



# CODE OF ETHICS of TELLURE ROTA SPA

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## **0. INTRODUCTION**

This Code of Ethics (hereafter also "Code") expresses the principles and values of TELLURE ROTA SPA (hereafter "TELLURE ROTA" or "Company") in conducting company business and activities, which regulate the conduct of the Company and its employees or collaborators in any capacity. The Code represents an essential and complementary element of the Organisation, Management and Control Model (hereinafter also "Organisational Model" or "Model") adopted by TELLURE ROTA pursuant to Italian Legislative Decree No. 231/2001.

Italian Legislative Decree No. 231/2001 (hereinafter also referred to as the "Decree") introduced the "Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality" into Italian legal system.

The Decree provides for a system of administrative liability for companies in addition to the liability of the person who has concretely committed one of the offences covered by the Decree.

However, Article 6 of the Decree provides for an exemption from liability if:

- the company has adopted and effectively implemented an Organisation, Management and Control Model suitable for preventing the offences indicated;
- the company has appointed a Supervisory Body with the task of overseeing operation, compliance with and updating of the Model;
- the persons who committed the offence acted fraudulently by circumventing the company's procedures for preventing offences;
- there has been no or insufficient monitoring by the Supervisory Body.

In order to guarantee a better adherence of TELLURE ROTA to the Decree, this Code has been adopted, which is an official document of the Company and contains the set of rights, duties and responsibilities that the Company assumes towards all stakeholders, integrating the Organisational Model in the expression and communication of the fundamental values and rules of conduct for the Organisation.

The Company undertakes to ensure timely internal and external dissemination of the Code of Ethics by means of:

- distribution to members of corporate bodies and all personnel;
- posting in a place accessible to all (Company notice boards);
- publication on the website for use by third parties.

Contracts with third parties include the introduction of clauses and/or the signing of declarations aimed both at formalising the commitment to comply with the Model and the Code of Ethics, and at regulating contractual sanctions in the event of violation of this commitment.

## **1. SCOPE AND APPLICABILITY**

This Code of Ethics applies to:

- the representatives of the Corporate Bodies and anybody performing administrative, management or control functions in the Company or represent it, including third parties operating on behalf of the Company as agents or partners; the managers must also be a reference model through their conduct for all collaborators of the Company, in whatever capacity;

- the employees and all collaborators working in any capacity within the Company, who are required to act in compliance with the Code and to report any breaches to the Supervisory Body;
- the suppliers of goods and services, the agents and distributors, who must be duly informed of the rules of conduct contained in the Code and conform their conduct to it throughout their contractual relationship with the Company.

The persons required to comply with this Code are hereinafter referred to as the "Recipients".

## **2. CORPORATE MISSION**

TELLURE ROTA SPA is a leading Company in the manufacturing of wheels and castors for industrial, civil and domestic use. Articles are manufactured in the approximately 15,000 m<sup>2</sup> factory in Formigine (Modena, Italy) and are included in a catalogue featuring over 5,000 standard articles and customised solutions

The company also set up the TR Lab Test&Research, an in-house research and testing laboratory accredited by the High Technology Network (Rete Alta Tecnologia) of the Emilia-Romagna Region.

The company, in carrying out its economic activities, not only aims to distribute profits but also pursues objectives of common benefit and operates in a responsible, sustainable, and transparent manner towards people, communities, territories, and the environment. In particular, the company operates:

- with a constant commitment to continuous innovation aimed at the sustainability of processes and the environmental impact of all business practices;
- fostering a positive work environment through actions that promote quality and work safety, professional growth and the development of potential, including the adoption of company welfare;
- limiting the impact of activities and operations on the environment by implementing circularity standards in the management and recovery of materials;
- through consciously and sustainably conducting business activities through collaborative dialogue with stakeholders and the community;
- actively participating in associations and business networks for the dissemination of good sustainability practices; (vi) supporting non-profit organisations, foundations and third sector entities that provide support to people and combat poverty and inequality.

## **3. ETHICAL VISION**

TELLURE ROTA's strategy aims at sustainable business development in economic, social and environmental terms. This means being competitive, innovative, and creating value, not only through production efficiency, but also through the continuous satisfaction of customers' needs, social commitment, ethical respect for all internal and external stakeholders, the well-being of its employees and collaborators, the protection of the environment and care for the surrounding area.

TELLURE ROTA aspires to maintain and develop the relationship of trust with its stakeholders, i.e. the categories of individuals, groups or institutions whose contribution is required to achieve the company's mission or who otherwise have an interest in the company's activities. Stakeholders are entities performing activities related to TELLURE ROTA, i.e. members, employees, collaborators, customers, suppliers and partners. In a broader sense, stakeholders also include all individuals or groups as well as organisations and institutions that represent them,

whose interests are affected by the direct and indirect effects of TELLURE ROTA's activities, including the local and national communities where the Company operates.

Moreover, fostering a fair and transparent relationship with stakeholders strengthens and safeguards the Company's reputation within the community where it operates. This Code is therefore characterised by an ideal of cooperation geared towards mutual respect and benefit of the parties involved.

#### **4. GENERAL ETHICAL VALUES**

The activity carried out by TELLURE ROTA is based on the following ethical principles: legality, freedom of association and respect for trade union rights, fairness, honesty and loyalty, transparency, efficiency and professional commitment, confidentiality, anti-corruption, competition, protection of health and safety at work, protection of the environment, respect for people, inclusiveness and prohibition of discrimination, prohibition of child or forced labour, respect for the community and local communities.

The above principles influence the actions of all Recipients of the Code provisions.

##### **Legality**

The Recipients act in full compliance with the laws and regulations in force in the countries where TELLURE ROTA operates, also through Group Companies, as well as with the internal company rules and behavioural prescriptions contained in the applicable Italian National Collective Labour Contract.

To this end, the Company has implemented the necessary tools to inform and train each employee in relation to the legislation, regulations and requirements deriving from the effective and efficient application of the company systems. Taking advantage of any loopholes and/or gaps in the law or regulations is prohibited.

##### **Freedom of association and respect for trade union rights**

TELLURE ROTA guarantees every worker freedom of association and respect for trade union rights; any unfavourable or retaliatory treatment of individuals who freely exercise these rights is prohibited.

##### **Fairness, Honesty and Loyalty**

Everyone's work is carried out in accordance with the values of fairness, honesty and loyalty in the performance of their professional activities and in full respect of the rights of all persons involved in the Company's activities, both in relations with customers and suppliers and in relations with their collaborators.

##### **Transparency**

Every corporate action or communication is characterised by truthfulness, clarity, completeness, uniformity and timeliness. In addition, the reconstruction of the steps and controls that led to the taking of decisions, the disclosure of information or the execution of transactions is ensured.

##### **Efficiency and Professional Commitment**

Each work activity is carried out guaranteeing efficiency in the management of the resources employed and the best professional quality according to the most advanced standards in each sector. In order to ensure compliance with these principles, the Company encourages the professional growth of its collaborators and values individuals who perform their duties with proactiveness, responsibility, team spirit and participation.

**Confidentiality**

The Company ensures the utmost confidentiality of information acquired in the course of its activities and operates in full compliance with current legislation on the processing of personal data.

**Anti-corruption**

The Company rejects all forms of bribery, improper advantages, collusive conduct and any direct or indirect solicitation of personal benefits.

**Competition**

Laws and rules on competition, fair competition and antitrust in force in the European Union and in the countries where the Company operates are respected.

**Occupational Health and Safety Protection**

The Company undertakes to set up and maintain safe and healthy working environments in compliance with the accident prevention regulations in force, as well as to disseminate and consolidate a culture of Occupational Health and Safety by developing risk awareness and promoting responsible behaviour by all employees and collaborators.

**Environmental Protection**

All of TELLURE ROTA's activities are carried out in such a way as to comply with environmental regulations.

The Company is committed to spreading the culture of respect and protection of the environment and the territory.

**Respect for Persons**

The Company recognises and values the fundamental contribution of anybody working within the company: it is on the commitment and dedication of everyone that the functioning of the organisation and the achievement of its objectives depend. Respect, collaboration and the possibility of growth are key principles guiding the Company's relations and working environment, which aims to be inclusive and respectful, guaranteeing equal opportunities and rewarding merit.

TELLURE ROTA acts in full compliance with the national and international regulations of the countries where it operates in relation to the protection of migrant workers' rights and the prevention of human trafficking.

**Inclusiveness and Non-Discrimination**

Everyone must be treated fairly and equitably: TELLURE ROTA is committed to a policy that recognises equal opportunities for all, prohibiting discrimination of any kind, starting with the search and selection stages, and guaranteeing an inclusive and respectful working environment. All decisions concerning individual employees must be based on merit, skills, competencies and objectives achieved; any form of discrimination based on gender, age, religious belief, affective-sexual orientation, political opinion, nationality, membership of any trade union organisation, or any other condition is excluded. No form of discriminatory behaviour or harassment of any kind is tolerated.

### **Prohibition of Child or Forced Labour**

TELLURE ROTA expressly prohibits any form of child or forced labour, in accordance with applicable national and international law, including the principles set out in the International Labour Organization (ILO) Conventions. The Company refrains from any form of cooperation with entities that violate this prohibition.

### **Respect for the Community and Local Communities**

TELLURE ROTA is aware of the influence, even indirect, that the performance of its activities can have on the context where it operates, on economic and social development and on the general well-being of the community. Therefore, it conducts its investments and development in a sustainable manner and with deep respect for local communities.

## **5. STANDARDS OF CONDUCT**

### **5.1 GENERAL STANDARDS OF CONDUCT**

#### **5.1.1 GIFTS, GRATUITIES AND OTHER FORMS OF BENEFITS**

It is not permitted to directly or indirectly offer/receive money, gifts, or benefits of any kind in a personal capacity to/from directors, officers or employees of customers, suppliers belonging to other companies or to/from Public Administration bodies, Public Institutions or other Organisations for the purpose of gaining undue advantages or influencing the Recipient's autonomy of judgement.

It is forbidden to make or consent to gifts or promises of money, goods or other benefits of any kind with representatives or employees of other companies, including customers or suppliers, aimed at obtaining undue favours or benefits in violation of the law.

Acts of courtesy, such as gifts and forms of hospitality, are permitted, provided they are of modest value and such as to be considered customary in relation to the occasion, not to compromise the integrity and reputation and not to influence the Recipient's independent judgement. In any case, such expenses must not exceed the limit of EUR 150.00 and must always be authorised in accordance with specific company procedures and appropriately documented.

#### **5.1.2. PRIVATE SECTOR BRIBERY**

TELLURE ROTA rejects any behaviour aimed at procuring advantages in an unfair or illegitimate manner, rejecting all forms of bribery.

It is prohibited for directors, general managers, managers responsible for preparing corporate accounting documents, auditors and liquidators of companies or private entities - including when acting through third parties - to solicit or receive, for themselves or for others, any undue payment or other benefit, or to accept the promise thereof, in order to perform or omit actions breaching the obligations inherent in their office or their duties of loyalty.

It is likewise forbidden to offer, promise or give - even through an intermediary - undue money or other benefits to the above-mentioned persons, so that they perform or omit actions breaching their duties of loyalty, or the obligations inherent in their office.

#### **5.1.3. INCITEMENT TO PRIVATE SECTOR BRIBERY**

It is forbidden to offer or promise undue money or other benefits to directors, general managers, managers responsible for preparing corporate accounting documents, auditors and liquidators of companies or private entities, as well as to



anybody working at them and performing management functions, so that they perform or omit actions breaching their duties of loyalty, or the obligations inherent in their office, if the offer or promise is not accepted.

Similarly, it is prohibited for directors, general managers, managers responsible for preparing corporate accounting documents, auditors and liquidators of companies or private entities, as well as for individuals working at them and performing management functions, to solicit a promise or donation of money or other benefits, for themselves or for others, including through third parties, in order to perform or omit actions breaching the obligations inherent in their office or duties of loyalty, if the solicitation is not accepted.

#### **5.1.4. BENEFITS AND SPONSORSHIPS**

TELLURE ROTA may make donations or contributions only to organisations and associations that expressly operate on a non-profit basis and are duly constituted with formal governing documents, and that the company considers to be of high cultural, social or charitable value. Sponsorship activities, which may relate to social issues, education and training of young people, the environment, sport, entertainment and the arts, may only be intended for events that offer a guarantee of a good reputation.

In any case, when choosing proposals to adhere to, TELLURE ROTA pays particular attention to any possible conflict of interest of a personal or corporate nature.

#### **5.1.5. STANDARDS OF CONDUCT RELATING TO ACCOUNTING, ADMINISTRATIVE AND FINANCIAL ACTIVITIES**

The company's accounts meet the generally accepted principles of fairness, accuracy, completeness and transparency of the recorded data. The Recipients of this Code of Ethics undertake to refrain from any behaviour, whether active or omissive, that directly or indirectly violates the regulatory principles and/or internal procedures pertaining to the drafting of the accounting documents and their external representation. The Recipients of this Code of Ethics are also required to keep and make available adequate supporting documentation, for each transaction carried out, in order to enable the following:

- accurate accounting records;
- immediate identification of the underlying characteristics and motivations;
- easy formal and chronological reconstruction;
- verification of the decision-making, authorisation and implementation process, in terms of legitimacy, consistency and appropriateness, as well as the identification of the various levels of responsibility.

All persons (employees, collaborators and/or consultants) who, for any reason whatsoever, including as mere data providers, are involved in the drafting of the financial statements and similar documents or, in any case, of documents representing the Company's economic, asset or financial situation, and in particular directors, statutory auditors and those holding top management positions:

- are required to provide the utmost cooperation in specific aspects, to ensure the completeness and clarity of the information provided as well as the accuracy of the data and processing;
- are prohibited from providing untrue facts, even if subject to assessment, or from omitting information or concealing data in direct or indirect violation of regulatory principles and internal procedural rules, so as to mislead the recipients of the above-mentioned documents.

They are prohibited from preventing or in any case obstructing the performance of control or audit activities legally assigned to the shareholders, the Board of Statutory Auditors, the Supervisory Body or the Auditing Company.

They are prohibited from determining the majority in the assembly by simulated or fraudulent actions.

Anybody having dealings with Public Supervisory Authorities, as well as Directors, Auditors and those in top positions, are prohibited from obstructing their functions.

In communications to the aforesaid Authorities, it is also prohibited for them to set forth facts that do not correspond to the truth, even if subject to assessment, referred to the economic, asset or financial situation of the Company, or to conceal by other fraudulent means, in whole or in part, facts concerning the same situation that should have been communicated.

Recipients of this Code of Ethics who become aware of any omission, falsification or negligence in accounting records or supporting documentation are required to report it promptly to their line manager or to the Supervisory Body and/or the Board of Directors.

#### **5.1.6. STANDARDS OF CONDUCT ON MONEY LAUNDERING PREVENTION**

TELLURE ROTA is committed to complying with all national and international anti-money laundering regulations and provisions.

Recipients, in the context of their various dealings with the Company, must not, under any circumstances, be involved in activities connected with the laundering of proceeds of crime or with the handling/receiving of goods or other benefits of illicit origin. They are also required to conduct appropriate checks in advance on available information concerning business counterparties, suppliers, partners, collaborators and consultants, in order to verify their integrity before entering into any business relationship with them.

#### **5.1.7. DATA AND INFORMATION SYSTEMS**

It is prohibited to alter in any way the operation of a computer or telecommunications system or to intervene illegally in any manner whatsoever on the data, information and programmes contained therein or pertaining thereto, in order to obtain an unfair profit to the detriment of others.

The prohibition is reinforced if the State or a public body is harmed.

#### **5.1.8. ARTIFICIAL INTELLIGENCE**

Solutions based on artificial intelligence (hereafter also just AI according to the English acronym) must generate concrete benefits for people, promoting inclusive and sustainable growth, always putting the interests of individuals first. On this basis, TELLURE ROTA defines principles to regulate its use, guaranteeing:

- an ethical and people-centred approach;
- compliance with current regulations, such as Regulation (EU) 2024/1689 (so-called AI Act), Regulation (EU) 2016/679 (GDPR), copyright and intellectual property provisions;
- human supervision and control over AI tools.

To ensure ethical and reliable use of AI, TELLURE ROTA was guided by the following principles:

- i. regulatory compliance and human rights: the Company is committed to operating AI systems in compliance with regulations, ensuring that they do not restrict individual autonomy and that they fully respect fundamental human rights;
- ii. protection of personal data: all personal data processed through AI systems are handled in line with the principle of "privacy by design" by implementing advanced security measures to prevent any negative impact on rights and freedoms;

- iii. transparent communication: the Company uses AI technologies based on clear and transparent communication and disclosure, ensuring that AI-driven services are understandable and identifiable;
- iv. primacy of human oversight: human oversight is regarded as essential to maximising the potential of current technologies. Therefore, the Company ensures that the final decisions and control over them always lie with the human being;
- v. security and risk management: the company verifies the security of AI applications through structured risk assessment and management processes, minimising potential threats.

## **5.2 STANDARDS OF CONDUCT IN RELATIONS WITH PUBLIC ADMINISTRATION**

### **5.2.1. GENERAL RELATIONS WITH THE PUBLIC ADMINISTRATION**

In addition to any public body, Public Administration refers to any independent administrative agency, person (natural or legal), acting as a public official or as a person in charge of a public service. Also included in the definition of a public body are the private entities that, for overriding political-economic reasons, fulfil a public function to protect general interests, such as bodies managing regulated markets, as well as foreign public administrations.

All relations with the Public Administration must be managed by the corporate functions expressly delegated and authorised to do so and must be conducted in full compliance with applicable regulations.

In the case of business dealings with the Public Administration (PA), including participation in public tenders, it is necessary to always operate in accordance with the law and good business practice.

In particular, the following actions must not be taken either directly or indirectly:

- proposing or considering employment or business opportunities that may benefit PA employees in a personal capacity;
- offering or providing gifts that are not of modest value according to company practice;
- obtaining or using confidential information that may compromise the integrity or reputation of the parties;
- acting fraudulently in the performance of service contracts or in the fulfilment of obligations arising from a service contract concluded with the State, or with another public body, or with an undertaking exercising public services or services of public necessity;
- altering, in any way whatsoever, the operation of a computer or telecommunications system or intervening without right in any manner whatsoever on data, information or programs contained in a computer or telecommunications system or pertaining to it, thereby obtaining an unlawful benefit for oneself or others to the detriment of the State, another public body or the European Union.

### **5.2.2. RULES OF CONDUCT REGARDING BRIBERY AND CORRUPTION RISKS**

It is not permitted either directly or indirectly, or through a third party, to offer or promise money, gifts or compensation, in any form whatsoever, or to exert unlawful pressure, or promise any object, service, performance or favour to executives, officials or employees of the Public Administration or to persons in charge of a public service or to their relatives or cohabitants in order to obtain more favourable treatment for the Company in relation to the type of relationship with the Administration.

Anyone who receives explicit or implicit requests for benefits of any kind from persons in the Public Administration as defined above shall immediately: suspend all relations with them; inform their company manager and the Supervisory Body in writing through the appropriate channels.

These requirements must not be circumvented by resorting to other forms of aid or contributions whose purposes, in the guise of promises of work, appointments, consultancy, advertising or other, are similar to those prohibited.

#### **5.2.3. CONDUCT RELATING TO DECLARATIONS AND ATTESTATIONS TO THE PUBLIC ADMINISTRATION**

It is not permitted to use or submit false declarations or documents or ones certifying things that are not true, or to omit information in order to obtain, to the advantage or in the interest of the Company, contributions, financing or other disbursements, however denominated, granted by the State, a public body or the European Union.

It is prohibited to mislead anyone, by artifice or deception, in order to procure the Company an unfair profit to the detriment of others. The violation of this prohibition is even more serious if the State or a public body is misled.

#### **5.2.4. OBTAINING AND USING PUBLIC GRANTS AND FUNDING**

It is prohibited to mislead someone, by means of artifice or deception, in order to unduly obtain contributions, subsidies, financing or other disbursements, however denominated, granted by the State, a public body or the European Union.

It is forbidden to use contributions, financing, or other disbursements, however denominated, if granted to TELLURE ROTA by the State, a public body or the European Union, for purposes other than those for which they were assigned.

### **5.3 STANDARDS OF CONDUCT IN RELATIONS WITH EMPLOYEES**

#### **5.3.1. STANDARDS OF CONDUCT REGARDING PERSONNEL SELECTION**

Personnel to be hired is evaluated at TELLURE ROTA on the basis of the correspondence of the candidates' profiles to those expected and to the company's needs, while respecting equal opportunities for all the persons concerned.

The information requested during the selection and hiring process is strictly limited to assessing the professional requirements and aptitude-related aspects relevant to the role, while respecting the candidate's privacy and personal views. In the selection and hiring phases, the relevant corporate function, within the limits of the available information, adopts behaviours to avoid favouritism, nepotism, or forms of patronage.

TELLURE ROTA avoids any form of discrimination against candidates.

The staff is employed under a regular employment contract, no irregular employment is tolerated.

Personnel from third countries must have a regular residence permit to work at TELLURE ROTA.

For the selection of personnel, the Company only collaborates with providers of primary importance, who are duly certified and qualified, in order to guarantee full respect for workers' rights and current regulatory standards

#### **5.3.2. STANDARDS OF CONDUCT FOR COMPLIANCE WITH HEALTH AND SAFETY AT WORK AND ENVIRONMENTAL PROVISIONS**

All of TELLURE ROTA's activities must be carried out in such a way as to comply with environmental and occupational safety regulations.

As far as safety is concerned, the Company adopts the following fundamental principles and standards on which all decisions are based:

- a) eliminating risks;
- b) assessing risks that cannot be eliminated;
- c) tackling risks at source;
- d) adapting work to the individual, in particular with regard to the design of workstations, the selection of equipment, and the choice of working and production methods, with the aim of reducing monotonous and repetitive tasks and mitigating their effects on workers' health;
- e) taking into account technological developments;
- f) replacing hazardous elements with non-hazardous or less hazardous alternatives;
- g) planning prevention, aiming for a coherent whole that integrates technology, work organisation, working conditions, social relations and the influence of factors in the working environment;
- h) giving appropriate instructions to workers. As far as the environment is concerned, the Company promotes:
  - using processes, technologies and materials in compliance with the contractual provisions that allow the reduction of the consumption of natural resources and have the least environmental impact;
  - limiting waste production through reuse, where possible;
  - raising the awareness of members, employees and collaborators on environmental issues through information and training actions.

The Recipients of this Code are required to participate, through their actions, in the achievement of the environmental and safety objectives that TELLURE ROTA sets itself on an annual basis.

### **5.3.3. INFORMATION MANAGEMENT**

Employees and collaborators must be familiar with and implement the provisions of the company's information security policies and regulations to ensure the integrity, confidentiality and availability of information. Information acquired in the performance of assigned activities must remain strictly confidential and appropriately protected and may not be used, communicated or disclosed, either inside or outside the Company, except in compliance with current legislation and company procedures. This obligation shall continue even if the employment relationship is terminated for any reason whatsoever.

### **5.3.4. CONFLICT OF INTEREST**

In performing their duties, Recipients must avoid any situations that may give rise to actual or potential conflicts of interest, or that could interfere with their ability to make impartial decisions in the pursuit of the Company's best interests.

The following situations, among others, are to be regarded as conflicting:

- co-involvement (overt or covert) in activities of suppliers, customers, competitors;
- instrumentalisation of one's functional position for the pursuit of interests in conflict with those of the Company;
- use of information acquired in the performance of work activities, to one's own advantage or to the advantage of third parties, and in any case contrary to the interests of the Company;

- assumption of corporate offices or performance of work activities of any kind with suppliers, competitors and third parties in general in conflict with the interests of the Company.

Any situation potentially liable to generate a conflict of interest or in any case to compromise the Recipient's ability to take decisions in the best interests of the Company, determines his or her obligation to refrain from performing actions connected with or relating to that situation.

In particular, the Recipients must avoid any possible situation of conflict of interest generated by:

- participation in decisions concerning business with persons with whom there is a conflict of interest;
- participation in decisions concerning business from which a personal interest might arise;
- proposing or accepting agreements from which personal advantage may be derived;
- performing actions, entering into agreements and, in general, engaging in any conduct that may, directly or indirectly, cause damage to the Company, also in terms of image and/or credibility on the market;
- influencing the decision-making autonomy of another person in charge of defining business relations with or for the Company.

All recipients are required to avoid and refrain from taking personal advantage of opportunities and/or business deals of which they have become aware in the course of the performance of their duties.

If even the appearance of a conflict of interest arises, the employee and/or collaborator is required to notify their direct superior, who must inform the Board of Directors in order to assess its actual existence.

#### **5.3.5. PROTECTION OF COMPANY ASSETS**

Each employee and/or collaborator is obliged to work diligently to protect the corporate assets assigned to him/her and to prevent their fraudulent or improper use, through the adoption of responsible conduct in line with the objectives and operating rules drawn up to regulate their use.

Company resources can be used by employees, collaborators and/or consultants solely for the performance of work-related activities or for purposes expressly authorised by the relevant internal functions.

With regard to computer applications, each employee is required to:

- scrupulously adopt the provisions of the company's security policies so as not to compromise the functionality and protection of information systems;
- read and accept the provisions of the TELLURE ROTA data management regulations;
- avoid surfing websites with content that is indecorous, offensive or otherwise not in the interest of one's business.

#### **5.3.6. INFORMATION DISCLOSURE OBLIGATIONS**

Employees are required to adequately inform any third party with whom they come into contact in the course of their work about the existence of the Code of Ethics and the commitments and obligations it imposes on external parties.

## **5.4. STANDARDS OF CONDUCT IN RELATIONS WITH STAKEHOLDERS**

### **5.4.1. ENABLING AND MAINTAINING BUSINESS RELATIONS**

When establishing business relations with new customers and/or suppliers and in managing existing ones, it is prohibited - on the basis of publicly available information and in compliance with applicable regulations - to enter into or maintain relationships:

- with parties involved in unlawful activities, in particular those related to the offences set out in Italian Legislative Decree No. 231/2001, or, in any event, with parties not meeting the necessary standards of integrity and commercial reliability;
- with parties who, even indirectly, hinder human development and contribute to violations of human dignity or individual personality and/or infringe fundamental human rights (e.g. through the exploitation of child labour, the facilitation of migrant smuggling or sex tourism, etc.);
- with parties that do not formally undertake, including by contractual means, to comply with applicable labour laws - with particular regard to workers' health and safety - as well as, more generally, all the principles set out in this Code of Ethics.

### **5.4.2. CUSTOMER RELATIONS**

Professionalism, competence, helpfulness, fairness, good faith and respect for commitments made represent the guiding principles and style of conduct to be followed in relations with customers.

Trade policies must comply with the regulations applicable in the various countries and must be implemented on the basis of documentation proving the rights of the parties.

In order to protect the company's image and reputation, it is essential that relations with customers, including advertising messages, are characterised by:

- full transparency and fairness;
- compliance with the law.

### **5.4.3. CONTRACTS, AGREEMENTS AND CUSTOMER COMMUNICATIONS**

Contracts, agreements and communications to customers must be:

- clear and simple, formulated in a language as close as possible to that normally used by interlocutors;
- compliant with applicable regulations, without resorting to elusive or otherwise unfair practices;
- compliant with the company's commercial policies and the parameters defined therein;
- complete, so that no element relevant to the customer's decision is overlooked.

Purposes and recipients of communications must determine, on a case-by-case basis, the choice of the most suitable contact channels for the transmission of content, and the use of misleading or untruthful advertising tools is prohibited.

### **5.4.4. STANDARDS OF CONDUCT IN RELATIONS WITH SUPPLIERS**

Procurement processes for goods and services are characterised by the search for maximum competitive advantage for the Company and the granting of equal opportunities for each supplier. They are also based on pre-contractual and contractual conduct held with a view to indispensable and mutual loyalty, transparency and cooperation.

In particular, TELLURE ROTA employees involved in these processes are required to:

- ensure that no individual meeting the required qualifications is prevented from competing for contracts, by applying objective and verifiable criteria when selecting candidates for the short-list;
- ensure adequate competition at the supplier selection stage by considering a suitable short-list of candidates.

Any exceptions must be authorised and documented.

It is forbidden for employees to obtain advantages for themselves or others as a direct or indirect consequence of relations with suppliers.

In the event that a supplier engages in behaviour that is not in line with the principles of this Code, TELLURE ROTA will be entitled to take appropriate measures, up to and including precluding any further opportunities for collaboration.

Violations of the principles laid down in the Code of Ethics entail sanction mechanisms. To this end, individual contracts include special clauses aimed at ensuring compliance with the Code of Ethics and the Organisational Model in the context of supplies.

#### **5.4.5. STANDARDS OF CONDUCT IN RELATIONS WITH AGENTS, REPRESENTATIVES, DISTRIBUTORS, AND PARTNERS**

The processes of selecting and choosing agents, representatives, distributors and partners are governed by principles of legality, fairness and transparency. They are provided with instructions and notices in order to avoid unfair commercial practices. As far as possible, contracts include special anti-corruption clauses and the obligation to comply with TELLURE ROTA's Code of Ethics and Organisational Model.

Agents, representatives, distributors and partners are prohibited from offering, providing or promising any form of donation, benefit or advantage intended to obtain favourable treatment in the conduct of activities connected with TELLURE ROTA.

## **6. ENFORCEMENT AND CONTROL OF COMPLIANCE WITH THE CODE OF ETHICS**

This Code of Ethics was approved by the Board of Directors of TELLURE ROTA on 26/09/2025. Any changes and/or updates are approved by the same corporate body and promptly communicated to the parties concerned.

### **6.1. SUPERVISORY BODY**

TELLURE ROTA has appointed a Supervisory Body (hereinafter also referred to as SB) which is responsible, among others, for the following tasks:

- monitoring compliance with the Organisational Model and the Code of Ethics, with a view to reducing the risk of commission of the offences provided for in Italian Legislative Decree No. 231/2001;
- providing concerned parties with all clarifications and explanations requested, including those referred to the legitimacy of a concrete conduct or behaviour, or the correct interpretation of the provisions of the Model or the Code of Ethics;
- following up and coordinating the updating of the Model and the Code of Ethics also through its own proposals;
- promoting and monitoring the Company's implementation of communication and training activities on the Model and, in particular, on the Code of Ethics;
- reporting any violations of the Model or the Code of Ethics to the competent company bodies, proposing the sanction to be imposed and verifying the effective application of any sanctions imposed.



## 6.2. REPORTING OF VIOLATIONS

TELLURE ROTA falls within the subjective scope of Italian Legislative Decree No. 23/2024 (on "Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 *on the protection of persons who report breaches of Union law and on provisions concerning the protection of persons who report breaches of national laws*" - so-called **Whistle-blowing System**), as a private-sector entity that has adopted the Organisational Model pursuant to Italian Legislative Decree No. 231/01, with an average number of employees of more than 50 (art. 2, para. 1, letter q, number 3 of Italian Legislative Decree No. 24/2023).

Relevant violations within the meaning of art. 3, para. 2, letter b) of Italian Legislative Decree No. 24/2023 include:

- unlawful conduct relevant under Italian Legislative Decree No. 231/2001, or violations of the Organisation and Management Models provided for therein, which do not fall within the types of reporting under art. 2, para. 1, letter a), numbers 3), 4), 5), 6);
- offences falling within the scope of the European Union or national regulations indicated in the annex to Italian Legislative Decree No. 24/2023 or the national regulations implementing the European Union acts set out in the Annex to Directive (EU) 2019/1937, relating to the following areas: public procurement; financial services, products and markets and prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; radiation protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; privacy and personal data protection and network and information system security;
- actions or omissions detrimental to the financial interests of the Union as referred to in article 325 of the Treaty on the Functioning of the European Union, as further specified in the relevant EU secondary legislation;
- actions or omissions relating to the internal market, as referred to in Article 26, para. 2 of the Treaty on the Functioning of the European Union, including violations of European Union competition and state aid rules, as well as violations relating to the internal market related to actions that violate corporate tax rules or mechanisms whose purpose is to obtain a tax advantage that frustrates the object or purpose of the applicable corporate tax law;
- actions or conduct that frustrate the object or purpose of the provisions of the European Union regulations in the fields indicated in article 2, paragraph 1, numbers 3), 4), 5) of Italian Legislative Decree 24/2023.

"Whistle-blowers" (i.e., pursuant to article 3, para. 3 of Italian Legislative Decree no. 24/2023, employees, self-employed workers, collaborators, suppliers of goods or service providers, freelancers and consultants, volunteers and trainees, shareholders and persons holding administrative, management, control, supervisory or representative functions) who become aware of a fact and/or circumstance capable of constituting a violation as referred to in article 3, para. 2, letter b) of Italian Legislative Decree no. 24/2023, are obliged to report it/them in a timely manner.

To this end, TELLURE ROTA has set up special reporting channels, which guarantee, also through the use of encryption tools, the confidentiality of the identity of the whistle-blower, of the person involved and of the person mentioned in the report, as well as the content of the report and of the relevant documentation (art. 4 of Italian Legislative Decree no. 24/2023).

Information on reporting channels is posted and made easily visible in the workplace, and published on the TELLURE ROTA website (art. 5, letter e), of Italian Legislative Decree no. 24/2023).

If the conditions provided for in art. 6 of Italian Legislative Decree no. 24/2023 are verified, the whistle-blower may make an external report through the reporting channel activated by ANAC. In addition, the whistle-blower can make a public disclosure if the conditions set out in article 15 of Italian Legislative Decree no. 24/2023 are occurring.

Any form of retaliation against the entities or persons referred to in art. 3 of Italian Legislative Decree no. 24/2023, pursuant to art. 17 of Italian Legislative Decree no. 24/2023: such forms of retaliation are null and void pursuant to art. 19, para. 3 of Italian Legislative Decree no. 24/2023. Institutions and persons who have suffered retaliation may inform ANAC of the retaliation they believe they have suffered: ANAC will have to inform the National Labour Inspectorate, for measures within its competence.

If this legislation is not complied with, ANAC shall impose the sanctions set out in article 21 of Italian Legislative Decree no. 24/2023 on the person responsible for the violation.

### **6.3. DISCIPLINARY MEASURES**

Any breach of this Code may result in the application of disciplinary measures, to be determined on the basis of the seriousness of the breach, as specified in the Organisation, Management and Control Model and in accordance with the applicable Italian National Collective Labour Agreement.

In the most relevant cases, the Board of Directors will determine the appropriate action to be taken in the event of a breach.

Such actions shall be aimed in a responsible manner at deterring transgressions and promoting accountability and compliance with this Code. To determine the action to be taken in each individual case, the Board of Directors shall take into account all available information, including the nature and seriousness of the violation, whether it is an isolated incident or it is repeated over time, whether the violation appears to be intentional or unintentional, whether the person was previously informed of the correct behaviour to adopt, and whether the same person has committed other violations in the past.

The effects of violations of the Code of Ethics and internal protocols must be taken into serious considerations by anybody who, for whatever reason, has relations with the Company, in order to protect its image and safeguard its resources.