

CODE OF ETHICS

Ethics, a term derived from the Greek “**ethos**”, is the branch of philosophy that studies human behaviour. Ethics is both a set of rules and of values that govern the behaviour of mankind towards others as well as being a measure that allows mankind to judge both its own behaviour and that of others with regards to good and evil.

Approved by the Director General, 02 July 2020.

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INTRODUCTION

Since its founding in 1993, Bertani Poland Sp z o.o. (hereinafter referred to as Company and Corporation) has adopted corporate practices that are based on integrity, honesty, transparency, fairness, innovation and social and environmental responsibility. The entrepreneurial style of the founders of Bertani Poland Company, which has been reinforced thanks to years of traditions, experiences and sharing with employees/collaborators, has made the commitment to daily activities one of the Company's fundamental resources.

Today, the growth of the business means that the Company is operating in a multiplicity of scenarios, rapidly and continuously evolving. Because of the complexity of these scenarios, it is important to strongly emphasize the principles concerning the protection of fundamental rights of the person, fair play and lawfulness in the workplace that are at the heart of the Company and the commitment to respect these same qualities in all countries in which it operates.

"The Code of Ethics" is an essential instrument in the process of disclosing and explaining the Company's corporate rules.

Bertani Poland Sp. Z o.o. operates in line with the overriding principles set out in the Universal Declaration of Human Rights adopted by the General Assembly of the United Nations on 10 December 1948, in the conventions of the International Labour Organisation (ILO), on rights at work and overriding principles regulated in Articles 32-1, 33-1 of the Polish Constitution.

Bertani Poland Sp. z o.o. in the performance of its activities is guided by the highest principles regulated in the statute of the Republic of Poland.

- Art. 32 – 1. All are equal before the law. All are entitled to equal treatment by public authorities.
 - 2. No one may be discriminated against in political, social or economic life for any reason.
- Art. 33 – 1. A woman and a man in the Republic of Poland have equal rights in family, political, social and economic life.

It is also committed to the fundamental principles of social responsibility.

1. CODE OF ETHICS

The current Code of Ethics (hereinafter also referred to as the "Code") constituted by the set of general principles and rules of behaviour appropriate for the prevention of offences for which the administrative liability of corporations, is a document that expresses the values and principles of behaviour that Bertani Poland Sp. z o.o. incorporates in the management of its business activities and relationships with all who interact with it. This corporate code specifies and favours the ongoing realisation of company principles by setting minimum and non negotiable standards of conduct in the main areas.

The reputation, credibility and correct business practices of Bertani Poland Sp. z o.o. are resources beyond measure, of great importance, and of long term value for the participation of shareholders, the rapport with customers and suppliers, personel development, public relations, the public administration, the market, and the community at large.

The primary objective of the Code of Ethics is to promote, at all levels, those values which the company stands for, so that everyone, whenever called upon to make a decision, clearly remembers that a stake are not only their own interests, rights, and duties but also those of others.

The existing code does not replace or overlap with laws and other internal and external rules, but represents a document which integrates and reinforces the principles contained therein, especially those concerning the ethical behaviour of corporations.

With the aim of regulating reciprocal collaboration, the norms of the present Code apply, without exception :

- to the Board of Directors, the Board of Statutory Auditors, the Independent Auditors, the Surveillance Body;
- to all those in a subordinate-level relationship with Bertani Poland Sp z o.o., irrespective of a contract, a qualification, and/or company rank (eg. Executives, managers, employees, workmen, fixed/term workers, employees with a probationary contract, teleworkers etc) hereinafter referred to as subordinates;



- to all those who work with the Company as in para-subordinate capacity or as temporary workers;
- to all consultants, all collaborators and all those who act on behalf of the Company, that is are tied to it by contractual legal or other agreements ie. Stakeholders;
- to any other persons acting in the name of and on behalf of Bertani Poland Sp. z o.o.

The Code also defined legal obligations, conduct arising from those obligations and the setting out of the responsibilities of everyone who operates in any way with Bertani Poland Sp. z o.o. and, for all third parties, adherence to the ethical principles prescribed in the Code represents a "conditio sine qua non", an indispensable condition for the continuation of such persons rapport with the Company : **the Code is an integral and substantial part of the signed contract.**

2.SUPERVISION OF CODE IMPLEMENTATION

The following figures are responsible for ensuring that the principles and provisions herein contained are respected adhered to :

- General Director and specially assigned employees and/or through dedicated e-mail address skargi@bertanipoland.pl to:
 - Ensure that the Code of Ethics is respected, by means of audit if necessary, with the aim of reducing the danger of commission.
 - Raise observations regarding any difficulties of an ethical nature which could arise relative to the company's decisions, as well as presumed violations of the Code, which may come to its attention.
 - Alert the competent company authorities to any possible violations of the Code of Ethics, recommending application of appropriate penalties and confirming the eventual application of the penalties imposed;
 - Provide, to interested parties, all clarification or explanations requested, including those pertaining to the legitimacy of the behaviour or conduct, in other words, the correct interpretation of the provisions of Code of Ethics;



- Express opinions regarding the need or advisability for modifications to the "protocols" and possible procedural rules in order to ensure they are consistent with the requisites of the current Code.
- Contribute to the periodic revision of the Code and recommend appropriate proposals to the Administration, which will look to evaluating and eventually approving and making them official.
- Promote and monitor the implementation by the Company of the communication and training operations pertaining to the Code of Ethics.

3. OBLIGATIONS OF RECIPIENTS

All recipients are required to read and accept the Code, that is, to learn the norms of behaviour inscribed therein as well as all those rules of conduct which govern the various operations of the company.

Employees/collaborations must always act in accordance with the following principles:

- avoiding behaviour which violates the said norms, and demanding respect for them;
- seeking guidance from their superiors or the delegated authorities, as well as asking the Supervisory Body for necessary clarification of the rules inscribed in the Code;
- avoiding any conduct which could in any way damage Bertani Poland Sp. z o.o. or sully its reputation;
- forwarding immediately to their superiors or to the delegated authorities as well as to the Supervisory Body, any pertinent news known to them or reported by others, respecting possible violations in the operations of Bertani Poland Sp. z o.o. of the laws or regulations of the Code of Ethics, or the internal procedures.

Communications to the General Director by internet may be addressed to :
sekretariat@bertanipoland.pl or skargi@bertanipoland.pl

- Reporting any violations of the rules which are brought to their attention;
- Cooperating with the appropriate authorities investigating possible violations of the rules of behaviour;
- Informing, appropriately, anyu third party with whom they come in contact during the course of their duties, about the existence of the Code and thge responsibilities and obligations which it imposes on them.

Additionally, all area managers are required to :

- Set an example to direct collaborators through their own behaviour (Tone at the top or exemplary conduct by managers).
- Underline to them that respect for the Code comnstitutes an integral part of their duties.
- Exercise, where appropriate, a controlling function over the correct application of the Code.
- Apply immediate corrective measures, as necessary.
- Prevent whatever type of countermeasures to the above which may arise.

4. BREACH OF CODE

The provisions of this Code form an integral part of the contractual obligations of employees as well as others doing business with Bertani Poland Sp. z o.o.

Respect for the Code must derive not so much from obligations imposed by the Company but rather, from a sharing of the fundamental values inherent in it. Violation of the principles and the conduct specified in the current Code compromises the trust between the Company and those who breach that trust, be they Administrators, employees, partners, clients suppliers of third persons.

Violations committed by employees respecting the standards of conduct, the procedures and operating instructions, which stem from the general directions specified in the Code, are proscribed by the Company's disciplinary code, founded in respect for the rights of workers, which are recognised by the Company. A specific violation will therefore be considered as a disciplinary offence and, as such, will be classified as punishable.

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Violation of the provisions of the Code and disregard for other rules of behaviour stemming from it when committed by Company officers may call for the severest penalties prescribed by the law.

Violations by third parties will, finally, be punishable by the most appropriate measures prescribed in the relevant contracts, except for major violations of the law. The Company is committed, in any event, to doing everything necessary and permissible in order to inform and distance itself from such unlawful activities.

5. COMPANY VALUES AND MISSION

Bertani Poland Sp. z o.o. is and has been a family business for generations. The Company image is a strong one, based upon its regard for human values, professionalism, and correctness in its dealings, which strike a balance between respect for people and successful business practices of the Company. The scenarios and practices may change but these Company values remain and will continue to be its best calling card.

Bertani Poland Sp. z o.o. "style" understood as the reciprocal human and professional enrichment of those who work with it, will remain unchanged if all who work in the Company continue to respect the above basic values and principles. Honesty is the bedrock for all the activities of the Company, its services, its accounts and its communications, and is an essential element in the management of the business.

The Company seeks to maintain and develop its relationship of trust with relevant stakeholders and to pursue its "mission" concurring the interest of the players involved. Interpersonal relations at all levels must be maintained by correct behaviour, cooperation, loyalty, and mutual respect. The Company deals with its stakeholders in a clear, transparent, correct and timely manner. (the term "stakeholder" refers to individuals, groups, organisations, and institutions whose interest are linked in various ways to the activities of the Company).

The objectives of the Company are :

- excellence in all its aspects;
- quality of its services;
- valuable opportunities for employees, partners, and shareholders;
- the continuous improvement of its operations and services.



The ability to excel is tied to :

- integrity;
- ethical behaviour
- open minds;
- knowledge
- creativity;
- competence

6. GENERAL PRINCIPLES OF CONDUCT

In honouring its ethical principles, Bertani Poland Sp. z o.o. undertakes to:

- manage its commercial relations in accordance with all existing rules and norms;
- act always with respect for others;
- comply with moral and social obligations;
- obey all rules regarding the protection, health, and security of others;
- conserve resources and protect the environment ;
- always refrain from use of Company goods and resources for personal gain:
- never making decisions whose sole purpose is personal gain or advantage;

Bertani Poland Sp. z o.o. requires all recipients to respect certain general principles of behaviour, as outlined below. The following principles are, what is more, in line with those stipulated in the “Quality Policy” of the Company and are key values which addressees must respect in furthering the Company “Mission” and, in general, in the conduct of their social activities.



Under no circumstances can the belief of acting to benefit the company justify in any way whatsoever behaviour that goes against the principles of this Code, to which primary and absolute recognition is given.

6.1 Legality

Bertani Poland Sp. z o.o. recognizes the upholding of the law as the main principle for the conduct of all activities and exhorts its employees to comply with this Code, with the law, existing legislation and specific corporate regulations.

Its decision-making and actions are also taken in accordance with any possible developments in the regulatory framework. The Company does not justify whatsoever any actions that are in conflict with this, even if taken in the interests of the *Company* itself and said actions will be sanctioned in accordance to the articles of the "*Disciplinary System*".

6.2 Loyalty and Fairness

Each operation and/or transaction, intended in the widest sense of the term, must be legitimate, authorized, consistent, congruent and authorized. All those who carry out the transactions must provide justification for these operations, including evidence of any necessary authorization, traceability and for the action itself.

Every company department/management/business sector is responsible for the veracity of produced documentation and of all information gathered when carrying out activities for which they are responsible.

6.3 Commercial Fairness

Customers and suppliers will be treated fairly and all employees and collaborators must ensure that they are familiar with the rules governing competition.

Collaborators who hold management positions must, furthermore, respect the conditions and rules established at both an organizational and management level when carrying out their duties, acting within the framework of evaluated and approved budgets and using the necessary involvement of their respective Business Services.

Collaborators and individuals who carry out any purchases on behalf of the Corporation, of goods and/or services, including external consultants, must act in accordance with the appropriate procedures and in accordance with the principles of fairness, cost-effectiveness, quality and work with the diligence demonstrated by any head of family, which must be kept in mind when taking into account the nature of the activity pursued.

6.3.1 Free competition (Antitrust Law)

Free competition is protected by current antitrust legislation. Compliance with these laws ensures that competition in the market is not distorted, for the benefit and interest of all who operate in it.

In particular, agreements and arrangement practices between competitors intended to hinder or restrict free competition are prohibited. Moreover, the abuse of a dominant position in the market is unacceptable.

Abuse of a dominant position means, for example, different treatment of customers without any objective justification (discrimination), refusal to supply, imposing unjustified onerous prices and terms of purchase or sale, making the conclusion of contracts dependent on the acceptance by other parties of additional services, which due to their nature and commercial use are unrelated to the subject matter of the contracts. Conduct violating the principles of free competition may not only significantly damage the reputation of Bertani Poland Sp. z o.o., but may also lead to serious financial and criminal sanctions. Colleagues and persons who purchase goods and/or services, including external consultancy, on behalf of the Company must act in accordance with appropriate procedures as well as principles of integrity, cost-effectiveness and quality, and act with due care, which should be assessed in relation to the nature of the conducted business.

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6.4 Conflicts of interest

A conflict of interest occurs when the personal interests of an employee or the interests of a third party conflict with the interests of Bertani Poland Sp. z o.o. When carrying out their business dealings and/or assignments, employees/collaborators pursue the objectives and general interests of the *Company*, in compliance with current legislation and with this Code of Ethics.

It is absolutely forbidden to put into place conflicts of interest or compete with the *Company's* activities or, in any way whatsoever, work against the aims and interests of the *Company*.

Should a conflict of interest arise or, should an employee/collaborator feel that a situation may lead to or result in a conflict of interest, this must be reported to a direct superior and/or the Human Resources Office, in order to properly and transparently resolve the conflict situation. Employees/collaborators must undertake to comply with decisions in this regard, made by Bertani Poland Sp. z o.o.

Both the actions and the conduct of each employee/collaborator, when carrying out their duties or assignments, must be motivated, both formally and materially, by legitimacy, in accordance with current rules and internal procedures, as well as by fairness, collaboration, loyalty and mutual respect. The goods and equipment available for carrying out one's duties must not be used for personal use, unless specifically authorized by Management.

All employees/collaborators are required to diligently uphold the current Laws, Corporate Code of Ethics and Business Principles dictated by Bertani Poland Sp. z o.o. as well as internal regulations. In no case whatsoever may the pursuit of Company interests justify dishonest and illegal conduct.

Employees/collaborators of Bertani Poland Sp. z o.o. must refrain from carrying out activities in competition with the *Company*, must respect company rules and adhere to the precepts of this Code of Ethics.

- **Diligence and Obiedence of personel.** Personnel must use the diligence that the nature of the job requires, that the Company requires and required by the highest national standards, when carrying out their functions. The rules established for the execution and discipline of work given by the employer and supervisors must also be observed.
- **Obligation of loyalty.** By no means may personnel enter into personal or third party business dealings that are in competition with the employer or divulge information about the company or methods of production of the company, or make use of it in any way that can be used against it. Failure to comply with the provisions contained in the two preceding Articles may lead to the application of **disciplinary sanctions**, as per the gravity of the infringement and in accordance with corporate rules. It is not permitted to accept, carry out, either for oneself or others, pressures, recommendations or warnings that may jeopardise the Company or provide unfair advantages for oneself, the Company or third parties.

6.5 Executive positions and other external activities

Activities outside Bertani Poland Sp. z o.o. are forbidden, if these could in any way interfere with the company responsibilities of its employees/collaborators or if these activities should create any kind of risk to the reputation of Bertani Poland Sp. z o.o. and/or could in any way create a conflict with the interests of the *Corporation* itself. Should there be any doubt regarding the legality of an activity, employees/collaborators must seek the opinion of the Human Resource Office. Authorisation will not be granted if the position or activity conflicts with the interests of Bertani Poland Sp. z o.o. or the employee/collaborators responsibilities.

Employees/collaborators must not compete with the *Company*, nor may they take advantage of the business opportunities that arise during business relationships, unless the *Company* explicitly renounces any interest in such opportunities. Should any employee be interested in developing commercial opportunities that could be of interest to the *Company*, said employee must inform their immediate superior who will, in turn, submit the matter to Management in order to understand if the *Company* is interested in the opportunity.

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Unless *the Company* has requested that employees/collaborators accept specific activities, external posts and activities that they accept will be undertaken at their own risk and expense, and permitted only during their free time.

Should an opportunity arise and the Company does not express an interest in it, the employee would be permitted to take advantage of it only on the understanding that this would not lead him/her into competing with the *Company's* activities.

6.6 Quality of Service

Quality is measured by customer satisfaction. Products and services must meet strict requirements which can only be achieved by applying high standards of quality. Staff is made accountable, within the *Company*, for customer satisfaction. The *Company's* procedures and productive processes are certified according to the international ISO 9001 Standard. The development of production processes and plants is a consequence of the constant pursuit for innovation by Bertani Poland Sp. z o.o.

6.7 Human resource development

All employees/collaborators of Bertani Poland Sp. z o.o. help define, maintain and improve the image of the *Company* and the quality of the services offered. Bertani Poland Sp. z o.o. values its human resources and thus has put a serious staff management policy in place and, specifically, promotes meritocracy and recognition of quality of work as well as the growth and development of employees/collaborators through training activities.

The *Company* is also able to seek out the productive potential within the community and puts in place all conditions to ensure the right to work with no distinction of sex, race, language, religion, political opinions, personal and social situations, pursuant to **art 32 p. 2 of the Constitution** that underlines the principle of equality and non-discrimination.

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6.8 Health and Safety in the workplace

The *Company* undertakes to offer a work environment that protects the health and safety of its staff, considering this to be a productive investment, growth factor and investment for the *Company* itself. The *Company* undertakes to protect the moral and physical integrity of its employees, collaborators and all its interlocutors.

To this end, Bertani Poland Sp. z o.o. promotes responsible and secure conduct and takes all the possible security measures required by technological development to ensure a safe and healthy working environment, in full compliance with current legislation on prevention and protection, and, in particular, with the specific aim of preventing crimes referred, para three of the Criminal Code (manslaughter and grievous bodily injury) committed in violation of accident prevention regulations and hygiene and health in the workplace.

The *Company* therefore fulfills all the relevant legal obligations: the *Company* is committed to promoting and consolidating safety awareness through prevention, developing understanding of risks and promoting responsible behaviour by everyone, providing adequate information and training to ensure full and timely compliance with regulations and internal procedures, requiring that any shortcomings or non compliance to applicable standards be promptly reported.

In particular, in compliance with the *Company's* health and safety rules, the following points are made:

- It is the *Company's* intention to enforce and make effective, to its organizational and work breakdown structure, standards for the protection of occupational health and safety with the aim of systematically reducing risks to personnel in the event of accidents and occupational illnesses.
- This objective is considered strategic for the Organisation, which aims to pursue it with an eye to continuous improvement of its operational management, in synergy with the primary aim of optimizing business, reducing waste, diseconomy and improving profitability;
- The Risk Prevention and Protection Service is managed in accordance with set objectives, ensuring economic and financial resources and adequate personnel, all maintained over time, with the use of external resources should the adequate skills not be available within the organization.

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6.9 Environment

The *Company* contributes to the awareness and diffusion of environmental protection issues and manages its activities in an eco-friendly manner, in compliance with existing national and European Community legislation.

In the implementation of its activities, Bertani Poland Sp. z o.o. pledges that all projects, processes, methodologies and materials take into account scientific progress and the best possible environmental experience in order to respect territorial balances, the prevention of pollution and the protection of the environment.

The *Company* carries out its activities aiming to preserve the environment through a reduction in the use of natural resources and by performing its services rationally with constant attention paid to new technologies. An ecologically correct management of business cannot fail to comply with the environmental legislation in force and, to this end, the *Company* undertakes to monitor legislative changes and outline its responsibilities and the measures taken to adopt them.

The *Company* prohibits any activities leading to air, water, soil and ground pollution and undertakes to ensure that plant maintenance and waste management activities are carried out with the utmost respect for the environment. Should potential pollution incidents occur, the *Company* undertakes to intervene promptly so as to manage the emergency and, if required, to proceed with any clean up activity. Bertani Poland Sp. z o.o. prohibits any activity whatsoever that constitutes the illegal trafficking of waste and only selects environmental service providers who fulfill the necessary authorisation requirements.

6.10 Business Relationships – Corruption

The *Company* adheres to the principles of legality, fairness and transparency for the conduction of its business relationships. All employees and collaborators whose actions are in any way tied to the *Company*, must maintain a proper conduct in the interest of the *Company*'s business and, in particular, in dealings with the public administration, regardless of market competitiveness or the importance of the particular business at hand, must refrain from in any way putting into place, legitimizing, accepting or encouraging any behaviour that is not strictly compliant with the current rules and principles of fairness, diligence and loyalty, as per the present Code of Ethics.

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All employees/collaborators are forbidden to offer, directly or indirectly, money, gifts or any type of benefits to clients, suppliers, public administration officials and any person whatsoever who has a relationship with one or more of the Group companies, in order to derive undue advantages for him/herself or for the Group.

Acts of commercial courtesy, whether these be gifts or forms of hospitality, are permissible only and exclusively with the authorization of direct superiors, provided that these acts are of a low cost and do not, in any way whatsoever, compromise the integrity and reputation of any of the parties involved and do not in any way influence the judgement of the receiving party.

Likewise, consignees of the Code are not permitted to receive gifts, invitations or special treatment, unless these are within the limits of normal courtesy and only if the value is purely symbolic.

In all other cases, the recipients are required to report the incident to the competent Surveillance Body and to their superiors, who will then evaluate whether to return the gift to the donor or to put it to the most suitable use and, should this be the case, will inform the donor of the principles that govern the Group in these situations.

The *Company* will not tolerate or justify any questionable or illegal practices in the conduct of business simply because they are considered “customary” and no service may in any way be imposed or accepted if it can only be achieved by compromising the *Company's* ethical standards.

The provisions set out in the preceding paragraphs do not apply to ordinary entertainment expenses or gifts of modest value that are considered usual practices in Company-Stakeholder relationships, provided that the claims do not violate the provisions of the Law.

Employees/collaborators who act on behalf of the *Company* by virtue of proxy or delegated power, must act within the limits of these same provisions. Said employees/collaborators, as well as any others who do not have a proxy or delegated powers, are forbidden to overstep predetermined boundaries and implicate or bind the *Company* in any way, in order to fulfill their activities.

Employees/collaborators must also ensure that those with whom they have a business relationship are indeed vested with the legitimate powers to undertake business. Bertani Poland Sp. z o.o. has adopted the policy of not granting subsidies to political parties or other associations that are not charities.

6.11 Use of Company property

Employees/collaborators must safeguard and make adequate and efficient use of company property. All employees/collaborators should seek to protect the *Company's* assets against loss, damage, misuse, theft, fraud, embezzlement and destruction. This includes both tangible and intangible assets, including trademarks, know-how, confidential or exclusive data and information systems.

The *Company* reserves the right to monitor and verify the use of its assets by employees/collaborators, including the verification of emails, data and files located in the *Company's* computer network, in full compliance with the provisions of the Act on the protection of privacy, including the protection of data personal, the Labour Code and company by-laws.

6.12 Audit and Accounting Transparency

Employees/collaborators must never be drawn into fraud or any other dishonest conduct involving goods and property or the financial and accounting reports of Bertani Poland Sp. z o.o. or third parties. Not only will such acts involve disciplinary sanctions but could also lead to prosecution. Bertani Poland Sp. z o.o. financial data is at the basis of the management of the *Company's* activities and the fulfillment of its obligations towards various interested parties. This data must therefore be accurate and in line with the accounting standards of Bertani Poland Sp. z o.o.

Bertani Poland Sp. z o.o. observes rules of fair, complete and transparent accountancy, as per criteria established by the law and main national and international accountancy policies. Furthermore, the *Company* also makes use of corporate communications (budgets, notes, reports and other documents) as agreed with its shareholders, in accordance to the articles of the Civil Code.

With regards budgetary issues and reporting on the management of the *Corporation*, directors, employees and collaborators are expected to scrupulously respect current law and internal procedures in order that each transaction is not only correctly registered but is authorized, verifiable, legitimate, coherent and consistent.



The *Company* condemns any behaviour, by whomsoever, that alters the clarity, correctness and veracity of the data and information contained in budgets, reports or other corporate communications required by the law, addressed to shareholders, the public and the auditing company. All those involved in the drafting of aforesaid documents are required to verify, with due diligence, the correctness of the data and information provided for the drafting of the above indicated documents.

All balance-sheet items, the determination and quantification of which require discretionary assessments by the responsible sectors and directors, must be backed up by appropriate documentation and legitimate, shared choices that are consistently maintainable. With particular regards to the management of corporate accountancy documents and corporate communications, the employee must act in accordance to the principles of diligence and loyalty.

Diligence is understood to be the complete set of precautions and detail to follow when performing duties. An obligation of loyalty, on the other hand, signifies a ban on disclosing information so as not to damage the *Company*. The employee must undertake the provisions relating to the performance of his/her duties as indicated by his/her superior. If the orders given are deemed to be obviously unlawful, the employee must give evidence of the unlawfulness to the person issuing the order; if the order is renewed in writing, the employee has the duty to perform it. The employee, however, is not required to execute the order when the act is banned by criminal law or constitutes administrative misconduct.

Any behaviour intended to cause damage to company assets is absolutely forbidden.

The *Company* requires that directors, advisors and employees/collaborators maintain good and transparent behaviour aimed at supplying accurate and truthful information to any whatsoever request made by the Board of Directors, the Board of Statutory Auditors or the Independent Auditors, to aid them in the performance of their individual duties.

Employees/collaborators are required to follow the same rules of conduct when inspections and auditing take place by the competent public authorities, thus showing maximum availability and collaboration towards the inspection and control bodies.

It is absolutely forbidden to obstruct, in any way whatsoever, the work of the Public Surveillance Authorities who may come into contact with the *Company* due to their institutional roles.

Employees/collaborators are required to comply with corporate organizational procedures and the related flow charts that are communicated or published on the corporate network or viewable in the Internal Auditing Sector.

Should any discovery of liability due to the breach of principles listed in this Code of Ethics come to light, it is expected that the procedures published in the corporate network be made evident to all members of the *Company* and that they be given access to the corporate network.

The *Company* also seeks to prevent the use of its financial and economic systems for the purpose of money laundering and terrorist funding by its customers and suppliers, carefully ensuring the respectability of its commercial counterparts before entering into any kind of business relationship with them.



6.13 Ban on Money Laundering

Consignees (of this Code) should never take part or engage in activities that involve recycling (in other words, the acceptance of or dealings in) proceeds derived from criminal activities, in any form or manner, but must strictly observe the anti money laundering laws. Employees and collaborators are obliged to check all available information (including financial information) about their commercial counterparties, consultants or suppliers beforehand, to ascertain their moral integrity, respectability and legitimacy before entering into a business relationship.

The *Company* must always comply with applying the laws on organized crime and anti-money laundering, both nationally and internationally, in all the competent jurisdictions. The corporate bodies, employees and collaborators of

Bertani Poland Sp. z o.o. are required to strictly observe the laws, policies and company procedures in all economic transactions they are involved in, ensuring full traceability of incoming and outgoing cash flows and full compliance with anti-money laundering laws.

6.14 Fight against Organised Crime

The *Company* strongly condemns all forms of organized crime, including mafia based crime and combats it with all the tools at its disposal. Particular caution should be used by the consignees of this Code of Ethics in the event they should be working in geographical areas that have historical ties to organized crime, in order to prevent the risk of criminal infiltration. Bertani Poland Sp. z o.o. will make particular efforts in verifying the necessary integrity and reliability of commercial counterparties, such as suppliers, agents, consultants, contractors, customers, partners (even if the business dealings are temporary). This attention will be paramount in both the initial phase of business relationships and once the relationship is well underway, with requests of information issued in order to establish the moral integrity of the counterparty, the respectability, reliability and legitimacy of activities carried out.

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6.15 Protection of Data and Computer Systems

Bertani Poland Sp. z o.o. protects the privacy and confidentiality of information and data belonging to employees, collaborators or third parties, which is collected due to or in occasion of work activities; each employee and collaborator is required to comply with these principles; the management of personal data is in full compliance with the relevant legislation in force. The consignees guarantee complete privacy on news and information concerning the corporate assets of Bertani Poland Sp. z o.o. The *Company* prohibits any action whatsoever that could violate the confidentiality of the computer systems and of third parties or that could in any event cause damage, attempt to falsify a document deemed for public information and/or evidentiary value.

7. SPECIFIC PRINCIPLES OF CONDUCT

Listed below are some specific principles of expected conduct referring to the different types of recipients and/or particular relationships with Bertani Poland Sp. z o.o.

7.1 Relations with employees

Compliance with the rules contained in the *Code* must be considered an integral and essential part of the contractual obligations of the Employees of the *Company*.

In order for the Code to become standard behaviour for the entire organization, Bertani Poland Sp. z o.o. requires that all employees become acquainted with it, observe its contents and promote these with newly appointed employees and third parties with whom they have work contact.

7.1.1 Choice and Selection of Personnel

All the business functions of Bertani Poland Sp. z o.o. with regards the choice and selection of personnel must ensure:

- Respect for selection criteria, transparent and impartial choices;
- Verification of that candidate profiles match the needs of the *Company*;
- Application of work contracts in compliance with the law;
- Respect for the rights of workers, with working conditions based on the dignity of the person.

7.1.2 Transparency in business dealings and corporate communications

An important prerequisite for achieving business goals is the transparency of relationships and corporate communications amongst the staff of Bertani Poland Sp. z o.o. Transparent reports and communication permit an improvement in both the quality of the service provided and the quality of life within the *Company*. Transparency, clarity and effective communication are also elements that make the true and complete implementation of this Code possible.

Employees are called, in particular, to report any violation or attempted violation (as indicated in "4. Obligations of the Recipients" in this Code of Ethics") as openly and promptly as possible to the Surveillance Body for e-mail : skargi@bertanipoland.pl

Any misrepresentation, carried out in bad faith, with an aim to harm colleagues and/or collaborators is to be considered as a disciplinary offence.

7.1.3. Confidential Data

Confidential data is data that cannot be or has not yet been made public. It includes trade secrets, business plans, marketing and services, projects, databases, records, salary data and any other financial or other information not available to the public.

- Employees/collaborators may not disclose this confidential information or allow its distribution, unless specifically obliged by law or authorized by Management. This obligation continues even after employment has been terminated.
- Employees/collaborators must do their utmost to avoid unauthorized disclosure of data, paying particular attention when taking part in bail-outs or transmitting confidential data. Bertani Poland Sp. z o.o. also requires the same interest in data protection of confidential information when dealing with third parties.
- Should third parties, whether as partners in joint ventures, suppliers or clients, share confidential data with Bertani Poland Sp. z o.o., this will be treated with the same attention reserved for *Company* data. Likewise, employees/collaborators will protect confidential data they have come across during business relationships.

The *Company* also respects the individual right of all interested parties in protecting their personal details, whether these be employees, customers or suppliers of the *Company* and guarantees a very high level of security in the selection and use of company Information Technology Systems for data processing and confidential information. The *Company* declares that it has taken all the security measures required by the laws in force, to protect all data.

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7.1.4 Discrimination and harassment and protection of human rights

Bertani Poland Sp. z o.o. respects the dignity, privacy and rights of every employee and is committed to avoiding any possible incident of discrimination or harassment in the workplace. Employees/collaborators must strive to maintain a decent work environment, wherein the dignity of each person is respected.

Bertani Poland Sp. z o.o. respects the dignity, privacy and personal rights of every employee and is committed to avoiding any episodes of discrimination and harassment in the workplace.

Employees must strive to maintain a decent working environment where the dignity of each individual is respected.

Bertani Poland Sp. z o.o. attaches great importance to the social aspect of the company and the responsibility resulting from it. The company's deep conviction of the need to strengthen the importance of proper and transparent management of its human resources and the awareness of management, suppliers, employees and external partners with regard to compliance with the principles of social responsibility:

NO TO CHILD LABOUR

Employment of school-age staff is prohibited in accordance with applicable law.

NO FORCED LABOUR

It is forbidden to commission work under threat of any kind, both in the form of physical or psychological blackmail. It is also forbidden to use or support human trafficking.

YES TO SAFE AND HEALTHY WORKPLACES

Action should be taken to prevent accidents and damage to health by providing personnel training in safety and accident prevention.

YES TO FREEDOM OF ASSOCIATION AND COLLECTIVE BARGAINING

The freedom of association and the right of trade union membership is guaranteed without any discrimination for trade union representatives and members. The Company's employees are also free to choose their representatives.

NO TO PHYSICAL, CULTURAL AND SOCIAL DISCRIMINATION

It is forbidden to favour or punish an employee professionally for race, gender, age, sexual orientation, social class, nationality, religion, disability, trade union or political affiliation. The organization does not hinder the exercise of employees' rights to comply with the rules or practices related to their national origin, religion, disability, sexual orientation, family responsibility, political beliefs and trade union membership. The Company punishes intimidating, offensive and abusive attitudes, including acts of physical violence.

NO PHYSICAL OR PSYCHOLOGICAL PUNISHMENT

Any form of corporal punishment, psychological or physical coercion and verbal abuse is prohibited.

YES TO REGULATED WORKING HOURS AND WAGES COMPLIANT WITH RELEVANT LAWS

Compliance with normal working hours, overtime and rest periods is guaranteed in accordance with the binding provisions of applicable national collective bargaining agreements and applicable law.

YES TO FAIR REMUNERATION

Compliance with the collective agreements provided for in the applicable national collective agreements as well as the payment of social security contributions and overtime pay are guaranteed.

In particular, employees/collaborators must:

- never work under the influence of alcohol or narcotics.
- be sensitive to the needs of those experiencing physical discomfort due to the effects of "passive smoke" in the workplace; smoking is forbidden in all areas of the company,
- avoid behaviour that can lead to a climate of intimidation or offence amongst colleagues or subjugate them to an extent that they are emarginated or discredited in the workplace.

Bertani Poland Sp. z o.o. undertakes not to take part in financial, economic or commercial relationships with subjects who violate, in any way whatsoever, the laws governing child labour and the protection of women and/or who are involved in the illegal procurement or use of work forces through the trafficking of immigrants or the slave trade.

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7.2 Relations with Public Administration and Supervisory Bodies

7.2.1 Public Administration

With regards to its dealings with the public administration, with public utility and public interest bodies, Bertani Poland Sp. z o.o. undertakes to observe international, national and corporate regulations in the most stringent manner possible. Both Bertani Poland Sp. z o.o. and any employee working on its behalf, must not seek to improperly influence the decisions of pertinent institutions in order to be granted the go ahead on actions that may or may not fulfill official duties, particularly by offering or promising, directly or indirectly, gifts, money, favours or extras of any kinds. Any employee or co-worker instructed to do so is required to immediately notify the Surveillance Body, as indicated in this *Code*.

Any employees /collaborators acting on behalf of Bertani Poland Sp. z o.o. with the public administration, must conform to a criteria of transparency, loyalty and pay particular attention, especially in the negotiating process, to confidentiality, integrity and the thoroughness of supporting documentation. In the specific case of participation in a public tender, Bertani Poland Sp. z o.o. and its employees/collaborators are obliged to comply with the laws and correct commercial practices. The *Company* requires that personnel responsible for the application for and presentation of declarations, documentation and information regarding the granting of contributions, subsidies and funding, act in accordance with the law, drawing up any necessary documentation with no contrivance or deception.

Bertani Poland Sp. z o.o. undertakes to ensure that grants awarded are used only for the purposes for which they were requested.

In any dealings with insitutions or public bodies, the *Company* will never be represented by employees/collaborators with whom conflicts of interest may arise.

Without prejudice to all legal obligations, Bertani Poland Sp. z o.o. and its employees/collaborators will abstain from undertaking the following actions whilst doing business, undertaking requests or commercial affairs with institutions or public officials:

- examine or propose job opportunities and/or business opportunities that may provide personal benefits to the employees or collaborators of institutions or public officials;
- offer, or in any way provide, accept or encourage gifts, favours or commercial and comportmental practices unless completely transparent, fair and loyal and solely in accordance with the current laws.



- Solicit or obtain confidential information that could compromise the integrity or reputation of both parties or which in any event violate equal treatment practices and public evidence procedures triggered by the institutions or public officials.

People designated by the *Company* to follow any form of business, requests or reports with the public administration, should not be involved, even nominally, in any of the following:

- The proposition, either on a personal or nominal basis, of any form of utility or money that could in any way benefit the public officials and or/public service agents and which has nothing to do with the business dealings or the business relationship;
- undertake any other action aimed at inducing public officials to take part in or do something in violation of the laws of their country.

The *Company* condemns any conduct aimed at obtaining, from the State, members of the European Community or any other public body, any forms of financial assistance by means of altered or falsified statements or documents or, in general, through artifice or scams including those made with information technology or telematic systems which have been created to mislead the issuer of the funds.

Any contributions, subsidies, grants or moneys obtained from the State, public entities or the European Union, will be used by the *Company* strictly for the purposes awarded and not be diverted for any illegal or alternative purposes.

Should Bertani Poland Sp. z o.o. deem it appropriate, it will back the programs of public bodies for the public and collective good as well as the activities of foundations and associations, always in compliance with the applicable regulations and the principles of the Code of Ethics.

Bertani Poland Sp. z o.o. relationships with all public and surveillance authorities are marked by utmost collaboration, full respect of institutional roles and commitment to promptly executing any provisions issued.

7.2.2 Legal Proceedings

Any legal action must be approved by the Board of Bertani Poland Sp. z o.o., which must also be informed of any possible legal action by third parties vis-à-vis the *Company* itself. Management will verify that those responsible for legal, court and arbitration proceedings are authorized to deal with electronic documents of evidentiary importance.

Furthermore, Management also ensures that no one is coerced into not making statements or into making false statements to the judicial authorities. Bertani Poland Sp. z o.o. prohibits any conduct whatsoever that may mislead the outcome of legal proceedings.

7.3 Relations with suppliers

7.3.1 Selection and choice of suppliers

The selection of suppliers and determination of the terms of purchase are based on an objective evaluation of the quality and price of the goods and services, as well as the guarantees for assistance and promptness.

In supply reports, Bertani Poland Sp. z o.o. undertakes to:

- observe internal procedures used for the selection and management of relations with suppliers;
- not impede any supplier who meets prerequisites, from competing to win a supply mandate with Bertani Poland Sp. z o.o., by adopting objective selection criteria in accordance with declared and transparent procedures;
- obtain the collaboration of suppliers in ensuring that the needs of the *Company's* customers expectations are met in terms of quality, cost and delivery times;
- maintain an open and frank dialogue with suppliers, as per good business practices.

Supply management must be based on impartial, autonomous and independent criteria, in order to:

- avoid any form of discrimination and allow all those eligible to compete for contracts;
- avoid conflicts of interest, illegal and immoral practices that damage both the individual and the whole corporate system.

To this end, the *Company* has specific procedures in place and internal operating guidelines that regulate supplier relations, in particular, supplier selection, choice and qualification as well as managing documentation and undertaking activities to double check on them, which is carried out by those responsible for purchasing and quality of products.

7.3.2 Purchasing Management

Bertani Poland Sp. z o.o. does not accept the signing of contracts that in any way go against this Code of Ethics or which are in conflict with current legislation pertaining to occupational safety and protection of the environment.

Employees/collaborators and subjects who purchase goods and/or services, including external consultancies, on behalf of the *Company*, must act in accordance with the principles of fairness, economy and quality and must work with the diligence demonstrated by any head of a family.

The *Company* discloses this *Code of Ethics* to its suppliers. All suppliers are required to read and accept it, in the knowledge that Bertani Poland Sp. z o.o. will deem all conduct contrary to the principles governed by this Code as a breach of trust and the right to terminate all contractual relationships.

7.4 Relations with competitors

7.4.1 Respect for Industrial and Intellectual Property

The *Company* respects the industrial and intellectual property rights pertaining to itself and others, including copyright, patents, trademarks and corporate identity marks: Bertani Poland Sp. z o.o. prohibits the unauthorized reproduction of computer programs, documentation or other material protected by copyright, in other words, it respects all restrictions set forth in license agreements.

The *Company's* staff is expected to conduct itself with loyalty and fairness and always in compliance with the law, when dealing with competing companies and competitors. Bertani Poland Sp. z o.o. disapproves and wholeheartedly condemns any conduct that may constitute an impediment or disturbance to business operations or which may lead to criminal action against industry and commerce (unauthorized access to trade secrets, supplier lists and other information relating to economic activities of third parties, etc).

7.4.2 Patent Management

The *Company* takes all steps necessary to ensure compliance with copyright legislation as well as the protection of any kind of marks of identity such as trademarks and patents.

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7.5 Customer Relations

7.5.1 Correct and comprehensive information

Bertani Poland Sp. z o.o. seeks to constantly offer quality services on competitive terms and in compliance with current regulations, thus achieving market success. Customer appreciation is of primary importance to the Company's successful business. Bertani Poland Sp. z o.o. therefore undertakes to:

- observe internal procedures for managing customer relations;
- within the limits of contractual provisions, provide efficient, courteous, high quality services that meet or exceed the customers' reasonable expectations;
- provide accurate and comprehensive information about the services offered to enable the customer to make an informed decision;
- be truthful in all advertising and communications.

Employees are required to make communications to clients:

- clear, simple and comprehensible;
- compliant with current legislation, with no resorting to elusive practices or harassment;
- comprehensive, without omission or open to interpretation, in order that customers are fully aware when making a decision.

The Company undertakes to promptly communicate, using the most appropriate and efficient means, any contractual changes and changes to economic and technical conditions of service.

7.5.2 Customer Involvement


Attention to customer feedback and recommendations is essential for providing a satisfactory service. For this reason, Bertani Poland Sp. z o.o. provide direct communication between the customers and the many professionals at its disposal.

7.6 Principles of quality

Bertani Poland Sp. z o.o. is based on models of excellence and, in the provision of its services, pays particular attention to the satisfaction of current and potential customers. With particular regards to its personnel, the Company strives to provide constant training, upgrading and personal growth.

FINAL PROVISIONS

This Code of Ethics has been approved by the General Director and is an official document of the Company. Any future change will be approved by the General Director and must be shared with all recipients to which it will be addressed.



BERTANI POLAND Sp. z o.o.
DYREKTOR GENERALNY
Robert Spychalski

