



ORGANISATION, MANAGEMENT AND CONTROL
MODEL EX D.LGS. 231/2001 – MO231

CODE OF ETHICS

Version 05-2023

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The Managing Director **LISA CANIL**

Index

THE CODE OF ETHICS - PURPOSE.....3

RECIPIENTS3

THE FUNDAMENTAL PRINCIPLES.....4

RELATIONS WITH PARTNERS4

RELATIONS WITH EMPLOYEES AND COLLABORATORS5

RELATIONS BETWEEN ORGANS6

RELATIONS WITH THE PUBLIC ADMINISTRATION AND THE JUDICIAL AUTHORITY 6

RELATIONS WITH OTHER STAKEHOLDERS.....7

CONFLICTS OF INTEREST.....8

CONFIDENTIALITY.....8

INTELLECTUAL AND INDUSTRIAL PROPERTY.....9

PROTECTION OF HEALTH, SAFETY AND HYGIENE IN THE WORKPLACE.....9

ENVIRONMENTAL MANAGEMENT.....10

ECONOMIC AND FINANCIAL MANAGEMENT10

IMPLEMENTATION OF THE CODE OF ETHICS11

THE CODE OF ETHICS - PURPOSE

For over thirty years, the CANIL GROUP has been involved in road and combined transport of liquid chemicals, the rental of semi-trailers and tank containers, as well as the transport of products of certain ADR classes, even at high temperatures. Through logistical platforms conveniently distributed throughout the country and Slovakia, the companies of the Group guarantee a transport network that facilitates trade between countries in different geographical areas, from the eastern borders of Europe to the African shores of the Mediterranean.

Group companies pay great attention to the ethical aspects of business and consider legality and fairness to be indispensable conditions for conducting their business. In the pursuit of their corporate purpose, the Group companies intend to comply not only with the laws and regulations in force, but also with the inspiring principles and high ethical standards that are collected in this Code of Ethics.

Ethics in entrepreneurial activity is in fact an approach of fundamental importance for the proper functioning and credibility of Group Companies towards customers, suppliers, shareholders and, more generally, towards the entire economic context in which they operate. By adopting this Code of Ethics, Group Companies primarily intend **to meet the needs of their stakeholders**, building and maintaining relations with them based on trust.

The Code of Ethics, in fact, by promoting and requiring all its addressees to behave in accordance not only with the applicable regulations, but also with the principles of transparency, fairness and quality, aims to foster the trustworthiness of CANIL Group companies towards all stakeholders.

In particular, the Code of Ethics serves the following purposes

- **to define ethical and behavioural principles** to guide the Group's Companies in the pursuit of its mission and the implementation of its values, as well as to ensure the sustainability of its activities from an economic and social point of view
- **communicate to stakeholders the principles, values and measures** of conduct that Group Companies have decided to adopt and that are also intended to shape relations with the same stakeholders
- **express a nucleus of rules of conduct for the management of organisational processes and activities** within which criminal offences could abstractly be committed, where appropriate also regulated by other protocols and organisational procedures.

Each CANIL Group company has formally resolved to adopt this Group Code of Ethics.

RECIPIENTS

The provisions of the Code of Ethics must be complied with by members of the **Board of Directors** and **all employees** and **collaborators** of CANIL Group companies who, irrespective of the contractual title that binds them to the Group companies, operate permanently or temporarily under the latter's direction and supervision.

With a view to social responsibility and with the aim of promoting transparent behaviour in line with its values among all its stakeholders, Group companies also intend to bind to the provisions of the Code those who, while not operating under its direction or supervision, interface with it in activities critical to the pursuit of its values and mission (such as, for example, suppliers of goods or services in critical areas such as safety and hygiene in the workplace, the management of environmental aspects, relations with the P.A, fiscal, corporate and economic-financial management).

This Code of Ethics is widely disseminated through publication on the CANIL Group's website.

THE FUNDAMENTAL PRINCIPLES

CANIL Group companies and the addressees of this Code of Ethics shall comply with the following fundamental principles.

- **Fairness and transparency:** CANIL Group companies guarantee fair treatment, in appreciation of differences, for all those who interact with it, through behaviour inspired by objectivity, impartiality, courtesy and attention. All parties interfacing with Group Companies, whether public or private, are guaranteed complete, comprehensible and accurate information on the activities carried out by the entity;
- **Impartiality:** Group Companies operate impartially in all their activities;
- **Transfer of value to Shareholders and the community:** all the activities of CANIL Group Companies are geared towards the creation of value for Shareholders and sustainable development for the territorial communities in which they operate;
- **Legality and responsibility:** compliance with all legal regulations is a primary requirement for all activities of CANIL Group companies which, by virtue of their mission, are also called upon to promote legal and responsible behaviour among all those with whom they interface. Under no circumstances may the pursuit of the interests of the Group Companies or the Group, its shareholders or employees justify conduct that does not comply fully and completely with the regulations in force;
- **Quality:** the Group Companies pursue their mission by setting concrete and measurable objectives, through the planning and control of their activities, adopting the logic of continuous improvement;
- **Protection of the individual:** the wellbeing and development of people is one of the primary aims of the CANIL Group companies, which guarantee fair working conditions that respect individual personalities;
- **Protection of the environment:** safeguarding the environment is a primary interest for all CANIL Group companies, which are committed to making organisational choices aimed at minimising the potentially harmful impacts of their activities on the environment;
- **Trust:** Group companies wish to maintain a relationship of trust with all their stakeholders by developing dialogue and communication actions aimed at informing and involving the various stakeholders in the issues that concern them.

RELATIONS WITH PARTNERS

A. TRANSPARENCY AND FAIRNESS

Assobiomedica Members must always be offered truthful and complete information concerning the activities carried out by the Group Companies, also in terms of costs to be borne and possible benefits.

All the subjects working for the Group Companies are always required to address the Shareholders with helpfulness, respect and courtesy, with a view to a relationship based on fairness, complying with the rules set forth in this Code.

B. QUALITY AND PROTECTION

The Group's companies adopt **measures (such as rules of conduct, protocols and procedures) that allow internal decision-making processes to be reconstructed and reviewed with a view to continuous improvement**. Circumvention or non-application of the aforementioned measures by those required to comply with them are considered dangerous to the pursuit of the values and objectives of CANIL Group Companies and require appropriate preventive, corrective and punitive action.

C. INFORMATION AND PROTECTION OF CONFIDENTIALITY

The Companies of the Group provide their Shareholders with the information and data requested in compliance with the laws in force in a truthful, clear, complete and timely manner.

It is forbidden for all the addressees of this Code of Ethics to use, disclose, communicate information concerning Shareholders learnt during the performance of the activities carried out for the Group Companies or during the relations entertained in the framework of the activities carried out for them, to realise unlawful benefits and in any case outside the authorisation granted by the entitled parties.

It is forbidden to use any "privileged information" learned in the course of service or relations with Group Companies.

RELATIONS WITH EMPLOYEES AND COLLABORATORS

A. PROTECTION OF THE PERSON AND EQUAL OPPORTUNITIES

The Companies of the Group respect the **dignity** and **moral integrity** of each employee or collaborator; they do not tolerate threats, acts of violence, including psychological violence, harassment or other actions aimed at diminishing the dignity of the person.

Group companies consider it of fundamental importance to establish and maintain relations based on mutual respect and trust.

Equal opportunities are offered to all employees and collaborators, on the basis of their professional and human capabilities, without any discrimination.

Employees are always hired with a regular employment contract and no form of irregular employment is tolerated.

Relationships with collaborators other than employees are also governed by formalised contracts drawn up in compliance with current legislation.

B. LINES OF HIERARCHICAL DEPENDENCE, RECRUITMENT AND EVALUATION

The **organisation charts** of the CANIL Group's companies reflect the functional organisation of each company and may change over time to meet different operational requirements.

Each company predefines the lines of hierarchical dependence and disseminates them within the organisation. Through such instruments, each Company, in implementing the principles of participation, involvement and segregation of functions, intends to empower internal functions to achieve objectives, **within a clear, transparent and accountable organisation.**

Group companies recruit staff and hire collaborators and professionals on the basis of their operational needs, after having carefully assessed the match between the candidates' profiles and the characteristics of the profile sought. Recruitment and hiring of employees and collaborators is forbidden if it is aimed at influencing external bodies that carry out supervisory or control activities on the Companies.

Any benefits granted to employees and collaborators in connection with the achievement of certain results must always take into account the means used to achieve them, **and the logic of "the end justifies the means" must be avoided at all costs**, aiming to obtain remuneration for results even at the cost of violating legal or ethical rules.

C. INFORMATION, TRAINING AND COMMUNICATION

Group companies aim to fully utilise and make the most of all the professional skills working in their structure, ensuring their involvement, **also through participation and training, in which the recipients have a duty to participate.**

Personnel policies are made known through internal communication tools.

D. DUTIES OF EMPLOYEES AND COLLABORATORS

Each resource is invited, in relations with colleagues and management, **to behave in accordance with the principles of civil coexistence and full cooperation.**

Each collaborator must use the assets, facilities and services of CANIL Group companies in a correct manner, avoiding practices that could in any way compromise the durability, effectiveness or functionality of the assets or prejudice the entity's activities.

Furthermore, employees and collaborators

- are required **to perform the tasks and assignments entrusted to them with the utmost diligence;**

- **must comply with all provisions and rules of a disciplinary, regulatory or organisational nature**, also contained in internal orders or organisational procedures, respecting the lines of hierarchical dependence;
- must cooperate with the Management in bringing to light potential critical issues and misconduct, also by carrying out the reporting duties provided for in this Code of Ethics and in the Organisation and Control Model, where adopted.

RELATIONS BETWEEN ORGANS

A. DUTIES OF DIRECTORS

The Directors are required to maintain transparent conduct in formal and substantive compliance with current legislation and the Articles of Association.

The multi-person Administrative Body respects the attributions of powers and functions granted to individual Directors, over whose actions it supervises through the adoption of an adequate organisational system, as well as by **providing for duties of reporting by individual members to the Administrative Body** (also in the context of periodic meetings).

The members of each Administrative Body are required to:

- maintain, throughout the duration of their term of office, **a conduct inspired by autonomy, integrity, loyalty and a sense of responsibility towards CANIL Group companies and the Group in general;**
- **make confidential use of the information** of which they become aware by virtue of their office;
- **resign from office if, for personal, professional or objective reasons, their continuance may be detrimental to the image of CANIL Group Companies and to the latter's own activity.**

Behaviour that is not compatible with the purposes, discipline and activities of the entity, or definitive conviction for non-culpable offences falling within the scope of Legislative Decree no. 231/01, are a source of incompatibility with the office and therefore determine, depending on the case, the ineligibility or disqualification of Directors.

B. CORPORATE MANAGEMENT

Group companies pursue the most correct and transparent keeping of corporate books and records and **ensure that the resolutions of the corporate bodies are correctly and promptly recorded.**

Transparent and trustworthy conduct is always maintained, vis-à-vis shareholders and creditors. The Companies shall make available in a complete and truthful manner to the control bodies any information they deem useful for the performance of their functions.

RELATIONS WITH THE PUBLIC ADMINISTRATION AND THE JUDICIAL AUTHORITY

A. RELATIONS WITH THE PUBLIC ADMINISTRATION

Group companies adopt internal procedures to regulate and document relations with the public administration, public officials or persons in charge of a public service. In order to guarantee the utmost clarity, **relations with such parties are maintained exclusively by internal contacts who have been explicitly appointed and who are not in situations of conflict of interest.** Within the scope of the aforementioned relations, all persons working for the Group Companies are required to comply with the following rules of conduct:

- during inspections, audits, administrative proceedings, requests, interviews, it is forbidden to behave, directly or indirectly, in such a way as to compromise the independence and impartiality of the public interlocutor, it being in any case forbidden to propose

- remuneration of any kind or employment and/or business opportunities to the interlocutor;
- any unlawful initiative coming from the aforementioned persons and aimed at soliciting, even with indirect or tendentious phrases, the undue giving of money or other benefits must be categorically refused and immediately reported to the hierarchical superior and to the SB231, where appointed;
 - no form of gift or gratuity is allowed, unless of modest value and subject to prior authorisation by the Management;
 - should Group companies resort to consultants, representatives, trade associations or third parties to represent them in dealings with the Public Administration, the same directives that apply to employees of CANIL Group companies shall apply to such persons and their staff; in choosing such consultants, companies shall always give priority to criteria of professionalism, fairness and competence;
 - all requests for disbursements, contributions, financing, relief made available by public, national or EU bodies, must be made in compliance with the applicable regulations and in accordance with the principle of separation of duties, registration and documentation; once disbursed, the benefits must be used solely for the purposes for which they were originally intended;
 - participation in calls for tenders and procedures called by public bodies or authorities with public control or participation will be based on the principle of maximum transparency and fairness.

Relations and the related management of financial resources inherent to the activities of CANIL Group companies with public officials, public service appointees or concessionaires, public supervisory authorities or other independent authorities must in any case be undertaken and managed in absolute and strict compliance with the laws and regulations in force, as well as with the principles laid down in this Code of Ethics, internal protocols and the anti-corruption rules in force at administrations, so as not to compromise the integrity and reputation of both parties.

B. RELATIONS WITH THE JUDICIAL AUTHORITY

Relations with representatives of the Judicial Authority - whether civil, criminal or administrative, national or foreign - shall be marked by the utmost respect and cooperation.

In the presence of criminal proceedings or investigations relating to or involving, even indirectly, the activities of CANIL Group companies, each addressee of this Code must ensure the utmost cooperation with the judicial authorities, **providing all documentation and information useful to the activities of investigators and offices.**

RELATIONS WITH OTHER STAKEHOLDERS

A. RELATIONS WITH SUPPLIERS

The choice of suppliers must comply with current regulations and internal procedures.

Purchasing processes are carried out in compliance with the principles of transparency and competition and are aimed at obtaining the maximum competitive advantage.

The Group's companies do not entertain relations with parties that carry out their activities in disregard of its recognised ethical principles. **In fact, only suppliers and professionals who comply with the same principles and rules of conduct set out in this Code of Ethics are allowed.**

Even by means of specific contractual clauses, Group Companies may condition the validity of the relationship on compliance with the aforementioned principles and rules.

Every internal manager who procures goods or services is required to explicitly declare the presence of any links of participation or co-interest, in any form whatsoever, with any proposed supplier.

Before entrusting third parties with activities to be performed within the premises managed by the Group's companies, the technical and professional suitability of the supplier is checked, also

complying with the specific legal obligations on safety and hygiene in the workplace. During the performance of the contract, the maintenance of the professional and ethical requirements set out in this Code shall always be ensured, and Group Companies may take steps to carry out the appropriate checks.

The addressees of this Code are bound not to pay or solicit gifts, donations or promises of money or other benefits aimed at making the personnel working for supplying bodies and companies fail to fulfil their loyalty obligations towards the body they belong to.

B. RELATIONS WITH THE MEDIA

The reputation of CANIL Group companies represents an essential intangible asset of the entity. All external communications concerning the activities of CANIL Group companies, based on criteria of truthfulness and transparency, must always be approved in advance by the competent internal departments.

Employees and collaborators are required to avoid all public statements concerning their work and professional activities, as well as any other statements, including on their social network profiles, that may damage the prestige and image of the Group or of individual Companies.

C. RELATIONS WITH TRADE ASSOCIATIONS AND PARTNERS

CANIL Group companies may only set up or participate in forms of association with bodies that comply with the principles laid down in this Code of Ethics. Even by means of specific contractual clauses, Group companies may make the validity of the relationship conditional on compliance with the aforementioned principles and rules.

With reference to the activities promoted by exponential bodies and trade associations, the Companies shall only participate in activities that are compatible with the principles and rules expressed in this Code.

CONFLICTS OF INTEREST

Each Group company shall implement appropriate supervisory activities to ensure that all addressees of this Code do not find themselves in situations of conflict of interest.

Any addressee who, when carrying out activities on behalf of CANIL Group companies, finds himself/herself in situations, even potential conflicts of interest, is required to refrain from such activity, informing his/her superior. Anyone who becomes aware of an unreported conflict of interest is required to inform Management and the SB231, where appointed.

Directors and employees shall not engage in activities that conflict or may in any way conflict with the interests of CANIL Group companies or the purposes pursued by the Group, unless expressly authorised by the relevant internal departments.

When granting professional appointments, collaborators and professionals are required to disclose the performance of other activities that conflict or may conflict with the interests of CANIL Group companies or the aims pursued by it.

CONFIDENTIALITY

The Company ensures the utmost confidentiality and security of the data and information in its possession, in compliance with data protection regulations.

It is a serious breach of this Code of Ethics to circumvent the security measures put in place by the Data Controller on the systems used to process data. Group companies will prosecute any unauthorised communication or dissemination of personal data, with particular severity in the case of special categories of personal data pursuant to Article 9 of EU Regulation 2016/679.

Without prejudice to the regulatory provisions in force, the misuse of assets and resources includes the use of the same for purposes other than those inherent to the employment relationship or to send offensive messages or which may in any case damage the image of CANIL Group Companies.

Any investigation of the ideas, preferences, personal tastes and private lives of recipients or third parties is strictly forbidden, except with the express consent of the person concerned.

Anyone who, for any reason, holds credentials or access keys to third-party databases, e.g. as a result of previous employment or collaboration relations, may not use these credentials to gain unlawful access to protected databases in the interests of CANIL Group companies. Collaborators and employees shall only consult the documents and data they are authorised to access, and shall use them in accordance with their official duties, granting access to those entitled to do so and in compliance with the instructions issued in the office.

INTELLECTUAL AND INDUSTRIAL PROPERTY

A. IT DEVICES

The assignees shall use the IT devices provided by the Group Companies exclusively as working tools, being aware that any other type of use may potentially threaten the security of data processing, confidentiality and damage the Group Companies and/or the Group.

All mobile devices used outside the entity (during transfers, company visits, etc.) must always be carefully and personally guarded by the assignee, verifying the presence of security measures (in particular, protection through username and password).

Any applications or software used by CANIL Group company staff for professional reasons must comply with the user licence. **Downloading unauthorised software from the Internet is prohibited. Any new installation must be expressly authorised in advance by management.**

Each Group company shall ensure that the IT tools entrusted to its staff are used in compliance with the regulations in force, adopting specific protocols for checking the compliance of software on individual devices and workstations.

B. TRADEMARKS AND COMMUNICATION

The use of images or other protected assets in material intended for communication shall take place in compliance with the intellectual property rights of third parties and shall be subject to specific regulations.

Any use of trademarks or logos owned by third parties is always subject to their formal authorisation.

Group companies take steps to avoid, directly or indirectly, all forms of counterfeiting and alteration of trademarks or distinctive signs and prohibit the procurement of counterfeit goods.

PROTECTION OF HEALTH, SAFETY AND HYGIENE IN THE WORKPLACE

The protection of working conditions is considered a primary value for all Group companies, which safeguards the health and safety of their workers and collaborators, as well as of all persons present in the workplace due to the activities carried out by the entity (such as customers, candidates in personnel selection activities, etc.), **defending the physical, psychic and social wellbeing of the individual, guaranteeing working conditions that respect individual dignity and healthy and safe working environments.** The Company monitors compliance with the relevant legislation in force, pursuing the implementation of the following fundamental principles:

- avoid risks;
- assess risks that cannot be avoided;
- combating risks at source;
- adapting work to man - in particular with regard to the design of workplaces and the choice of equipment and working and production methods - in order to mitigate monotonous and repetitive work and to reduce the effects of such work on health;
- take into account the degree of technical development;
- replace what is dangerous with what is not or with what is less dangerous;
- give collective protection measures priority over individual protection measures.

Group companies undertake to disseminate and consolidate a safety culture among all their workers, collaborators and suppliers, developing risk awareness and **promoting responsible behaviour**, also through appropriate information and training actions, as well as providing the

organisation with procedures and protocols outlined according to widespread standards on the subject.

ENVIRONMENTAL MANAGEMENT

The CANIL Group companies carry out their activities with respect for the environment: all actions are planned in compliance with the applicable legal and regulatory provisions, adopting the principles of sustainable development, seeking a balance between economic and environmental requirements, and cooperating as fully as possible with the public authorities responsible for monitoring, supervising and protecting the environment.

In particular, with the aim of minimising the possible impacts of the activities carried out on the environment, biodiversity and ecosystems, and of preventing the occurrence of events that could potentially contaminate or in any case damage cultural or landscape heritage, each CANIL Group company monitors with particular care:

- the performance of transport, in accordance with the provisions of the ADR regulations - road transport of dangerous goods;
- the management of discharges;
- waste management;
- the management of emissions.

Group companies are committed to spreading and consolidating a culture of environmental protection and pollution prevention, developing risk awareness and promoting responsible behaviour.

ECONOMIC AND FINANCIAL MANAGEMENT

A. MANAGEMENT OF INFORMATION OF ECONOMIC AND FINANCIAL RELEVANCE

The Companies of the Group pursue the integrity of their assets and conform their economic and financial management to criteria of transparency, correctness, effectiveness, efficiency and economy.

The operators in charge of bookkeeping operate in compliance with the principles of truthfulness, transparency, accuracy, completeness and accessibility of accounting information, ensuring that the procedures observed and the IT systems used guarantee a correct presentation of the facts of economic and financial management.

For each transaction there must be adequate documentary support in order to allow:

- the accurate accounting recording of each transaction;
- the immediate determination of the characteristics and motivations underlying the same;
- the easy formal reconstruction of the operation, also from a chronological point of view;
- the verification of the decision-making, authorisation and implementation process, as well as the identification of the various levels of responsibility and control;
- identification of the methods of managing financial resources suitable to prevent the commission of offences.

Group companies adopt a system of authorisation to carry out operations on their current accounts based on transparency and traceability of transactions. The circumvention of the above principles or the fraudulent recording of false or incorrect accounting data constitutes a serious breach of this Code.

The Companies of the Group shall also make the rules of the Code of Ethics binding on any external parties who assist the entity in the management of administrative and financial processes or who provide tax or corporate consultancy.

B. TAX AND FISCAL MANAGEMENT

The addressees of this Code must refrain from carrying out activities or actions aimed at evading taxes and duties, duties or customs duties, applicable to Group Companies and/or third parties. Activities such as the following are considered serious violations of the principles set out in the Code of Ethics:

- the preparation of fictitious accounting assets or liabilities or in any case relating to non-existing transactions, as well as the alteration, falsification or destruction of any document of accounting or tax relevance;
- the preparation of fictitious transactions aimed at evading, even partially, the company from the proper performance of its tax or fiscal obligations;
- the submission to the tax administration of false declarations or documentation, both when fulfilling tax and fiscal obligations and during audits or inspections conducted by the administration.

Group companies choose their tax and fiscal consultants exclusively through the search for the best professionalism at sustainable costs for the task at hand.

IMPLEMENTATION OF THE CODE OF ETHICS

Each CANIL Group company undertakes to take **all necessary measures to disseminate the Code**, such as

- the distribution of an electronic copy to all its employees;
- publication on its website;
- other dissemination methods established by its Board of Directors or Management.

This Code of Ethics constitutes a primary and founding component of the MO231, where adopted. Compliance with its provisions by the addressees is therefore subject to the verification and control activities entrusted by MO231 to the SB231 and to the provisions of the sanctions system.

All addressees are required to report any news of violations of the provisions of this Code of Ethics to the SB231 or to the Management.

The violation of the provisions of this Code of Ethics by employees constitutes a disciplinary offence and a breach of contractual obligations of the employment or functional relationship or of professional collaboration, with all the consequences provided for by law or by the contract. This allows each Group Company to apply the disciplinary sanctions provided for by the applicable CCNL, as well as the sanctioning measures provided for by the MO231 where adopted.

Serious and/or persistent violations, damaging the relationship of trust established with the Company, may also constitute just cause for termination of the employment or collaboration relationship.

Violations of this code also constitute a breach of the obligations to behave fairly and to execute contracts in good faith.

This is without prejudice to further responsibilities of a criminal, civil and administrative nature that may arise in the event of conduct contrary to the provisions of this Code of Ethics.