaviour.

OPTIMA undertakes to provide and impose, with consistency, impartiality and uniformity, penalties proportionate to the respective breaches of the Code and conform to the provisions in force concerning the regulation of employments relationships.

In particular, in the event of breaches of the Code of Ethics by OPTIMA employees, relevant measures will be adopted, and the related penalties will be imposed in full respect of Art. 7, of Law 300 of 20 May 1970, the existing legislation and that established by collective bargaining in force.

Individual punishable offences and sanctions imposed shall be laid down in a special document to be affixed in a place accessible to all, in accordance with that provided by the national collective bargaining agreement



applied.

This Code establishes the obligatory nature of the disciplinary action in the event of failure to comply with the standards of behaviour specified therein.

This Code of Ethics, an integral part of the of the Organisation, Management and Control Model (pursuant to Legislative Decree No. 231/2001) approved by the Board of Directors of OPTIMA on 30 March 2015 and revised in implementation of the requirements referred to in Articles 6 and 7 of Legislative Decree No. 231 of 2001. This version of the Code of Ethics was last updated and was approved by the Board of Directors of Optima S.p.A. on 18.12.2019.





## APPENDICES TO THE CODE OF ETHICS



## **Appendix A**

### Interpretation and reporting breaches of the Code of Ethics by OPTIMA Employees

For clarification of the rules contained in the Code of Ethics and for any difficulties and/or interpretative doubts, Contributors are invited to contact their manager or Management or its representatives or the Supervisory Body.

If an Employee wishes to report a breach (or alleged breach) of the Code, they should contact their immediate the Supervisory Board or the "Safecall" in according to the procedures indicated in the previous paragraph.

All reports, both anonymous and not formalised in writing, will be assessed and investigated by the Supervisory Board which, however, reserves discretion, depending on the seriousness and likelihood of the subject of the communication, to take it into account.



**Appendix B**

**"FORM FOR REPORTING BREACHES OF THE CODE OF ETHICS"**

To:  
Supervisory Board of OPTIMA  
c/o Optima Spa  
Via Gaggio, 72  
47832 San Clemente (RN)

**Reporter's details (not mandatory, the report can also be anonymous)**

First and last name.....

Address:

Street/Square.....City.....

Telephone number.....email.....

Relationship with the OPTIMA group

**REPORT**

**Describe here what happened** and why you consider what happened conflicts with the contents of the OPTIMA Group's Code of Ethics

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Any attachments:

.....

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Date.....

Signature.....