



# Code of Conduct

## *Group*

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## I INTRODUCTION

This Code of Conduct (hereinafter referred to as the "Code") establishes the ethical principles and rules of conduct followed by all individuals acting on behalf of **Nespoli Group S.p.A.** and its controlled or related companies (hereafter the "Group") in accordance with Article 2359 of the Italian Civil Code.

As it conducts its operations, the Group adheres to the principles of loyalty, integrity, responsibility, freedom, respect for human dignity, and diversity, and explicitly denounces any discrimination based on gender, race, language, personal status, or religious or political beliefs.

Belonging to the **Group** involves adhering to and enacting the Code of Conduct's principles and behaviours in daily life.

## II THE MISSION AND VALUES OF THE GROUP

*'At Nespoli, we design, produce, and distribute top-quality products daily, delivering exceptional service to our clients and supplying most DIY chains across Europe. Nespoli is a reliable partner in creating brushes that are designed in Italy and manufactured in our own facilities, supported by open communication with clients, high-quality service, product modularity, and a commitment to innovation and environmental sustainability, respecting the principles of corporate social responsibility business.'*

The Group's efforts are based on shared values and recognise people as the key factor in the Group's success.

*The Values are the foundation of the Group. They inspire us and guarantee our commitments. We are dedicated to maintaining them permanently, striving to balance the need to deliver excellent products with our Customers' expectations.*

The strict adherence to the ethical principles, values, and rules of conduct outlined in the Code is crucial to the Group's development. Therefore, each individual's involvement is encouraged to uphold the Group's prestige.

## III RECIPIENTS, VALIDITY, AND APPLICATION OF THE CODE

The Code of Conduct contains principles and rules aimed at the corporate leadership, employees, collaborators, and everyone acting on behalf of the **Group** (hereafter the '*Recipients Company*').

Furthermore, the Group requires all Third Parties engaged in business relationships with it (considered Third Parties are all entities '*external*' to the Company, having business relationships with it, for example: consultants, suppliers, customers, and partners, hereinafter '*Third Parties*') to adopt conduct consistent with the principles and provisions of this Code.

The Code of Conduct applies in all countries where the Group operates, regardless of the cultural, social, and economic differences across various environments.

## IV ETHICAL PRINCIPLES AND VALUES

### IV.1 COMPLIANCE WITH LAWS AND REGULATIONS

*We believe that adhering to the legal frameworks in the countries where our Group operates is one of the fundamental principles guiding all our activities.*

On this matter, every Recipient commits to:

- Adhere to legal standards and relevant regulations when performing their assigned tasks.
- Familiarise yourself with the employment legislation of the country (or countries) where it operates.
- Understand and adhere to the Code and the Group's internal procedures.

### IV.2 INTEGRITY, LOYALTY, AND PROFESSIONALISM

*Respect for the principles of integrity, loyalty and professionalism is imperative for the Group.*

In this regard, it is requested that all Recipients contribute to safeguarding such values through their conduct. Specifically, every Recipient commits to:

- Uphold behaviour guided by moral integrity and transparency, along with values of honesty and good faith.
- Respect and protect the personal dignity, privacy, and personality rights of every individual.
- Perform one's role with the professionalism required by the nature of the tasks and roles undertaken, exerting maximum effort to achieve the

targets set and accepting responsibilities appropriate to the duties fulfilled.

### IV.3 WORTH OF THE PERSON AND HUMAN RESOURCES

*Attention to individuals fosters a positive workplace where everyone can develop and enhance their abilities and expertise.*

The **Group** builds relationships with its employees and collaborators based on principles such as loyalty and trust, fostering a positive work environment. This environment is inspired by the protection of freedom, dignity, and the inviolability of the individual, as well as fairness in interpersonal relations.

The selection and employment process should be grounded on transparent criteria for assessing competence, professionalism, capability, and individual potential.

The Group criticises the employment and subsequent utilisation of workers from countries outside the EU with invalid residence permits.

Every psychological, physical, and sexual harassment is forbidden.

The use of child labour and forced labour is forbidden.

In carrying out their functions, each Recipient should:

- Uphold a behaviour guided by moral integrity and transparency, along with the principles of honesty and good faith.
- Respect and protect the personal dignity, privacy, and personality rights of every individual.

#### IV.4 NON-DISCRIMINATION, DIVERSITY, AND EQUAL OPPORTUNITY

*It is believed that diversity enhances the value of individuals and the Group.*

The **Group** opposes any discrimination based on race, culture, religion, gender, political beliefs, union membership, or sexual orientation, and prohibits Recipients from engaging in or taking discriminatory actions.

#### IV.5 BUSINESS ETHICS

During the performance of work activities, the Group demands that Recipients:

- Carry themselves with diligence, moral integrity, and correctness, making optimal use of the tools available to them.
- Consistently demonstrate behaviour that follows the principles of loyalty and good faith towards the Group, superiors, colleagues, and collaborators, guiding one's actions through mutual cooperation.
- Administer, process, and convey information in a complete, precise, and honest way
- Protect the confidentiality of news and information obtained during the performance of duties and prohibit the use or dissemination of such information for personal gain or that of third parties.
- Guarantee that every business activity is carried out in the interest of the Group rather than for personal or external interests.

*To prevent situations where parties involved in a transaction are, or might appear to be, in conflict with the Group's interests, we prohibit corruption, undue favours, collusion, and solicitations, directly or through third parties, to Public Administrations and private individuals, seeking*

*personal or career advantages for oneself or others, along with any related misconduct.*

#### IV.6 WORKPLACE ENVIRONMENT AND WORKER HEALTH SAFETY

*We acknowledge that the work environment and workers' health and safety are fundamental assets that must be safeguarded.*

Regarding this, the **Group** complies with current workplace health and safety legislation and is committed to fostering and enhancing a safety culture at all levels.

The Companies within the **Group** are committed to promoting and reinforcing a safety culture by increasing risk awareness, encouraging responsible behaviour from all Recipients, and providing ongoing safety education and awareness initiatives.

Every Recipient must exercise the utmost care in their work by strictly following all prescribed safety and prevention protocols, thereby reducing all potential risks for themselves and their colleagues.

Every recipient's duty to their colleagues and co-workers requires the utmost care in preventing injury risks and correctly applying company procedures.

Every recipient must follow the instructions and directives given by the individuals to whom each **Group** company has delegated the responsibility for safety obligations.

#### IV.7 ENVIRONMENTAL PROTECTION

*The environment is a crucial asset that the Group is committed to protecting, and it implements preventive measures to eliminate – or at least minimise – its environmental impact.*

For this purpose, the Group guides its decisions to ensure that economic activities align with environmental needs, requiring all recipients to respect the environment fully and to use energy and natural resources responsibly and adequately as part of their social responsibility to the community.

The Companies of the **Group** commit, in accordance with contractual provisions, to:

- Use processes, technologies, and materials that help reduce natural resource consumption and minimise environmental impact.
- Limit waste production
- Motivate and inform all staff about environmental issues.

Every Recipient is expected to fully respect the environment and follow the guidelines issued by the **Group**.

#### IV.8 PERSONAL DATA PROTECTION

*Special emphasis is placed on the handling of personal data for both individuals working in the **Group** and those associated with it.*

The **Group** has put in place a privacy management system to ensure data compliance and requires all Recipients to follow it strictly.

#### IV.9 ACTIVITY TRACEABILITY

*In the administration of activity documentation, we adhere to the principle of traceability.*

Each operation and transaction should be accurately recorded, authorised, verifiable, lawful, and suitable. Consequently, every Recipient should maintain proper documentation of activities performed in compliance with internal procedures to support auditing activities.

#### IV.10 CONFIDENTIALITY

*Individuals acting on behalf of the Group recognise that any information they hold regarding their work and collaboration is the property of the Group; therefore, they assure that it is handled with the highest confidentiality.*

The **Group** guarantees, in accordance with legal requirements, the confidentiality of the information it holds, whether its own or that of clients, and requires all Recipients to use this information solely for professional activities.

Consequently, any information or news concerning the **Group** and its operations, including details of entities with which it has business relations, should be treated as confidential and not disclosed without proper authorisation.

For example, any understanding of a project, design, ornamental model, proposal, initiative, negotiation, agreement, occurrence, or action—whether future or uncertain—that relates to the **Group's** activities and is not in the public domain is regarded as confidential.

#### IV.11 INDUSTRIAL PROPERTY PROTECTION

The **Group** strictly prohibits Recipients from using in any form or manner, for any purpose—including personal use—works of intellect and/or materials protected by copyright and related rights, as well as all rights of intellectual property and industrial property (such as trademarks, designs and models, patents for invention and utility models, trade secrets), including image rights and the right to a name. Such use is permitted only with the consent of the rights holders or those who have a legitimate right to the material. Recipients are required to make reasonable efforts to obtain the necessary permission before utilising any works or materials protected, confidential, or owned by third parties or the Group Entities.

#### IV.12 USE OF SOCIAL NETWORKS AND WEBSITES

Websites must be used in strict compliance with the principles set out in this Code and the Group's procedures.

In particular, the posting of content on the Gruppo websites is permitted only to duly authorised personnel.

Given the significant impact and reputational consequences that information, assertions, opinions, and judgments shared within these fields may carry (even through mechanisms like the so-called "sharing" or "share"), the **Group** urges Recipients to exercise maximum caution when evaluating the content and materials to be disseminated. Such content should not: (i) violate applicable laws or regulations, including those related to personal data protection and copyright; (ii) create any misunderstanding regarding the strictly personal nature of statements, information, opinions, and/or assessments, which must not be interpreted as positions taken by, or

attributable to, the Company; (iii) infringe upon the freedom, integrity, or dignity of individuals; (iv) harm, even indirectly, the image, reputation, or credibility of the Company.

#### IV.13 TRANSPARENCY OF THE ACCOUNTING DISCLOSURE

*Accounting transparency relies on the veracity, accuracy, thoroughness, and reliability of the documentation of managerial activities and the related accounting recordings.*

The activities and operations carried out by the Recipients within their work duties must be documented in accordance with applicable legal standards, using thorough, complete, and reliable records, and as required by relevant regulations and accounting standards, must be accurately and promptly reflected in the accounting records.

The documentation must be sufficient to facilitate, during audits, the identification of the operation's characteristics and motivations, as well as the subjects who have respectively authorised, executed, and/or noted the transaction.

Furthermore, to ensure adherence to the Code's rules, permission to carry out a specific operation must be granted to someone other than the individual who performs, supervises, and documents the operation.

The **Group** is dedicated to conducting all economic activities with integrity and transparency, thereby avoiding suspicious dealings. This goal is achieved by requiring Recipients to proactively verify information about business partners to assess their respectability and the legitimacy of their activities.

To prevent making or receiving inappropriate payments and similar actions, Recipients in all negotiations should adhere to these principles concerning documentation and retention records:

- All financial transactions and other transfers of funds made by or on behalf of the **Group** must be thoroughly and accurately recorded in the accounting books and statutory records.
- All payments must be made directly to the legitimate recipients and for tasks that are contractually established and/or resolved by the Group's Companies.
- No false, incomplete, or misleading records should be created, nor should any off-the-books or unrecorded funds be established, and funds must not be deposited into personal accounts or accounts not belonging to the Group companies.
- Any unauthorised use of the Group's funds or resources is prohibited.

#### IV.14 CONFLICT OF INTERESTS

*To operate in the name and on behalf of the **Group** is to pursue the Group's overall objectives and interests during the collaboration.*

Recipients must immediately notify their supervisors or points of contact, considering the circumstances, of any situations or activities where they could have a conflict of interest with the Group (or where close family members hold such interests), as well as any other situation where there are significant reasons for prompt action. The Recipients will follow the decisions made by the Group regarding these matters.

#### IV.15 ANTI-MONEY LAUNDERING

*We adhere to all domestic and international anti-money laundering norms and require Recipients to abstain from any activity that might facilitate the transfer, exchange, or utilisation of illegal proceeds, or otherwise obstruct the identification of funds, assets, or other benefits derived from criminal sources.*

#### IV.16 ANTI-CORRUPTION AND ANTITRUST

*We consider corruption a barrier to efficiency and competition, and we condemn any behaviour that violates these values.*

Thus, complying with this Code of Conduct and relevant regulations is a core principle of the Group's operations. For this reason, all individuals acting on behalf of the Group must behave with transparency, honesty, integrity, fairness, and loyalty. The Group highly values competition and commits to complying with antitrust and competition laws.

In dealings with customers, partners, collaborators, consultants, suppliers, Public Administration institutions, public officials, and, in general, with Third Parties, the Addressees shall not promise, accept, or offer gifts, gratuities, benefits (both direct and indirect), acts of courtesy, or hospitality that exceed everyday commercial practices, local customs, and ordinary courtesy, or that are intended to secure favourable treatment or other undue advantages concerning the company's operations related to the Group.

Whenever gifts, tokens, benefits, or acts of courtesy or hospitality are offered or promised to the Recipients, the Recipients must promptly inform the relevant corporate authorities, who will determine the admissibility of the items provided or pledged.

## V RELATIONS WITH THIRD PARTIES

### V.1 CUSTOMER RELATIONSHIPS

The Group pledges to uphold high product quality standards to ensure the utmost customer satisfaction.

The Group's products comply with current regulations in the areas of quality, safety, industrial and intellectual property rights, and environmental standards issues.

Recipients must provide customers with clear, accurate, and precise product information to help customers make informed decisions.

### V.2 RELATIONS WITH CORPORATE BODIES

The **Group** establishes its relationship with the governance bodies through collaboration and transparency, ensuring they can fulfil their roles.

Hence, all involved Recipients must provide clear, precise, and accurate details regarding the Group's industrial, economic, and financial management.

### V.3 RELATIONSHIPS WITH COLLABORATORS, CONSULTANTS, BUSINESS PARTNERS, AND SUPPLIERS

The **Group** engages with collaborators, consultants, partners, and vendors strictly in accordance with criteria for quality, competitiveness, professionalism, and adherence to rules.

In fostering relationships with the same:

- Build relationships only with entities that have a strong reputation and operate in accordance with legal and regulatory standards. Initially, the Recipients are responsible for verifying the available information about the subjects themselves
- Search for individuals who recognise and respect the general principles and provisions of the Code of Conduct.

Specifically, when selecting consultants, collaborators, and suppliers to acquire goods or services, the Group ensures that these activities are based solely on objective standards of quality, affordability, price, capability, and efficiency to build trusting relationships with these entities.

The **Group** also avoids engaging suppliers lacking the appropriate credentials and, where they operate in countries at risk of child labour exploitation, conducts thorough investigations.

### V.4 INTERACTIONS WITH INSTITUTIONS AND PUBLIC OFFICERS

The **Group's** relations with national, EU, and international public institutions, as well as with public officials or individuals entrusted with public functions or services—including bodies, representatives, agents, officers, members, employees, consultants, and any person performing public functions or services for public institutions, public administrations, public entities (including economic entities), or publicly owned bodies or companies, at local, national, or international level (hereinafter "Public Officials")—must be conducted by each Recipient with the utmost transparency and integrity. Recipients must avoid any conduct that could create the impression of improperly influencing the decisions of the counterparty or seeking preferential treatment.

Interactions with Public Officials are confined to designated and officially sanctioned functions, must adhere to the most stringent compliance with legal and regulatory requirements, and must not, in any manner, jeopardise the integrity and reputation of the **Group**.

In this regard, the Recipients agree not to offer or pledge, either directly or through intermediaries, any money or other financial incentives to Public Officials to influence their actions in carrying out their duties.

Furthermore, during any negotiations, dealings with the Public Administration, or when submitting requests to the Public Administration, it is inappropriate to undertake (either directly or indirectly) any actions that could influence the outcomes of negotiations, the commercial relationship, or the acquisition of requested items. For example, offering employment or business opportunities that might personally favour public administration employees to secure preferential treatment, or soliciting or acquiring confidential information that could undermine the fairness of negotiations, the commercial relationship, or the outcome of inquiries, is prohibited.

These regulations cannot be bypassed by employing various types of contributions (such as, by way of illustration, professional appointments, consultancy, advertising, or similar) that serve the same forbidden purposes.

The Companies of the **Group**, when deemed appropriate, may endorse programmes by public bodies aimed at creating community benefits and utilities, as well as support the efforts of foundations and associations, always in compliance with the prevailing regulations and the principles of the Code.

## VI IMPLEMENTING RULES

### VI.1 SANCTION SYSTEM

This Code of Conduct includes principles and behavioural rules deemed fundamental by the Group.

The provisions in this Code of Conduct form an essential part of the contractual obligations of the Recipients or entities engaged in business dealings with the Group. Indeed, every Company within the Group, through its appointed bodies and business functions, enforces sanctions that are consistent, impartial, and uniform, proportionate to the respective breaches of the Code, in accordance with the Disciplinary System outlined in the General Section of the Organisational Model (§3.1).§3.1).

#### VI.1.1 EMPLOYEES AND MANAGERS

Disregard or infringement of the behaviour rules specified in the Code by employees or managers of the Group constitutes a failure to fulfil the duties arising from the employment relationship and triggers disciplinary action.

Sanctions will be enforced as prescribed by law and the applicable collective bargaining agreement and will be proportionate to the gravity and nature of the offence incidents.

The verification of the stated breaches, the management of disciplinary actions, and the application of penalties are handled by the business functions specifically appointed and delegated for this role.

### VI.1.2 THIRD PARTIES

The Code must also be adhered to by Third Parties with contractual ties to the Companies of the Group, through specific contractual clauses. Any actions by these parties that breach the Code's stipulations may also lead to termination of the contractual relationship, while reserving the right for any individual company within the Group to seek compensation if such actions cause damage.

### VI.2 CODE COMMUNICATION

The Companies of the **Group** notify all Recipients regarding the regulations and implementation of the Code, urging adherence.

Specifically, each Company shall:

- Ensure the dissemination of the Code among the Recipients
- Publish the Code on its own website
- Provide interpretation and clarification of its provisions
- Verify effective compliance with the Code
- Update regulations according to the needs that emerge periodically.

As necessary, the Code will be disclosed to Third Parties engaged by the **Group** or in enduring relationships with it, by distributing a copy thereof.

### VI.3 REPORTS OF VIOLATIONS

To ensure the effectiveness of the Code, the companies of the **Group** have adopted the *Whistleblowing Procedure* referenced herein, which includes general principles aimed particularly at protecting whistleblowers (as defined

in the *Whistleblowing Procedure*), operational procedures for managing a **Report**, protective measures, and the **Disciplinary System**.

To this end, the Companies have established internal reporting channels for those who become aware of violations or potential violations of the provisions contained in this Code of Conduct.

**Internal notifications** can be submitted as follows:

<ul style="list-style-type: none"> <li>• Postal address:</li> </ul>	Nespoli Group S.p.A. for the attention of the Supervisory Body Via Kennedy, 1/A 20050, 20050, Triuggio (MB), Italia
<ul style="list-style-type: none"> <li>• Computer platform</li> </ul>	<a href="https://nespoli.integrityline.com">https://nespoli.integrityline.com</a>
<ul style="list-style-type: none"> <li>• Orally</li> </ul>	Through a request for a direct meeting setup with the Committee for the Management of Reports, set within a reasonable timeframe upon the explicit request of the Reporter

### VI.4 COMMENCEMENT AND ALIGNMENT WITH BUSINESS PROCEDURES

The Code is to be implemented forthwith by the Group, pursuant to a decree issued by **Nespoli Group S.p.A.**

The Code does not override current and forthcoming company procedures, which remain valid so long as they do not conflict with the Code.

27/06/2025