# CODE OF ETHICS AND CONDUCT

**Rev. 00** – Approved by the Board of Directors on 16**/10/2026**

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## Definitions

In this Code, the following terms have the meaning indicated below.

**Code**: this Code of Ethics and Conduct of RES S.r.l.

**Decree**: Legislative Decree No. 231 of 8 June 2001, as subsequently amended and supplemented.

**Addressees**: the members of the Board of Directors, the employees and staff of the Company, as well as the consultants, suppliers and business partners who act in the name, on behalf of, or in the interest of the Company, as listed in paragraph 1.2.

**231 Model**: the possible future Organisation, Management and Control Model that the Company may decide to adopt pursuant to Article 6 of the Decree.

**Company**: RES S.r.l., with registered office in Ozzano dell'Emilia (BO), Via Lombardia No. 31, Zona Ind.le Quaderna.

## Introduction

This Code of Ethics and Conduct (hereinafter also the "Code") sets out the fundamental values and principles that inspire RES S.r.l. (hereinafter "the Company" or "RES") in carrying out its activities and fulfilling its corporate commitments. The Code governs the relevant conduct of those who work for the Company and defines the rules and expected standards of behaviour.

RES S.r.l., established in 1976 and operating since 1979, is an industrial company with registered office in Via Lombardia No. 31, Zona Ind.le Quaderna, Ozzano dell'Emilia (BO), specialising in the production and marketing of wheels for trolleys and technical articles for internal material handling. The Company operates mainly in the Italian market, with foreign turnover accounting for approximately 30%, of which 28% is generated within the European Union.

This Code does not replace applicable laws and other regulatory sources, nor does it take precedence over them.

# Chapter 1 – General Principles

## 1.1. Sources and reference standards

This Code has been drawn up taking into account the following regulatory sources and references:

- Legislative Decree No. 231 of 8 June 2001, as subsequently amended;
- Law No. 300 of 20 May 1970 (Workers' Statute) and the applicable National Collective Bargaining Agreement (CCNL);
- Legislative Decree No. 81 of 9 April 2008 (protection of health and safety in the workplace);
- EU Regulation 2016/679 (GDPR) and Legislative Decree No. 196 of 30 June 2003, as subsequently amended (privacy);
- The by-laws of RES S.r.l. and the Company's internal regulations.

By adopting this Code, the Company bases its actions on the following values:

- **Lawfulness:** all activities are carried out in compliance with applicable national and international regulations and internal procedures.
- **Transparency:** information is provided clearly, truthfully and completely, both within and outside the Company.
- **Fairness:** the rights of each party involved are respected, with attention to equal opportunities and privacy regulations.
- **Integrity:** the personal dignity of workers, suppliers, consultants, customers and every stakeholder is placed at the centre of the Company's activities.
- **Impartiality:** the fundamental rights of individuals are respected, ensuring equal opportunities and avoiding discrimination of any kind.
- **Health and safety:** respect for the primary values of protecting workers' health and safety is promoted.
- **Social responsibility:** the Company pursues its interests with loyalty, ensuring due diligence and the highest quality of products and services.

## 1.2. Addressees

The provisions of this Code apply, without distinction, to all persons who, in any capacity, act in the name, on behalf of, or in the interest of RES S.r.l.

The addressees of the Code (hereinafter also the "Addressees") are:

- the members of the Board of Directors, as the Company's administrative body;
- employees and staff, regardless of the nature and duration of their relationship with the Company;
- consultants, suppliers and business partners who act in the name, on behalf of, or in the interest of the Company.

For members of the Board of Directors, employees and staff, compliance with this Code constitutes an obligation inherent to their office or to their employment or collaboration relationship. For consultants, suppliers and business partners, in the absence of a formal contractual relationship with the Company other than an order confirmation, adherence to the Code is ensured by acknowledgement and signature of the Code, as set out in paragraph 7.4.

The belief that one is acting in the interest of the Company does not in any way justify conduct contrary to the ethical principles of this Code.

### 1.3. Obligations of the Addressees

Each Addressee is required to:

- know, comply with and promote the provisions of this Code;
- carry out their activities with diligence, loyalty, impartiality, good conduct and professional rigour;
- refrain from activities that are incompatible, competing, or that give rise to conflicts of interest with the Company;
- promptly report to their contact person, or through the channel referred to in paragraph 7.2, any information regarding possible violations of the Code;
- cooperate with the competent functions in verifying possible violations;
- maintain confidentiality regarding any corporate documentation of which they become aware.

### 1.4. Significance of the Code

Compliance with the provisions of this Code constitutes an essential part of the obligations assumed by the Addressees towards the Company. Violation of the provisions of the Code undermines the relationship of trust established with RES S.r.l. and may result in:

- the application of disciplinary measures, up to and including dismissal for just cause, for employees, as set out in Chapter 7;

- termination of the collaboration relationship for staff and consultants;
- failure to confirm the order or termination of the business relationship for suppliers and business partners;
- revocation of the appointment and liability actions for members of the Board of Directors;
- claims for damages suffered by the Company.

Such measures are applied in accordance with applicable regulations and in compliance with the principles of proportionality and impartiality.

## Chapter 2 – Relations with Third Parties

### 2.1. General provisions

In its relations with third parties, RES S.r.l. is guided by the principles of lawfulness, fairness, transparency and good faith. Before entering into collaborations or business relationships, the Company verifies the professional and reputational reliability of its counterparties, refraining from dealing with persons known or suspected to have ties with criminal organisations or involvement in unlawful activities.

All practices of corruption, fraud, deception, unlawful favours, collusive behaviour, undue solicitation and any other conduct contrary to the law in relations with third parties are prohibited and punishable, both from a disciplinary and a legal standpoint.

### 2.2. Relations with customers

RES S.r.l. is committed to establishing relationships with its customers based on the principles of professional loyalty and transparency. The Company ensures:

- comprehensive, accurate and truthful information on the products offered;
- compliance of products with applicable regulations and agreed specifications;
- transparent and timely handling of complaints and reports;
- compliance with contractual terms and commitments made.

### 2.3. Relations with suppliers

The selection of suppliers is carried out exclusively on the basis of objective criteria of quality, cost-effectiveness, reliability and efficiency, in full compliance with the law and without favouritism or discrimination.

RES S.r.l. expects its suppliers to respect human rights, occupational health and safety regulations, and the principles of lawfulness and fairness referred to in this Code.

### 2.4. Relations with the Public Administration

At present, RES S.r.l. does not have relations with the Public Administration, nor does it take part in public tenders, subcontracts or construction sites. Should such relations arise in the future, they will be conducted exclusively by the Company's legal representatives or by persons expressly delegated or authorised to do so, in compliance with the law and with the principles of lawfulness, integrity, fairness and transparency, with an express prohibition on offering, promising or accepting money, gifts or other benefits to managers, officials or employees of the Public Administration in order to obtain favourable treatment or confidential information.

### 2.5. Relations with competitors

RES S.r.l. operates in a market characterised by significant competition and promotes fair competition, in compliance with national and European Union antitrust regulations. Collusive agreements, concerted practices with competitors, misleading or disparaging advertising, and any conduct that may constitute unfair competition are prohibited.

The Addressees shall refrain from disclosing to competing companies, or to persons connected with them, commercially sensitive information such as price lists, pricing policies, margins, terms applied to individual customers and bidding strategies.

### 2.6. Sponsorships and donations

RES S.r.l. may make sponsorships and donations in support of sporting, cultural or social initiatives in the territories in which it operates. Such initiatives, even if managed informally, must meet criteria of transparency, be referable to lawful purposes, and must not in any way serve as a means of circumventing the prohibitions set out in this Code regarding gifts, corruption or conflicts of interest. The related expenses must be documented and traceable.

### 2.7. Gifts and hospitality

RES S.r.l. neither offers nor receives gifts or forms of hospitality to or from third parties. The Addressees may not, therefore, offer or accept gifts, presents, services or hospitality that could influence, or give the impression of influencing, business

decisions of the Company or of third parties. Any requests for money or undue favours must be reported as set out in paragraph 7.2.

## Chapter 3 – Personnel Policies

### 3.1. Human resources and the working environment

RES S.r.l. recognises that its human resources constitute a fundamental asset for achieving the Company's objectives. The Company is committed to:

- ensuring a safe, healthy working environment that respects the dignity of every individual;
- ensuring equal opportunities at every stage of the employment relationship;
- maintaining regular employment relationships, in compliance with collective agreements and the minimum wages set by applicable law, with no irregular or so-called "undeclared" work being permitted.

### 3.2. Non-discrimination and equal opportunities

RES S.r.l. condemns and considers unacceptable any form of direct or indirect discrimination against employees and staff based on sex, gender, gender identity, sexual orientation, race, ethnic or national origin, religion or personal beliefs, disability, age, family status or any other personal characteristic protected by law.

### 3.3. Prohibition of harassment and mobbing

All forms of psychological, physical or sexual harassment against employees, staff, suppliers or visitors are prohibited and subject to disciplinary sanctions, as is any systematically hostile conduct amounting to mobbing. Anyone who is the target of such conduct is required to report it as set out in paragraph 7.2. Any act of retaliation against those who refuse, complain about or report such conduct is prohibited.

### 3.4. Conflict of interest

A conflict of interest is deemed to exist whenever members of the Board of Directors, employees or staff pursue an objective other than that of the Company, or obtain or attempt to obtain a personal advantage in the course of carrying out their activities, or attempt to obtain such an advantage for third parties.

The Addressees must avoid situations that could give rise to even a potential conflict between their private interests and those of the Company and must report any such situation immediately to their contact person. Members of the Board of Directors who find themselves in a situation of conflict of interest shall immediately inform the Board accordingly and shall abstain from the related resolution, in compliance with Article 2475-ter of the Italian Civil Code.

### 3.5. Use of company assets and IT resources

Each Addressee is required to use the Company's assets, tools and resources with care and in accordance with their intended purpose, avoiding personal or improper use. The installation of software whose use is illegal or infringes copyright is not permitted, nor is access to content that could harm the Company's reputation or the security of its IT systems.

## Chapter 4 – Prevention of Corruption and Accounting Integrity

### 4.1. Prevention of corruption

The Addressees of RES S.r.l. shall not offer, grant, solicit or accept, directly or through intermediaries, improper advantages in order to obtain a benefit for the Company, for themselves or for third parties, in violation of the law against active and passive corruption.

### 4.2. Accounting integrity and traceability of transactions

RES S.r.l. applies rigorous principles of truthfulness, accuracy and completeness in recording accounting and administrative transactions. Every transaction must be authorised, traceable and adequately documented. It is prohibited to:

- state facts that do not correspond to the truth, or omit material information, regarding the Company's financial, equity and economic position in corporate communications;
- prevent or hinder control or statutory audit activities;
- disseminate false information or carry out sham transactions capable of influencing the market.

## Chapter 5 – Health and Safety at Work

RES S.r.l. promotes a programme for safeguarding health, safety and hygiene in the workplace, adopting the preventive measures provided for by Legislative Decree No. 81/2008, as subsequently amended. The Company is committed to:

- identifying, assessing and minimising risks present in the workplace;
- adequately informing and training all personnel on risks and preventive measures;
- ensuring the participation of the Addressees in the prevention process;
- continuously improving the preventive and protective measures adopted.

Every Addressee is required to scrupulously comply with occupational health and safety regulations and to promptly report any situation of risk.

## Chapter 6 – Protection of Information and Confidentiality

### 6.1. Protection of personal data

RES S.r.l. ensures ethical management of personal data, in compliance with EU Regulation 2016/679 (GDPR), Legislative Decree No. 196/2003, as subsequently amended, as well as the privacy notice and confidentiality policy adopted by the Company, to which reference should be made for further operational details.

### 6.2. Confidentiality of company information

Non-public information belonging to RES S.r.l. — such as commercial data, production know-how, information on ongoing contracts and negotiations, and business strategies — is confidential and subject to professional secrecy. Its content may not be disclosed outside the Company, except in the course of professional activity and provided that third parties have signed a confidentiality undertaking. The confidentiality obligation remains in force even after the termination of the employment or collaboration relationship.

# Chapter 7 – Controls, Reporting and Implementation

## 7.1. The Code and the future 231 Model

This Code is adopted independently by RES S.r.l. as a tool for guiding conduct within the ESG improvement path undertaken by the Company. It is understood that, in the event of future adoption of an Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001, this Code will become an integral part of it and will accordingly be updated and coordinated with it, including in relation to the establishment of a Supervisory Body.

## 7.2. Reporting of violations

RES S.r.l. has set up a dedicated e-mail address for receiving reports of violations of this Code: **whistleblowing@resruote.com**, received collectively by the Board of Directors.

Anyone wishing to report a violation, even merely a suspected one, of this Code may do so through this channel. RES S.r.l. guarantees:

- the confidentiality of the reporting person's identity;
- an absolute prohibition on retaliation, discrimination or penalisation against anyone who reports in good faith;
- acknowledgement of receipt of the report within a reasonable time.

It is understood that, in the event of future adoption of the 231 Model, the e-mail channel referred to above will be replaced by a structured reporting system (IT platform), managed by the Supervisory Body, in compliance with Legislative Decree No. 24 of 10 March 2023 and the relevant ANAC and Confindustria guidelines. The commitments to confidentiality and non-retaliation set out above remain in force regardless of the technical tool actually used.

## 7.3. Dissemination and updating

RES S.r.l. informs all Addressees of the provisions of this Code, recommending compliance with it through:

- the delivery of a copy of the Code to employees and staff, with a request for signature acknowledging receipt;
- the publication of the updated text on the Company's website;

- a reference to the Code in the order confirmation for suppliers, consultants and business partners.

The internal contact person for the review, dissemination and updating of this Code is identified as the Administrative Function.

### 7.4. Adherence by third parties

In the absence of a written contract with suppliers and business partners, their adherence to this Code is ensured by means of a specific clause included in the order confirmation, as set out in the annex to this Code.

### 7.5. Consequences of violation

Violations of this Code are ascertained and sanctioned as follows:

- for employees, in accordance with the disciplinary procedure set out in Article 7 of Law No. 300 of 20 May 1970 and as provided for by the applicable National Collective Bargaining Agreement (CCNL);
- for members of the Board of Directors, staff, consultants, suppliers and business partners, according to the consequences already set out in paragraph 1.4 (revocation of appointment, termination of the relationship, failure to confirm the order, claims for damages), the Company not having, at present, a separate formalised Disciplinary System, which the Company will consider adopting upon the future implementation of the 231 Model.

Such measures are applied in accordance with applicable regulations and in compliance with the principles of proportionality and impartiality.

## Chapter 8 – Adoption, Review and Amendments

This Code is adopted by the Board of Directors of RES S.r.l. with effect from the date of the resolution. Subsequent additions and amendments are approved by the same body, with timely communication to all Addressees.

The Board of Directors periodically verifies that the Code remains consistent with the Company's circumstances and with the regulatory and market context in which it operates, arranging for its revision where necessary, including in relation to a possible future adoption of the 231 Model.

*This Code is also available in Italian, which is the original and governing version, as a separate document.*