



CODE OF CONDUCT FOR GESSI DISTRIBUTORS

I – PURPOSE AND SCOPE

In the companies belonging to the Gessi Group (“Gessi”) we are committed to upholding the highest standards of integrity, transparency and accountability in all our business activities. This would not be possible without the cooperation of all parties in our supply chain.

That is why we have approved this Code of Conduct which outlines our expectations regarding the treatment of workers, environmental protection and ethical business practices. The requirements and expectations defined in this Code of Conduct apply to all Gessi distributors, regardless of the distributor’s location or place of business. As a Gessi distributor, we expect you to share this commitment and abide by this Code of Conduct.

Gessi requires all its distributors to adhere to this Code of Conduct and to strictly comply with it. In particular, we expect all our distributors to:

- respect the human rights of all individuals, including the right to fair treatment;
- ensure the absence of any form of harassment, bullying and discrimination;
- promote safe and healthy working conditions;
- protect the environment and minimise the impact of their activities on natural resources and ecosystems;
- act with integrity and honesty in all business dealings, combating illegal practices and all forms of possible corruption and bribery;
- comply with all applicable laws, regulations and industry standards;
- implement mechanisms to identify and manage risks related to the above-mentioned issues; and
- make available, upon Gessi’s reasonable request, adequate documentation demonstrating the implementation of the principles outlined in this Code of Conduct.

We take the issues outlined herein very seriously and will not tolerate any violations of this Code of Conduct. In the event of such violations, we may take appropriate actions, including the termination of the business relationship. Furthermore, we expect our distributors to cooperate fully with any investigation into potential violations and to take necessary corrective actions.

We believe that, by working together, it is possible to create a responsible and sustainable supply chain that benefits all stakeholders.

II – HUMAN RIGHTS AND WORKING CONDITIONS

We expect all our distributors to comply with all laws, regulations and industry standards, including Collective Bargaining Agreements, where applicable, regarding human rights and working conditions.

Modern slavery and forced labour

Our distributors must not use any form of forced or coerced labour, including, but not limited to, bonded labour, slavery, human trafficking, servitude, labour exploitation or violence.

All workers shall be free to leave their employment and must not be subject to any form of physical or psychological coercion or intimidation, such as humiliation, mental abuse, threats or sexual harassment. Distributors’ employees shall begin their employment relationship on a voluntary basis and shall have the right to terminate it in accordance with applicable laws.

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Child labour

Child labour is a serious and persistent problem in many parts of the world. Our company is committed to eliminating the employment of children under the minimum legal age set by the country in which the work is performed and in any case under the age of 18 in work that is hazardous, abusive and/or interferes with their education and development, including for example work during nighttime hours. We expect our distributors to adhere to the highest ethical standards and comply with all applicable laws and regulations regarding the employment of minors.

We are committed to promoting the rights of children and ensuring that they are protected from all forms of exploitation. We will work with our distributors and other stakeholders to raise awareness on the issue of child labour and to promote practices that support the rights and welfare of children.

Discrimination and the promotion of diversity

Our distributors must treat all workers with dignity and respect. In addition, our distributors are required to prevent and combat all forms of discrimination, bullying and harassment related to any personal characteristic and/or individual lifestyle choice such as race, class, ethnicity, nationality, religious belief, gender, sexual orientation, political opinion, age, disability or any other aspect protected by law. Distributors must promote diversity and inclusion in the workplace and encourage the development of a workforce that reflects the diversity of the communities in which they operate.

Respect for freedom of association and collective bargaining

Our distributors must respect the right of workers to associate freely and bargain collectively and must not interfere with the formation of workers' organisations or the negotiation of Collective Agreements.

Health and safety

Gessi considers it a priority to create and maintain a safe and healthy workplace for all employees, including those working in our supply chain. We therefore expect our distributors to:

- ensure a healthy and safe working environment for all employees;
- comply strictly with all applicable health and safety laws and regulations; and
- adopt adequate systems to identify and address potential health and safety risks; and
- act promptly to resolve identified hazards.

This includes the provision of adequate protective equipment and sufficient training to carry out activities in a safe and hygienic working environment. In addition, it is necessary to ensure that all equipment used by distributors is properly maintained and that all facilities, including toilets and common areas, are clean and safe. We recommend having a certified safety management system such as ISO 45001 where applicable.

Working hours and holidays

We require our distributors to ensure that their employees are treated with respect and dignity and that they have fair and reasonable working hours. We expect our distributors to comply with all applicable laws and regulations regarding working hours and holidays, including laws regulating the maximum number of working hours per week and the entitlement to rest periods and holidays.

We also expect our distributors to adopt policies to ensure that employees are able to take holidays and personal days as needed. This may include the granting of paid leave or other forms of compensation.

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Employment contracts, wages and training

All employees, including temporary workers, trainees and interns of our distributors must be provided with regular employment contracts in writing outlining all terms and conditions of the employment, including wages and benefits. These contracts must be communicated to all employees, and pay slips must be delivered to employees within the terms specified in the employment contract, and in an appropriate format and language they can easily understand.

Distributors must ensure that wages and related benefits, including overtime pay, meet or exceed the minimum standards set by national, international, regional and/or local laws and regulations. Such remuneration must be at least equal to the minimum wage for equivalent work in the Country and sufficient to provide employees and their families with a decent standard of living. Remuneration must be based on the employee's skills, experience, professional potential and performance and must maintain wage equity for all employees on equal terms and merit is essential. Overtime hours must be adequately compensated in accordance with applicable laws and regulations.

Our distributors must provide regular training to employees to ensure adequate levels of competence and knowledge to perform the tasks assigned to them.

III - ENVIRONMENT AND SUSTAINABILITY

Gessi aims to reduce its environmental footprint and achieves this through innovative working methods, the implementation of responsible behaviour and the continuous improvement of its management systems.

Our sustainability report is available here:

https://www.gessi.com/static/resources/exhibition/bi_lancio_sostenibilita_en.pdf

We expect all our distributors to share this commitment and comply with the following environmental standards.

Compliance with environmental regulations

Gessi requires its distributors to comply with national and international environmental laws, regulations and standards, including those relating to air and water quality, waste management and the handling and disposal of hazardous materials. We recommend having a certified environmental management system such as ISO 14001 or EMAS where applicable.

Reduction of environmental pollution

In addition to meeting legal requirements, our distributors must prevent, reduce and mitigate any form of environmental pollution, including air, water, soil and groundwater pollution, and promptly restore and remedy any environmental incidents.

Distributors must also minimise the environmental impact of their activities through the use of energyefficient technologies, the reduction of greenhouse gas emissions and the conservation of natural resources.

Where possible, the distributor should try to limit or avoid the use of rare resources.

Environmental impact monitoring

Distributors must identify and manage the significant environmental impacts of their business and implement improvement plans, including specific key performance indicators to monitor progress.

Distributors must also monitor and document their environmental performance and provide Gessi with the relevant quantitative data.



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Animal protection and welfare

Gessi requires its distributors to comply with current animal protection legislation and to maintain high animal welfare standards.

IV - COMPLIANCE AND ETHICS

We prioritise integrity, transparency and accountability in all aspects of our business and expect our distributors to uphold these values as well. We and our distributors adhere to high ethical standards in all our business practices.

Corruption and bribery

We will not tolerate, and expect our distributors not to tolerate, any form of corruption or bribery, whether active or passive, in any context, form and manner and in any jurisdiction. This includes not only illegal activities, but also practices that may be accepted, tolerated or not judicially prosecuted in certain contexts, but which could undermine our commitment to integrity.

More specifically, we expect our distributors to reject and prevent any form of corruption and to refrain from giving, offering, promising or accepting to or from business partners, public officials or other third parties (whether private or public) bribes, gifts, presents, entertainment, facilitation payments, donations, job opportunities and any other benefit or advantage that (i) may constitute a violation of rules and/or (ii) are contrary to this Code of Conduct and or (iii) may be perceived as aimed at obtaining an improper or inappropriate business advantage or influence. In particular, such conduct is considered inappropriate or improper (and therefore contrary to this Code of Conduct) when it creates or is expected to create a sense of obligation that may influence business decisions.

Distributors must comply with the anti-corruption and anti-bribery laws of all countries in which they do business. Distributors must also not solicit advantages and must avoid conflicts of interest that could lead to the risk of corruption. Our distributors must ensure that their directors, officers, employees, suppliers, affiliates, subcontractors and representatives (collectively referred to as 'Third Parties') also comply with the rules outlined in this section and implement and maintain an effective compliance framework.

Other unlawful acts

Gessi does not tolerate any form of theft, fraud, forgery, scam, embezzlement, fraudulent financial reporting, extortion, insolvency offences, illegal payments and any other illegal act by distributors and their employees. Distributors must also avoid and not facilitate money laundering or the financing of criminal activities.

Therefore, distributors must not engage in misconducts such as, but not limited to: (i) falsifying invoices or creating fraudulent reports or documentation; (ii) falsifying the nature of transactions; (iii) creating or submitting false statements; (iv) stealing goods; (v) misusing resources and/or products for personal purposes.

Distributors must take steps to prevent the inadvertent use of company resources for such purposes and must monitor unusual or suspicious activities and transactions.

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Unfair competition and antitrust

Our distributors must compete fairly and in compliance with all applicable antitrust and unfair competition laws and regulations. By way of example, the following are considered illegal or unfair practices: (i) employee poaching; (ii) exchanging sensitive information with competitors (including prices, costs, market data, sales territories, distribution channels, customer lists or other non-public business information); (iii) gathering competitive information through unethical and/or illegal means; (iv) engaging in agreements, coordinated practices or understandings that may restrict competition.

Distributors shall not distort the characteristics of Gessi's products or services, act dishonestly or engage in other unfair or anti-competitive practices.

Quality and continuous improvement

Distributors are encouraged to continuously improve their performance in terms of quality, cost and time. In fact, we expect our distributors to strive for continuous improvement in the quality of the services provided, to reduce the time needed to perform these services, and to constantly seek the best value for money. We recommend having a certified quality management system such as ISO 9001 where applicable.

Compliance with trade regulations

Ensuring responsible trade is important to Gessi and therefore requires its distributors to comply with all applicable trade laws and regulations, including those relating to import and export controls, trade sanctions and customs procedures. Distributors must keep abreast of these regulations. Without limiting the scope of the above obligations of distributors, Gessi may from time to time issue instructions to distributors regarding compliance with Italian, EU and other applicable regulations. Such instructions shall be immediately applied and strictly adhered to by the distributors.

We also expect distributors to document imports and exports accurately and have procedures in place to mitigate the risks related to trade and export controls.

We recommend our distributors not to cooperate with parties that seek to directly or indirectly send goods or data to parties or countries where this is prohibited under European Union and other applicable regulations.

Management of compliance systems

Our distributors must have adequate governance and compliance systems in place to ensure compliance with all applicable laws and regulations, as well as with this Code of Conduct.

To enable full transparency, distributors must maintain accurate and complete records in compliance with all applicable laws and regulations, including those related to financial reporting, taxation and anti-corruption.

Our distributors are required to provide high quality, safe and effective services in full compliance with Gessi's instructions, industry standards and applicable national and international regulatory requirements. Distributors shall also perform their activities in accordance with the legal provisions of the various Countries in which the products are to be marketed, where applicable.

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Deliveries

The delivery terms indicated in the order confirmation are subject to the availability of the products in our warehouse. In the event that the ordered goods are unavailable, delays may occur, for which Gessi shall not be held responsible.

Promotional and marketing practices

Promotional materials and marketing activities shall comply with applicable national, European, international, local and regional laws and regulations, the principles of this Code of Conduct, Gessi's instructions and contractual clauses, and shall always reflect positively on Gessi's image.

Data protection

We expect our distributors to comply with all applicable data protection laws and regulations, including the General Data Protection Regulation (GDPR) and all relevant national laws, and to adhere to the following standards:

- have adequate policies and procedures in place to protect the privacy and security of personal data, including measures to prevent unauthorised access, use or disclosure of such data;
- collect, use or disclose personal data only for legitimate and lawful purposes and in compliance with the rights of the data subject;
- implement appropriate technical and organisational measures to protect personal data against unauthorised access, use or disclosure; and
- inform Gessi of any breach of the above obligation, if it relates to personal data transmitted to the distributor by Gessi and of any security-relevant event that could lead to such a breach.

Confidentiality

All information that distributors obtain from Gessi or become aware of in the course of doing business with Gessi (or in any other context related to our company) shall be treated with the utmost confidentiality and in accordance with applicable laws, regulations and contractual terms, including any non-disclosure agreements in force between the parties. Unless specifically authorised in writing by Gessi, our distributors must not disclose this information to third parties and must implement appropriate measures to properly manage the collection, storage, use and sharing of this information. This includes preventing the misuse, falsification, forgery, theft or unauthorised disclosure of this Gessi's information. We rely on our distributors to respect the confidentiality of this information of Gessi and our business partners and to treat it with care.

All promotional and informative communications must be correct and not misleading for the customer. Distributors may only use up-to-date materials provided by Gessi.

Intellectual Property

At Gessi we value innovation and creativity and are committed to protecting our intellectual property rights. We expect our distributors to respect and protect our intellectual property and the intellectual property rights of others.

This includes respecting our trademarks, industrial designs, copyrights, patents and any other intellectual property rights of Gessi and the technology we share with our distributors. We expect our distributors to use this information only for the purpose of fulfilling their obligations to us and that they take reasonable steps to protect it from unauthorised use or disclosure.

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In order to ensure the highest level of protection of our most valuable assets, distributors shall not use any of Gessi's intellectual property rights unless authorised by Gessi s.p.a. in writing and in accordance with its instructions. In any case, distributors shall undertake to use Gessi's intellectual property rights (when duly authorised) in a manner that promotes Gessi's goodwill.

It shall also be considered an infringement of Gessi's intellectual property rights to remove, distort and/or modify Gessi's trademarks or technical data or labels delivered with the products or otherwise provided by Gessi, without Gessi's prior written consent.

Distributors shall ensure that in marketing the products they do not infringe the intellectual or industrial property rights of Gessi or third parties. In particular, distributors must not engage in conduct or practices aimed at altering or counterfeiting the trademarks and/or distinguishing marks of Gessi or third parties.

Distributors shall display the products in their shops in such a manner that they do not infringe the intellectual property rights of Gessi or third parties and do not mislead or confuse customers as to the origin, source or quality of the products. In any case, distributors shall conduct themselves, in the performance of their duties, in a manner that reflects positively on Gessi's reputation.

V – NO EXCLUSIVITY

No distributor shall be granted exclusivity rights unless expressly authorized in writing by Gessi. Any exclusivity arrangement must be detailed in a separate agreement between Gessi and the distributor. Without such written authorization, no distributor shall assume or claim exclusivity rights over Gessi's products or services in the territory of operation.

VI – REPORTS AND AUDITS

We believe that compliance with this Code of Conduct is beneficial to all stakeholders and contributes to building a sustainable and fair supply chain. The values set out in this Code of Conduct are of particular importance to Gessi and, therefore, we ask all distributors to strictly comply with the rules set out herein and to adhere to the following monitoring rules.

Reports

Our distributors shall promptly report to us any suspected or confirmed violations of this Code of Conduct and/or relevant laws. This includes violations committed by employees, consultants, partners, agents or other representatives acting on behalf of the distributor or Gessi.

To report any alleged or confirmed violations, please use the following addresses: e-mail: gessi@gessi.it
mailing address: Hamlet Vintebbio, Parco Gessi, 13037 Serravalle Sesia, (Vercelli) Italy.

We assure you that all reports received will be treated confidentially, discreetly and without any form of retaliation. However, this general principle does not exempt or limit reporting obligations that may arise as a result of reports, including to the Judicial Authority or other competent authorities. We encourage all recipients to report possible violations in order to maintain a culture of integrity and compliance within our organisation.

Audits

In order to promote transparency and ensure compliance with the standards outlined in this Code of Conduct, we may conduct unannounced inspections at any time during normal working hours. Such inspections may be carried out by our staff or by third parties specifically authorised or delegated by us. During such inspections, we may request access to the offices and premises where our distributors operate, as well as to documentation and evidence, such as photographs. We may also conduct interviews with company directors, employees and other personnel at the distributor's workplaces.

Gessi SpA



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We ask all our distributors to cooperate with these inspections and to keep all documentation necessary to verify compliance with this Code of Conduct and relevant laws and regulations. A distributor's failure to comply with this Code of Conduct, refusal to establish a recovery plan or failure to implement an agreed recovery plan may result in a breach of contractual obligations and suspension or termination of Gessi's business relationship with that distributor.

For any questions about the interpretation or application of our Code of Conduct, please do not hesitate to contact Gessi's contact persons directly involved in the management of your business relationship with us.

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