



# **Ethical Code**

**JFE BRINDISI SRL**

## 1. Introductory notes

The Ethical Code (hereinafter also just "Code") explains the responsibilities, ethical and social commitments that Jindal Films Europe Brindisi S.r.l. (hereinafter also just the "Company" or "JFE") intends to adopt and have adopted both within the company organization and externally, and represents the framework of the rules underlying every action of the Company over time.

It is in fact made up of the set of principles and rules of conduct that the Company has voluntarily chosen to adopt and disseminate and represents a point of reference for work both within the Company and externally in the conduct of business.

Professional integrity, honesty, respect for commitments are behaviors that bring trust towards the Company and the violation of these principles can cause damage that is even difficult to repair, which can be of different types: image, for example, but above all of reputation and credibility, which may have implications such as to endanger the trust of the markets and the trust of customers, suppliers and the people themselves who work or would like to work in Jindal Films Europe Brindisi Srl. Compliance with the Code Ethics and the constant observance and implementation of its principles can avoid all this. The Ethical Code also has the aim of helping people to identify ambiguous or potentially risky situations that may arise in carrying out activities, but also relationships or behaviors that are not perfectly clear that can damage the Company.

Furthermore, JFE, in line with the provisions contained in the Organisation, Management and Control Model (hereinafter also "MOGC") which it adopted in 2017, undertakes to manage its business according to the principles of integrity and loyalty and in the absence of conflicts between corporate interests and personal interests by subjects acting, in any capacity, on behalf of the Company itself.

The JFE Ethical Code recognizes the legal relevance and mandatory effectiveness of the ethical principles and behavioral standards prescribed therein. Knowledge and compliance with the provisions of the Code represent an indispensable requirement for the establishment and maintenance of working and collaboration relationships with the Company and with third parties; it is an act of a contractual nature, with binding force, which produces effects in the towards the Board of Directors, employees, consultants and anyone who establishes collaborative or partnership relationships with the Company, in any capacity, directly or indirectly, permanently or temporarily, in Italy or abroad.

The compliance with the rules and provisions contained in the Code constitutes, in fact, an integral and essential part of the contractual obligations deriving from subordinate employment relationships, for employees, and of the contractual regulations, for non-employed collaborators. Violation of the aforementioned rules will therefore constitute failure to fulfill the obligations deriving from the employment or collaboration relationship with all legal or contractual consequences.

The Ethical Code is structured in:

- I. **"ethical principles"** (reference values that must inspire the Company's behavior);
- II. **"conduct criteria"** (behaviors that the Company must maintain in relationships established with stakeholders);

### III. “control mechanisms” (methods for verifying the correct application of the Code).

The Company will ensure that the principles of the Code are shared by all stakeholders, including consultants and experts with whom the Company will maintain relationships on a long-term basis. Consequently, relationships will not be entered into or continued with those who do not intend to respect the principles of this Code.

The control regarding compliance with the Code is entrusted to the 231 Supervisory Body (Organismo di Vigilanza 231) of Jindal Films Europe Brindisi srl, established according to the provisions formulated in the Organization and Management Model of the Company, as well as to all the people who, in various capacities, have supervisory functions responsibility within the company organization.

The Supervisory Body carries out, in addition to monitoring, updating the Model and training activities on the contents of Legislative Decree 231/01, also specific tasks aimed at implementing the Ethical Code.

## I. Ethical principles

The Company undertakes to manage its business with integrity and loyalty, in compliance with the rules defined by this Ethical Code and Organization, Management and Control Model pursuant to Legislative Decree. n. 231/01 (“MOGC”) of Jindal Films Europe Brindisi srl.

The employees, managers, collaborators, each within their own role, of the Company undertake to observe the standards of conduct established in this Code of Ethics, the rules defined in the MOGC, the procedures and regulations adopted.

Respect for these values constitutes an essential prerequisite for evaluating the correctness of the behavior of the Company's employees/collaborators.

The "ethical principles" that must always guide the activities of those who act in the name and on behalf of the Companies are the following:

### ✓ **Legality**

The Company undertakes to carry out its activity in compliance with community and national regulations, rejecting corruption, forms of money laundering, and any illegal practice even in forms of conduct which directly or even indirectly could integrate forms of collaboration with criminal associations, however named. The employees, managers and collaborators of the Company

are required to diligently comply with current legislation, this Ethical Code and internal regulations. Any and all operations are expressly prohibited

which may result in the use of money, goods or benefits of illicit origin as well as any activity and/or form of money laundering.

The pursuit of the Company's interest cannot be considered, under any circumstances, as an exemption from failure to comply with the law, nor can it justify dishonest conduct.

Control regarding compliance with the Code is entrusted to the Supervisory Body of Jindal Films Europe Brindisi srl, established according to the provisions formulated in the Organization and Management Model of the Company, as well as to all the people who, in various capacities, have supervisory functions responsibility within the company organization.

The Supervisory Body carries out, in addition to monitoring, updating the Model and training activities on the contents of Legislative Decree 231/01, also specific tasks aimed at implementing the Code of Ethics.

✓ **Freedom of expression**

The Company undertakes to guarantee intellectual freedom and the free exchange of ideas as well as to protect its employees and collaborators of all levels of responsibility from any attempt to limit or violate these aspects.

✓ **Transparency**

All recipients of the Code undertake to provide the information they are required to provide in a clear, complete and accurate manner. To achieve this objective, easy and immediate communication must be adopted towards the person to whom the information is addressed, in order to allow him to make autonomous and informed decisions. The recipients of the Code also undertake to verify in advance that the information communicated internally and externally is truthful, complete and clear.

✓ **Rejection of any unjust discrimination**

All recipients of the Code have the right to be treated with a spirit of understanding, respect and consideration; they also have the right not to be discriminated against, directly or indirectly, based on one or more factors, including religion, personal or political beliefs, gender, sexual orientation, physical appearance and skin colour, language, ethnicity or social origins, citizenship, disability, personal and health conditions, parenthood, marital status and age. Direct discrimination exists when, on the basis of any of the above reasons, one person is treated less favorably than another in a similar situation. Discrimination occurs when an apparently neutral criterion or practice can put people at a disadvantage due to the factors listed above.

✓ **Sexual harassment**

The Company does not tolerate in any way the performance by an employee, manager or collaborator of the Company of abuse or harassment of a sexual nature, understood as discriminatory conduct detrimental to dignity. In this regard, the Company ensures prompt protection to any employee, manager or collaborator who may suffer sexual harassment.

✓ **Fair competition**

The Company and its employees and collaborators (at all levels of responsibility) operate on the reference market, competing with other operators in a fair and correct manner and in compliance with current legal provisions on competition.

The implementation of defamation practices against one's direct competitor is prohibited.

The Company also undertakes not to violate the intellectual property rights belonging to third parties.

✓ **Impartiality**

The Company (at all levels of responsibility) guarantees equal treatment between companies that have relationships with it. To this end, the Company undertakes not to reserve unjustified preferential treatment towards companies that have relationships with it nor refuse or grant services normally granted or refused to other companies.

✓ **Gifts and Benefits**

The employees, managers and collaborators of the Company are required not to solicit and refuse any offer, which is not symbolic, of gifts or benefits likely to be interpreted even as exceeding normal commercial or courtesy practices, or in any case aimed at acquiring treatment of favor in the conduct of any activity connected to the Company.

Spontaneous offers of gifts or benefits of modest economic value occurring during cultural meetings, visits or public scientific conferences may be accepted, provided that such acceptance cannot be interpreted as exceeding normal commercial or courtesy practices, or in any case aimed at acquiring treatment of favor in the conduct of any activity connected to the Company.

Any form of compromise for commercial purposes is aggravating.

✓ **Internal controls**

Internal controls are the tools through which the Company directs, manages and verifies the activities of the individual corporate functions in order to guarantee compliance with the law, the Code, the Model and the operating procedures, the protection of the assets of the company, the efficiency in carrying out activities and the accurate preparation of accounting data.

All employees/collaborators of the Company, each within their own functions, are responsible for the development and functioning of the control system.

In order to allow the correct functioning of the control system, the Supervisory Body ("SB"), appointed by the Board of Directors, is guaranteed free access to the documentation and information useful for carrying out its activities. The Company's employees (at all levels of responsibility) facilitate the performance of the control functions entrusted to the SB, avoiding preventing or hindering its work.

✓ **Processing of accounting data**

The recipients of the Code must operate in compliance with the principles of truthfulness, completeness, clarity and timeliness of accounting information.

By virtue of these principles, all operations and transactions carried out by the Company must be correctly recorded in the company accounting system according to the criteria indicated by law and on the basis of the applicable accounting principles.

In particular, it is necessary that each operation or transaction is supported by adequate documentation, through which it is possible to verify the nature and reason for the operation as well as the subjects who managed and authorized it.

The foregoing must also extend to the case of payment of sums or transfer of goods made by people or companies on behalf of the Company.

In order to maximize the value of shareholders' participation, the Company adopts specific financial planning, control and accounting systems. In particular, the Company guarantees that all operations:

- ✓ are authorised, verifiable, legitimate and consistent with each other;
- ✓ are recorded, accounted for and documented;
- ✓ are reported periodically in a complete, accurate, reliable and clear manner;
- ✓ comply with the guidelines of the Board of Directors;
- ✓ are carried out by informing their employees about their existence and purposes and making them aware of the importance of internal control;
- ✓ are carried out by analyzing and managing, with professional diligence, the related business risks;
- ✓ are carried out in compliance with typical business procedures, according to which management decisions must be based on economic analyzes that include a prudent risk assessment. Compliance with these procedures guarantees that company assets are used in an optimal manner;
- ✓ are based on decisions taken by an appropriate managerial level in relation to financial, tax and accounting issues.

Employees and collaborators are required to act with transparency towards the Board of Auditors and the Supervisory Body, and to provide them with maximum collaboration in carrying out the respective verification and control activities.

Recipients who become aware of omissions, falsification or negligence in the accounting or documentation on which the accounting records are based are required to promptly report the facts to their superior or, in the case of particularly significant situations, to the Supervisory Body in order to allow the activation of verification procedures.

## **II. Employees in positions of responsibility**

The function managers and/or managers, through their conduct, must convey to the Company's employees respect for the principles expressed by the Code itself, given that they must be aware that the business results are strictly connected to compliance with the rules contained in the Code.

Function managers and/or managers have the obligation to report all behavior contrary to the rules of the Code and assume the responsibility of protecting employees who report any violations of the Code.

### **III. Relationships with stakeholders**

The relationship with stakeholders must be based on trust and compliance with the laws and regulations in force in all the countries in which the Company operates. In particular, the employees, managers and collaborators of the Company must:

- ✓ Avoid engaging in discriminatory behavior towards customers;
- ✓ Develop communication methods aimed at providing customers with clear, complete, accurate information as well as suitable indications to avoid elusive or otherwise incorrect practices;
- ✓ Guarantee the highest level of quality of the services provided;
- ✓ Receive any suggestions or complaints from customers;
- ✓ Ensure transparency in the relationship established with customers.

All activities of Jindal Films Europe Brindisi Srl must be carried out with professional commitment and rigor, with the duty to carry out professional activities adequately to the assigned functions and responsibilities and to act in such a way as to protect the prestige and reputation of the company. The business objectives, the implementation of projects and investments and actions must all be aimed at increasing the capital, management, technological and cognitive values of the Company, as well as the creation of value and well-being for all Stakeholders.

Corrupt practices, illegitimate favours, collusive behaviour, solicitations, directly and/or through third parties, for personal and career advantages for oneself or others are not tolerated. It is never permitted to give or offer, directly or indirectly, payments, material benefits and other advantages of any amount to third parties, representatives of governments, public officials and public or private employees, to influence or compensate for an act of their office.

Acts of commercial courtesy, such as gifts or forms of hospitality, are permitted, in line with what is indicated in the Company's procedures and policies, only if of modest value and in any case such as not to compromise the integrity or reputation of one of the parties and to cannot be interpreted, by an impartial observer, as aimed at acquiring advantages in an improper way. In any case, this type of expense must always be authorized by the position defined by the internal procedures and documented adequately.

### **IV. Relationships with customers and clients**

#### **A) Relationships with customers**

All Company employees, at all levels of responsibility, and all recipients of the Code must manage relationships with customers according to the principles of honesty, professional correctness and transparency.

Therefore, all employees of the Company must follow the requirements of the law, the Code, the Model and internal procedures aimed at achieving this objective and offer customers a quality service that guarantees profitable and long-lasting relationships, based on transparency, trust and mutual satisfaction.

In particular, the Company's employees/collaborators must:

- ✓ avoid engaging in discriminatory behavior towards customers;
- ✓ develop communication methods aimed at:
  - (i) provide customers with clear, complete and accurate information, such as to allow Destesimi not to overlook any element relevant to the decisions to be made;
  - (ii) provide customers with information that is not only compliant with current regulations but also suitable for avoiding elusive or otherwise incorrect practices;
- ✓ guarantee the highest level of quality of services provided to customers;
- ✓ accept any suggestions or complaints from customers;
- ✓ - provide transparency to the relationship established with customers (constant information on any variations and/or contractual opportunities).

## **B) Relationship with public bodies**

If the Company participates in tenders to obtain contracts with public structures or counterparts, the latter will avoid assuming contractual commitments that are not proportionate to its corporate organizational structure and, therefore, potentially capable of producing economic, property and financial damage. Contractual commitments of this kind, in fact, could induce the Company, eager to honor the commitments undertaken, to economize on the quality of the service, on personnel costs or on safety at work.

In relations with public clients, therefore, the Company must adopt a behavior based on maximum transparency and correctness in commercial negotiations and in the assumption of contractual obligations.

## **V. Relationships with suppliers**

### **A. Relationships with suppliers**

In order to guarantee a high level of customer satisfaction, the Company will select suppliers according to quality and innovation criteria, taking into account the cost of the products and services offered.

When selecting suppliers, the Company's employees/collaborators must also take into account the sharing that the former show towards the values set out in the Company's Code of Ethics.

The Company's employees, managers and collaborators are required to maintain transparent and collaborative relationships with suppliers and to adopt behavior towards them that is free from unjustified favoritism, also for the purposes of more adequate protection of company interests.

The Company undertakes not to impose oppressive or abusive conditions on suppliers excessively burdensome and to avoid, where possible, the establishment of forms of economic and/or financial dependence of the supplier on the company. This is also with the aim of promoting the adaptation of suppliers to high quality standards in the provision of services.



The employees, managers and collaborators of the Company, in any case, must select suppliers trying to pursue the maximum competitive advantage for them and, at the same time, must guarantee each supplier equal opportunities as well as loyalty and impartiality in the purchasing processes.

In particular, the Company's employees, directors, managers and those responsible for purchasing processes must:

- select suppliers on the basis of objective and documentable criteria;
- select suppliers taking into account a minimum number of candidates to compete, in order to ensure a sufficient level of competition in the purchasing process;
- justify the choice not to have followed (in exceptional cases) the above rules as well as authorize and document any exceptions.

The correct archiving of documents relating to the supply is necessary in order to be able to carry out suitable checks to identify those responsible for the supply (or the supply phase).

If the person responsible for monitoring the supplier's performance believes that the service does not comply with what was agreed upon, suspends payment of the service subject to adequate justification to be formulated in a specific provision.

Procurement is governed by the following principles:

- division of the purchasing phase and assignment of the related responsibilities to different organizational units (for example, functional separation between the unit requesting the supply and the unit stipulating the contract);
- archiving of supply documents, in order to be able to carry out suitable checks to identify those responsible for the supply (or for the phase of supply).

## **VI. Relationships with the employees**

The Company prohibits any discrimination based on sex, age, ethnicity, political opinions and religious beliefs both in the personnel selection process and during the working relationship, guaranteeing equal opportunities for all workers, also in terms of professional advancement.

The Company also guarantees that all its employees/collaborators, in relation to every aspect of the working relationship (hiring, training, remuneration, promotions, transfers and termination), are treated in a manner compliant with the capabilities required by the role performed.

The foregoing is established in accordance with what is stated in national laws and in the fundamental Conventions of the International Labor Organization (ILO) which guarantee effective equality of treatment with the exclusion of any form of discrimination.

### **A. Personnel selection**

No form of irregular work is permitted and, therefore, the relationship with staff must be regulated by a specific contract, compliant with current regulations.

The selection of personnel will take place taking into consideration the correspondence between the profiles of the candidates and the requirements required by the Company.

The personal information on the candidate will be taken in full respect of the latter's private sphere and in compliance with the General Regulation for the protection of personal data (Regulation 679/2016, so-called "G.D.P.R.").

In accordance with the fundamental principles set out in the Conventions of the International Labor Organization (ILO), the Company does not employ child labour, nor does it employ people younger than that required by the regulations of the place where the work is performed or in any case people under the age of fifteen, without prejudice to the exceptions expressly provided for by international conventions or possibly by local legislation.

#### **b. Enhancement of staff and protection of health and safety in the workplace**

The Company enhances and develops the professionalism of its employees, promoting continuous professional training and ensures the preservation of health and safety in the workplace, in compliance with current legislation on the subject, with the aim of preventing accidents and occupational diseases.

In order to guarantee compliance with the regulatory provisions regarding the health and safety of workers, the Company organizes awareness-raising, training, information and training activities for staff and all third parties who operate with the Company, also in compliance with the obligations established for the achievement of ISO certifications.

#### **c. Staff duties**

The staff must guarantee the Company loyalty, correctness and compliance with the obligations deriving from the law, the employment contract, the Organizational Model, the Ethical Code and the procedures adopted by the Company.

In general terms, all employees of the Company (at all levels of responsibility) undertake to avoid conflicts of interest and not to accept undue benefits or gifts, except in cases where they are mere courtesies of social use and of modest value. economic.

By way of example and not exhaustively, the representative of the Company:

- cannot carry out managerial functions and, at the same time, have concomitant economic interests with suppliers, customers or competitors;
- cannot carry out, directly or indirectly, professional activities for competing companies;
- cannot use company assets for personal purposes or provide the goods/services to third parties that the Company offers to its customers, without prior authorization;
- cannot act and/or work on behalf of suppliers or customers in conflict of interest with the Company;

- cannot secretly accept and/or receive money or other benefits in exchange for advice or services rendered during the performance of one's work activity;
- cannot carry out, during working hours, activities not related to the duties assigned to him;
- must report any situation capable of generating a conflict of interest to the Board of Directors;
- must communicate, in writing, the possible existence of financial, commercial, professional, family or friendly relationships that could influence the impartiality of their conduct so that the Company can evaluate the right placement in its corporate organization chart to avoid cases of conflict of interest;
- must comply with the laws regarding the abuse of privileged information (so-called insider trading) in force in the matter. The management of inside information requires rigorous professional conduct. To establish on which occasions inside information can or must be made public, the Company refers to the laws in force;
- cannot disclose the knowledge acquired and/or developed by the Company in the exercise of its business (so-called know-how). In particular, employees/collaborators cannot reveal the technical, technological and commercial knowledge of the Company to third parties, unless such disclosure is required by laws or other regulatory provisions or when it is expressly provided for by specific contractual agreements, in which the counterparties have undertaken to use such knowledge exclusively for the purposes for which such information must be transmitted. This obligation of confidentiality remains with the employees even after the termination of the employment relationship established with the Company.

The company attaches fundamental importance to communication/information, which must be clear and effective, both in internal and external relations.

Therefore, the employees of the Company who are assigned the task of communicating/divulging information relating to the Company itself to the public (through participation in conferences, through publications or any other form of presentation) must comply with the specific provisions issued by the Company and receive, where necessary, prior authorization from the office delegated for this purpose or from the external communications manager.

Communications to the Supervisory Body must be provided promptly and in an accurate, complete, clear and comprehensible manner. This activity must be managed by the employees/collaborators specifically invested with the relevant responsibility, except in cases where direct communication with the Supervisory Body is permitted (e.g. "Whistleblowing" reports).

Even the information provided to the press or, more generally, to operators in the information sector must be provided in a truthful and consistent manner and only by authorized persons. However, confidential information of the Company must not be disclosed to representatives of the press and to operators in the information sector. In this case, questions asked by the press and information sector operators must be communicated to the competent employee or official.

#### **d. Use of company assets**

The following are considered company assets and resources, for example:

- computers, mobile phones, company cars, etc.;
- other goods or safety devices supplied for carrying out work activities;
- company credit cards and/or other payment instruments.

The Company's employees/collaborators must document the use of the company assets made available to them and must use these assets in accordance with the tasks entrusted to them.

The Company's employees/collaborators must not use the Company's assets and resources for personal purposes that conflict with its interests and for reasons unrelated to the employment relationship.

With specific reference to IT applications (browser for internet browsing or email service):

- ✓ any employee/collaborator who uses the internet connection during working hours for purposes other than carrying out work duties is subject to disciplinary action, without prejudice to limited personal use;
- ✓ the company email address cannot be used for private purposes, except for limited personal use;
- ✓ the Company's employees/collaborators must use the IT applications according to the indications and purposes for which they are made available;
- ✓ the Company's employees/collaborators must observe the provisions of the company security policies in order not to compromise the functionality and protection of the IT systems;
- ✓ employees/collaborators of the Company cannot send inappropriate email messages (e.g. threatening, vulgar or abusive) and express comments or opinions that may cause offense to the person and/or damage the image of the company;
- ✓ Company employees must not browse websites with indecorous or offensive content.

The employer may install and use systems and tools which also provide control over the worker's activity exclusively for (i) specific and proven organizational and production needs, (ii) for safety at work and (iii) for the protection of company assets, subject to, where required by law, agreement with the trade union representatives and the relevant and preparatory authorisations.

#### **e. Protection of image and reputation**

The good reputation and/or image of the Company represents an essential intangible resource for the Company itself.

All employees, managers and collaborators of the Company undertake to act in accordance with the principles dictated by this Code in relationships between colleagues, customers and third parties in general, maintaining a behavior that is functional to maintaining the reputation of the Company high.

## **f. Protection of the person**

The Company rejects any behavior that has the purpose and effect of violating the dignity of the individual for reasons of race, sex, religion or other personal characteristics. Therefore:

- ❖ unjustified interference in the performance of other people's work is prohibited;
- ❖ the creation of an intimidating and hostile working environment is prohibited;
- ❖ it is forbidden to hinder job prospects for reasons of personal competitiveness;
- ❖ it is forbidden to propose interpersonal relationships that the recipient does not like;
- ❖ it is forbidden to subordinate events relevant to the employee's working life to sexual favors.

## **g. Obligations for workers**

All employees, managers and collaborators of the Company (at all levels of responsibility) must strictly observe the provisions of this Code, the MOGC and all operating procedures, the violation of which will result in the adoption of disciplinary sanctions commensurate with the seriousness of the violations .

The employees, managers and collaborators of the Company are therefore required to:

- ✓ adopt actions and behaviors compliant with the provisions of the Code, of Model and operating procedures of the Company;
- ✓ promptly report any violations of the Code, the MOGC and the Company's operating procedures;
- ✓ consult the Human Resources Management in order to obtain clarifications regarding the interpretation of the provisions of the Code, the MOGC and the Company's operating procedures;
- ✓ cooperate fully in investigations carried out regarding any violations, keeping information regarding the existence of said investigations and the people involved confidential;
- ✓ actively participate, where required, in auditing activities regarding the functioning of the Code, the MOGC and the Company's operating procedures.

For questions relating to specific regulations or for clarifications on the Code, the MOGC or the Company's operating procedures, it is always possible to activate the Supervisory Body using the appropriate email: [Italy.ODV231@jindalfilms.com](mailto:Italy.ODV231@jindalfilms.com).

All employees/collaborators of the Company (at all levels of responsibility) must work to maintain the working environment in conditions that allow respect for everyone's dignity, and in particular:

- ✓ must not work under the influence of alcohol or narcotics or substances that have similar effects;
- ✓ must not consume or give away, for any reason, narcotic substances during their work performance;
- ✓ must comply with current legislation on smoking;
- ✓ must strictly comply with the provisions regarding safety and health in the workplace, also making use of the Personal Protective Equipment made available to them;

- ✓ must avoid behavior that could create an intimidating or offensive climate towards colleagues, both in the work environment and in the external environment;
- ✓ must prevent strangers from accessing company premises without authorisation;
- ✓ must keep the work spaces adequately tidy in order to avoid accidents caused by disorder and ensure possible evacuation in the event of an emergency.

## **VII. Relations with institutions and public administration**

### **A. Relations with the Public Administration**

Relationships with public institutions must be managed, in a correct and transparent manner, only by the functions and employees of the Company delegated thereto in compliance with the most rigorous observance of the provisions of law, national and regional regulations as well as applicable regulations and must not in any way compromise the integrity and reputation of the Company.

Gifts and/or courtesies towards representatives of public institutions must be:

- permitted by current legislation;
- of modest value and proportionate to the concrete situation;
- such that they cannot be interpreted as aimed at acquiring undue advantages;
- authorized according to specific company procedures and adequately documented.

With public institutions, the Company must comply with the regulations regulating the purchases or sales of goods and/or services in favor of such institutions. Relations with public institutions must, in general, be based on maximum transparency, clarity, correctness and the subjects with whom the Company comes into contact must not be induced to make partial, distorted, ambiguous or misleading interpretations.

In particular, relations with public institutions must comply with the following principles:

- it is not permitted, in order to obtain more favorable treatment, to offer money, economically appreciable gifts, services, benefits or favors to managers, officials or employees of the Public Administration, or their relatives, both Italian and foreign, unless they are gifts or utilities of modest value;
- it is forbidden to carry out acts of corruption or, in any case, engage in collusive behavior of any nature. No employee/collaborator must directly or indirectly accept, solicit, offer or pay sums of money or other benefits likely to compromise their independence of judgement, not even as a result of illicit pressure from representatives of the Public Administration. The Company does not accept any type of corruption towards public officials or public service workers, or any other party connected or associated with public officials or public service workers, in any form or manner;
- the Company and its employees, managers and collaborators must never carry out or be involved in activities that imply the laundering (in any form) or self-laundering of proceeds from criminal activities. Therefore, the Company's employees must verify, in advance, the available information (including that of a financial nature) on commercial counterparties and suppliers, in order to

ascertain their respectability and the legitimacy of the activities carried out, before entering into business relationships. 'business;

- consultants or third parties who operate on behalf of the Company with the Public Administration must not find themselves in a situation of potential conflict of interest;
- it is forbidden to allocate any sums received from public, national or community bodies (e.g.: disbursements, contributions or financing) for purposes other than those for which they were assigned;
- it is forbidden to alter the functioning of an IT or telematic system or manipulate the data contained therein in order to obtain an unfair profit and cause damage to the Public Administration.

If the recipients of this Code receive explicit or implicit requests for benefits, of any nature and in any form, from the Public Administration or from natural or legal persons acting at the employees or on behalf of the Public Administration itself, must immediately suspend all relationships and inform their direct manager in writing.

If the Company uses a consultant or a third party to be represented in relations with the Public Administration, the same directives valid for the Company's employees/collaborators apply to such parties and their staff.

#### **b. Relations with parties, trade unions and associations**

Relations with trade unions, political parties and their representatives must be based on transparency and correctness.

The provision of contributions, direct or indirect, in any form, in support of Italian or foreign political organizations and movements, trade union organizations and associations is prohibited, except as permitted or required by current laws and regulations.

Any contributions paid by the employees, managers and collaborators of the Company and any activity performed by them in favor of the aforementioned subjects are intended to be provided exclusively on a personal and voluntary basis.

However, the provision of contributions to non-profit organisations, associations and foundations, whose activity has a high social, cultural, sporting, environmental and scientific research value, is permitted.

### **VIII. Relationship with shareholders and protection of company assets**

#### **A. Relationship with members**

The Company undertakes to guarantee equal treatment to all members and in particular:

- undertakes to safeguard and increase the value of the company to guarantee an adequate return on invested capital;

- undertakes to guarantee members a knowledge of company life that allows them to orient themselves in the decisions to be made.

## **b. Heritage**

All employees/collaborators of the Company must protect and preserve the assets that constitute the company's assets, prevent their improper use and promptly inform their direct managers of actually or potentially harmful events.

The use of the Company's assets by staff must be exclusively aimed at carrying out the assigned tasks.

## **IX. Processing of accounting data and corporate operations**

### **A. Processing of accounting data**

The Recipients of the Code who carry out administrative and accounting tasks must operate in compliance with the principles of truthfulness, completeness and timeliness of accounting information.

By virtue of these principles, all operations and transactions carried out by the Company must be correctly recorded in the company accounting system according to the criteria indicated by law and on the basis of the applicable accounting principles.

In particular, it is necessary that each operation or transaction is supported by adequate documentation through which it is possible to verify the nature and reason for the operation itself as well as the subjects who authorized and managed it.

The foregoing must also extend to the case of payment of sums or transfer of goods made by people or companies on behalf of the Company.

In order to maximize the value of shareholders' participation, the Company adopts specific financial planning, control and accounting systems.

In particular, the Company guarantees that all operations:

- are authorised, verifiable, legitimate and consistent with each other;
- are recorded, accounted for and documented;
- are reported periodically in a complete, accurate, reliable and clear manner;
- comply with the guidelines of the Board of Directors;
- are carried out by analyzing and managing, with professional diligence, the associated business risks;
- are carried out in compliance with typical business procedures, according to which management decisions must be based on economic analyzes that include a prudent risk assessment;



- are based on decisions taken by an appropriate managerial level in relation to financial, tax and accounting issues.

## **b. Corporate operations**

In order to avoid the commission of corporate crimes, the following principles must be respected:

- clear and transparent drafting of financial statements and corporate communications required by current legislation on the matter;
- correct and truthful representation of the company's equity and financial situation;
- obligation for whoever carries out the transaction to report any conflicts of interest to the Board of Directors;
- prohibition on preventing, or in any case hindering, the carrying out of control activities by members or the Supervisory Body;
- prohibition, even through disguised conduct, to return the contributions made by the shareholders, to free the latter from the obligation to make them, except in cases of legitimate reduction of the share capital;
- prohibition on distributing profits or advances on profits not actually achieved or intended for reserve;
- prohibition on distributing unavailable reserves;
- prohibition on carrying out reductions in share capital, mergers or demergers in violation of the legal provisions established to protect creditors;
- prohibition on fictitiously forming or increasing the capital of the company, through the attribution of shares for sums lower than their nominal value or through mutual subscription of shares or even through a significant overvaluation of the contributions of goods in kind or of credits or of the company's assets in the event of its transformation;
- prohibition, in any communications intended for the Public Supervisory Authorities, from stating untrue facts regarding the economic, equity or financial situation of the company, or from concealing facts or circumstances relating to the aforementioned situation;
- prohibition on establishing, by means of simulated or fraudulent acts, fictitious majorities in the Company's meetings.

## **X. Environmental policy**

The Company contributes to the dissemination and awareness of environmental protection issues, managing the activities entrusted to it in an eco-compatible way, working to comply with environmental sustainability criteria and in compliance with current national and European legislation on prevention. and protection at every site where it carries out its business.

And in fact, the Company is committed to achieving its economic objectives without damaging the environment and in particular to:

- constantly control and monitor the environmental impact of company activity;
- comply with national and community legislation on environmental matters;
- raise awareness among all the company's employees and collaborators about respecting and protecting the environmental heritage;
- prevent environmental crimes referred to in art. 25 undecies of the Legislative Decree. n. 231 of 2001.

## **XI. Treatment of confidential information**

The employees, managers and collaborators of the Company, in compliance with the laws in force regarding confidentiality and privacy, undertake to guarantee adequate management and protection of all personal data as well as confidential information collected in the exercise of their activities.

To this end, the Company undertakes to maintain a high level of security in the selection and use of information technology systems, designed for the processing of personal data and confidential information, adopting, for this purpose, policies and procedures suitable for the protection of information .

In particular, the Company:

- defines the procedure for processing information, ensuring the correct separation of roles and responsibilities;
- classifies the information by increasing levels of criticality, adopting appropriate countermeasures in each phase of the processing;
- subjects third parties involved in the processing of information to the signing of confidentiality agreements.

Confidential information is the exclusive property of the Company, for example:

- strategic, economic and financial plans;
- projects and investments;
- data relating to personnel, such as absences, attendance, holidays, illnesses, salaries;
- the know-how relating to the production, development and marketing of services, processes and any patents;
- company manuals;
- databases containing, for example, the list of suppliers, customers and employees;
- databases relating to users and services.

It is the obligation of the Company's employees/collaborators to ensure the confidentiality required by the circumstances for each piece of information learned as a result of their work function.

If external parties request the disclosure of confidential news or information, Company employees must refrain from providing it, either directly or indirectly, reserving the right to address the request to the competent company function.

## **XII. Implementation and control of the Ethical Code**

### **A. Supervisory and control body (“Organismo di Vigilanza 231”)**

The control relating to compliance with the Code is entrusted to the Company's Supervisory Body, established according to the provisions formulated in the MOGC and to all the people who, in various capacities, hold positions of responsibility towards the Company.

The Supervisory Body, established according to the provisions formulated in the Organization Model, carries out, in addition to the control and updating of the Model itself, and in addition to the training activity on the contents of Decree 231/01, specific tasks aimed at the implementation of this Code, and in particular:

- promotes and monitors compliance with the Code by the Company's employees, customers, suppliers, partners and in general by all interested third parties;
- provides for periodic review of the Code, where necessary;
- reports to the competent corporate bodies any violations of the Code, the Model and the procedures of which it becomes aware for the adoption of disciplinary measures, verifying the effective application of any measures imposed;
- checks that employees who report behavior that does not comply with the Code, the Model and the operating procedures are not subject to punitive treatments, retaliatory or discriminatory (discipline of the so-called “Whistleblowing”);
- implements communication and training programs regarding "231" for management and employees on the content of Decree 231/01.

The information and reports acquired by the Supervisory Body and the Functions used by it are considered confidential and cannot be disclosed except in the cases provided for by current legislation.

### **b. Disciplinary system**

In case of violation of this Code, the Model or the operating procedures, specific disciplinary sanctions will be applied.

The sanctions are also applied if the violation constitutes a crime but criminal proceedings have not been initiated, and, conversely, they are also applied if the violation does not constitute a crime.

The sanctions applicable to the worker must comply with the principles set out and the procedures established in the Workers' Statute (if applicable), as well as all current sector legislation.

The applicable disciplinary sanction may consist, in the most serious cases, in the termination of the employment relationship.

### **c. Reporting. "Whistleblowing"**

All violations of this Code and/or of the rules contained in Model 231 or in the procedures must be reported, if possible, in writing to the Supervisory Body according to methods described in detail in Model 231 adopted by the Company.

Furthermore, in compliance with Legislative Decree 10 March 2023 n. 24 implementing Directive (EU) 2019/1937 and in order to facilitate the confidential receipt of reports, Jindal Films Europe has created a special Whistleblowing Office within the company responsible for receiving and managing reports and has also provided the following channels of communication:

#### **a) IT platform – form or voice message:**

Dedicated IT platform made available by the Company. To access the platform simply connect to the link <https://jindal-films-europe-brindisi-srl.factorial.it/complaints> and follow the guided procedure for providing the necessary information. The platform ensures maximum confidentiality of the reporter, and also allows the report to be made anonymously, with the impossibility of tracing the author of the report. The platform also allows you to forward the report by recording a voice message which, thanks to the use of sound effects, will be altered and unrecognizable, so as to guarantee the confidentiality of the reporter. The report via voice messaging remains recorded and stored in the manner indicated below. For the protection of confidentiality, the IT system in use does not allow tracing, both on the platform and on the IT systems in use for the transmission and monitoring of communications, at the moment in which the connection to the platform itself is established (for example through the use of proxy or firewall).

#### **b) Ordinary mail:**

By postal service, in a sealed envelope, addressed to the "Whistleblowing Office" at the operational headquarters in Brindisi (Strada per Pandi 13, 72100, Brindisi) or, another location subsequently adopted), bearing the following wording: "Personal reserve for the Whistleblowing Bureau". According to what is indicated by the ANAC Guidelines for the purpose of confidential registration of the report by the manager's Whistleblowing Office, it is necessary for the report to be inserted, by the reporting party, in two closed envelopes: the first with the reporting person's identification data together with a photocopy of the identification document; the second with the report, in order to separate the reporting person's identification data from the report. Both must then be inserted into a third sealed envelope bearing the words "reserved for the Whistleblowing Office" on the outside. The report is then subject to confidential protocol, also through an independent register, by the Whistleblowing Office.

The specification of the aforementioned wording is essential in order to guarantee confidentiality regarding the report.

**c) Direct meeting:**

The whistleblower is given the right to request a direct meeting with one or more members of the Whistleblowing Office. The possibility of a meeting must be guaranteed within a maximum of 10/15 days from the request. The meeting must take place in a suitable place to protect the confidentiality of the whistleblower. To this end, with the consent of the reporting party, the WB Office staff will be able to proceed with recording the declarations. Otherwise, we will proceed with the drafting of minutes of the meeting signed by all parties and a copy of which will be provided to the reporting party.

Reporters in good faith cannot be subjected to any form of retaliation, discrimination or penalisation, and they are guaranteed anonymity and confidentiality, without prejudice to legal obligations and rights belonging to the Company or third parties.