



Code of Ethics
ZUNT ETH-COD Rev.2

<p>ZUNT ITALIANA Issued by RD – Operations Manager Ignazio Scattolon 08/01/2020</p> 	<p>ZUNT ITALIANA Checked DIR – Managing Director Graziella Scotti 08/01/2020</p> 	<p>ZUNT ITALIANA Approved PRE - President Giulio Caldara 08/01/2020</p> 
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INTRODUCTION

Zunt is family owned company internationally oriented which aims at playing in the marketplace and in the economic development and welfare of the individuals who work or collaborate with **Zunt** and of the communities where it is present.

For this reason, **Zunt** wishes to clearly define the values that **Zunt** accepts, acknowledges and shares as well as the responsibilities it assumes, contributing to a better future for everybody.

For this reason, the new **Zunt** Code of Ethics ("Code" or "Code of Ethics") has been devised. Compliance with the Code by **Zunt's** directors, statutory auditors, management and employees as well as by all those who operate in Italy and abroad for achieving **Zunt's** objectives ("**Zunt's** People"), each within their own functions and responsibilities, is of paramount importance – also pursuant to legal and contractual provisions governing the relationship with **Zunt** – for **Zunt's** efficiency, reliability and reputation, which are all crucial factors for its success and for improving the social situation in which **Zunt** operates.

Zunt undertakes to promote awareness of the Code among **Zunt's** People and their constructive contribution to its principles **Zunt** undertakes to take into account any suggestions and observations by all **Zunt** workers, with the aim of confirming or supplementing the Code.

Zunt carefully checks for compliance with the Code by providing suitable information, prevention and control tools and ensuring transparency in all transactions and behaviors by taking corrective measures if and as required. The Operations Manager (RD) performs the functions of guarantor of the Code of Ethics ("Guarantor").

The Code is brought to the attention of every person or body having business relations with **Zunt**.



I. General principles: sustainability and corporate responsibility

Compliance with the law, regulations, statutory provisions, self-regulatory codes, ethical integrity and fairness, is a constant commitment and duty of all **Zunt's** People, and characterizes the conduct of its entire organization.

Zunt's business and corporate activities have to be carried out in a transparent, honest and fair way, in good faith, and in full compliance with competition protection rules.

Zunt undertakes to maintain and strengthen a governance system in line with international best practice standards, able to deal with the situations in which **Zunt** operates, and with the challenges to face for sustainable development.

In conducting activities with its partners, **Zunt** stands up for the protection and promotion of human rights, inalienable and fundamental prerogatives of human beings and basis for the establishment of societies founded on principles of equality, solidarity, repudiation of war, and for the protection of civil and political rights, of social, economic and cultural rights and the so-called third generation rights (self-determination right, right to peace, right to development and protection of the environment).

Any form of discrimination, corruption, forced or child labor is rejected. Particular attention is paid to the acknowledgement and safeguarding of the dignity, freedom and equality of human beings, to protection of labor and of the freedom of trade union association, of health, safety, the environment and biodiversity, as well as the set of values and principles concerning transparency, energy efficiency and sustainable development, in accordance with International Institutions and Conventions.

In this respect **Zunt** operates within the reference framework of the United Nations Universal Declaration of Human Rights, and the Fundamental Conventions of the ILO – International Labor Organization.

All **Zunt's** People, without any distinction or exception whatsoever, respect the principles and contents of the Code in their actions and behaviors while performing their functions and according to their responsibilities, because compliance with the Code is fundamental for the quality of their working and professional performance. Relationships among **Zunt's** People, at all levels, must be characterized by honesty, fairness, cooperation, loyalty and mutual respect.

The belief that one is acting in favor or to the advantage of **Zunt** can never, in any way, justify, not even in part, any behaviors that conflict with the principles and contents of the Code.

II. Behaviour rules and relations

1. Ethics, transparency, fairness, professionalism

In conducting its business, **Zunt** is inspired by and complies with the principles of loyalty, fairness, transparency, efficiency and an open market, regardless of the importance level of the ongoing transaction.

Any action, transaction and negotiation performed and, generally, the conduct of **Zunt's** People in the performance of their duties is inspired by the highest principles of fairness, completeness and transparency of information and legitimacy, both in form and substance, as well as clarity and truthfulness of all accounting documents, in compliance with the applicable laws in force and internal regulations.

All **Zunt's** activities have to be performed with the utmost care and professional skill, with the duty to provide skills and expertise adequate to the tasks assigned, and to act in a way capable to protect **Zunt's** image and reputation. Subject to compliance with applicable laws and obligations arising under the principles contained in the Code of Conduct, the corporate objectives, as well as the proposal and implementation of projects, investments and actions, have to be aimed at improving the company's assets, management, technological and information level in the long term, and at creating value and welfare for all Zunt People and Society.

Bribes, illegitimate favors, collusion, requests for personal benefits for oneself or others, either directly or through third parties, are prohibited without any exception.

It is prohibited to pay or offer, directly or indirectly, money and material benefits and other advantages of any kind to third parties, whether representatives of governments, public officers and public servants or private employees, in order to influence or remunerate the actions of their office.

Commercial courtesy, such as small gifts or forms of hospitality, is only allowed when its value is small and it does not compromise the integrity and reputation of either party, and cannot be construed by an impartial observer as aimed at obtaining undue advantages. In any case, these expenses must always be authorized by the designated managers as per existing internal rules, and be accompanied by appropriate documentation.

It is forbidden to accept money from individuals or companies that have or intend to have business relations with **Zunt**. Anyone who receives proposals of gifts or special or hospitality treatment that cannot be considered as commercial courtesy of small value, or requests therefore by third parties, shall reject them and immediately inform their superior, or the body they belong to, as well as the Guarantor.

Zunt shall properly inform all third parties about the commitments and obligations provided for in the Code, require third parties to respect the principles of the Code relevant to their activities and take proper internal actions and, if the matter is within its own competence, external actions in the event that any third party should fail to comply with the Code.

2. Relations with the Market

2.1. Efficiency, transparency

The internal structure of **Zunt** and the relations with the parties directly and indirectly taking part in its activities are organized according to rules able to ensure management reliability as well as transparency of management decisions.

Zunt defines, implements and progressively adjusts a coordinated and homogeneous set of behavior rules concerning both its internal organizational structure and relations with third parties based on the awareness that the company's capacity to impose efficient and effective functioning rules upon itself is a fundamental tool for strengthening its reputation in terms of reliability and transparency as well as trust.

2.2. Company information

Zunt ensures the correct management of company information, by means of suitable procedures for in-house management and communication to the outside.

2.3. Information means

Zunt undertakes to provide outside parties with true, prompt, transparent and accurate information.

3. Relations with institutions, associations, local communities

Zunt encourages dialogue with Institutions and with organized associations of civil where it operates.

3.1 Authorities and Public Institutions

Zunt, through its People, actively and fully cooperates with Authorities.

Zunt's People, as well as external collaborators whose actions may somehow be referred to Zunt, must have behaviors towards the Public Administration characterized by fairness, transparency and traceability. These relations have to be exclusively dealt with by the departments and individuals specifically appointed to do so, in compliance with approved plans and procedures.

It is forbidden to make, induce or encourage false statements to Authorities.

3.2 Political organizations and trade unions

Zunt does not make any direct or indirect contributions in whatever form to political parties, movements, committees, political organizations and trade unions, nor to their representatives and candidates.

3.3 Development of local Communities

Zunt is committed, in the conduct of its activities, to contributing actively to the promotion of quality of life and the socio-economic development of the community in which it operates, as well as to the development of human resources and skills.

Zunt's activities are carried out with an awareness of the social responsibility that Zunt bears within the community in which it operates, and it regards the capacity for dialogue and interaction with civil society as an important feature to be safeguarded and encouraged.

Zunt respects the social, cultural and economic rights of the community in which it operates and is committed to contributing to and encouraging the right to physical and mental health, adequate nutrition and education, refraining from actions that may interfere with or impede the exercise of these rights.

3.4 Promotion of "nonprofit" activities

The philanthropic activity of Zunt is in line with its vision and attention to sustainable development.

Zunt therefore undertakes to foster and support, as well as to promote among its People, its "non profit " activities which demonstrate the company's commitment to help meet the needs of those communities where it operates.



4. Relations with customers and suppliers

4.1 Customers and consumers

Zunt pursues its business success on markets by offering quality products and services under competitive conditions while respecting the rules protecting fair competition.

Zunt acknowledges that the esteem of those requesting products or services is of primary importance for success in business. Business policies are aimed at ensuring the quality of goods and services, safety and compliance with the precautionary principle. Therefore, Zunt's People shall:

- comply with in-house procedures concerning the management of relations with customers and consumers;
- supply, with efficiency and courtesy, within the limits set by the contractual conditions, high-quality products meeting the reasonable expectations and needs of customers and consumers;
- supply accurate and exhaustive information on products and services and be truthful in advertisements or other kind of communication, so that customers and consumers can make informed decisions.

4.2 Suppliers and external collaborators

Zunt undertakes to look for suppliers and external collaborators with suitable professionalism and committed to sharing the principles and contents of the Code and promotes the establishment of long-lasting relations for the progressive improvement of performances while protecting and promoting the principles and contents of the Code.

In relationships regarding tenders, procurement and, generally, the supply of goods and/or services and of external collaborations (including consultants, agents, etc.), Zunt's People shall:

- follow internal procedures concerning selection and relations with suppliers and external collaborators, adopting appropriate and objective selection methods, based on established, transparent criteria;
- secure the cooperation of suppliers and external collaborators in guaranteeing the continuous satisfaction of customers, to an extent adequate to that legitimately expected by them, in terms of quality, costs and delivery times;
- state in contracts the Code acknowledgement and the obligation to comply with the principles contained therein;
- comply with, and demand compliance with, the conditions contained in



contracts;

- maintain a frank and open dialogue with suppliers and external collaborators in line with good commercial practice; promptly inform superiors, and the Guarantor, about any possible violations of the Code;
- inform the relevant **Zunt** Corporate structure about any serious problems that may arise with a particular supplier or external collaborator, in order to evaluate possible consequences for **Zunt**.

The remuneration to be paid shall be exclusively proportionate to the services to be rendered and described in the contract and payments shall not be allowed to any party different from the contract party nor in a third Country different from the one of the parties or where the contract has to be performed.

5. The management, employees and collaborators of Zunt

5.1. Development and protection of Human Resources

People are basic components in the company's life. The dedication and professionalism of management and employees represent fundamental values and conditions for achieving **Zunt's** objectives.

Zunt is committed to developing the abilities and skills of management and employees so that their energy and creativity can have full expression for the fulfilment of their potential in their working performance, such as to protect working conditions as regards both mental and physical health and dignity. Undue pressure or discomfort is not allowed, while appropriate working conditions promoting development of personality and professionalism are fostered.

Zunt undertakes to offer, in full compliance with applicable legal and contractual provisions, equal opportunities to all its employees, making sure that each of them receives a fair statutory and wage treatment exclusively based on merit and expertise, without discrimination of any kind. Competent departments shall:

- adopt in any situation criteria of merit and ability (and anyhow strictly professional) in all decisions concerning human resources;
- select, hire, train, compensate and manage human resources without discrimination of any kind;
- create a working environment where personal characteristics or beliefs do not give rise to discrimination and which allows the serenity of all **Zunt's** People.

Zunt wishes that **Zunt's** People, at every level, cooperate in maintaining a climate of common respect for a person's dignity, honor and reputation. **Zunt** shall do its best to prevent attitudes that can be considered as offensive, discriminatory or abusive. In this regard, any behaviours outside the working place which are particularly

offensive to public sensitivity are also deemed relevant.

In any case, any behaviors constituting physical or moral violence are forbidden without any exception.

5.2. Harassment or mobbing in the workplace

Zunt supports any initiatives aimed at implementing working methods for the achievement of a better organization.

Zunt demands that there shall be no harassment or mobbing behaviors in personal working relationships either inside or outside the company. Such behaviors are all forbidden, without exceptions. Such harassment is for instance:

- the creation of an intimidating, hostile, isolating or in any case discriminatory environment for individual employees or groups of employees;
- unjustified interference in the work performed by others;
- the placing of obstacles in the way of the work prospects and expectations of others merely for reasons of personal competitiveness or because of other employees.

Any form of violence or harassment, either sexual harassment or harassment based on personal and cultural diversity, is forbidden. Such harassment is for instance:

- subordinating decisions on someone's working life to the acceptance of sexual attentions, or personal and cultural diversity;
- encouraging employees to sexual favors through the influence of a role;
- proposing private interpersonal relations, despite express or reasonably obvious non-acceptance;
- alluding to disabilities and physical or psychic impairment, or to forms of cultural, religious or sexual diversity.

5.3. Abuse of alcohol or drugs and no smoking

All **Zunt's** People shall personally contribute to promoting and maintaining a climate of common respect in the workplace; particular attention is paid to respect of the feelings of others.

Zunt will therefore consider individuals who work under the effect of alcohol or drugs, or substances with similar effect, during the performance of their work activities and in the workplace, as being aware of the risk they cause. Chronic addiction to such substances, when it affects work performance, shall be considered similar to the above mentioned events in terms of contractual consequences; **Zunt** is committed to promote social action in this field as provided for by employment contracts.



It is forbidden to:

- hold, consume, offer or give for whatever reason, drugs or substances with similar effect, at work and in the workplace;
- smoke in the workplace. **Zunt** supports voluntary initiatives addressed to People to help them quit smoking and, in identifying possible smoking areas, shall take into particular consideration the condition of those suffering physical discomfort from exposure to smoke in the workplace shared with smokers and requesting to be protected from "passive smoking" in their place of work.

III. Tools for implementing the Code of Ethics

1. Internal Control and Risk Management System

Zunt is committed to promoting and maintaining an adequate internal control and risk management system, by adopting and implementing all the instruments to direct, manage and monitor business activities with the aim of ensuring compliance with laws and company procedures, protecting corporate assets, efficiently and effectively managing activities and providing accurate and complete accounting and financial data, and ensuring a proper process of identification, measurement, management and monitoring of key business risks.

The responsibility for implementing an effective system of internal control and risk management is shared at every level of **Zunt's** organizational structure; therefore, all **Zunt's** People, according to their functions and responsibilities, shall define and actively participate in the correct functioning of the system of internal control and risk management.

Zunt promotes the dissemination, at every level of its organization, of policies and procedures characterized by awareness of the existence of controls and by an informed and voluntary control oriented mentality; consequently, **Zunt's** management in the first place and all **Zunt's** People in any case shall contribute to and participate in **Zunt's** system of internal control and risk management and, with a positive attitude, involve its collaborators in this respect.

Each employee shall be held responsible for the corporate tangible and intangible assets relevant to his/her job. No employee can make, or let others make, improper use of assets and equipment belonging to **Zunt**.

Any practices and attitudes linked to the perpetration or to the participation in the perpetration of frauds are forbidden without any exception.

Zunt Guarantor, Control and watch structures, **Zunt** Internal Audit department shall have full access to all data, documents and information necessary to perform their own relevant activities.

2 Conflicts of interest

Zunt acknowledges and respects the right of its People to take part in investments, business and other kinds of activities other than the activity performed in the interest of **Zunt**, provided that such activities are permitted by law and are compatible with the obligations assumed towards **Zunt**. **Zunt** adopts internal regulatory instruments that ensure transparency and fairness, substantive and procedural, of the transactions involving interests of Directors and Auditors and transactions with related parties.

Zunt's management and employees shall avoid and report any conflicts of interest between personal and family economic activities and their tasks within the company. In particular, everyone shall point out any specific situations and activities of economic or financial interest (owner or member) to them or, as far as they know, of economic or financial interest to relatives of theirs or relatives by marriage within the 2nd degree of kinship, or to persons actually living with them, also involving suppliers, customers, competitors, third parties, or the relevant controlling companies or subsidiaries, and shall point whether they perform corporate administration or control or management functions therein.

Moreover, conflicts of interest are determined by the following situations:

- using one's position in the company or the information or business opportunities acquired during one's work, to undue personal advantage or to that of third parties;
- carrying out of work activities by employees and/or their family members at suppliers, subcontractors, competitors.

In any case, **Zunt's** management and employees shall avoid any situation and activity where a conflict with the Company's interests may arise, or which can interfere with their ability to make impartial decisions in the best interests of Zunt and in full accordance with the principles and contents of the Code, or in general with their ability to fully comply with their functions and responsibilities. Any situation that may constitute or give rise to a conflict of interest shall be immediately reported to one's superior within management, or to the body one belongs to, and to the Guarantor. Furthermore, the party concerned shall abstain from taking part in the operational/decision-making process, and the relevant superior within management, or the relevant body, shall:



- identify the operational solutions suitable for ensuring, in the specific case, transparency and fairness of behaviors in the performance of activities;
- transmit to the parties concerned - and for information to one's superior, as well as to the Guarantor - the necessary written instructions;
- file the received and transmitted documentation.

3 Transparency of accounting records

Accounting transparency is grounded on the use of true, accurate and complete information which form the basis for the entries in the books of accounts. Each member of company bodies, of management or employee shall cooperate, within their own field of competence, in order to have operational events properly and timely registered in the books of accounts.

It is forbidden to behave in a way that may adversely affect transparency and traceability of the information within financial statements.

For each transaction, the proper supporting evidence has to be maintained in order to allow:

- i. easy and punctual accounting entries;
- ii. identification of different levels of responsibility, as well as of task distribution and segregation;
- iii. accurate representation of the transaction so as to avoid the probability of any material or interpretative error.

Each record shall reflect exactly what is shown by the supporting evidence. All Zunt's People shall cause that the documentation can be easily traced and filed according to logical criteria.

Zunt's People who become aware of any omissions, forgery, negligence in accounting or in the documents on which accounting is based, shall bring the facts to the attention of their superior, or to the body they belong to, and to the Guarantor.

4 Health, safety, environment and public safety protection

Zunt's activities shall be carried out in compliance with applicable worker health and safety, environmental and public safety protection agreements, international standards and laws, regulations, administrative practices and national policies of the Countries where it operates.



Zunt actively contributes as appropriate to the promotion of scientific and technological development aimed at protecting the environment and natural resources. The operative management of such activities shall be carried out according to advanced criteria for the protection of the environment and energy efficiency, with the aim of creating better working conditions and protecting the health and safety of employees as well as the environment.

Zunt's People shall, within their areas of responsibility, actively participate in the process of risk prevention as well as environmental, public safety and health protection for themselves, their colleagues and third parties.

5 Research, innovation and intellectual property protection

Zunt promotes research and innovation activities by management and employees, within their functions and responsibilities. Any intellectual assets generated by such activities are an important and fundamental heritage of **Zunt**.

Research and innovation focus in particular on the promotion of products, instruments, processes and behaviors supporting energy efficiency, reduction of environmental impact, attention to health and safety of employees, of customers and of the local communities where **Zunt** operates, and in general sustainability of business activities.

Zunt's People shall actively contribute, within their functions and responsibilities, to managing intellectual property in order to allow its development, protection and enhancement.

6. Confidentiality

6.1. Protection of business secret

Zunt's activities constantly require the acquisition, storing, processing, communication and dissemination of information, documents and other data regarding negotiations, administrative proceedings, financial transactions, and know-how (contracts, deeds, reports, notes, studies, drawings, pictures, software, etc.) that may not be disclosed to the outside pursuant to contractual agreements, or whose inopportune or untimely disclosure may be detrimental to corporate interest.

Without prejudice to the transparency of the activities carried out and to the information obligations imposed by the provisions in force, **Zunt's** People shall ensure the confidentiality required by the circumstances for each piece of news they have got to know of because of their working function.



Any information, knowledge and data acquired or processed during one's work or because of one's tasks at **Zunt**, belong to Zunt and may not be used, communicated or disclosed without specific authorization of one's superior within management in compliance with specific procedures.

6.2 Protection of privacy

Zunt is committed to protecting information concerning its People and third parties, whether generated or obtained inside Zunt or in the conduct of **Zunt's** business, and to avoiding improper use of any such information. Refer to Privacy Informative Statements for further details.

6.3 Obligation to know the Code and to report any possible violation thereof

The Code is made available to **Zunt's** People in compliance with applicable standards, and is also available on the internet of **Zunt**.

Each of **Zunt's** People is expected to know the principles and contents of the Code as well as the reference procedures governing own functions and responsibilities.

Each of **Zunt's** People shall:

- refrain from all conduct contrary to such principles, contents and procedures;
- carefully select, as long as within their field of competence, their collaborators, and have them fully comply with the Code;
- immediately report to their superiors or to the Guarantor, any remarks of theirs or information concerning a possible violation or any request to violate the Code
- cooperate with the Guarantor in ascertaining any violations;
- adopt prompt corrective measures whenever necessary, and in any case prevent any type of retaliation.

Zunt's People are not allowed to conduct personal investigations, nor to exchange information, except to their superiors, or to the body that they belong to, and to the Guarantor. If, after notifying a supposed violation, any of **Zunt's** People feels that he or she has been subject to retaliation, then he or she may directly apply

to the Guarantor.

6.4 Reference structures and supervision

Zunt is committed to ensuring, even through the Guarantor's appointment:

- the widest dissemination of the principles and contents of the Code among **Zunt's** People and the other involved parties, providing any possible instruments for understanding and clarifying the interpretation and the implementation of the Code, as well as for updating the Code as required to meet evolving civil sensibility and relevant laws;
- the execution of checks on any notice of violation of the Code principles and contents or of reference procedures; an objective evaluation of the facts and, if necessary, the adoption of appropriate sanctions
- that no one may suffer any retaliation whatsoever for having provided information regarding possible violations of the Code .

7.1. Guarantor of the Code of Ethics

Zunt srl assigns the functions of Guarantor to the Operations Manager established pursuant to the above-mentioned Model.

The Guarantor is entrusted with the task of:

- promoting and facilitating the implementation of the Code of Ethics;
- reporting and proposing to the President of the company the useful initiatives for a greater dissemination and knowledge of the Code, also in order to prevent any recurrences of violations;
- promoting awareness of the Code of Ethics also through communication programs and specific training of *management* and employees of **Zunt**;
- investigating reports of any violation of the Code by initiating proper inquiry procedures; taking action at the request of **Zunt's** People in the event of receiving reports that violations of the Code have not been properly dealt with or in the event of being informed of any retaliation against **Zunt's** people for having reported violations;
- notifying relevant structures of the results of investigations relevant to the adoption of possible penalties; informing the relevant line/area structures about the results of investigations relevant to the adoption of the necessary measures.

Moreover, the Guarantor of **Zunt** srl submits annual report on the implementation and possible need for updating the Code.



7.2 Code review

The Code review is approved by the President of **Zunt**.

7.3 Contractual value of the Code

Respect of the Code's rules is an essential part of the contractual obligations of all **Zunt's** People pursuant to and in accordance with applicable law.

Any violation of the Code's principles and contents may be considered as a violation of primary obligations under labor relations or of the rules of discipline and can entail the consequences provided for by law, including termination of the work contract and compensation for damages arising out of any violation.