

1. SCOPE AND NATURE

The **Code of Ethics** of the company *VERNAY ITALIA S.R.L* (hereinafter: "VERNAY" or the "company") is a charter of the company's ethical and behavioral rights and duties, that complies fully with the principles of ethical-social and environmental responsibility and respects the interests of all stakeholders, be they shareholders, directors or employees of the aforementioned company, or third parties.

The Code of Ethics is also instrumental to facilitating "supervision" of the conduct of those involved in the company's activities, but it functions as a set of values to be shared that spontaneously reflect the values of each individual at every level of the company.

The Code of Ethics is approved by the Board of Directors of Vernay and is an integral part of the Organization, Management and Control Model adopted by the company pursuant to Legislative Decree 231/2001, of which it constitutes Annex No. 2. The Supervisory Body is responsible for verifying compliance with and implementation of the Code of Ethics; it is appointed by the Board of Directors pursuant to the aforementioned Legislative Decree 231/2001.

2. RECIPIENTS

The rules and provisions of this Code of Ethics apply to shareholders, members of the Board of Directors and to all employees of the company and they also extend, insofar as compatible, to third party recipients who are customers, suppliers, partners, consultants and anyone else who enters into any kind of collaborative dealings with Vernay.

The company shall endeavor to disseminate the rules and principles of conduct set out in this Code of Ethics, and requires the above-mentioned recipients to comply with them. The Code of Ethics is, indeed, the primary instrument to ensure the implementation of ethical standards within the company, and seeks to clarify and define the set of principles that its recipients are required to uphold in their mutual dealings and also in their dealings with the company's stakeholders. Recipients are therefore called upon to respect the values and principles of the Code of Ethics and are obliged by their acts and conduct to safeguard and preserve the company's good image and standing, and also the integrity of its economic and human assets.

3. ETHICAL PRINCIPLES

3.1 Compliance with law.

The company requires its shareholders, directors, employees, non-company collaborators, consultants and representatives, customers and suppliers, and anyone else who has dealings with the company, to comply with law and with applicable Italian and international rules and regulations in force. The company shall not initiate or pursue any dealings or relationship with anyone who does not intend to uphold this principle. All personnel and third-party recipients are therefore called upon to become properly familiar with the rules that apply to the performance of their functions and duties, and also to collaborate in rejecting and reporting any illegal conduct that should occur. If any doubts exist as to how one should proceed, the company shall provide sufficient information as well as an adequate program of training and awareness-raising on issues pertaining to the Code of Ethics.

3.2 Honesty and integrity.

Integrity and transparent conduct is specifically required in all dealings with suppliers, customers and institutions and, in general, with anyone who comes into contact with the company. In dealings with one's colleagues, too, day-to-day conduct should be inspired by the utmost integrity and respect.

3.3 Responsibility.

During working activities, the conduct of personnel and of non-company collaborators must be responsible, and must be consistent with the work commitment undertaken, and personnel and of non-company collaborators shall always be mindful of the consequences of their actions. To this end, any operation or transaction must be properly authorized, recorded, verifiable, lawful, sound and appropriate. All transactions, operations and actions of the company must be properly recorded, and the process by which decisions are made, authorized and implemented must be able to be verified. Each transaction should be backed by supporting documentation that can be checked at any time in order to ascertain the nature of and reasons for the transaction, and that identify the person who authorized, implemented, recorded and verified said transaction.

3.4 Transparency and accountability.

The company defines precise roles and responsibilities for each business activity and process, and requires all recipients to be absolutely transparent in providing customers, institutions, partners and interested third parties with information that is clear and objective.

The same commitment of transparency also applies to consultants, non-company collaborators and suppliers. Another fundamental aspect of this principle is the need to provide proper information on corporate and accounting management to shareholders and to the competent bodies and functions. It is specifically forbidden to take any action to hinder or prevent oversight or control by the relevant functions in charge. The company ensures the confidentiality of any information in its possession which is obtained in the course of its business, and ensures compliance with applicable data protection legislation.

3.5 Respect for the Environment.

Vernay, cognizant of the importance and sensitivity of this issue, manages its activities in line with the principles of environmental protection and sustainable development. It therefore requires all personnel to cooperate to achieve a balance between work and business demands and protection of the environment, understood as a valuable resource to be safeguarded for the benefit of the entire community. Recipients are therefore required to comply with applicable environmental rules and regulations. The company is committed to disseminating a culture of respect for the environment, including the promotion of suitable training for employees on the subject of waste treatment.

3.6 Health and safety protection.

The physical integrity of personnel is a key focus of the company, which defines measures optimally suited to protecting the health and safety of workers, in full compliance with applicable legislation on the prevention of accidents in the workplace and worker protection (and in particular Legislative Decree 81/2008). The company is committed to ensuring a serene and safe working environment.

3.7 Human rights, employment rights and social rights.

Vernay intends to ensure that the conduct of all employees conforms to globally agreed human rights standards and also to applicable employment and social standards, by complying with laws applicable within the context of our business activities.

THE CODE OF ETHICS AND GENDER EQUALITY OF THE COMPANY “VERNAY ITALIA SRL UNIPERSONALE”



The company is committed to the abolition of all forms of child labor and exploitation, to the principles of non-discrimination and freedom of association, and to collective bargaining.

Vernay is committed to hiring, paying and promoting employees based exclusively on their qualifications and performance. It is committed to treating all employees honestly and fairly, respecting the principles of equal opportunity. It recognizes the right to adequate working hours and paid leave, and also to proportionality in disciplinary measures and safety measures.

The company is committed to compliance with all applicable laws that prohibit employment discrimination based on age, race, color, gender, sexual orientation, birth origin, religion or disability. This policy applies to all employment-related decisions, most notably recruitment, hiring, training, job rotation, promotions, payment practices, benefits, disciplinary measures, and termination of employment.

3.8 Gender Equality Standards.

Vernay Italia S.r.l. acknowledges the personal dignity and value of each individual and their differences by an approach to personnel management that ensures everyone has the same opportunities for professional growth and formation. The creation of a culture of gender equality underpins the management's strategies, thus ensuring that performance is based on talent and long-term sustainability.

The Organization considers it necessary to ensure a more balanced and diverse management in the future, which is why the contribution of both genders is equally valued in the organization's internal decision-making processes. For these reasons, *Vernay Italia* is committed to:

- cultivating an inclusive environment by taking actions to influence its internal culture, providing information and training and organizing awareness-raising activities to this end, and by directly engaging managers and personnel on the issues of equal opportunity and women's empowerment, and also diversity management;
- creating a meritocratic culture based on evidence of results achieved, that pays no heed to considerations of gender, nationality or age of human resources;
- creating and maintaining an environment in which each human resource enjoys the serene work environment that he/she needs for his/her professional and personal growth, in a highly inclusive context that is free from any kind of discrimination;

THE CODE OF ETHICS AND GENDER EQUALITY OF THE COMPANY “VERNAY ITALIA SRL UNIPERSONALE”



- demonstrating the commitment to gender equality with awareness-raising actions aimed at stakeholders, suppliers and external collaborators, that emphasize the importance of pursuing one's personal aptitudes and talent, without undue gender-based influence, conditioning or prejudice, with the aim of enhancing the company's network of values and constituting a reference point for other companies;
- managing all phases of the personnel life cycle - selection, on-boarding, access to training and career-growth paths, including pay - while incentivizing the principle of equal opportunity and meritocracy;
- guaranteeing the implementation of a Zero Tolerance policy towards violence and harassment in the workplace;
- flagging and monitoring possible misalignments using appropriate systems, in order to identify and correct them.

This policy is shared with staff and reviewed periodically, at management reviews; it is also made explicit in the Gender Equality Strategic Plan.

This document is addressed to all employees and shared with all key stakeholders, suppliers and customers, and is accessible on the website, in order to give greater prominence to its network of values and to be a point of reference for other companies.

The Gender Equality Committee is responsible for its implementation.

3.9 Antitrust Laws.

Vernay supports free enterprise and seeks to compete honestly and ethically within the framework of the laws governing competition, and it takes legal advice to ensure that the company operates within the laws governing restraint of trade and avoids unfair competitive practices.

3.10 Global Market.

Vernay is committed to operating with integrity in the global market. One of the most important ethical issues facing companies operating in foreign markets is the payment of bribes, in the form of gifts, favors, allowances or otherwise: the company will not pay direct or indirect bribes anywhere in the world. Vernay will not engage in any political activity anywhere worldwide.

THE CODE OF ETHICS AND GENDER EQUALITY OF THE COMPANY “VERNAY ITALIA SRL UNIPERSONALE”



Vernay will endeavor to meet its responsibilities in the countries where it operates and trades, respecting their laws and customs as long as they are compatible with legislation. Vernay acknowledges that it forms part of the fabric of each host community and should act and conduct itself as a citizen rather than as a foreigner, and it is cognizant that its presence will be welcome only provided that it contributes responsibly to the society in which it operates.

4. RULES OF CONDUCT

4.1. *Senior managers: shareholders ed directors.*

The company is committed to fostering dialogue among shareholders, providing them with correct and transparent information, and ensuring that their participation in the decisions that lie within their remit is timely and informed, and that their interests are safeguarded. Shareholders and directors shall cooperate with the Governing Bodies and with the Supervisory Body, and they shall refrain from any conduct or activity that is incompatible with its existence, rules and activity. Shareholders and directors, too, are required to comply with the rules of conduct provided for in relation to personnel, where applicable. More specifically, directors shall optimally clarify the interpretation and implementation of the rules of this Code of Ethics, and they undertake to ensure that no worker may suffer retaliation or adverse consequences of any kind for reporting any infringement of the Code of Ethics.

4.2. *Personnel.*

Compliance with health and safety rules

Personnel shall comply with workplace health and safety and environmental protection rules, and employees shall comply with safety policies and instructions and shall promptly report to the designated managers any hazardous situations, accidents or incidents as well as risky or harmful conduct that may occur. If any problematic issue or doubt should arise in the health and safety field, it must be carefully analyzed and shared in order to ensure a constructive and proactive approach, with a view to improving the prevention system as a whole.

Personnel undertake contribute to the utmost and focus their utmost attention while implementing the activities within their remit, observing the instructions handed down by area managers.

4.3 Internal relations.

The company guarantees its employees will be treated in a way that concretely upholds the principles of equal opportunity and respect and attention: accordingly, each individual's dealings with his/her colleagues shall adhere to this principle. Each employee is entitled to work in an environment free from any kind of discrimination based on ethnicity, gender or political, trade union or religious affiliation. The company will not in any circumstances allow the workplace to become a place for violent or threatening conduct or conduct otherwise detrimental to the physical, mental or moral wellbeing of others, and such conduct will therefore be punished.

4.4 Use of company property.

company property, facilities and equipment shall be used responsibly and professionally. It shall be forbidden to use company property and equipment inappropriately (inconsistently with instructions provided). Personnel are requested, insofar as possible, to take action to reduce the risk of damage or other threats to company assets and assigned resources, and they shall promptly inform the relevant functions if they should identify any irregular situation.

4.5 Conflict of Interest.

Personnel are requested not to overlap or combine their job duties in the company with their own business activities or with personal and/or family interests. Examples of conflicts of interest would be the economic interests of the employee and/or his/her family in the activities of competitors, suppliers or customers. It is also forbidden to accept any money or favors from companies that compete with or intend to enter into business dealings with Vernay. If a conflict of interest (potential or actual) should arise, those involved shall refrain from acting and shall promptly notify their direct superior or the Supervisory Body of the matter, and an assessment of whether or not there is a conflict of interest, and of its extent, shall be made on a case-by-case basis.

4.6 Gifts and other benefits.

In dealings with customers, suppliers, lenders, public bodies and local associations, it shall be expressly forbidden to offer, accept or promise gifts or other forms of benefit or preferential treatment that are not standard practice, normal business dealings or that are not customary.

It shall be permitted to receive gifts of modest value only, provided they are less in value than the guideline threshold of 150 euros, and only coinciding with public holidays.

4.7 Respect for confidentiality.

Personnel shall be informed about any personal data that the company processes and of the measures taken to protect such data, as required by national and international data privacy regulations. Likewise, all information, knowledge and data acquired or processed by personnel while performing their duties belong to the company and shall not be used, communicated or disclosed without special authorization from one's direct superior.

4.8 Suppliers.

Vernay's dealings with suppliers shall adhere to the fundamental principles enshrined in this Code, and all personnel shall avoid situations that could adversely affect a supplier's business and trust.

In their dealings with suppliers, personnel shall, in particular:

- observe all internal rules and procedures for the selection of suppliers and the management of dealings with suppliers;
- adopt objective assessment criteria during the selection phase, adhering to transparent procedures;
- select suppliers based on the company's genuine needs, with the aim of obtaining optimal quality/price conditions;
- alert one's direct superior to any major problems that have arisen with a supplier.

The company requires its suppliers to respect the principles of this Code of Ethics, and considers this obligation to be a precondition for establishing and maintaining a proper commercial relationship.

4.9 Customers.

The company aims to achieve optimum levels of customer satisfaction, and therefore the delicate relationship with customers shall be managed by reference to the principles of availability and professionalism, ensuring that its responses to customers are prompt and professional. The company correctly and promptly fulfills its contractual commitments, ensuring clear and complete information provision.

4.10 Public Administration.

The company engages in absolutely transparent, collaborative and fair dealings with the Public Administration and with institutions in general. Personnel involved in dealings with the PA shall not behave ambiguously, solicit confidential information that could compromise the integrity or reputation of both parties, or seek to improperly influence its decisions, nor should they promise or offer money or other benefits in a way that could (even potentially) affect the impartiality of judgment of the public official or public service officer in question. It is also strictly forbidden to make false statements and/or use altered documents, to omit information or to engage in deceptive schemes whose purpose is to obtain permits, concessions, authorizations, funding or subsidies from the European Union, the Italian State or from any other public body.

4.11 Participation in judicial proceedings.

If the company should become involved in judicial proceedings, it undertakes to act properly and in compliance with law and with the standards referenced in this Code, in order to ensure that it cooperates to the utmost with the judicial authorities in the pursuit of justice, and also to avoid possible damage to its corporate image.

The company is committed to promoting correct, transparent and cooperative dealings with the police bodies and judicial authorities.

It is forbidden to attempt to influence, in any way, any individual who is required to make statements before the judicial authorities that can be used in criminal proceedings.

4.12 Protection of industrial and intellectual property.

Recipients shall fully respect the legitimate industrial and intellectual property rights of third parties, acting also in compliance with the provisions of applicable legislative and regulatory provisions and of conventions aimed at safeguarding such rights.

Accordingly, recipients shall:

- refrain from any conduct that could involve the usurpation of industrial property rights or the alteration or infringement of trademarks and/or distinguishing marks of industrial products, or of patents, industrial designs or models, domestic or foreign;

- refrain from illegally or improperly utilizing intellectual property, or parts thereof, where protected by copyright infringement legislation.

4.13 Keeping of accounts, preparation of financial statements and cash flow management.

The company acts in compliance with applicable regulatory provisions on the keeping of accounts and the preparation of financial statements.

Recipients shall collaborate to the utmost to ensure that operating events are correctly and promptly represented in the company's accounts, and file away supporting documentation to ensure that it can be easily retrieved and consulted by authorized auditors.

The company has put in place administrative-accounting procedures that are aligned with these principles.

All financial transactions and all movements of money in and out of the company, are effected by persons vested with the relevant powers, subject to prior authorization, and they are always duly justified, tracked

and recorded.

4.14 Bodies, associations, trade unions and media organs.

The company may accede to requests for contributions from bodies and associations in matters of ethical importance, provided they do not conflict with the provisions and principles of this Code. Contributions and sponsorships are disbursed in a transparent and verifiable manner. The company neither favors nor discriminates directly or indirectly against any political or trade union organization.

Only specially authorized personnel or delegated individuals are authorized to deal with the press, television and with the media in general. company personnel shall not, without prior authorization, provide information or make communications externally; on such occasions, in any case, it is forbidden to make personal observations that are out of kilter with the principles enshrined in this Code.

5. THE IMPLEMENTATION AND DISSEMINATION OF THE CODE OF ETHICS

5.1 Dissemination and Training.

All stakeholders are conversant with the provisions of the Code of Ethics through suitable information provision activities and, for internal staff, also through appropriate training. Any doubts as to the application of this Code shall be promptly discussed with one's direct supervisor and with the Supervisory Body.

5.2 Supervisory Body.

The Supervisory Body is tasked with implementing and ensuring compliance with the Organizational Model in general and this Code of Ethics in particular; pursuant to Legislative Decree 231/2001, the Supervisory Body is responsible for gathering reports of possible infringements of the Code and of the Model, for conducting appropriate checks and communicating the outcome thereof to the competent bodies, in terms of the type and seriousness of the infringement involved. The Supervisory Body, in the exercise of its functions, is entitled to freely access company data and information useful for the performance of its activities. The Supervisory Body is also the primary authority for ensuring that the Code of Ethics is kept updated and correct, and it proposes updates as required and makes its own observations if doubts and problems should arise.

Those who head up each corporate area have a similar responsibility, and they shall ensure that all personnel answerable to them also comply with the Code.

All personnel and also third parties are required to cooperate to the utmost with the Supervisory Body.

6. WHISTLEBLOWING

Everyone is assured full freedom to report any irregularities encountered in the conduct of the activities, subject to exemption from the application of disciplinary sanctions and protection from retaliation of any kind, with the sole exception of improper disclosures, both in terms of content and form, which remain sanctionable in contractual terms or according to Company's praxis.

Direct or indirect acts of retaliation or discrimination against the whistleblower for directly or indirectly related reasons to the report are forbidden. Discriminatory measures against individuals who make the reports referred to in the preceding paragraph may be reported to the National Labor Inspectorate, for measures within its competence, not only by the reporter, but also by the Labor Organization indicated by the reporter. Retaliatory or discriminatory dismissal of the reporting person is null and void. Change of duties pursuant to Article 2103 of the Civil Code, as well as any other retaliatory or discriminatory measures taken against the reporting person and resulting from the reporting are also void. The employer, in the event of disputes related to the imposition of disciplinary sanctions or to demotions, dismissals, transfers, or subjecting the reporter to other organizational measures having direct or indirect negative effects on working conditions, subsequent to the submission of the report, has to prove that such measures are based on reasons unrelated to the report itself.

The Company has an operational Whistleblowing procedure in order to regulate and establish internal reporting channels with respect to the provisions of Legislative Decree No. 23/2024.

7. THE DISCIPLINARY AND SANCTIONS REGIME

7.1 Reports.

Anyone who, by reason of their job duties, becomes aware of any infringement of the provisions of this Code shall report it in the manner indicated in the GP21 procedure. Reports shall be substantiated in detail and based on precise and concordant facts.

7.2 Infringements of the Code of Ethics.

Infringement of the provisions of the Code of Ethics and of the Organizational Model compromises the relationship of trust between the company and the wrongdoer (shareholder, director, employee, collaborator, customer and supplier). If ascertained, an infringement will become subject to disciplinary measures provided for by the Disciplinary System, which is an integral part of the Organizational Model, in accordance with the provisions of the relevant National Collective Labor Agreement and of the Italian Civil Code. VERNAY reserves the right to terminate contractual relationships with third-party recipients (suppliers, consultants, customers, partners, etc.) who violate the provisions of the Code of Ethics.

**THE CODE OF ETHICS AND GENDER
EQUALITY OF THE COMPANY
“VERNAY ITALIA SRL UNIPERSONALE”**



The company shall, accordingly, include a clause in letters of appointment and in contracts which provides for the obligation to comply with the mandatory requirements contained therein, under penalty of termination or forfeiture of the contract and/or business relationship.

8. FINAL PROVISION

This Code of Ethics shall take effect immediately from the date of its approval by the Board of Directors, until the date of its revision or updating.

The Code of Ethics, moreover, is an integral part of the Organization, Management and Control Model of the company, to which it is annexed.

Vernay Italia undertakes to provide all information and support required in order for employees to fulfill all the obligations that are required of them. If there are questions or doubts, our employees only need ask!

We thank all employees in advance for their genuine commitment to contribute to the integrity of the company and of each individual in it.

For further information please contact the Human Resources department of *Vernay Italia*:

Mario IRACE – marioirace@vernay.com

For inquiries involving the protection of employees' personal information, please contact the Data Protection Officer.

Data Protection Officer

Robert ROSEN – dpo@vernay.com

privacyVAS@vernay.com

**THE CODE OF ETHICS AND GENDER
EQUALITY OF THE COMPANY
“VERNAY ITALIA SRL UNIPERSONALE”**



EMPLOYEE ATTESTATION

I, the undersigned _____ declare that I have received a copy of the Code of Ethics and Gender Equality of *Vernay Italia S.r.l. Unipersonale* and that I have understood its principles.

I am cognizant of my responsibilities when representing the company with our customers and suppliers and also when dealing with colleagues.

Finally, I am cognizant that failure to comply with the company's Code of Ethics may result in disciplinary action being taken against me, in accordance with the provisions of the employment contract.

Signature and date