

Ethical code

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PREMESSA

A- OBJECTIVES

In full harmony with the positions expressed and protected by the business system to which it adheres, the company BAULI Retail S.r.l. (hereinafter also: the Company or the Company or the Entity) is aware of contributing with its actions, with a sense of responsibility and moral integrity, the process of development of the Italian economy and the civil growth of the country. The company believes in the value of work and considers the legality, correctness and transparency of action essential prerequisites for achieving its economic, productive and social goals.

B- ADOPTION

This Code of Ethics was adopted by the Company with the **Determination** of the Single Administration of 02/11/ 2022 and confirmed even after the change of the corporate name from PODIO S.r.l. to BAULI Retail S.r.l.

Through the adoption of the Code, the Company has given itself the set of rules:

- ✓ of behaviour in relations with external partners, employees, the market and the environment, to which the Company informs its internal and external activities, demanding respect from all employees, consultants and, insofar as competent, external partners;
- ✓ organization and management of the Company, aimed at implementing an efficient and effective planning system, the execution and control of activities in such a way as to ensure constant compliance with the rules of conduct and prevent their violation by any person working for the Company.

C- DIFFUSIONE

The Code is given wide internal distribution and is available to any interlocutor of the Company.

A copy of the Code is sent to the trade association to which the Company belongs.

Each employee of the Company is obliged to know and comply with the provisions of the Code.

The Company closely monitors compliance with the Code, providing appropriate information, prevention and control tools and intervening, if necessary, with corrective actions.

D- AGGIORNAMENTO

The Code may be amended and supplemented by a resolution of the Board of Directors, also on the basis of suggestions and indications from the Supervisory Body.

PART I

RULES OF CONDUCT

SECTION: EXTERNAL RELATIONS

1.1 COMPETIZIONE

BAULI Retail S.r.l. believes in free and fair competition and informs its actions to obtain competitive results that prevail the ability, experience and efficiency.

The Company and its employees must behave correctly in matters of interest to the Company and in relations with the Public Administration.

Any action aimed at altering the conditions of fair competition is contrary to the company's corporate policy and is forbidden to any person acting on its behalf. In no case may the pursuit of the interest of the Company justify a conduct by the management or employees of the Company that is not in compliance with the laws in force and the rules of this Code.

In any communication with the outside information concerning BAULI Retail S.r.l. its activities must be truthful, clear and verifiable.

1.2 RELAZIONI

1.2.1 WITH EXTERNAL PARTNERS

The Company's relations with any stakeholder, public or private, must be conducted in accordance with the law and in compliance with the principles of fairness, transparency and verifiability. In particular, relations with civil servants must comply with the principles and provisions laid down by D.P.R. n. 62/13 (Code of Conduct for Public Administration Employees). No form of gift that may even appear as exceeding normal commercial or courtesy practices, or otherwise aimed at acquiring preferential treatment in the conduct of any business. Representatives or employees of public administrations are prohibited from seeking and establishing personal relations of favour, influence, interference capable of influencing, directly or indirectly, the outcome of the relationship; Offers of goods or other utility to representatives, officials or employees of public administrations are also prohibited, even for interposed person, unless they are gifts of modest value, in any case not exceeding € 100,00.e in accordance with usage and provided that they cannot be understood as seeking undue favours.

The undertaking shall not make contributions, benefits or other benefits to political parties and workers' trade unions or their representatives except in accordance with the applicable legislation.

1.2.2 WITH CUSTOMERS AND CONTRACTORS

The Company defines its activity according to the criterion of quality, which is essentially understood as the objective of full customer satisfaction.

In particular, the Company is committed to providing customers of its sales centers with high quality services and products free from any non-compliance regarding hygiene and health, having regular controls according to technical and regulatory standards.

In relations with the customer, the Company ensures fairness and clarity in business negotiations and in the assumption of contractual obligations, as well as faithful and diligent compliance with the contract.

When participating in tenders, the Company shall carefully assess the adequacy and enforceability of the services required, with particular regard to technical and economic conditions, safety and environmental aspects, Detecting any anomalies as soon as possible. The formulation of offers will be such as to allow compliance with appropriate quality standards, adequate salary levels for employees and applicable safety and environmental protection measures, appropriate selection of subcontractors and suppliers.

The Company resorts to litigation only when its legitimate claims do not find due satisfaction in the interlocutor.

In conducting any negotiation, situations must always be avoided in which the parties involved in the transactions are or may appear to be in conflict of interest.

1.2.3 CONIFORNITORI

Relations with the suppliers of BAULI Retail S.r.l. including financial and consulting contracts, are governed by the rules of this Code and are subject to constant and careful monitoring by the Company.

The company uses suppliers, contractors or subcontractors that operate in accordance with current legislation and the rules provided for in this Code, defining with particular attention the charges to be recognized for the purposes of safe management of work and supplies.

Having said this, the Company evaluates the suppliers' compliance with the requirements of this Code for the purposes of their confirmation or selection.

In any case, with respect to the relevant offenses considered in the Organizational Model adopted by the Company, namely manslaughter and personal injury, for violation of obligations relating to occupational safety and environmental offences, The suppliers are contractually bound to comply with the contractual provisions introduced as a supplement to the contracts for procurement, subcontracting, works or supplies in order to ensure compliance with the Organisational Model.

1.3 ENVIRONMENT

At the date of adoption of this Code of Ethics, the Company has adopted and applies Good Environmental Practices, deemed suitable in the state for the prevention of environmental offences considered to be at risk of commission as part of the various activities managed and/ or organized by it.

The company's production activities are managed in compliance with current environmental legislation. When promoting, planning or entrusting the design of construction work, the Company carries out or ensures that all necessary investigations are carried out to verify the possible environmental risks resulting from the intervention and prevent damage.

The Company is committed to spreading and consolidating among all its employees and subcontractors a culture of environmental protection and pollution prevention, developing risk awareness and promoting responsible behavior on the part of all employees.

Specifically the company BAULI Retail S.r.l.. has introduced, among the offences relevant to the application of D.Lgs. 231/01 also environmental offenses (pursuant to art. 25-undecies in D.Lgs. 231/2001), for whose prevention it has adopted a specific Organisational and Management Model.

SECTIONS: RELATIONS WITH EMPLOYEES

2.1 LAVORO

The company BAULI Retail S.r.l. recognizes the centrality of human resources, as the main factor of success of each company, in a framework of loyalty and mutual trust between employer and job provider. All the staff è employed by the Company with a regular employment contract. The employment relationship is carried out in compliance with the collective bargaining legislation of the sector and the social security, tax and insurance regulations.

The company promotes the continuous improvement of the professionalism of its employees, also through the development of training initiatives.

Specifically, the company has introduced a Safety and Environment Regulation giving timely information to workers aimed at preventing accidents at work and environmental offences. The violation of these requirements is assessed in the Disciplinary Code.

2.2 HEALTH AND SAFETY POLICY

The Company applies an Occupational Safety Management System adopted in accordance with UNI INAIL 45001:18 Guidelines, which is managed and coordinated by a specific manager (R.S.G.S.L.).

BAULI Retail S.r.l. guarantees the physical and moral integrity of its employees, working conditions respectful of individual dignity and safe and healthy working environments, In full compliance with existing legislation on accident prevention and protection of workers at the workplace, including any temporary and mobile sites.

To this end, the Company:

- work under technical, organisational and economic conditions which ensure adequate accident prevention and a safe and healthy working environment;
- is committed to spreading and consolidating a safety culture among all its employees and subcontractors, developing risk awareness and promoting responsible behaviour on the part of all;
- considers the protection of health and safety as an integral part of its activity and as a strategic commitment to the more general objectives of the company.

In order to implement this approach, the company undertakes:

- ✓ to comply with the regulations for the protection of the safety and health of workers and, in order to facilitate the achievement of this objective, to establish a SGSL by making available the necessary human and instrumental resources;
- ✓ to implement the Organizational Model implemented for the prevention of crimes referred to in art. 589 and 590 penal code;
- ✓ to constantly implement the procedures of the Management System for Safety at Work (SGSL) and ensure that this SGSL involves the entire company organization, from the employer to the individual worker, according to their responsibilities and competences; To this end, workers will be made aware and trained to carry out their tasks safely and to assume their responsibilities in this regard;
- ✓ to plan the activities of the company, especially with regard to any site activity, through the prior definition of general and specific safety plans for each individual site;

- ✓ to consult continuously their workers and, in particular, their representatives (RLS and, where appropriate, RLST);
- ✓ to promote the continuous improvement of safety and prevention, also through forms of incentives for staff in case of achievement of corporate objectives;
- ✓ monitor, through a monitoring system, the implementation of the SGSL and compliance with health and safety laws and regulations by defining appropriate indicators;
- ✓ to regularly review the security policy and the SGSL implemented;
- ✓ to carefully monitor the interdependencies between the production activities carried out by the company and those carried out by other production components present on the construction site, including activating and participating in coordination meetings.

Part II

DETAILED RULES FOR IMPLEMENTATION

3.1 PREVENZIONE

In compliance with current legislation and the planning and management of business activities aimed at efficiency, fairness, transparency and quality, the Company takes appropriate organisational and management measures to prevent unlawful or otherwise contrary to the rules of this Code by any person acting on behalf of the Company.

In particular, BAULI Retail S.r.l. implements an Organization and Management Model aimed at preventing illegal behaviors regarding health and safety at work and proper environmental management of production activities, also through:

- the constant updating of administrators, managers and operators on legal standards;
- the introduction of targeted operating procedures and instructions;
- an appropriate control and discipline system;
- The timely elimination of risk situations.

This being said, due to the structure of its activities and organizational complexity, the Company has formally delegated tasks to persons who, because of their contractual qualifications, are able to assume the related responsibilities. In particular, the company has adopted a system of delegation pursuant to art. 16 of the D.Lgs. 81/08, conferred on persons who, according to their professional competence and the autonomy of powers and financial attributed, are able to assume the related responsibilities.

In relation to the analysis of the risks of committing a crime, BAULI Retail S.r.l. adopts and implements Models of Organization and Management that provide suitable measures to ensure the performance of activities in compliance with both the law and the rules of conduct of this Code, to identify and eliminate risk situations in a timely manner.

Always within the framework of the prevention of illegal behavior or otherwise contrary to the rules contained in this Code, the Organization has recently adopted:

- a Management System for Health and Safety at Work UNI-ISO 45001:2018;
- the Good Environmental Practices, which are currently considered suitable for the prevention of environmental offences considered to be at risk in the context of activities managed and/or organised by the Company.

3.2 CONTROLLI

The Company BAULI Retail S.r.l. adopts specific procedures for checking the compliance of any person acting on behalf of the Company or within its framework with the provisions of current legislation and the rules of conduct of this Code.

3.3 SANZIONI

The Company BAULI Retail S.r.l. has adopted a system of sanctions (disciplinary and contractual), to be applied against its employees and third parties in any capacity entrusted.

Compliance by the employees of the Company with the rules of the Code must be considered an essential part of the contractual obligations pursuant to art. 2104 c.c.

The violation of the rules of the Code by employees may constitute a breach of primary obligations of the employment relationship or disciplinary offence, with all consequences of law and contract.

As regards third parties appointed in any capacity (contracts, subcontracts, works, supplies, etc.), the system of penalties shall be specified in the respective contracts and/or in any Special Conditions attached thereto.

In particular, without prejudice to the specific sanctions provided for by the Internal Disciplinary Code against

Managers, the following sanctions may be imposed on employees:

- ✓ ORAL REMINDER for minor infringements;
- ✓ WRITTEN WARNING, in the case of repeated infringements of minor gravity;
- ✓ FINE in cases of infringements considered to be more serious due to negligence;
- ✓ SUSPENSION FROM REMUNERATION AND SERVICE, in cases of recidivism, more than the third time in the calendar year, in any of the violations that provide for the fine;
- ✓ DISMISSAL WITHOUT NOTICE, in cases of recurrence, more than the third time in the calendar year, in any of the violations that provide for suspension and in the hypothesis of serious violations.

The sanction may only be imposed following the outcome of the disciplinary procedures provided for in art. 7 L. 300/70.

In relation to third parties who collaborate with the company BAULI Retail S.r.l. on the basis of contracts, subcontracting or supply a new system of requirements has been provided that binds these third parties to comply with the requirements set by the Organizational Model for prevention, in the operational areas of the Entity, the crimes considered by the Model itself.

Verona, there 28 May 2025

The Single Administration
Dr. Enrico Bauli