



Vittoria Group Full Policy package

 **vittoria**[®]
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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The Ride Ahead

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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

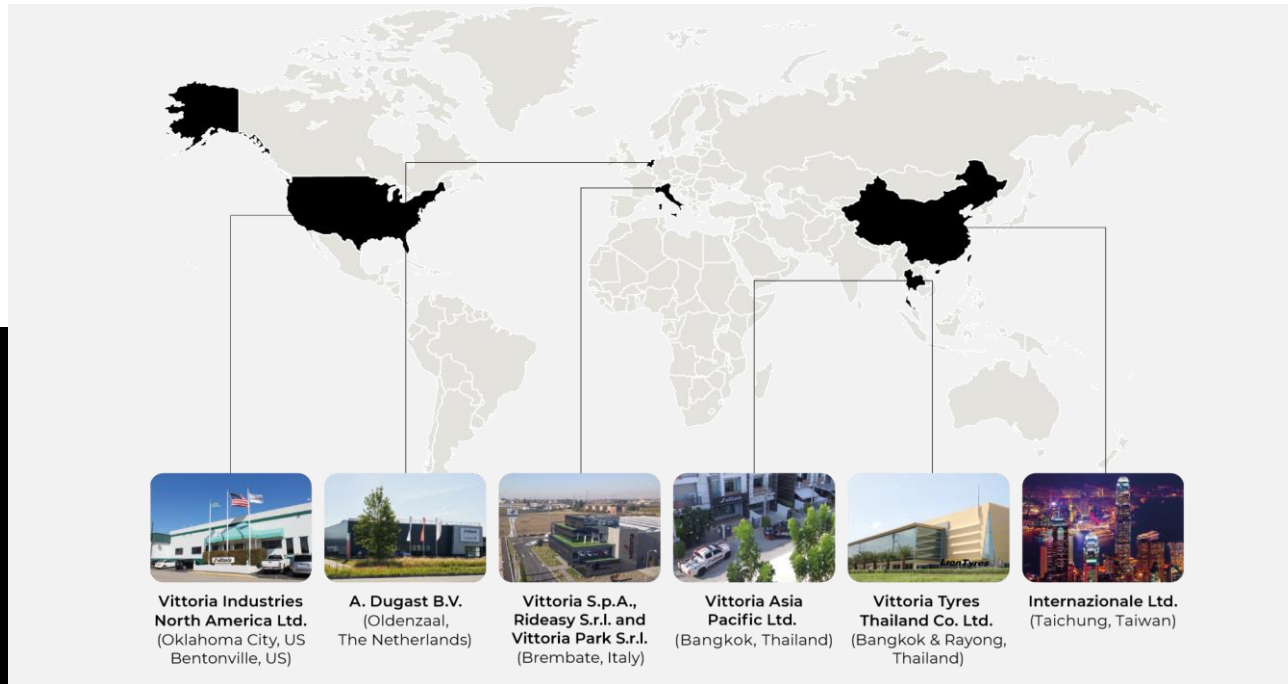
Vittoria Group operates in many states and, therefore, in different legal contexts. In addition, our employees may be subject to additional regulations set by their direct employer. We recognize the diversity and complexity of the rules that apply to the conduct of our workforce and believe that the 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. (through the "Whistleblowing digital platform" available at the following link: <https://vittoria.integrityline.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" (through the "Whistleblowing digital platform" available at the following link: <https://vittoria.integrityline.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" (through the "Whistleblowing digital platform" available at the following link: <https://vittoria.integrityline.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" (through the "Whistleblowing digital platform" available at the following link: <https://vittoria.integrityline.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 (through the "Whistleblowing digital platform" available at the following link: <https://vittoria.integrityline.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" (through the "Whistleblowing digital platform" available at the following link: <https://vittoria.integrityline.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.

1. Premessa

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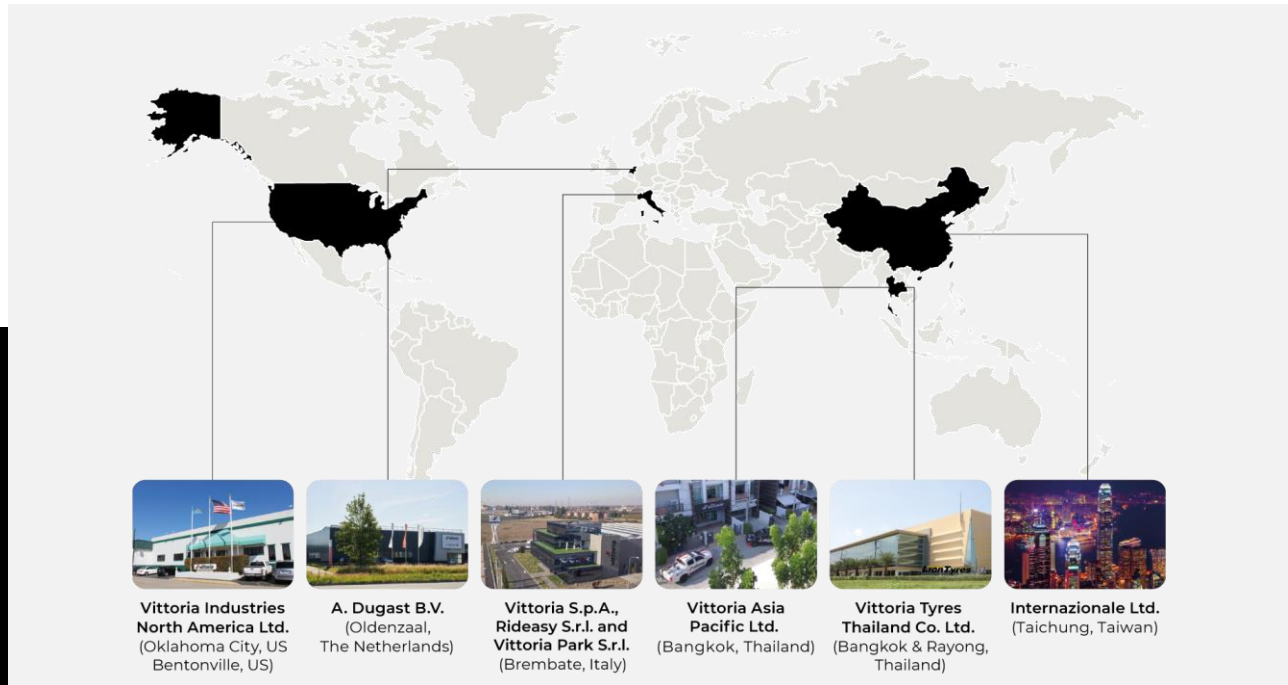
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Le sedi del Gruppo Vittoria nel mondo



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»

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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" (tramite la piattaforma digitale Whistleblowing accessibile al seguente link: <https://vittoria.integrityline.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" (tramite la piattaforma digitale Whistleblowing accessibile al seguente link: <https://vittoria.integrityline.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" (tramite la piattaforma digitale Whistleblowing accessibile al seguente link: <https://vittoria.integrityline.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" (tramite la piattaforma digitale Whistleblowing accessibile al seguente link: <https://vittoria.integrityline.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" (tramite la piattaforma digitale Whistleblowing accessibile al seguente link: <https://vittoria.integrityline.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.



Whistleblowing Protocol

Vittoria Group

Version n. 03 of 14/12/2023

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.

Recipients and/or Whistleblowers of this procedure are:

- employees, including workers whose employment relationship is governed by Legislative Decree No. 81 of June 15, 2015, or Article 54-bis of Decree-Law No. 50 of April 24, 2017, converted, with amendments, by Law No. 96 of June 21, 2017;
- self-employed workers, including those indicated in Chapter I of Law No. 81 of May 22, 2017, as well as holders of a collaboration relationship referred to in Article 409 of the Code of Civil Procedure and Article 2 of Legislative Decree No. 81 of 2015, who carry out their work activities at the Company;
- workers or collaborators, who perform their working activities at entities in the public sector or private sector that provide goods or services or perform works for third parties;
- freelancers and consultants, who perform their activities at the Company;
- volunteers and interns, paid and unpaid, who serve at the Company;
- shareholders and persons with administrative, management, control, supervisory or representative functions (such as members of corporate bodies, as Board of Directors, Board of Statutory Auditors, Auditing Company or Auditor, Supervisory Board)

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);
- Legislative Decree n. 24 of 10th March 2023;
- 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.

4. Reports

Object and subject of the report



The reports concern:

- any alleged prejudicial conduct, non-compliance or violation with respect to applicable National or European Union laws, as provided by in Articles 1 and 2 of Legislative Decree No. 24 of 10.03.2023 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 or subjects who have acquired information about violations occurred in the context of their own work environment.

"Work environment" means, as stipulated in Article 2 of Legislative Decree No. 24 of 10.03.2023, present or past work or professional activities carried out within the framework of the relationships referred to in Article 3 of Legislative Decree No. 24 of 10.03.2023, paragraphs 3 or 4, through which, regardless of the nature of such activities, a person acquires information about violations and within the scope of which he or she could risk retaliation in the event of public reporting or disclosure, or reporting to the judicial or accounting authorities.

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.

4. Reports

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.



4. Reports

Reporting recipients and channels



Vittoria has identified the Supervisory Body 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);
- Through the dedicated digital platform "WHISTLEBLOWING", accessible at the following link: <https://vittoria.integrityline.com>;

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

Regarding the digital platform "WHISTLEBLOWING": it is in the cloud and is active 7 days a week, h 24, accessible via the web from www.vittoria.com from any device, with which it is possible to: allow access not only to employees and direct collaborators, but also to anyone in business relations with the Company (customers, suppliers, business partners), as well as third parties; upload attachments, video and audio files.

Reports through the platform can be made not only in Italian but also in English.

Regardless of the channel chosen, the report will be handled promptly, confidentially and professionally.

Regardless of the channel chosen, the report will be handled promptly, confidentially and professionally.

For greater efficiency in the handling procedure, it is strongly recommended to submit reports through the digital platform "WHISTLEBLOWING." Reporting can also be done orally by requesting special meeting with the Whistleblowing Officer. Regarding the necessary conditions for making external reports, GFM refers to the dictate of Legislative Decree 24/2023 Art. 6.

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.

5. Reporting process

1. Report receipt and preliminary verification



As indicated in the previous paragraph, it is strongly recommended that reports be submitted through the digital platform "WHISTLEBLOWING" so that Vittoria's Whistleblowing Officer can notify to the reporting person the receipt of the external report within 7 days from the receipt date, even if the report is submitted anonymously, unless explicitly requested otherwise by the reporting person or unless ANAC considers that the notice would undermine the protection of the confidentiality of the reporting person's identity.

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 party will inform the reporting person (if traceable), of the decision made, as a result of the preliminary verification, and will maintain interlocations with the reporting person and, if necessary, will request integrations from the latter.

Vittoria's Whistleblowing Officer will give feedback to the reporting person within 3 months or, if there are justified and substantiated reasons, 6 months from the notification date of receipt of the external report or, in the absence of such notification, from the expiration of 7 days from receipt.

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.

5. Reporting process

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. At the following link: <https://vittoria.integrityline.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.

5. Reporting process

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, or one of its members, 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 directly concerns Vittoria Whistleblowing Supervisor, or its structure, the latter forwards it 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.

6. Disciplinary measures

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.

6. Disciplinary measures



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.

7. Protection of confidentiality and personal data



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.



8. Reporting

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.



9. Information flows to the Supervisory Body

The Whistleblowing Supervisor at Vittoria promptly relates to the Board of Directors' Chairman concerning any report that, even if only potentially, may relate to crimes referred to Legislative Decree 231/2001 or violations of the Organizational, Managerial and Control Model or the Code of Ethics adopted by the Company.



Protocollo di Segnalazione

Gruppo Vittoria

Versione n. 03 del 14/12/2023

Da approvare 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.

Destinatari e/o Segnalanti della presente Procedura sono:

- i lavoratori subordinati, ivi compresi i lavoratori il cui rapporto di lavoro è disciplinato dal decreto legislativo 15 giugno 2015, n. 81, o dall'articolo 54-bis del decreto-legge 24 aprile 2017, n. 50, convertito, con modificazioni, dalla legge 21 giugno 2017, n. 96;
- i lavoratori autonomi, ivi compresi quelli indicati al capo I della legge 22 maggio 2017, n. 81, nonché i titolari di un rapporto di collaborazione di cui all'articolo 409 del codice di procedura civile e all'articolo 2 del decreto legislativo n. 81 del 2015, che svolgono la propria attività lavorativa presso la Società;
- i lavoratori o i collaboratori, che svolgono la propria attività lavorativa presso soggetti del settore pubblico o del settore privato che forniscono beni o servizi o che realizzano opere in favore di terzi;
- i liberi professionisti e i consulenti che prestano la propria attività presso la Società;
- i volontari e i tirocinanti, retribuiti e non retribuiti, che prestano la propria attività presso la Società;
- gli azionisti e le persone con funzioni di amministrazione, direzione, controllo, vigilanza o rappresentanza (quali membri degli organi societari come il Consiglio di Amministrazione, Collegio Sindacale, Società di Revisione o Revisore legale, Organismo di Vigilanza).

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);
- D.Lgs n. 24 del 10 marzo 2023;
- 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 Nazionali o dell'Unione Europea così come previste dagli artt. 1 e 2 del D.Lgs. n. 24 del 10.03.2023, 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 o persone che abbiamo acquisito informazioni sulle violazioni acquisite nell'ambito del proprio contesto lavorativo.

Per «contesto lavorativo» si intendono, come previsto dall'art. 2 del D.Lgs n. 24 del 10.03.2023, le attività lavorative o professionali, presenti o passate, svolte nell'ambito dei rapporti di cui all'articolo 3 del D.Lgs n. 24 del 10.03.2023, commi 3 o 4, attraverso le quali, indipendentemente dalla natura di tali attività, una persona acquisisce informazioni sulle violazioni e nel cui ambito potrebbe rischiare di subire ritorsioni in caso di segnalazione o di divulgazione pubblica o di denuncia all'autorità giudiziaria o contabile.

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 l'Organismo di Vigilanza 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);
- attraverso la piattaforma digitale "WHISTLEBLOWING" accessibile al seguente link: <https://vittoria.integrityline.com>;

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

Relativamente alla piattaforma digitale "WHISTLEBLOWING": essa è in cloud ed è attiva 7 giorni su 7, h 24, accessibile via web dal sito www.vittoria.com da qualsiasi device, con cui è possibile:

- consentire l'accesso non solo ai dipendenti e diretti collaboratori, ma anche a chiunque si trovi in relazioni di affari con la Società (clienti, fornitori, business partner), nonché a terze parti;
- caricare allegati, file video e audio.

Le segnalazioni tramite piattaforma possono essere effettuate, oltre che in italiano, anche in inglese.

A prescindere dal canale scelto, la segnalazione sarà trattata con sollecitudine, in modo riservato e professionale. Per una maggiore efficienza nella procedura di gestione, è fortemente raccomandato di presentare le segnalazioni attraverso la piattaforma digitale «WHISTLEBLOWING»

La comunicazione può avvenire anche in forma orale richiedendo apposito incontro con il Responsabile del Whistleblowing.

Relativamente alle condizioni necessarie per effettuare le segnalazioni esterne, GFM rimanda al dettato del D.Lgs 24/2023 art. 6.

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



Come indicato nel paragrafo precedente, è fortemente raccomandato di presentare le segnalazioni attraverso la piattaforma digitale “WHISTLEBLOWING” in modo che il responsabile del Whistleblowing di Vittoria possa dare avviso alla persona segnalante del ricevimento della segnalazione esterna entro 7 giorni dalla data del suo ricevimento, , anche se la segnalazione si presenta in forma anonima, salvo esplicita richiesta contraria della persona segnalante ovvero salvo il caso in cui l'ANAC ritenga che l'avviso pregiudicherebbe la protezione della riservatezza dell'identità della persona segnalante.

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 e manterrà interlocuzioni con la persona segnalante e, in caso di necessità, richiederà a quest'ultima integrazioni.

Il responsabile del Whistleblowing di Vittoria darà riscontro alla persona segnalante entro 3 mesi o, se ricorrono giustificate e motivate ragioni, 6 mesi dalla data di avviso di ricevimento della segnalazione esterna o, in mancanza di detto avviso, dalla scadenza dei 7 giorni dal ricevimento.

La fase di istruttoria 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;
- 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. al seguente link: <https://vittoria.integrityline.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.

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 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 o un membro dello stesso 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 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 relaziona tempestivamente il Presidente del Consiglio di Amministrazione in merito a 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.



Anti-Corruption Policy

Vittoria Group

January 2023

 **vittoria**[®]
The Ride Ahead



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.



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.



Environmental Policy - Vittoria Group

January 2023

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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.



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.



Responsible Purchasing and 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.



Supplier Code of Conduct Vittoria Group

January 2023

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.

Suppliers screening against human rights and environmental standards



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: _____



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.



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.