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P.IVA 03386690170
CAP. SOC. € 3.016.000,00 i.v.
R.E.A. N. BS-380981
C. F. e N. Reg. Imprese
di Brescia 03386690170



*Società sottoposta ad attività di direzione e coordinamento da parte di Finvis S.r.l. C.F. 03668710985
Company under the management and coordination of Finvis S.r.l. C.F. 03668710985*

CODE OF ETHICS GIVI S.p.A.

FOREWORD

GIVI S.p.A. operates on the market with the aim of promoting employment, fostering opportunities for professional growth, creating value, satisfying customers and enhancing the value of all its staff. This code expresses the commitments and ethical responsibilities in the conduct of business and corporate activities undertaken by managers and employees and all those who directly or indirectly establish relations in the name of, or in the interest of, the group and its individual member companies.

This Code of Ethics stems from the need to identify, formalise and communicate the deontological principles of diligence, correctness, loyalty and transparency which inspire GIVI S.p.A.'s (hereinafter referred to as "GIVI" or the "Company") activities and to which, consequently, it adheres in its organisation, as well as in the management of its internal and external relations.

The Company is aware of the importance of observing these principles for the reliability of management, reputation and image and for the pursuit of its objectives, and has chosen to adopt behaviours whose guidelines are outlined in this Code of Ethics, which, together with the ISO9001, ISO14001 and ISO45001 management systems and related procedures, sets the Company's standards of conduct.

The Company is committed to promoting awareness of the Code of Ethics not only to its own staff, but also to that of all companies it collaborates with, promoting their accountability, and is happy to gather everyone's constructive contribution to further improve its contents.

The Company constantly monitors the careful observance and implementation of the Code of Ethics within its organisation, putting in place adequate information, prevention and control tools and procedures to ensure the transparency of the operations and conduct adopted and to guarantee timely and appropriate corrective actions, where necessary.

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1 Recipients

The principles and values defined in this Code of Ethics apply to the entire Company, and constitute exemplifying specifications of the general obligations of diligence, fairness and loyalty that qualify the performance of professional services and conduct in the working environment.

The principles and provisions of this Code of Ethics are mandatory for the Directors (the "Directors"), for all persons bound by employment relationships with the Company (the "Employees"), as well as for all those who carry out their activities in the interest of the Company (Collaborators, Agents, Suppliers, Subcontractors, Customers, etc.). Directors, Employees and Collaborators, and Suppliers are hereinafter jointly referred to as the "Recipients".

2 General Principles

Compliance with the rules of conduct set out in this Code of Ethics constitutes a constant commitment and a duty for all those who work with GIVI.

The conduct of the Company's business and activities must be guided by the unwaivable principles of honesty, fairness, professionalism, fair competition, transparency and care for people and the environment. Operations, behaviour and relationships, both internal and external to the Company, must therefore always be guided by these principles.

Compliance with the rules of the Code of Ethics must be considered the primary obligation of all its Recipients, who are required to conform their actions and conduct to it in the knowledge that its observance constitutes an essential part of the quality of work and professional performance.

2.1 Legality

GIVI operates in absolute compliance with the law and this Code. All Recipients are therefore required to comply with all applicable regulations and to constantly keep up-to-date on legislative developments, also by taking advantage of the training opportunities offered by the Company.

GIVI considers transparency in accounting and financial statements a fundamental principle for the conduct of its business and for the protection of its reputation.

2.2 Fairness, integrity and transparency

GIVI's aim is to develop the value of competition by operating according to principles of fairness, fair competition and transparency towards all operators in the market.

Those required to comply with the Code of Ethics, in the performance of their work, operate with impartiality and neutrality in all Company proceedings and take decisions with rigour and transparency, in compliance with the law and internal protocols.

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Fairness and moral integrity are a duty for all Recipients, who are required not to establish any privileged relationship with third parties, resulting from internal or external solicitations aimed at obtaining improper advantages.

The Company undertakes to put in place appropriate measures to prevent and avoid those involved in the Company's activities from being, or even appearing to be, in conflict of interest.

A conflict of interest situation is deemed to exist both in the event that an employee/collaborator (or an individual in any way connected to them), by their conduct, pursues interests other than the Company mission or personally takes advantage of business opportunities of the Company, and in the event that representatives of stakeholders (in groups, associations, public or private institutions) act contrary to the fiduciary duties associated with their position.

The Recipients must refrain from participating in any activity that may generate, or give the appearance of, a conflict of interest, acting in compliance with the principles of legality, loyalty, fairness and transparency.

In particular, there is a duty to abstain from entering into external professional relationships with persons who are in direct or indirect competition with the Company, or with respect to whom there is in any case an obligation of neutrality and impartiality. In such cases, the direct superior must be promptly informed and, in the absence of indications, the person in question must abstain from conduct or decisions subject to conflict of interest.

In the performance of their activities, the Recipients are bound not to accept donations, favours or benefits of any kind and, in general, not to accept any consideration for the purpose of granting advantages to third parties in an improper manner. In turn, the Recipients must not make donations of money or goods to third parties or otherwise offer unlawful favours of any kind in connection with the activity they perform for the benefit of the Company. The intrinsic conviction of acting in the interest of the Company does not exonerate the Recipients from the obligation to observe the rules and principles of this Code.

2.3 Non-discrimination

In its relations with Stakeholders, and in particular in the selection and management of staff, in the work organisation, in the choice, selection and management of suppliers, as well as in its relations with Organisations and Institutions, GIVI avoids and repudiates any discrimination based on age, sex, race, sexual orientation, state of health, political and trade union opinions, religion, culture and nationality. At the same time, it encourages integration, intercultural dialogue, and the protection of the rights of minorities and weak subjects.

2.4 Loyalty and confidentiality

The centrality of human resources to the business is fundamental and the professional contribution of the people working in it is considered an essential factor of success and development. The

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management of human resources is marked by respect for the personality and professionalism of each individual, within a framework of loyalty, trust and rejection of all forms of discrimination and exploitation.

GIVI is committed to ensuring the protection and confidentiality of the personal data of Recipients and external stakeholders in compliance with all applicable data protection regulations. The Recipients of this code of ethics are bound not to use confidential information, learnt in the course of their working activity, for purposes unconnected with the performance of that activity, and in any case to always act in compliance with the confidentiality obligations assumed by GIVI. In particular, the Recipients are bound by the strictest confidentiality on documents disclosing know-how, transport information, business information and corporate transactions.

3 Relations with individuals, employees and collaborators

3.1 Respect for individuals

The management of interpersonal relations is aimed at protecting the psychophysical and moral integrity of its employees and collaborators, guaranteeing the right to working conditions that respect the dignity and freedom of each individual, the social security, contributory and insurance treatment provided for by the regulations and employment contracts in force, as well as a working environment that values diversity in compliance with the principles of equality and non-discrimination.

GIVI promotes the participation of workers in the life of the Company, providing participatory tools capable of gathering the opinion and suggestions of workers, guaranteeing their widest participation. No worker may be obliged to perform tasks, services or favours that are not due in accordance with their contract of employment and role within the Company, even if they are fully available to the Company.

The Company is committed to combating episodes of mobbing, stalking, psychological violence and any behaviour that is discriminatory or damaging to the dignity of the individual inside and outside Company premises. Relations between employees must be conducted with loyalty, fairness and mutual respect, in compliance with the values of civil coexistence and individual freedom.

3.2 Staff Selection

Staff assessment and selection is carried out according to fairness and transparency, respecting equal opportunities in order to match the Company's needs with the candidates' professional profiles, ambitions and expectations.

The Company undertakes to adopt all useful measures to avoid any form of favouritism in the staff recruitment process using objective and meritocratic criteria, respecting the dignity of the candidates and in the interest of the Company's good performance.

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The staff recruited, also through the implementation of this Code, receive clear and correct information about their roles, responsibilities, rights and duties.

4 Safety, health and working environment

4.1 Protection of health, safety and environment

Safety in the workplace is ensured both by strictly implementing the provisions of the law in force and by actively promoting a safety culture through specific training programmes. Staff training is a central element of the management system adopted. GIVI protects the health of its workers and also guarantees compliance with hygiene and health prevention regulations.

In compliance with current legislation, the Company is committed on a daily basis:

- To ensure an adequate working environment from the point of view of staff health and safety;
- To the protection of the environment, to the prevention of all forms of impact in line with applicable local and national laws.

The Company's activities must be conducted in accordance with international agreements and standards, laws, regulations, administrative practices and national policies concerning the protection of workers' health and safety, the environment and public safety.

The employer assesses the dangers and provides adequate resources for risk prevention and protection and for constant updating and training at the various levels of responsibility.

Recipients, within the scope of their duties, actively participate in the process of risk prevention, environmental and public safety protection, and health and safety protection for themselves, their colleagues and third parties, each contributing for their part to sustainable development, striving to minimise the direct and indirect environmental impacts of their activities.

Recipients, to the extent of their competence, must implement the procedures prepared by the integrated environmental and safety management system in line with ISO 14001 and ISO 45001.

4.2 Infrastructure

Each Recipient is responsible for the protection and preservation of the tangible and intangible assets and resources entrusted to them. Any use of these assets and resources contrary to the interests of the Company is prohibited.

No employee or collaborator may make, or allow others to make, improper use of assigned property and machinery and/or Company resources.

All equipment as well as any other aid, including computer aids, provided by the Company for the performance of the tasks entrusted are to be considered working tools and therefore:

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- They must be stored properly;
- They may only be used for professional purposes in relation to the tasks assigned and, in any case, in such a way that they do not cause any harm whatsoever, nor for unlawful purposes or in any case purposes unrelated to the Company's business;

the storage of files or documents belonging to the Company or otherwise having unlawful, insulting or discriminatory content or nature, or in breach of copyright law, is not permitted.

5 Information management and privacy protection

5.1 Protection of information

GIVI formally recalls that all employees and collaborators are obliged to strictly observe the obligation of loyalty in accordance with the general provisions of Article 2105 of the Italian Civil Code which, *inter alia*, expressly prohibits employees from "divulging information relating to the organisation" and "relating to the Company's production methods", or making use of such material in such a way as to "cause the Company harm".

Each employee and collaborator must therefore refrain not only from conduct expressly prohibited by Art. 2105 of the Civil Code but also from all those forms of conduct that, due to their nature and consequences, may create situations of conflict or prejudice for the purposes and interests of the Company itself or are capable, in any case, of undermining the fiduciary basis of the employment relationship, to use their contents, for their own benefit or for the benefit of third parties, to disclose confidential data and information of the Company, not only technical, acquired in the course of the employment relationship, since such conduct may also entail criminal liability, constituting the offences sanctioned by art. 624 of the Penal Code on the subject of "Theft" from Article 623 of the Penal Code on the subject of "Disclosure of scientific or industrial secrets".

It should be remembered that anyone who is or becomes aware of equivocal behaviour and/or behaviour that is potentially damaging to the Company on the part of collaborators, former collaborators, suppliers, competitors or third parties in general (for example: requests for specifications or technical drawings, the names of customers or suppliers, etc.) is obliged to promptly inform the Human Resources Department, both to avoid any damage to the Company and to avoid being recklessly involved in acts of aiding and abetting those who seek to damage GIVI in violation of the rights of the Companies themselves.

GIVI expressly reserves the right to take any initiative and action to protect its rights and positions in the event that any conduct on the part of its employees and collaborators is found to be in breach of the aforementioned obligations of loyalty, fairness and confidentiality, since such conduct may, *inter alia*, constitute just cause or justified grounds for dismissal of the employees responsible, and in any case justify the imposition of disciplinary sanctions.

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5.2 Compliance with Privacy Provisions

It is mandatory to comply with the provisions on Privacy and minimum security measures, as set out in the letter of appointment as Data Processor.

The technological tools considered in these Regulations all constitute instruments used by employees to perform their work, also pursuant to and for the purposes of Article 4, paragraph 2, of Law no. 300/1970. Consequently, the information collected on the basis of what is indicated in the Regulation, including chapter 2 above, may be used for all purposes connected with the employment relationship, staff members having been informed of the methods of use of the tools themselves, of the interventions that may be made in the Company computer system or in the individual tool and of the consequent control systems that may be carried out (in accordance with point 18 above), without prejudice to compliance with the legislation on the protection of personal data (GDPR 679/2016).

Finally, no hardware devices or software tools are installed or configured on the computer systems used by users for the purpose of their use as instruments for remote control of employee activity. However, where adoption of such devices is required for other purposes, e.g. organisational and production requirements, work safety and/or protection of Company assets, GIVI S.P.A. shall take steps in compliance with the provisions of art. 4, paragraph 1, of Law no. 300/1970, and shall also inform users accordingly.

6 Conduct and relations with internal and external stakeholders

6.1 Relations with employees and trade associations

The staff of the Company is required to be fully aware of the Code of Ethics and the principles contained therein, as well as to update themselves with regard to any subsequent adaptation thereof.

No form of discrimination or favouritism is allowed on the basis of membership of trade unions, associations and political parties or religious beliefs.

Staff, in the performance of their work, must comply with current legislation, the applicable National Collective Agreement and the principles referred to in their Code of Ethics. Staff must also report any violations of which they become aware in the course of their work. Staff have the right and the duty to consult with their managers for any clarification concerning the interpretation and correct application of the rules and principles contained in the Code of Ethics.

Each individual has the right to choose the trade union organisation, association or political party to which they may belong, on the basis of their own needs, beliefs, ideologies, in compliance with applicable laws and Company procedures.

6.2 Relations with external stakeholders

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Employees who do business with third parties must conduct the relationship in a fair and proper manner. These principles apply to customers, suppliers, consultants and individuals performing any activity directly or on behalf of the Company.

6.3 Customer Relations

Customers are a fundamental asset for GIVI, which pursues its mission by offering high quality products and services. The style of conduct towards customers is characterised by integrity, objectivity, competence and respect, with a view to a highly professional relationship. In relations with customers, no misleading conduct shall be engaged in that could mislead the customer as to the technical-economic assessment of the products sold and services offered and/or supplied.

6.4 Relations with Suppliers

The choice and selection of Suppliers is based on the assumption that they share the principles and values contained in the Code of Ethics, which Suppliers undertake to observe, to the extent it is applicable to them.

The primary objective is to promote the building of lasting relationships for the progressive improvement of performance, in the protection and implementation of these principles and values, as well as to grant equal opportunities to each stakeholder and ensure compliance with the principles of transparency and fairness, allowing maximum participation and competition among stakeholders. In the event that the supplier, in the performance of their activities, adopts conduct that is not in line with the general principles of the code, the Company shall be entitled to take appropriate measures including termination of the business relationship. In the selection of suppliers, no pressure to favour one supplier over another is permitted. It is not permitted to give or receive in any form, directly or indirectly, offers of money or gifts for the purpose of obtaining personal advantages of any kind.

6.5 Relations with the public administration

Relations with the public administration are to be managed with the utmost fairness, transparency and rigour. Behaviour that leads to false or ambiguous interpretations is not tolerated.

All ongoing activities with the Public Administration and Public Institutions must be documented and traceable to facilitate the performance of the supervision and control activities delegated to each Supervisory Board and to the Board of Auditors (where appointed).

When participating in tenders called by the P.A., those acting in the name and on behalf of the Company shall refrain from conduct in any way aimed at influencing the public body and orienting its decisions in favour of the Company.

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In particular, illicit payments and corrupt practices, favouritism, collusive behaviour, direct and/or indirect solicitations, including through promises of personal benefits, adopted against any person belonging to the Public Administration or in any case exercising public functions, are prohibited. The assumption of commitments, by the Company, with the Public Administration and Public Institutions, including the Supervisory Authorities, is reserved exclusively for the corporate functions expressly appointed and authorised to do so, which, in any case, must not be in situations of conflict of interest.

7 Implementation of the Code of Ethics and Sanctions System

In the event of proven violations of the provisions of the Code of Ethics, appropriate sanctions will be adopted in line with the provisions of national collective labour agreements. Each employee shall report any knowledge of violations of the Code to their immediate superior.

Anyone who believes they have been harassed or discriminated against for any reason (age, sex, race, health, nationality, sexual orientation, economic conditions, political opinions and religious beliefs) may report the incident by filling in the specific form and handing it in directly to the administration. The confidentiality of those involved and the anonymity of the person making the report are always guaranteed.

Should direct reference to one's hierarchical superior be deemed inadvisable for justified reasons or expediency, it shall be the employee's responsibility and duty to communicate directly with the Managing Director and/or the Board of Directors. All requests will be answered promptly without any risk to the employee of suffering any form, including indirect, retaliation.

The Company undertakes to promote and maintain an adequate internal control system to ensure compliance with the Code of Ethics and to guard against events or circumstances that could generate violations thereof. Anyone who reports alleged violations of the Code of Ethics not in good faith will be sanctioned under the Code of Ethics.

The responsibility for setting up and overseeing the effective implementation of an internal control system is common to every level of the organisational structure and consequently all Recipients, within the scope of their functions and responsibilities, are committed to defining and actively participating in the correct functioning of the internal control system.

8 Whistleblowing

GIVI has always been committed to promoting a corporate culture inspired by ethics and legality. Reports of violations of law, and in particular the reports identified in Leg. 10 March 2023 No. 24, can help to identify and address in a timely manner critical issues and risks faced by all organisations, including GIVI, by means of appropriate countermeasures and prevention.

By establishing, inviting and consciously using its internal reporting channels, GIVI aims to prevent and oppose unlawful conduct that is contrary to the rules and principles laid down in its

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organisational models, this Code of Ethics, and corporate policies, protecting the confidentiality of the reporting parties and other protected persons, and safeguarding them from the risks of any retaliation, in full compliance with all applicable legal provisions.

GIVI has adopted a web platform managed by an external Company specialising in internal reporting systems for companies. This ensures that reports cannot be traced, the data is always protected and only authorised individuals have access to it.

The tool can be accessed via the dedicated link: <https://whistleblowersoftware.com/secure/GIVI-SPA>.

9 Entry into force

This Code of Ethics comes into force upon its approval by the Board of Directors. Any subsequent changes or additions must be approved by the Board of Directors.

FLERO (Brescia), April 2023

**GIVI S.p.A.
General Management**