



Vittoria Group Full policy package

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The Ride Ahead



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Vittoria Group Code of Ethics

Version n. 02 of 25/10/2022

Updated version approved by the
Board of Directors of Vittoria S.p.A

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1.1 Recipients of the Code

The Code applies to all members of the Board of Directors and managers of Vittoria Group and to full-time and part-time employees of Vittoria Group. The Code also applies to all temporary collaborators and other persons and companies acting in the name and on behalf of Vittoria Group, anywhere in the world. All the subjects indicated above constitute the "workforce" of Vittoria Group.

1.2 Vittoria Group identity

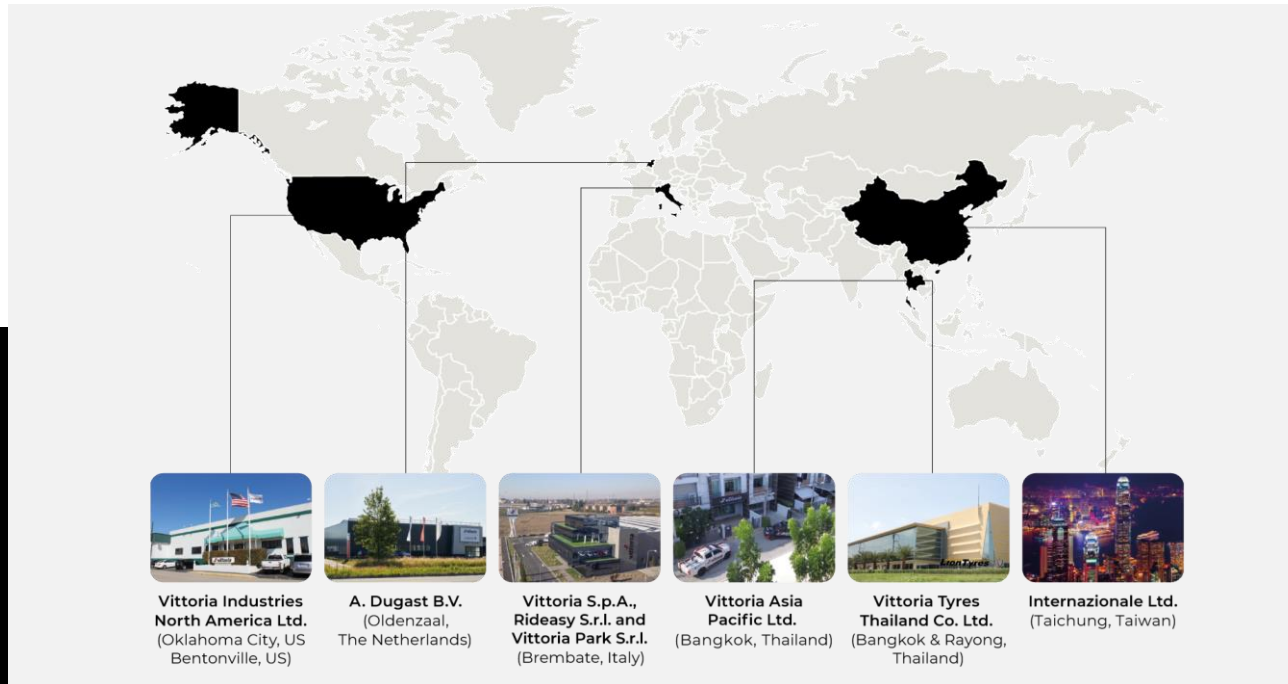
Vittoria Group operates in many states and, therefore, in different legal contexts. In addition, our employees may be subject to additional regulations set by their direct employer. We recognize the diversity and complexity of the rules that apply to the conduct of our workforce and believe that the Code does not conflict with the spirit of those rules. Nevertheless, any clarification on situations of potential conflict can be requested from the Head of Whistleblowing of the Parent Company Vittoria S.p.A. (email: ethics@vittoria.com).

Vittoria Group undertakes to ensure that this Code of Ethics is also implemented in companies in which the Parent Company Vittoria S.p.A. holds a shareholding. Vittoria Group strives to ensure that the Code is considered a "best practice" and is also respected by those with whom it maintains business relationships on a lasting basis, such as: suppliers, dealers, consultants, and agents.

Vittoria Group is an international group operating in the production and distribution of tyres and other bicycle components. Within this group, the Parent Company Vittoria S.p.A. deals with the marketing, mainly in Italy and Europe, of both products under its own brand and products made by important manufacturers that the company represents.



1.3 Vittoria Group worldwide sites



Vittoria, with over 60 years of history, the technological potential of the group and the effort made over the years, is today the undisputed world leader in its sector, being able to provide the market with new cutting-edge solutions.

Vittoria S.p.A. is the parent company of Vittoria Group..

The complexity of the situations in which Vittoria Group operates, the challenges it faces and the need to take into account the interests of all legitimate stakeholders towards the company's activities ("Stakeholders"), reinforce the importance of clearly defining the **values and responsibilities** that Vittoria Group recognizes, accepts, shares and assumes, helping to build a **better future for all.**

For this reason, the Code of Ethics of Vittoria Group ("Code" or "Code of Ethics") has been prepared, the observance of which by the directors, statutory auditors, management and employees of Vittoria Group as well as by all those who work in Italy and abroad to achieve the objectives of Vittoria Group ("Vittoria People"), each within the scope of their functions and responsibilities, is of fundamental importance, also pursuant to and for the effects of the laws and contracts governing the relationship with Vittoria Group, for the efficiency, reliability and reputation of the Group. These factors constitute a decisive asset for the success of the company and for the improvement of the social context in which the Group operates.

Vittoria Group is committed to promoting the knowledge of the Code by Vittoria People and other Stakeholders and their constructive contribution on its principles. Vittoria Group commits to taking into consideration the suggestions and observations that may arise from the *Stakeholders*, with the aim of confirming or integrating the Code.

In any case, Vittoria Group carefully monitors compliance with the Code, providing adequate information, prevention and control tools and procedures and ensuring the transparency of the operations and conduct carried out, intervening, if necessary, with corrective actions.

The Code is brought to the attention of all those with whom Vittoria Group maintains relations.



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2. Sustainability and corporate responsibility

- The **Code of Ethics** applies whenever one works on behalf of Vittoria Group or interacts with other Group entities. Within the limits of local legislation, all **members of Vittoria Group workforce** are aware that through their behavior they represent the Group, even outside working hours, if they act or may be understood to be acting on behalf of Vittoria Group. This conduct is reflected both in the external reputation of the **Company** and in its internal culture.
- Vittoria Group is committed to establishing an environment promoting **virtuous values** and **ethical conduct**, in order to create a collaborative work environment in which the dignity of each individual is respected. Directors, employees, collaborators, customers and suppliers are required to **comply with every part of the Code**, as well as the laws and regulations in force. All members of Vittoria are required to behave respectfully, including towards external parties who have working relationships with the Company, including customers and suppliers.
- Any **conduct that does not comply** with the letter and spirit of the Code must **be reported** promptly, regardless of whether the conduct in question violates the law or not. Each subject is required to take a firm and rapid position to counter possible **violations** and to request due **support** and assistance if any uncertainties arise regarding the potential non-compliance of a given behavior.
- In the event that any reports are not adequately considered or are not dealt with promptly, please solicit the matter and, where necessary, use one of the other channels provided in the **whistleblowing protocol**.
- Compliance with the law, regulations, statutory provisions, **ethical integrity and fairness** are constant commitment and duty of all Vittoria People and characterize the behavior of its entire organization. The conduct of Vittoria's business and business activities must be carried out in a framework of **transparency, honesty, fairness, good faith and in full compliance with the rules** set to protect competition.
- Vittoria is committed to maintaining and strengthening a **governance** system aligned with international **best practice** standards capable of managing the complexity of the challenging context in which the Group operates, extending its individual range of action to a wider organizational scope. Systematic forms of **stakeholder involvement** are adopted, including sustainability and corporate responsibility issues in the broader business strategy.
- Key requirements for adopting a more sustainable corporate culture include **effective risk management**, as well as **responsible, proactive and innovative decision-making**. In particular, Vittoria Group considers **environmental protection** as a decisive aspect to be promoted in the overall approach to business. Vittoria is committed to constantly improving the environmental performance of its activities and to complying with the provisions contained in the laws and regulations in force, in order to **minimize negative impacts** on natural resources and the surrounding environment.

2. Sustainability and corporate responsibility



- In addition, Vittoria Group commits to producing and marketing, in full compliance with the provisions contained in the laws and regulations in force, **products that comply with the highest standards** in terms of ecological and environmental performance, through a constant search for **innovative solutions**. Vittoria encourages **the safe use** of its products through adequate communication to customers and dealers about how to use, maintain and dispose of them.
- In the development of both its business activities belonging to an international Group and those in collaboration with its business partners, Vittoria Group is inspired by **the protection and promotion of human rights**, inalienable and essential prerogatives of human beings and foundation for the construction of societies. These are based on the **principles of equality, solidarity, repudiation of war and for the protection of civil and political rights, social, economic and cultural rights and so-called third generation rights** (right to self-determination, peace, development and environmental protection).
- All forms of discrimination, corruption, forced or child labour are repudiated. Particular consideration shall be given to the **recognition and safeguarding of the dignity, freedom and equality of human beings**, the protection of labour and trade union **freedoms, health, safety, the environment and biodiversity**, as well as the system of values and principles of transparency, energy efficiency and **sustainable development**, as affirmed by the Institutions and International Conventions.
- In this regard, Vittoria operates within the framework of the **United Nations Universal Declaration of Human Rights**, the fundamental Conventions of the **ILO - International Labour Organization** - and the **OECD Guidelines** for Multinational Enterprises.
- All Vittoria People, without distinction or exception, conform their actions and behaviors to the principles and contents of the Code within the scope of their functions and responsibilities, in the awareness that compliance with the Code is an essential part of the quality of work and professional performance. Relations between the Vittoria People, at all levels, must be based on criteria and behaviors of **honesty, fairness, collaboration, loyalty and mutual respect**.
- The conviction of acting for the benefit or in the interest of Vittoria Group can in no way justify, even in part, the adoption of conduct contrary to the principles and contents of the Code.

2. Sustainability and corporate responsibility



"Directors, employees, contractors, customers and suppliers are required to comply with each part of the Code, as well as with applicable laws and regulations."

"Vittoria Group considers environmental protection as a decisive aspect to be promoted in the overall business approach."

"Vittoria is committed to continuously improving the environmental performance of its operations and complying with the provisions contained in applicable laws and regulations in order to minimize negative impacts on natural resources and the surrounding environment."



"Vittoria Group is inspired by the protection and promotion of human rights, inalienable and essential prerogatives of human beings and foundation for the construction of societies. These are based on the principles of equality, solidarity, repudiation of war and for the protection of civil and political rights, social, economic and cultural rights and so-called third generation rights"

"All kinds of discrimination, corruption, forced or child labor are repudiated. Special consideration shall be given to recognizing and safeguarding the dignity, freedom and equality of human beings."

"Vittoria Group commits to producing and marketing, in full compliance with the provisions contained in the laws and regulations in force, products that comply with the highest standards in terms of ecological and environmental performance, through a constant search for innovative solutions"



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3.1 Ethics, transparency, fairness, professionalism



In business relationships, Vittoria is inspired by and observes the principles of loyalty, fairness, transparency, efficiency and openness to the market, without distinction of importance of the deal. All actions, operations and negotiations carried out and, in general, the behaviors adopted by Vittoria People in the performance of their work activities are inspired by the utmost correctness, completeness and transparency of information, legitimacy under the formal and substantial aspect and the clarity and truthfulness of accounting documents according to current regulations and internal procedures.

All Company's activities must be carried out with commitment and professional rigor, with the duty to provide professional contributions appropriate to the functions and responsibilities assigned and to act in such a way as to protect the prestige and reputation of Vittoria Group. Without prejudice to compliance with applicable legislation, the business objectives, the proposal and implementation of projects, investments and actions, must all be aimed at increasing the long-term patrimonial, managerial, technological and cognitive values of the company as well as the creation of value and well-being for all stakeholders.

Corrupt practices, illegitimate favors, collusive behavior, solicitations, direct and / or through third parties, of personal and career advantages for oneself or for others, are prohibited without exception. It is never allowed to pay or offer, directly or indirectly, payments, material benefits and other advantages of any entity to third parties, representatives of governments, public officials and public or private employees, in order to influence or offset an act of their office.

Acts of commercial courtesy, such as gifts or forms of hospitality, are permitted only if of modest value (amounts that do not exceed Euro 250) and in any case such as not to compromise the integrity or reputation of one of the parties and not to be interpreted, by an impartial observer, as aimed at acquiring advantages improperly. In any case, this type of expenditure must always be authorized by the position that is defined by internal procedures and adequately documented.

It is forbidden to accept money from persons or companies that are or intend to enter into business relations with Vittoria Group. Anyone who receives proposals for gifts or preferential treatment or hospitality not configurable as acts of commercial courtesy of modest value, or the request of them by third parties, must reject them and immediately inform the superior, or the body of which he is a part.

Vittoria Group takes care to adequately inform third parties about the commitments and obligations imposed by the Code, requires them to comply with the principles that directly affect their activities and adopts appropriate internal and, if within its competence, external initiatives in the event of non-compliance by third parties.

3.2 Relations with shareholders



3.2.1 Shareholder value, efficiency, transparency

The internal structure of Vittoria Group and relations with the subjects directly and indirectly involved in the activities are organized according to rules able to ensure the reliability of management and the fair balance between the powers of management and the interests of shareholders in particular and other stakeholders in general, as well as transparency and knowability by the market of management decisions and corporate events in general.

As part of the initiatives aimed at maximizing value for shareholders and ensuring the transparency of management operations, Vittoria Group progressively defines, implements and adapts an articulated and homogeneous system of rules of conduct concerning both its internal organizational structure, relations with shareholders, relations with third parties, in compliance with the most advanced standards of corporate governance in the national and international context. This is done in the awareness of the fact that the company's ability to adopt efficient and effective operating rules is an essential tool to strengthen its reputation in terms of reliability and transparency and trust on the part of stakeholders.

Vittoria Group considers it necessary that shareholders are enabled to participate in the decisions of competence and to make informed choices. Vittoria is therefore committed to ensuring maximum transparency and timeliness of the information communicated to shareholders.

Vittoria Group also commits to taking due account of the legitimate indications expressed by shareholders in their appointed offices.

3.2.2 Company information

Vittoria Group ensures, through appropriate procedures for internal management and external communication, the correct management of company information, with particular reference to privileged information

3.2.3 Inside information

All Vittoria People are required, as part of the tasks assigned, to correctly manage privileged information as well as to know and respect company's procedures.

3.2.4 Media

Vittoria Group commits to ensuring truthful, timely, transparent and accurate information to the outside.

Relations with the media are reserved exclusively to the corporate functions and responsibilities delegated to do so; All Vittoria People are required to agree in advance with the relevant Company structure on the information to be provided to representatives of the media as well as the commitment to provide it.

3.3 Relations with institutions, associations and local communities



Vittoria Group promotes dialogue with institutions and civil society organizations in all the countries in which it operates.

3.3.1 Public Authorities and Institutions

Vittoria Group, through its People, actively and fully cooperates with the Authorities.

Vittoria People, as well as external collaborators whose actions may be attributable to the Company, in their relations with the Public Administration must behave correctly, transparently, with integrity and traceability. These reports are reserved exclusively for the competent functions and positions, in compliance with approved programs, company procedures and existing powers of attorney and/or proxies.

It is forbidden to make, induce or facilitate false statements to the Authorities. Any behavior other than that defined by this Code of Ethics is not tolerated.

3.3.2 Political and trade union organizations

Vittoria Group does not make contributions, direct or indirect, in any form, to parties, movements, committees and political and trade union organizations, to their representatives and candidates.



3.4 Relationships with customers and suppliers

3.4.1 Customers and suppliers

Vittoria Group pursues its business success on the markets by offering quality products and services at competitive conditions and in compliance with all the rules protecting fair competition.

Vittoria Group is committed to respecting the right of consumers not to receive products harmful to their health and physical integrity and to give complete information on the products offered, including their country of production.

Vittoria Group recognizes that the appreciation of those who request products or services is of primary importance for their business success. Trade policies are aimed at ensuring the quality of goods and services, safety and compliance with the precautionary principle. Vittoria People are therefore obliged to:

- observe internal procedures for managing relationships with customers and consumers;
- provide, with efficiency and courtesy, within the limits of contractual provisions, high quality products that meet the reasonable expectations and needs of customers and consumers;
- provide accurate and comprehensive information about products and services and abide by truths in advertising or other communications, so that customers and consumers can make informed decisions.



3.4.2 Suppliers and external collaborators

Vittoria Group commits to seeking suitable professionalism and commitment to sharing the principles and contents of the Code in suppliers and external collaborators and promotes the construction of lasting relationships for the progressive improvement of performance in the protection and promotion of the principles and contents of the Code.

In contracting, procurement and, in general, supply of goods and / or services and external collaboration (including consultants, agents, etc.) Vittoria People are obliged to:

- observe the internal procedures for the selection and management of relations with suppliers and external collaborators and not to preclude any person in possession of the requirements from competing for a supply with the Company; adopt in the selection only objective evaluation criteria according to declared and transparent procedures;
- obtain the collaboration of suppliers and external collaborators in constantly ensuring the satisfaction of the needs of customers and consumers to an extent adequate to their legitimate expectations, in terms of quality, cost and delivery times;
- use, to the greatest extent possible, products and services provided at competitive and market conditions, in compliance with applicable laws and the criteria of legitimacy of transactions with related parties;
- include in the contracts the confirmation of having read the Code and the express obligation to comply with the principles contained therein (i.e. signed for acknowledgment);
- observe and require compliance with the contractually provided conditions;
- maintain a frank and open dialogue with suppliers and external collaborators in line with good business practices; promptly report possible violations of the Code to their superior, and to the person responsible for "Whistleblowing" (email: ethics@vittoria.com);
- bring to the attention of the competent Corporate structure relevant problems arising with a supplier or an external collaborator, so that the consequences can also be assessed at the level of Vittoria Group.

The remuneration to be paid must be exclusively commensurate with the performance indicated in the contract and payments cannot in any way be made to a person other than the contractual counterparty or in a third country other than that of the parties or of the execution of the contract. For the purposes of applying the prohibition, third countries shall not be those States where a company/entity, counterparty of Vittoria Group, has established its centralized treasury and / or where the same has established, in whole or in part, its offices and operating units the execution of the contract, without prejudice in any case to all the additional control measures provided by internal regulatory instruments regarding the selection of counterparties and the making of payments.



3.5 Management, employees and collaborators

3.5.1 Development and protection of Human Resources

People are an essential element for the existence of the company. The dedication and professionalism of management and employees are decisive values and conditions for achieving the Company's objectives.

Vittoria Group is committed to developing the skills and competences of management and employees, so that, in the context of work performance, the energy and creativity of individuals find full expression for the realization of their potential, and to protect working conditions both in the protection of the psycho-physical integrity of the worker and in respect of their dignity. Unlawful conditioning or undue discomfort are not allowed and working conditions that allow the development of the personality and professionalism of the person are promoted.

Vittoria Group undertakes to offer all workers the same employment opportunities, in full compliance with the relevant legal and contractual regulations ensuring that everyone can enjoy fair regulatory and salary treatment based exclusively on criteria of merit and competence, without any discrimination. The competent functions must:

- adopt in any case criteria of merit and competence (and in any case strictly professional) for any decision relating to human resources;
- in any case, select, recruit, train, remunerate and manage human resources without any discrimination;
- create a work environment in which personal characteristics or orientations cannot give rise to discrimination and can promote the serenity of all Vittoria People.

Vittoria Group hopes that the Vittoria People, at every level, will collaborate to maintain an environment of mutual respect for the dignity, honor and reputation of each one. Vittoria Group will intervene to prevent abusive, discriminatory or defamatory interpersonal attitudes. To this effect, extra-work behaviors that are particularly offensive to civil sensitivity are also considered relevant.

In any case, behaviors that constitute physical or moral violence are prohibited without exception.



3.5.2 Knowledge management

Vittoria Group promotes a culture and initiatives aimed at disseminating knowledge within its structures and highlighting the values, principles and behaviors and contributions in terms of innovation of professional families in relation to issues related to the development of business activities and the sustainable growth of the company.

Vittoria is committed to offering tools for interaction between members of professional families, working groups and communities of practice, as well as coordination and access to know-how, and promotes initiatives for growth, dissemination and systematization of knowledge related to the core competences of its structures and aimed at defining guidelines to ensure operational uniformity.

All Vittoria People are required to actively contribute to the Knowledge Management processes of the activities of competence, in order to optimize the system of sharing and distribution of knowledge among individuals.

3.5.3 Enterprise security

Vittoria Group is engaged in the study, development and implementation of strategies, policies and operational plans aimed at preventing and overcoming any culpable or malicious behavior that could cause direct or indirect damage to Vittoria People and/or to the material and intangible resources of the company. Preventive and defensive measures are favored, aimed at minimizing the need for an active response - always and only in proportion to the offense - to threats to persons and property.

All Vittoria People are required to actively contribute to maintaining an optimal standard of corporate security, refraining from illegal or dangerous behavior and reporting to their superior or to the body of which they are part, and to the competent Corporate structure, any activities carried out by third parties to the detriment of the assets or human resources of Vittoria Group.

It is obligatory to scrupulously follow the indications provided in this regard by the Company or by Vittoria Group, in any context that requires particular attention to one's personal safety, refraining from behavior that could put one's own and others' safety at risk, promptly reporting to one's superior any situation of danger to one's own safety or that of third parties.



3.5.4 Harassment or mobbing in the workplace

Vittoria promotes initiatives to create working methods aimed at achieving greater organizational well-being.

Vittoria Group requires that in internal and external working relations there is no harassment or attitudes attributable to mobbing practices that are prohibited, without exceptions. The following shall be considered as such:

- create a work environment that is intimidating, hostile, isolating or discriminatory towards individuals or groups of workers;
- engage in unjustified interference with the performance of the work of others;
- obstruct the individual job prospects of others for reasons of personal competitiveness or for the advantage of other employees.

Any form of violence or sexual harassment or related to personal and cultural diversity is prohibited. The following shall be considered as such:

- make any decision relevant to the recipient's working life conditional on acceptance of sexual favors or personal and cultural diversity;
- induce employees to sexual favors through the influence of their role;
- propose private interpersonal relationships, despite an express or reasonably evident dislike;
- allude to physical or psychological disabilities and impairments or to forms of cultural, religious or sexual or political diversity.

3.5.5 Alcohol or drug abuse and smoking ban

All Vittoria People must personally contribute to promoting and maintaining an environment of mutual respect in the working environment; particular attention is paid to the conditions of respect for the sensitivity of others.

Being under the influence of alcohol, drugs or substances of similar effect, in the course of work and in the workplace is considered conscious assumption of the risk of affecting these environmental characteristics. The states of chronic dependence, when they affect the work environment, will be - for contractual repercussions - equated to the previous cases; Vittoria Group commits to promoting the social actions provided by employment contracts on these scopes.

It is expressly forbidden to:

- possess, consume, offer or transfer drugs in any way, in the course of work and in the workplace;
- smoke in the workplace. Vittoria promotes voluntary initiatives aimed at people who intend to dissuade from smoking. In identifying any areas reserved to smokers, Vittoria Group will take into particular consideration the condition of those who feel physical discomfort due to the possible presence of smoke and ask to be preserved from contact with "passive smoking" in their workplace.



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4.1 Internal control and risk management system



Vittoria Group undertakes to promote and maintain an adequate internal control and risk management system, adopting and implementing all the tools useful for directing, managing and verifying business activities with the aim of ensuring compliance with company laws and procedures, protecting company assets, managing activities optimally and efficiently and providing accurate and complete accounting and financial data, also ensuring a correct process of identification, measurement, management and monitoring of the main business risks.

The responsibility for implementing an effective internal control and risk management system is common at every level of the organizational structure; consequently, all Vittoria People, within the scope of the functions and responsibilities held, are committed to defining and actively participating in the proper functioning of the internal control and risk management system.

Vittoria Group promotes the diffusion at all levels of a culture and of procedures characterized by the awareness of the existence of controls and by the assumption of a mentality oriented to the conscious and voluntary exercise of controls; the management in the first place and all Vittoria People in any case are required to contribute and participate in the internal control and risk management system of Vittoria Group and to involve their collaborators with a positive attitude.

Everyone is a responsible custodian of the assigned company assets (tangible and intangible) that are instrumental to the activity carried out; no employee may, or allow others to, misuse the Company's assigned assets and resources.

Practices and attitudes related to the commission or participation in the commission of fraud are prohibited without exception.

The control and supervisory bodies in charge have free access to data, documentation and information useful to carry out the activity of competence.



4.1.1 Conflicts of interest

Vittoria Group recognizes and respects the right of its People to participate in investments, business or other activities other than those carried out in the interest of Vittoria Group, provided that these activities are permitted by law and compatible with the obligations assumed towards Vittoria.

Vittoria Group adopts internal regulatory instruments that ensure the transparency and correctness, substantial and procedural, of transactions with the interests of directors and statutory auditors and transactions with related parties.

The management and employees of Vittoria Group are required to avoid and report conflicts of interest between personal and family economic activities and the tasks they hold within the structure or body to which they belong. In particular, everyone is required to report the specific situations and activities in which they or, to the best of their knowledge, their relatives or relatives within the 2nd degree or de facto cohabitants, are holders of economic and financial interests (owner or partner) within suppliers, customers, competitors, third party contractors, or their parent or controlled companies, or hold corporate roles of administration or control, or managerial ones.

The following situations also give rise to conflicts of interest:

- use of one's position in the company or information or business opportunities acquired in the exercise of one's duties, for the undue benefit of oneself or third parties;
- employees or their family members carrying out work activities with suppliers, subcontractors, competitors.

In any case, the management and employees of Vittoria Group are required to avoid all situations and activities in which a conflict with the interests of the company may arise or which may interfere with their ability to take impartial decisions in the best interests of the company and in full compliance with the principles and contents of the Code or, in a general sense, to fulfill exactly the functions and responsibilities held. Any situation that may constitute or determine a conflict of interest must be promptly communicated to the manager, or to the body of which one is a member, and to the person responsible for the "Whistleblowing" (email: ethics@vittoria.com). Likewise, the person involved promptly refrains from intervening in the operational/decision-making process and the superior in a managerial position or the body:

- identifies operational solutions to safeguard, in this specific case, the transparency and correctness of conduct in the performance of activities;
- transmits the necessary written instructions to the interested parties - and for information to their hierarchical superior, as well as to the person responsible for the "Whistleblowing" (email: ethics@vittoria.com);
- archives the documentation received and transmitted.



4.1.2 Transparency of accounting records

Accounting transparency is based on the truth, accuracy and completeness of the basic information for the relevant accounting records. Each member of the corporate bodies, management or employee is required to collaborate, within the scope of their competences, so that the management facts are correctly and promptly represented in the accounting records.

It is forbidden to engage in conduct that may prejudice the transparency and traceability of financial statements.

For each operation, adequate supporting documentation of the activity carried out is kept on file, in order to allow:

- easy and punctual accounting registration;
- the identification of the different levels of responsibility and the division and segregation of tasks;
- the accurate reconstruction of the operation, also to reduce the likelihood of errors, including material or interpretative ones.

Each recording must reflect exactly what appears in the supporting documentation. It is the task of all Vittoria People to ensure that documentation is easily traceable and ordered according to logical criteria.

Vittoria People who become aware of omissions, falsifications, neglect of accounting or of the documentation on which the accounting records are based, are required to report the facts to their superior, or to the body of which they are a part, and to the person responsible for "Whistleblowing".

4.1.3 Protection of health, safety and environment and public safety

The activities of Vittoria Group must be conducted in compliance with international agreements and standards and the laws, regulations, administrative practices and national policies of the countries in which it operates relating to the protection of the health and safety of workers, the environment and public safety.

Vittoria Group actively contributes in the appropriate forums to the promotion of scientific and technological development aimed at safeguarding resources and the environment. Operational management must refer to advanced criteria of environmental protection and energy efficiency, pursuing the continuous improvement of health and safety conditions at work and environmental protection.

Vittoria People, as part of their duties, actively participate in the process of risk prevention, environmental protection and public safety and protection of health and safety towards themselves, colleagues and third parties.



4.2 Research, innovation and protection of intellectual heritage

Vittoria Group promotes research and innovation activities by management and employees, within the scope of the functions and responsibilities covered. The intellectual assets generated by innovative activities are a central and essential asset of Vittoria.

Research and innovation are dedicated in particular to the promotion of products, tools, processes and behaviors that are increasingly favorable for the attention to the health and safety of employees, customers Vittoria operates with and in general for the sustainability of business activities.

Vittoria People are required to actively contribute, within the scope of the functions and responsibilities held, to the governance of intellectual heritage to allow its development, protection and enhancement.

4.3 Confidentiality



4.3.1 Protecting trade secret

It is the obligation of the Vittoria People to ensure the confidentiality required by the circumstances for each piece of information learned because of their job function.

The information, knowledge and data acquired or processed during one's work or through one's duties belong to Vittoria and cannot be used, communicated or disclosed without specific authorization of the superior in a managerial position in compliance with specific procedures.

4.3.2 Privacy policy

Vittoria undertakes to protect the information relating to its People and third parties, generated or acquired within and in business relationships, and to avoid any misuse of this information.

Vittoria Group intends to ensure that the processing of personal data carried out within its structures takes place in compliance with the fundamental rights and freedoms, as well as the dignity of the interested parties, as required by current regulations.

The processing of personal data must take place in a lawful and correct manner and, in any case, only data necessary for specific, explicit and legitimate purposes are collected and recorded. The retention of data will take place for a period of time not exceeding that necessary for the purposes of collection.

Vittoria also undertakes to adopt appropriate and preventive security measures for all databases in which personal data are collected and stored, in order to avoid risks of destruction and loss or unauthorized access or unauthorized processing.

Vittoria People must:

- acquire and process only data necessary and appropriate for the purposes directly connected with the functions and responsibilities covered;
- acquire and process data only within specific procedures and store and archive the data in such a way that it is prevented from unauthorized others from becoming aware of it;
- represent and order data in such a way that any person authorized to access can easily draw a picture as accurate, exhaustive and truthful as possible;
- communicate data in the context of specific procedures or with the express authorization of the higher positions and in any case, only after verifying the possibility to disclose them also with reference to absolute or relative constraints concerning third parties connected to Vittoria by a relationship of any nature and after having obtained their consent.



4.3.3 Participation in associations, initiatives, events or external meetings

Participation in associations, initiatives, events or external meetings is favored by Vittoria Group under conditions of compatibility with the performance of work or professional activity. The following shall be considered as such:

- participation in associations, conferences, congresses, seminars, courses;
- the drafting of articles, essays and publications in general;
- participation in public events in general.

In this regard, Vittoria's management and employees called to illustrate or provide external data or news regarding Vittoria's objectives, activities, results and points of view, are required to obtain authorization from the superior in a managerial position regarding the lines of action to be followed, the texts and reports prepared, as well as to agree the contents with the competent Corporate structure.

It is forbidden to promote actions or promise money or other benefits to any participant in a sports competition organized by federations recognized by the Italian National Olympic Committee (CONI) or by other sports bodies recognized by the State where the Company operates to affect the outcome of the same. This does not include recurring team sponsorship activities.



1. Introduction	2. General principles: sustainability and corporate responsibility	3. Canons of conduct and relations with Stakeholders	4. Tools for applying the Code of Ethics	5. Areas of application and reference structures of the Code of Ethics
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5. Areas of application and reference structures of the Code of Ethics

The principles and contents of the Code apply to the People and activities of Vittoria Group.

It is primarily the responsibility of the directors and management to apply the principles and contents of the Code, taking responsibility internally and externally and strengthening trust, cohesion and team spirit, and, moreover, to represent an example for their collaborators with their behavior and direct them to comply with the Code as well as to urge them to formulate questions and suggestions regarding individual arrangements.

For full compliance with the Code, each Person may, in addition to his/her own direct reporting lines, contact the "Whistleblowing" manager (email: ethics@vittoria.com), or even directly the Supervisory Body of the Parent Company Vittoria S.p.A. (email: odv@vittoria.com).

5.1 Obligation to know the Code and report possible violations



The Code is made available to Vittoria People in accordance with the applicable regulations and can also be consulted on the Vittoria Group intranet site.

Each Person of Vittoria is required to know the principles and contents of the Code as well as the reference procedures governing the functions and responsibilities covered.

Each Person of Vittoria is required to:

- refrain from conduct contrary to these principles, contents and procedures;
- carefully select, within their competence, their collaborators and direct them to full compliance with the Code;
- request confirmation that they have read the Code from third parties with whom Vittoria Group enters into contact;
- promptly report to their superiors or to the body of which they are a member, and to the person responsible for "Whistleblowing", their findings or information provided by Stakeholders about possible cases or requests for violations of the Code; reports of possible violations are sent in compliance with the operating procedures established by the specific procedures established by the Group;
- collaborate with the Supervisory Body and with the functions assigned by the specific procedures in verifying possible violations;
- take immediate corrective measures when required by the situation and, in any case, prevent any kind of retaliation.

One will not be able to conduct personal investigations or report the news to others other than their superiors, or to the body of which they are a member, and to the Supervisory Body. If after reporting the news of a possible violation, the Person believes they have suffered retaliation, they may contact the head of the "Whistleblowing" (email: ethics@vittoria.com), or even directly the Supervisory Body of the Parent Company Vittoria S.p.A. (email: odv@vittoria.com).

In all cases of violation of the Code, the sanctioning measures implemented are commensurate with the seriousness of the facts found, in compliance with the legislation in force in the individual countries. Regardless of whether the judicial authority prosecutes, violations are reported to the competent company functions.



5.2 Reference structures and supervision

Vittoria Group is committed, also through the designation of the person responsible for "Whistleblowing", to ensure:

- the maximum dissemination of the principles and contents of the Code to Vittoria People and other *Stakeholders*; the provision of every possible cognitive and clarification tool for the interpretation and implementation of the Code as well as for updating the Code in order to adapt it to the evolution of civil sensitivity and relevant regulations;
- to carry out checks on any notice of violation of the principles and contents of the Code or of the reference procedures; the objective assessment of the facts and the consequent implementation of appropriate sanctioning measures, in the event of a proven violation; that no one can suffer retaliation of any kind for having provided news of possible violations of the Code or of the reference procedures.

5.3 Code revision

The revision of the Code is approved by the Board of Directors of the Parent Company Vittoria S.p.A., on the proposal of the Chairman, having heard the opinion of its Board of Statutory Auditors.

The proposal is formulated taking into account the assessment of the Stakeholders with reference to the principles and contents of the Code, also promoting their active contribution and the reporting of any shortcomings.

5.4 Contractual value of the Code

Compliance with the provisions of the Code shall be considered an essential part of the contractual obligations of all Vittoria People pursuant to and for the purposes of applicable law.

The violation of the principles and contents of the Code may constitute a breach of the primary obligations of the employment relationship or disciplinary offense, with all legal consequences also with respect to the preservation of the employment relationship, and result in compensation for damages deriving from it.

**Today was great.
Tomorrow will be better.**

Grazie.



Codice Etico

Gruppo Vittoria

Versione n. 02 del 25/10/2022

Approvato per aggiornamento dal Consiglio di
Amministrazione di Vittoria S.p.A

 **vittoria**[®]
The Ride Ahead

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1. Premessa

Chi sono i destinatari del Codice e chi è il Gruppo Vittoria

Il Codice si applica a tutti i membri del Consiglio di Amministrazione e ai manager del Gruppo Vittoria e ai dipendenti a tempo pieno e a tempo parziale del Gruppo Vittoria. Il Codice si applica anche a tutti i collaboratori temporanei e alle altre persone e aziende che agiscono in nome e per conto del Gruppo Vittoria, ovunque nel mondo. Tutti i soggetti sopra indicati costituiscono complessivamente la “forza lavoro” del Gruppo Vittoria.

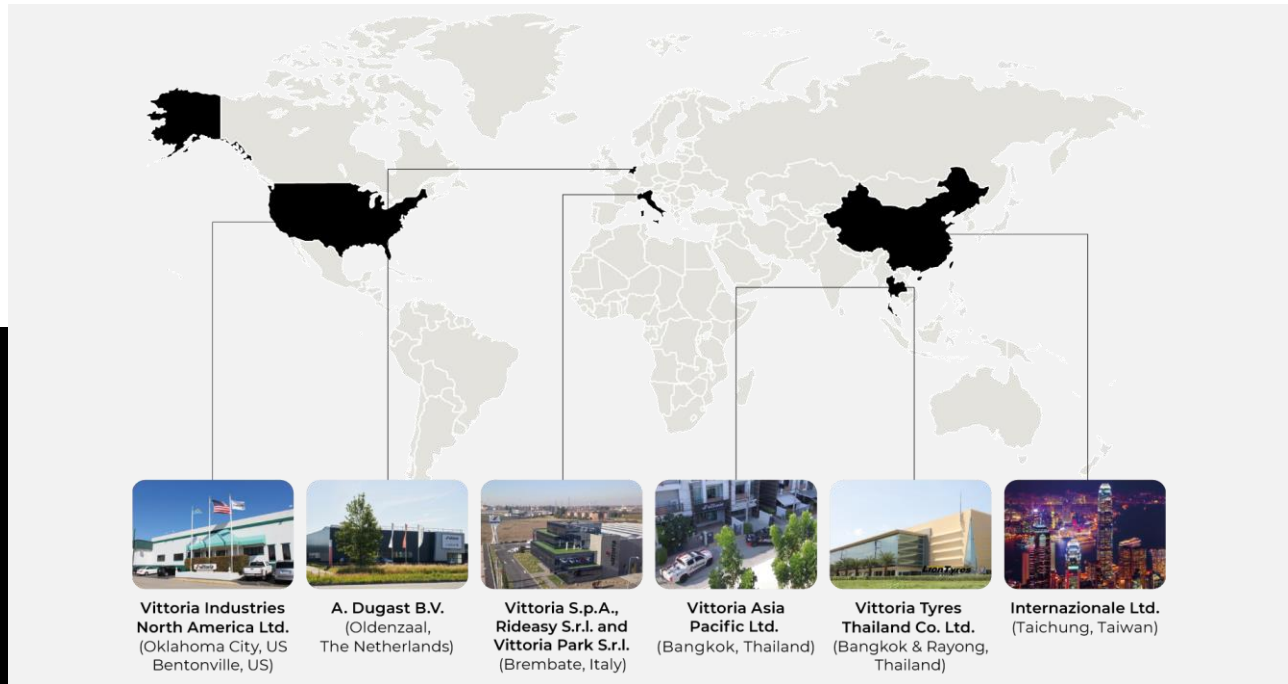
Il Gruppo Vittoria opera in molti stati e, quindi, in contesti giuridici differenti. Inoltre, i nostri dipendenti potrebbero essere soggetti a norme aggiuntive stabilite dal loro datore di lavoro diretto. Riconosciamo la diversità e la complessità delle norme che si applicano alla condotta della nostra forza lavoro e riteniamo che il Codice non entri in conflitto con lo spirito di tali norme. Ciononostante, qualunque chiarimento su situazioni di potenziale conflitto può essere richiesto al responsabile del “Whistleblowing” della Capogruppo Vittoria S.p.A. (email: ethics@vittoria.com).

Il Gruppo Vittoria si impegna a far sì che anche nelle Società in cui la Capogruppo Vittoria S.p.A. detiene una partecipazione sia recepito il presente Codice Etico. Il Gruppo Vittoria si adopera affinché il Codice sia considerato una “*best practice*” e sia rispettato anche da coloro con cui intrattiene rapporti di business su base duratura, quali: fornitori, concessionari, consulenti e agenti.

In particolare, il Gruppo Vittoria è un gruppo internazionale operante nel settore della produzione e distribuzione di pneumatici ed altri componenti per biciclette. All'interno di questo gruppo, la Capogruppo Vittoria S.p.A. si occupa della commercializzazione, principalmente in Italia ed in Europa, sia di prodotti a proprio marchio sia di prodotti realizzati da importanti produttori che la società rappresenta.




Le sedi del Gruppo Vittoria nel mondo



Vittoria, con gli oltre 60 anni di storia, le potenzialità tecnologiche del gruppo e lo sforzo profuso negli anni, è oggi **leader** indiscusso a livello mondiale nel proprio settore, essendo in grado di fornire al mercato sempre nuove soluzioni all'avanguardia.

Vittoria S.p.A. è la **capogruppo** del Gruppo Vittoria.

La complessità delle situazioni in cui il Gruppo Vittoria si trova ad operare, le sfide che affronta e la necessità di tenere in considerazione gli **interessi** di tutti i legittimi portatori di interesse nei confronti dell'attività aziendale ("*Stakeholder*"), rafforzano l'importanza di definire con chiarezza i **valori** e le **responsabilità** che il Gruppo Vittoria riconosce, accetta, condivide e assume, contribuendo a costruire un **futuro migliore per tutti**.



Per questa ragione è stato predisposto il **Codice Etico del Gruppo Vittoria** (“Codice” o “Codice Etico”), la cui osservanza da parte degli amministratori, dei sindaci, del management e dei dipendenti del Gruppo Vittoria nonché di tutti coloro che operano in Italia e all'estero per il conseguimento degli obiettivi del Gruppo Vittoria (*“Persone di Vittoria”*), ciascuno nell'ambito delle proprie funzioni e responsabilità, è di importanza fondamentale, anche ai sensi e per gli effetti delle norme di legge e di contratto che disciplinano il rapporto con il Gruppo Vittoria, per l'**efficienza**, l'**affidabilità** e la **reputazione** del Gruppo, fattori che costituiscono un patrimonio decisivo per il successo dell'impresa e per il miglioramento del contesto sociale in cui il Gruppo opera.

Il Gruppo Vittoria si impegna a promuovere la **conoscenza** del Codice da parte delle Persone di Vittoria e degli altri Stakeholder e il loro contributo costruttivo sui suoi principi, il Gruppo Vittoria si impegna a tenere in considerazione i suggerimenti e le osservazioni che dovessero scaturire dagli *Stakeholder*, con l'obiettivo di confermare o integrare il Codice.

Il Gruppo Vittoria **vigila** in ogni caso con attenzione sull'osservanza del Codice, predisponendo adeguati strumenti e procedure di **informazione**, **prevenzione e controllo** e assicurando la trasparenza delle operazioni e dei comportamenti posti in essere, intervenendo, se del caso, con **azioni correttive**.

Il Codice è portato a conoscenza di tutti coloro con i quali il Gruppo Vittoria intrattiene relazioni.



2. Principi generali

Sostenibilità e Responsabilità d'impresa

- Il **Codice Etico** si applica ogni qualvolta si lavori per conto del Gruppo Vittoria o si interagisca con altri soggetti del Gruppo. Nei limiti della legislazione locale, tutti i **membri della forza lavoro** del Gruppo Vittoria sono consapevoli che con il loro comportamento rappresentano il Gruppo, anche al di fuori dell'orario di lavoro, se agiscono o si può intendere che agiscano in rappresentanza del Gruppo Vittoria. Tale condotta di si riflette sia sulla reputazione esterna dell'**Azienda**, sia sulla sua cultura interna.
- Il Gruppo Vittoria si impegna a fondare un ambiente promotore di **valori virtuosi** e di una **condotta etica**, al fine di creare un contesto di lavoro collaborativo nel quale la dignità di ciascun individuo venga rispettata. Gli amministratori, i dipendenti, collaboratori, clienti e fornitori sono tenuti a **rispettare ogni parte del Codice**, nonché le leggi e le normative vigenti. Tutti i membri di Vittoria sono tenuti ad adottare un comportamento riguardoso, anche nei confronti dei soggetti esterni che intrattengono relazioni di lavoro con l'Azienda, compresi clienti e fornitori.
- Eventuali **condotte non conformi** alla lettera e allo spirito del Codice devono essere **segnalate** con tempestività, indipendentemente dal fatto che la condotta in questione infranga o meno la legge. Ciascun soggetto è tenuto a prendere posizione con fermezza e rapidità d'azione per contrastare possibili **violazioni** e a richiedere dovuto **supporto** e assistenza qualora subentrassero eventuali incertezze riguardo la potenziale non conformità di un determinato comportamento.
- Nel caso in cui eventuali segnalazioni non siano adeguatamente considerate o non siano evase tempestivamente, si invita a sollecitare la questione e, ove necessario, ricorrere ad uno degli altri canali previsti dalla procedura interna di **segnalazione**.
- L'osservanza della legge, dei regolamenti, delle disposizioni statutarie, l'**integrità etica** e la **correttezza** sono impegno costante e dovere di tutte le Persone di Vittoria e caratterizzano i comportamenti di tutta la sua organizzazione. La conduzione degli affari e delle attività aziendali di Vittoria deve essere svolta in un quadro di **trasparenza, onestà, correttezza, buona fede** e nel pieno **rispetto delle regole** poste a tutela della concorrenza.
- Vittoria si impegna a mantenere e rafforzare un sistema di **governance** allineato con gli standard della **best practice** internazionale in grado di gestire la complessità del contesto sfidante in cui il Gruppo opera, estendendo il proprio raggio di azione individuale ad un più ampio ambito organizzativo. Pertanto, sono adottate forme sistematiche di **coinvolgimento degli Stakeholder**, includendo le tematiche della sostenibilità e della responsabilità d'impresa nella più ampia strategia di business.
- I requisiti fondamentali per l'adozione di una cultura aziendale più sostenibile prevedono **un'efficace gestione del rischio**, nonché una **capacità decisionale responsabile, proattiva e innovativa**. In particolare, il Gruppo Vittoria considera la **tutela dell'ambiente** come un aspetto decisivo da promuovere nell'approccio complessivo al business. Vittoria si impegna a migliorare costantemente le prestazioni ambientali delle proprie attività e ad ottemperare alle disposizioni contenute nelle leggi e nelle normative vigenti, al fine di **minimizzare gli impatti negativi** sulle risorse naturali e sull'ambiente circostante.

2. Principi generali

Sostenibilità e Responsabilità d'impresa



- Inoltre, il Gruppo Vittoria si impegna a produrre e commercializzare, nel pieno rispetto delle disposizioni contenute nelle leggi e nelle normative vigenti, **prodotti conformi** agli standard più elevati in termini di prestazioni ecologiche e ambientali, tramite una costante **ricerca di soluzioni innovative**. Vittoria incoraggia l'**utilizzo sicuro** dei propri prodotti tramite un'adeguata comunicazione a clienti e concessionari riguardo le modalità d'uso, di manutenzione e relativo smaltimento.
- Nello sviluppo sia delle proprie attività di impresa facente parte di un Gruppo internazionale sia di quelle in partecipazione con i propri business partner, il Gruppo Vittoria si ispira alla **tutela e alla promozione dei diritti umani**, inalienabili e imprescindibili prerogative degli esseri umani e fondamento per la costruzione di società fondate sui **principi di uguaglianza, solidarietà, ripudio della guerra e per la tutela dei diritti civili e politici, dei diritti sociali, economici e culturali e dei diritti cosiddetti di terza generazione** (diritto all'autodeterminazione, alla pace, allo sviluppo e alla salvaguardia dell'ambiente).
- È ripudiata ogni sorta di discriminazione, di corruzione, di lavoro forzato o minorile. Sono tenuti in particolare considerazione il riconoscimento e la **salvaguardia della dignità**, della **libertà** e dell'**uguaglianza** degli esseri umani, la tutela del lavoro e delle libertà sindacali, della salute, della **sicurezza**, dell'**ambiente** e della **biodiversità**, nonché il sistema di valori e principi in materia di trasparenza, efficienza energetica e **sviluppo sostenibile**, così come affermati dalle Istituzioni e dalle Convenzioni Internazionali.
- A tale riguardo, Vittoria opera nel quadro di riferimento della **Dichiarazione Universale dei Diritti Umani delle Nazioni Unite**, delle Convenzioni fondamentali dell'ILO - International Labour Organization - e delle **Linee Guida dell'OCSE per le Imprese Multinazionali**.
- Tutte le Persone di Vittoria, senza distinzioni o eccezioni, conformano le proprie azioni e i propri comportamenti ai principi e ai contenuti del Codice nell'ambito delle proprie funzioni e responsabilità, nella consapevolezza che il rispetto del Codice costituisce parte essenziale della qualità della prestazione di lavoro e professionale. I rapporti tra le Persone di Vittoria, a tutti i livelli, devono essere improntati a criteri e comportamenti di **onestà, correttezza, collaborazione, lealtà e reciproco rispetto**.
- In nessun modo la convinzione di agire a vantaggio o nell'interesse del Gruppo Vittoria può giustificare, nemmeno in parte, l'adozione di comportamenti in contrasto con i principi e i contenuti del Codice.

2. Principi generali

Sostenibilità e Responsabilità d'impresa



«Gli amministratori, i dipendenti, collaboratori, clienti e fornitori sono tenuti a rispettare ogni parte del Codice, nonché le leggi e le normative vigenti»

«il Gruppo Vittoria considera la tutela dell'ambiente come un aspetto decisivo da promuovere nell'approccio complessivo al business»

«Vittoria si impegna a migliorare costantemente le prestazioni ambientali delle proprie attività e ad ottemperare alle disposizioni contenute nelle leggi e nelle normative vigenti, al fine di minimizzare gli impatti negativi sulle risorse naturali e sull'ambiente circostante».



«il Gruppo Vittoria si ispira alla tutela e alla promozione dei diritti umani, inalienabili e imprescindibili prerogative degli esseri umani e fondamento per la costruzione di società fondate sui principi di uguaglianza, solidarietà, ripudio della guerra e per la tutela dei diritti civili e politici, dei diritti sociali, economici e culturali e dei diritti cosiddetti di terza generazione»

«È ripudiata ogni sorta di discriminazione, di corruzione, di lavoro forzato o minorile. Sono tenuti in particolare considerazione il riconoscimento e la salvaguardia della dignità, della libertà e dell'uguaglianza degli esseri umani»

«il Gruppo Vittoria si impegna a produrre e commercializzare, nel pieno rispetto delle disposizioni contenute nelle leggi e nelle normative vigenti, prodotti conformi agli standard più elevati in termini di prestazioni ecologiche e ambientali»

3. Canoni di comportamento e rapporti con gli Stakeholder



3.1 Etica, trasparenza, correttezza e professionalità

Vittoria nei rapporti di affari si ispira e osserva i principi di lealtà, correttezza, trasparenza, efficienza e apertura al mercato, senza distinzione di importanza dell'affare.

Tutte le azioni, le operazioni e le negoziazioni compiute e, in genere, i comportamenti posti in essere dalle Persone di Vittoria nello svolgimento dell'attività lavorativa sono ispirati alla massima correttezza, alla completezza e trasparenza delle informazioni, alla legittimità sotto l'aspetto formale e sostanziale e alla chiarezza e veridicità dei documenti contabili secondo le norme vigenti e le procedure interne.

Tutte le attività della Società devono essere svolte con impegno e rigore professionale, con il dovere di fornire apporti professionali adeguati alle funzioni e alle responsabilità assegnate e di agire in modo da tutelare il prestigio e la reputazione del Gruppo Vittoria. Fermo restando il rispetto della normativa applicabile, gli obiettivi di impresa, la proposta e realizzazione di progetti, investimenti e azioni, devono essere indirizzate tutte ad accrescere nel lungo periodo i valori patrimoniali, gestionali, tecnologici e conoscitivi dell'impresa nonché la creazione di valore e il benessere per tutti gli *Stakeholder*.

Pratiche di corruzione, favori illegittimi, comportamenti collusivi, sollecitazioni, dirette e/o attraverso terzi, di vantaggi personali e di carriera per sé o per altri, sono senza eccezione proibiti.

Non è mai consentito corrispondere né offrire, direttamente o indirettamente, pagamenti, benefici materiali e altri vantaggi di qualsiasi entità a terzi, rappresentanti di governi, pubblici ufficiali e dipendenti pubblici o privati, per influenzare o compensare un atto del loro ufficio.

Atti di cortesia commerciale, come omaggi o forme di ospitalità, sono consentiti esclusivamente se di modico valore (importi che non eccedono Euro 250) e comunque tali da non compromettere l'integrità o la reputazione di una delle parti e da non poter essere interpretati, da un osservatore imparziale, come finalizzati ad acquisire vantaggi in modo improprio. In ogni caso questo tipo di spese deve essere sempre autorizzato dalla posizione definita dalle procedure interne e documentato in modo adeguato.

È proibita l'accettazione di denaro da persone o aziende che sono o intendono entrare in rapporti di affari con il Gruppo Vittoria. Chiunque riceva proposte di omaggi o trattamenti di favore o di ospitalità non configurabili come atti di cortesia commerciale di modico valore, o la richiesta di essi da parte di terzi, dovrà respingerli e informare immediatamente il superiore, o l'organo del quale è parte.

Il Gruppo Vittoria cura di informare adeguatamente i terzi circa gli impegni e obblighi imposti dal Codice, esige da loro il rispetto dei principi che riguardano direttamente la loro attività e adotta le opportune iniziative interne e, se di propria competenza, esterne in caso di mancato adempimento da parte di terzi.



3.2 Rapporti con gli azionisti

3.2.1 Valore per gli azionisti, efficienza, trasparenza

La struttura interna del Gruppo Vittoria e i rapporti con i soggetti direttamente e indirettamente coinvolti nelle attività sono organizzati secondo regole in grado di assicurare l'affidabilità del management e l'equo bilanciamento tra i poteri del management e gli interessi degli azionisti in particolare e degli altri *Stakeholder* in generale, nonché la trasparenza e la conoscibilità da parte del mercato delle decisioni gestionali e degli eventi societari in genere.

Nell'ambito delle iniziative volte a massimizzare il valore per gli azionisti e garantire la trasparenza dell'operatività del management, il Gruppo Vittoria definisce, attua e adegua progressivamente, un sistema articolato e omogeneo di regole di condotta riguardanti sia la propria struttura organizzativa interna sia i rapporti con gli azionisti sia i rapporti con i terzi, in conformità con gli standard più evoluti di corporate governance nel contesto nazionale e internazionale, nella consapevolezza del fatto che la capacità dell'impresa di darsi regole di funzionamento efficienti ed efficaci costituisce uno strumento imprescindibile per rafforzare la reputazione in termini di affidabilità e trasparenza e la fiducia da parte degli *Stakeholder*.

Il Gruppo Vittoria ritiene necessario che gli azionisti siano messi in grado di partecipare alle decisioni di competenza e di effettuare scelte consapevoli. Vittoria è, pertanto, impegnata ad assicurare la massima trasparenza e tempestività delle informazioni comunicate agli azionisti.

Il Gruppo Vittoria si impegna, inoltre, a tenere nella dovuta considerazione le legittime indicazioni manifestate dagli azionisti nelle sedi deputate.

3.2.2 Informazione societaria

Il Gruppo Vittoria assicura, attraverso idonee procedure per la gestione interna e la comunicazione all'esterno, la corretta gestione delle informazioni societarie, con particolare riferimento alle informazioni privilegiate.

3.2.3 Informazioni privilegiate

Tutte le Persone di Vittoria sono tenute, nell'ambito delle mansioni assegnate, alla corretta gestione delle informazioni privilegiate nonché alla conoscenza e al rispetto delle procedure aziendali.

3.2.4 Mezzi di informazione

È impegno del Gruppo Vittoria assicurare un'informazione veritiera, tempestiva, trasparente e accurata verso l'esterno.

I rapporti con i mezzi di informazione sono riservati esclusivamente alle funzioni e alle responsabilità aziendali a ciò delegate; tutte le Persone di Vittoria sono tenute a concordare preventivamente con la struttura della Società competente le informazioni da fornire a rappresentanti dei mezzi di informazione nonché l'impegno a fornirle.



3.3 Rapporti con istituzioni, associazioni, comunità locali

Il Gruppo Vittoria promuove il dialogo con le Istituzioni e con le espressioni organizzate della società civile in tutti i Paesi in cui opera.

3.3.1 Autorità e Istituzioni Pubbliche

Il Gruppo Vittoria, attraverso le proprie Persone, coopera attivamente e pienamente con le Autorità.

Le Persone di Vittoria, nonché i collaboratori esterni le cui azioni possano essere riferibili alla Società, devono tenere nei rapporti con la Pubblica Amministrazione comportamenti caratterizzati da correttezza, trasparenza, integrità e tracciabilità. Tali rapporti sono riservati esclusivamente alle funzioni e posizioni competenti, nel rispetto dei programmi approvati, delle procedure aziendali e delle deleghe e/o procure in essere.

È fatto divieto di rendere, indurre o favorire dichiarazioni mendaci alle Autorità. Ogni comportamento diverso da quanto definito dal presente Codice Etico non è tollerato.

3.3.2 Organizzazioni politiche e sindacali

Il Gruppo Vittoria non eroga contributi, diretti o indiretti, sotto qualsiasi forma, a partiti, movimenti, comitati e organizzazioni politiche e sindacali, a loro rappresentanti e candidati.



3.4 Rapporti con clienti e fornitori

3.4.1 Clienti e consumatori

Il Gruppo Vittoria persegue il proprio successo d'impresa sui mercati attraverso l'offerta di prodotti e servizi di qualità a condizioni competitive e nel rispetto di tutte le norme poste a tutela della leale concorrenza.

Il Gruppo Vittoria si impegna a rispettare il diritto dei consumatori a non ricevere prodotti dannosi per la loro salute e integrità fisica e a disporre di informazioni complete sui prodotti offerti, anche in merito al Paese di loro produzione.

Il Gruppo Vittoria riconosce che l'apprezzamento di chi richiede prodotti o servizi è di primaria importanza per il proprio successo di impresa. Le politiche commerciali sono finalizzate ad assicurare la qualità dei beni e dei servizi, la sicurezza e l'osservanza del principio di precauzione. È fatto pertanto obbligo alle Persone di Vittoria di:

- osservare le procedure interne per la gestione dei rapporti con i clienti e i consumatori;
- fornire, con efficienza e cortesia, nei limiti delle previsioni contrattuali, prodotti di alta qualità che soddisfino le ragionevoli aspettative e necessità di clienti e consumatori;
- fornire accurate ed esaurienti informazioni su prodotti e servizi e attenersi a verità nelle comunicazioni pubblicitarie o di altro genere, in modo che clienti e consumatori possano assumere decisioni consapevoli.



3.4.2 Fornitori e collaboratori esterni

Il Gruppo Vittoria si impegna a ricercare nei fornitori e collaboratori esterni professionalità idonea e impegno alla condivisione dei principi e contenuti del Codice e promuove la costruzione di rapporti duraturi per il progressivo miglioramento della performance nella tutela e promozione dei principi e contenuti del Codice.

Nei rapporti di appalto, di approvvigionamento e, in genere, di fornitura di beni e/o servizi e di collaborazione esterna (compresi consulenti, agenti, etc.) è fatto obbligo alle Persone di Vittoria di:

- osservare le procedure interne per la selezione e la gestione dei rapporti con i fornitori e i collaboratori esterni e di non precludere ad alcun soggetto in possesso dei requisiti richiesti la possibilità di competere per aggiudicarsi una fornitura presso la Società; adottare nella selezione, esclusivamente criteri di valutazione oggettivi secondo modalità dichiarate e trasparenti;
- ottenere la collaborazione di fornitori e collaboratori esterni nell'assicurare costantemente il soddisfacimento delle esigenze di clienti e consumatori in misura adeguata alle loro legittime aspettative, in termini di qualità, costo e tempi di consegna;
- utilizzare nella misura maggiore possibile, nel rispetto delle leggi vigenti e dei criteri di legittimità delle operazioni con parti correlate, prodotti e servizi forniti a condizioni competitive e di mercato;
- includere nei contratti la conferma di aver preso conoscenza del Codice e l'obbligazione espressa di attenersi ai principi ivi contenuti (i.e. firmato per presa visione);
- osservare e richiedere l'osservanza delle condizioni contrattualmente previste;
- mantenere un dialogo franco e aperto con i fornitori e i collaboratori esterni in linea con le buone consuetudini commerciali; riferire tempestivamente al proprio superiore, e al responsabile del "Whistleblowing" (email: ethics@vittoria.com) Garante, le possibili violazioni del Codice;
- portare a conoscenza della struttura Corporate competente problemi rilevanti insorti con un fornitore o un collaboratore esterno, in modo da poterne valutare le conseguenze anche a livello del Gruppo Vittoria.

Il compenso da corrispondere dovrà essere esclusivamente commisurato alla prestazione indicata in contratto e i pagamenti non potranno in alcun modo essere effettuati a un soggetto diverso dalla controparte contrattuale né in un Paese terzo diverso da quello delle parti o di esecuzione del contratto. Non sono considerati quali Paesi terzi, ai fini dell'applicazione del divieto, quegli Stati ove una società/ente, controparte del Gruppo Vittoria, abbia stabilito la propria tesoreria accentrata e/o ove la stessa abbia stabilito, in tutto o in parte, proprie sedi, uffici od unità operative funzionali e necessarie all'esecuzione del contratto, fermi restando in ogni caso tutti gli ulteriori presidi di controllo previsti da strumenti normativi interni in merito a selezione delle controparti ed effettuazione di pagamenti.



3.5 Management, dipendenti e collaboratori

3.5.1 Sviluppo e tutela delle Risorse umane

Le persone sono elemento indispensabile per l'esistenza dell'impresa. La dedizione e la professionalità del *management* e dei dipendenti sono valori e condizioni determinanti per conseguire gli obiettivi della Società.

Il Gruppo Vittoria si impegna a sviluppare le capacità e le competenze del *management* e dei dipendenti, affinché, nell'ambito della prestazione lavorativa, l'energia e la creatività dei singoli trovi piena espressione per la realizzazione del proprio potenziale, e a tutelare le condizioni di lavoro sia nella protezione dell'integrità psico-fisica del lavoratore sia nel rispetto della sua dignità. Non sono consentiti illeciti condizionamenti o indebiti disagi e sono promosse condizioni di lavoro che consentano lo sviluppo della personalità e della professionalità della persona.

Il Gruppo Vittoria si impegna a offrire, nel pieno rispetto della normativa di legge e contrattuale in materia, a tutti i lavoratori le medesime opportunità di lavoro, facendo in modo che tutti possano godere di un trattamento normativo e retributivo equo basato esclusivamente su criteri di merito e di competenza, senza discriminazione alcuna. Le funzioni competenti devono:

- adottare in ogni caso criteri di merito e di competenza (e comunque strettamente professionali) per qualunque decisione relativa alle risorse umane;
- provvedere in ogni caso a selezionare, assumere, formare, retribuire e gestire le risorse umane senza discriminazione alcuna;
- creare un ambiente di lavoro nel quale caratteristiche od orientamenti personali non possano dare luogo a discriminazioni e in grado di promuovere la serenità di tutte le Persone di Vittoria.

Il Gruppo Vittoria auspica che le Persone di Vittoria, ad ogni livello, collaborino a mantenere in azienda un clima di reciproco rispetto della dignità, dell'onore e della reputazione di ciascuno. Il Gruppo Vittoria interverrà per impedire atteggiamenti interpersonali ingiuriosi, discriminatori o diffamatori. A questo effetto, sono ritenuti rilevanti anche comportamenti extra lavorativi particolarmente offensivi per la sensibilità civile.

In ogni caso, sono proibiti senza eccezione comportamenti che costituiscono violenza fisica o morale.



3.5.2 Knowledge management

Il Gruppo Vittoria promuove la cultura e le iniziative volte alla diffusione di conoscenze all'interno delle proprie strutture e a mettere in luce i valori, i principi e i comportamenti e i contributi in termini di innovazione delle famiglie professionali in relazione ai temi legati allo sviluppo delle attività di business e alla crescita sostenibile dell'azienda.

Vittoria si impegna a offrire strumenti di interazione tra i componenti delle famiglie professionali, i gruppi di lavoro e le comunità di pratica, nonché di coordinamento e accesso al know-how, e promuove iniziative di crescita, diffusione e sistematizzazione delle conoscenze relative alle core competence delle proprie strutture e volte a definire indirizzi e orientamenti di riferimento atti a garantire uniformità operativa.

Tutte le Persone di Vittoria sono tenute a contribuire attivamente ai processi di Knowledge Management delle attività di competenza, al fine di ottimizzare il sistema di condivisione e di distribuzione della conoscenza tra i singoli.

3.5.3 Security aziendale

Il Gruppo Vittoria è impegnato nell'attività di studio, sviluppo e attuazione delle strategie, delle politiche e dei piani operativi volti a prevenire e superare ogni comportamento colposo o doloso che potrebbe provocare danni diretti o indiretti alle Persone di Vittoria e/o alle risorse materiali e immateriali dell'azienda. Sono favorite misure preventive e difensive, volte a minimizzare la necessità di risposta attiva - comunque sempre e solo in misura proporzionata all'offesa - alle minacce alle persone e ai beni.

Tutte le Persone di Vittoria sono tenute a contribuire attivamente al mantenimento di uno standard ottimale di sicurezza aziendale, astenendosi da comportamenti illeciti o comunque pericolosi e segnalando al proprio superiore o all'organo del quale sono parte, e alla struttura Corporate competente, eventuali attività svolte da terzi ai danni del patrimonio o delle risorse umane del Gruppo Vittoria.

È fatto obbligo, in ogni contesto che richiede particolare attenzione alla propria sicurezza personale, di attenersi scrupolosamente alle indicazioni fornite in merito dalla Società o dal Gruppo Vittoria, astenendosi da comportamenti che possano mettere a rischio la propria e altrui incolumità, segnalando tempestivamente al proprio superiore ogni situazione di pericolo alla sicurezza propria o di terzi.



3.5.4 Molestie o mobbing sul luogo di lavoro

Vittoria favorisce iniziative mirate a realizzare modalità lavorative improntate a ottenere maggior benessere organizzativo.

Il Gruppo Vittoria esige che nelle relazioni di lavoro interne ed esterne non sia dato luogo a molestie o ad atteggiamenti comunque riconducibili a pratiche di mobbing che sono tutti, senza eccezione, proibiti. Sono considerati come tali:

- creare un ambiente di lavoro intimidatorio, ostile, di isolamento o comunque discriminatorio nei confronti di singoli o gruppi di lavoratori;
- porre in essere ingiustificate interferenze con l'esecuzione di prestazioni lavorative altrui;
- ostacolare prospettive di lavoro individuali altrui per meri motivi di competitività personale o di altri dipendenti.

È vietata qualsiasi forma di violenza o molestia sessuale o riferita alle diversità personali e culturali. Sono considerate come tali:

- subordinare qualsiasi decisione di rilevanza per la vita lavorativa del destinatario all'accettazione di favori sessuali o alle diversità personali e culturali;
- indurre i propri collaboratori a favori sessuali mediante l'influenza del proprio ruolo;
- proporre relazioni interpersonali private, nonostante un espresso o ragionevolmente evidente non gradimento;
- alludere a disabilità e menomazioni fisiche o psichiche o a forme di diversità culturale, religiosa o di orientamento sessuale o politico.

3.5.5 Abuso di sostanze alcoliche o stupefacenti e divieto di fumo

Tutte le Persone di Vittoria devono contribuire personalmente a promuovere e mantenere un clima di reciproco rispetto nell'ambiente di lavoro; particolare attenzione è prestata alle condizioni di rispetto della sensibilità degli altri.

Sarà considerata consapevole assunzione del rischio di pregiudicare tali caratteristiche ambientali, essere o trovarsi sotto l'effetto di sostanze alcoliche, di sostanze stupefacenti o di sostanze di analogo effetto, nel corso della prestazione lavorativa e nei luoghi di lavoro. Gli stati di dipendenza cronica, quando incidano sull'ambiente di lavoro, saranno - per i riflessi contrattuali - equiparati ai casi precedenti; il Gruppo Vittoria si impegna a favorire le azioni sociali previste in tale ambito dai contratti di lavoro.

È fatto espresso divieto di:

- detenere, consumare, offrire o cedere a qualsiasi titolo sostanze stupefacenti o di analogo effetto, nel corso della prestazione lavorativa e nei luoghi di lavoro;
- fumare nei luoghi di lavoro. Vittoria favorisce iniziative volontarie rivolte alle Persone che intendono dissuadere dal fumo e, nell'individuare eventuali zone riservate ai fumatori, terrà in particolare considerazione la condizione di chi avverte disagio fisico per l'eventuale presenza di fumo nelle situazioni di convivenza lavorativa e chiede di essere preservato dal contatto con il "fumo passivo" sul proprio posto di lavoro.

4. Strumenti di applicazione del Codice Etico



4.1 Sistema di controllo interno e gestione dei rischi

Il Gruppo Vittoria si impegna a promuovere e mantenere un adeguato sistema di controllo interno e gestione dei rischi, adottando e mettendo in esecuzione tutti gli strumenti utili ad indirizzare, gestire e verificare le attività di impresa con l'obiettivo di assicurare il rispetto di leggi e procedure aziendali, proteggere i beni aziendali, gestire in modo ottimale ed efficiente le attività e fornire dati contabili e finanziari accurati e completi, garantendo altresì un corretto processo di identificazione, misurazione, gestione e monitoraggio dei principali rischi aziendali.

La responsabilità di realizzare un sistema di controllo interno e gestione dei rischi efficace è comune ad ogni livello della struttura organizzativa; di conseguenza, tutte le Persone di Vittoria, nell'ambito delle funzioni e responsabilità ricoperte, sono impegnate nel definire e nel partecipare attivamente al corretto funzionamento del sistema di controllo interno e gestione dei rischi.

Il Gruppo Vittoria promuove la diffusione a tutti i livelli di una cultura e di procedure caratterizzate dalla consapevolezza dell'esistenza dei controlli e dalla assunzione di una mentalità orientata all'esercizio consapevole e volontario dei controlli; di conseguenza, il *management* in primo luogo e tutte le Persone di Vittoria in ogni caso sono tenuti a contribuire e rendersi partecipi del sistema di controllo interno e gestione dei rischi del Gruppo Vittoria e, con attitudine positiva, a farne partecipi i propri collaboratori.

Ognuno è custode responsabile dei beni aziendali assegnati (materiali e immateriali) che sono strumentali all'attività svolta; nessun dipendente può fare, o consentire ad altri, uso improprio dei beni assegnati e delle risorse della Società.

Sono proibite senza eccezione pratiche e attitudini riconducibili al compimento o alla partecipazione al compimento di frodi.

Gli organismi di controllo e di vigilanza incaricate hanno libero accesso ai dati, alla documentazione e alle informazioni utili per lo svolgimento dell'attività di competenza.



4.1.1 Conflitti di interesse

Il Gruppo Vittoria riconosce e rispetta il diritto delle proprie Persone a partecipare ad investimenti, affari o ad attività di altro genere al di fuori di quella svolta nell'interesse della Società del Gruppo Vittoria, purché si tratti di attività consentite dalla legge e compatibili con gli obblighi assunti nei confronti di Vittoria.

Il Gruppo Vittoria adotta strumenti normativi interni che assicurano la trasparenza e la correttezza, sostanziale e procedurale, delle operazioni con interessi degli amministratori e sindaci ed operazioni con parti correlate.

Il management e i dipendenti del Gruppo Vittoria sono tenuti a evitare e a segnalare conflitti di interesse tra le attività economiche personali e familiari e le mansioni che ricoprono all'interno della struttura od organo di appartenenza. In particolare, ciascuno è tenuto a segnalare le specifiche situazioni e attività in cui egli o, per quanto di sua conoscenza, propri parenti o affini entro il 2° grado o conviventi di fatto, siano titolari di interessi economici e finanziari (proprietario o socio) nell'ambito di fornitori, di clienti, di concorrenti, di terzi contraenti, o delle relative società controllanti o controllate, o vi ricoprono ruoli societari di amministrazione o di controllo, ovvero manageriali.

Determinano, inoltre, conflitti di interesse le situazioni seguenti:

- utilizzo della propria posizione in azienda o delle informazioni o opportunità di affari acquisite nell'esercizio del proprio incarico, a vantaggio indebito proprio o di terzi;
- svolgimento di attività lavorative da parte del dipendente e/o suoi familiari presso fornitori, subfornitori, concorrenti.

In ogni caso, il management e i dipendenti del Gruppo Vittoria sono tenuti a evitare tutte le situazioni e tutte le attività in cui si può manifestare un conflitto con gli interessi dell'azienda o che possono interferire con la loro capacità di assumere, in modo imparziale, decisioni nel migliore interesse dell'impresa e nel pieno rispetto dei principi e dei contenuti del Codice o, in senso generale, di adempiere esattamente alle funzioni e responsabilità ricoperte.

Ogni situazione che possa costituire o determinare un conflitto di interesse deve essere tempestivamente comunicata al superiore in posizione manageriale, o all'organo del quale si è parte, e al responsabile del "Whistleblowing" (email: ethics@vittoria.com). Parimenti, il soggetto coinvolto si astiene tempestivamente dall'intervenire nel processo operativo/decisionale e il superiore in posizione manageriale o l'organo:

- individua le soluzioni operative atte a salvaguardare, nel caso specifico, la trasparenza e la correttezza dei comportamenti nello svolgimento delle attività;
- trasmette agli interessati - e per conoscenza al proprio superiore gerarchico, nonché al responsabile del "Whistleblowing" (email: ethics@vittoria.com) - le necessarie istruzioni scritte;
- archivia la documentazione ricevuta e trasmessa.



4.1.2 Trasparenza delle registrazioni contabili

La trasparenza contabile si fonda sulla verità, accuratezza e completezza dell'informazione di base per le relative registrazioni contabili. Ciascun componente degli organi sociali, del *management* o dipendente è tenuto a collaborare, nell'ambito delle proprie competenze, affinché i fatti di gestione siano rappresentati correttamente e tempestivamente nelle scritture contabili.

È fatto divieto di porre in essere comportamenti che possono arrecare pregiudizio alla trasparenza e tracciabilità dell'informativa di bilancio.

Per ogni operazione è conservata agli atti un'adeguata documentazione di supporto dell'attività svolta, in modo da consentire:

- l'agevole e puntuale registrazione contabile;
- l'individuazione dei diversi livelli di responsabilità e di ripartizione e segregazione dei compiti;
- la ricostruzione accurata dell'operazione, anche per ridurre la probabilità di errori anche materiali o interpretativi.

Ciascuna registrazione deve riflettere esattamente ciò che risulta dalla documentazione di supporto. È compito di tutte le Persone di Vittoria far sì che la documentazione sia facilmente rintracciabile e ordinata secondo criteri logici.

Le Persone di Vittoria che vengono a conoscenza di omissioni, falsificazioni, trascuratezze della contabilità o della documentazione su cui le registrazioni contabili si fondano, sono tenute a riferire i fatti al proprio superiore, o all'organo del quale sono parte, e al responsabile del "Whistleblowing".

4.1.3 Tutela della salute, sicurezza e ambiente e dell'incolumità pubblica

Le attività del Gruppo Vittoria devono essere condotte in conformità agli accordi e agli standard internazionali e alle leggi, ai regolamenti, alle pratiche amministrative e alle politiche nazionali dei Paesi in cui opera relative alla tutela della salute e sicurezza dei lavoratori, dell'ambiente e della incolumità pubblica.

Il Gruppo Vittoria contribuisce attivamente nelle sedi appropriate alla promozione dello sviluppo scientifico e tecnologico volto alla salvaguardia delle risorse e dell'ambiente. La gestione operativa deve fare riferimento a criteri avanzati di salvaguardia ambientale e di efficienza energetica perseguendo il miglioramento continuo delle condizioni di salute e di sicurezza sul lavoro e di protezione ambientale.

Le Persone di Vittoria, nell'ambito delle proprie mansioni, partecipano attivamente al processo di prevenzione dei rischi, di salvaguardia dell'ambiente e dell'incolumità pubblica e di tutela della salute e della sicurezza nei confronti di se stessi, dei colleghi e dei terzi.



4.2 Ricerca, innovazione e tutela del patrimonio intellettuale

Il Gruppo Vittoria promuove le attività di ricerca e innovazione da parte del *management* e dei dipendenti, nell'ambito delle funzioni e responsabilità ricoperte. Gli asset intellettuali generati da tale attività innovativa costituiscono un patrimonio centrale e imprescindibile di Vittoria.

La ricerca e l'innovazione sono dedicate in particolare alla promozione di prodotti, strumenti, processi e comportamenti sempre più favorevoli per l'attenzione alla salute e sicurezza dei dipendenti, dei clienti in cui Vittoria opera e in generale per la sostenibilità delle attività di impresa.

Le Persone di Vittoria sono tenute a contribuire attivamente, nell'ambito delle funzioni e responsabilità ricoperte, al governo del patrimonio intellettuale per consentirne lo sviluppo, la protezione e la valorizzazione.



4.3 Riservatezza

4.3.1 Protezione del segreto aziendale

E' obbligo delle Persone di Vittoria assicurare la riservatezza richiesta dalle circostanze per ciascuna notizia appresa in ragione della propria funzione lavorativa. Le informazioni, conoscenze e dati acquisiti o elaborati durante il proprio lavoro o attraverso le proprie mansioni appartengono a Vittoria e non possono essere utilizzate, comunicate o divulgate senza specifica autorizzazione del superiore in posizione manageriale nel rispetto delle procedure specifiche.

4.3.2 Tutela della privacy

Vittoria si impegna a proteggere le informazioni relative alle proprie Persone e ai terzi, generate o acquisite all'interno e nelle relazioni d'affari, e ad evitare ogni uso improprio di queste informazioni.

Il Gruppo Vittoria intende garantire che il trattamento dei dati personali svolto all'interno delle proprie strutture avvenga nel rispetto dei diritti e delle libertà fondamentali, nonché della dignità degli interessati, così come previsto dalle disposizioni normative vigenti.

Il trattamento dei dati personali deve avvenire in modo lecito e secondo correttezza e, comunque, sono raccolti e registrati solo dati necessari per scopi determinati, espliciti e legittimi. La conservazione dei dati avverrà per un periodo di tempo non superiore a quello necessario agli scopi della raccolta.

Vittoria si impegna, inoltre, ad adottare idonee e preventive misure di sicurezza per tutte le banche-dati nelle quali sono raccolti e custoditi dati personali, al fine di evitare rischi di distruzione e perdite oppure di accessi non autorizzati o di trattamenti non consentiti.

Le Persone di Vittoria devono:

- acquisire e trattare solo i dati necessari e opportuni per le finalità in diretta connessione con le funzioni e responsabilità ricoperte;
- acquisire e trattare i dati stessi solo all'interno di procedure specifiche e conservare e archiviare i dati stessi in modo che venga impedito che altri non autorizzati ne prendano conoscenza;
- rappresentare e ordinare i dati stessi con modalità tali che qualsiasi soggetto autorizzato all'accesso possa agevolmente trarne un quadro il più possibile preciso, esauriente e veritiero;
- comunicare i dati stessi nell'ambito di procedure specifiche o su autorizzazione espressa delle posizioni superiori e comunque, in ogni caso, solo dopo aver verificato la divulgabilità nel caso specifico dei dati anche con riferimento a vincoli assoluti o relativi riguardanti i terzi collegati a Vittoria da un rapporto di qualsiasi natura e, se del caso, aver ottenuto il loro consenso.



4.3.3 Partecipazione ad associazioni, iniziative, eventi o incontri esterni

La partecipazione ad associazioni, iniziative, eventi o incontri esterni è favorita dal Gruppo Vittoria a condizioni di compatibilità con la prestazione dell'attività lavorativa o professionale. Sono considerate tali:

- la partecipazione ad associazioni, convegni, congressi, seminari, corsi;
- la redazione di articoli, saggi e pubblicazioni in genere;
- la partecipazione a pubblici eventi in genere.

A tale proposito, il *management* e i dipendenti di Vittoria chiamati a illustrare o fornire all'esterno dati o notizie riguardanti obiettivi, attività, risultati e punti di vista di Vittoria, sono tenuti ad ottenere autorizzazione del superiore in posizione manageriale circa le linee di azione che si intendono seguire, i testi e le relazioni predisposte, nonché a concordare i contenuti con la struttura Corporate competente.

E' proibito promuovere azioni o promette denaro o altra utilità a qualsivoglia partecipante ad una competizione sportiva organizzata dalle federazioni riconosciute dal Comitato olimpico nazionale italiano (CONI) o da altri enti sportivi riconosciuti dallo Stato e dalle associazioni ad essi aderenti per alternarne l'esito della stessa. Non rientrano in questa fattispecie le ricorrenti attività di sponsorizzazione dei team.

5. Ambiti di applicazione e strutture di riferimento del Codice Etico



I principi e i contenuti del Codice si applicano alle Persone e alle attività del Gruppo Vittoria.

Compete in primo luogo agli amministratori e al *management* dare concretezza ai principi e ai contenuti del Codice, facendosi carico delle responsabilità verso l'interno e verso l'esterno e rafforzando la fiducia, la coesione e lo spirito di gruppo, e, inoltre, rappresentare con il proprio comportamento un esempio per i propri collaboratori e indirizzarli all'osservanza del Codice nonché sollecitare gli stessi a formulare interrogativi e suggerimenti in merito alle singole disposizioni.

Per la piena osservanza del Codice, ciascuna Persona potrà rivolgersi, oltre alle proprie linee di riporto diretto, al responsabile del "Whistleblowing" (email: ethics@vittoria.com), o anche direttamente all'Organismo di Vigilanza della Capogruppo Vittoria S.p.A. (email: odv@vittoria.com).

5.1 Obbligo di conoscenza del Codice e segnalazione di possibili violazioni

Il Codice è messo a disposizione delle Persone di Vittoria in conformità alle norme applicabili ed è, inoltre, consultabile nel sito intranet del Gruppo Vittoria. A ogni Persona di Vittoria è richiesta la conoscenza dei principi e contenuti del Codice nonché delle procedure di riferimento che regolano le funzioni e responsabilità ricoperte.

È fatto obbligo a ciascuna Persona di Vittoria di:

- astenersi da comportamenti contrari a tali principi, contenuti e procedure;
- selezionare accuratamente, per quanto di competenza, i propri collaboratori e indirizzarli al pieno rispetto del Codice;
- richiedere ai terzi con i quali il Gruppo Vittoria entra in relazione la conferma di aver preso conoscenza del Codice;
- riferire tempestivamente ai propri superiori o all'organo del quale è parte, e al responsabile del "Whistleblowing", proprie rilevazioni o notizie fornite da *Stakeholder* circa possibili casi o richieste di violazione del Codice; le segnalazioni di possibili violazioni sono inviate nel rispetto delle modalità operative fissate dalle procedure specifiche stabilite dalla Gruppo;
- collaborare con l'Organismo di Vigilanza e con le funzioni incaricate dalle procedure specifiche nella verifica delle possibili violazioni;
- adottare misure correttive immediate quando richiesto dalla situazione e, in ogni caso, impedire qualunque tipo di ritorsione.

Fermo restando che non potrà condurre indagini personali o riportare le notizie ad altri se non ai propri superiori, o all'organo del quale è parte, e all'Organismo di Vigilanza, se dopo la segnalazione della notizia di una possibile violazione la Persona ritiene di aver subito ritorsioni, potrà rivolgersi al responsabile del "Whistleblowing" (email: ethics@vittoria.com), o anche direttamente all'Organismo di Vigilanza della Capogruppo Vittoria S.p.A. (email: odv@vittoria.com).

In tutti i casi di violazione del Codice, i provvedimenti sanzionatori messi in atto sono commisurati alla gravità dei fatti riscontrati, nel rispetto della legislazione in vigore nei singoli Paesi. Indipendentemente dall'eventuale esercizio dell'azione penale da parte dell'autorità giudiziaria, le violazioni sono comunicate alle funzioni aziendali competenti.



5.2 Strutture di riferimento e vigilanza

Il Gruppo Vittoria è impegnato, anche attraverso la designazione del responsabile del “Whistleblowing”, ad assicurare:

- la massima diffusione dei principi e contenuti del Codice presso le Persone di Vittoria e gli altri *Stakeholder*; la messa a disposizione di ogni possibile strumento conoscitivo e di chiarimento per l'interpretazione e l'attuazione del Codice nonché per l'aggiornamento del Codice al fine di adeguarlo all'evoluzione della sensibilità civile e delle normative rilevanti;
- lo svolgimento di verifiche in ordine ad ogni notizia di violazione dei principi e contenuti del Codice o delle procedure di riferimento; la valutazione obiettiva dei fatti e la conseguente attuazione, in caso di accertata violazione, di adeguate misure sanzionatorie; che nessuno possa subire ritorsioni di qualunque genere per aver fornito notizie di possibili violazioni del Codice o delle procedure di riferimento.

5.3 Revisione del Codice

La revisione del Codice è approvata dal Consiglio di Amministrazione della Capogruppo Vittoria S.p.A., su proposta del Presidente, sentito il parere del proprio Collegio Sindacale.

La proposta è formulata tenuto conto della valutazione degli *Stakeholder* con riferimento ai principi e contenuti del Codice, anche promuovendone il contributo attivo e la segnalazione di eventuali carenze.

5.4 Valore contrattuale del Codice

L'osservanza delle norme del Codice deve considerarsi parte essenziale delle obbligazioni contrattuali di tutte le Persone di Vittoria ai sensi e per gli effetti della legge applicabile.

La violazione dei principi e dei contenuti del Codice potrà costituire inadempimento alle obbligazioni primarie del rapporto di lavoro o illecito disciplinare, con ogni conseguenza di legge anche in ordine alla conservazione del rapporto di lavoro, e comportare il risarcimento dei danni dalla stessa derivanti.

**Today was great.
Tomorrow will be better.**

Grazie.



Vittoria Group Ethische Code

Version n. 02 of 25/10/2022

Updated version approved by the
Board of Directors of Vittoria S.p.A

 **vittoria**[®]
The Ride Ahead



1. Inleiding	2. Algemene principes: duurzaamheid en maatschappelijk verantwoord ondernemen	3. Gedragscanons en relaties met belanghebbenden	4. Instrumenten voor de toepassing van de ethische code	5. Toepassingsgebieden en referentiestructuur en van de Ethische Code
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1.1 Wie zijn de ontvangers van de Code

De Code is van toepassing op alle leden van de Raad van Bestuur en managers van Vittoria Group en op fulltime en parttime medewerkers van Vittoria Group. De Code is ook van toepassing op alle tijdelijke medewerkers en andere personen en bedrijven die handelen in naam en voor rekening van Vittoria Group, waar ook ter wereld. Alle hierboven genoemde onderwerpen vormen het "personeelsbestand" van Vittoria Group.

1.2 Wie is Vittoria Group

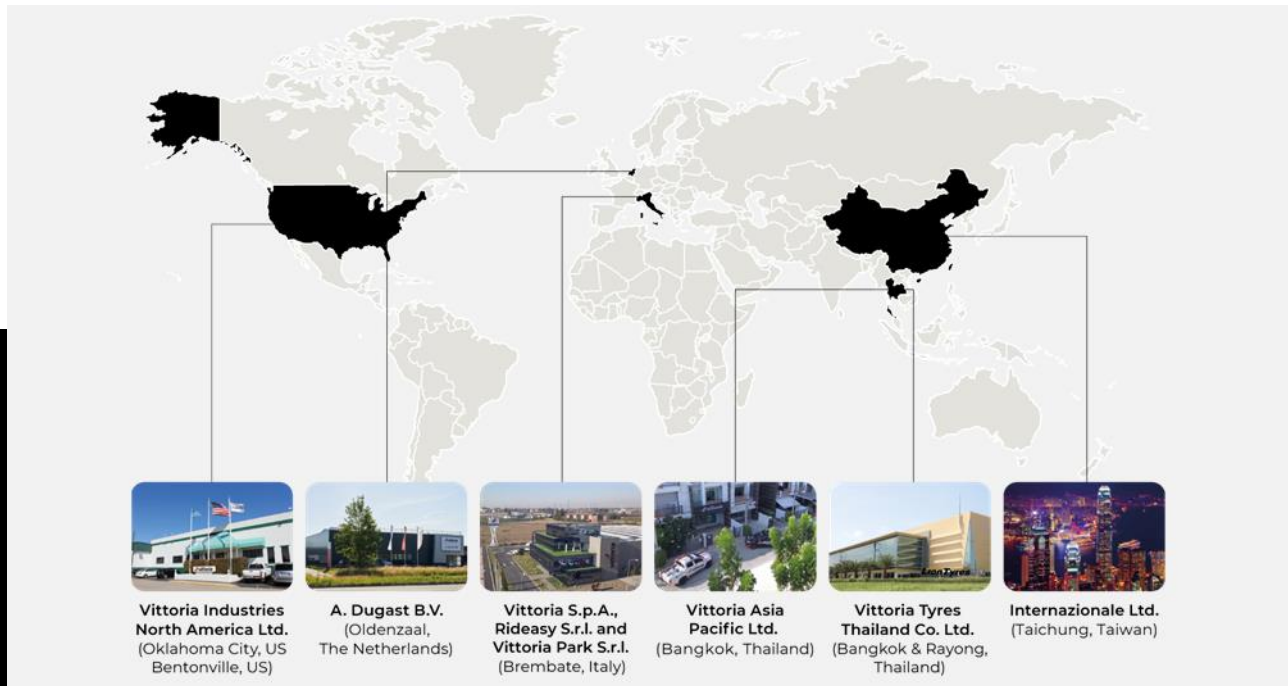
Vittoria Group is actief in vele landen en dus in verschillende juridische contexten. Bovendien kunnen onze werknemers onderworpen zijn aan aanvullende voorschriften die zijn vastgesteld door hun directe werkgever. We erkennen de diversiteit en complexiteit van de regels die van toepassing zijn op het gedrag van ons personeel en zijn van mening dat de Code niet in strijd is met de geest van die regels. Niettemin kan elke opheldering over situaties van potentieel conflict worden gevraagd aan de verantwoordelijke klokkenluiden van het moederbedrijf Vittoria S.p.A. (e-mail: ethics@vittoria.com).

Vittoria Group verbindt zich ertoe ervoor te zorgen dat deze Ethische Code ook wordt geïmplementeerd in bedrijven waarin de moedermaatschappij Vittoria S.p.A. een participatie heeft. Vittoria Group streeft ernaar ervoor te zorgen dat de Code wordt beschouwd als een "best practice" en ook wordt gerespecteerd door degenen met wie zij, op duurzame basis, zakelijke relaties onderhoudt, zoals: leveranciers, dealers, consultants en agenten.

Vittoria Group is een internationale groep die actief is in de productie en distributie van banden en andere fietsonderdelen. Binnen deze groep houdt het moederbedrijf Vittoria S.p.A. zich bezig met de marketing, voornamelijk in Italië en Europa, van zowel producten onder haar eigen merk als producten gemaakt door belangrijke fabrikanten die het bedrijf vertegenwoordigt.



1.3 Vittoria Group wereldwijde locaties



Vittoria heeft meer dan 60 jaar geschiedenis, een groot technologische potentieel binnen de Group. Dankzij de inspanningen die in de loop der jaren zijn geleverd, is Vittoria vandaag de onbetwiste wereldleider in zijn sector en kan het de markt voorzien van nieuwe geavanceerde oplossingen.

Vittoria S.p.A. is het moederbedrijf van Vittoria Group.

De complexiteit van de situaties waarin Vittoria Group opereert, de uitdagingen waarmee het wordt geconfronteerd en de noodzaak om rekening te houden met de belangen van alle legitieme belanghebbenden ten aanzien van de activiteiten van het bedrijf ("*Belanghebbenden*"), versterken het belang van het duidelijk definiëren van de waarden en verantwoordelijkheden die Vittoria Group erkent, accepteert, deelt en aanneemt, en helpt bij het opbouwen van een betere toekomst voor iedereen.

Om deze reden is de Ethische Code van Vittoria Group ("Code" of "Code of Ethics") opgesteld. De naleving hiervan door de bestuurders, wettelijke auditors, het management en de werknemers van Vittoria Group, evenals door iedereen die in Italië en in het buitenland werkt om de doelstellingen van Vittoria Group ("Vittoria People") te bereiken, elk binnen het kader van hun functies en verantwoordelijkheden, is van fundamenteel belang, ook op grond van en voor de gevolgen van de wetten en contracten die de relatie met Vittoria Group regelen, voor de efficiëntie, betrouwbaarheid en reputatie van de Groep. Deze factoren vormen een doorslaggevende troef voor het succes van de onderneming en voor de verbetering van de sociale context waarin de Groep opereert.

Vittoria Group zet zich in voor het bevorderen van de kennis van de Code door Vittoria People en andere belanghebbenden en hun constructieve bijdrage aan de principes ervan. Vittoria Group verbindt zich ertoe rekening te houden met de suggesties en opmerkingen die kunnen voortvloeien uit de *belanghebbenden*, met als doel de Code te bevestigen of te integreren.

In ieder geval houdt Vittoria Group nauwlettend toezicht op de naleving van de Code, verstrekt adequate informatie, preventie- en controle-instrumenten en -procedures en zorgt voor de transparantie van de uitgevoerde activiteiten en gedragingen, waarbij indien nodig corrigerende maatregelen worden genomen.

De Code wordt onder de aandacht gebracht van allen met wie Vittoria Group relaties onderhoudt.



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2. Duurzaamheid en maatschappelijk verantwoord ondernemen



- De Ethische Code is van toepassing wanneer men namens Vittoria Group werkt of communiceert met andere groepsentiteiten. Binnen de grenzen van de lokale wetgeving zijn alle leden van het personeel van de Vittoria Group zich ervan bewust dat zij door hun gedrag de Groep vertegenwoordigen, zelfs buiten werktijd, als zij handelen of kunnen worden begrepen als handelend namens Vittoria Group. Dit gedrag wordt weerspiegeld in zowel de externe reputatie van het bedrijf als in de interne cultuur.
- Vittoria Group zet zich in voor het creëren van een omgeving die deugdzame waarden en ethisch gedrag bevordert, om een collaboratieve werkomgeving te creëren waarin de waardigheid van elk individu wordt gerespecteerd. Bestuurders, werknemers, medewerkers, klanten en leveranciers zijn verplicht om elk deel van de Code na te leven, evenals de geldende wet- en regelgeving. Alle leden van Vittoria zijn verplicht zich respectvol te gedragen, ook tegenover externe partijen die werkrelaties hebben met het bedrijf, inclusief klanten en leveranciers.
- Elk gedrag dat niet in overeenstemming is met de letter en de geest van de Code moet onmiddellijk worden gemeld, ongeacht of het gedrag in kwestie in strijd is met de wet of niet. Elk onderwerp moet een stevig en snel standpunt innemen om mogelijke schendingen tegen te gaan en om de nodige ondersteuning en hulp te vragen als er onzekerheden ontstaan met betrekking tot de mogelijke niet-naleving van een bepaald gedrag.
- In het geval dat meldingen niet adequaat worden overwogen of niet snel worden behandeld, verzoeken wij u om de zaak te verzoeken en, indien nodig, een van de andere kanalen in het klokkenluidersprotocol te gebruiken.
- Naleving van de wet, voorschriften, wettelijke bepalingen, ethische integriteit en eerlijkheid zijn constante toewijding en plicht van alle Vittoria-mensen en kenmerken het gedrag van haar hele organisatie. De bedrijfsvoering en bedrijfsactiviteiten van Vittoria moeten worden uitgevoerd in een kader van transparantie, eerlijkheid, billijkheid, goede trouw en in volledige overeenstemming met de regels die zijn vastgesteld om de mededinging te beschermen.
- Vittoria zet zich in voor het handhaven en versterken van een governancestelsel dat is afgestemd op internationale best practice-normen die in staat zijn om de complexiteit van de uitdagende context waarin de Groep opereert te beheren en haar individuele actieradius uit te breiden naar een breder organisatorisch bereik. Systematische vormen van betrokkenheid van belanghebbenden worden overgenomen, met inbegrip van duurzaamheid en maatschappelijk verantwoord ondernemen in de bredere bedrijfsstrategie.
- Belangrijke vereisten voor het aannemen van een duurzamere bedrijfscultuur zijn effectief risicobeheer, evenals verantwoordelijke, proactieve en innovatieve besluitvorming. Vittoria Group beschouwt milieubescherming met name als een doorslaggevend aspect dat moet worden bevordert in de algemene benadering van het bedrijfsleven. Vittoria zet zich in om de milieuprestaties van haar activiteiten voortdurend te verbeteren en om te voldoen aan de bepalingen in de geldende wet- en regelgeving, om negatieve effecten op natuurlijke hulpbronnen en het omringende milieu tot een minimum te beperken.

2. Duurzaamheid en maatschappelijk verantwoord ondernemen



- Bovendien verbindt Vittoria Group zich ertoe om, in volledige overeenstemming met de bepalingen van de geldende wet- en regelgeving, producten te produceren en op de markt te brengen die voldoen aan de hoogste normen op het gebied van ecologische en milieuprestaties, door een constante zoektocht naar innovatieve oplossingen. Vittoria moedigt het veilige gebruik van haar producten aan door middel van adequate communicatie naar klanten en dealers over hoe ze te gebruiken, te onderhouden en te verwijderen.
- Bij de ontwikkeling van zowel haar bedrijfsactiviteiten, die behoren tot een internationale Groep, als die in samenwerking met haar zakenpartners, wordt Vittoria Group geïnspireerd door de bescherming en bevordering van *mensenrechten*, onvervreembare en essentiële prerogatieven van mensen en de basis voor de opbouw van samenlevingen. Deze zijn gebaseerd op de beginselen van gelijkheid, solidariteit, verwerping van oorlog en voor de bescherming van burgerrechten en politieke rechten, sociale, economische en culturele rechten en zogenaamde rechten van de derde generatie (recht op zelfbeschikking, vrede, ontwikkeling en milieubescherming).
- Alle vormen van discriminatie, corruptie, dwang- of kinderarbeid worden afgewezen. Bijzondere aandacht wordt besteed aan de erkenning en bescherming van de waardigheid, vrijheid en gelijkheid van de mens, de bescherming van de arbeids- en vakbondsvrijheden, de gezondheid, *de veiligheid*, het milieu en *de biodiversiteit*, alsmede aan het stelsel van waarden en beginselen van transparantie, energie-efficiëntie en duurzame ontwikkeling, zoals bevestigd door de instellingen en internationale verdragen.
- In dit opzicht opereert Vittoria in het kader van de Universele Verklaring van de Rechten van de Mens van de Verenigde Naties, de fundamentele verdragen van de ILO - Internationale Arbeidsorganisatie - en de OESO-richtlijnen voor multinationals.
- Alle Vittoria-mensen, zonder onderscheid of uitzondering, conformeren hun acties en gedragingen aan de principes en inhoud van de Code in het kader van hun functies en verantwoordelijkheden, in het besef dat naleving van de Code een essentieel onderdeel is van de kwaliteit van het werk en de professionele prestaties. De betrekkingen tussen “Vittoria People”, op alle niveaus, moeten gebaseerd zijn op criteria en handelingen van rechtvaardigheid, eerlijkheid, *samenwerking*, *loyaliteit* en *wederzijds respect*.
- De overtuiging om te handelen ten behoeve of in het belang van Vittoria Group kan op geen enkele wijze, zelfs niet gedeeltelijk, rechtvaardigen dat er gedragingen worden vertoond die in strijd zijn met de beginselen en de inhoud van de Code.

2. Duurzaamheid en maatschappelijk verantwoord ondernemen



"Bestuurders, werknemers, aannemers, klanten en leveranciers dienen elk onderdeel van de Code na te leven, evenals de toepasselijke wet- en regelgeving."

"Vittoria Group beschouwt milieubescherming als een doorslaggevend aspect dat moet worden bevorderd in de algemene bedrijfsaanpak."

"Vittoria verbindt zich ertoe de milieuprestaties van haar activiteiten voortdurend te verbeteren en de bepalingen in de toepasselijke wet- en regelgeving na te leven om de negatieve gevolgen voor de natuurlijke grondstoffen en het omringende milieu tot een minimum te beperken."



"Vittoria Group laat zich inspireren door de bescherming en bevordering van de mensenrechten, onvervreembare en essentiële prerogatieven van de mens en basis voor de opbouw van samenlevingen. Deze zijn gebaseerd op de beginselen van gelijkheid, solidariteit, verwerping van oorlog en voor de bescherming van burgerlijke en politieke rechten, sociale, economische en culturele rechten en de zogenaamde rechten van de derde generatie."

"Alle vormen van discriminatie, corruptie, dwangarbeid of kinderarbeid worden afgewezen. Bijzondere aandacht wordt geschonken aan de erkenning en bescherming van de waardigheid, de vrijheid en de gelijkheid van de mens."

"Vittoria Group verbindt zich ertoe, in volledige overeenstemming met de bepalingen van de geldende wet- en regelgeving, producten te produceren en op de markt te brengen die voldoen aan de hoogste normen op het gebied van ecologische en milieuprestaties, door voortdurend te zoeken naar innovatieve oplossingen."



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3.1 Ethiek, transparantie, eerlijkheid, professionaliteit



Inzakelijke relaties laat Vittoria zich inspireren door en houdt zich aan de principes van loyaliteit, eerlijkheid, transparantie, efficiëntie en openheid naar de markt, zonder onderscheid naargelang het belang van de deal.

Alle uitgevoerde handelingen, activiteiten en onderhandelingen en, in het algemeen, het gedrag van Vittoria People bij de uitvoering van hun werkzaamheden zijn ingegeven door de grootst mogelijke nauwkeurigheid, volledigheid en transparantie van informatie, legitimiteit onder het formele en substantiële aspect en de duidelijkheid en waarheidsgetrouwheid van boekhoudkundige documenten volgens de geldende regelgeving en interne procedures.

Alle activiteiten van het bedrijf moeten worden uitgevoerd met toewijding en professionele striktheid, met de plicht om professionele bijdragen te leveren die passen bij de toegewezen functies en verantwoordelijkheden en om op een zodanige manier te handelen dat het prestige en de reputatie van Vittoria Group worden beschermd. Zonder afbreuk te doen aan de toepasselijke wetgeving, moeten de bedrijfsdoelstellingen, het voorstel en de uitvoering van projecten, investeringen en acties, allemaal gericht zijn op het verhogen van de patrimoniale, bestuurlijke, technologische en cognitieve waarden van de onderneming op lange termijn, evenals het creëren van waarde en welzijn voor alle *belanghebbenden*.

Corrupte praktijken, onwettige gunsten, heimelijk gedrag, verzoeken, direct en/of via derden, van persoonlijke en carrièrevoordelen voor zichzelf of voor anderen, zijn zonder uitzondering verboden. Het is nooit toegestaan om, direct of indirect, betalingen, materiële voordelen en andere voordelen van enige entiteit te betalen of aan te bieden aan derden, vertegenwoordigers van regeringen, overheidsfunctionarissen en publieke of private werknemers, om een handeling van hun ambt te beïnvloeden of te compenseren.

Handelingen van commerciële hoffelijkheid, zoals geschenken of vormen van gastvrijheid, zijn alleen toegestaan als ze van bescheiden waarde zijn (bedragen die niet hoger zijn dan Euro 250) en in elk geval zodanig dat de integriteit of reputatie van een van de partijen niet in gevaar wordt gebracht en niet door een onpartijdige waarnemer wordt geïnterpreteerd als gericht op het ten onrechte verkrijgen van voordelen. In ieder geval moeten dit soort uitgaven altijd worden geautoriseerd door het standpunt dat door interne procedures is bepaald en voldoende is gedocumenteerd.

Het is verboden geld aan te nemen van personen of bedrijven die zakelijke relaties aangaan of voornemens zijn aan te gaan met Vittoria Group. Iedereen die voorstellen ontvangt voor geschenken of wie een voorkeursbehandeling of gastvrijheid aangeboden wordt, die niet kunnen worden gezien als daden van commerciële hoffelijkheid met bescheiden waarde, of het verzoek daartoe door derden, moet deze afwijzen en onmiddellijk zijn leidinggevende of het bedrijf waarvan hij deel uitmaakt, op de hoogte brengen.

Vittoria Group draagt zorg voor het adequaat informeren van derden over de verplichtingen en verplichtingen opgelegd door de Code, eist van hen dat ze zich houden aan de principes die rechtstreeks van invloed zijn op hun activiteiten en neemt passende interne en, indien binnen haar bevoegdheid, externe initiatieven in geval van niet-naleving door derden.

3.2 Relaties met aandeelhouders



3.2.1 Aandeelhouderswaarde, efficiëntie, transparantie

De interne structuur van Vittoria Group en de relaties met de personen die direct en indirect betrokken zijn bij de activiteiten die zijn georganiseerd volgens regels die de betrouwbaarheid van het management en het eerlijke evenwicht tussen de bevoegdheden van het management en de belangen van aandeelhouders in het bijzonder en andere belanghebbenden in het algemeen kunnen waarborgen, evenals transparantie en kenbaarheid door de markt van managementbeslissingen en bedrijfsevenementen in het algemeen.

Als onderdeel van de initiatieven gericht op het maximaliseren van de waarde voor aandeelhouders en het waarborgen van de transparantie van managementactiviteiten, definieert, implementeert en neemt Vittoria Group geleidelijk een verbindend en homogeen systeem van gedragsregels aan, zowel met betrekking tot haar interne organisatiestructuur, relaties met aandeelhouders, relaties met derden en in overeenstemming met de meest geavanceerde normen van corporate governance in de nationale en internationale context. Dit gebeurt in het besef dat het vermogen van het bedrijf om efficiënte en effectieve operationele regels vast te stellen een essentieel instrument is om haar reputatie te versterken op het gebied van betrouwbaarheid en transparantie en vertrouwen van belanghebbenden.

Vittoria Group acht het noodzakelijk dat aandeelhouders in staat worden gesteld om deel te nemen aan de besluitvorming en om weloverwogen keuzes te maken. Vittoria zet zich daarom in voor maximale transparantie en tijdigheid van de informatie die aan de aandeelhouders wordt meegedeeld.

Vittoria Group verbindt zich er tevens toe naar behoren rekening te houden met de legitieme aanwijzingen van de aandeelhouders in de door hen benoemde kantoren.

3.2.2 Bedrijfsgegevens

Vittoria Group verzekert, door middel van passende procedures voor intern beheer en externe communicatie, het correcte beheer van bedrijfsinformatie, met name met betrekking tot bevoorrechte informatie.

3.2.3 Voorkennis

Alle Vittoria People zijn verplicht om, als onderdeel van de toegewezen taken, bevoorrechte informatie correct te beheren en de procedures van het bedrijf te kennen en te respecteren.

3.2.4 Media

Vittoria Group verbindt zich ertoe om waarheidsgetrouwe, tijdige, transparante en nauwkeurige informatie naar buiten toe te garanderen. De betrekkingen met de media zijn uitsluitend voorbehouden aan de personen die daartoe, middels hun titel en verantwoordelijkheid, bevoegd zijn; Alle Vittoria People zijn verplicht om vooraf met de relevante bedrijfsstructuur akkoord te gaan over de informatie die aan vertegenwoordigers van de media moet worden verstrekt, evenals de toezegging om deze te verstrekken.

3.3 Betrekkingen met instellingen, verenigingen, lokale gemeenschappen



Vittoria Group bevordert de dialoog met instellingen en maatschappelijke organisaties in alle landen waar zij actief is.

3.3.1 Overheidsinstanties en -instellingen

Vittoria Group werkt via haar medewerkers actief en volledig samen met de autoriteiten.

Vittoria People, evenals externe medewerkers wiens acties kunnen worden toegeschreven aan het bedrijf, moeten zich in hun relaties met de overheid correct, transparant, met integriteit en navolgbaarheid gedragen. Deze rapporten zijn uitsluitend gereserveerd voor de bevoegde functies en posities, in overeenstemming met goedgekeurde programma's, bedrijfsprocedures en bestaande volmachten en / of volmachten.

Het is verboden om valse verklaringen af te leggen, uit te lokken of te faciliteren bij de autoriteiten. Elk ander gedrag dan gedefinieerd in deze ethische code wordt niet getolereerd.

3.3.2 Politieke en vakbondsorganisaties

Vittoria Group levert geen directe of indirecte bijdragen, in welke vorm dan ook, aan partijen, bewegingen, comités en politieke en vakbondsorganisaties, aan hun vertegenwoordigers en kandidaten.



3.4 Relaties met klanten en leveranciers

3.4.1 Klanten en leveranciers

Vittoria Group streeft haar zakelijk succes op de markten na door kwaliteitsproducten en -diensten aan te bieden tegen concurrerende voorwaarden en in overeenstemming met alle regels die eerlijke concurrentie te beschermen.

Vittoria Group verbindt zich ertoe het recht van consumenten te respecteren om geen producten te ontvangen die schadelijk zijn voor hun gezondheid en fysieke integriteit en om volledige informatie te geven over de aangeboden producten, inclusief het land van productie.

Vittoria Group erkent dat de waardering van degenen die producten of diensten aanvragen van primair belang is voor hun zakelijk succes. Het handelsbeleid is gericht op het waarborgen van de kwaliteit van goederen en diensten, de veiligheid en de naleving van het voorzorgsbeginsel. Vittoria People is daarom verplicht om:

- interne procedures in acht te nemen voor het beheren van relaties met klanten en consumenten;
- met efficiëntie en hoffelijkheid, binnen de grenzen van contractuele bepalingen, producten van hoge kwaliteit te leveren die voldoen aan de redelijke verwachtingen en behoeften van klanten en consumenten;
- nauwkeurige en uitgebreide informatie over producten en diensten te verstrekken en zich te houden aan waarheden in advertenties of andere communicatie, zodat klanten en consumenten weloverwogen beslissingen kunnen nemen.



3.4.2 Leveranciers en externe medewerkers

Vittoria Group verbindt zich ertoe passende professionaliteit en toewijding te zoeken om de principes en inhoud van de Code te delen met leveranciers en externe medewerkers en bevordert de opbouw van duurzame relaties voor de geleidelijke verbetering van prestaties bij de bescherming en bevordering van de principes en inhoud van de Code.

Bij contractering, inkoop en, in het algemeen, levering van goederen en/of diensten en externe samenwerking (o.a. adviseurs, vertegenwoordigers, etc.) is Vittoria People verplicht om:

- de interne procedures voor de selectie en het beheer van relaties met leveranciers en externe medewerkers in acht te nemen en niet uit te sluiten dat een persoon die in het bezit is van de vereisten concurreert voor een levering met het bedrijf; bij de selectie alleen objectieve evaluatiecriteria vast te stellen volgens vastgelegde en transparante procedures;
- de medewerking van leveranciers en externe medewerkers verkrijgen om voortdurend te zorgen voor de bevrediging van de behoeften van klanten en consumenten in een mate die voldoet aan hun legitieme verwachtingen, in termen van kwaliteit, kosten en levertijden;
- zoveel mogelijk gebruik te maken van producten en diensten die tegen concurrerende en marktvoorwaarden worden geleverd, in overeenstemming met de toepasselijke wetgeving en de criteria voor de legitimiteit van transacties met verbonden partijen;
- in de contracten de bevestiging op te nemen dat de Code is gelezen en de uitdrukkelijke verplichting om de daarin vervatte beginselen na te leven (d.w.z. ondertekend voor erkenning);
- de naleving van de contractueel voorziene voorwaarden in acht te nemen en te eisen;
- een openhartige en open dialoog te onderhouden met leveranciers en externe medewerkers in overeenstemming met goede zakelijke praktijken; mogelijke schendingen van de Code onmiddellijk melden aan hun meerdere en aan de persoon die verantwoordelijk is voor "Klokkenluiden" (e-mail: ethics@vittoria.com);
- relevante problemen die zich voordoen bij een leverancier of een externe medewerker onder de aandacht brengen van de bevoegde bedrijfsstructuur, zodat de gevolgen ook op het niveau van Vittoria Group kunnen worden beoordeeld.

De te betalen vergoeding moet uitsluitend in verhouding staan tot de in de overeenkomst vermelde prestaties en betalingen mogen op geen enkele wijze worden gedaan aan een andere persoon dan de contractuele wederpartij of in een ander derde land dan dat van de partijen of van de uitvoering van het contract.



3.5 Management, werknemers and medewerkers

3.5.1 Ontwikkeling en bescherming van het menselijk potentieel

Mensen zijn een essentieel element voor het bestaan van het bedrijf. De toewijding en professionaliteit van het management en de medewerkers zijn doorslaggevende waarden en voorwaarden voor het bereiken van de doelstellingen van het bedrijf.

Vittoria Group zet zich in voor de ontwikkeling van de vaardigheden en competenties van het management en de werknemers, zodat, in de context van werkprestaties, de energie en creativiteit van individuen volledig tot uiting komen voor de realisatie van hun potentieel, en om de arbeidsomstandigheden te beschermen, zowel in de bescherming van de psychofysische integriteit van de werknemer als met betrekking tot zijn waardigheid. Onrechtmatige behandeling of onnodig ongemak zijn niet toegestaan en werkomstandigheden die de ontwikkeling van de persoonlijkheid en professionaliteit van de persoon mogelijk maken, worden bevorderd.

Vittoria Group verbindt zich ertoe om alle werknemers dezelfde kansen op werk te bieden, in volledige overeenstemming met de relevante wettelijke en contractuele voorschriften die ervoor zorgen dat iedereen kan genieten van een eerlijke regelgeving en salarisbehandeling uitsluitend op basis van criteria van verdienste en bekwaamheid, zonder enige discriminatie. De bevoegde functies moeten:

- in ieder geval criteria van verdienste en bekwaamheid (en in ieder geval strikt professioneel) vaststellen voor elk besluit met betrekking tot personele middelen;
- in ieder geval, selecteren, werven, opleiden, belonen en beheren van personeel zonder enige discriminatie;
- een werkomgeving creëren waarin persoonlijke kenmerken of oriëntaties geen aanleiding kunnen geven tot discriminatie en de sereniteit van alle Vittoria-mensen kunnen bevorderen.

Vittoria Group hoopt dat de Vittoria People, op elk niveau, zullen samenwerken om een omgeving van wederzijds respect voor de waardigheid, eer en reputatie van elk van hen te behouden. Vittoria Group zal ingrijpen om beledigende, discriminerende of lasterlijke sociale gedragingen te voorkomen. Hiertoe horen ook extra-werkgedragingen die in het bijzonder beledigend zijn voor de maatschappelijke gevoeligheid.

In ieder geval zijn gedragingen van fysiek of moreel geweld zonder uitzondering verboden.



3.5.2 Kennisbeheer

Vittoria Group bevordert een cultuur en initiatieven gericht op het verspreiden van kennis binnen haar structuren en het benadrukken van de waarden, principes en gedragingen en bijdragen op het gebied van innovatie van professionele families met betrekking tot kwesties met rond de ontwikkeling van bedrijfsactiviteiten en de duurzame groei van het bedrijf.

Vittoria zet zich in voor het aanbieden van hulpmiddelen voor interactie tussen leden van professionele families, werkgroepen en praktijkgemeenschappen, evenals coördinatie en toegang tot knowhow, en bevordert initiatieven voor groei, verspreiding en systematisering van kennis met betrekking tot de kerncompetenties van haar structuren en gericht op het definiëren van richtlijnen om operationele uniformiteit te waarborgen.

Alle Vittoria-mensen moeten actief bijdragen aan de kennisbeheerprocessen van de competentieactiviteiten, om het systeem van het delen en verspreiden van kennis tussen individuen te optimaliseren.

3.5.3 Bedrijfsbeveiliging

Vittoria Group houdt zich bezig met de studie, ontwikkeling en implementatie van strategieën, beleid en operationele plannen gericht op het voorkomen en overwinnen van verwijtbaar of kwaadwillig gedrag dat directe of indirecte schade kan toebrengen aan Vittoria People en/of aan de materiële en immateriële middelen van het bedrijf. Preventieve en defensieve maatregelen zijn favored, gericht op het minimaliseren van de noodzaak van een actieve reactie - altijd en alleen in verhouding tot het delict - op bedreigingen van personen en goederen.

Alle Vittoria-mensen zijn verplicht om actief bij te dragen aan het handhaven van een optimale standaard van bedrijfsbeveiliging, zich te onthouden van illegaal of gevaarlijk gedrag en aan hun leidinggevende of het bedrijf waarvan zij deel uitmaken, en aan de bevoegde bedrijfsstructuur, alle activiteiten te melden die door derden worden uitgevoerd ten koste van de activa of human resources van Vittoria Group.

Het is verplicht om nauwgezet de aanwijzingen op te volgen die in dit verband door het Bedrijf of door Vittoria Group worden verstrekt, in elke context die bijzondere aandacht vereist voor iemands persoonlijke veiligheid, zich te onthouden van gedrag dat de eigen veiligheid en die van anderen in gevaar kan brengen, en onmiddellijk aan zijn leidinggevende te melden elke situatie van gevaar voor zijn eigen veiligheid of die van derden.



3.5.4 Intimidatie of pesterijen op de werkplek

Vittoria stimuleert initiatieven om werkwijzen te creëren die gericht zijn op het bereiken van een groter organisatorisch welzijn.

Vittoria Group vereist dat er in interne en externe werkrelaties geen sprake is van intimidatie of attitudes die wijzen op pestgedrag, dat verboden is, zonder uitzonderingen. Als zodanig worden beschouwd:

- een werkomgeving te creëren die intimiderend, vijandig, isolerend of discriminerend is ten opzichte van individuen of groepen werknemers;
- zich bezighouden met onrechtmatige inmenging in de uitvoering van het werk van anderen;
- de individuele baanvooruitzichten van anderen belemmeren om redenen van persoonlijke concurrentie of ten voordele van andere werknemers.

Elke vorm van geweld of seksuele intimidatie of gerelateerd aan persoonlijke en culturele diversiteit is verboden, zoals:

- elke beslissing die relevant is voor loopbaan van de ontvanger laten afhangen van de aanvaarding van seksuele gunsten of persoonlijke en culturele diversiteit;
- werknemers aanzetten tot seksuele gunsten door de invloed van hun rol;
- Interpersoonlijke privérelaties voorstellen, ondanks een uitdrukkelijke of redelijkerwijs duidelijke afwijzing;
- zinspelen op lichamelijke of psychische handicaps en beperkingen of op vormen van culturele, religieuze, seksuele of politieke diversiteit.

3.5.5 Alcohol- of drugsmisbruik en rookverbod

Alle Vittoria People moeten persoonlijk bijdragen aan het bevorderen en in stand houden van wederzijds respect in de werkomgeving; bijzondere aandacht wordt besteed aan de voorwaarden van respect voor de gevoeligheid van anderen.

Het onder invloed zijn van alcohol, drugs of stoffen met een soortgelijk effect, tijdens het werk en op de werkplek wordt beschouwd als een bewuste aanname van het risico van aantasting van deze omgevingskenmerken. De toestanden van permanente afhankelijkheid, wanneer zij de werkomgeving beïnvloeden, zullen - voor contractuele repercussies - gelijkgesteld worden met de vorige gevallen; Vittoria Group verbindt zich ertoe de sociale acties te bevorderen die door arbeidsovereenkomsten op deze gebieden worden geboden.

Het is uitdrukkelijk verboden om:

- drugs te bezitten, consumeren, aanbieden of overdragen op welke manier dan ook, tijdens het werk en op de werkplek;
- Te roken op de werkvloer. Vittoria promoot vrijwillige initiatieven gericht op mensen die van plan zijn om te stoppen met roken. Bij het identificeren van gebieden die zijn gereserveerd voor rokers, zal Vittoria Group in het bijzonder rekening houden met degenen die fysiek ongemak voelen als gevolg van de mogelijke aanwezigheid van rook en vragen om te worden beschermd tegen "passief roken" op hun werkplek.



1. Inleiding	2. Algemene principes: duurzaamheid en maatschappelijk verantwoord ondernemen	3. Gedragscanons en relaties met belanghebbenden	4. Instrumenten voor de toepassing van de ethische code	5. Toepassingsgebie den en referentiestructur en van de Ethische Code
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4.1 Interne controle en risicobeheersysteem



Vittoria Group verbindt zich ertoe een adequaat intern controle- en risicobeheersysteem na te streven en te onderhouden, waarbij alle instrumenten die nuttig zijn voor het sturen, beheren en verifiëren van bedrijfsactiviteiten worden aangenomen en geïmplementeerd met als doel de naleving van de bedrijfsregels en -procedures te waarborgen, bedrijfsmiddelen te beschermen, activiteiten optimaal en efficiënt te beheren en nauwkeurige en volledige boekhoudkundige en financiële gegevens te verstrekken, daarbij ook zorgen voor een correct proces van identificatie, meting, beheer en monitoring van de belangrijkste bedrijfsrisico's.

De verantwoordelijkheid voor het implementeren van een effectief intern controle- en risicobeheersysteem is gemeenschappelijk binnen elk niveau van de organisatiestructuur; bijgevolg zijn alle Vittoria People, binnen het kader van de functies en verantwoordelijkheden, toegewijd aan het definiëren van en actief deelnemen aan de goede werking van het interne controle- en risicobeheersysteem.

Vittoria Group bevordert de verspreiding op elk niveau van een cultuur en van procedures die worden gekenmerkt door het bewustzijn van het bestaan van controles en door de aanneming van een mentaliteit die gericht is op de bewuste en vrijwillige uitoefening van controles; het *management* in de eerste plaats en alle Vittoria People zijn in elk geval verplicht om bij te dragen en deel te nemen aan het interne controle- en risicobeheersysteem van Vittoria Group en om hun medewerkers te betrekken met een positieve instelling.

Iedereen is een verantwoordelijke bewaarder van de toegewezen bedrijfsactiva (materieel en immaterieel) die nodig zijn voor de uitgevoerde activiteit; geen enkele werknemer mag misbruik maken van de toegewezen activa en middelen van het bedrijf, noch of toestaan dat anderen dat doen.

Praktijken en houdingen met betrekking tot het plegen van of deelnemen aan het plegen van fraude zijn zonder uitzondering verboden.

De verantwoordelijke controle- en toezichthoudende organen hebben vrije toegang tot gegevens, documentatie en informatie die nuttig zijn voor het uitvoeren van de werkzaamheden.



4.1.1 Belangenconflicten

Vittoria Group erkent en respecteert het recht van haar medewerkers om deel te nemen aan investeringen, zakelijke of andere activiteiten dan dewelke worden uitgevoerd in het belang van Vittoria Group, op voorwaarde dat deze activiteiten wettelijk zijn toegestaan en verenigbaar zijn met de verplichtingen jegens Vittoria.

Vittoria Group hanteert interne regelgevende instrumenten die de transparantie en correctheid waarborgen, zowel substantieel en procedureel, van transacties met de belangen van bestuurders en wettelijke auditors en transacties met gelieerde partijen.

Het management en de medewerkers van Vittoria Group zijn verplicht om belangenconflicten tussen persoonlijke en familiale economische activiteiten en de taken die zij hebben binnen de structuur of het bedrijf waartoe zij behoren, te vermijden en te melden. In het bijzonder is eenieder verplicht de specifieke situaties en activiteiten te melden waarin hij of, voor zover hij weet, zijn familieleden of verwanten binnen de 2e graad of feitelijk samenwonenden, economische en financiële belangen hebben (eigenaar of partner) onder leveranciers, klanten, concurrenten, derde contractanten, of aan hen gelinkte bedrijven, of administratieve, controlerende of leidinggevende functies bekleden.

De volgende situaties geven ook aanleiding tot belangenconflicten:

- het gebruik van iemands positie binnen het bedrijf of informatie of zakelijke kansen die zijn verworven bij de uitoefening van zijn taken, ten behoeve van zichzelf of derden;
- werknemers of hun familieleden die activiteiten uitvoeren bij leveranciers, onderaannemers, concurrenten.

In elk geval zijn het management en de werknemers van Vittoria Group verplicht om alle situaties en activiteiten te vermijden waarin een conflict met de belangen van de onderneming kan ontstaan of die hun vermogen om onpartijdige beslissingen te nemen in het belang van de onderneming en in volledige overeenstemming met de principes en inhoud van de Code kunnen belemmeren of, in algemene zin, om precies de functies en verantwoordelijkheden te vervullen. Elke situatie die een belangenconflict kan vormen of bepalen, moet onmiddellijk worden gemeld aan de manager, of aan het bedrijf waarvan men lid is, en aan verantwoordelijke is voor het "klokkenluiden" (e-mail: ethics@vittoria.com). Evenzo onthoudt de betrokkene zich onmiddellijk van inmenging in het operationele/besluitvormingsproces en de leidinggevende of het bedrijf:

- identificeert operationele oplossingen om in dit specifieke geval de transparantie en correctheid van het gedrag bij de uitvoering van activiteiten te waarborgen;
- stuurt de nodige schriftelijke instructies naar de belanghebbende partijen - en voor informatie naar hun hiërarchische meerdere, evenals naar de persoon die verantwoordelijk is voor de "klokkenluider" (e-mail: ethics@vittoria.com);
- archiveert de ontvangen en verzonden documentatie.

4.1.2 Transparantie van de boekhouding



Boekhoudkundige transparantie is gebaseerd op de waarheid, nauwkeurigheid en volledigheid van de basisinformatie voor de relevante boekhoudkundige gegevens. Elk lid van de rechtspersonen, het management of de werknemer is verplicht om samen te werken, binnen het kader van hun competenties, zodat de managementfeiten correct en snel worden weergegeven in de boekhouding.

Het is verboden om gedragingen te vertonen die de transparantie en traceerbaarheid van jaarrekeningen in het gedrang kunnen brengen.

Voor elke verrichting wordt adequate ondersteunende documentatie van de uitgevoerde activiteit in het dossier bijgehouden, zodat het volgende mogelijk is:

- eenvoudige en stipte boekhoudregistratie;
- de identificatie van de verschillende verantwoordelijkheidsniveaus en de verdeling en scheiding van taken;
- de nauwkeurige reconstructie van de operatie, ook om de kans op fouten, inclusief materiële of interpretatieve fouten, te verminderen.

Elke opname moet precies weergeven wat er in de ondersteunende documentatie staat. Het is de taak van alle Vittoria People om ervoor te zorgen dat documentatie gemakkelijk traceerbaar is en geordend volgens logische criteria.

Vittoria People die omissies, vervalsingen, verwaarlozing van de boekhouding of van de documentatie waarop de boekhouding is gebaseerd, opmerken, zijn verplicht om de feiten te melden aan hun leidinggevende, of aan het bedrijf waarvan zij deel uitmaken, en aan de verantwoordelijke voor "klokkenluiden".

4.1.3 Bescherming van de gezondheid, de veiligheid en het milieu en de openbare veiligheid

De activiteiten van Vittoria Group moeten worden uitgevoerd in overeenstemming met internationale overeenkomsten en normen en de wetten, voorschriften, administratieve praktijken en het nationale beleid van de landen waarin zij actief is met betrekking tot de bescherming van de gezondheid en veiligheid van werknemers, het milieu en de openbare veiligheid.

Vittoria Group draagt in de daartoe geëigende platformen actief bij aan de bevordering van wetenschappelijke en technologische ontwikkeling gericht op het behoud van grondstoffen en het milieu. Het operationele beheer moet betrekking hebben op geavanceerde criteria voor milieubescherming en energie-efficiëntie, waarbij wordt gestreefd naar de voortdurende verbetering van de gezondheids- en veiligheidsomstandigheden op het werk en de milieubescherming.

Vittoria People neemt als onderdeel van hun taken actief deel aan het proces van risicopreventie, milieubescherming en openbare veiligheid en bescherming van gezondheid en veiligheid ten opzichte van zichzelf, collega's en derden.



4.2 Onderzoek, innovatie en bescherming van het intellectuele erfgoed

Vittoria Group bevordert onderzoeks- en innovatieactiviteiten door management en werknemers, binnen hun functies en verantwoordelijkheden. De intellectuele rijkdommen die door innovatieve activiteiten worden gegenereerd, vormen een centrale en essentiële troef van Vittoria.

Onderzoek en innovatie zijn in het bijzonder gewijd aan de promotie van producten, hulpmiddelen, processen en gedragingen die steeds meer aandacht vestigen op de gezondheid en veiligheid van werknemers, klanten waarmee Vittoria samenwerkt en in het algemeen voor de duurzaamheid van bedrijfsactiviteiten.

Vittoria People zijn verplicht om actief bij te dragen, binnen hun functies en verantwoordelijkheden, aan het beheer van intellectueel erfgoed om de ontwikkeling, bescherming en verbetering ervan mogelijk te maken.

4.3 Vertrouwelijkheid



4.3.1 Bescherming van bedrijfsgeheimen

Het is de plicht van de Vittoria People om de vertrouwelijkheid te waarborgen die door de omstandigheden wordt vereist voor elk stukje informatie dat ze hebben verkregen door hun functie.

De informatie, kennis en gegevens die tijdens iemands werk of door zijn taken worden verkregen of verwerkt, behoren toe aan Vittoria en kunnen niet worden gebruikt, meegedeeld of openbaar gemaakt zonder specifieke toestemming van de leidinggevende, die deel uitmaakt van het management, steeds in overeenstemming met specifieke procedures.

4.3.2 Privacybeleid

Vittoria verbindt zich ertoe de informatie met betrekking tot haar personen en derden, gegenereerd of verworven binnen en door zakelijke relaties, te beschermen en elk misbruik van deze informatie te vermijden.

Vittoria Group streeft ernaar ervoor te zorgen dat de verwerking van persoonsgegevens binnen haar structuren plaatsvindt in overeenstemming met de fundamentele rechten en vrijheden, evenals de waardigheid van de belanghebbende partijen, zoals vereist door de huidige regelgeving.

De verwerking van persoonsgegevens moet op een wettige en correcte manier plaatsvinden en in elk geval worden alleen gegevens verzameld en geregistreerd die nodig zijn voor specifieke, expliciete en legitieme doeleinden. Het bewaren van gegevens vindt plaats gedurende een bepaalde periode, niet langer dan noodzakelijk is voor de doeleinden van verzameling.

Vittoria verbindt zich er ook toe om passende en preventieve beveiligingsmaatregelen te nemen voor alle databases waarin persoonlijke gegevens worden verzameld en opgeslagen, om risico's van vernietiging en verlies of ongeoorloofde toegang of ongeoorloofde verwerking ervan te vermijden.

Vittoria People moeten:

- alleen gegevens verkrijgen en verwerken die noodzakelijk en geschikt zijn voor de doeleinden die rechtstreeks verband houden met de betrokken functies en verantwoordelijkheden;
- gegevens alleen binnen specifieke procedures verkrijgen en verwerken en de gegevens zodanig opslaan en archiveren zodat wordt voorkomen dat onbevoegden er kennis van nemen;
- gegevens zodanig weergeven en ordenen dat elke persoon die hier toegang tot heeft gemakkelijk een zo nauwkeurig, volledig en waarheidsgetrouw mogelijk beeld kan schetsen;
- gegevens meedelen in het kader van specifieke procedures of met de uitdrukkelijke toestemming van het hogere management en in elk geval alleen na verificatie van de mogelijkheid om ze ook bekend te maken met betrekking tot absolute of relatieve beperkingen met betrekking tot derden die verbonden zijn met Vittoria door een relatie van welke aard dan ook en na hun toestemming te hebben verkregen.



4.3.3 Deelname aan organisaties, initiatieven, evenementen of externe bijeenkomsten

Deelname aan organisaties, initiatieven, evenementen of externe bijeenkomsten wordt door Vittoria Group gesteund onder voorwaarden van compatibiliteit met de uitvoering van werk of professionele activiteiten. Als zodanig worden beschouwd:

- deelname aan verenigingen, conferenties, congressen, seminars, cursussen;
- het opstellen van artikelen, essays en publicaties in het algemeen;
- deelname aan publiekelijke evenementen in het algemeen.

In dit verband wordt het management en de werknemers van Vittoria, die worden opgeroepen om externe gegevens of nieuws over de doelstellingen, activiteiten, resultaten en standpunten van Vittoria te illustreren of te verstrekken, verplicht om toestemming te verkrijgen van de leidinggevende in een managementpositie met betrekking tot de te volgen actielijnen, de opgestelde teksten en rapporten, evenals om de inhoud af te stemmen op de bevoegde bedrijfsstructuur.

Het is verboden om acties te promoten of geld of andere voordelen te beloven aan een deelnemer aan een sportwedstrijd georganiseerd door federaties erkend door het Italiaans Nationaal Olympisch Comité (CONI) of door andere sportorganisaties erkend door het land waar het bedrijf actief is, om de uitkomst ervan te beïnvloeden. Dit omvat niet de terugkerende teamsponsoringsactiviteiten.



1. Inleiding	2. Algemene principes: duurzaamheid en maatschappelijk verantwoord ondernemen	3. Gedragscanons en relaties met belanghebbenden	4. Instrumenten voor de toepassing van de ethische code	5. Toepassingsgebieden en referentiestructuur en van de Ethische Code
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5. Toepassingsgebieden en referentiestructuren van de Ethische Code



De principes en inhoud van de Code zijn van toepassing op de Personen en activiteiten van Vittoria Group.

Het is in de eerste plaats de verantwoordelijkheid van de bestuurders en het management om de principes en inhoud van de Code toe te passen, intern en extern verantwoordelijkheid te nemen en vertrouwen, cohesie en teamgeest te versterken, en bovendien een voorbeeld te zijn voor hun medewerkers met hun gedrag en hen aan te sporen de Code na te leven en hen ertoe te bewegen vragen en suggesties te formuleren met betrekking tot individuele regelingen.

Voor volledige naleving van de Code kan elke persoon, naast zijn/haar eigen directe meldingslijnen, contact opnemen met de "Klokkenluider" manager (e-mail: ethics@vittoria.com), of zelfs rechtstreeks met het toezichthoudend orgaan van de moedermaatschappij Vittoria S.p.A. (e-mail: odv@vittoria.com).

5.1 Verplichting om de Code te kennen en mogelijke overtredingen te melden



De Code wordt ter beschikking gesteld aan Vittoria People in overeenstemming met de toepasselijke regelgeving en kan ook worden geraadpleegd op de intranetsite van Vittoria Group.

Elke persoon van Vittoria moet de beginselen en de inhoud van de Code kennen, evenals de referentieprocedures voor de functies en verantwoordelijkheden die onder de code vallen.

Elke persoon van Vittoria is verplicht om:

- zich te onthouden van gedrag dat in strijd is met deze beginselen, inhoud en procedures;
- hun medewerkers zorgvuldig te selecteren en hen te begeleiden tot volledige naleving van de Code, telkens binnen zijn bevoegdheden ;
- bevestiging te vragen van derden met wie Vittoria Group in contact komt, dat zij de Code hebben gelezen;
- onmiddellijk verslag uit te brengen van hun bevindingen of informatie, verstrekt door belanghebbenden, over mogelijke gevallen of verzoeken om schendingen van de code, aan hun leidinggevende of aan het bedrijf waarvan zij lid zijn, en aan de persoon die verantwoordelijk is voor "klokkenluiden"; meldingen van mogelijke schendingen worden verzonden in overeenstemming met de operationele procedures die zijn vastgesteld volgens de specifieke procedures die door de groep zijn vastgesteld;
- Samen te werken met het controleorgaan en met de functies die door de specifieke procedures zijn toegewezen bij het verifiëren van mogelijke schendingen;
- onmiddellijk corrigerende maatregelen te nemen wanneer de situatie dit vereist en in ieder geval elke vorm van vergelding te voorkomen.

Het is niet mogelijk om persoonlijk onderzoek te doen of het nieuws te melden aan anderen dan hun leidinggevende of het bedrijf waarvan zij lid zijn, en aan het toezichthoudend orgaan. Als na het melden van het nieuws van een mogelijke overtreding, de persoon denkt dat hij vergelding heeft ondergaan, kan hij contact opnemen met het de verantwoordelijke voor "klokkenluide" (e-mail: ethics@vittoria.com), of zelfs rechtstreeks met het toezichthoudend orgaan van de moedermaatschappij Vittoria S.p.A. (e-mail: odv@vittoria.com).

In alle gevallen van schending van de code staan de uitgevoerde sanctiemaatregelen in verhouding tot de ernst van de vastgestelde feiten, in overeenstemming met de wetgeving die in de afzonderlijke landen van kracht is. Ongeacht of de gerechtelijke autoriteit vervolgt, worden overtredingen gemeld aan de bevoegde bedrijfsfuncties.



5.2 Referentiestructuren en toezicht

Vittoria Group verbindt zich ertoe, mede door het aanwijzen van een persoon die verantwoordelijk is voor "Klokkenluiden", om ervoor te zorgen dat:

- De beginselen en inhoud van de Code onder Vittoria People en andere Belanghebbenden maximaal verspreid worden; alle mogelijke cognitieve en verduidelijkende instrumenten ter beschikking gesteld worden voor de interpretatie en uitvoering van de Code en voor het bijwerken van de Code om deze aan te passen aan de evolutie van de burgerlijke gevoeligheid en relevante regelgeving;
- Controles worden uitgevoerd op elke bericht van schending van de beginselen en inhoud van de Code of van de referentieprocedures; de objectieve beoordeling van de feiten en de daaruit voortvloeiende implementatie van passende sanctiemaatregelen, in het geval van een bewezen overtreding; dat niemand kan worden geconfronteerd met represailles van welke aard dan ook voor het verstrekken van berichten over mogelijke schendingen van de Code of van de referentieprocedures.

5.3 Herziening van de Code

De herziening van de Code wordt goedgekeurd door de Raad van Bestuur van de Moedermaatschappij Vittoria S.p.A., op voorstel van de Voorzitter, na het advies van de Raad van Commissarissen te hebben gehoord.

Het voorstel wordt geformuleerd, rekening houdend met de beoordeling van de belanghebbenden over de beginselen en inhoud van de code, waarbij ook hun actieve bijdrage wordt bevorderd en eventuele tekortkomingen worden gemeld.

5.4 Contractuele waarde van de Code

De naleving van de bepalingen van de Code wordt beschouwd als een essentieel onderdeel van de contractuele verplichtingen van alle Vittoria People op grond van en voor de doeleinden van de toepasselijke wetgeving.

De schending van de beginselen en de inhoud van het wetboek kan een schending van de primaire verplichtingen van de arbeidsrelatie of een tuchtrechtelijk vergrijp vormen, met alle rechtsgevolgen alsook met betrekking tot het behoud van de arbeidsrelatie, en kan leiden tot een vergoeding van de daaruit voortvloeiende schade.

**Today was great.
Tomorrow will be better.**

Grazie.



Whistleblowing Protocol

Vittoria Group

Version n. 02 of 25/10/2022

Approved for update by the Board of Directors of Vittoria S.p.A



Foreword

The procedures contained in this document shall enable the application of the rules and prohibitions listed in the Code of Ethics and Organizational Model 231/2001 (in this document, this latter only refers to the Italian Companies that adopted their own Organizational Model).

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Annex 1 – Whistleblowing Protocol



1 Policy purpose and scope of application

The purpose of this document is to describe and regulate organizational aspects and operational processes related to the reporting of any prejudicial behaviour, non-conformity to or violation of laws and applicable rules, norms, good business practices and illicit conducts, as well as violation of the Organizational Model D.lgs 231/2001 and the Code of Ethics. These guidelines provide a framework to all employees and collaborators of Vittoria who observe such violations and wish to report them.

Law obligations, especially the obligation to denounce to the Judiciary Authority and the Vigilance Authority, and national laws related to the treatment of personal data and privacy protection should always be observed.

This Procedure adopts all principles and provisions of the Code of Ethics and, where applicable, of the Organizational, Managerial and Control Model D.lgs. 231/2001 adopted by the Group.

The possibility to report topics related to safety in the workplace, as defined by other procedures in place and collective business contracts applicable in each Country, always persists.

The present Procedure applies to all employees and collaborators of the Group.

2. References

This Procedure refers to:

- Code of Ethics;
- Organizational, Managerial and Control Model in accordance with the legislative Decree 231/2001;
- Law n. 179 of 30th November 2017 (normative reference for Italian Companies);
- Legislative Decree n. 196 of 30th June 2003 with further Modifications and Integrations and Regulation (EU) 2016/679 related to data protection (normative reference for Italian Companies);
- Guidelines for the Provision of Whistleblowing Procedures by Transparency International Italia (normative reference for Italian Companies).

3. Registry maintenance, conservation, and update



The recipients of the Procedure, both reporting subjects and those receiving the reports, depending on and within the specific competences attributed by this Procedure, must, respectively:

- promote and protect the positive behavior, physical integrity and moral personality of the employee and collaborator who reports illegal acts or illegitimate behavior of which they become aware;
- encourage and promote the culture of transparency and legality in all business areas and relations with third parties and with the Public Administration;
- make reports in good faith, that are detailed and based on precise and consistent facts;
- take seriously the reports received and evaluate them scrupulously and carefully;
- guarantee the confidentiality of the identity and of the personal data of the whistleblower in the management of the report;
- avoid acts of retaliation or discrimination, direct or indirect, against the reporting person and affecting his working conditions, even in the event that the report is unfounded;
- refrain from unfounded or unsubstantiated reports, based on unconfirmed news or rumors, or from reports that do not fall within the subject identified in this Procedure;
- not to use the reports as tools to solve mere personal problems, or for the sole purpose of damaging the reported, or for opportunistic reasons;
- ensure the traceability of the process relating to the evaluation of the report and the adoption of any consequent measures.



Object and subject of the report

The reports concern:

- any alleged prejudicial conduct, non-compliance or violation with respect to applicable laws and regulations, rules and good business practices;
- relevant unlawful conduct pursuant to the law (applicable to all countries) or relevant unlawful conduct of Legislative Decree 231/2001;
- violations of the Code of Ethics;
- violations of the Organizational, Managerial and Control Model adopted by the Company pursuant to Legislative Decree 231/2001.

Reporting agents may be employees and managers of the Company, members of corporate bodies, collaborators, consultants and third parties in general who act on behalf of the Company and/or are linked to the latter by contractual obligations.

Reports must not concern information already in the public domain or personal complaints of the whistleblower or complaints related to the employment relationship.

Reports may relate to:

- employees, collaborators and managers of the Company;
- members of corporate bodies;
- third parties connected to the subjects indicated above (suppliers, subcontractors, consultants).

The whistleblower is required to indicate in the report if they have a private interest connected to the report, if so, specifying the type, and to declare their commitment to report what they know according to truth.



Characteristics of the report

The report must contain useful elements to allow the subjects responsible for their examination and assessment to carry out the appropriate investigations and verifications regarding the validity of the facts and circumstances being reported.

The report must therefore detail the facts reported, indicating the time and place of commission, the author or, if more than one, the authors of the facts themselves as well as any documents proving the facts.

To this end, the Company has prepared a reporting form, attached to this Procedure (Annex 1) which can help the whistleblower. It is understood that the latter can also report in another way.

Reports can also be made anonymously provided that they have the characteristics of completeness, the details and the validity described in this paragraph and are adequately detailed.



Reporting recipients and channels

Vittoria has identified the Head of Administration and Finance as responsible for the management of Reports of Offences and Irregularities (so-called "whistleblowing") hereinafter also referred to as "Whistleblowing Supervisor at Vittoria".

Vittoria has set up several communication channels, namely:

- ordinary mail, by means of a personal confidential letter addressed to the Whistleblowing Supervisor at Vittoria, sent to the Company (address: Vittoria S.p.A., Via Liguria, 8, 24041 Brembate (Bergamo), Italy);
- a special e-mail address: ethics@vittoria.com;
- reporting, through the web page with limited access to the Whistleblowing Supervisor at Vittoria and to the Supervisory Body of the Parent Company Vittoria S.p.A., and can be reached via the following address:

https://forms.office.com/Pages/ResponsePage.aspx?id=O90PFE3eIk27tzH7Ix-AYE-TTb-L_nBIq0FH1fAOoKBUNE5OR05UUUJTRzNQU0s2WEIKMTM5VldJMi4u

or via QR Code:



There are no mailboxes as all employees have access to at least one computer.

The monitoring of these channels is the responsibility of the Whistleblowing Supervisor at Vittoria. This does not hamper the communication channels established by the Organizational, Managerial and Control Model adopted by the Company pursuant to Legislative Decree 231/2001, if adopted.

Regarding the method of reporting and its severity, the process indicated in Annex 1 to this document should be followed.

In any time, the whistleblower can supplement, rectify, or complete the report made or add additional evidence, including documentary evidence, in the same way as they sent the report.

In addition, the whistleblower may communicate to a person of their choice any retaliation suffered as a result of the report. These could be their hierarchical superior, the Human Resources department, the Whistleblowing Supervisor at Vittoria or the Chairman of the Board of Directors.



1. Report receipt and preliminary verification

When receiving a report, the Whistleblowing Supervisor at Vittoria carries out a formal examination verifying:

- completeness;
- compliance with the criteria set out in this Procedure;
- whether the legal and factual conditions for the start of the subsequent analysis phase are met;
- the possible seriousness and urgency of the facts reported.

Once the aforementioned preliminary verification has been completed, the Whistleblowing Supervisor at Vittoria:

- a) if the report is outside of the scope of this Procedure (for example because it relates to a personal complaint or concerning facts in the public domain or circumstances already evaluated by the Judicial Authority) or does not meet the necessary requirements referred to in paragraph 4.2 above, they proceed to archive the report by informing the whistleblower (if traceable);
- b) if the report is excessively general or incomplete, they contact the whistleblower (if traceable) to ask for elements useful for the preliminary assessment;
- c) if they detect a possible violation or illegal conduct, they proceed with the subsequent analysis phase, informing the Chairman of the Board of Directors and, if established, the Supervisory Body of the Parent Company Vittoria S.p.A., where the alert relates to matters within the latter's competence

In any case, the receiving entity informs the whistleblower (if traceable) of the decision taken following the preliminary verification.

The duration of this preliminary phase must not exceed, as a rule, 30 days and is documented in a special register (hereinafter "Reports Register"), kept by the Whistleblowing Supervisor at Vittoria in such a way as to guarantee the confidentiality of the information collected and the anonymity of the whistleblower. This Register records the type of report received, the date of receipt, the date of conclusion of the preliminary assessment and the outcome of the latter, with the relative motivation.



2. Analysis and evaluation of the report

If the preliminary verification referred to in the previous paragraph is successfully concluded (as indicated in point c of the previous paragraph), the Whistleblowing Supervisor at Vittoria immediately proceeds to the analysis and evaluation phase on the specificities of the report.

At this stage, the Whistleblowing Supervisor at Vittoria can:

- interface with other functions and company figures to request collaboration, through the provision of data, documents or information useful for the analysis;
- request further elements or further information from the reporting subject, transcribing the relative interview and keeping the report on file;
- carry out any activity deemed useful or necessary, including the hearing of the whistleblower and / or any other subjects who may provide information on the reported facts, in compliance with the principles of confidentiality and impartiality of judgment, with the legislation on the protection of personal data and the applicable Collective National Labor Agreement;
- coordinate with the Company's Supervisory Body, if existing, in case the report concerns matters within their competence (violation of the rules of conduct provided for by the Code of Ethics and/or of the principles of conduct, executive methods, company procedures and protocols relevant to the purposes of Legislative Decree 231/2001). If there are reports received from other Group subsidiaries, it is necessary to inform and involve the Supervisory Body of the Parent Company Vittoria S.p.A. (email: odv@vittoria.com).

The analysis phase ends with a written opinion of the Whistleblowing Supervisor at Vittoria who carried out the analysis itself. This shall comprise:

- the data of the report (name of the whistleblower – if known – and of the reported person(s), place and date of the events, evidence or documentation);
- the checks carried out, their results and company subjects or third parties involved in the analysis phase;
- a summary evaluation of the analysis process with an indication of the cases ascertained and the related motivations;
- the outcome and conclusion of the analysis (archiving or validity of the report).

The aforementioned report, deprived of the personal details of both the whistleblower and the reported person, is reported in the Reports Register, and is transmitted to the Chairman of the Board of Directors or Sole Director.

At the end of the analysis phase, the Whistleblowing Supervisor at Vittoria:

(a) if they consider the report to be unfounded, they close it, stating the written reasons;

b) if they consider the report to be well-founded and proven, they communicate the outcome to the Chairman of the Board of Directors or Sole Director for the adoption of the consequent decision-making measures.

In any case, the person who carried out the analysis informs the whistleblower (if traceable) of the outcome of the analysis.

The analysis phase referred to in this paragraph must be concluded within 60 days from the date of its initiation, except in cases of particular importance and urgency, for which the Chairman of the Board of Directors or Sole Director immediately informs the Board of Statutory Auditors, if any, and the Board of Directors without waiting for the completion of the analysis phase.



3. Reports related to Corporate Bodies

- A. If the report concerns the Chairman of the Board of Directors or Sole Director, or the directors of one of the subsidiary companies, the Whistleblowing Supervisor at Vittoria forwards it to the Deputy Chairman of the Board of Directors who can decide whether to proceed directly, on his own, to the analysis phase referred to in paragraph 5.2 or whether to appoint the Whistleblowing Supervisor at Vittoria and proceed in an ordinary way.
- B. If the report concerns another member of the Board of Directors, the Whistleblowing Supervisor at Vittoria forwards it to the Chairman of the Board of Directors who can decide whether to proceed directly, on their own, with the analysis phase referred to in paragraph 5.2 or whether to appoint the Whistleblowing Supervisor at Vittoria and proceed in an ordinary way.
- C. If the report concerns a member of the independent auditors or of the Supervisory Body or of the Board of Statutory Auditors, the Whistleblowing Supervisor at Vittoria forwards it to the Chairman of the Board of Directors, who can decide whether to proceed directly, on their own, with the analysis phase referred to in paragraph 5.2 or whether to appoint the Whistleblowing Supervisor at Vittoria and then proceed in an ordinary manner. In any case, notice to the Board of Directors should be given.
- D. If the report concerns the Whistleblowing Supervisor at Vittoria, or its structure, the latter forwards it to the Chairman of the Supervisory Body, including the Parent Company (email: odv@vittoria.com), and/or to the Chairman of the Board of Directors who can decide whether to proceed directly, on their own, to the analysis phase referred to in paragraph 5.2 or whether to appoint the company function that they considers most competent. In any case, notice must be given to the Chairman of the Board of Statutory Auditors, including the Parent Company.



1. Disciplinary measures against employees

Upon receipt of the report from the Person who carried out its analysis (as described in paragraph 5.2 above), the Chairman of the Board of Directors decides whether to initiate disciplinary proceedings against the reported persons held responsible for the violation or unlawful conduct and held responsible following the analysis and assessment carried out.

If the reporting entity is jointly responsible for the fact that is the subject of the report, they must have preferential treatment compared to the other co-responsible persons, complying with the applicable legislation, the Collective National Labor Agreement, and the protections provided for by the Workers' Statute.

The Chairman of the Board of Directors also assesses, with the assistance of the Human Resources Manager, whether to initiate disciplinary proceedings:

- i. towards the whistleblower who has acted with ascertained and proven intent or gross negligence;
- ii. against any retaliatory/discriminatory behavior towards the reporting agent;
- iii. with respect to persons involved in the evaluation and analysis process of the report who have violated confidentiality obligations or have not considered the report received.

The disciplinary procedures adopted will be those provided for by the applicable Collective National Labor Agreement imposed on the basis of the Workers' Statute and in compliance with the company disciplinary system.

In addition to disciplinary sanctions, the power of attorney or delegation granted to the employee may also be revoked.

Under no circumstances will proceedings be initiated solely on the basis of the report, in the absence of concrete evidence regarding the content of the report. This could possibly be done on the basis of other evidence found and ascertained starting from the report itself.



2. Measures against Corporate Bodies

If the violation or unlawful conduct concerns a member of the corporate bodies, the Board of Directors and/or, if existing, the Board of Statutory Auditors, according to each case peculiarity and to their respective competences, will proceed to take the most appropriate initiatives in consideration of the seriousness of the violation and in compliance with the law and the Articles of Association.

In the most serious cases, the Board of Directors, after consulting the Board of Statutory Auditors, may propose to the shareholders' meeting that the office of the director concerned also be revoked. In the event of violation by the statutory auditors, the Board of Directors, after consulting the shareholders' meeting, may apply to the Court to revoke the mandate of the auditor concerned.

In the event of violations or unlawful conduct carried out by a director who is also an employee of the Company, the applicability of the various disciplinary actions based on the employment relationship will in any case be reserved.

3. Measures against third parties

In case of violation or illegitimate behavior by third parties (consultants, collaborators, agents, suppliers, subcontractors, etc.), the Company may make use of the termination clauses contained in the contracts / letters of appointment also in case of violations of the Managerial, Organizational and Control Model pursuant to Legislative Decree 231 (of which this Procedure is an integral part) for the Companies that have adopted it.

4. Consequential and further measures

The Chairman of the Board of Directors may inform the judicial authority and/or supervisory authorities of the facts subject to the report if it finds that these facts present the characteristics of a crime or a civil or administrative offense.

The Chairman of the Board of Directors, in agreement with the Human Resources Manager, defines the implementation of any preventive measures that may be necessary to promote the culture of legality and transparency within the Company. They also promote the adoption of any amendments and additions to this Procedure and control systems in the light of constant monitoring of the results obtained through its application.



The Company guarantees the confidentiality of the reporting subject and the data/information transmitted, in order to protect the whistleblower from any form of retaliation or discrimination.

The identity of the whistleblower cannot be revealed without the explicit consent of the latter (except in the case in which it is requested by the judicial or administrative authority) and if there is a specific legal obligation in this regard.

All parties involved in this Procedure are required to maintain this confidentiality or the anonymity of the whistleblower (if the latter decides to remain anonymous), except in cases where:

- the whistleblower incurs a complaint for slander or defamation pursuant to the Criminal Code;
- the whistleblower commits an act that constitutes a non-contractual offense, pursuant to Article 2043 of the Civil Code;
- in the case of anonymous reporting, knowledge of the identity of the whistleblower is necessary and indispensable for the evaluation of the report.

Only personal data that are relevant and necessary for the evaluation of the report may be processed by the subjects involved in the phases of this Procedure.

Company representatives involved in the evaluation and analysis phases and in the decision-making processes of this Procedure must ensure that access to the information contained in the reports never implies access to the personal data of the whistleblower or the reported person by other company functions or third parties, who may be involved in the aforementioned phases and processes.

The personal data of the whistleblower, for the purposes of this Procedure, are stored in compliance with the laws on the company procedures in force, for the time strictly necessary for their treatment.

The Company applies the same principles and the same protections referred to in this paragraph also to the personal data of the reported subject throughout the internal process of analysis and assessment, also respecting the responsibilities and communication obligations imposed by law or judicial authority.

All documentation related to the reports is considered confidential and therefore accessible only to authorized parties.



If there are reports during the year, the Whistleblowing Supervisor at Vittoria prepares a summary on the reports received during the year, the analyses carried out and its outcome.

The annual report shall contain at least:

- an indication of all reports received, those under analysis and their outcomes (archiving, in-depth evaluation);
- criteria and methods used for the evaluation of the reports accepted and their outcomes (archiving, initiation of disciplinary proceedings, sanctions applied);
- proposal of any corrective or supplementary criteria to the Procedure.

The aforementioned report is sent to the Chairman of the Board of Directors, who informs the Board of Directors and the Board of Statutory Auditors.



The Whistleblowing Supervisor at Vittoria promptly forwards to the Supervisory Body reports concerning, even if only potentially, the predicate crimes referred to in Legislative Decree 231/2001 or violations of the Organizational, Managerial and Control Model or the Code of Ethics adopted by the Company if the email address is not used: ethics@vittoria.com.



The Whistleblowing channel is a dedicated tool to report any potential misconduct in conflict with the Code of Ethics and reveal information about activity within a private or public organization that is deemed illegal, immoral, illicit, unsafe or fraudulent.

If conduct that is not compliant with the spirit of the Code is observed, or guidance is sought with respect to what is expressed in the Code, the following contact procedures should be followed:

- The first person of contact should be one's direct supervisor or supervisor's manager;
- If the misconduct is related to the supervisor or supervisor's manager, or the first contact attempt has not been considered by the supervisor, the misconduct shall be reported to the Whistleblowing Supervisor at Vittoria through the dedicated mailbox at ethics@vittoria.com;
- If the misconduct is of severe magnitude or it involves the Whistleblowing Supervisor at Vittoria, The Supervisory Body (OdV) of Vittoria SpA should be contacted at odv@vittoria.com .

The proper whistleblowing channel should be evaluated according to the magnitude of the observed misconduct.

**Today was great.
Tomorrow will be better.**

Grazie.



Protocollo di Segnalazione

Gruppo Vittoria

Versione n. 02 del 25/10/2022

Approvato per aggiornamento dal Consiglio di Amministrazione di Vittoria S.p.A

 **vittoria**[®]
The Ride Ahead



Premessa

Il presente protocollo si riferisce a tutte le società del Gruppo che adottano il Codice Etico. I riferimenti normativi del paragrafo 2 relativi al Modello Organizzativo 231/2001 sono invece applicabili solo alle Società del Gruppo che adottano un Modello Organizzativo proprio.

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Allegato 1 – Protocollo di segnalazione



1. Scopo e campo di applicazione

Il presente documento ha lo scopo di descrivere e regolamentare gli aspetti di natura organizzativa ed i processi operativi relativi alla segnalazione di qualsiasi supposto comportamento pregiudizievole, non conformità o violazione rispetto alle leggi e regolamenti applicabili, alle norme, alle buone prassi commerciali e di condotte illecite, anche rilevanti ai sensi del D.lgs. 231/2001 o violazioni del Modello di Organizzazione, Gestione e Controllo adottato dalla Società, Codice Etico incluso, di cui i dipendenti ed i collaboratori della Società vengono a conoscenza nell'ambito del rapporto di lavoro o collaborazione con la stessa.

Restano fermi eventuali obblighi di legge, in particolare in tema di obbligo di denuncia all'Autorità Giudiziaria ovvero alle Autorità di Vigilanza, nonché in materia di trattamento dei dati personali e tutela della privacy previsti dalla normativa vigente nei singoli Paesi.

La Procedura recepisce anche i principi e le previsioni del Codice Etico e, nel caso, del Modello di Organizzazione, Gestione e Controllo di cui al D.lgs. 231/2001 adottati dalla Società.

Rimane altresì confermata la possibilità di effettuare segnalazioni in materia di sicurezza su luogo di lavoro prevista dalle procedure vigenti e dai contratti collettivi aziendali applicabili nei singoli Paesi.

La presente Procedura si applica a tutti i dipendenti e collaboratori della Società.

2. Riferimenti

La Procedura fa riferimento a:

- Codice Etico
- Modello di Organizzazione, Gestione e Controllo ai sensi del D.lgs. 231/2001;
- Legge 30 novembre 2017, n. 179 (riferimento normativo per Società Italiane);
- D.lgs. 30 giugno 2003, n. 196 e s.m.i. e Regolamento (UE) 2016/679 in materia di protezione dei dati (riferimento normativo per Società Italiane);
- Linee Guida per la Predisposizione di Procedure in Materia di Whistleblowing di Transparency International Italia (riferimento normativo per Società Italiane).

3. Tenuta, conservazione e aggiornamento del registro



I destinatari della Procedura, sia segnalanti che soggetti riceventi le segnalazioni, a seconda e nell'ambito delle specifiche competenze attribuite dalla presente Procedura, devono, rispettivamente:

- favorire e tutelare il comportamento positivo, l'integrità fisica e la personalità morale del dipendente e collaboratore che segnalino atti illeciti o comportamenti illegittimi di cui vengano a conoscenza;
- favorire e promuovere la cultura della trasparenza e della legalità in tutti gli ambiti aziendali ed i rapporti con i terzi e con la Pubblica Amministrazione;
- effettuare segnalazioni in buona fede, circostanziate e basate su elementi di fatto precisi e concordanti;
- prendere seriamente in considerazione le segnalazioni ricevute e valutarle con scrupolo ed attenzione;
- garantire la riservatezza dell'identità e dei dati personali del segnalante nelle attività di gestione della segnalazione;
- evitare atti di ritorsione o di discriminazione, diretti o indiretti, nei confronti di chi effettua la segnalazione ed aventi effetti sulle sue condizioni di lavoro, anche nell'ipotesi in cui la segnalazione risulti infondata;
- astenersi da segnalazioni infondate o non circostanziate, basate su voci non confermate o dicerie, o da segnalazioni non rientranti nell'oggetto individuato nella presente Procedura;
- non utilizzare le segnalazioni come strumenti per risolvere mere problematiche personali o al solo scopo di danneggiare il segnalato o per motivi opportunistici;
- garantire la tracciabilità del processo relativo alla valutazione della segnalazione ed all'adozione degli eventuali conseguenti provvedimenti.

4. Segnalazioni

1. Oggetto e soggetti della segnalazione



Le segnalazioni hanno ad oggetto:

- qualsiasi supposto comportamento pregiudizievole, non conformità o violazione rispetto alle leggi e regolamenti applicabili, alle norme, alle buone prassi commerciali;
- condotte illecite rilevanti ai sensi di legge (applicabile a tutti i Paesi) o condotte illecite rilevanti del D.lgs. 231/2001;
- violazioni del Codice Etico;
- violazioni del Modello di Organizzazione, Gestione e Controllo adottato dalla Società ai sensi del D.lgs. 231/2001.

Segnalanti possono essere i dipendenti e dirigenti della Società, i membri degli organi societari, i collaboratori, consulenti e terzi in genere che agiscono per conto della Società e/o sono legati a quest'ultima da vincoli contrattuali.

Le segnalazioni non possono riguardare informazioni già di dominio pubblico né reclami personali del segnalante o lamentele legate al rapporto di lavoro.

Le segnalazioni possono essere relative a:

- dipendenti, collaboratori e dirigenti della Società;
- membri degli organi societari;
- terzi collegati ai soggetti sopra indicati (fornitori, subappaltatori, consulenti).

Il segnalante è tenuto ad indicare nella segnalazione se ha un interesse privato collegato alla stessa, specificandone, in caso affermativo, la tipologia ed a dichiarare il suo impegno a riferire quanto a sua conoscenza secondo verità.

4. Segnalazioni

2. Caratteristiche della segnalazione

La segnalazione deve contenere elementi utili a consentire ai soggetti preposti alla loro disamina e valutazione di effettuare gli accertamenti e le verifiche opportune in merito alla fondatezza dei fatti e delle circostanze oggetto di segnalazione.

La segnalazione deve quindi circostanziare i fatti riportati, indicandone il tempo ed il luogo di commissione, l'autore o, qualora più di uno, gli autori dei fatti stessi nonché gli eventuali documenti comprovanti i medesimi.

A tal fine la Società ha predisposto un modello di segnalazione, allegato alla presente Procedura (Allegato 1) che può costituire un ausilio per il segnalante, fermo restando che quest'ultimo può effettuare la segnalazione anche in altro modo.

È possibile effettuare le segnalazioni anche in forma anonima purché abbiano le caratteristiche di completezza, dettaglio e fondatezza previste nel presente paragrafo e siano adeguatamente circostanziate.



4. Segnalazioni

3. Destinatari e canali della segnalazione

Vittoria ha individuato il Responsabile Amministrazione e Finanza quale responsabile della gestione delle Segnalazioni di Illeciti e Irregolarità (c.d. “whistleblowing”) di seguito indicato anche come “Responsabile del Whistleblowing Vittoria”.

Vittoria ha predisposto più canali di comunicazione, ossia:

- posta ordinaria, mediante lettera riservata personale indirizzata al Responsabile del Whistleblowing Vittoria, presso la Società (indirizzo: Vittoria S.p.A., Via Liguria, 8, 24041 Brembate (Bergamo), Italia);
- un apposito indirizzo di posta elettronica: segnalazioni@vittoria.com o ethics@vittoria.com;
- segnalazione, attraverso la pagina web con accesso limitato al Responsabile del Whistleblowing Vittoria ed all’Organismo di Vigilanza della Capogruppo Vittoria S.p.A., e raggiungibile tramite il seguente indirizzo:

https://forms.office.com/Pages/ResponsePage.aspx?id=O90PFE3elk27tzH7lx-AYE-TTb-L_nBlq0FH1fAOoKBUNE5OR05UUUJTRzNQU0s2WEIKMTM5VldJMi4u

o tramite QR Code:



Non sono state previste cassette della posta in quanto tutti i dipendenti hanno accesso ad almeno un computer.

Il monitoraggio dei suddetti canali è a carico del Responsabile del Whistleblowing Vittoria. Sono fatti salvi i canali di comunicazione istituiti dal Modello di Organizzazione, Gestione e Controllo adottato dalla Società ai sensi del D.lgs. 231/2001, qualora adottato. Il Responsabile del Whistleblowing Vittoria e l’Organismo di Vigilanza garantiscono la reciproca collaborazione e l’inoltro delle segnalazioni ricevute a seconda della loro competenza.

Relativamente alla modalità di segnalazione ed alla sua gravità si ritiene che debba essere seguito il processo indicato nell’Allegato 1 al presente documento.

Il segnalante può in qualsiasi momento integrare, rettificare o completare la segnalazione effettuata o aggiungere ulteriori elementi probatori, anche documentali, nel medesimo modo in cui ha inviato la segnalazione. Inoltre, il segnalante può comunicare eventuali ritorsioni subite a seguito della segnalazione a sua scelta al proprio superiore gerarchico, alla funzione Risorse Umane o al Responsabile del Whistleblowing Vittoria, o al Presidente del Consiglio di Amministrazione.

5. Processo di gestione delle segnalazioni

1. Ricezione della segnalazione e verifica preliminare



Quando riceve una segnalazione, il Responsabile del Whistleblowing Vittoria effettua un esame formale della stessa verificandone:

- la completezza;
- il rispetto dei criteri stabiliti nella presente Procedura;
- la sussistenza dei presupposti giuridici e di fatto per l'avvio della successiva fase di analisi;
- l'eventuale gravità dei fatti segnalati e l'urgenza.

Una volta completata la predetta verifica preliminare, il Responsabile del Whistleblowing Vittoria:

a) se la segnalazione risulta estranea all'oggetto della presente Procedura (ad esempio perché relativa ad una lamentela personale o inerente fatti di dominio pubblico o circostanze già riscontrate dall'Autorità Giudiziaria) o priva dei requisiti necessari di cui al precedente paragrafo 4.2., procede all'archiviazione della segnalazione informandone il segnalante (se rintracciabile);

b) se la segnalazione è eccessivamente generica o incompleta, contatta/convoca il segnalante (se rintracciabile) per chiedere elementi utili alla valutazione preliminare;

c) qualora ravvisi una possibile violazione o comportamento illecito, procede con la successiva fase di analisi, informando il Presidente del Consiglio di Amministrazione nonché, se istituito, l'Organismo di Vigilanza della Capogruppo Vittoria S.p.A., qualora la segnalazione abbia per oggetto le materie di competenza di quest'ultimo.

In ogni caso il soggetto ricevente informa il segnalante (se rintracciabile), della decisione presa a seguito della verifica preliminare.

La durata di tale fase istruttoria non deve superare, di norma, i 30 giorni e viene documentata in un apposito registro (di seguito "Registro delle segnalazioni"), custodito dal Responsabile del Whistleblowing Vittoria con modalità tale da garantire la confidenzialità delle informazioni raccolte e l'anonimato del segnalante. Su tale registro vengono annotati la tipologia di segnalazione ricevuta, la data di ricezione, la data di conclusione della valutazione preliminare e l'esito della stessa, con la relativa motivazione.

5. Processo di gestione delle segnalazioni

2. Analisi e valutazione della segnalazione

Nel caso in cui la verifica preliminare di cui al precedente paragrafo si concluda positivamente (come indicato nel punto c) del paragrafo precedente, il Responsabile del Whistleblowing Vittoria procede immediatamente alla fase di analisi e valutazione nel merito della segnalazione.

In questa fase, il responsabile del Whistleblowing Vittoria può:

- interfacciarsi con le altre funzioni e figure aziendali per richiederne la collaborazione, attraverso la messa a disposizione di dati, documenti o informazioni utili per l'analisi stessa;
- richiedere ulteriori elementi o approfondimenti al soggetto segnalante, verbalizzando per iscritto il relativo colloquio e conservando il verbale agli atti;
- svolgere ogni attività ritenuta utile o necessaria, inclusa l'audizione del segnalante e/o di eventuali altri soggetti che possano riferire in merito ai fatti segnalati, nel rispetto dei principi di riservatezza ed imparzialità di giudizio, della normativa in materia di protezione dei dati personali e del CCNL applicabile;
- coordinarsi, se esistente, con l'Organismo di Vigilanza della Società qualora la segnalazione abbia per oggetto le materie di competenza di quest'ultimo (violazione di norme comportamentali previste dal Codice Etico e/o dei principi di comportamento, modalità esecutive, procedure aziendali e protocolli rilevanti ai fini del D.lgs. 231/2001). Nel caso vi siano segnalazioni ricevute da società del Gruppo, è necessario informare e coinvolgere l'Organismo di Vigilanza della Capogruppo Vittoria S.p.A. (email: odv@vittoria.com).

La fase di analisi si conclude con un parere scritto del Responsabile del Whistleblowing Vittoria che ha svolto la stessa, da cui risultino:

- i dati della segnalazione (nome del segnalante – se noto – e del/dei segnalato/i, luogo e data di svolgimento dei fatti, elementi di prova o documentali);
- le verifiche svolte, gli esiti delle stesse e soggetti aziendali o terzi coinvolti nella fase di analisi;
- una valutazione di sintesi del processo di analisi con indicazione delle fattispecie accertate e delle relative motivazioni;
- l'esito e la conclusione dell'analisi (archiviazione o fondatezza della segnalazione).

Il predetto rapporto, privato delle generalità sia del segnalante sia del segnalato, viene riportato nel Registro delle segnalazioni, e viene trasmesso al Presidente del Consiglio di Amministrazione o Amministratore unico.

All'esito della fase di analisi, il Responsabile del Whistleblowing Vittoria:

- a) qualora ritenga la segnalazione infondata, procede alla sua archiviazione, con motivazione scritta;
- b) qualora ritenga la segnalazione fondata e comprovata, comunica l'esito al Presidente del Consiglio di Amministrazione o Amministratore unico per l'adozione dei conseguenti provvedimenti decisionali.

In ogni caso il soggetto che ha effettuato l'analisi informa il segnalante (se rintracciabile), dell'esito della stessa.

La fase di analisi di cui al presente paragrafo si deve concludere entro 60 giorni dalla data di avvio della stessa salvo i casi di particolare importanza e urgenza, per i quali il Presidente del Consiglio di Amministrazione o Amministratore unico informa immediatamente il Collegio Sindacale, se esistente, ed il Consiglio di Amministrazione senza attendere il compimento della fase di analisi.

5. Processo di gestione delle segnalazioni

3. Segnalazioni relative ad organi sociali



- A. Qualora la segnalazione riguardi il Presidente del Consiglio di Amministrazione o Amministratore unico, o gli amministratori di una delle Società controllate, il responsabile del Whistleblowing Vittoria la inoltra al Vicepresidente del Consiglio di Amministrazione il quale può decidere se procedere direttamente, in proprio, alla fase di analisi di cui al paragrafo 5.2 o se incaricare il Responsabile del Whistleblowing Vittoria e procedere in via ordinaria.
- B. Qualora la segnalazione riguardi un altro membro del Consiglio di Amministrazione, il responsabile del Whistleblowing Vittoria la inoltra al Presidente del Consiglio di Amministrazione il quale può decidere se procedere direttamente, in proprio, alla fase di analisi di cui al paragrafo 5.2 o se incaricare il Responsabile del Whistleblowing Vittoria e procedere in via ordinaria.
- C. Qualora la segnalazione riguardi un membro della società di revisione o dell'Organismo di Vigilanza o del Collegio Sindacale, il responsabile del Whistleblowing Vittoria la inoltra al Presidente del Consiglio di Amministrazione, che può decidere se procedere direttamente, in proprio, alla fase di analisi di cui al paragrafo 5.2 o se incaricare il Responsabile del Whistleblowing Vittoria e procedere in via ordinaria, dandone in ogni caso notizia al Consiglio di Amministrazione.
- D. Qualora la segnalazione riguardi il Responsabile del Whistleblowing Vittoria, o la sua struttura, questo la inoltra al Presidente dell'Organismo di Vigilanza, anche della Capogruppo (email: odv@vittoria.com), e/o al Presidente del Consiglio di Amministrazione il quale può decidere se procedere direttamente, in proprio, alla fase di analisi di cui al paragrafo 5.2 o se incaricare la funzione aziendale che reputa maggiormente competente, dandone in ogni caso notizia al Presidente del Collegio Sindacale, anche della Capogruppo.

6. Provvedimenti disciplinari

1. Provvedimenti disciplinari nei confronti dei dipendenti



Ricevuto il rapporto dal Soggetto che ha svolto l'analisi della segnalazione (come previsto nel precedente paragrafo 5.2.), il Presidente del Consiglio di Amministrazione decide se avviare i procedimenti disciplinari nei confronti dei soggetti segnalati ritenuti responsabili della violazione o del comportamento illegittimo e reputati responsabili a seguito dell'analisi compiuta e della valutazione effettuata.

Qualora sia corresponsabile del fatto oggetto della segnalazione, il soggetto segnalante deve avere un trattamento privilegiato rispetto agli altri corresponsabili, purché nel rispetto della normativa e del CCNL applicabili e delle tutele previste dallo Statuto dei Lavoratori.

Il Presidente del Consiglio di Amministrazione valuta, inoltre, con l'assistenza del Responsabile Risorse Umane, se avviare un procedimento disciplinare:

- (i) nei confronti del segnalante che abbia agito con dolo o colpa grave, accertati e comprovati;
- (ii) nei confronti di eventuali autori di comportamenti ritorsivi/discriminatori nei confronti del soggetto segnalante;
- (iii) nei confronti dei soggetti coinvolti nel processo di valutazione ed analisi della segnalazione che abbiano violato gli obblighi di riservatezza o non abbiano preso in esame la segnalazione ricevuta.

I procedimenti disciplinari adottati saranno quelli previsti dal CCNL applicabile, irrogate sulla base dello Statuto dei Lavoratori e nel rispetto del sistema disciplinare aziendale.

Oltre alle sanzioni disciplinari, potrà inoltre essere revocata la procura o la delega eventualmente conferita al dipendente.

In nessun caso verrà avviato un procedimento unicamente a motivo della segnalazione, in assenza di concreti riscontri riguardo al contenuto di essa. Ciò potrebbe avvenire eventualmente in base ad altre evidenze riscontrate e accertate a partire dalla segnalazione stessa.

6. Provvedimenti disciplinari



2. Provvedimenti nei confronti di organi societari

Qualora la violazione o il comportamento illegittimo riguardino un componente degli organi sociali, il Consiglio di Amministrazione e/o il Collegio Sindacale, se esistente, a seconda dei casi, in base alle rispettive competenze, procederanno ad assumere le iniziative più opportune ed adeguate in considerazione della gravità della violazione e nel rispetto della legge e dello Statuto sociale.

Nei casi più gravi, il Consiglio di Amministrazione, sentito il Collegio Sindacale, potrà proporre all'assemblea dei soci di procedere anche alla revoca della carica dell'amministratore interessato. Nel caso di violazione da parte dei sindaci, il Consiglio di Amministrazione, sentita l'assemblea, potrà fare domanda al Tribunale di revocare il mandato al sindaco interessato.

Nel caso di violazioni o comportamenti illegittimi posti in essere da un amministratore che sia anche dipendente della Società, sarà fatta in ogni caso salva l'applicabilità delle diverse azioni disciplinari in base al rapporto di lavoro subordinato.

3. Provvedimenti nei confronti di terzi

In caso di violazione o comportamento illegittimo da parte di terzi (consulenti, collaboratori, agenti, fornitori, subappaltatori, ecc.), la Società potrà avvalersi delle clausole di risoluzione contenute nei contratti/lettere di incarico anche per le violazioni del Modello di Gestione, Organizzazione e Controllo ai sensi del D.lgs. 231 (di cui la presente Procedura costituisce parte integrante) per le Società che lo hanno adottato.

4. Misure conseguenti ed ulteriori

Il Presidente del Consiglio di Amministrazione può informare dei fatti oggetto della segnalazione l'autorità giudiziaria e/o le autorità di vigilanza nel caso in cui rilevi che tali fatti presentino le caratteristiche di un reato ovvero di un illecito civile o amministrativo.

Il Presidente del Consiglio di Amministrazione, di concerto con il Responsabile Risorse Umane, definisce l'implementazione di eventuali misure di prevenzione che si rendessero necessarie per favorire la promozione della cultura di legalità e trasparenza all'interno della Società e promuove l'adozione di eventuali modifiche ed integrazioni alla presente Procedura e dei sistemi di controllo alla luce di un costante monitoraggio della sua applicazione dei risultati ottenuti.

7. Tutela della riservatezza e dei dati personali



La Società garantisce la riservatezza del soggetto segnalante e dei dati/informazioni trasmesse, al fine di garantire il segnalante da ogni forma di ritorsione o discriminazione.

L'identità del segnalante non può essere rivelata senza l'espresso consenso di quest'ultimo (ad eccezione del caso in cui sia richiesta dall'autorità giudiziaria o amministrativa) e se sussiste uno specifico obbligo di legge al riguardo.

Tutti i soggetti coinvolti nella presente Procedura sono tenuti a mantenere tale riservatezza o l'anonimato del segnalante (qualora quest'ultimo decida di rimanere anonimo), ad eccezione dei casi in cui:

- il segnalante incorra in una denuncia per calunnia o diffamazione ai sensi del Codice Penale;
- il segnalante compia un fatto che costituisca un illecito extracontrattuale, ai sensi dell'articolo 2043 del Codice Civile;
- nel caso di segnalazione anonima, la conoscenza dell'identità del segnalante sia necessaria ed indispensabile per la valutazione della segnalazione.

Possono essere oggetto di trattamento, da parte dei soggetti coinvolti nelle fasi della presente Procedura, solo i dati personali che risultino pertinenti e necessari per la valutazione della segnalazione.

Gli esponenti aziendali coinvolti nelle fasi di valutazione e analisi e nei processi decisionali della presente Procedura devono assicurarsi che l'accesso alle informazioni contenute nelle segnalazioni da parte di altre funzioni aziendali o di terzi, che dovessero venire coinvolti nelle predette fasi e processi, non implichi mai accesso ai dati personali del segnalante o del segnalato.

I dati personali del segnalante, ai fini della presente Procedura, sono conservati, nel rispetto delle leggi e delle procedure aziendali in vigore, per il tempo strettamente necessario al loro trattamento.

La Società applica i medesimi principi e le medesime tutele di cui al presente paragrafo anche ai dati personali del soggetto segnalato nelle more del processo interno di analisi ed accertamento, fatti salvi le responsabilità e gli obblighi di comunicazione eventualmente imposti dalla legge o dall'autorità giudiziaria.

Tutta la documentazione relativa alle segnalazioni è considerata confidenziale e perciò accessibile solamente a soggetti autorizzati.

8. Reportistica



Nel caso vi fossero segnalazioni in corso d'anno, annualmente il responsabile del Whistleblowing Vittoria predispone una relazione riepilogativa relativa alle segnalazioni ricevute nell'anno, alle analisi svolte ed all'esito delle stesse.

La relazione annuale deve contenere almeno:

- l'indicazione di tutte le segnalazioni ricevute, di quelle in corso di analisi e dell'esito (archiviazione, valutazione approfondita);
- criteri e metodi utilizzati per la valutazione delle segnalazioni accolte ed esiti delle stesse (archiviazione, avvio di procedimenti disciplinari, sanzioni applicate);
- proposta di eventuali criteri correttivi o integrativi alla Procedura.

La suddetta relazione viene inviata al Presidente del Consiglio di Amministrazione, il quale ne mette a conoscenza il Consiglio di Amministrazione ed il Collegio Sindacale.

9. Flussi informativi verso l'Organismo di Vigilanza



Il Responsabile del Whistleblowing Vittoria inoltra tempestivamente all'Organismo di Vigilanza le segnalazioni che riguardano, anche solo potenzialmente i reati presupposto di cui al D.lgs. 231/2001 o violazioni del Modello di Organizzazione, Gestione e Controllo o del Codice Etico adottati dalla Società qualora non sia utilizzata l'email: ethics@vittoria.com.

Allegato 1 - Protocollo di segnalazione



Il Canale di Whistleblowing è uno strumento dedicato per la segnalazione di atti di cattiva condotta in conflitto con il Codice Etico (Codice) e per la rivelazione di informazioni in merito ad attività relative ad un'organizzazione privata o pubblica che siano reputate illegali, immorali, illecite, pericolose o fraudolente.

Se fosse osservata della condotta non conforme allo spirito del Codice, o si desiderassero linee guide in merito a quanto espresso nel Codice, devono essere seguite le seguenti procedure di contatto:

- La prima persona di contatto deve essere il diretto responsabile del soggetto che desidera effettuare la segnalazione, o il superiore del diretto responsabile;
- Se la cattiva condotta fosse legata al responsabile o al superiore del responsabile, o il primo tentativo di contatto non fosse stato considerato dal responsabile, la cattiva condotta deve essere riportata al Responsabile del Whistleblowing Vittoria attraverso l'indirizzo e-mail dedicato ethics@vittoria.com;
- Se la cattiva condotta fosse notevolmente severa o coinvolgesse il responsabile del Whistleblowing Vittoria, l'Organismo di Vigilanza (OdV) di Vittoria SpA deve essere contattato all'indirizzo e-mail odv@vittoria.com.

Il canale di segnalazione appropriato deve essere valutato in base alla magnitudine della cattiva condotta osservata.

Today was great.
Tomorrow will be better.

Grazie.





Klokkenluiders- protocol

Vittoria Group

Versie nr. 02 of 25/10/2022

Goedgekeurd ter update door het bestuur van Vittoria S.p.A


The Ride Ahead



Voorwoord

De procedures in dit document zullen de toepassing mogelijk maken van de regels en die zijn opgenomen in de Code of Ethics and Organizational Model 231/2001 (in dit document verwijst deze laatste alleen naar de Italiaanse bedrijven die hun eigen organisatiemodel hebben aangenomen).

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Bijlage 1 - Klokkenluidersprotocol

1 Doel van het beleid en toepassingsgebied



Het doel van dit document is het beschrijven en reguleren van organisatorische aspecten en operationele processen met betrekking tot het melden van schadelijk gedrag, non-conformiteit of schending van wetten en toepasselijke regels, normen, goede bedrijfsvoering en onwettig gedrag, evenals schending van het organisatiemodel D.lgs 231/2001 en de Ethische Code.

Deze richtlijnen bieden een kader voor alle werknemers en medewerkers van Vittoria die dergelijke schendingen waarnemen en willen melden.

Wettelijke verplichtingen, met name de verplichting om een beroep te doen op de rechterlijke macht en de inspectie, en nationale wetten met betrekking tot de behandeling van persoonsgegevens en de bescherming van de persoonlijke levenssfeer moeten altijd in acht worden genomen.

Deze procedure neemt alle principes en bepalingen over van de Ethische Code en, indien van toepassing, van het organisatie-, management- en controlemodel D.lgs. 231/2001 van de Groep.

De mogelijkheid om onderwerpen met betrekking tot veiligheid op de werkplek te melden, zoals gedefinieerd door andere bestaande procedures en collectieve bedrijfscontracten die in elk land van toepassing zijn, blijft altijd bestaan.

Deze procedure is van toepassing op alle werknemers en medewerkers van de Group.

2. Verwijzingen

Deze procedure heeft betrekking op:

- Ethische Code;
- Organisatie-, management- en controlemodel in overeenstemming met wetsbesluit 231/2001;
- Wet nr. 179 van 30 november 2017 (normatieve referentie voor Italiaanse bedrijven);
- Wetsbesluit nr. 196 van 30 juni 2003 met verdere wijzigingen en integraties en Verordening (EU) 2016/679 met betrekking tot gegevensbescherming (normatieve referentie voor Italiaanse bedrijven);
- Richtlijnen voor het aanbieden van klokkenluidersprocedures door Transparency International Italia (normatieve referentie voor Italiaanse bedrijven).

3. Onderhoud, behoud en update van het register



De ontvangers van de procedure, zowel de melders als degenen die de verslagen ontvangen, afhankelijk van en binnen de specifieke bevoegdheden die door deze procedure zijn toegekend, moeten respectievelijk:

- positief gedrag, fysieke integriteit en morele persoonlijkheid bevorderen en beschermen van de werknemer en medewerker die illegale handelingen of onwettig gedrag melden waarvan zij zich bewust worden;
- de cultuur van transparantie en legaliteit op alle bedrijfsgebieden en in relatie met derden en met de overheid aanmoedigen en bevorderen;
- te goeder trouw verslagen opstellen die gedetailleerd zijn en gebaseerd zijn op nauwkeurige en consistente feiten;
- de ontvangen meldingen serieus nemen en deze nauwgezet en zorgvuldig evalueren;
- de vertrouwelijkheid van de identiteit en van de persoonsgegevens van de klokkenluider waarborgen bij het beheer van de melding;
- directe of indirecte vergeldingsacties of discriminatie tegen de melder of zijn arbeidsomstandigheden vermijden, zelfs indien de melding ongegrond is;
- zich onthouden van ongegronde of ongefundeerde rapporten, gebaseerd op onbevestigd nieuws of geruchten, of van rapporten die niet vallen onder het onderwerp dat in deze procedure wordt genoemd;
- de meldingen niet gebruiken als instrument om louter persoonlijke problemen op te lossen, of met als enig doel de gemelde te beschadigen, of om opportunistische redenen;
- zorgen voor de traceerbaarheid van het proces met betrekking tot de evaluatie van het verslag en de vaststelling van eventuele daaruit voortvloeiende maatregelen.



4.1 Doel en waarom van de melding

De meldingen hebben betrekking op:

- vermeend schadelijk gedrag, niet-naleving of schending met betrekking tot toepasselijke wet- en regelgeving, regels en goede zakelijke praktijken;
- relevant onwettig gedrag op grond van de wet (van toepassing op alle landen) of relevant onwettig gedrag van wetsbesluit 231/2001;
- schendingen van de Ethische Code;
- schendingen van het organisatie-, management- en controlemodel dat door het bedrijf is aangenomen op grond van wetsbesluit 231/2001.

Informatieplichtigen kunnen werknemers en managers van het bedrijf zijn, leden van bedrijfsorganen, medewerkers, consultants en derden in het algemeen die namens het bedrijf handelen en / of door contractuele verplichtingen met het bedrijf zijn verbonden.

Meldingen mogen geen betrekking hebben op informatie die al in het publieke domein is of op persoonlijke klachten van de klokkenluider of klachten in verband met de arbeidsrelatie.

De meldingen kunnen betrekking hebben op:

- werknemers, medewerkers en managers van het bedrijf;
- leden van rechtspersonen;
- derden die verbonden zijn met de hierboven genoemde onderwerpen (leveranciers, onderaannemers, consultants).

De klokkenluider is verplicht om in de melding aan te geven of hij een privébelang heeft dat verband houdt met de melding, zo ja, het type te specificeren en te verklaren dat hij zich ertoe verbindt te melden wat hij volgens de waarheid weet.



4.2 Kenmerken van de melding

De melding moet nuttige elementen bevatten om de personen die verantwoordelijk zijn voor hun onderzoek en beoordeling in staat te stellen passende onderzoeken en verificaties uit te voeren met betrekking tot de geldigheid van de gemelde feiten en omstandigheden.

De melding moet daarom de gerapporteerde feiten beschrijven, met vermelding van tijdstip en plaats, de uitvoerder of, indien meer dan één, de uitvoerders van de feiten zelf, evenals alle documenten die de feiten bewijzen.

Hiertoe heeft het bedrijf een meldingsformulier opgesteld, gehecht aan deze Procedure (Bijlage 1) dat de klokkenluider kan helpen. Het is duidelijk dat deze laatste ook op een andere manier kan rapporteren.

Meldingen kunnen ook anoniem worden gedaan, mits zij de kenmerken van volledigheid, details en geldigheid hebben die in deze alinea worden beschreven en voldoende gedetailleerd zijn.



4.3 Ontvangers en kanalen van meldingen

Vittoria heeft het hoofd administratie en financiën aangewezen als verantwoordelijke voor het beheer van meldingen van overtredingen en onregelmatigheden (het zogenaamde "klokkenluiden"), hierna ook "klokkenluiderstoezichthouder bij Vittoria" genoemd.

Vittoria heeft verschillende communicatiekanalen opgezet, namelijk:

- gewone post, door middel van een persoonlijke vertrouwelijke brief gericht aan de klokkenluiderstoezichthouder in Vittoria, verzonden naar het bedrijf (adres: Vittoria S.p.A., Via Liguria, 8, 24041 Brembate (Bergamo), Italië);
- een speciaal e-mailadres: ethics@vittoria.com;
- melding, via de webpagina enkel toegankelijk door de klokkenluiderstoezichthouder bij Vittoria en bij het toezichthoudend orgaan van de moedermaatschappij Vittoria S.p.A., en is te bereiken via het volgende adres:

https://forms.office.com/Pages/ResponsePage.aspx?id=O90PFE3eIk27tzH7Ix-AYE-TTb-L_nBlq0FH1fAOoKBUNE5OR05UUUJTRzNQU0s2WEIKMTM5VldJMi4u

of via QR-code:



Er zijn geen postvakken omdat alle werknemers toegang hebben tot ten minste één computer.

Het toezicht op deze kanalen is de verantwoordelijkheid van de Klokkenluiderstoezichthouder bij Vittoria. Dit vormt geen belemmering voor de communicatiekanalen die zijn vastgesteld door het organisatie-, management- en controlemodel dat door het bedrijf is aangenomen op grond van wetsbesluit 231/2001, indien aangenomen.

Wat de rapportagemethode en de ernst ervan betreft, moet het in bijlage 1 bij dit document aangegeven proces worden gevolgd.

De klokkenluider kan te allen tijde de gedane melding aanvullen, corrigeren of voltooiën of aanvullend bewijsmateriaal toevoegen, met inbegrip van schriftelijke bewijsstukken, op dezelfde wijze als waarop hij de melding heeft verzonden.

Bovendien kan de klokkenluider een persoon van zijn keuze in kennis stellen van eventuele represailles die hij als gevolg van de melding heeft geleden. Dit kan hun leidinggevende zijn, de afdeling Human Resources, de klokkenluiderstoezichthouder bij Vittoria of de voorzitter van de raad van bestuur.



5.1 Ontvangst van de melding en voorafgaande verificatie

Bij ontvangst van een melding voert de klokkenluiderstoezichthouder van Vittoria een formeel onderzoek uit ter verificatie van:

- volledigheid;
- de naleving van de in deze procedure vastgestelde criteria;
- of aan de juridische en feitelijke voorwaarden voor de start van de daaropvolgende analysefase is voldaan;
- de mogelijke ernst en urgentie van de gemelde feiten.

Zodra de bovengenoemde voorlopige verificatie is voltooid, de klokkenluiderstoezichthouder bij Vittoria:

a) indien de melding buiten het toepassingsgebied van deze procedure valt (bijvoorbeeld omdat deze betrekking heeft op een persoonlijke klacht of betrekking heeft op feiten in het publieke domein of omstandigheden die reeds door de rechterlijke instantie zijn beoordeeld) of niet voldoet aan de noodzakelijke vereisten als bedoeld in paragraaf 4.2 hierboven, gaan zij over tot archivering van de melding door de klokkenluider op de hoogte te stellen (indien traceerbaar);

b) als de melding te algemeen of onvolledig is, nemen zij contact op met de klokkenluider (indien traceerbaar) om te vragen naar elementen die nuttig zijn voor de voorlopige beoordeling;

c) als ze een mogelijke overtreding of illegaal gedrag ontdekken, gaan ze verder met de daaropvolgende analysefase en informeren ze de voorzitter van de raad van bestuur en, indien opgericht, het toezichthoudend orgaan van de moedermaatschappij Vittoria S.p.A., wanneer de waarschuwing betrekking heeft op aangelegenheden die onder de bevoegdheid van deze laatste vallen

In ieder geval stelt de ontvangende entiteit de klokkenluider (indien traceerbaar) in kennis van het besluit dat na de voorafgaande verificatie is genomen.

De duur van dit voortraject mag in de regel niet langer zijn dan 30 dagen en wordt gedocumenteerd in een speciaal register (hierna "Meldingsregister"), dat door de Klokkenluiderstoezichthouder te Vittoria op zodanige wijze wordt bijgehouden dat de vertrouwelijkheid van de verzamelde informatie en de anonimiteit van de klokkenluider worden gewaarborgd. Dit register registreert het soort ontvangen melding, de datum van ontvangst, de datum van afsluiting van de voorlopige beoordeling en de uitkomst ervan, met de betreffende motivatie.



2. Analyse van de melding

Indien de in de vorige paragraaf bedoelde voorafgaande verificatie met succes is afgerond (zoals aangegeven in punt c van de vorige alinea), gaat de klokkenluiderstoezichthouder bij Vittoria onmiddellijk over tot de analyse- en evaluatiefase over de specifieke kenmerken van de melding.

In dit stadium kan de klokkenluiderstoezichthouder bij Vittoria:

- communiceren met andere functies en bedrijfsfiguren om samenwerking te vragen, door het verstrekken van gegevens, documenten of informatie die nuttig zijn voor de analyse;
- de melder om nadere elementen of nadere informatie te verzoeken, het betreffende gesprek uit te schrijven en het verslag in het dossier bij te houden;
- uitvoeren van eender welke activiteit die nuttig of noodzakelijk wordt geacht, met inbegrip van het horen van de klokkenluider en / of andere personen die informatie kunnen verstrekken over de gemelde feiten, in overeenstemming met de beginselen van vertrouwelijkheid en onpartijdigheid van oordeel, met de wetgeving inzake de bescherming van persoonsgegevens en de toepasselijke collectieve nationale arbeidsovereenkomst;
- coördineren met het toezichthoudend orgaan van de vennootschap, indien aanwezig, in het geval dat de melding betrekking heeft op zaken die onder hun bevoegdheid vallen (schending van de gedragsregels voorzien in de ethische code en / of van de gedragsbeginselen, uitvoerende methoden, bedrijfsprocedures en protocollen die relevant zijn voor de doeleinden van wetsbesluit 231/2001). Als er meldingen zijn ontvangen van andere dochterondernemingen van de Groep, is het noodzakelijk om het toezichthoudend orgaan van de moedermaatschappij Vittoria S.p.A. te informeren en te betrekken. (e-mail: odv@vittoria.com).

De analysefase wordt afgesloten met een schriftelijk advies van de Klokkenluiderstoezichthouder bij Vittoria die de analyse zelf heeft uitgevoerd. Dit omvat:

- de gegevens van de melding (naam van de klokkenluider – indien bekend – en van de gemelde persoon(en), plaats en datum van de gebeurtenissen, bewijsmateriaal of documentaten);
- de uitgevoerde controles, de resultaten daarvan en de bij de analysefase betrokken personen of derden;
- een beknopte evaluatie van het analyseproces met vermelding van de vastgestelde gevallen en de daarmee verband houdende motivaties;
- het resultaat en de conclusie van de analyse (archivering of validiteit van het rapport).

De hiervoor beschreven melding, ontdaan van de persoonsgegevens van zowel de klokkenluider als de gemelde, wordt vermeld in het Meldingsregister en wordt doorgegeven aan de Voorzitter van de Raad van Bestuur of Enige Bestuurder.

Aan het einde van de analysefase de Toezichthouder Klokkenluiers bij Vittoria:

(a) indien zij het verslag ongegrond achten, sluiten zij het met opgave van de schriftelijke redenen;

b) indien zij het verslag gegrond en bewezen achten, delen zij het resultaat mee aan de voorzitter van de raad van bestuur of de enige bestuurder met het oog op de vaststelling van de daaruit voortvloeiende besluitvormingsmaatregelen.

In ieder geval informeert de persoon die de analyse heeft uitgevoerd de klokkenluider (indien traceerbaar) over de uitkomst van de analyse.

De in deze paragraaf bedoelde analysefase moet binnen 60 dagen na de datum van aanvang ervan worden afgesloten, behalve in gevallen van bijzonder belang en spoedeisendheid, waarvoor de voorzitter van de raad van bestuur of de enige bestuurder de eventuele raad van commissarissen en de raad van bestuur onmiddellijk in kennis stelt zonder de voltooiing van de analysefase af te wachten.



5.3 Meldingen met betrekking tot rechtspersonen

- A. Als de melding betrekking heeft op de voorzitter van de raad van bestuur of de enige bestuurder, of de bestuurders van een van de dochterondernemingen, stuurt de klokkenluiderstoezichthouder bij Vittoria het door naar de vice-voorzitter van de raad van bestuur, die kan beslissen of hij rechtstreeks, op eigen houtje, overgaat tot de in paragraaf 5.2 bedoelde analysefase of dat hij de klokkenluiderstoezichthouder bij Vittoria aanwijst en op een gewone manier te werk gaat.
- B. Indien de melding betrekking heeft op een ander lid van de Raad van Bestuur, stuurt de Klokkenluiderstoezichthouder bij Vittoria deze door naar de Voorzitter van de Raad van Bestuur, die kan beslissen of zij op eigen houtje rechtstreeks overgaat tot de in paragraaf 5.2 bedoelde analysefase of dat zij de Klokkenluiderstoezichthouder bij Vittoria benoemt en op een gewone wijze te werk gaat.
- C. Indien de melding betrekking heeft op een lid van de wettelijke auditor of van het controleorgaan of van de raad van commissarissen, stuurt de klokkenluiderstoezichthouder van Vittoria deze door naar de voorzitter van de raad van bestuur, die kan beslissen of hij rechtstreeks, op eigen houtje, overgaat tot de in paragraaf 5.2 bedoelde analysefase of dat de klokkenluiderstoezichthouder bij Vittoria wordt benoemd en vervolgens op een gewone manier wordt voortgezet. In ieder geval moet de Raad van Bestuur hiervan in kennis worden gesteld.
- D. Indien de melding betrekking heeft op de klokkenluiderstoezichthouder bij Vittoria, of de structuur daarvan, stuurt deze laatste deze door naar de voorzitter van het toezichthoudend orgaan, met inbegrip van de moedermaatschappij (e-mail: odv@vittoria.com), en/of naar de voorzitter van de raad van bestuur, die kan beslissen of zij op eigen houtje rechtstreeks overgaan tot de in paragraaf 5.2 bedoelde analysefase of dat zij de vennootschapsfunctie benoemen die zij het meest competent achten. In ieder geval moet de voorzitter van de raad van commissarissen, met inbegrip van de moedermaatschappij, hiervan in kennis worden gesteld.



6.1 Disciplinaire maatregelen tegen werknemers

Na ontvangst van het rapport van de Persoon die zijn analyse heeft uitgevoerd (zoals beschreven in paragraaf 5.2 hierboven), beslist de Voorzitter van de Raad van Bestuur of hij een tuchtprocedure start tegen de gemelde personen die verantwoordelijk worden gehouden voor de overtreding of onwettig gedrag en verantwoordelijk worden gehouden na de uitgevoerde analyse en beoordeling.

Als de rapporterende entiteit gezamenlijk verantwoordelijk is voor het feit dat onderwerp is van de melding, moet zij een voorkeursbehandeling krijgen ten opzichte van de andere medeverantwoordelijke personen, met inachtneming van de toepasselijke wetgeving, de collectieve nationale arbeidsovereenkomst en de bescherming waarin het werknemersstatuut voorziet.

De voorzitter van de Raad van Bestuur beoordeelt ook, met de hulp van de Human Resources Manager, of hij een tuchtprocedure moet starten:

- (i) jegens de klokkenluider die heeft gehandeld met vastgestelde en bewezen opzet of grove nalatigheid;
- (ii) tegen vergeldings-/discriminerend gedrag tegenover de melder;
- iii) met betrekking tot personen die betrokken zijn bij het evaluatie- en analyseproces van de melding en die de vertrouwelijkheidsverplichtingen hebben geschonden of de ontvangen melding niet in overweging hebben genomen.

De vastgestelde tuchtprocedures zijn die waarin is voorzien in de toepasselijke collectieve nationale arbeidsovereenkomst die is opgelegd op basis van het werknemersstatuut en in overeenstemming met het tuchtstelsel van de onderneming.

Naast tuchtsancties kan ook de aan de werknemer verleende volmacht of bevoegdheid worden ingetrokken.

In geen geval zal een procedure worden ingeleid uitsluitend op basis van de melding, bij gebrek aan concreet bewijs met betrekking tot de inhoud van de melding. Dit zou eventueel kunnen gebeuren op basis van ander gevonden en vastgesteld bewijsmateriaal op basis van de melding zelf.



6.2 Maatregelen tegen rechtspersonen

Indien de overtreding of onrechtmatige gedraging betrekking heeft op een lid van de rechtspersonen, zullen de Raad van Bestuur en/of, indien aanwezig, de Raad van Commissarissen, naargelang elk geval in het bijzonder en naar hun respectievelijke bevoegdheden, overgaan tot het nemen van de meest geschikte maatregelen met inachtneming van de ernst van de overtreding en in overeenstemming met de wet en de statuten.

In de ernstigste gevallen kan de Raad van Bestuur, na raadpleging van de Raad van Commissarissen, aan de algemene vergadering voorstellen om ook het ambt van de betrokken bestuurder in te trekken. In geval van schending door de commissaris kan de Raad van Bestuur, na raadpleging van de algemene vergadering, de Rekenkamer verzoeken het mandaat van de betrokken commissaris in te trekken.

In geval van overtredingen of onrechtmatig gedrag uitgevoerd door een bestuurder die tevens werknemer is van de Vennootschap, zal de toepasselijkheid van de verschillende disciplinaire maatregelen op basis van de arbeidsrelatie in ieder geval voorbehouden zijn.

6.3 Maatregelen tegen derden

In geval van schending of onwettig gedrag door derden (consultants, medewerkers, agenten, leveranciers, onderaannemers, enz.), Kan het bedrijf gebruik maken van de beëindigingsclausules in de contracten / aanstellingsbrieven, ook in geval van schendingen van het management-, organisatie- en controlemodel overeenkomstig wetsbesluit 231 (waarvan deze procedure een integraal onderdeel is) voor de bedrijven die het hebben aangenomen.

6.4 Gevolgen en verdere maatregelen

De voorzitter van de raad van bestuur kan de gerechtelijke autoriteit en/of de toezichthoudende autoriteiten in kennis stellen van de feiten waarop de melding betrekking heeft, indien hij vaststelt dat deze feiten de kenmerken vertonen van een misdrijf of een civiel of administratief vergrijp.

De voorzitter van de Raad van Bestuur definieert, in overeenstemming met de Human Resources Manager, de implementatie van alle preventieve maatregelen die nodig kunnen zijn om de cultuur van wettelijkheid en transparantie binnen de Onderneming te bevorderen. Zij bevorderen ook de goedkeuring van eventuele wijzigingen en aanvullingen van deze procedure en controlesystemen in het licht van een voortdurend toezicht op de resultaten van de toepassing ervan.



Het bedrijf garandeert de vertrouwelijkheid van de melder en de verzonden gegevens / informatie, om de klokkenluider te beschermen tegen elke vorm van vergelding of discriminatie.

De identiteit van de klokkenluider kan niet worden onthuld zonder de uitdrukkelijke toestemming van deze laatste (behalve in het geval waarin dit wordt gevraagd door de gerechtelijke of administratieve autoriteit) en als er in dit verband een specifieke wettelijke verplichting bestaat.

Alle partijen die bij deze procedure betrokken zijn, zijn verplicht deze vertrouwelijkheid of de anonimiteit van de klokkenluider te handhaven (als deze besluit anoniem te blijven), behalve in gevallen waarin:

- de klokkenluider een klacht wegens laster of smaad op grond van het Wetboek van Strafrecht oploopt;
- de klokkenluider pleegt een handeling die een niet-contractueel strafbaar feit vormt, overeenkomstig artikel 2043 van het Burgerlijk Wetboek;
- in het geval van anonieme melding kennis van de identiteit van de klokkenluider noodzakelijk en onmisbaar is voor de beoordeling van de melding.

Alleen persoonsgegevens die relevant en noodzakelijk zijn voor de beoordeling van het verslag mogen worden verwerkt door de betrokkenen in de fasen van deze procedure.

Vertegenwoordigers van de ondernemingen die betrokken zijn bij de evaluatie- en analysefasen en bij de besluitvormingsprocessen van deze procedure, moeten ervoor zorgen dat toegang tot de informatie in de meldingen nooit impliceert dat andere bedrijfsfuncties of derden, die betrokken kunnen zijn bij de bovengenoemde fasen en processen, toegang hebben tot de persoonsgegevens van de klokkenluider of de aangegeven persoon.

De persoonsgegevens van de klokkenluider, voor de doeleinden van deze procedure, worden opgeslagen in overeenstemming met de geldende wetgeving op de bedrijfsprocedures, voor de tijd die strikt noodzakelijk is voor hun behandeling.

Het bedrijf past dezelfde principes en dezelfde beschermingsmaatregelen waarnaar in deze paragraaf wordt verwezen, ook toe op de persoonlijke gegevens van de gemelde persoon tijdens het interne proces van analyse en beoordeling, ook met inachtneming van de verantwoordelijkheden en communicatieverplichtingen die door de wettelijke of gerechtelijke autoriteit worden opgelegd.

Alle documentatie met betrekking tot de rapporten wordt als vertrouwelijk beschouwd en is daarom alleen toegankelijk voor geautoriseerde partijen.



Als er in de loop van het jaar meldingen zijn, stelt de klokkenluiderstoezichthouder van Vittoria een samenvatting op van de meldingen die in de loop van het jaar zijn ontvangen, de uitgevoerde analyses en de resultaten daarvan.

Het jaarverslag bevat ten minste:

- een indicatie van alle ontvangen meldingen, de meldingen die worden geanalyseerd en de resultaten daarvan (archivering, diepgaande evaluatie);
- criteria en methoden die worden gebruikt voor de evaluatie van de aanvaarde meldingen en de resultaten ervan (archivering, inleiding van tuchtprocedures, toegepaste sancties);
- voorstel van eventuele corrigerende of aanvullende criteria voor de procedure.

Vornoemd verslag wordt overgemaakt aan de Voorzitter van de Raad van Bestuur, die de Raad van Bestuur en de Raad van Commissarissen informeert.



De klokkenluiderstoezichthouder bij Vittoria stuurt naar het toezichthoudend orgaan onmiddellijk meldingen door met betrekking tot, al is het maar potentieel, de basismisdrijven waarnaar wordt verwezen in wetsbesluit 231/2001 of schendingen van het organisatie-, management- en controlemodel of de ethische code die door het bedrijf is aangenomen als het e-mailadres niet wordt gebruikt: ethics@vittoria.com.



Het klokkenluiderskanaal is een speciaal hulpmiddel om mogelijk wangedrag in strijd met de ethische code te melden en informatie te onthullen over activiteiten binnen een particuliere of openbare organisatie die als illegaal, immoreel, illegaal, onveilig of frauduleus worden beschouwd.

Als gedrag wordt waargenomen dat niet in overeenstemming is met de geest van de Code, of als advies wordt gevraagd met betrekking tot wat in de Code wordt uitgedrukt, moeten de volgende contactprocedures worden gevolgd:

- De eerste contactpersoon moet iemands directe leidinggevende of diens manager zijn;
- Als het wangedrag verband houdt met de leidinggevende of diens manager, of als de eerste contactpoging niet in overweging genomen wordt door de leidinggevende, wordt het wangedrag gemeld aan de klokkenluiderstoezichthouder in Vittoria via de speciale mailbox op ethics@vittoria.com;
- Als het wangedrag van ernstige omvang is of als het gaat om de klokkenluiderstoezichthouder bij Vittoria, moet contact worden opgenomen met het toezichthoudend orgaan (OdV) van Vittoria SpA op odv@vittoria.com.

Het juiste klokkenluiderskanaal moet worden beoordeeld op basis van de omvang van het waargenomen wangedrag.

**Today was great.
Tomorrow will be better.**

Grazie.



Anti-Corruption Policy

Vittoria Group

January 2023



Our statement

The anti-corruption policy is aimed to declare Vittoria Group's (hereafter also referred to as "Vittoria" or "Group") intention to prevent any form of corruption. All internal and external stakeholders are informed about our commitment in conducting an ethical behaviour, in respect of the current anti-corruption procedures.

Executives, employees, and contracted workers of the Group are prohibited from committing any act related to corruption in any form for direct or indirect benefit to oneself, family, friends, or acquaintances, whether as a recipient, giver, or offeror of the bribe, whether in monetary or non-monetary, to government agencies or private entities with whom Vittoria operates or deals with. Our Group executives, employees, and contracted workers shall strictly follow the anti-corruption policy.

Guidelines for the prevention of corruption



Our Group executives and employees shall strictly comply with this anti-corruption policy whether they are directly or indirectly involved in corruption by:

1. Not engaging in any behaviour that suggests taking or offering bribes from/to subjects, whether directly or indirectly, in order to achieve unlawful benefits, by adhering to the following practices:
 - Not accepting or giving gifts, souvenirs, cash, checks, bonds, stocks, gold, gems, real estate, or similar items to those involved with whom they have been in contact for cooperation, both in government and private agencies.
 - Not accepting property, things, gifts, any tokens or other benefits that induce omission of their duties. However, before accepting souvenirs, ensure to comply with laws and regulations of whereby the items or gifts given to each other in their work should be of little value and appropriate for each occasion.
 - Not giving property, gifts or tokens of any kind or any other benefit to induce the recipient's decision or result to be in contrast with the same commercial practices as of other business partners. However, in giving items on various occasions, these shall not have a value that is not beyond the norm.
 - Not acting as an intermediary in offering money, property, things, or any other benefit to anyone involved in a business, government agency, or organization, in exchange for unacceptable privileges or to induce government officials to refrain from complying with rules, regulations and legal compliance.
2. The procurement shall be transparent, assessable, and carried out through the procedures according to Vittoria Group regulations.
3. The expenditure for business entertainment and other expenditures related to business contracts' performances, are permissible as long as they are reasonable and verifiable.
4. In our Code of Ethics, our employees are invited to refrain from giving or receiving gifts, welcome services, entertainments, or other benefits exceeding EUR 250, if such actions affect the Group's operations both directly and indirectly.
5. When making a charitable donation, the following practices shall be adhered to:
 - Use of our Group's money or assets to donate to charity must be done only on behalf of the Group. Charitable donations shall be made to foundations, public charities, temples, hospitals, nursing homes, schools, or social benefitting organizations that are certified or reliable, verifiable, and processed through the procedures according to our regulations.
 - Charitable donations in the personal name may be made but shall not involve or cause any suspicion of corrupted act for any benefit.
6. The use of the Vittoria Group's money or assets to support a project shall be specified only where the bounty paid shall be for the purpose of business, good image, and Vittoria reputation. The disbursement shall have clear objectives and verifiable evidence.
7. Not committing any acts related to politics within our Group and not using any Vittoria resources to do so. Our organization adheres to political neutrality, supports legal compliance and democratic governance. We have no guidelines for providing political assistance to any political party, whether directly or indirectly.
8. If any action suggesting fraud or corruption that affect the Group, whether directly or indirectly, are found, they shall not be neglected or ignored and shall be reported to the direct supervisor or via the whistleblowing channel, as specified in the Whistleblowing Protocol.
9. Division managers and department heads shall recognize the importance of disseminating knowledge among their subordinates to spread awareness on anti-corruption principles and to enable employees to comply with this Anti-Corruption Policy, setting a good example of integrity, values, and ethical code of conduct.

Clues or fraud that shall be reported



The followings are examples of clues or fraudulent actions for which a complaint can be made in accordance with this policy:

1. Corrupt actions directly or indirectly related to the Group, such as seeing individuals in the organization giving/receiving bribe to or from a government official or private agency.
2. Actions that violate the procedures according to our regulations or affecting the internal control system until it is suspected that it may be a channel for corruption.
3. Actions that cause Vittoria to lose benefits and affect our reputation.
4. Illegal actions and unethical business conducts.

Person who can report a clue or complaints about fraud



Subjects who can report clues or complaints regarding corruption are all our Group stakeholders, namely shareholders, customers, competitors, creditors, government sectors, communities, society, executives, and employees of the Group. However, regardless of the selected whistleblowing channel, Vittoria shall keep confidentiality on the matter reported.

Measures for the protection of whistleblowers and confidentiality



In order to protect the rights of complainants and whistleblowers who act in good faith, we will conceal the name, address or any information that can identify the complainant or the whistleblower and keep this information confidential. Only those responsible for investigations shall have access to such information, that shall be maintained confidential, unless its disclosure is in accordance with legal duties required by the law.

Conclusive remarks



This policy shall be followed by the management as a role model. Employees shall understand the policy and adhere to these principles, in order to achieve the expected results.

**Today was great.
Tomorrow will be better.**

Grazie.



Diversity, Equity and Inclusion Policy

Vittoria Group

January 2023





Our statement

At Vittoria Group (hereinafter referred to as “Vittoria” or “Group”) we are committed to fostering, cultivating and preserving a culture of diversity, equity and inclusion.

Our human capital is the most valuable asset we have. The collective sum of the individual differences, life experiences, knowledge, inventiveness, innovation, self-expression, unique capabilities and talent that our employees invest in their work represents a significant part of not only our culture, but our reputation and Group’s achievements as well.

We embrace and encourage our employees’ differences in age, color, disability, ethnicity, family or marital status, gender identity or expression, language, national origin, physical and mental abilities, political affiliation, race, religion, sexual orientation, socio-economic status, veteran status, and other characteristics that make our employees unique.



Practice guidelines

Vittoria's diversity initiatives are applicable - but not limited - to our practices and policies on recruitment and selection, remuneration and benefits, professional development and training, career advancements, business trips and transfers, social and recreational programs, layoffs and terminations.

A work environment built on diversity, equity and inclusion is fostered by:

- Respectful communication and cooperation between all employees.
- Teamwork and employee participation, fostering the representation of all groups and employee perspectives.
- Work/life balance through flexible work schedules and remote working allowance where applicable, to accommodate for employees' needs.
- Employer and employee contributions to the surrounding communities, to promote a deeper understanding and respect for diversity principles.

Policy application



All employees have the responsibility to always treat others with dignity and respect and they are expected to adopt a conduct aligned with diversity, equity and inclusion values during the working hours, outside the workplace, in all work functions and during other company-sponsored and participative events.

Any employee adopting any inappropriate conduct or behavior may be subjected to disciplinary action.

Employees who believe they have been prone to any kind of discriminating action in contrast with this policy and diversity, equity and inclusion principles should report it to their direct supervisor, to the HR Department or through the whistleblowing channel.

**Today was great.
Tomorrow will be better.**

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Environmental Policy - Vittoria Group

January 2023



Our statement

In Vittoria Group we express our leadership in the bicycle industry through the production of high-quality bicycle tires. We are driven by constant innovation, and we behave responsibly towards the surrounding community and the natural environment affected by our operations.

With this vision, we constantly research ways to reduce our environmental footprint. We promote the efficient use of resources and raw materials, recognizing the importance of preserving limited and scarce natural resources. We act to reduce deforestation, promote efficient water management, and protect natural ecosystems and their biodiversity

To formalize our commitment towards the environment, we have formulated policies and procedures in compliance with environmental laws, regulations, International Standards, and Sustainable Development Goals.

Scope



This policy applies to all our business units and shall be extended to and adopted by all our business partners and collaborators. It promotes the involvement of key supply chain subjects who have a great burden on the environment. This policy covers the following scopes:

- 1. Climate Change;*
- 2. Water Resources Conservation and Wastewater Management;*
- 3. Waste Management;*
- 4. Protection of Ecosystems and Biodiversity.*

Definitions



- *Employee* refers to all employees and workers at all levels of Vittoria Group;
- *Business Partners* identifies an organization or group of key subjects who agree to collaborate with Vittoria in terms of achieving a common goal and/or formally cooperating for a specific goal or purpose, such as achieving strategic objectives or delivering a particular product that has been identified by the Group as a priority.

Practice guidelines



We realize the importance of balancing social and environmental responsibility with economic development, and we uphold our responsibility to protect the environment both inside and outside the workplace. Therefore, we have established environmental guidelines with the following criteria:

1. Strictly comply with international and local environmental laws.
2. Conduct business with environmental and social responsibility by focusing on production processes, operating tools, and business activities that have a minimum impact on the surrounding environment and communities.
3. Ensure that operational performance and environmental impacts are assessed and monitored, and that efficiency is continually improved by clearly defining objectives, goals and action plans.
4. Support and provide environmental training to employees and stakeholders to increase awareness regarding climate change, conservation of natural resources, and the importance of preventing negative environmental impacts, including our impacts on ecosystems that negatively affect biodiversity.
5. Communicate policies and requirements to ensure that suppliers, service providers, contractors, and all business partners act according to appropriate environmental standards and practices, and respect environmental policies, rules, and regulations of the country where the Group operates.
6. This policy applies to the whole of Vittoria Group and is disseminated to stakeholders. Vittoria Group considers it a duty and a responsibility of employees at all levels and of all business partners to strictly comply with this policy.

Policy coverage



Each of the scopes of this policy will be now articulated in more details.

Climate Change

Acting on climate change is a global priority and is already having significant economic, social, and environmental impacts. In this regard, we are committed to conducting business responsibly and to reducing potential negative impacts. We act by respecting the following guidelines:

- Promote and drive our business departments to improve energy efficiency in the related business activities and use natural resources with awareness of their value.
- Contribute to the use and expansion of renewable and clean energy and promote low-carbon alternatives where possible.
- Set long-term greenhouse gas (GHG) emission reduction targets and collaborate with key trading partners, service providers, contractors, and business partners along the whole value chain to achieve them.
- Assess environmental impacts of products throughout their life cycle and try to reduce them where possible.
- Promote awareness and understanding of climate change among employees and key stakeholders by organizing trainings, awareness campaigns and sharing knowledge.
- Prepare for natural disasters to ensure continuity of business operations and minimize impacts.

Policy coverage



Water Resources Conservation and water management

Water is a natural resource essential to all life, but also fundamental to business operations. Today, water scarcity has become an increasingly serious issue. We are aware of these problems and the risks they pose, therefore we have established guidelines to ensure that business operations can balance water usage with the water needs of the surrounding community and biosphere, as follows:

- Minimize our negative impacts on natural water resources to ensure that all households have good quality water, sufficient and suitable for consumption.
- Encourage all departments in the organization to efficiently manage water usage, conduct water risk assessments, and implement best practices for saving and reusing water.
- Promote cooperation with relevant communities and stakeholders to support responsible use and conservation of water resources.
- Carry out regular maintenance of water supply systems, pipes, and sanitary wares in order to reduce water leakage.
- Supervise and manage liquid waste and water from the production processes in all our sites by not releasing it to public waterways and ensure that the amount of wastewater does not exceed the threshold prescribed by law.
- Promote awareness and understanding of water conservation among employees and key stakeholders through training, knowledge sharing, and educational campaigns

Policy coverage



Waste management

We are committed to implementing a waste management system that maximizes the utilization of resources along the value chain while minimizing the amount being discarded. We promote the **5Rs-principle**, articulated as follows:

- *Refuse*: refuse to buy wasteful or non-recyclable products and materials. When working with vendors, refuse unnecessary product packaging and request reusable or returnable containers.
- *Reduce*: reduce the use of wasteful and non-recyclable products. For example, by choosing lighter packaging and optimizing purchases to minimize leftovers.
- *Reuse*: reuse items throughout the workplace instead of buying new ones. Make the most of resources by encouraging the reuse or alternative use of products at the end of their lifecycle.
- *Repurpose*: try to find new uses for items that can no longer serve their original function.
- *Recycle*: give new life to products at the end of their lifecycle and prioritize the use of materials that can be recycled.

Waste management guidelines shall be given to employees to educate them on the correct waste disposal practices, such as local recycling practices. All companies shall rely on legally registered waste collection providers to ensure that waste is managed and disposed of correctly.

Policy coverage



Protection of Ecosystems and Biodiversity

We believe that our present society is responsible for preserving biodiversity and promoting the sustainable use of resources. Therefore, we have established guidelines for the protection of ecosystems and biodiversity as follows:

- Contribute to the preservation of ecosystems and biodiversity by complying with international standards and setting long-term goals to guide business practices, as well as collaborating with organizations involved in conservation activities.
- Minimize impacts on ecosystems and biodiversity in the supply chain by developing responsible supply chain guidelines, promoting deforestation prevention measures, and optimizing operations.
- Use an ecosystem-based management (EBM) approach as a tool for effective risk and opportunity management system in all our Thai factories.
- Promote awareness and understanding of ecosystems and biodiversity protection for employees and key stakeholders through training and knowledge sharing

Conclusive remarks



In order to achieve expected results, management should act as role models by following this policy. All employees of Vittoria shall also understand it and adhere to its principles.

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Human Rights Policy

Vittoria Group

January 2023





Our Statement

Respect for people, the environment and the society in which we live and work are some of our core values. At Vittoria Group (hereinafter also referred to as “Vittoria” or “The Group”) we honor our values by recognizing the responsibility to respect employees’ & human rights and demonstrating that we act accordingly. Vittoria Group Employees’ & Human Rights Policy is aimed to support and guide our management and employees to achieve this goal.

Introduction



To uphold our core values, we have developed a policy that respects fundamental employees' & human rights. Our respect for individuals and for employees' well-being is also reflected in our Code of Ethics.. The Vittoria Group Human Rights Policy is a further elaboration and articulation of these commitments.

We endorse the principles enshrined within the *Universal Declaration of Human Rights* and the *Core of Fundamental Conventions of the International Labor Organization (ILO)* based on respect for the dignity of individuals without distinction of any kind. We support these human and employees' rights in line with the legitimate role of business.

This policy is applicable to all Vittoria people, without discrimination of any kind. The provisions of this policy are further explained and enriched by additional guidelines, designed to clarify and complete the background for this policy context.

For any specific issues or questions concerning third party employees and contractors we refer to the Vittoria Group Supplier Code of Conduct that that governs the relationship between Vittoria and its suppliers or contractors.

Practices to safeguard employees' and human rights



Implementation

We have formulated nine standards on employees' and human rights, which will be enforced and will guide the following activities:

- *Education and Training*: we provide training to raise more awareness about the context of this policy and support efforts to respect employees' rights.
- *Monitoring KPI performances* in terms of employees and human rights protection.
- Using additional *self-assessment tools* and develop action plans to contribute to the well-being of our people.
- Facilitating *dialogue with stakeholders* (such as employees and trade unions) including a clear reporting on employees' & human rights safeguarding practices by our Company.

Grievance procedures

We have set grievance procedures which are illustrated in our "Whistleblowing Protocol". We provide adequate information to all employees and stimulate the proper use of these procedures, while ensuring discretion and protection to all subjects involved.

In case of grievances, employees are expected to always follow local regulations first, before accessing other channels.

Employees' and human rights standards



Our standards in terms of employees' & human rights protection are the following:

1. **Non-discrimination**

We respect the right of non-discrimination. Vittoria People are employed based on the principle of equal opportunity, without distinction of race, colour, gender, sexual orientation, religion, descent, or origin, in relation to employees' roles or career prospects.

We will focus only on the suitability of the candidate (education, personality, skills, working experience, and other relevant attributes as provided by the local law) and their legitimate demands.

We will take our decisions regarding present and future employees based on objective criteria, in respect of cultural and individual diversity, promoting inclusiveness. We respect personal beliefs of all our employees.

2. **Freedom of Association and the Right to Collective Bargaining**

We respect the right of our employees to be represented, in order to advance their legitimate interests. This right includes the right of internal and external employee representatives to be acknowledged as partners in negotiations and consultations subjected to local laws.

We consider it an employee right to be represented by a trade union, not an obligation. Employees also have the right to choose not to be represented by a trade union.

3. **Forced Labour**

We will not engage in or support the use of forced or compulsory labour such as prison labour, debt bondage, trafficking, or serfdom. We will avoid working with suppliers or employment agencies that are known to make use of forced or compulsory labour in their operations.

Employees' and human rights standards



4. Child Labour

We respect children's rights, including the right to education, to rest and play and to have basic needs met. We will therefore not engage in or support the use of child labour, which means that we will not allow children labour within our facilities. Furthermore, we maintain programs aimed to prevent child labour in our supply chain (please also refer to "Vittoria Group Suppliers Code of Conduct").

5. Working hours

We recognize the right to rest and leisure. Working hours and overtime will always comply with local laws and will provide at least one day off for every seven-day period. In certain exceptional circumstances, there may be specific reasons to deviate from this standard. Prior approval by the Managing Director is required in those cases.

We aim to support people wellbeing in the workplace and promote a healthy work-life balance for our employees.

6. Remuneration

We maintain a remuneration policy that emphasizes internal equity and external comparability within a defined job market. The key elements within our pay and reward policy are:

- not less than the local minimum wage set by local law
- pay for responsibility
- pay for performance

Employees' and human rights standards



7. Health and safety

We provide our employees with a safe and hygienic working environment

We will take appropriate measures to continuously improve safety and health aspects within our facilities, including the provision of personal protective equipment when and where necessary. Working conditions should allow for safe working practices and support the occupational health and well-being of employees. We maintain a policy aimed at continuous improvement of our health and safety performance.

8. Harassment

We consider it a responsibility to protect personal dignity and health in the workplace. We work proactively to ensure that harassment does not occur in any form and, if it does occur, to ensure that adequate procedures are promptly available to deal with the problem and prevent recurrence.

9. Training and Personal Development

We acknowledge the importance of training and personal development of our employees.

Training:

- We provide regular training on issues that we find relevant to the business and/or to employees' functions.
- Training and development opportunities for employees will be identified on a regular basis and organized when considered necessary and/or relevant for the employee's personal development and safeguard.

Personal development:

- We encourage our employees to undertake additional training courses when relevant to their career development. We will promote policies aimed to the development of relevant skills for our operations and in line with the passions and talents of our employees.

Conclusive remarks



Vittoria Group's Top Management has a strategic role in the full implementation of this Policy, ensuring the involvement of all personnel and of those who collaborate with the Group and safeguard the consistency of their behavior with the values embodied in this Policy. Furthermore, Vittoria Group provides its Stakeholders with a dedicated Whistleblowing channel (see our "Whistleblowing Protocol" for further details) for reporting any situation that, in breach of this Policy, could pose a Risk of Human Rights violation.

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Purchasing and Responsible Procurement Policy

Vittoria Group

January 2023

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Purchasing and Procurement

At Vittoria Group (hereinafter also referred to as “Vittoria” or “Group”) we are committed to transparent and fair professional procurement processes to ensure the sustainable growth of our business.

Sustainable procurement policy principles



- We conduct procurement according to the established criteria of efficiency and effectiveness by taking into consideration quality, price, amount, service provision, speed of delivery, while also considering both social and environmental responsibility.
- We conduct procurement transparently, in a fair and verifiable manner, as well as strictly in compliance with the relevant law.
- We treat all partners and contractors with fairness and provide information that is complete, accurate, clear and sufficient to all.
- In our Code of Ethics, our employees are invited to refrain from giving or receiving gifts, welcome services, entertainments, or other benefits exceeding EUR 250, if such actions affect the Group's operations both directly and indirectly.
- Our production site in Thailand has implemented an anti-corruption policy to which it strictly adheres. Such policy is against all forms of corruption, both direct and indirect. Any violation or failure to comply with the anti-corruption policy may result in legal actions against the partner or the contractor.
- Our production site in Thailand conducts procurement trying to reduce its negative impacts on the environment under the Environmental Management System (ISO 14001).

Sustainable procurement policy principles



If a partner or a contractor finds that an employee of Vittoria Group takes any non-transparent action or has a conflict of interest, the matter should be reported immediately following our Whistleblowing reporting procedure as in the Whistleblowing Protocol.

All executives and employees of Vittoria are responsible for supporting, pushing, and strictly following the policy and framework of procurement management.

This policy must be followed and exemplified by management, and employees shall understand the policy and adhere to its principles in order to achieve the expected results.



Responsible Sourcing

At Vittoria Group we recognize our impact on the environment and all stakeholders through the sourcing of materials used in our product manufacturing processes, including packaging selection. We assess risks and opportunities associated with procurement and sourcing at corporate and project level.

This policy sets out how we address these risks and opportunities and how we expect our stakeholders to act in a socially and environmentally responsible manner.

Goods and services



We are committed to and expect our supply chain partners to support us with the sourcing of goods and services that generate positive impacts. This means:

- Considering the impact on natural resources when choosing goods and materials;
- Promoting the application of “*Life Cycle Thinking*” when considering specifications during the design and production process to reduce the impact of products throughout their lifetime;
- Minimizing the use of materials with hazardous content;
- Encouraging our supply chain to implement or to be working towards the implementation of Environmental Management Systems;
- Supporting and giving preference to procuring products in compliance with a recognized responsible sourcing scheme, certified by a third party;
- Supporting waste management contractors who are operating in accordance with law and national provisions;
- Eliminating excessive packaging, with a particular focus on single-use plastics, with the aim of limiting our negative impact from delivered goods.

Supporting the local economy



We support local economies through our procurement activities by:

- Encouraging local procurement of materials and services, where feasible;
- Working with our supply chain partners and local agencies to find appropriate opportunities for skills, trainings, work experiences and apprenticeships at a local level;
- Using local agencies, labor and workforce where possible and creating career development opportunities for a better quality of life of the local community;
- Creating a positive impact on local communities and encouraging our supply chain to act in the same way.

Implementation and review



We ensure that Vittoria Group employees and our supply chain members adhere to these responsible sourcing principles by:

- Disseminating this policy to our supply chain partners;
- Requesting information on social and environmental performances of our supply chain;
- Working with suppliers to agree on remediation plans if we have concerns about their procurement practices;
- Integrating these requirements through our procedures and providing ongoing training and guidance to our purchasing teams;
- Prioritizing environmental and social responsibility aspects when selecting new vendors;
- Evaluating the most relevant material vendors once a year to ensure that they still meet the specified criteria. If the assessment results find that a vendor's score does not meet the requested criteria, that vendor will be deleted from Vittoria's vendors list. We will only make purchases with vendors who pass the evaluation criteria.
- Regularly communicating with the vendors to build a good relationship, as well as providing reasonable advice according to suppliers' needs, to maintain good relationships and foster mutual long-term growth.

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Supplier Code of Conduct

Vittoria Group

January 2023

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Our statement

At Vittoria Group (hereinafter also referred to as “Vittoria” or “Group”) we are ethically committed to promoting and supporting positive impacts on society and the surrounding environment while also ensuring sustainable growth of our business.

We encourage our suppliers and business partners, who play a key role in our business operations, to contribute to the dissemination and adoption of such principles and ideas. Suppliers and business partners include product sellers, contractors, and/or service providers of Vittoria Group.

We have prepared this policy to provide our suppliers with the proper guidelines to ensure a continuative collaboration. We encourage our suppliers and business partners to conduct their business ethically, respecting human rights and freedom, fostering wellbeing and occupational health and safety, including monitoring the implementation of the “Vittoria Group Supplier Code of Conduct” (hereinafter also referred to as “Code of Conduct”).

If suppliers or business partners fail to comply with this Code of Conduct, we reserve the right to take action with the suppliers and business partners involved, based on the impacts and damages that have been caused.

We have high hopes that this Code of Conduct will be the first step towards a widespread cooperation aimed at supporting sustainable business development that contributes to social wellbeing, and environmental protection and regeneration.

Vittoria Group Business Ethics



- **Business Integrity**

We conduct our business based on righteousness, integrity, transparency, ethics, and strict compliance with the law and relevant regulations. We will not take any action that is fraudulent or corrupted by giving, offering, or receiving money, property, things, or any other gift that would result in unjustified and unfair benefits to ourselves or any other person or entity.

- **Fairness**

We conduct our business with responsibility, ensuring that all parties are fairly treated, respecting the interests of other subjects involved. We will always refrain from behaving in a way that obstructs a fair price competition.

- **Disclosure**

We conduct our business with correct information according to legal regulations. Business partners must disclose correct and complete information, as required by the law.

Vittoria Group Business Ethics



- Non-disclosure of business partners confidential information

We are committed to preventing leakage of confidential information belonging to business partners by not disclosing or extracting private data related to our Group companies, customers, and business partners, in order to avoid that information be exploited to seek personal benefits or benefits related to unauthorized entities.

- Intellectual property rights

We respect our own and others' intellectual property rights and are careful not to allow any violation of such rights.

- Awards and Gifts policy

Suppliers and business partners must acknowledge that Vittoria's employees are not in a position to give and/or receive gifts, awards or souvenirs which can influence their decisions in carrying out their work or cause an unfair advantage. In our Code of Ethics, our employees are invited to refrain from giving or receiving gifts, welcome services, entertainments, or other benefits exceeding EUR 250, if such actions affect the Group's operations both directly and indirectly.

- Conflicts of Interest

Suppliers and business partners must notify Vittoria Group of any conflict of interests between management, employees, and personnel of a Group company and its related business partners.



Suppliers screening against human rights and environmental standards

We conduct business with social responsibility and compliance with the law, taking care of the environment, guaranteeing a safe workplace for both employees and visitors and ensuring that employees are treated fairly. We expect suppliers, contractors and subcontractors working with us to conduct their business accordingly.

We have prepared a letter (see *Annex 1*) to declare the commitment of suppliers and/or subcontractors to labour and human rights, and environmental requirements as prescribed below, to ensure that there is no violation or any action that is not in accordance with such requirements.

The current document will be shared with a first pool of key suppliers starting from mid 2023. 2023 will serve as a trial period to help each Group company define a set of criteria for the selection of key suppliers. Official selection criteria will then be attached to this Code in an Annex (*Annex 2*). Therefore, the current document shall be updated in 2024.

The following principles must be adhered to:

- Labour and Human Rights
- Environment
- Occupational Health and Safety



Labour and Human Rights

Non-Discrimination

Consider human dignity, equality, and fairness without any kind of discrimination among employees in terms of physical or mental form, ethnicity, nationality, religion, gender, age, education, marital status, sexual orientation, pregnancy, political views, disability, or any other matter.

Labour Protection

- It is forbidden to employ children under the age allowed by the law or contribute to child labour in any way.
- Pregnant employees must not work in a manner that may endanger the health and safety of themselves and their child and must receive protection and benefits as provided by the law.
- Employment of foreign workers must be carried out in compliance with the law.
- Employment termination must be carried out following each step in accordance with labour law and must not be done unfairly.

No forced labour

Never use nor benefit from forced labour in slave form, which includes physical punishment, intimidation, detention, harassment, human trafficking, or violence in any form.

Wages and benefits

Wages, overtime pay, and holiday pay, including the rights and benefits employees are entitled to, must be provided fairly and correctly, not lower than the rate prescribed by law and respecting the defined deadline.

Working time

Employees must not be forced to work for longer than the time allowed by the law. Working overtime or on holidays must be voluntarily decided by the employee who must be entitled to have holidays and leave days, in accordance with the number of days prescribed by the law.



Environment

Business procedures must comply with environmental standards ensuring an efficient and effective use and conservation of natural resources and reducing negative environmental impacts. The following principles shall be promoted :

1. **Refuse**: refuse to buy wasteful or non-recyclable products and materials. When working with vendors, refuse unnecessary product packaging and request reusable or returnable containers.
2. **Reduce**: reduce the use of wasteful and non-recyclable products. For example, by choosing lighter packaging and optimizing purchases to minimize leftovers.
3. **Reuse**: reuse items throughout the workplace instead of buying new ones. Make the most of resources by encouraging the reuse or alternative use of products at the end of their lifecycle.
4. **Repurpose**: try to find new uses for items that can no longer serve their original function.
5. **Recycle**: give new life to products at the end of their lifecycle and prioritize the use of materials that can be recycled.

Suppliers screening against human rights and environmental standards



Occupational health and safety

Safety and employees' working environment

Safety measures for employees and related parties shall be in place to provide a safe and hygienic working environment, reducing and controlling the risk of accidents and any potential adverse health effect deriving from operations, transportation, and services. Guidelines to control and reduce emergency situations shall also be provided.

Customers and visitors' health and safety

Health and safety supervision must be in place to ensure that customers, contractors, or visitors entering our premises are taken care of and are not negatively affected by any work environment dynamic that may represent a potential danger for their health and safety.

Personal protective equipment

Personal protective equipment must be provided to employees according to the potential risks involved. The equipment must be available for use, and supervision is required to ensure proper usage.



ANNEX 1 : Letter to be signed by suppliers

Supplier's Commitment to Ethics and Social Responsibility



Compliance

Article 1: Fundamental Rights

All suppliers, contractors or sub-contractors of Vittoria Group **must** comply with the fundamental working rights as follows:

1. *Child Labor*: No engagement in the use of child labor; each supplier/contractor/sub-contractor must comply with local minimum age laws and requirements.
2. *Forced Labor*: No engagement in forced labor and no lodging of deposits nor identity papers upon employment.
3. *Health and Safety*: Employer must treat their employees with respect and dignity and ensure that their working conditions preserve their health and safety. Production sites must comply with in-force laws and regulations concerning working conditions and specific procedures must be set up to protect employees from fire, accidents, and toxic substances. Lighting, heating, and ventilation systems must be appropriate. Employees must always have access to clean and proper sanitary installations.
4. *Freedom of Association and the Right to Collective Bargaining*: Employees have the freedom to organize or join organizations of their choice and defend their interests.
5. *Discrimination*: Workforce must never be subject to discrimination, notably in terms of recruitment and remuneration, based on ethnic origin, color, gender, political or religious beliefs, social class, sexual orientation, or country of origin.
6. *Treatment of Employees with Respect and Dignity*: Employees must not be subject to degrading treatment such as physical, sexual, psychological, or verbal harassment or abuse.
7. *Working Hours*: A work week shall have a duration that complies with the norms defined by National labor law.
8. *Compensation*: Wages shall be at least at the legal minimum requirement or at industry standard. No deduction shall be applied for disciplinary purposes. Wages and benefits must be clearly and regularly detailed. Compensation must be in monetary form.

Supplier's Commitment to Ethics and Social Responsibility



Article 2 : Environment

All suppliers, contractors or sub-contractors of Vittoria Group must comply with laws and regulations concerning environmental protection.

Supplier's statement



The Company respects the Supplier Code of Conduct concerning Fundamental Rights (Article 1) and Environment (Article 2) for products (and/or service) made by the Company and commits to :

- Participate in reviewing activities as requested by the company.
- Identify the root cause and implement corrective and preventive action to resolve any identified non- conformance with Vittoria Group Supplier Code of Conduct.

For acceptance,

Date: _____

Legal representative: _____



ANNEX 2: Supplier selection criteria set by each Group company

To be updated in 2024

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Occupational Health and Safety Policy

Vittoria Group

January 2023



Preface

Vittoria Group recognizes that employees are one of the most important factors that lead the organization to success. Therefore, having an occupational health and safety system in place is considered a priority at Group level.

Occupational Health and Safety Guidelines



Vittoria Group is committed to improving workplace life quality for all employees. The workplace must be safe, hygienic, and free from work-related illnesses. The Group shall take actions as follows:

1. Vittoria Group considers that safeguarding safety in the workplace is a responsibility of all staff at all levels. Each employee shall act to preserve safety for themselves and others, including preventing damages to the Group's properties.
2. Vittoria Group shall strictly comply with workplace occupational health, safety, and environment laws, and other relevant regulations.
3. Vittoria Group shall promote and support the development and improvement of workplace conditions, as well as implement all the necessary safety procedures, including the use of appropriate protective equipment and maintenance of a good level of hygiene for all employees.
4. Vittoria Group shall have all resources in place, including human resources, budget, time, training, and all activities on safety deemed necessary to develop an effective security system, according to the suitability or urgency of any situations.
5. Vittoria Group shall promote and support the implementation of safety and environmental activities that will help stimulate employees' awareness on health and safety matters, especially health and safety training.

Occupational Health and Safety Guidelines



6. All supervisors shall demonstrate a responsible role-model behaviour aimed at coaching, training, motivating and ensuring that employees carry out their work safely, by strictly adhering to the safety regulations in place.
7. Vittoria Group shall continuously work to reduce any potential risks that may occur, including sickness, injuries, property damage, loss of property and all the events that may lead to potential accidents in the workplace. The Group shall continuously assess that all the triggering threats of past accidents (related to machinery, equipment, harmful chemicals, electricity, and other dangers) are properly managed and restrained.
8. All employees shall cooperate and give their feedback on the occupational health and safety plan to stimulate the improvement of working conditions and safe operating procedures.
9. Vittoria Group shall motivate all employees by enhancing their consciousness about strictly adhering to safety rules and regulations while carrying out their duties and responsibilities, as well as being involved in discussions and providing suggestions for improvements.



Conclusive remarks

This policy must be followed by all Vittoria Group employees at all levels, including top management and executives.

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CSR Policy

Vittoria Group

January 2023





Our statement

At Vittoria Group (hereinafter also “Vittoria” or “Group”) we are committed to conducting our business by acting ethically and responsibly towards society and the surrounding environment and in compliance with rules and regulations in force, including relevant international guidelines. By adhering to the principles set out in this policy, we aim to ensure that all our activities can positively affect society as a whole.

We are an international group operating in the production and distribution of tires and other bicycle components. Our leading position in the bike industry together with our increasing influence on the surrounding context have increased the need to define and strengthen our business values and responsibilities, in order to promote sustainable growth of the whole organization and build more reliability towards our stakeholders and investors.

Preface



This policy delineates a set of guidelines to drive our socially responsible conduct in the following areas:

1. *Business operations under business ethics and good governance principles*
2. *Anti-corruption*
3. *Respect for human rights*
4. *Fair labor practices and taking care of employee hygiene and safety*
5. *Exhibit social responsibility*
6. *Diversity, equity and inclusion*
7. *Responsibility towards customers*
8. *Responsibility towards Stakeholders*
9. *Caring for the environment*
10. *Responsible sourcing policy and sustainable sourcing process:*
11. *Participating in community development*
12. *Whistleblowing and Protection of whistleblowers*
13. *Innovation promotion or process improvement that meets social responsibility*



1. Business operations under business ethics and good governance principles

We operate with honesty, fairness, and ethics, in accordance with international law, and commercial and fair-trade competition principles. In this regard, we promote and instill awareness among our personnel at all levels, recognizing the relevance of social responsibility and allowing the Group's management to operate in a systematic and ethical manner, according to good governance principles. Our Group has formulated a guideline policy called Corporate Policy: Sustainable Business Development in harmony with the environment and society.



2. Anti-corruption

Our business is based on ethics and transparency and complies with policies and laws aimed to prevent and suppress any potential corruption episode, such as giving or receiving bribes or unreasonable benefits to government officials or private sector. We ensure that the organizational structure of each department is equally balanced in terms of powers, responsibilities, and work processes.

In this regard, Vittoria Group has defined an Anti-corruption policy aimed to identify codes of conduct, rules, regulations and procedures for both Vittoria management and employees.

In the event that fraudulent acts or potential fraudulent behaviors and/or illegal conducts are identified, we have established a clear procedure for all the parties involved and we provide an investigation guideline, as reported in our Group Whistleblowing Protocol.



3. Respect for human rights

At Vittoria Group we have adopted a specific policy to promote and respect the protection of human rights, by treating all stakeholders, whether employees, communities, and the surrounding society with the utmost respect and care of human values, equality and equal freedom. All Vittoria members are required to behave respectfully and avoid any possible violation of fundamental rights or discrimination event, whether based on race, nationality, religion, language, skin color, gender, age, education, physical condition, or social status. We ensure not to be involved in human rights violations such as child labor, forced labor, and sexual harassment, etc. In this regard, we have defined a Human Rights Policy, to demonstrate our commitment to ensuring respect of human rights and preventing any possible violation (see our Vittoria Group Human Rights Policy).

In addition, we aim to raise awareness and knowledge on human rights principles among our personnel and encourage the supervision of human rights compliance within our premises by providing surveys, engaging employees in expressing opinions and providing different whistleblowing channels for any potential violation report.



4. Fair labour practices and taking care of employee health and safety

We recognize the importance of developing human resources and treating workers fairly, which are factors that will increase the value of our business and enhance our competitiveness and sustainable growth in the future. We have established policies and guidelines as follows:

1. Respecting employees' rights according to labor laws and human rights principles.
2. Providing fair and non-discriminating employment processes and opportunities, including fair remuneration exclusively based on criteria of merit and competence, without any kind of discrimination.
3. Promoting the development of skills and competences of both management and employees through training courses, seminars and workshops aimed to enhance knowledge, abilities and skills and instill good attitude, morality, ethics and collaboration among personnel.
4. Providing welfare services for employees, as required by the law (such as Social Security, Provident Fund, health and accident insurance etc.), including providing various types of subsidies to employees.
5. Providing periodical health check-up services for employees of all levels based on risk factors, in relation with their level, age, gender and working environment conditions (this applies to countries where basic medical assistance is granted by the National Health Service).
6. Ensuring healthy and safety working environment conditions providing all the necessary measures to prevent accidents and strengthen employees' safety awareness, including training and educating employees to have good hygiene habits and maintain a hygienic and safe workplace.
7. Ensuring to all Vittoria employees the opportunity to express their personal opinion or complaint on potential unfair practices and/or wrongful conducts reported in the Company, protecting the employees who report such matters.
8. In our Thai production plant, we ensure that employees and visitors are systematically supervised in terms of occupational health and safety, in accordance with international guidelines and ISO 45001:2018 Occupational Health and Safety management system.



5. Exhibit social responsibility

Our Group recognizes that quality human capital represents an essential element and vital force for business' success. Therefore, we are determined to take the utmost care of employees, ensuring they are treated fairly, receive an adequate remuneration and welfare amenities as required by law, in respect of occupational health, safety and environmental standards. The following are our commitments:

1. We will not be involved in or support the use of child labor under 18 years of age.
2. We will not be involved in or support the use of forced or involuntary labor.
3. We will provide a safe working environment, with good occupational health conditions aimed to prevent accidents, injuries or dangers experienced at work.
4. We will respect employees' rights and freedoms of association as long as the association is in accordance with the law provisions and does not cause any harm to the Company and/or other employees.
5. We will not exclude or encourage any discrimination in terms of race, color, nationality, origin, religion, sexual interest or deviation, disability, gender, age, political or any other memberships.
6. We will not engage in or support the use of corporal punishment, intimidation, physical and mental harassment or the use of harsh and/or vulgar words.
7. We will respect normal working hours, overtime hours, weekly holidays, traditional holidays, and annual leave, in compliance with applicable laws and industry standards.
8. We will pay employee wages in accordance with the law.
9. We will provide adequate welfare amenities for employees.



6. Diversity, equity and inclusion

We treat all employees with equality without any kind of discrimination in recruiting, training and advancement.

In this regard, we shall:

1. Recognize and respect any value and cultural difference such as gender, age, nationality, race, religion, politics, marital status, and pregnancy, etc.
2. Ensure the absence of unreasonable discrimination in recruitment, selection and employment stages,
3. Accept diversity in terms of gender, race and nationality in both recruitment and selection processes.
4. Ensure that differences of any kind cannot be a valuable reason to prevent career growth or advancement.
5. Provide employment equality, including people with disabilities.
6. Ensure that both management and all employees treat each other with equal respect and dignity. In order to have clear guidelines, we have defined a Diversity, Equity and Inclusion Policy.



7. Responsibility towards customers

We are committed to develop our products to fulfill customer satisfaction and maximize their benefits in terms of quality of use and product health and safety, adopting the following practices:

1. We consider the relevance of product quality and standards, starting from the selection of quality raw materials, standardized production, and periodic improvement on product quality, to ensure high quality standards and the best product experience. Our parent company Vittoria Spa and our Thai plant have adopted a Quality Management System in accordance with the ISO9001 certification.
2. We take care of customers' safety providing safe and high-quality products, in accordance with international safety standards and regulations.
3. We provide fair and transparent information with accurate, non-distorting, vague, or exaggerated information about our products and we ensure that customers are in conditions to make a conscious choice, without incurring in bias of any kind.
4. We have established an efficient commercial relationship system aimed to simplify the communication with customers as well as to receive any potential complaint on product quality, in order to quickly respond to customers' needs and requests.
5. We keep confidentiality on customer's information and do not use such information in wrongful ways.



8. Responsibility towards Stakeholders

We adhere to fair contractual practices with suppliers, comply with the prescribed anticorruption measures, respect third-party property rights and ownership of the business partners, and encourage partners to carry out social responsibility activities, in collaboration with our Group.

In terms of procurement, we have established a transparent Group Purchase policy as guideline, and we promote this principle to our suppliers by establishing the Group Supplier Code of Conduct. We encourage our suppliers to conduct their business ethically, respecting rights and freedoms, taking care of labour, human rights, occupational health & safety and the environment.

We take on responsibilities on all the commercial agreements made with creditors. Whenever we are unable to pay the debt as scheduled, we will notify the creditors to jointly find a solution. Our Group conducts fair business competition, preventing the use of any kind of bullying and discrimination and avoiding undertaking any action prohibited by law aimed to prevent fair competition.

9. Caring for the environment



We recognize the importance of balancing our responsibilities towards society, the environment, and economic development, and we uphold our commitment to protect the environment both inside and outside the organization. For this reason, we have prescribed environmental guidelines as follows:

1. Strictly comply with international and local environmental laws and environmental regulations set by the Group. Furthermore, our Thai production plant has adopted an Environmental Management System according to the ISO 14001:2015 certification standards.
2. Conduct business in a socially and environmentally responsible manner by focusing on the production processes, operating tools and business activities that have the lowest impact on the environment and surrounding communities.
3. Monitoring performances and environmental impacts generated by our operations and pursuing continuous efficiency improvement by clearly defining objectives, targets and work plans with periodic assessments on environmental impacts.

4. Diffuse environmental awareness among all employees and stakeholders by providing appropriate consciousness on our potential influence on climate change and conservation of natural resources, focusing on the importance of preventing negative environmental impacts on the ecosystems, that will negatively affect biodiversity.
5. Disclose policies and requirements to business partners to ensure that suppliers, service providers, contractors and other business partners operate in accordance with appropriate environmental standards, practices, policies, environmental rules and regulations required by the country in which each subsidiary operates.

In line with our commitment to environmental care, we have developed a Group Environmental Policy that defines clear guidelines on environmental safeguard and reduction of environmental impacts, which covers the following areas:

1. Climate Change; 2. Water Resources Conservation and Wastewater management; 3. Waste management; 4. Protecting Ecosystems and Biodiversity.

10. Responsible sourcing policy and sustainable sourcing process



We consider various risk factors related to governance, environmental and social issues. We apply a process of supplier screening and evaluation prior to their selection and ongoing monitoring of their compliance with our principles, in order to improve efficiency in supply chain management and support business growth. The process is structured as follows:

1. Registration of New Suppliers: all new suppliers must accept and comply with our Supplier Code of Conduct.
2. Screening of New Suppliers: we have a process for assessing sustainability risks of new suppliers by categorizing suppliers according to their level of risk and considering their business potential.
3. Purchasing assessments: we establish sustainability conditions in all supplier agreements to prevent harassment or unethical business practices impacting on the environment and human rights.
4. Supplier's Performance Evaluation : we have implemented a reviewing process on suppliers' performances finalized to group suppliers according to their performing results.

5. Monitoring and implementing corrective measures: In case of any potential concern, Vittoria will set an action plan including all the necessary corrective actions to restore the ordinary business relationship.

Our Group enforces the Supplier Code of Conduct, in order to set the standards for business operations of the suppliers in other dimensions aside from the commercial aspect, namely Environmental, Social, and Human Rights Principles. Our Group encourages suppliers to comply with all the principles included in the Group Supplier Code of Conduct; furthermore, all suppliers who have business dealings with the Group shall accept and comply with such guidelines, in order to disseminate these principles to a wider audience and creating a sustainable supply chain. At the same time, our Group has established the Group Responsible Sourcing Policy, as a guideline for instilling more consciousness on sustainable business operations.



11. Participating in community development

We recognize our responsibility towards the surrounding community. Therefore, we have introduced a policy to provide social assistance and development by cooperating in various activities with the surrounding communities (as defined in the Group Responsible Sourcing Policy under Supporting local economy clause) and disclosing information on operations that may affect the community in which the organization is located.

In addition, we aim to encourage our employees to be aware and responsible towards the surrounding environment and society and we will encourage cooperation with external parties to act positively for a sustainable development of the targeted community .We will adopt any necessary measure to prevent our business operations from affecting neighboring companies.

12. Whistleblowing and Protection of whistleblowers



Our Group emphasize the importance of virtuous corporate governance principles by conducting our business ethically, transparently and accountably towards our stakeholders both inside and outside the organization, as well as improving and developing work processes, in accordance with local and international standards.

Ensuring business operations compliance with the above principles implies the introduction of channels for reporting clues on behaviors or actions that constitute a violation of law and principles. Company regulations, business ethics and whistleblowers protection are clearly defined in the Group Whistleblowing Protocol.

13. Innovation promotion or process improvement that meets social responsibility



Our Group encourages employees to introduce innovations or improvements that can meet the above social responsibility policies, such as saving natural resources and energy, efficient waste management, waste emission control, use of renewable energy sources etc. In this regard, the innovations implemented can be of various levels including new practices, improvement, adjustment/modification, and alteration to the status quo to achieve more efficient results.

Conclusive remarks



We will monitor, evaluate, and review the projects we currently support and will carefully, continuously, and regularly consider future CSR projects. This policy must be followed by the management as role models and employees must acknowledge these principles in order to contribute to achieving the expected results.

**Today was great.
Tomorrow will be better.**

Grazie.