



Code of Ethics

Approved by the Board of Directors on 15/04/2023

Summary

Art. 1. NATURE AND PURPOSE OF THE CODE.....	3
Art. 2. RECIPIENTS.....	3
Art. 3. CODE COMPLIANCE SUPERVISOR.....	3
Art. 4. ENTRY INTO FORCE, UPDATES AND PUBLICITY OF THE CODE.....	3
Art. 5. IMPARTIALITY AND CONFLICT OF INTEREST	4
Art. 6. PERSONNEL MANAGEMENT	4
Art. 7. WORK ENVIRONMENT	6
Art. 8. USE OF COMPANY ASSETS	6
Art. 9. ACCOUNTING AND FINANCIAL MANAGEMENT	6
Art. 10. HEALTH AND SAFETY AT WORK.....	7
Art. 11. RELATIONS WITH PUBLIC ADMINISTRATION.....	8
Art. 12. EXTERNAL RELATIONS.....	8
Art. 13. CONTRIBUTIONS, SPONSORSHIPS AND GIFTS	9
Art. 14. CORPORATE OBLIGATIONS.....	9
Art. 15. MANDATORY NATURE AND SANCTIONS	10

Art. 1. NATURE AND PURPOSE OF THE CODE

The Code of Ethics (hereinafter: the “Code”) is an official document of Zetabi Srl (hereinafter also “the Company”), approved by the Board of Directors, which outlines the principles and rules of conduct to which all those operating within and with the Company must adhere.

The purpose of this Code is to declare and disseminate the values and rules of conduct that Zetabi intends to consistently uphold in the exercise of its business activities.

Art. 2. RECIPIENTS

This Code of Ethics is binding and must be observed by all personnel employed by the Company, as well as by any individual who performs activities in the name and/or on behalf of the Company, regardless of where they operate, in Italy or abroad. This includes individuals holding roles of representation, administration or management, members of the Board of Statutory Auditors, audit firms, as well as external collaborators and consultants acting in the interest of the Company.

Art. 3. CODE COMPLIANCE SUPERVISOR

The responsibility for ensuring compliance with the Code lies with a designated officer appointed by the Board of Directors at the time of the Code's approval. This officer shall oversee the effective dissemination and understanding of the Code within the organization and ensure the correct and effective implementation of its principles.

This role may be assigned to the Supervisory Body established under the “Organizational, Management and Control Model” pursuant to Legislative Decree No. 231 of June 8, 2001 (hereinafter the “Model”), should the Company choose to adopt it.

Art. 4. ENTRY INTO FORCE, UPDATES AND PUBLICITY OF THE CODE

This Code was approved and adopted by resolution of the Company's Board of Directors on 15/04/2023, with immediate effect from the same date.

It is made available for consultation on the Company's website, intranet network, and company bulletin board.

Art. 5. IMPARTIALITY AND CONFLICT OF INTEREST

In conducting its activities, the Company operates in accordance with principles of legality, fairness, fair competition, and transparency with respect to all market operators.

Individuals bound by this Code, in the performance of their work and/or contractual duties, must act with impartiality and neutrality, making decisions with rigor and transparency, in full compliance with the law. All Company personnel must avoid situations or activities that could lead to conflicts of interest with Zetabi or interfere with their ability to make impartial decisions.

To this end, personnel must not use their position within the company or the information acquired in the course of their work in such a way that could create, even potentially, a conflict between their personal interests and those of the Company. Furthermore, without prejudice to the applicable contractual regulations, Company personnel must not take on external roles in companies or commercial enterprises whose interests are directly or even potentially in conflict or interfere with those of Zetabi.

Art. 6. PERSONNEL MANAGEMENT

In compliance with the Conventions of the International Labour Organization (ILO), the United Nations Guiding Principles on Business and Human Rights (UNGPs), the OECD Guidelines, current legislation, and national collective labour agreements protecting working conditions, the Company is committed to respecting fundamental human rights by adopting the ethical and social responsibility policy expressed in this Code of Ethics.

Specifically, the Company:

- avoids all forms of discrimination against its personnel and offers all employees equal opportunities, ensuring fair treatment based on merit and compliance with the law, without any discrimination on grounds of gender, race, political opinion, sexual orientation, etc.;
- ensures the selection and hiring of personnel in accordance with the values of equal opportunity and fairness, in line with applicable legal provisions, the Workers' Statute, and collective agreements;

- rejects and combats all forms of slavery and forced labour, guaranteeing workers' freedom of self-determination while respecting legitimate work instructions;
- rejects child labour, in accordance with national and international regulations;
- prohibits any coercion of workers' will, including requiring deposits or payments to access employment, as well as withholding identity documents, residence permits, or personal belongings;
- guarantees workers freedom of choice regarding food, housing, and means of transport to the workplace;
- creates a work environment where individuals' personal characteristics do not lead to discrimination;
- ensures protection of employees' personal data and their right to work free from unlawful influence;
- monitors work relationships to prevent subjugation through violence, threats, deceit, abuse of authority, exploitation of physical or mental vulnerability, or through promises or payments to those in positions of power;
- does not engage in employment relationships with non-EU citizens lacking a valid residence permit and does not support illegal immigration;
- promotes a culture of workplace safety, offering informational and training sessions to staff; it is committed to protecting the health, safety, and moral integrity of employees, collaborators, consultants, and suppliers by encouraging responsible behaviour and implementing the best available safety measures in compliance with current regulations (Legislative Decree 81/08 and subsequent amendments);
- ensures that employee wages, including for overtime, comply with applicable laws and collective agreements and are paid regularly and promptly through accessible methods; deductions are only made as allowed by law or contracts;
- guarantees confidentiality and proper handling of employee personal data in compliance with GDPR and Italian law;
- promotes environmental respect and protection of natural resources;
- supports worker training and education on ethical-social responsibility policies, this Code of Ethics, and employment contracts, also in their native language if foreign;
- ensures that full compliance with this Code of Ethics by employees is never a reason for discrimination, disciplinary action, dismissal, or any form of threat or intimidation

Art. 7. WORK ENVIRONMENT

The Company promotes and supports:

- freedom of association and workers' right to collective bargaining, without discrimination based on trade union membership or union activity;
- dialogue with trade unions, committing not to obstruct or interfere with their activities and ensuring appropriate time and space for them;
- the role and duties of workers' representatives, who have the right to perform their functions without intimidation or discrimination.

The Company considers the following behaviours to be reprehensible and unacceptable, and therefore rejects them:

- working under the influence of alcohol, drugs, or substances with similar effects;
- using or distributing drugs in any form during work;
- possessing pornographic or child pornography material on any premises related to the Company;
- engaging in bullying, physical or psychological violence, harassment, sexual violence, gender-based discrimination or violence, threats, insults, or any other act that causes the victim distress, psychological discomfort, or undermines their dignity or self-determination in any way.

Art. 8. USE OF COMPANY ASSETS

Company-owned documents, work tools, equipment, and all other tangible and intangible assets (including intellectual property and trademarks) must be used exclusively for institutional purposes, as defined by the Company. They may not be used for personal purposes, transferred, or made available to third parties. They must be used and handled with the same care as one's own property.

Company assets also include business strategies and plans, client lists, employee data, marketing and sales programs, organizational charts, product pricing policies, financial and accounting data, and all other information related to the Company's activities, clients, and employees.

Art. 9. ACCOUNTING AND FINANCIAL MANAGEMENT

Persons bound by this Code, and involved in accounting, financial transactions, or financial statement preparation, must comply with applicable laws (including anti-money laundering regulations) and regulations regarding the accuracy and clarity of data and assessments.

The Company prohibits employees from substituting or transferring money, goods, or other benefits from illegal activities, or performing operations to hide their origin.

Accordingly, neither the Company nor its employees may engage in activities that involve accepting or processing proceeds from criminal activities in any form.

The Company requires its personnel to verify in advance the available information (including financial data) about business partners and suppliers to ensure their reliability and the legality of their activities before entering into business relationships.

Art. 10. HEALTH AND SAFETY AT WORK

The Company shows particular concern for occupational health and safety, with the aim of preventing risks associated with business activities.

It requires its staff to comply with all legal obligations, in particular:

- providing adequate and regular safety and health training and information, including emergency drills, ensuring it is extended to new or reassigned workers;
- ensuring that all employees work in a safe environment and have access to appropriate protective equipment;
- using and maintaining appropriate safety devices;
- regularly checking the adequacy of offices and all company premises, especially in relation to specific risks and vulnerable workers, ensuring compliance with legal safety and health requirements;
- guaranteeing access to clean and functional restrooms, drinking water, and break areas for all personnel and visitors;
- requiring third-party contractors to ensure health and safety for their employees and others involved in the services provided.

The Company requires maximum cooperation and transparency from all parties during inspections or audits by internal or external control bodies.

Company staff must not expose colleagues to risks that could compromise their health or physical safety. All those who work for the Company are responsible for the proper management and compliance with workplace health and safety procedures.

Art. 11. RELATIONS WITH PUBLIC ADMINISTRATION

In all dealings with public administrations, authorities, and institutions, the Company is committed to full and scrupulous compliance with applicable laws and regulatory provisions.

Employees are strictly prohibited from offering, promising, or giving money or other benefits, or exerting unlawful pressure on public officials, civil servants, executives, officers, or employees of public administration entities—or their relatives or cohabitants—in order to influence them to perform any act, whether in line with or in violation of their official duties.

Art. 12. EXTERNAL RELATIONS

In its relationships with clients, the primary goal of the Company is to enhance satisfaction and appreciation for its services/products by responding to customer needs—including potential clients—and providing them with truthful, accurate, complete, and correct information.

These relationships are therefore managed according to principles of maximum collaboration, availability, professionalism, and transparency, while respecting confidentiality and the protection of personal data, in order to build a solid, long-lasting relationship based on mutual trust.

When selecting suppliers, the Company bases its choices on a careful technical and economic evaluation, considering the following parameters: product analysis; offer quality; ability to ensure health and safety at work; cost-effectiveness; technical and professional competence; reliability and trustworthiness.

In the case of ongoing supply relationships, the Company maintains interactions based on principles of good faith and transparency, and on the values of legality, fairness, impartiality, loyalty, and equal opportunity.

In dealings with external consultants, collaborators, partners, and agents, the Company follows the same principles and selection criteria mentioned above.

If the Company needs to use the professional services of public administration employees acting as consultants, applicable legal and regulatory provisions must be followed.

The Company ensures and guarantees the confidentiality and proper handling of stakeholders' personal data, in compliance with GDPR and applicable Italian legislation.

The Company is committed to promoting and disseminating this Code of Ethics to all its stakeholders, and

specifically requires employees, suppliers, and external collaborators to adhere to the principles contained herein.

Art. 13. CONTRIBUTIONS, SPONSORSHIPS AND GIFTS

The Company undertakes to sponsor only events with cultural, sports, or charitable value, also with the aim of supporting local initiatives. All sponsorships and contributions are subject to full traceability.

The Company commits to making donations exclusively to associations, foundations, public and non-profit entities that are properly established and in compliance with accounting, civil, and tax regulations, and according to the highest standards of integrity and transparency.

All donations are fully traceable.

Art. 14. CORPORATE OBLIGATIONS

In preparing financial statements and any other corporate communications required by law, the Company complies with and expects its employees to:

- follow the applicable civil code regulations and accounting principles;
- present a true and fair view of the Company's assets and financial situation.

Furthermore, the Company prohibits:

- returning contributions made by shareholders or releasing them from the obligation to make contributions—except in cases of legitimate capital reduction—even through simulated conduct;
- distributing profits or advances on profits that have not actually been earned or that are allocated to legal reserves, or distributing unavailable reserves;
- artificially creating or increasing the Company's capital through the issuance of shares at below par value, reciprocal subscription of shares, significant overvaluation of asset contributions or receivables, or the Company's assets in case of transformation;
- executing capital reductions, mergers, or demergers in violation of legal provisions protecting creditors;
- using simulated or fraudulent actions to create fictitious majorities at shareholder meetings.

DOCZB03

Rev. 0 del 15/04/2023

Art. 15. MANDATORY NATURE AND SANCTIONS

Recipients are required to observe and respect the principles of this Code and comply with its rules of conduct.

Knowledge of and adherence to the provisions of the Code is an essential requirement for establishing and maintaining cooperative and correct relationships with third parties, to whom the Company is committed to providing all related information.

Violation of the provisions of this Code by suppliers, external collaborators, partners, agents, and consultants is considered a serious breach and may constitute grounds for termination of the contractual relationship.

Agugliano (AN), 15.04.2023

Board of Directors



VIA MOLINO, 1 - 60020 **AGUGLIANO** (AN) - USCITA AUTOSTRADA A/14 (ANCONA NORD PER CHIARAVALLE) - TEL. 071 907185 - FAX 071 9090251
R.E.A. n. 58477 - C.C.I.A.A. Exp. M. 031106 - Reg. Imprese n. 4442 Trib. AN - Cod. Fiscale e Part. IVA n. 00141170423 - Cap. Soc. € 150.000,00 i.v.

