



cameo Italia

**cameo s.p.a.**

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## **CODE OF ETHICAL CONDUCT**

Approved by the Board of Directors  
of **cameo** s.p.a. - 18.6.2013 -

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## Glossary

## 1. The recipients of the Code of Ethical Behaviour

Recipients of the Code of Ethical Behaviour are:

- a. Board of Directors;
- b. General Managers, Executives;
- c. Collaborators;
- d. Consultants and Service providers;
- e. Suppliers and all other stakeholders.

The recipients of the code are obliged to respect the principles contained therein and to require compliance by all stakeholders of cameo s.p.a. that, therefore, undertakes to establish and implement the organizational measures to ensure respect for the ethical values embodied in the Code, even by unsolicited others, who are in contact with the company.

## 2. Definition and function of the Code of Ethical Conduct

The cameo s.p.a. Code of Ethical Conduct is the “Constitution” of the company, a charter of rights and duties that defines the ethical and social responsibilities of each participant in the company.

It is an effective tool for preventing inappropriate behaviour with respect to company policies and directives of the Board of directors in the continuous exercising of corporate functions on the part of Managers and Collaborators. This is because it introduces a clear and explicit definition of the social and ethical responsibilities of its Collaborators, of top management and of suppliers towards the different groups of stakeholders.

The recipients are therefore asked to respect the principles of the Code of Ethical Conduct and are expected to protect and preserve, through their behaviour, the respected image of cameo s.p.a. and the integrity of its economic and human capital.

The Code of Ethical Conduct also has the specific function of promoting and ensuring correctness and fairness in the management of transactions and human relations both inside and outside the company.

The Code of Ethical Conduct has been drafted to ensure that the ethical values, which inspire cameo s.p.a., which Management believes to be clearly defined, constitute the cornerstone of the corporate culture and the standard of conduct of all collaborators in the exercising of their activities.

The ethical principles that are set out in this Code of Ethical Conduct are important for the prevention of offenses under Legislative Decree 231/2001 and constitute an essential element of the internal control system for this prevention.

This Code of Ethical Conduct is central to the Model of Organization, Management and Control adopted by the Company in accordance with the provisions contained in Legislative Decree no. 231/01.

### **3. Values held by cameo s.p.a.**

As explained in the cameo s.p.a Corporate Policy, contained in the Manual, Quality of the Integrated System ISO 9001:2008 – 14001:2009 – OHSAS 18001:2007, “company heritage” is “made up of the company’s core values” as specified in the company mission.

cameo s.p.a. has introduced an integrated system that “understands the organizational structure, procedures, processes and resources necessary to ensure conformity of products and services, environmental protection, workplace safety and hygiene.”

“The main objective of the integrated system is to enable a smooth functioning of business processes in order to achieve continuous improvement in the satisfaction of the customer/consumer and, simultaneously, environmental performance and health and safety at work.”

### **4. General principles**

#### **4.1. Compliance with regulations**

All recipients of the Code of Ethical conduct are required to comply with the applicable laws and regulations of each country in which cameo s.p.a. works.

In particular

- i) any Employee shall observe the Laws and regulations pertinent to the respective area of business and, at the same time, any manager shall control that Employees under his supervision do comply with the relevant, applicable Laws;
- ii) it is strictly forbidden to induce third parties to commit crimes and illicit behaviours;
- iii) the managers are responsible for assuring that no Laws are infringed by means of behaviours which could be avoided through an adequate vigilance or supervision.

cameo s.p.a., therefore, must adequately inform their Collaborators in the case of doubts relating to the applicable laws and consequent behaviour.

The Code of Ethical Conduct does not replace, but rather, complements the existing legislation.

#### **4.2. Compliance with Group policy**

The Collaborators, General Managers, Executives and Members of the Board of Directors of cameo s.p.a. are also required to comply with the Oetker Group policy provided they are not in conflict with the laws and regulations.

The top management, therefore, undertakes to accept these policies and translate them into a language understood by all Collaborators of cameo s.p.a..

#### 4.3. Correctness

As part of the activities of cameo s.p.a., its Collaborators are required to comply with the law, the adopted Organizational and Management Model, the Code of Ethical Conduct and all regulations and internal circulars.

In no case, can the pursuit of the interests of cameo s.p.a. justify conduct that is dishonest or that does not respect the rules.

#### 4.4. Attending to the consumer

All activities carried out by cameo s.p.a. are aimed at providing the consumer with quality products.

cameo s.p.a. undertakes to maintain relationships with consumers, based on transparency, truthfulness and the accuracy of information provided.

cameo spa provides customers with the professionalism of its collaborators, who are committed to facilitating communications and timeliness in the resolution of any questions or problems that may arise.

#### 4.5. Protection and valorisation of human resources

cameo s.p.a. recognizes that its employees are a key determinant of success. For this reason the promotion of the professional growth of its resources within the company is considered a necessary and valued aspect of responsible business management.

cameo s.p.a. also considers, as primary, the values of merit, fairness and diligence in work activities.

cameo s.p.a. believes that respect for human rights and the valuing of human resources are essential principles for its suppliers, so they require that the goods procured are produced respecting the rights of workers and, in particular, without the use of child labour.

#### 4.6. Advertising and promotional communication

cameo s.p.a. advertises its products in compliance with laws and regulations.

In particular the company undertakes to not disseminate publicity that may, in any way, mislead the consumer.

In advertising their products, cameo s.p.a. undertakes to protect women and children, respecting them when promoting their image.

#### 4.7. Consistency and verifiability of operations

cameo s.p.a. is committed to properly recording all operations both financial and non. The underlying decision process, authorization and execution will be made verifiable.

The execution of each operation is characterized by respect for the principles of precise definition of roles and responsibilities, segregation of duties, guaranteed traceability of the activity and evidence of the controls.

#### 4.8. Conflict of interest

In conducting its activities, cameo s.p.a. and the recipients of the Code of Ethical Conduct avoid situations where the parties involved appear to be in conflict of interest.

In particular, conflicts of interest should be avoided between economic and family activities and the tasks performed within cameo s.p.a. by collaborators.

Conflict of interest may occur whenever private interest would conflict with the interest of cameo s.p.a. (such as in case of agreements to be entered into by and between the company and its related parties).

Whenever a Collaborator or a related party has an interest conflicting with the interests of cameo s.p.a., he/she will be deemed to immediately report the circumstance to his/her supervisor who will be free to delegate the relevant decision to others Employees.

The selection of suppliers is based on objective parameters only. In no case, private interests may interfere in the negotiating and signing of commercial contracts.

#### 4.9. Confidentiality

cameo s.p.a. ensures the confidentiality of the information in its possession and shall refrain from seeking confidential data, unless expressly authorized and in compliance with existing laws.

On the other hand, the cameo s.p.a. Collaborators are required to keep confidential any information they know and not to use it for purposes other than those related to its business.

Communication with the outside is entrusted solely to authorized Collaborators.

#### 4.10. Completeness and transparency of information

Collaborators shall be required to provide clear, complete, transparent and accurate information.

In particular, in drawing up contracts with suppliers and customers cameo s.p.a. commits itself to spelling out, in a clear and understandable way, how to behave in all foreseeable circumstances.

#### 4.11. Diligence in the execution of contracts

The contracts and work assignments are to be executed in good faith and diligence, in compliance with the agreement made by the Parties.

cameo s.p.a. also commits to not profiting from situations where it has a position superior to its counterpart, but rather to seek normal relations.

#### 4.12. Correctness in the renegotiation of contracts

During the management and renegotiation of the contractual relationships of cameo s.p.a. and those acting on behalf of the latter, care will be taken avoid profiting from any potentially advantageous position that presents, always taking into consideration the balance of contractual interests.

cameo s.p.a. agrees to renegotiate the contracts in accordance with the provisions of the internal procedures and the Group regulations policy in force.

#### 4.13. Competition

cameo s.p.a. respects the principles of fair competition and refrains from engaging in conduct, that even only potentially, leads to unfair competition.

All agreements and concerted practices which may have as their object or effect the prevention, restriction or distortion of competition are forbidden;

The clients shall be free to autonomously fix the resale prices (suggested prices are admitted within the limits provided for under antitrust law).

Abuse of dominant position is not admitted;

Mergers, joint ventures, acquisitions of business concern and any other concentration shall be served to the pertinent local and international antitrust authorities before being executed where such communication is forseen by Law.

### **5. The duties of the senior management**

The top management, aware of their responsibilities, shall be inspired by the basic values of cameo s.p.a. and actualize the principles contained in this Code of Ethical Conduct.

They engage in their work responsibilities, with respect for the values of honesty, loyalty, fairness and integrity, in the pursuit of corporate objectives. They promote, in their dealings with their Collaborators, the value of teamwork in setting and implementing of these objectives.

The top management put importance on compliance with the rules, respect for workers and health and safety in the work place and the environment.

The Board of Directors, in particular, is committed to responsibly managing the company in an economic and ethical manner.

The members of the Board of Directors and the General Managers are required to collaborate and share the strategic and operational objectives of cameo s.p.a., keeping the different roles of management, coordination, direction and control in equilibrium.

It is the responsibility of each person in top management, to identify conflicts of interest or incompatibility of functions, tasks and positions, both outside and within the company.

It is also the specific duty of the Director General and each Director and Statutory Auditor to assess and provide for such situations with care and rigor in order to ensure a transparent and profitable relationship of the company with relation to the persons involved in its activities, the institutions, and the clients.

It is the duty of Corporate Bodies to have a conduct characterized by:

- strong and active awareness in assuming their role;
- honesty, integrity and loyalty to the Company;
- responsibility to the Company.

To share goals, and actively and diligently participate in corporate action, defend and promote the company interests, to freely express criticism of proposals in order to ensure an effective and decisive personal contribution to the development of the company are concrete manifestations of the above statements of listed principles.

The assumption of different views and the levelling of criticism should not be detrimental to a responsible administration and should not undermine the image, credibility and positioning in the market that the company has.

In relations with the media, those in top positions at cameo s.p.a., in interviews, statements and any public intervention will act with good faith and honesty, taking care to not damage the image of the Company while they promote and watch over its interests.

They will observe any obligation of confidentiality, for information of which they are aware, relating to the Company or the individuals who work with it.

## **6. The rights and duties of employees**

cameo s.p.a., in accordance with general principles, is aware of the fundamental importance of human resources for the development of the company.

cameo s.p.a. safeguards its human capital, guaranteeing high quality working conditions and workplace health and safety levels.

cameo s.p.a. attaches the highest importance to support the professional development and growth potential of each human resource, which also increases its wealth of expertise.

## 6.1. Commitment of cameo s.p.a.

cameo s.p.a. is committed to:

- finding the resources within their organization to meet business needs before seeking outside;
- avoiding all discrimination in recruitment, hiring, training, promotion and compensation of employees;
- promoting the insertion of young people and women in the company, ensuring equal treatment for them;
- respecting the criteria of merit, skill and all the other criteria of an exclusively professional nature when making any decision relating to the employment relationship with its collaborators;
- ensuring working conditions designed to protect the physical and mental health of the workers, guaranteeing respect for their personality;
- prohibiting and punishing discrimination or sexual harassment in any form within the company
- providing workers with all the means necessary for the performance of their work;
- Investing in their professional growth.

## 6.2. Commitment of the Collaborators of cameo s.p.a.

Collaborators of cameo s.p.a. are required to:

- comply with the legal provisions on the duties of workers and collective agreements applied in the company;
- assume and maintain highly professional behaviour at cameo s.p.a.;
- protect the interests of the Company, being aware that those who become part of the company are protecting their own interests when protecting those of the company;
- make efficient use of resources made available by the Company for work purposes by limiting personal use to the satisfaction of real needs;
- use the means available, respecting intended use, being careful with operation and routinely attending to maintenance;
- take inspiration, for work activities, from the principles of transparency, fairness, honesty and professionalism, both inside and outside the company;
- assume with responsibility ones role and respect directives given by superiors;
- in serious cases of divergent opinions, provide a brief written and reasoned challenge to the directors: in the case of rejection of the complaint, follow the directive except in cases of manifest illegality and opposition to the provisions of this Code;
- maintain a relationship with colleagues based on the basic principles of civil coexistence, cooperation and collaboration in the pursuit of common business goals;
- report any violations of laws, this Code of Ethical Conduct and the Organizational, Management and Control Model, former Leg. 231/01 taking place within the company spaces, to the Supervisory Board;
- bring to the attention of those responsible or their superiors and to the Supervisory Body any irregularities in accounting.

### 6.3. Conduct in hierarchical relationship

In conducting the hierarchical relationship, the Process Owners and the persons entrusted with the management of Collaborators, must responsibly assume their management duties, strengthening the sense of belonging among the Company's Collaborators.

The behaviour of each Director shall comply with the Code of Ethical Conduct and is an example for their collaborators.

It's also the task of these individuals to ensure that Collaborators make the best of their role in the workplace and feel that they actively contribute to the growth of the company.

It is their responsibility to create a work environment that tries for transparency and parity in treatment, ensuring, to all they manage, equal opportunities for growth.

A highly motivating approach and the recognition and utilization of the skills of each Collaborator contribute to the creation of close-knit teams united in the pursuit of corporate policies.

Each manager pays due attention and, where possible and appropriate, follows the suggestions and/or requests of their collaborators.

The control system helps to improve the efficiency of company processes. It is therefore the common goal of all levels of organization to contribute to its effective operation, primarily through careful compliance with internal procedures, in order to allow for easier identification of responsibilities.

## 7. External relations

### 7.1 Relations with Public Officials.

For the purposes of this Code of Ethical Conduct, public officials are: public officials and public service providers or agencies, representatives, agents, exponents, members, employees, consultants, those charged with public functions or services of supervisory bodies or public authorities, public institutions or public bodies at national and international levels.

Business leaders, and collaborators in no event shall promise or pay money or promise or grant in kind or other benefits to public officials, even in their personal capacity, with the aim to promote or favour the interests of the company.

If a public officer should exert unlawful pressure to receive money or other property from Collaborators of cameo s.p.a., they should report it immediately to the Supervisory Board in the manner specified in the Organizational, Management and Control Model (MOG).

This also applies to the specific prohibition of carrying out any act of courtesy or hospitality or offering any gift, even of little value, which can be interpreted as seeking to

acquire benefits by illegal or improper means from a public official, unless expressly authorized in accordance with the procedures in force in cameo s.p.a..

In particular, relations with the Public Administration must be based on clarity, transparency and professionalism, with recognition of respective roles and organizational structures and the applicable regulations.

It is expressly forbidden to all staff of cameo s.p.a. to accept payments, gifts or favours. The Collaborator has an obligation to inform the Supervisory Board of the offers received to that effect.

All those working in cameo s.p.a. are required to comply with this rule, nor can the limitation be circumvented by resorting to other forms of aid, contributions, sponsorships, assignments, or consulting that have the same purpose.

The same principles are applicable to third parties that have relationships with Public Officials in the name of and on behalf of cameo s.p.a. in Italy or abroad.

## 7.2 Relations with Suppliers

cameo s.p.a. recognizes the important role Suppliers play in the development of the company.

Suppliers shall be selected on the basis of the followings criteria:

- a) price,
- b) quality,
- c) reliability,
- d) technological level,
- e) adequacy of products and/or services,
- f) the existence of a long term relationship during which no problems occurred,
- g) the possession of a certified quality system.

cameo s.p.a. ensures that its staff selects suppliers in compliance with internal procedures.

These procedures serve to ensure the establishment of stable and lasting relationships characterized by transparency and fairness.

The signing of supply agreements shall be not influenced by private interests.

Regarding relations with Suppliers, the cameo staff must:

- operate in accordance with local regulations;
- not discriminate between Suppliers or seek to exploit positions of power in relationships with them;
- adopt a transparent behaviour based on efficiency and courtesy;
- meet obligations, deadlines and commitments;

- not demand or accept gifts, goods or other benefits capable of economic assessment, with the exception of usual and appropriate occasional gifts, advertising gifts and invitations of small value from suppliers or other business partners with whom there is or can entertain transactions related to “fulfilment of its employment relationship with the Company.

cameo s.p.a. admits the grant, with the prior permission and provided that the suppliers or other business parties not prohibit the acceptance, of usual and appropriate occasional gifts, advertising gifts of small value and invitations to business parties, which do not aim at influencing business decisions and, however, of such nature as not to compromise the integrity and reputation of the parties and can not, in any case, interpreted by a third and impartial observer as aimed at obtaining advantages and favours improperly.

On the other hand, Suppliers of cameo s.p.a. are required to execute contracts with due diligence and take up the ethical principles and values that the company expresses by this Code of Ethical Conduct and Organizational, Management and Control Model adopted in accordance with the effects of Legislative Decree n. 231/01.

International suppliers will receive a “Suppliers Code of Conduct” (Annex 1) that contains all the principles that will be expected to observe in its relations with cameo s.p.a. and any other company of Oetker Group.

According to this “Suppliers Code of conduct”, besides, Suppliers should refrain from offering to the employees and associates of cameo s.p.a. travel, lunch and dinner or frequent gifts.

Demanding or accepting money or voucher – e.g. petrol vouchers or phone cards – is prohibited.

### 7.3 Relations with Customers

cameo s.p.a. manages its relationships with its customers according to the principles of transparency, loyalty and correctness.

cameo s.p.a., in order to prevent any behaviour that may be contrary to mandatory rules, prohibits the giving of any gift that is not previously authorized and that cannot be characterised as an occasional or advertising gift of modest value. In no case should these gifts be given with the intent of obtaining advantages or favours.

It is forbidden to offer sponsorships or other contributions on behalf of cameo s.p.a. that are not expressly agreed with adequate motivation and justification and that are not approved during the annual planning process.

At cameo s.p.a. it is forbidden to satisfy improper requests made by clients that go beyond the terms of the contract.

## 8. Information

### 8.1 Confidential information

For purposes of this Code, shall be deemed "confidential information" the knowledge of a project, a proposal, a negotiation, corporate development strategies, happenings, and even future events uncertainties, relevant to company business.

Financial data and final accounting of the company are considered "confidential" until they are released to the public, as a result of communications from the Top Administration of cameo s.p.a..

All data relating to the staff of cameo s.p.a. is also confidential and reserved as well as any information regarding trade or industrial secrets or business deals (such as information about mergers, acquisitions, investments, new products).

All Collaborators of cameo s.p.a. are held:

- to respect information acquired in the exercise of their functions even after the termination of the work relationship;
- to the consultation of only the documentation to which they are authorized to have access, making use that conforms to official duties and allowing access only to those who are entitled.

Collaborators shall in no case reveal to family and friends reserved inside information, even if the Collaborator cameo s.p.a. is not the one to potentially profit but rather one of the others.

Only institutional information may be subject to disclosure.

Even in intercompany relations the confidential information shall be disclosed only to those Employees that need it to fulfil their duties.

### 8.2. Privacy Policy

cameo s.p.a. guarantees the protection of the personal and sensitive data of each Collaborator, Customer and Consumer.

Collaborators of cameo s.p.a. are not required to provide information of a personal nature other than that required by the relevant regulations pursuant to limits and rules set forth therein.

The cameo s.p.a. employee, if asked to about preferences, personal tastes or, in general, about private life, is authorized to not answer and to report the fact to the Supervisory Board.

## 9. Protection of health and safety at work

cameo s.p.a. protects the Health and Safety of all its Collaborators as well as that of external contractors by its own Workplace.

cameo s.p.a. has established a System of Management Safety in the Workplace in accordance with the principles contained in the BS OHSAS 18001: 2007 and is committed to maintaining a process of continuous improvement.

The principles to which cameo s.p.a. is inspired, at all levels, to protect the Health and Safety at Work of its Collaborators are:

- take preventive measures aimed at avoiding risks;
- evaluate, in accordance with the laws and regulations, the risks that can not be avoided and to develop a Risk Assessment document that is as clear and complete as possible;
- combat the risks at their source;
- adapt the tasks to which a person is committed so as to reduce the harmful effects of monotonous repetitive work on that person's health, by means of shared choice of methods of work and production, and work equipment that takes into account the degree of technical progress;
- replace the dangerous with the non-dangerous or less dangerous;
- prevention planning, aiming for a coherent whole that integrates the same technology, work organization, working conditions, social relationships and the influence of environment factors;
- give priority to collective protective measures with respect to personal protection measures;
- give appropriate instructions to workers.

cameo s.p.a. undertakes to convey and implement the principles listed above in dealing with contractors, promoting and implementing cooperation and coordination between clients and contractors, aimed at appropriate and effective prevention of and protection from interference risks by workplaces under control of cameo s.p.a.

## 10. Environmental protection

cameo s.p.a. in the conducting of its business, is committed to protecting and conserving the environment.

To this end, the Company has an Environmental Management System certificate ISO 14001, which they are committed to maintaining current through a process of continuous improvement.

All the Collaborators, without exception, have the responsibility to protect the people and the environment of their working place. All the laws and the regulations concerning the environmental protection and the security of plants have to be scrupulously observed.

Every supervisor is obliged to instruct, control and help his staff to handle this liability.

The principles of environmental security, work health and safety shall be observed by handling raw or final materials potentially dangerous for the environment, for example during the delivery, the loading and unloading, the storage or chemical conversion.

Waste shall be disposed under law provisions and any construction or activity shall be previously authorized by competent authorities, if requested by law.

## 11. Mandatory provisions of the Code and sanctions

### 11.1. Employees of cameo s.p.a.

Respect for and observance of the rules of the Code of Ethical Conduct is an essential part of the contractual obligations of employees within the meaning and effect of Articles 2104 <sup>1)</sup> and 2106 <sup>2)</sup> of the Civil Code.

The collaboration contracts include the obligation to comply with this Code. The violation of the provisions of the Code of Ethical Conduct and the Control Protocols of the Organisation, Management and Control Model in D. Decree 231/2001 on the part of the Personnel of cameo spa constitutes failure of the primary obligations of employment or a disciplinary offense, in accordance with the procedures established by art. 7 <sup>3)</sup> of the Workers' Charter, with all legal consequences, even in relation to the preservation of employment, and may also be the cause for claims of compensation for damages.

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#### 1) Civil Code Article 2104 Diligence of the employee.

1 - The employee must use the diligence required by the nature of the services due, by the interests of the company and the higher interest of national production.

2-The employee must also comply with the provisions for the execution and discipline of the work given by the entrepreneur and the collaborators of this, from which it hierarchically depends.

#### 2) Civil Code Article 2106 Disciplinary sanctions.

Failure to comply with the provisions contained in the two previous articles can give rise to disciplinary action, according to the severity of non-compliance and in accordance with corporate standards.

#### 3) Article 7 L. May 20, 1970, No 300. Disciplinary sanctions.

1-The rules relating to disciplinary sanctions for infringements in relation to which each of them can be applied and to the procedure for contesting these should be brought to the attention of employees by posting in a place accessible to all. They must be applied in the field determined by agreements and contracts of employment where they exist.

2-The employer may not take any disciplinary action against employees if they have not previously been formally charged and had an opportunity to defend themselves.

3-The worker may be assisted by a representative of the trade union to which they belong or give mandate.

4-Subject to the provisions of the Law of 15 July 1966 No 604, there can be no disciplinary measures involving an end to the employment relationship, in addition to the fines may not be for an amount more than four hours of base pay and suspension from work without pay for more than ten days.

5-In any case, disciplinary measures more serious than a verbal reprimand cannot be applied earlier than five days after the written challenge that gave cause.

6-Unless there exist similar procedures under the collective bargaining agreements and subject to the right of appeal to the judicial authorities, the worker who has been imposed a disciplinary sanction may promote, in the succeeding twenty days, including through the trade association in which they have membership or to which have given mandate, the creation, by the provincial office of work and full employment, a board of conciliation and arbitration, composed of one representative of each party and a third member chosen by mutual agreement or, failing agreement, appointed by the director of the work office. The disciplinary sanction shall be suspended until the ruling by the board.

7-If the employer fails, within ten days of being invited by the employment office, to appoint its representative to the board referred to in the previous article, the disciplinary sanction has no effect. If the employer brings before the court, the disciplinary sanction shall be suspended until the verdict is reached.

8- No account may be taken of disciplinary sanctions two years after their application

## 11.2. Dealing with third parties.

Compliance with the Code of Ethical Conduct and the Control Protocols of the Organisation, Management and Control Model in D. Decree 231/2001 on the part of the supplier includes obligations to be diligent in the execution of existing contracts with cameo s.p.a.

Any violation of the Code of Ethical Conduct and the Protocols in the contracts may constitute, depending on the severity, just cause for revocation or cancellation of the same with all legal consequences, including compensation for damages.

## 12. Responsible bodies

The Supervisory Board of cameo s.p.a. is responsible for the preparation and implementation of appropriate internal communication plans and training for the dissemination and knowledge of the Code of Ethical Conduct.

Disclosure of the Code of Ethical Conduct should be adequately guaranteed in external relations entertained by cameo s.p.a., providing the necessary interpretive support of the provisions contained therein.

The Supervisory Board is also responsible for the implementation of the Code within cameo s.p.a. and with verifying the authenticity of violations reported by collaborators and the application of its penalty provisions.

### Glossary

Company	Set of people and goods that make up cameo s.p.a.
Collaborator	Any person who works for cameo s.p.a. (employees, administration, interns, undergraduates, etc.).
Process Owner (PO)	Person who has responsibility for the objectives assigned to the managed process, and the authority to make necessary changes.
Person in a top position	Person belonging to the Board of Directors, General Management or a Process Owner.
Corporate Bodies	The collective Shareholders, Board of Directors, Board of Auditors.
Supervisory Board	Body appointed to supervise functioning and the compliance with the organization, management and control model according to D. Decree 231/01 and its update.



## Dr. Oetker Verhaltenskodex für Lieferanten

### 1. Die Basis: Einhaltung der Gesetze und Konventionen

Dr. Oetker<sup>1</sup> respektiert das geltende Recht und erwartet das gleiche von seinen Mitarbeitern und Geschäftspartnern („Lieferanten“). Dies gilt unabhängig davon, ob es sich um inländische, ausländische oder überstaatliche Gesetze, Verordnungen, Konventionen oder sonstige Vorschriften (nachfolgend „Gesetze“) und ob es sich um Gesetze zu Gesundheit, Sicherheit, Umwelt, Wettbewerb, Zöllen oder dem individuellen oder kollektiven Arbeitsrecht etc. handelt. Nach den Gesetzen ist es auch strikt untersagt, Dritte zu ungesetzlichen Handlungen zu veranlassen oder an solchen Handlungen mitzuwirken.

### 2. Trennung von Privat- und Unternehmensinteressen

Die Mitarbeiter von Dr. Oetker sind verpflichtet, ihre Geschäftsentscheidungen im besten Interesse von Dr. Oetker und unbeeinflusst von persönlichen Interessen zu treffen. Lieferanten dürfen daher nicht auf die persönlichen Interessen eines Mitarbeiters von Dr. Oetker oder einer ihm nahestehenden Person einwirken und diese beeinflussen. Bei der Entscheidung über die Geschäftsbeziehung zählen für Dr. Oetker nur sachliche Kriterien: Lieferanten werden grundsätzlich nur nach sachgerechten, objektiven Kriterien wie insbesondere Preis, Qualität und das Vorhandensein eines Qualitätsmanagements, Zuverlässigkeit, technologischer Standard, Produkteignung sowie Bestehen einer lang andauernden und konfliktfreien Geschäftsbeziehung ausgewählt. Keinesfalls dürfen persönliche Beziehungen oder Interessen einen Vertragsabschluss beeinflussen. Bestehende und mögliche Interessenkonflikte hat der Lieferant schriftlich offenzulegen.

### 3. Keine Verstöße gegen Korruptionsgesetze

Aufgrund internationaler Konventionen zur Bekämpfung der Korruption von Amtsträgern, Mitarbeitern der öffentlichen Verwaltung und im geschäftlichen Verkehr gelten weltweit ähnlich strenge Regeln, so dass auch eine im Ausland begangene Korruption (Bestechung und Vorteilsannahme) nach inländischem Recht strafbar ist. Dies hat der Lieferant entsprechend zu beachten.

Daher hat der Lieferant auch zu beachten, dass die Mitarbeiter von Dr. Oetker im Zusammenhang mit ihrer geschäftlichen Tätigkeit von Lieferanten weder unberechtigte persönliche Vorteile verlangen noch annehmen dürfen, so dass der Lieferant diese auch nicht anbieten darf. Zulässig sind ausschließlich allgemein übliche geringwertige Werbegeschenke für die geschäftliche Verwendung. Einladungen (zu Geschäftsessen o.ä.), die einen geschäftlichen Anlass haben, sich in einem angemessenen Rahmen halten und nicht geeignet sind, Geschäftsentscheidungen in unredlicher Weise

## Dr. Oetker Supplier Code of Conduct

### 1. The basis: compliance with laws

Dr. Oetker<sup>2</sup> respects applicable law and expects its Staff Members and business partners (“Suppliers”) to do likewise. Such laws are considered applicable irrespective of whether these are domestic, foreign or supranational laws, conventions, rules or any other provisions (hereinafter referred to as “Laws”) and whether these are Laws concerning health, safety, environment, competition, customs duties or individual or collective labor and employment. In accordance with such Laws it is also strictly prohibited to cause third parties to perform illegal acts or to participate therein.

### 2. Separation of private and corporate interests

The Staff Members of Dr. Oetker are under a duty to act and make any business decisions in the best interests of Dr. Oetker and unaffected by personal interests. Therefore, Suppliers must not seek to influence the personal interests of any Staff Members of Dr. Oetker or of any person connected to him or her. In determining its business relationships Dr. Oetker will only take into consideration objective criteria. Suppliers are chosen in accordance with appropriate objective criteria, such as price, quality and existence of quality management, reliability, technological standards, product suitability and the existence of a long-standing and trouble-free business relationship. The conclusion of a contract must not be influenced by personal relationships or interests. The Supplier shall be required to disclose in writing any existing and potential conflict of interest.

### 3. No violations of anti-corruption laws

There are numerous international anti-bribery and corruption Laws, both applying to office-holders and employees in public administration and the private business sector. Laws exist which apply globally and are similarly stringent, so that acts of bribery, fraud or corruption (bribes and accepting an advantage) committed abroad are also punishable under domestic law. The Supplier shall comply with these Laws.

The Supplier must observe that in connection with their business activity, Staff Members of Dr. Oetker shall neither request nor accept from Suppliers any unjustified personal advantage, so Supplier must not offer any. Only usual and appropriate advertising gifts of small value for business use and invitations (e.g. meals) on business-related occasions, which are of reasonable value and which do not have the potential of influencing business decisions in a dishonest manner will be accepted in compliance with such anti-bribery and corruption Laws.

<sup>1</sup> Der Begriff „Dr. Oetker“ bezieht sich auf die Dr. August Oetker Nahrungsmittel KG bzw. ihre jeweilige Schwestergesellschaft des Geschäftsbereichs Nahrungsmittel im In- und Ausland (z.B. cameo S.p.A.), die diesen Verhaltenskodex verwendet oder zu deren Gunsten dieser Verhaltenskodex verwendet wird.

<sup>2</sup> The term Dr. Oetker refers to Dr. August Oetker Nahrungsmittel KG and its affiliates in the food division in Germany and abroad (e.g. cameo S.p.A.), which applies or on behalf of which this Code of Conduct is applied.

zu beeinflussen, sind unter Beachtung der anwendbaren Aufzeichnungspflichten nach den Korruptionsgesetzen zulässig.

#### **4. Schutz von Geschäftsgeheimnissen**

Lieferanten erhalten für Verhandlungen, Angebote und für die spätere Vertragsdurchführung vertrauliche Informationen von Dr. Oetker. Daher sind die Lieferanten zur Verschwiegenheit über alle Betriebs- und Geschäftsgeheimnisse von Dr. Oetker, sowie sonstige internen vertraulichen Angelegenheiten von Dr. Oetker verpflichtet. Vertraulich sind sowohl die Informationen, die als solche gekennzeichnet sind, als auch die, von denen anzunehmen ist, dass sie nicht öffentlich bekannt sind und auch nicht bekannt gemacht werden sollen, z. B. weil sie für Wettbewerber von Nutzen sein oder bei ihrer Offenlegung Dr. Oetker oder anderen Geschäftspartnern schaden können. Die Verschwiegenheitspflicht besteht sowohl während der Dauer des Vertragsverhältnisses als auch nach dessen Beendigung.

Vertrauliche Informationen sind vor unbefugter Einsicht durch Dritte zu schützen; unternehmensintern hat der Lieferant sicherzustellen, dass vertrauliche Informationen nur an die Mitarbeiter weitergegeben werden dürfen, die diese zur Erfüllung ihrer Aufgaben benötigen und in entsprechender Weise zur Vertraulichkeit verpflichtet sind.

#### **5. Soziale Verantwortlichkeit**

Dr. Oetker erwartet von dem Lieferanten die Einhaltung der international anerkannten Menschenrechte unter Beachtung der hierzu geltenden Gesetze. Dies schließt zum Schutz der Arbeitnehmer ein, dass der Lieferant keine Form von Zwangsarbeit, keine körperliche Züchtigung und auch keine Kinderarbeit im Sinne der Konventionen der ILO oder der anwendbaren nationalen Gesetze praktiziert, Arbeitnehmer nicht ungesetzlich diskriminiert und die Gesetze zur Arbeitszeit einhält. Der Lieferant hat darauf hinzuwirken, dass mindestens diese Standards ebenso bei seinen Vorlieferanten eingehalten werden.

#### **6. Nachhaltigkeit**

Dr. Oetker ist bestrebt, mit Umweltressourcen möglichst schonend umzugehen, Gefährdungen für Menschen und Umwelt zu vermeiden und alle Verfahren und Prozesse kontinuierlich mit dem Ziel zu verbessern, Umweltbelastungen weiter zu reduzieren. Dr. Oetker erwartet dies ebenso von seinen Lieferanten.

#### **7. Hinweise auf Verstöße**

Wenn ein Lieferant Hinweise auf Verstöße gegen diese Verhaltensgrundsätze durch eigene Handlungen, die seiner Mitarbeiter, Mitbewerber oder Mitarbeiter von Dr. Oetker erlangt, erwartet Dr. Oetker eine unverzügliche Unterrichtung. Der Lieferant hat die Möglichkeit, diesen Verstoß entweder seinem Ansprechpartner bei Dr. Oetker, dessen Vorgesetzten oder dem Compliance Officer ([compliance@oetker.de](mailto:compliance@oetker.de)) anzuzeigen. Wenn der Lieferant davon ausgeht, dass ihm durch die Mitteilung Nachteile entstehen, kann er bei seiner Anzeige an den Compliance Officer um eine zunächst vertrauliche Untersuchung des möglichen Verstoßes bitten.

#### **4. Protection of business secrets**

Suppliers may receive from or obtain about Dr. Oetker Confidential Information whether for purposes of discussions, offers or the subsequent performance of the agreement. Suppliers are required to maintain as confidential any and all trade and business secrets of Dr. Oetker and other internal confidential matters of Dr. Oetker. All information is deemed confidential that is designated as such and with reference to which it is to be assumed that it is not and shall not be in the public domain, for instance, as it could be useful for competitors, or whose disclosure could be detrimental to Dr. Oetker or its business partners. The obligation to maintain confidentiality exists both during the term of the agreement and after its termination.

Confidential Information must be protected from any unauthorized inspection by third parties; the Supplier shall ensure that confidential information may only be passed on to those of its employees, who require such Confidential Information for the performance of their duties and are under obligations of confidentiality of equivalent terms.

#### **5. Social responsibility**

Dr. Oetker expects from Suppliers compliance with the internationally recognized and applicable Laws relating to human rights. This includes those Laws related to the protection of employees, which require that a Supplier does not practice any form of forced labor or corporal punishment and also no child labor within the meaning of the Convention of the ILO or other applicable national Laws, that employees shall not be illegally discriminated against and that Laws on the working hours, wages and other workplace Laws shall be complied with. The Supplier shall ensure that its sub-contractors or suppliers also comply at least with these same Laws.

#### **6. Sustainability**

Dr. Oetker strives to handle environmental resources as sparingly as possible, to avoid hazards to humans and the environment and to continuously improve all procedures and processes that serve to further reduce environmental pollution. Dr. Oetker expects that its Suppliers do so accordingly.

#### **7. Information on violations**

If the Supplier obtains any information on a violation of the Supplier Code of Conduct due to its own acts, those of its employees, competitors or employees of Dr. Oetker, Dr. Oetker expects to be notified as soon as possible. The Supplier has the opportunity to either inform its contact at Dr. Oetker, his or her superior or the compliance officer ([compliance@oetker.de](mailto:compliance@oetker.de)). If the Supplier has reason to assume that the information may be to its disadvantage, it may request in its notice to the compliance officer that the information on the violation shall be investigated confidentially.