



# Code of Ethics

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## 1. Preliminary remarks

The Code of Ethics is the "Constitutional Charter" of the company, a charter of rights and moral duties that defines the ethical and social responsibility of each participant in the company organisation.

The Code of Ethics is an effective means of preventing irresponsible or illegal conduct by those who work in the name and on behalf of the company because it introduces a clear and explicit definition of their ethical and social responsibilities towards all those directly or indirectly involved in the company's activities (customers, suppliers, partners, citizens, employees, collaborators, public institutions, environmental associations and anyone else interested in the company's activities).

The Code of Ethics is the main instrument of implementation of ethics within the company, aimed at clarifying and defining the set of principles with which its addressees are called to conform in their mutual relations and in dealing with stakeholders in the company. Its addressees are therefore called upon to respect the values and principles of the Code of Ethics and are required to protect and preserve, through their conduct, the respectability and image of Coveme S.p.A. (hereinafter, for the sake of brevity, Coveme) and the integrity of its economic and human heritage.

The Code of Ethics does not replace and does not prevail over the laws in force and the applicable National Collective Labour Agreement. Coveme intends, through the Code of Ethics:

- a. to define and explain the values and general ethical principles that inform its activities and its relationships with customers, suppliers, employees, collaborators, directors, public institutions and any other person involved in the company's activities;
- b. to formalise the commitment to conduct itself on the basis of the following ethical principles: moral legitimacy, fairness and equality, protection of the person, protection of the environment, diligence, transparency, honesty, confidentiality, impartiality, and protection of health;
- c. to reaffirm its commitment to protecting the legitimate interests of its shareholders;
- d. to indicate to its employees, collaborators and directors the principles of conduct, values and responsibilities whose respect it requires in the course of the provision of work;
- e. to define the means of implementation. The implementation of the principles contained in the Code of Ethics is entrusted to the Chairmanship. It is entrusted with the task of spreading knowledge and understanding of the Code of Ethics in the company, monitoring the effective implementation of the principles contained therein, receiving reports of violations, undertaking investigations and imposing penalties;
- f. to define the implementation methodology through:

- analysis of the company structure to identify the objectives and parties involved in the company's activities;
- internal discussion to identify the general ethical principles to be pursued, the ethical rules for the company's relations with the various stakeholders, and the ethical standards of conduct;
- the adaptation of the company organisation to the principles of the Code of Ethics. In particular, it is particularly important to provide ethical training aimed at making all those involved aware of the existence of the Code of Ethics and making them assimilate its contents. Dialogue and participation are essential in order for all staff to share the values present in this important document.

## **2. The Mission**

Coveme is a company that converts polyester film and makes it suitable for various industrial uses: photovoltaic modules, RFID antennas, medical biosensors, electrical insulation, automotive, screen printing, food packaging. Product and process innovation is at the heart of Coveme's work and is essential for the development of new products for sectors with a high technological content and in rapid evolution. In this context, the consolidated partnership with our customers and suppliers is of fundamental importance for mutual growth. Today Coveme has two production plants: the first one, opened in 1996 in Gorizia and the second one inaugurated in 2011 in China in Zhangjiagang (Shanghai). These two production centres are the result of the company's entrepreneurial spirit, farsightedness and decades of know-how, which have made Coveme the first European company in its sector to open a production plant in China. The main market in which we operate is that of renewable energy through the production of film for photovoltaic panels. This is a fast-growing sector that has seen Coveme establish a world-leading position in just a few years. Our commitment to environmental protection concerns not only what we produce but also how we produce it and this is reflected in our production processes, technologies developed, procedures followed and relationships with our partners. Coveme has a worldwide sales, logistics and pre- and after-sales service network. Coveme's sales representatives are real product managers, product technicians who are able to support the customer even in the most delicate technical phases. Coveme's reliability has a very solid foundation and is fed daily through quality controls, the highest quality standards of the product, and keeping the promises made to our customers.

### **3. The top management levels**

The top management of Coveme, aware of their responsibilities, are inspired by the principles contained in this Code of Ethics, inspiring their activities to follow values of honesty, integrity in the pursuit of corporate objectives, loyalty, fairness, respect for people and rules, and mutual collaboration. The commitment of the Directors and the Chairman is to the responsible management of the company, in the pursuit of objectives of value creation; the commitment of the Statutory Auditors is the precise performance of the functions entrusted to them by the law. The collaboration between Directors, Chairman and Statutory Auditors is based on a system of sharing the strategic and operational objectives of the corporate mission in which the different roles of management, coordination, direction and control can find a harmonious balance.

Individuals are responsible for assessing situations of conflict of interest or incompatibility of functions, assignments and positions outside as well as within the company. It is the responsibility of each Director and Statutory Auditor and of the Chairman to use the utmost rigour in assessing such circumstances, to the advantage of a transparent and profitable relationship between the company and those involved in the company's activities.

The members of the corporate bodies are required to exhibit:

- a. conduct inspired by autonomy and independence, providing correct information;
- b. conduct inspired by integrity, loyalty and a sense of responsibility towards the company;
- c. assiduous and informed participation;
- d. understanding of their role;
- e. the sharing of objectives and critical spirit, in order to ensure a significant personal contribution.

The legitimate manifestation of divergent positions cannot be allowed to be detrimental to the image, prestige and interests of the company, which it is the responsibility of the top management to defend and promote. Any interviews, statements and any public intervention must take place within a framework of strict consistency with this principle.

Information received for office purposes is considered confidential and any use not deriving from the institutional performance of the functions for which each Director, Statutory Auditor or Chairman is responsible is prohibited.

The commitments of loyalty and confidentiality undertaken by accepting the office shall bind the persons of the Directors, Statutory Auditors and the Chairman even after the termination of the relationship with the company.

#### **4. Human resources**

Coveme attaches the utmost importance to those who work within the company, contributing directly to the development of this, because it is through human resources that Coveme is able to provide, develop, improve and ensure optimal management of its services and products. It is also in the interest of the company to encourage the development and professional growth of the potential of each resource in order to increase the wealth of skills possessed by each employee or collaborator.

##### *4.1. Ethical principles*

Coveme:

- shall undertake to create working conditions that are conducive to the protection of the psychophysical integrity and health of workers and to respect their moral personality, avoiding discrimination, illegal conditioning and undue discomfort;
- shall adopt criteria of merit, competence and which are, in any case, strictly professional for any decision relating to the employment relationship with its employees and external collaborators; discriminatory practices in the selection, hiring, training, management, development and remuneration of personnel, as well as any form of nepotism or favouritism, are expressly prohibited. Any recruitment or promotion must be made on the basis of merit and competence.
- requires the Function Managers and all the collaborators, each within their competence, to adopt behaviours consistent with the principles set out in the previous points, and conducive to their concrete implementation.
- He/she also recognises the principle that the dignity of individuals may not be violated by acts or behaviour that constitute harassment or violence and that harassment or violence in the workplace must be reported.

Without prejudice to the provisions of law and contract regarding the duties of workers, employees are required to exhibit professionalism, dedication, loyalty, spirit of cooperation and mutual respect.

The dynamics that characterise the context in which the company moves require the adoption of transparent conduct. The main success factor is provided by the professional and organisational contribution that each of the human resources involved ensures.

Every employee or collaborator:

- shall orient his or her work towards professionalism, transparency, correctness and honesty, contributing with colleagues, superiors and collaborators to the pursuit of common objectives;
- shall base his or her activity, whatever the level of responsibility associated with the role, on the highest degree of efficiency, following the operational instructions given by the higher hierarchical levels;
- shall adapt his or her internal and external conduct to the principles and values set out in this Code, aware of the responsibilities that Coveme requires compliance with during the course of providing work; in particular, he or she complies with all the indications and provisions of the company in terms of safety at work in compliance with current legislation;
- in his/her relations with colleagues, he/she adopts behaviour based on the principles of civil coexistence and full cooperation and cooperation, collaborating to maintain a working environment in which the dignity of each individual is respected and interpersonal relations are fostered, based on principles of equality and mutual fairness, also in implementation of the Agreement of the European social partners of 26 April 2007 and the joint declaration of 25 January 2016.
- shall consider confidentiality to be a vital principle of the activity.

Compliance with applicable laws and regulations is a specific obligation of each employee, who is required to report to his or her manager:

- any violation - carried out within the company - of the provisions of law or regulation, or of this Code;
- any omission, falsification or negligence in the keeping of the accounts or in the keeping of the documentation on which the accounting records are based;

- any irregularities or malfunctions relating to the management and methods of provision of services, in the certainty that no type of retaliation will be put in place against him or her. Also in compliance

Also in compliance with the obligations of diligence and loyalty pursuant to Articles 2104 and 2105 of the Italian Civil Code, employees are required to report to the competent corporate bodies, using the Whistleblowing procedure published on the company intranet, any relevant illegal conduct pursuant to Article 6, paragraph 2-bis, Legislative Decree 231/01 and violations of the organization and management model of the Body of which he became aware in the exercise of his/her functions. By means of whistleblowing, Coveme's employees may report to specific company departments or bodies a possible fraud, crime, offence or any irregular conduct committed by other subjects belonging to Coveme itself. The company, for its part, is committed to safeguarding the anonymity of the complainant and to ensuring that the complainant is not subject to any form of retaliation.

Employees are not allowed:

- to pursue personal interests to the detriment of corporate interests;
- to exploit the name and reputation of Coveme for private purposes and, similarly, to exploit for personal purposes the position held within the company and information acquired during the course of employment;
- to adopt attitudes that may compromise the image of the company;
- to use company assets for purposes other than those intended;
- to partake in the unnecessary consumption or non-rational use of means and resources;
- to disseminate to third parties or to use for private or improper purposes any information and news concerning Coveme;
- to perform work duties - even free of charge - in conflict with or in competition with those of Coveme.

They are obliged to avoid even apparent situations of conflict of interest with the company, and in any case to inform their superiors of the occurrence of such situations.



The employee shall inform the Function Manager of the financial or non-financial interests that he or she, or his or her relatives or acquaintances, or persons with whom he or she has had collaborative and remunerative relations, may have in activities related to the office. In all such cases, the employee shall refrain from participating in the related activities.

As part of the work activity, the employee shall not associate with persons or representatives of companies that have ongoing litigation proceedings with Coveme.

In carrying out his or her duties, the employee shall ensure equal treatment between those who come into contact with Coveme.

He or she shall not accept or take into account recommendations or warnings, however they may be designated, in any form, in favour of or to the detriment of persons with whom he or she comes into contact for reasons of his or her office.

The interruption or termination of the employment relationship with the company, regardless of the cause, shall not justify the disclosure of confidential information or the expression of considerations that may harm the image and interests of the company.

Employees are required to use the assets made available to them in accordance with their intended use and in such a way as to protect their preservation and functionality.

The employee shall not use for personal purposes stationery, computers, photocopiers or other equipment at his disposal for office reasons.

Except in exceptional cases, of which he or she shall inform the Function Manager, the employee shall not use the office telephone lines to make personal calls and shall limit the reception of personal calls on the office telephone lines to the minimum necessary.

Without prejudice to the general ban on smoking in the workplace, marked by specific indications, Coveme in situations of cohabitation at work will take particular account of the need for the employee to be protected from contact with "passive smoking".

#### *4.2. Hierarchical relations*

The conduct of each Manager must conform to the values of the Code of Ethics and represent an example for his or her collaborators.

The Function Managers shall establish relation with their collaborators based on mutual respect and fruitful cooperation, favouring the development of a spirit of belonging to the Company. Employee motivation and the dissemination of corporate values – so as to allow their internalisation and sharing – are essential: from this point of view; there must be a commitment to the implementation and maintenance of correct, valid and motivating information flows, capable of giving employees an awareness of the contribution made to corporate activity by each of the resources involved.

Each Manager shall support the professional growth of the resources assigned, taking into account the attitudes of each in the allocation of tasks, in order to achieve real efficiency in the operational field.

Everyone shall be guaranteed the same opportunities to express their professional potential.

Each Manager shall pay due attention and, where possible and appropriate, follow up on suggestions or requests from his or her collaborators, with a view to total quality, encouraging motivated participation in the Company's activities.

Management is called upon to promote a positive approach to the control function, with a view to full collaboration consistent with the sense of belonging that it intends to promote among all its employees. The control system contributes to improving the efficiency of company processes; it is therefore the common objective of all levels of the organisational structure to contribute to its effective functioning, first of all through the punctual observance of internal procedures, so as to allow the easiest identification of points of responsibility.

Employees (internal and external) are required to comply with the principles contained in the Code of Ethics.

The fee to be paid must be commensurate with the performance specified in the contract and payments may not be made to a party other than the contractual counterparty, nor in a third country other than that of the parties.

## **5. External relations**

### *5.1. Relations with Institutions*

In full respect of the roles and the respective functions, Coveme maintains relations with state administrations, guarantor and supervisory authorities, public bodies, local bodies and administrations and public law organisations.

Relations with the Public Administration must be based on clarity, transparency and professionalism, on the recognition of the respective roles and organisational structures, including for the purposes of a positive comparison aimed at the substantial respect of the applicable regulations.

The competent corporate functions maintain the necessary relations with the Institutions.

Each employee is required to comply with the same principles of transparency, observance of obligations and collaboration with the Authorities.

In his or her dealings with public officials, the employee must behave with the utmost fairness and integrity, this including avoiding giving the impression of wanting to improperly influence decisions or requesting preferential treatment.

In this regard, Coveme takes appropriate precautions and measures to prevent such conduct by those acting in its name and on its behalf and which may constitute bribery of a public official or a public service appointee. Gifts or acts of courtesy and hospitality towards public officials and public employees such as to compromise the integrity and reputation of the company are also not permitted. Similarly, in dealings with public officials with whom he or she comes into contact for work purposes, the employee may not accept compensation, gifts or preferential treatment of more than symbolic value; the employee is obliged to inform his or her line manager of any offers received in this regard.

#### *5.2. Relations with customers and suppliers*

Correctness, professionalism, efficiency, seriousness and reliability are the basis for the establishment of a valid relationship with customers, suppliers and external collaborators.

The choice of suppliers and external collaborators is made on the basis of evaluations based on objective reference elements. Employees are required to ensure equal opportunities for suppliers who meet the requirements.

The selection of suppliers and the determination of purchasing conditions must be based on an objective assessment of the quality, usefulness, price of the goods and services requested, the ability of the counterparty to promptly supply and guarantee goods and services of a level appropriate to the needs of the company, as well as its integrity and soundness.

Coveme is available to search for amicable solutions to problems that may arise with customers in order to overcome the divergent positions and to reach a conciliation of them.

The same spirit informs the company's relationship with its suppliers and external collaborators; employees are also required to promptly report any significant problems that arise to the competent functions, in order to allow the adoption of the measures that are most appropriate from time to time.

In relations with customers and suppliers or with other parties with whom they come into contact for business reasons, top management and employees may not accept compensation, gifts or preferential treatment of more than symbolic value; the employee is obliged to inform his or her hierarchical manager of any offers received in this regard. Similarly, it is forbidden to offer or pay undue compensation, gifts

or preferential treatment of more than symbolic value and in any case unrelated to normal courtesy, with the intention of unlawfully favouring the interests of Coveme.

Also the external collaborators of the Company who have knowledge, by reason of the functions performed, of illegal conduct relevant to art. 6, paragraph 2 bis, of Legislative Decree no. 231/01 or of violations of the organisational and management model of the Entity, must be considered subject to the burden valid for the employees to make the due report through the channels institutionally appointed for this purpose and to subsequently provide the necessary cooperation required for the functioning and effectiveness of the Whistleblowing policy.

## **6. Information policy**

External information must be accurate, truthful and transparent.

Relations with the press and other information bodies are entrusted to the appropriate company functions or to external consultants. Similarly, prior agreement is required with the relevant functions to represent the positions and activities of the company in any form and occasion.

The internal circulation of information is limited to persons with an effective corporate interest in knowing and using it, who refrain from talking about it without reason or in inappropriate places, including to avoid involuntary disclosure.

The disclosure of confidential information to third parties and in any case for internal use requires the authorisation of the Manager, in compliance with company procedures.

The protection of the company's assets includes the custody and protection of the company's material and intellectual assets, as well as information and data owned by the company, of which employees become aware for official reasons. For the strategic importance of such information, it is necessary to share it correctly, allowing the achievement of the objectives common to the various functions, in the knowledge that unauthorised disclosure, tampering, misuse or loss can cause damage to Coveme and its shareholders.

The company makes adequate information available to employees, through a timely flow of communications, including through its website and, where necessary, through press releases or meetings.

Coveme guarantees the processing of shared and sensitive personal data relating to its employees and third parties according to the criteria provided for by current legislation on privacy.

Employees are required to reserve for personal data of which they become aware the most appropriate treatment to protect the legitimate expectations of those concerned regarding their privacy, dignity and image. The performance of the activity involves the acquisition, storage, processing, communication and circulation internally and externally of documents, studies, data and written information, and telematic and/or verbal information. This information, acquired and processed by employees in the exercise of their duties, must be disclosed in full compliance with the obligations of diligence and loyalty that derive from the rules and employment contracts, and in compliance with the rules of law. The accounting records are kept in accordance with the principles of transparency, truthfulness and completeness of information that guide the entire information policy of Coveme.

Accounting evidence must be based on accurate, comprehensive and verifiable information.

Each entry in the books of account must reflect the nature of the transaction, represent its substance and be based on adequate supporting documentation to enable:

- easy accounting entry;
- the identification of the different levels of responsibility;
- the accurate reconstruction of the operation.

The Board of Statutory Auditors has free access to data, documentation and information useful for carrying out the control activities for which they are responsible. All employees are required to cooperate fully to this end.

## **7. Data Protection – Data Processing**

Coveme adopts all the tools and methods necessary to ensure maximum compliance in terms of IT security and data processing and ensures that the requirements of current national and EU legislation are observed, as well as the provisions of the Privacy Guarantor, on the subject of Data Protection and Data Processing of users or contractors, whether natural or legal persons.

Coveme treats data, news and information in its possession with absolute confidentiality, avoiding their dissemination or use for its own speculative purposes or those of third parties, and in any case

safeguarding the principles of loyalty, fairness and transparency mentioned above. More generally, with regard to the protection and processing of personal data Coveme ensures compliance with the provisions of EU Regulation no. 679/2016 and compliance with the principles of lawfulness, correctness, transparency, limitation, minimisation, accuracy, integrity, confidentiality and accountability of treatment.

## **8. Observance of the Code**

### *7.1. Obligatory Nature*

Compliance with the provisions of the Code of Ethics is an essential part of the contractual obligations of employees pursuant to and for the purposes of Articles 2104 and 2106 of the Italian Civil Code. Collaboration agreements include an obligation to comply with this Code. Violation of the provisions of the Code of Ethics by employees (employees and collaborators) constitutes breach of contractual obligations and may result, depending on the case, in:

- the application of the sanctions and disciplinary measures provided for by the applicable Collective Bargaining Agreements;
- the resolution of the report;
- the application of penalties;
- compensation for damages.

### *7.2. Reference structures*

No one should ever presume to be able to ignore the regulations, believing that this is in Coveme's interest.

In addition, no one within the company has the authority to issue orders or directives in violation of this Code.

Each collaborator or employee is required to report promptly to his/her Function Manager or, alternatively, directly to the function appointed for the purpose:

- any failure to comply with this Code,
- any request for violation of the same, from anyone who comes in.

*7.3. The Chairmanship:*

- ensures the maximum dissemination of the Code of Ethics among employees (employees and collaborators) and suppliers, providing the necessary support in interpreting the provisions contained therein;
- prepares the communication actions aimed at improving knowledge and implementation of the Code;
- participates in the definition of the criteria and procedures aimed at reducing the risk of violation of the Code, collaborating with the competent functions from time to time;
- carries out the necessary checks on any report of violation of the provisions of the Code, including with a view to the application by the competent functions of the necessary sanctioning measures;
- periodically monitors the state of application of this Code of Ethics.

Bologna, 18/02/2020

THE CHAIRMANSHIP