

# CODE OF ETHICS

FINE FOODS GROUP



## LIST OF REVISIONS

| REV. | DATE          | CHANGES | APPROVAL           |
|------|---------------|---------|--------------------|
| 01   | 28 March 2019 | Update  | Board of Directors |
| 02   | 21 April 2021 | Update  | Board of Directors |
| 03   | 13 May 2022   | Update  | Board of Directors |

## 1. INTRODUCTION

### Code of Ethics

The Code of Ethics is a set of principles fundamental to the Company's regular operation, reputation and management reliability. These principles are referred to in internal and external operations, conduct and relationships.

This Code of Ethics is intended as a Group document and applies to Group companies controlled by Fine Foods & Pharmaceuticals N.T.M. S.p.A.

The Code expresses the Company's adhesion to the sector's most representative Trade Associations and its principles of conduct.

As part of the internal control system, the Code of Ethics is one of the requirements of the Organisation, Management and Control System adopted by Fine Foods & Pharmaceuticals N.T.M. S.P.A. and the Group companies.

### Company

- Fine Foods & Pharmaceuticals N.T.M. S.P.A. (hereafter "Fine Foods" or "Company" or "FFP") provides products and services to the pharmaceutical, nutraceutical, food, and cosmetics industries.
- Fine Foods' primary business is contract development and manufacturing of products.
- Fine Foods does not have and does not intend to own any trademarks.
- Fine Foods' business purpose is to meet the needs of its shareholders, employees, customers and suppliers.

### Group

Founded in 1984 as a fluid-bed granulation laboratory for food and pharmaceutical industries, Fine Foods & Pharmaceuticals N.T.M. S.p.A. started producing excipients and semi-finished products across both sectors. The Company's plant engineering has diversified over the years to meet market demands, allowing solid oral forms (powders, granulates, basic and film-coated swallowable tablets, effervescent tablets, chewable tablets, capsules) and all the relevant types of packaging (sachets, bags, pillboxes, jars, blisters, tubes, strips and sticks) to be manufactured.

Through acquisitions, the Group has expanded its business into producing biocides, medical devices and cosmetics. Today Fine Foods is one of the leading Italian independent contract development and manufacturing organisation (CDMO) of products for the pharmaceutical, nutraceutical and cosmetics industries.

### Values

The following Fine Foods Values are an integral and fundamental part of its Code of Ethics.



- Fine Foods promotes transparency in relationships, demanding professional ethics, the moral integrity of individuals, respect for the law.
- Fine Foods opposes all discrimination against people based on gender, race, language, personal and social conditions, religious and political beliefs.
- Fine Foods believes in the commitment of each person to grow and improve.
- Fine Foods encourages teamwork and employee continuous training.
- Fine Foods dedicates its skills and expertise to its customers to grow together.
- Fine Foods is focused on customer service and satisfaction.
- Fine Foods recognises the importance of building a lasting partnership with its suppliers.
- Fine Foods believes in being guided by a sound quality management system.
- Fine Foods is convinced that sharing its organisation's principles and values provides the Company with a key competitive advantage.

In addition to the above values, Fine Foods is part of the UN Global Compact and is committed to the ten universal principles on human rights, labour standards, environmental protection and the fight against corruption.

## **2. SCOPE AND RECIPIENTS**

The principles and provisions of this Code of Ethics (hereafter referred to as the "Code") are examples of the general obligations of diligence, fairness and loyalty, which qualify services and behaviour in the working environment.

The principles and provisions of the Code apply to Fine Foods Subsidiaries and are binding for Employees, including Managers, Directors and Members of the control bodies.

Directors, Employees and Members of the control bodies are hereafter collectively referred to as "Recipients".

This Code applies to "Third-party Recipients", i.e., those who directly or indirectly, permanently or temporarily, have relations with the Company.

## **3. CODE OF ETHICS STRUCTURE**

The Code of Ethics is structured in five parts:

- VALUES
- RULES OF CONDUCT
- CODE OF ETHICS IMPLEMENTATION
- PENALTY PROVISIONS
- APPROVAL AND AMENDMENTS

## 4. VALUES

### **Respect for the law**

Compliance with the law and regulations is an essential principle of Fine Foods' business. Pursuing the Company's interest cannot justify dishonest conduct that does not comply with regulations.

### **Respect for people**

Relations between people who work or interact with Fine Foods are marked by criteria and behaviour based on honesty, fairness, cooperation, loyalty and mutual respect. All discrimination is condemned by Fine Foods, including but not limited to discrimination based on race, gender and religion.

Fine Foods promotes respect for the physical and cultural integrity of the individual, relations with others and gender equality.

When managing hierarchical relationships, authority is exercised with fairness and correctness, avoiding all forms of abuse and prevarication.

### **Fairness**

Actions and operations and the conduct of each recipient performing their function or assignment are inspired by formal and substantial legitimacy, fairness, and Fine Foods protection under applicable regulations and internal procedures.

Recipients will not use any information, goods or equipment for personal purposes, which they have at their disposal while carrying out their function or assignment.

Recipients, on their own or others' behalf, must not accept recommendations or reports that could be prejudicial to Fine Foods or bring undue advantage to them, the Company or third parties. Recipients must reject and not make promises of undue offers of money, other benefits, or gifts, except for small commercial items of modest value.

### **Protection of competition**

Fine Foods recognises that fair and honest competition is fundamental to business development.

Recipients shall not engage in acts contrary to correct and fair competition between companies.

### **Health, Safety and Environmental protection**

As part of its business, Fine Foods is inspired by the principle of protecting and safeguarding the environment and guarantees Recipients' safety and protection by taking suitable initiatives.

The Company works to avoid any behaviour contrary to applicable regulations that could expose employees, co-workers and third parties to personal injury.

Recipients shall follow the above with the diligence and attention dedicated to their work management.

## **Corporate governance**

Fine Foods pursues its corporate purpose under the law, its Articles of Association and Company regulations, ensuring the correct operation of the Company bodies and protecting its shareholders' property and participation rights, safeguarding asset and share capital integrity. The provisions for employees apply to directors, control body members and managers insofar as they are compatible.

## **Corruption, money laundering and cross-border crimes**

To pursue its mission, Fine Foods is committed to complying with the regulations on the fight against money laundering and corruption towards public officials or private individuals on the national and international front.

## **Accounting and tax transparency**

The Company is committed to guaranteeing the transparency and correctness of the information when managing its accounts, tax obligations, and tax returns. This ensures objective and subjective truthfulness of operations, declarations and the completeness and correctness of the tax documents.

## **Contraband**

Company employees and co-workers involved in import processes directly or indirectly must ensure the proper introduction into the country of goods subject to border duties and comply with customs provisions.

The Company undertakes to ensure the prior verification of the forwarding agents it uses and guarantee customs operations' traceability.

# **5. RULES OF CONDUCT**

## **Recipient responsibilities**

Recipients shall perform their work and services with diligence, efficiency and fairness, using the available tools and time to the best of their ability and assuming compliance responsibilities. They must report any Code of Ethics breaches to the Management.

Please refer to the Company's individual policies, which supplement this Code of Ethics.

## **Relations with Human Resources**

- Fine Foods prohibits discrimination against its personnel and offers all workers the same opportunities so that everyone may enjoy fair treatment based on merit criteria.
- Fine Foods prohibits financial, career and moral discrimination based on religious, political and trade union affiliations, gender, age, race, culture, traditions, and social origins.
- Fine Foods selects and hires its employees based on the values of equal opportunities and equality under legal provisions, Workers' Statutes and the applicable National Collective Labour Agreements.

- Fine Foods does not allow any form of child or illegal labour.
- Fine Foods ensures the protection of its personnel's privacy and their right to work without being subjected to unlawful influences.
- Fine Foods requires compliance with applicable regulations on privacy, forbidding the dissemination of sensitive data learnt during one's work unless previously authorised by the data subject and top Management.
- Fine Foods ensures that there is no subjection during internal and external work relations using violence, threats, deceit, abuse of authority, taking advantage of physical or psychological inferiority or necessity, or bribing or promising other benefits to those who have authority over a person.
- Fine Foods promotes peaceful working and living conditions for employees by:
  - working for continuity
  - implementing transparent internal communication
  - promoting people based on their abilities and commitment
  - protecting their health
  - encouraging knowledge development
  - avoiding clientelism
  - condemning opportunism
  - condemning illegal work or exploitation

### **Harassment and discrimination in the workplace**

The Group requires that its internal and external work relations do not feature any intimidation, threat, verbal or physical behaviour or offence, request for personal favours that hinder work's peaceful and standard performance. If anyone working for or on the Group's behalf believes that they have been subjected to harassment or discriminated against, they have the right to report the incident to the Company HR Department head or their manager. This is without prejudice to the protection against any retaliation against the person making the report. Fine Foods is committed to raising awareness of the issue's seriousness and is dedicated to spreading a culture of respect for people and acting to avoid violent behaviour.

### **Conflict of Interest**

Recipients pursue the general objectives and interests of Fine Foods as part of their partnerships. Recipients must avoid situations and activities where conflict of interest with the Company may potentially or practically arise or may interfere with their ability to impartially make decisions in the Company's best interests and under the Code of Ethics.

Recipients will inform their superiors or contact persons without delay of situations or activities in which they (or their close relatives) may have interests conflicting with those of Fine Foods and cases where there are other conflicts of interest. Recipients will comply with the decisions taken by the Company on this topic.

### **Product Quality**

Fine Foods' objective is to meet customer expectations by offering high-quality products. The Company's daily actions provide a unique and reliable response to customer



expectations. Fine Foods' organisation, professionalism and culture evolve while having high-quality products as a reference.

### **Use of Company Property**

Employees must act with care and diligence to protect themselves and Company property through responsible conduct and under Company procedures. Fine Foods property must be used exclusively for purposes connected with and instrumental to working.

Employees must act to reduce the risk of theft, damage or other threats to the assigned goods and resources without risking their own safety and inform the relevant department of unusual situations in a timely manner.

### **Data and information confidentiality**

Fine Foods protects employee and third-party privacy, and the confidentiality of information under the relevant legislation (privacy regulations) through regulations and procedures that govern data and information management and retention.

Employees must know the Company's regulations and policies on information security and confidentiality to prevent computer crimes.

Fine Foods employees must not disclose confidential news or data.

### **Relations with Suppliers**

Selection of suppliers and purchasing conditions are based on an objective assessment of the quality and price of goods and services, service guarantees, timeliness, and compliance with the values under this Code of Ethics.

### **Relations with Institutions and Public Officials**

Fine Foods' relations with national, European Union, international public institutions, public officials or those in charge of a public service, i.e. bodies, representatives, agents, members, employees, consultants, appointees of public functions or services, public institutions, public administrations, public bodies including financial bodies, public entities or companies, either local, national or international ("Public Officials") shall be entertained by Directors and Employees, regardless of their function or office, or, where applicable, Co-workers, under applicable regulations, based on the general principles of fairness and loyalty.

Should the Recipient receive an explicit or implicit request for benefits from a Public Official, except for commercial gifts of modest value, they will immediately inform their hierarchical superior or the person to whom they are required to report.

If needed, Fine Foods can support public bodies' programmes to create utilities and benefits for the community, and foundations and associations' activities, under applicable regulations and the Code.

Relations with public administrations are managed in compliance with the anti-corruption policy adopted by the Company.



### **Management of gifts**

Acts of courtesy, such as gifts and forms of hospitality towards customers or suppliers, are allowed if they can be considered customary and of fair value and do not compromise the integrity and reputation or influence the recipient's judgement independence.

The recipient who receives gifts or other benefits that exceed ordinary courtesy must immediately make them available to the Company to be returned, donated to charity, or another destination.

Gifts are managed under the provisions of the anti-corruption policy adopted by the Company.

### **Management of communications**

External communications must be truthful, clear, transparent, unambiguous and not instrumental; information must be consistent and accurate under Company policies and programmes.

Fine Foods manages the information published on the institutional website to make it a complete and effective tool that gives evidence of the Company's business.

### **Third-party recipients**

The Code of Ethics applies to third parties, i.e., those outside the Company who work, directly or indirectly, for Fine Foods (for example, co-workers, consultants and suppliers, business partners, etc.).

Under contractual agreements, third parties must follow the Code of Ethics provisions within their responsibility.

## **6. CODE OF ETHICS IMPLEMENTATION**

### **Approval, communication and dissemination**

Any Code of Ethics' change or integration is approved by the Fine Foods Board of Directors and promptly sent to the Recipients.

Fine Foods informs Recipients of the provisions and application of the Code of Ethics, recommending its compliance.

Fine Foods:

- disseminates the Code among Recipients;
- provides Code interpretation and clarifications;
- verifies compliance, making Recipients aware of the importance of the Code;

- updates the Code based on requirements.

Recipients shall certify the following in writing:

- they have read and understood the Code of Ethics;
- they comply with the Code;
- they report any potential breach of the Code.

The form in Annex A of this Code may be used for this paragraph purposes.

The parent Company shall ensure the dissemination of this Code to all Subsidiaries.

### **Supervisory Body**

A Supervisory Body has been established and is responsible for the following Code of Ethics actions:

- monitoring the application of the Code of Ethics by the parties concerned by applying internal audit plans;
- reporting any significant violations of the Code of Ethics;
- proposing periodic Code of Ethics revisions.

### **Reporting by interested parties**

Fine Foods and the other Group companies will establish communication channels through which interested parties can address their reports regarding the Code of Ethics or its possible violations directly to the Supervisory Body, which will analyse the information and, if necessary, interview the whistleblower and the person responsible for the alleged infringement.

The Supervisory Body guarantees whistleblowers against any retaliation, which is an act that may give rise to an actual or possible discrimination or penalisation. The confidentiality of the whistleblower's identity is ensured without prejudice to any legal obligations.

## **7. PENALTY PROVISIONS**

The provisions of this Code are an integral part of the contractual obligations undertaken by Recipients or those who have business relations with the Company.

Violation of the Code may constitute a breach of contractual obligations, with all legal consequences, including termination of the contract or assignment and possible compensation for damages.

## **8. APPROVAL AND AMENDMENTS**

The Code of Ethics is approved by a resolution of Fine Foods' Board of Directors, and any modification is under the BoD responsibility.