



METLAC GROUP GENERAL RULES OF CONDUCT

ADOPTED IN ACCORDANCE WITH THE METLAC GROUP CODE OF ETHICS



In the performance of their activities, the Personnel of the companies belonging to METLAC GROUP are required to comply with the rules of conduct set out below.

In no case shall conduct that is unlawful, illegitimate or otherwise in violation of the METLAC GROUP Code of Ethics and the Organisational, Management and Control Model of the companies belonging to the group be justified or considered less serious if carried out in the interest or to the advantage of METLAC GROUP.

1. DUTY OF DILIGENCE - GOOD FAITH - HONESTY - LOYALTY AND FIDUCIARY DUTIES IN GENERAL

The actions and behaviour of Personnel shall always be in accordance with the **highest standards of honesty, fairness and loyalty** by which METLAC GROUP is inspired.

The Personnel shall perform the tasks, assignments and activities entrusted to them **with diligence and reasonable care**. Company assets and resources must be stored in such a way as to ensure their integrity. Misuse of company property and resources is prohibited.

Recipients must be aware of the impact that their actions and conduct have on the **good reputation of METLAC GROUP**, which, inevitably, affects the group's position in the market, the management of relations with customers and suppliers, as well as with the authorities.

It is therefore forbidden for Recipients to pursue personal or corporate purposes or interests in violation of their fiduciary duties, including the duty of honesty, loyalty and diligence, as well as in violation of the Code of Ethics and, in general, of the laws in force.

2. CONFLICTS OF INTEREST RESOLUTION

In carrying out their work, Personnel must pursue the Company's objectives and interests and operate in accordance with the Company's general ethical principles.

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Personnel must promptly inform their superiors or heads of department and the Supervisory Board of situations or activities in which there might be an interest in conflict with that of the Company, on the part of the persons themselves or of their close relatives, and in any other case in which there are relevant expediency reasons.

3. RELATIONS WITH THE PUBLIC AUTHORITIES

Personnel involved in relations with government interlocutors must observe the laws and regulations in force and the fundamental ethical principles of METLAC GROUP, also in order to preserve the legitimacy of the Company's work.

We reiterate that it is expressly forbidden to accept, offer or promise, directly or indirectly, money, gifts, goods, services, benefits or favours of any kind (and, therefore, also in the form of employment opportunities) to representatives of Italian or foreign Public Authorities (and their relatives), in order to influence their decisions or obtain any undue benefit. Any such request or offer of which one becomes aware must be promptly reported to the hierarchical superior and to the Supervisory Board.

It is also reiterated that it is expressly prohibited to grant benefits in exchange for an undue advantage to a public official as a result of the mere condition of psychological subjection caused by an undue inducement to give or promise benefits exercised by the latter.

Personnel must refrain from proposing employment or business opportunities that could procure advantages, directly or indirectly, to civil servants or their family members.

Personnel must refrain from soliciting or obtaining confidential information that may compromise the integrity or reputation of the persons concerned.

Should the Company be represented in relations with the Public Authorities by a third party, the Personnel in charge of managing relations with that third party must ensure that the latter complies with the provisions of the Code of Ethics.

4. RELATIONS WITH JUDICIAL AND INSPECTION AUTHORITIES

Personnel must cooperate with the authorities in the event of inspections, investigations or other findings, including judicial ones. Relations with consultants and counterparties must respect the principles of clarity, loyalty and fairness.

Personnel in charge of litigation must comply with applicable laws and regulations and applicable corporate procedures.

5. RELATIONS WITH CUSTOMERS AND PRINCIPALS

Personnel managing relations with customers and principals are required to strictly observe the principles of transparency and fairness.

It is forbidden to abuse one's authority or position in conducting negotiations and managing relations with customers and principals. In the conduct of any negotiations, any situation in which the parties involved are or may appear to be in conflict of interest must always be avoided.

It is also prohibited to perform or omit acts in breach of the obligations inherent in one's position as a result of private persons giving or promising to give benefits.

In addition, Personnel dealing with customers and principals are required to comply with the principles laid down in the Code of Ethics and in these General Rules of Conduct.

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In all cases, the acquisition of orders and the awarding of contracts must be carried out in compliance with the law and internal company procedures and, in any case, always in accordance with fair business practice, including economic principles and fair competition.

It is forbidden to make against customers and principals any claims that are not legitimate and consistent with signed contracts or ongoing relations. Promising or acknowledging benefits that may influence the decisions of customers and principals is prohibited.

In the context of the management of relations with customers and principals, it is generally forbidden to engage in corrupt practices, illegitimate favours, collusive behaviour, solicitation, directly and/or through third parties, of personal and career advantages for oneself or others.

Should the Company be represented in relations with customers and principals by a third party, the Personnel in charge of managing relations with such third party must ensure that it complies with the provisions of the Code of Ethics and these General Rules of Conduct.

6. PARTICIPATION IN TENDERS

Any participation in tenders and/or restricted negotiations, whether organised by private or public purchasers, must take place in strict compliance with the principles of fairness, transparency and good faith, ensuring that the documentation submitted and the information and data provided are always clear, truthful and complete. The same applies to the management of relations with private and public principals. If a tender is awarded, relations must be in accordance with the agreed commercial terms and conditions.

7. RELATIONS WITH SUPPLIERS

Personnel managing relations with suppliers are required to strictly observe the principles of transparency, fairness and good faith. In particular, the Personnel in charge of relations with suppliers are required to:

- comply with existing company procedures, in particular the "Supplier Code of Conduct";
- not preclude any supplier meeting the requirements from competing for contracts by adopting objective and documentable criteria in the selection of the shortlist of candidates;
- ensure respect for the principles of fair competition;
- avoid inducing the supplier to enter into a contract by promising future advantages or benefits;
- inform suppliers of the ethical principles adopted by METLAC GROUP, the observance of which by suppliers, limited to the aspects applicable to the supply relationship, constitutes an essential prerequisite for signing the contract, and including METLAC GROUP's constant commitment to eliminate all forms of corruption. This commitment on the part of suppliers must be formalised by means of specific contractual clauses;
- inform superiors in case of doubts as to the conduct to be adopted.

It is also prohibited to perform or omit acts in breach of the obligations inherent in one's position as a result of private persons giving or promising to give benefits.

Furthermore, Personnel who have relations with suppliers must respect the principles set out in Paragraph 19 concerning the fight against corruption and the condemnation by METLAC GROUP of any corruption phenomenon in the Code of Ethics and in these General Rules of Conduct.

8. CONFIDENTIALITY AND PRIVACY

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Personnel must ensure the utmost confidentiality with regard to information constituting company assets or inherent to the Company's business, in compliance with the provisions of the law, current regulations and internal procedures.

Company Personnel are required to use confidential information in their possession for purposes related to the performance of their duties. Even after termination of employment, it is forbidden to use (even indirectly) confidential corporate information to one's own advantage or that of third parties, or to the detriment of the Company.

In addition, Personnel must ensure that access to confidential information is denied to unauthorised persons.

Personnel who, in the course of their work, have to process data, including sensitive data, must always proceed in compliance with the aforementioned regulations and with the operating instructions issued in this regard by the Company, also with regard to the flow of data, their use and their (direct and/or indirect) storage. All data must be processed in accordance with the purposes for which they were conferred, ensuring an adequate level of security.

The unlawful processing of data is prohibited. All communications and declarations made by the Company, including to the Data Protection Authority, shall be accurate and truthful and in accordance with the provisions of the privacy legislation and, in particular, EU Regulation 2016/679 and Legislative Decree No. 101/2018.

9. PRICE-SENSITIVE INFORMATION

Personnel are bound to respect confidential/privileged information and price-sensitive information of which they are aware due to the position held or the activity carried out, not disclosing it externally and not sharing it with other subjects - or their own colleagues - except in compliance with the laws in force, the principles of fairness, completeness, adequacy, timeliness and non-selectivity in the dissemination of information and with the applicable corporate procedures. For example, no confidential information may be disclosed that relates to agreements entered into with business partners, financial corporate information, information relating to particular corporate operations (such as, for example, acquisitions and/or divestments), lists of customers and contracts, market share data, agreements entered into with suppliers and anything else deemed confidential for the purposes of protecting the company's business. Likewise, staff shall refrain from behaviour and statements that may in any way harm the image of the Company and, in general, of METLAC GROUP; conversely, they shall promote this image, also through the propriety of their behaviour.

It is expressly prohibited for anyone in possession of inside information in connection with their work (members of the Board of Directors, management and auditors of the issuer, participation in the issuer's capital, exercise of employment, professions, functions, including public functions, of an office) to:

- buy, sell or carry out other transactions, directly or indirectly, for one's own account or for the account of a third party, in financial instruments using such information
- recommend or induce others, on the basis of the information, to carry out certain of the aforementioned operations

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- disclose such information to others outside the normal exercise of their employment, profession, function or office

It is forbidden to spread false news or engage in simulated transactions or other tricks concretely capable of causing a significant alteration in the price of financial instruments.

10. INFORMATION SECURITY

Within the limits of their duties or functions, Personnel are responsible for the security of the computer systems they use and are required to comply with the laws and regulations in force (including the "**Regulations for the use of Metlac Spa IT systems and devices**") and the terms and conditions of the user licences.

It is expressly forbidden to download unauthorised software and to make unauthorised copies of licensed programmes, as well as to use reprehensible, indecent and offensive language in one's communications, and to access reprehensible, indecent and offensive web sites. Personnel must cooperate in order to prevent any offences committed by using IT systems.

11. ENVIRONMENTAL PROTECTION

Environmental interventions must be managed in accordance with the applicable legal and regulatory provisions. Within the limits of their duties or functions, Personnel are responsible for the protection of both the internal and external environment, and must therefore ensure that the company's activities respect the environment, as well as verifying the truthfulness and accuracy of the information and documents provided for obtaining authorisations, licences and permits.

The relevant internal departments are required to carry out waste classification and verification activities in accordance with the applicable legal and regulatory provisions.

Personnel are required to handle waste according to company procedures.

Personnel are required to cooperate fully and to behave with diligence, transparency and loyalty in the event of audits, checks or inspections by the competent authorities.

Personnel are required to comply with the provisions of the Environmental Crimes Protocol, the Environmental Management System adopted by the Company and the other procedures adopted by METLAC GROUP in relation to environmental protection

12. HEALTH AND SAFETY AT WORK

It is expressly forbidden to:

- engage in, collaborate in or give rise to conduct that, individually or collectively, directly or indirectly, constitutes one of the offences set out in Article 25-septies of Decree No. 231 and in the legal provisions concerning the administrative liability of entities;
- engage in imprudent, negligent or reckless conduct that may give rise to a safety hazard;
- engage in conduct that could be construed as constituting the aforementioned offences;
- omit or refuse to use protective equipment or omit or refuse to attend training and instruction courses;
- perform work tasks without having received adequate operational instructions or without having participated in training courses;
- fail to report inability to perform an assigned work task.

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Staff must respect:

- legal and regulatory obligations to protect health and safety in the workplace, the environment, ecology and prevention;
- safety procedures and operating procedures, safety instructions and operating instructions and all other company safety instruments, as set out in the Safety Report and the Risk Assessment Document and related documentation;
- the principles of conduct contained in the Code of Ethics 231 with regard to security-related offences.

The binding obligations set out in Article 20 of Italian Legislative Decree No. 81 of 2008 are set out here, it being understood that all other obligations and duties set out in corporate documentation are equally binding.

"ART. 20. WORKERS' OBLIGATIONS

1. *Every worker must take care of his or her own health and safety and that of other persons present at the workplace, on whom the effects of his or her actions or omissions fall, in accordance with his or her training, instructions and means provided by the employer.*
2. *Workers must in particular:*
 - a) *contribute, together with the employer, managers and supervisors, to the fulfilment of the obligations laid down to protect health and safety in the workplace;*
 - b) *comply with the provisions and instructions given by the employer, managers and supervisors for the purposes of collective and individual protection;*
 - c) *use work equipment, dangerous substances and preparations, means of transport and safety devices properly;*
 - d) *make appropriate use of the protective equipment made available to them;*
 - e) *immediately report to the employer, the manager or the person in charge the deficiencies of the means and devices referred to in letters c) and d), as well as any dangerous condition of which they become aware, taking direct action, in case of urgency, within the scope of their responsibilities and possibilities and without prejudice to the obligation referred to in letter f) to eliminate or reduce the situations of serious and imminent danger, informing the workers' safety representative;*
 - f) *not remove or modify safety, warning or control devices without authorisation;*
 - g) *not carry out on their own initiative operations or manoeuvres which are not within their responsibility or which may endanger their own safety or that of other workers;*
 - h) *take part in the education and training programmes organised by the employer; i) undergo the health checks provided for by this legislative decree or otherwise ordered by the occupational physician.*

... [omitted]"

13. ANTI-MONEY LAUNDERING - RECEIVING STOLEN GOODS

Commercial and financial transactions must be based on strict compliance with the principles of transparency and lawfulness. It is mandatory for Personnel (and in particular for the corporate departments concerned) to:

- prepare suitable contractual documentation to support business transactions (e.g. assignment in writing, drafting of contracts with the subject matter of the contract and the agreed terms and conditions);
- comply with the company's requirements for selecting and assessing the reliability of counterparties;
- ensure transparency in commercial and financial relations;

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- check the propriety of payments; for each payment, there must be a written contractual document (contract, order, etc.); an invoice or other suitable fiscal document; approvals and authorisations for payment; and further documentation required by company procedures;
- check Intercompany payment transactions.

14. ACCOUNTING

It is mandatory for Personnel to ensure:

- adequate cooperation with the departments responsible for drawing up accounting documents and financial statements;
- the completeness and clarity of the information provided;
- the accuracy of the data provided and processing performed;
- compliance with accounting and legal principles for recording transactions.

15. PARTICIPATION IN ANTISOCIAL AND CRIMINAL ACTIVITIES

Personnel are prohibited from having any kind of relationship with organisations and elements involved in antisocial and criminal activities that threaten society or the lives of citizens. In particular, it is expressly forbidden for all Personnel to:

- engage in, promote, collaborate in or cause conduct such that, taken individually or collectively, it directly or indirectly constitutes the types of offence included in Article 24-ter and 25-quater of Italian Decree 231 (organised crime and terrorism and subversion of the democratic order offences)
- use even occasionally the premises of METLAC GROUP or one of its organisational units for the purpose of enabling or facilitating the offences referred to above
- promote, constitute, organise or manage organisations with the purpose of (i) committing acts of violence, in particular for the purpose of subverting the democratic order, (ii) reducing to slavery, keeping in slavery, trafficking in persons, buying and selling slaves, and (iii) violating the provisions on illegal immigration set out in Article 12 of Italian Legislative Decree 286/1998
- directly or indirectly provide funds to persons intending to commit terrorist or organised crime offences
- enter into or assign contracts or carry out any commercial and/or financial transaction, whether directly or through an intermediary, with natural or legal persons whose names appear on lists of natural or legal persons linked to international terrorism, or controlled by persons on such lists, when this control relationship is known
- undertake or assign orders or carry out any commercial and/or financial transaction, either directly or through an intermediary, with natural or legal persons residing in the countries indicated in the lists of countries at risk of international terrorism, except with the express consent of the Supervisory Board and the Board of Directors
- carry out transactions, take on or assign orders that may be anomalous in terms of type or subject matter and establish or maintain relations that present anomalous features from the point of view of the reliability and reputation of the persons and operations to be performed
- provide services to external contractors not sufficiently justified by the context of the contractual relationship established with them
- pay fees to external collaborators that are not adequately justified in relation to the type of task to be performed and to local practices

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When faced with extortionary demands, Personnel shall refuse any compromise and to refrain from disbursement of money or other benefits. Instead, they shall immediately inform their supervisors, for the necessary consultations with the general management of the Company.

16. COUNTERFEITING ACTIVITIES - INFRINGEMENT OF INTELLECTUAL PROPERTY RIGHTS - OFFENCES AGAINST THE FREEDOM OF TRADE AND INDUSTRY

It is expressly forbidden for Personnel to:

- engage in, promote, collaborate in or conduct such that, taken individually or collectively, it directly or indirectly constitutes the types of offence included in Article 25-*bis*, 25-*bis* 1 and 25-*nonies* of Decree 231 (counterfeiting activities and infringement of intellectual property rights)
- engage in counterfeiting, altering or using trademarks or distinctive signs or patents, models and designs and, in general, the intellectual property rights of others
- introduce into the territory of the Italian State for trade, to hold for sale, to put on sale, or otherwise to put into circulation intellectual works or industrial products with counterfeit or altered national or foreign trademarks or distinctive signs
- use violence against property or fraudulent means to prevent or disrupt the exercise of industry or trade
- sell industrial products with false signs; manufacture and trade goods made by usurping industrial property rights; engage in counterfeiting of geographical indications or designations of origin for agri-food products
- engage in competition through the use of threats or violence
- cause harm to domestic industry by offering for sale or otherwise putting into circulation, on domestic or foreign markets, industrial products with counterfeit or altered names, trade marks or distinctive signs
- commit any activity in breach of the intellectual property protected under Articles 171, 171-*bis*, 171-*ter*, 171-*septies*, 171-*octies* of Law No. 633/1941, where applicable, such as, but not limited to: reproducing, transcribing, selling or putting on the market a work of others

17. PERSONNEL RECRUITMENT AND MANAGEMENT

All employment must be carried out in strict compliance with the applicable laws and regulations, without exception.

The Employer and the Personnel involved in recruitment are required to verify the completeness, regularity, validity and effectiveness of the documentation relating to each hiring. In particular, in the case of foreign workers (third-country nationals), the Employer and the Personnel concerned are required to check the validity of foreign workers' residence permit.

Personnel management (from the determination of duties to working hours) must be carried out in compliance with the law; the same principles must be observed by contractors, subcontractors, suppliers, etc., whose services the Company uses.

It is also forbidden to take retaliatory and any other discriminatory measures against a person making reports that are permitted under Legislative Decree No. 24/2023 and formulated in accordance with the METLAC Group Whistleblowing Policy. ,

18. PROTECTION OF THE CULTURAL AND LANDSCAPE HERITAGE

Within the limits of their duties or functions, Personnel are responsible for the protection of the cultural and landscape heritage and, if requested to do so, are required to provide the utmost cooperation

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and to behave in a diligent, transparent and loyal manner in the event of audits, checks or inspections by the competent authorities.

Personnel are prohibited from carrying out any action potentially damaging to the landscape heritage and/or cultural assets and works of art. In particular, it is expressly forbidden for all Personnel to:

- engage in any form of misappropriation and/or sale thereof, for whatever purpose and/or reason;
- import cultural assets originating from crime or found as a result of searches carried out without authorisation where this is provided for by State law;
- transfer abroad - without a certificate - cultural assets, objects of artistic, historical, archaeological, ethno-anthropological, bibliographic, documentary or archival interest or other objects subject to specific protection provisions under the law on cultural assets;
- alter/destroy/obscure genuine agreements in relation to movable cultural assets, in order to make their provenance appear lawful;
- destroying/disperse/deteriorate or carry out any other action aimed at rendering wholly or partially useless or unusable cultural or landscape assets, of one's own or others;
- counterfeit works of art;
- recycle cultural assets proceeds;
- devastate or plunder cultural and landscape assets or cultural institutions and places.

19. RULES OF CONDUCT FOR CORPORATE BODIES

The members of the Corporate Bodies are required to operate in strict compliance with the provisions of the law, the Articles of Association, the Code of Ethics 231 and the Organisational and Management Model.

The members of the corporate bodies are required to:

- observe the rules of conduct prescribed for Personnel;
- avoid situations of conflict of interest and refrain from carrying out transactions in conflict of interest;
- ensure the confidentiality of the information and data in their possession;
- carry out their activities in accordance with the principles of transparency, autonomy, independence and fairness;
- ensure the proper conduct of corporate activities;
- enable control and verification activities to be carried out.

20. RULES OF CONDUCT FOR THIRD PARTY RECIPIENTS

Third Party Recipients are required to operate in strict compliance with the provisions of law and regulations in force and with the Code of Ethics 231 of METLAC GROUP, limited to the aspects directly applicable to Third Party Recipients by reason of the activities they perform for or with the Company, with particular regard to compliance with the fundamental ethical principles of METLAC GROUP and, if and to the extent applicable, the rules of conduct for Personnel.

The observance by Third Party Recipients of the fundamental ethical principles and, depending on their activity, of the rules of conduct for Personnel, shall be evidenced by specific commitments made in writing by the Third Party Recipients (e.g. by means of specific contractual clauses or declarations issued separately by the Third Party Recipients).

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Violation of the commitments undertaken will be sanctioned in accordance with the provisions of the contracts entered into with Third Party Recipients in accordance with the Disciplinary System adopted by the Company (e.g., right to terminate the contract).

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It is reiterated that METLAC GROUP will not initiate or continue any relationship with anyone who does not intend to observe the above principles.

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