



ETHICAL CODE



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This Code of Ethics has been approved by the Board of Directors of Derwood srl.

PREMISE

THE VISION OF DERWOOD SRL

Derwood srl is aware that the authority of a company is recognised not only by the competence of its collaborators and the high quality of the service provided to customers, but also by the attention paid to the needs of the entire community.

The principles that have always inspired the work of this company are formally collected in an Ethical Code of Conduct in the conviction that reliability is built daily by respecting the rules and valuing people.

This Ethical Code represents, therefore, a distinctive and indentifying element in relation to the market and third parties, the knowledge and sharing of which, required of all those who work in the Company or collaborate with it, constitutes the foundation of our activity and the first step towards the pursuit of our vision.

The objective of Derwood srl is, therefore, pursue excellence in the market in which it operates: through Sustainable Development pursued by safeguarding the Environment and the Safety of the people involved, through the consistency of behaviour that respects Social Ethics – to achieve satisfaction and ensure added value for the Employee, for the Costumer and, in general, for the Community.

PURPOSE AND TARGET AUDIENCE

This Ethical Code (hereinafter, the '**Code**') illustrates the set of ethical and moral principles that underlie the activities of Derwood srl (hereinafter, also the '**Company**') as well as the lines of conduct adopted by the Company both within its business (in relations between employees) and externally (in relations with institutions, suppliers, customers, business partners, political and trade union organisations as well as the media, hereinafter, the '**Stakeholders**').

Compliance with these principles is of fundamental importance to achieve Derwood srl's corporate mission and to guarantee its reputation in the socio-economic context in which it operates.

First of all, it should be noted that Derwood srl firmly believes that every activity must be carried out ethically, recognising itself in the principle enshrined in Article 41 of the Constitution, according to which private economic initiative 'may not be carried out in conflict with social utility or in such a way as to damage security, freedom, and human dignity'.

This Code is binding for the directors and employees of Derwood srl, as well as for all those who work and collaborate, on a permanent or temporary basis, on behalf of the Company (hereinafter referred to as the 'Recipients'). The Code will be widely disseminated within the internal governance structure and widely communicated externally, including through its website.

Derwood srl also undertakes to adopt any further provisions so that the principles and prescriptions of the Code may be promptly disclosed and applied.

1 GENERAL PRINCIPLES

The conduct of the Recipients, at all company levels, is based on the principles of legality, fairness, non-discrimination, confidentiality, diligence, and loyalty.

1.1 Legality

Derwood srl operates in absolute compliance with the law and this Code.

All Recipients are therefore required to comply with all applicable regulations and to constantly update themselves on legislative developments, also by taking advantage of the training opportunities offered by Derwood srl.

The Company considers transparency in financial statements and accounting a fundamental principle for the conduct of its business and for the protection of its reputation.

1.2 Fairness

Fairness and moral integrity are an unfailing duty for all Recipients. Recipients are bound not to establish any privileged relationship with third parties, which is the result of external solicitations aimed at obtaining improper advantages.

In the performance of their activities, the Recipients are bound not to accept donations, favours or benefits of any kind (except for objects of modest value) and, in general, not to accept any counterpart for the purpose of improperly granting advantages to third parties.

In turn, the Recipients must not make donations, in money or goods, to third parties or in any case offer unlawful benefits or favours of any kind (except for object of modest value, or commercial courtesy gifts authorized by the Company) in connection with the activity they perform for the benefit of Derwood srl.

The intrinsic conviction of acting in the interest of the Company does not exonerate the Recipients from the obligation to punctually observe the rules and principles of this Code.

1.3 Non-discrimination

In its relations with Stakeholders, and in particular in the selection and management of personnel, work organisation, choice, selection and management of suppliers, as well as in its relations with Bodies and Institutions, Derwood srl avoids and repudiates any discrimination regarding the age, sex, race, sexual orientation, state of health, political and trade union opinions, religion, culture and nationality of its interlocutors.

Derwood srl, at the same time, favours integration, promoting intercultural dialogue and the protection of the rights of minorities and weak subjects.

1.4 Confidentiality

Derwood srl undertakes to ensure the protection and confidentiality of the personal data of Recipients and Stakeholders, in compliance with all applicable data protection regulations.

Recipients are required not to use confidential information, learned in the course of their work, for purposes unrelated to the exercise of such activity, and in any case to always act in compliance with the confidentiality obligations assumed by Derwood srl towards Stakeholders.

In particular, Recipients are required to maintain the utmost confidentiality on documents that may reveal know-how, transport information, commercial information and corporate operations.

1.5 Diligence

The relationship between Derwood srl and its employees and collaborators is based on mutual trust: they are therefore required to work to further the interests of the Company, in compliance with the values set out in this Code.

Recipients must abstain from any activity that may conflict with the interests of Derwood srl, renouncing the pursuit of personal interests that conflict with legitimate interests of the Company.

In cases where the possibility of existence of a conflict of interest may arise, the Recipients are required to contact their hierarchical superior without delay, so that the Company may assess, and possibly authorise, the activity potentially conflict.

In cases of violation, the Company shall take all appropriate measures to put an end to the conflict of interest, reserving the right to act for its own protection.

1.6 Loyalty

Derwood srl and the Recipients are committed to fair competition, in compliance with national and EU regulations, in the knowledge that virtuous competition is a healthy incentive for innovation and development processes, while also protecting the interests of consumers and the community.

2 RELATIONS WITH EMPLOYEES AND COLLABORATORS

2.1 Staff selection

Personnel assessment and selection are carried out according to fairness and transparency, respecting equal opportunities, in order to match Derwood srl's needs with the professional profiles, ambitions and expectations of the candidates.

Derwood srl undertakes to take all useful measures to avoid any form of favouritism in the personnel selection process, using objective and meritocratic criteria, respecting the dignity of the candidates as well as in the interest of the good performance of the company.

Hired personnel, also through the implementation of this Code, receive clear and correct information on their roles, responsibilities, rights and duties.

2.2 Personnel Management

Derwood srl protects and enhances its human resources, committing itself to maintaining constant the conditions necessary for the professional growth, knowledge and skills of each person, carrying out appropriate training for professional updating and any initiative aimed at pursuing this goal.

Derwood srl promotes the participation of workers in the life of the Company, providing participatory tools capable of gathering workers' opinions and suggestions guaranteeing their widest participation.

Without prejudice to maximum availability towards the Company, no worker may be obliged to perform tasks, services or favours that are not due according to their employment contract and their role within the Company.

The Company is firmly committed to opposing episodes of mobbing, stalking, psychological violence and any behaviour that is discriminatory or harmful to the dignity of the person, inside and outside company premises.

Relations between employees must be conducted with loyalty, fairness and mutual respect, in compliance with the values of civil coexistence and personal freedom.

3 WORKING ENVIRONMENT

Derwood srl is committed to offering its staff a healthy, safe working environment that respects the dignity of workers.

Safety in the workplace is ensured both by strictly implementing the provisions of the law in force and by actively promoting a safety culture through specific training programmes. Staff training is a central element of the management system adopted.

Derwood srl protects the health of its workers, also ensuring compliance with hygiene and health prevention regulations.

4 COMPANY MANAGEMENT

4.1 *Observance of internal procedures*

Derwood srl believes that management efficiency and a control culture are indispensable elements for the achievement of objectives. Recipients are required to strictly comply with the company's internal procedures and instructions.

Recipients must act according to their respective authorisation profiles and must keep all appropriate documentation to keep track of actions taken on behalf of the Company.

4.2 *Account management*

In their accounting management activities, the Recipients are required to act in compliance with the principles of truthfulness, accuracy and transparency, so that Derwood srl's reputation is protected both internally and externally.

Compliance with these principles also allows the Company to plan its operating strategies based on its real economic and equity situation. All entries in the accounts must therefore be supported by complete, clear and valid documentation, avoiding any form of omission, falsification or irregularity.

In the case of balance sheet or profit and loss items based on valuations and estimates, the relative recording must be inspired by criteria of reasonableness and prudence.

4.3 *Protecting assets*

The Recipients shall perform their duties in an attempt to rationalise and contain the use of company resources.

Recipients are required to correctly apply security provisions to protect hardware devices from unauthorised access that could seriously infringe the rights to protection of personal data of Derwood srl personnel, customers and suppliers.

4.4 *Communication*

Derwood srl provides stakeholders with suitable communication tools through which they can interact with the company to make requests, ask for clarification or make complaints.

Derwood srl promotes effective corporate communication capable of putting the company in contact with civil society, in order to acknowledge instances, needs and requirements of the community and to disseminate its values and mission.

The information disseminated to Stakeholders is complete and accurate in order to allow the recipients to make correct and informed decisions.

Derwood srl's advertising promotion respects ethical values, protecting minors and repudiating vulgar or offensive messages.

5 EXTERNAL RELATIONS

5.1 Relations with Authorities and Public Administrators

Relations with the Authorities and the Public Administration must be marked by the utmost clarity, transparency and cooperation, in full compliance with the law and according to the highest moral and professional standards.

The Recipients, unless expressly authorised, may not deal in the name and on behalf of Derwood srl with the Authorities and the Public Administration.

In relations with Public Officials, Persons in Charge of a Public Service and the Public Administration in general, the authorised Recipients shall abide by the highest standards of fairness and integrity, refraining from any form of pressure, explicit or veiled, aimed at obtaining any undue advantage for themselves or for Derwood srl.

In this regard, the authorised Recipients shall strictly comply with the provisions of this Code as well as, more generally, with the directives issued by Derwood srl management.

5.2 Relations with political organisations and trade unions

Derwood srl does not favour or discriminate against any political organisation or trade union.

The Company refrains from making any undue contribution in any form to parties, trade unions or other social formations, except for specific exceptions and in any case always within the limits of what is permitted by current regulations.

The Recipients are required to abstain from any direct, indirect or boastful pressure on political representatives or trade union representatives.

5.3 Relations with customers and suppliers

The Recipients shall deal with third parties with courtesy, competence and professionalism, in the conviction that the protection of the company's image and reputation and, consequently, the achievement of the company's objectives depend on their conduct.

In particular, Recipients must abstain from any form of unfair or deceptive behaviour that may lead customers or suppliers to rely on unfounded facts or circumstances.

Recipients are required to make a constant effort to offer punctual and high quality services to customers, seeking to limit any form of disservice or delay in order to maximise customer satisfaction. Relations with suppliers are characterised by loyalty, fairness and transparency.

Suppliers are chosen on the basis of objective criteria of cost-effectiveness, expediency and efficiency. The choice of suppliers on purely subjective, personal grounds or, in any case, on the basis of interests conflicting with those of the Company is precluded.

The Recipients must put in place every possible control so that customers and suppliers are also able to comply with the fundamental ethical principles set out in this Code.

6 INTERNAL CONTROL SYSTEM

Compliance with the prescriptions of this Code is entrusted to the prudent, reasonable and careful supervision of each Recipient, within their respective roles and functions within the company.

All Recipients are invited to report to their direct superiors any facts and circumstances potentially in conflict with the principles and provisions of this Code.

The management of Derwood srl and the bodies appointed for this purpose shall take all necessary measures to put an end to violations, and may resort to any disciplinary measures in compliance with the law and workers' rights, including trade union rights..

7 GUIDELINES OF THE SANCTIONS SYSTEM

The internal control system is geared towards the adoption of tools and methodologies aimed at countering potential corporate risks, in order to ensure compliance not only with the law, but also with internal provisions and procedures.

Violation of the principles set forth in the Code and in the procedures indicated in the internal controls compromises the relationship of trust between the Company and its directors, employees, consultants, collaborators in various capacities, customers, suppliers and commercial and financial partners.

Such violations will therefore be immediately pursued by Derwood srl in an incisive and timely manner, through the adoption of appropriate and proportionate disciplinary measures.

The effects of violations of the Ethical Code and internal protocols must be taken into account by all those who, in any capacity, have relations with Derwood srl.

Depending on the seriousness of the conduct engaged in by the individual involved in one of the unlawful activities set forth in the Code, Derwood srl will take the appropriate measures without delay, regardless of any criminal prosecution by the judicial authorities.

Without prejudice to the foregoing, conduct in breach of the Ethical Code constitutes:

- For employees (blue collars, white collars, middle managers and executives) - serious_breach, resulting in the adoption of the sanctions provided for by the national collective labour agreement for the category, modulated according to their seriousness, (verbal reprimand, written reprimand, fine not exceeding three hours' pay, suspension from work and from pay up to a maximum of three working days, dismissal for just cause or justified reason); if criminal proceedings are pending, or if a measure restricting personal liberty is taken against the employee, before adopting the disciplinary measure, the sanction of suspension from work and pay may be adopted, for the duration corresponding to the outcome of the criminal proceedings, or until the end of the measure restricting personal liberty;

- For directors – just cause for removal from office;
- For external collaborators and para-subordinates – in the most serious cases, cause for immediate termination of the relationship;
- For suppliers, contractors and subcontractors – in the most serious cases, cause of immediate termination of the relationship.

The identification and application of sanctions will always take into account the general principles of proportionality and appropriateness with respect to the alleged violation.

In all the aforementioned cases, Derwood srl also reserves the right to exercise all actions it deems appropriate to claim compensation for damages suffered as a result of conduct in breach of the Ethical Code.



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