

Roberto Industria Alimentare S.r.l.

Via dei Colli, 145 – 31058 Susegana (TV) Italia

Tel +39 0438 63564 – Fax +39 0438 64634

www.robertoalimentare.com

e-mail: info@robertoalimentare.com



ORGANIZATION, MANAGEMENT AND CONTROL MODEL

Ethical code

ACCORDING TO LEGISLATIVE DECREE No. 231, dated 8 June 2001

Document by Sole Director CANZIAN GIANNINO on 11.04.2019

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1 INTRODUCTION

Roberto Industria Alimentare S.r.l. is a company active in the food industry.

Business ethics is of fundamental importance for the effective functioning and credibility of a company towards shareholders, customers and suppliers and, more generally, towards the entire economic context in which the company operates.

Roberto Industria Alimentare S.r.l. intends to transform its own knowledge and appreciation of the ethical values into a competitive advantage.

The Sole Director of Roberto Industria Alimentare S.r.l. has therefore decided to adopt this Code of Ethics and Conduct (hereinafter the "Code of Ethics" or "Code"), which aims to confirm and establish in a document the principles of correctness, loyalty, integrity and transparency of conduct, the mode of operation and relations management, both within the Company and toward third parties. The "Recipients" of the Code of Ethics are all those who work for Roberto Industria Alimentare S.r.l.:

- employees,
- external collaborators, who contribute to the achievement of the Company's objectives.

These subjects are required to know the content of the Code of Ethics, to implement it and to diffuse the principles developed therein, promoting compliance with it even by all those with whom they have business relationships (customers, suppliers, consultants, etc).

The rules included in the Code of Ethics indicate the conduct that the Recipients are required to observe in compliance with the civil and criminal laws in force in Italy and the obligations provided for by National Labour Contract.

The Recipients of the Code of Ethics who violate its rules damage the relationship of trust established with the Company and will be subject to the sanctions provided herein.

The implementation of the Code of Ethics is entrusted to the Sole Director of Roberto Industria Alimentare S.r.l., which makes use for this purpose of the Control Body established pursuant to Legislative Decree 231/2001 (hereinafter "Supervisory Body").

2 GENERAL PRINCIPLES

The Recipients of this Code of Ethics must comply, within their responsibilities, with the following guiding principles:

- act in obedience of the laws and regulations in force in Italy;
- treat customers, shareholders, employees, suppliers, the surrounding community and the institutions that represent it, as well as any third party, with whom they come into relationship for professional reasons, with honesty, fairness, impartiality and without prejudice;
- behave with the utmost honesty and fairness;
- fairly compete on the market;
- avoid any kind of discrimination based on age, sex, health status, nationality, race, religious beliefs, political opinions or different lifestyles;
- protect the health and safety of their own and of third parties;
- monitor and, where possible, minimize the potentially harmful effects on the environment of the activities carried out, in compliance with national and regional directives;
- preserve the confidentiality of information regarding the Company, its know-how, employees, customers and suppliers;
- avoid or declare in advance any potential conflicts of interest with the Company;
- use the Company's intellectual and material assets in accordance with their intended use and in a manner that ensures their preservation and functionality.

3 BEHAVIOR IN BUSINESS MANAGEMENT

All actions and operations of Roberto Industria Alimentare S.r.l. must be suitably recorded, and it must be possible to verify afterwards the decision-making, authorization and execution process.

For any operation there must be adequate documental support, necessary for carrying out those verifications and controls which are necessary to confirm the characteristics and the reasons behind such operation and to verify who authorized, executed, registered and controlled such latter operation.

3.1 Relationships with Customers / Clients

Roberto Industria Alimentare S.r.l. directs its activity to the satisfaction and the protection of its clients by executing the requests that may improve the quality of activities and services.

In the relationship with customers and clients, the Company ensures correctness, clarity, availability, respect and courtesy, in order to create a highly professional, collaborative relationship.

When taking part in calls for tender, the Company carefully evaluates the appropriateness and feasibility of services requested, paying particular attention to the technical and economic conditions and safety and environmental aspects, promptly reporting, where feasible, any anomalies if identified.

Bids shall be prepared in such a way that they ensure adequate quality standards, appropriate remuneration for employees and conformity to safety and protection measures.

The Company only takes legal action when its legitimate claims are not duly satisfied by its interlocutor.

When any negotiations are being made, situations must always be avoided in which the subjects involved in the transactions have or may appear to have a conflict of interest.

Recipients are required to provide complete information, understandable to customers, in application of current regulations.

Roberto Industria Alimentare S.r.l. is committed to provide the widest dissemination of the Code of Ethics, in order to facilitate its knowledge by the customers and in order to stir up communication and discussion on the content.

3.2 Relationships with Suppliers

The Company's relations with suppliers, including financial and advisory service contracts, are regulated by this Code and are constantly and carefully monitored by the Company.

The Company makes use of suppliers, contractors or subcontractors that operate in compliance with current legislation and who are required to respect the principles mentioned in this Code.

The selection of suppliers and the establishment of the terms of purchase must be based on an objective evaluation of the quality, price of the goods and services offered, capacity to promptly supply and guarantee goods and services at the correct level. In no case shall a supplier be preferred over another because of personal relationships, favoritism or other advantages, other than those of the exclusive interest and benefit of the Company.

In particular, suppliers of machinery and equipment must also be selected on the basis of compliance with standards governing safety and health in the work place. The supply of personal protective equipment and in any case of general safety and prevention devices, will conform to obligations on the subject of certification and suitability, general and specific, relevant to the use for which they were intended.

The infringement of the principles outlined in this Code of Ethics will constitute serious breach of contract legally detectable pursuant to the law.

3.3 Relationships with Employees / Collaborators

Human resources are an indispensable element for the existence, development and success of a company. For this reason, Roberto Industria Alimentare S.r.l. safeguards and promotes the value of the human resources with the purpose to improve and enhance the assets and the competitiveness of the competences possessed by every Collaborator.

Roberto Industria Alimentare S.r.l. respects the dignity and moral integrity of every employee or collaborator; It does not tolerate requests or threats to induce people to behave against the law and this Code of Ethics, or to adopt behaviours detrimental to the convictions and moral and personal preferences of each one.

Roberto Industria Alimentare S.r.l. offers equal opportunities to all employees based on their professional qualifications and individual abilities, without any discrimination of religion, sex, race, political or trade union creed.

The Company, therefore, through the relevant departments, selects, hires, pays and organises its employees according to merit and skill criteria, with respect for the reward scheme adopted and following criteria of objectivity and reasonableness.

Staff management policies are made available through the company communication tools.

The working environment, as well as being suitable from the point of view of safety and personal health of employees, favours reciprocal collaboration and team spirit, with respect for the moral character of each person, and has no room for prejudice, intimidation, unfair pressure or undue discomfort.

The employee or collaborator must act in good faith to meet the obligations undertaken when signing their employment contract, as well as the provisions of this Code of Ethics. In particular, the Employee / Collaborator must be aware of and put into practice the company policy foreseen in terms of confidentiality of information to guarantee the integrity and privacy, to work with due diligence, with responsible behaviour in line with the established operating procedures, as well as highlighting any misuse.

All parties operating in the name and in the interest of Roberto Industria Alimentare S.r.l. and who have an interest currently or potentially in conflict with that of the Company, must refrain from adopting any action and report the existence of the conflict to their direct superior or to another corporate function, so that appropriate assessments can be made, such as, for example, indicate other manager or collaborator who is not in the same situation.

In any case, the conflict of interest and the decisions made in this regard must be communicated to the Supervisory Body referred to in this Code.

3.4 Relationships with Competitors

Roberto Industria Alimentare S.r.l. believes in free and fair competition and always seeks to obtain competitive results that reward ability, experience and efficiency.

The Company, its employees and outsourcers must adopt a conduct which is appropriate in business dealings of interest to the Company and in relations with the Public Administration.

Any action intended to alter conditions of fair competition goes against company policy and is forbidden for any subject operating on behalf of the Company.

Under no circumstances shall the pursuit of the Company's interests justify any conduct by management, employees or other collaborators that does not comply with the laws in force or the provisions of this Code.

3.5 Relationships with Mass Media and Institutional Relations

All the relations with media must be held exclusively by the authorized corporate departments.

Any communications outside the Company to public opinion is bound to the compliance with the right to information. Under no circumstances shall false or misleading information or comments be disclosed.

Information provided to the mass media must be accurate, coordinated and compliant with the principles and policies of the Company; it must comply with the laws, rules, practices of professional conduct; it must be carried out with clarity and transparency. It is absolutely forbidden to divulge false information. In any communication with the outside, the information concerning the Company and its activities must be truthful, clear and verifiable.

Roberto Industria Alimentare S.r.l. reserves the assumption of its commitments towards third parties and in particular towards other institutions - both public and private - exclusively to the appointed and expressly authorized departments, with the strictest observance of the provisions of laws and regulations.

3.6 Relationships with the Public Administration

In dealing with the Public Administration (hereinafter also "P.A."), Roberto Industria Alimentare S.r.l. pays particular attention to any act, behaviour or agreement, in order to get them to be characterized by maximum transparency, fairness and legality. To this end, as far as possible, Roberto Industria Alimentare S.r.l. will avoid being represented by a single natural person, on the assumption that the plurality of subjects allows to minimize the risk of interpersonal relationships not consistent with the will of the Company; in case where this is not possible, the traceability of the relationship will still be guaranteed.

During the course of business negotiations, requests or commercial dealings with the P.A., behaviour that will, directly or indirectly, unfairly influence the counterpart's decision will not be tolerated. In particular, it is not allowed to offer employment opportunities taking personal advantage to the Public Administration employees, or to ask for confidential information that could compromise the integrity or reputation of both parties. During the execution of business relationships, the Company must comply with the provisions of the contract, avoiding unauthorized modifications, preparing adequate control and safeguard mechanisms and making use only of the collaboration of competent and adequate persons.

If the Company makes use of a consultant or a third party to be represented in relationships with the Public Administration, the same directives applicable to Company employees apply to these individuals and their staff. Furthermore, in the selection of these consultants, the Company will be based on criteria of professionalism, correctness and competence, excluding anyone who has organic or dependency relationships with the Public Administration, even indirectly through a third party, or close family ties.

The Company does not make contributions or offer advantages and/or benefits to political parties and trade unions or to their representatives or candidates without prejudice to compliance with applicable law.

3.7 Gifts, Homages and Benefits

No form of gift is tolerated that may reasonably be interpreted as exceeding the normal commercial practice or courtesy, or in any way aimed at obtaining favourable treatment in the conduct of any activity related to the Company. In particular, any kind of gifts to Italian or foreigner officials, both public and private, or to their relatives, is absolutely forbidden cause of that practice could affect the independence of judgment.

It must be underlined that the above principle concerns both the gifts promised or offered and those received. The concept of gift includes any kind of benefits (promise of job offer, of any economic benefit or more).

Subject what said before, the gifts offered to someone, anyhow not belonging to the Public Administration, must be of low profile and authorized by the Supervisory Body as well as properly documented.

The Recipients of this Code of Ethics, who receive gifts or benefits not of low value, are required to notify the Supervisory Body, which will evaluate the appropriateness and provide to notify the sender of the Company's policy.

4 HEALTH, SAFETY, ENVIRONMENT

4.1 Health & Safety

The Company guarantees the physical and moral integrity of its employees and outsourcers, working conditions that respect the dignity of the individual and safe and healthy working environments, fully complying with applicable laws on the prevention of occupational accidents and protection of workers in the work place.

Roberto Industria Alimentare S.r.l. carries out its operations in technical, organisational and economic conditions that guarantee adequate accident prevention and a safe and healthy working environment, undertaking to:

- avoid risks,
- evaluate avoidable risks,
- combat risks at source,
- adjust the work to the people - especially as regards the design of work stations and the choice of work tools and work and production methods, especially to reduce monotonous work and repetitive work and to reduce the effects of such work on health,
- take note of technological developments,
- replace what is dangerous with what is not dangerous or is less dangerous.

The Company also undertakes to programme prevention adequately, with a coherent series of measures that take into consideration the organisation of the work, techniques, working conditions, social relations, and the influence of the environmental factors of the workplace, as well as to give priority to collective measures of prevention.

The Company is committed to diffusing and strengthening a "safety culture" among personnel by developing risk awareness and promoting responsible behaviour by all persons operating within its structure, including through appropriate instructions.

The Recipients of this Code contribute to the process of risk prevention and health and safety protection for themselves, their colleagues and others, considering the individual liability under the provisions of applicable laws.

Furthermore, feelings of reciprocal respect for the dignity, honour and reputation of each should be maintained, with similar respect for the organisation within the company.

Within the sphere of business activities there is a general absolute prohibition of the use of alcoholic or narcotic substances and the ban on smoking in the workplace, in compliance with the law and in any case where smoking may cause danger to the structures and assets of the company or for the health or safety of colleagues and third parties.

4.2 Environmental Protection

The environment is a primary good of the community that Roberto Industria Alimentare S.r.l. wants to help safeguard. For this purpose, it plans its own activities searching for a balance between the economical initiatives and the necessary environmental needs, in compliance with the applicable laws and regulations, ensuring cooperation with the public authorities responsible for monitoring, control and protection of the environment.

The Recipients of this Code of Ethics contribute to the environmental protection process. In particular, those who are involved in the production processes must be careful to avoid exhaust and illegal emissions of hazardous materials and handle the most risky processing waste according to specific requirements. When promoting, planning or assigning the planning of building works, the Company carries out all necessary surveys or has these surveys carried out to check possible environmental risks of operations and to prevent damage.

5 TREATMENT OF CONFIDENTIAL INFORMATION

All documentation generated within the Company, together with all information and other material obtained by persons concerned as a result of their position within the Company or from business relations with the Company is and shall remain the exclusive property of the Company. Such information may include present and future activities, news and information not yet widespread, even if of next disclosure. Particular importance is given, among the confidential information, to information relating to customers and to those who in any capacity relate to Roberto Industria Alimentare S.r.l. to this end, the Company guarantees confidentiality in data processing, adopting appropriate organizational measures. Also information and/or any other kind of news, documents or data not yet wide known and related to the activities and operations proper to each task or responsibility, are forbidden to be disclosed, used and communicated for other purposes without any specific authorization. In any case, a desirable reserve regarding information concerning the Company and the work or professional activity is recommended.

6 USE OF INFORMATION TECHNOLOGY RESOURCES

The information and telematic resources are a fundamental tool for the correct and competitive exercise of the Company, since they ensure the speed, breadth and correctness of the information flows necessary for the efficient management and control of Company activities.

All information residing in the company's IT and telematic systems, including electronic mail, is the property of Roberto Industria Alimentare S.r.l. and must be used exclusively for the performance of business activities, in the manner and within the limits indicated by the Company.

Also to ensure compliance with the regulations on individual *privacy*, a correct and limited use of IT and telematic tools is pursued, avoiding any use for the purpose of collecting, storing and disseminating data and information for purposes different from Company activity; the use of IT and electronic tools is subject to monitoring and verification by the Company.

7 ACCOUNTING BOOKS AND COMPANY REGISTERS

The Company accurately and comprehensively records all Company activities and operations, in order to implement the maximum accounting transparency towards the shareholders, third parties and the external bodies in charge, and to avoid the appearance of false, misleading or deceptive items. The administrative and accounting activity is implemented with the use of updated IT tools and procedures that optimize efficiency, correctness, completeness and correspondence with accounting principles, as well as favoring the necessary controls and checks on the legitimacy, consistency and congruity of the decision-making, authorization, performance of the Company's actions and operations.

8 COMPANY CONDUCT

Roberto Industria Alimentare S.r.l. believes that the Company behaviour has always to be fully in compliance with national regulations and laws, protecting the free determination of the shareholders' meeting, maintaining a transparent and reliable conduct, also with regard to creditors, pursuing the integrity of the share capital and non-distributable reserves, as well as collaborating with the Authorities in charge.

9 CONFLICTS OF INTEREST

The Recipients must avoid all situations and activities which could imply a conflict of interest, even only potential, between personal economic activities and the roles covered within the structure to which they belong. In any case, the Company's Administrative Body must be informed of any specific situations and activities which could be a potential area of conflict of interest, even hypothetical.

Furthermore, it is not permitted to pursue the own interest to the detriment of the Company interests, nor to make unauthorized personal use of company assets, nor directly or indirectly hold interests in competing companies, customers, suppliers or account certification officers, except for prior notice to the Supervisory Body and expressed authorization by the Administrative Body.

10 IMPLEMENTATION AND CONTROL

In compliance with the regulations in force and from the point of view of planning and management of company business, directed towards efficiency, correctness, transparency and quality, Roberto Industria Alimentare S.r.l. adopts and implements organisational and management models that contemplate measures designed to guarantee that activities are carried out in compliance with the law and the behavioural rules of this Code and to promptly detect and prevent risky situations, preventing unlawful conduct or in any case a conduct that goes against the rules of this Code, by any person/entity acting for the Company.

Based on how activities are structured and its organisational complexity, the Company adopts a system of powers and functions, and expressly and specifically assigns duties to persons with appropriate capabilities and competencies.

The application of the Code of Ethics is entrusted to the Sole Director, who makes use of the Supervisory Body, which is entrusted with the duties to:

- monitor compliance with the Code of Ethics and its diffusion to all Recipients;
- verify any notice of violation of the Code and inform the competent corporate bodies and departments of of said violations in order to determine any penalties;
- propose amendments to the content of the Code to adapt it to changes in the environment in which the Company operates and to the needs deriving from the evolution of the Company itself.

This Code of Ethics is widely circulated among all Recipients, using the company intranet system as well.

11 REPORT OF VIOLATIONS OF COMPANY RULES AND UNETHICAL BEHAVIOR

Cases of violation of legal and / or Company regulations or of this Code of Ethics must be promptly reported in writing, in a confidential manner, to the direct superior, who will then promptly inform the Supervisory Body pursuant to Legislative Decree 231/2001. Where the deficiencies to be reported concern the direct superior, the employee must direct the aforementioned report to the hierarchically superior departments, which will promptly inform the Supervisory Body pursuant to Legislative Decree 231/2001.

The procedures for reporting and verifying violations are based on confidentiality and the protection of privacy in order to prevent retaliations of any type whatsoever towards the person making the report.

12 VIOLATIONS OF THE CODE OF ETHICS

Cases of violation of legal and / or Company rules or of this Code of Ethics must be promptly reported in writing, in registered form, to the superiors or to the Supervisory Body.

The reports will be fully verified and, in case of proven violation, the appropriate sanctions will be applied. It is a commitment of Roberto Industria Alimentare S.r.l. guarantee that nobody will suffer repercussions of any kind for having given, in good faith, information concerning possible violations of the Code of Ethics or the reference regulations.

13 SANCTIONS

Violation of the provisions of this Code of Ethics will constitute a disciplinary offence or non-fulfilment of contractual obligation in the subordinate employment, functional or professional collaboration work relationship, with all consequent legal or contractual effects, also in compliance with articles 2104 and 2105

of the Italian civil code. This also entitles the Company to apply the disciplinary penalties provided for by the National Collective Bargaining Agreement applicable from time to time.

For Recipients who are non-employees, compliance with the Code of Ethics is a prerequisite for continuing the existing professional or collaborative relations with the Company.

14 FINAL PROVISIONS

This Code of Ethics has immediate effect from the current date and up to revision.