

# OTB

## *Code of Ethics*

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## Letter from the Chairman

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I grew up with the values that my parents taught me and I have based my life and my behaviour towards others, my colleagues and my company on these values.

Today it is of vital importance to codify the ethical approach that distinguishes us, because each of us (and each of our companies) has a social role and we all have a responsibility of representing examples of behaviour for our colleagues, our suppliers, our customers, and society - locally, nationally and internationally.

It is with great pleasure that I present our Code of Ethics, which should be read, understood, assimilated and followed by everyone who works for OTB S.p.A. and for each of the Group companies; it will become an integral part of our DNA, for a better quality of life for all.

All the best,

Renzo Rosso

Chairman

OTB S.p.A.

## 1. Introduction

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OTB is the group that owns some of the most iconic fashion brands in the world, such as Diesel, Maison Martin Margiela, Marni, Viktor & Rolf, and leading-edge companies such as Staff International and Brave Kid, which specialize in the production and worldwide distribution of ready-to-wear and children's clothing brands. Our trademarks are known internationally as unconventional consumer brands. The mission of the OTB Group is to "develop or build brands dedicated to a new type of consumer, encouraging growth, challenging the rules and encouraging creativity". With passion, creativity and a pragmatic approach, OTB reveals the true essence and character of its brands: innovative and iconic, unique and daring. Projecting this ambition into the future, our brands not only change the way consumers see themselves, but also how they see the world around them. The Group today embodies the soul and vision of its founder and chairman, Renzo Rosso. OTB's aim is to extend the boundaries of fashion and lifestyle, offering a portfolio of brands to a new type of consumer, those who challenge traditional perceptions and prefer to approach fashion in their own way. The name OTB, acronym for "Only The Brave", also reflects the vision and values of the Group.

The Group's brands have a network of more than 500 directly and indirectly managed mono-brand stores around the world. The production cycle for the creation of collections is quite complex and involves a wide variety of activities: from the designers' creation of sketches which are translated by the pattern makers, to the organisation of our facilities around the world, which have to guarantee safety and compliance with international product standards; from the management of the network of suppliers, garment makers and qualified professionals to constant control over the entire production cycle to ensure that we produce collections of value that satisfy customers, up to and including the definition of distribution strategies and the management of national and international sales channels.

The OTB Group, which consists of the parent company OTB SpA and the companies under its direct or indirect control (hereinafter the "Group"), is an international reality that operates in multiple contexts, playing a significant role in the economic, social and environmental aspects of the communities and countries in which does business.

This Code of Conduct (hereinafter the "Code") is an official OTB Group document which explains the set of values, principles and rules of conduct that the Group complies with in the conduct of its affairs, in the exercise of its activities and in managing relationships with stakeholders, and that guide the behaviour of its employees and all those that the Group comes into contact with in the course of its business (hereinafter the "Recipients").

All those who work in and for the Group have to observe and ensure compliance with the principles of this Code of Ethics as part of their duties and responsibilities. In no way does the conviction that one is acting for the benefit or on behalf of the Group justify the adoption of behaviour in conflict with these principles.

## 2. Recipients and structure of the Code of Ethics

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The principles and rules laid down in this Code of Ethics are addressed to the members of the Board of Directors, the members of the various other corporate bodies, the managers and employees of all Group companies and all of those who, in various ways, directly or indirectly, permanently or temporarily, act in the name or on behalf of the Group (e.g. consultants, agents, temporary workers, etc.).

The OTB Group prefers to deal with people who are prepared to comply with shared ethical principles, in line with those expressed in this Code of Ethics.

This Code of Ethics applies to all countries in which the OTB Group operates and to all aspects of the Group's operations.

The Code of Ethics consists of:

- **General principles:** these spell out the fundamental values and principles of the OTB Group's corporate culture;
- **Standard of Conduct:** these highlight the standards of conduct to be followed to comply with the Group's values and principles and emphasise the elements of ethics to be applied in the conduct of business;
- **Standards of implementation and monitoring of the Code of Ethics:** these describe the control system for compliance with the code and its continuous improvement.

## 3. General principles

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The OTB Group is guided by the following values:

- the courage to look at things from different perspectives;
- respect for the individual above all;
- excellence with a view to continuous improvement;
- an ongoing spirit of evolution.

For the purposes of this Code of Ethics, the following are the general principles of conduct on which each Recipient has to base their conduct in performing their duties.

### 3.1. Integrity and consistency

The OTB Group is committed to acting in an honest, fair and transparent manner, in accordance with the commitments that it has taken, avoiding any type of behaviour that takes unfair advantage of third parties' position of disadvantage and acting in good faith in all activities and decisions.

The board of directors, management and all heads of corporate structures have to set an example and act as a role model for all employees, demonstrating exemplary conduct in the performance of their duties, constantly promoting a strong sense of integrity, spirit of cooperation, trust, mutual respect, cohesion and team spirit in order to protect and systematically improve the corporate climate, image and prestige of the OTB Group.

### 3.2. Legality and honesty

The OTB Group considers compliance with the laws and regulations applicable in all countries where it operates, fairness and transparency in the conduct of business as an essential principle of its activity. In no event will pursuit of the Group's interests justify any conduct contrary to the principles of fairness, honesty and legality.

### 3.3. Protection and respect for the individual

The OTB Group recognises the value of the individual and the uniqueness of each human being as a fundamental element of its culture. The OTB Group respects ideas and points of view that are different from its own. The fact that the Group's employs people from different cultures and backgrounds makes it possible to understand markets and customers better, to enrich skills and to achieve objectives in the best way possible. The OTB Group respects the fundamental rights of individuals, protecting their physical and moral integrity and ensuring equal opportunities for all.

The OTB Group rejects all forms of violence and discrimination, particularly those based on factors such as gender, handicap, sexual orientation, gender identity, age, political opinions, religious beliefs, ethnic and geographical origin, social and cultural status.

It rejects and opposes all forms of harassment and behaviour that is offensive to personal dignity in the workplace and promotes a working environment that is safe, peaceful and conducive to interpersonal relationships on the basis of equality, mutual respect and fairness.

The OTB Group recognises health and safety in the workplace as a fundamental right of employees and a key element of the Group's sustainability.

### 3.4. Respect for human rights

The Group respects the fundamental and human rights of the individual and in all its actions is inspired by the International Labour Standards (ILS) referred to in the fundamental conventions of the International Labour Organization (ILO); by way of example, mention is made of respect for the right to freedom of association and the right to collective bargaining (ILO Conventions nos. 87, 98, 135, 154), freedom in the choice of employment (ILO Conventions nos. 29 and 105 on the question of forced labour), the exclusion of all forms of child labour at production locations (ILO Conventions nos. 138 and 182), the exclusion of all forms of discrimination, violence or abuse in the workplace (ILO Conventions nos. 100, 111, 183), the definition of minimum standards for health and safety at work (ILO Convention no. 155), the definition of the relationship between employer and employees on the basis of contracts approved by the various national legal systems.

### 3.5. Protection of the environment

The OTB Group's commitment is aimed at planning its activities to ensure the best possible balance between economic initiatives and environmental protection, according to the rights of present and future generations in a perspective of sustainable development of the business.

## 4. Standards of conduct

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### 4.1. Stakeholders of the OTB Group

Stakeholders are internal and external parties, individuals or groups, as well as the organisations and institutions that represent them, whose interests are affected directly or indirectly by the Group's activities.

The OTB Group has identified the following categories of stakeholders:

- ❖ Co-workers (employees and other types of co-workers),
- ❖ Partners and shareholders,
- ❖ Customers,
- ❖ Suppliers of goods and services,
- ❖ Public Administration,
- ❖ local communities and mass media,
- ❖ environment and future generations.

Rules and standards of behaviour have been established for these stakeholders in line with the values and principles that the OTB Group aspires to.

### 4.2. Co-workers

The Group recognises the vital importance of its Human Resources, in the belief that the key to success in any business is the human, professional and creative contribution of those who work there. Team spirit, transparency and mutual respect are considered the basis of relations with everyone.

The OTB Group expects all employees to adopt a conduct that is proper, transparent and in line with the principles of this code in the performance of their duties, contributing to the affirmation and improvement of the company's reputation and the protection of the Group's value. The OTB Group also expects professionalism, reliability, determination and commitment, sense of responsibility, dynamism and an attitude geared to continuous improvement in the performance of each person's activities.

#### 4.2.1. Personnel selection and development

At the stage of selection, recruitment and career advancement of co-workers, assessments are carried out solely on the basis of expected profiles and considerations of merit that are objective, transparent and verifiable, avoiding all forms of favouritism and discrimination. The Group is committed to providing equal opportunities in employment and career advancement to all its employees according to their skills and performance. This means that identical job opportunities or possibilities for professional growth are offered to all co-workers without any discrimination, right from their initial selection.

Practices involving public or private corruption, illegitimate favours and collusive behaviour are unacceptable and therefore banned. The Group does not tolerate any form of favouritism of a personal and/or family nature. Group employees are not allowed to exercise any kind of pressure, personally or through third parties, to influence the regular and transparent process of staff selection and promotions laid down by the Group.

#### 4.2.2. The employment relationship

All employees are hired under regular employment contracts in accordance with the laws applicable in each country where the Group operates. It does not tolerate any form of irregular work. The Group does not hire foreigners who do not have a permit to stay or a permit that has been revoked or that has expired without applying for a renewal.

When hired, each co-worker is made aware of the terms and conditions established for the position that he holds. The Group provides remuneration and conditions that are fair and reasonable; the salaries and benefits paid to employees of the Group shall at least meet the statutory requirements of each country.

#### 4.2.3. Personnel management

Those who join the Group are paired with more experienced people who can provide them with suitable orientation within the structure, indicate the objectives to be pursued and communicate in a clear and transparent way the contractual terms and conditions that have been established.

In relation to the role that they play in the organisation, everyone is working towards specific functional and managerial objectives, which are assessed once a year by the line manager, who then prepares a merit-based evaluation of the results achieved by the individual and by the Group.

Relations with employees are managed with a view to developing everyone's skills and capacities, according to a policy of merit oriented towards equal opportunities. Every employee has a duty to exchange and disseminate essential information within their work unit or project. Making knowledge available to those who need it leads to better results and greater efficiency and enables colleagues to develop full and faster use of their skills.

Staff training and constant refresher courses are a primary requirement of the Group.

The OTB Group promotes team spirit and collaboration and expects employees, at all levels, to work together to maintain a climate of mutual respect.

#### 4.2.4. Mobbing, bullying and sexual harassment

Mobbing, bullying and sexual harassment will not be tolerated by the Group, in whatever form they appear. Everyone must show sensitivity and respect towards others and refrain from any behaviour that could be considered offensive.

Sexual harassment means unwanted conduct of a sexual nature expressed physically, verbally or non-verbally, with the purpose or effect of violating the dignity and freedom of those who suffer it, creating an atmosphere that is intimidating, hostile, degrading, humiliating and offensive.

Mobbing or bullying are those acts or types of behaviour that are hostile, aggressive or oppressive, performed intentionally, repeatedly and systemically, as an ongoing form of persecution by persons in a higher or lower position to the victim, or by other colleagues; such acts and behaviours have the purpose or effect of violating the dignity of the individual concerned, damaging their physical or mental integrity, also by isolating them from the work environment.

#### 4.2.5. Protection of health and safety at work

The Group guarantees its commitment to the prevention of occupational accidents and illnesses, pursuing continuous improvement in its safety performance.

It is committed to promoting and strengthening a culture of health and safety at work, developing risk awareness and promoting responsible behaviour. It organises training programmes and carries out preventive measures and periodic checks to preserve the health and safety of its workers.

All employees must take the preventive measures adopted by the Group to protect their health and safety, as communicated through specific guidelines, instructions, training and information. Employees should not expose themselves or other workers to hazards that can cause injury or harm to themselves or others.

#### 4.2.6. Smoking and abuse of alcohol or drugs

All employees should strive to maintain a good working environment in which there is respect for the dignity of others.

Employees are expressly banned from working in a state of drunkenness or under the influence of drugs, hallucinogenics or other substances that are likely to affect proper performance of their work.

In order to create a healthy environment for workers and visitors, the Group has introduced a general ban on smoking in the workplace.

#### 4.2.7. Confidentiality and Privacy

All confidential information, data and knowledge acquired, processed and handled by employees during the course of their work must remain strictly confidential and must not be acquired, used, communicated or disseminated, whether inside or outside the Group, except by authorised persons in accordance with company procedures. Employees are asked to pay the utmost attention and confidentiality to protect information generated or acquired in order to avoid any improper or unauthorised use.

By way of example and without limitation, the following shall be considered confidential information: company projects (business plans, strategic plans, industrial plans, operational plans, etc.), capital investments and divestments, employee data, information on know-how and processes, databases regarding suppliers, customers and employees, technological innovation, merger and acquisition plans or corporate agreements.

#### 4.2.8. Use of company assets and time

All Group employees must use with care and respect any company assets made available to them as tools in order to carry out their duties to the best of their abilities, especially if such assets are used for personal use as well, even if authorised in advance.

All employees agree to comply with the laws and regulations for the protection of copyright and intellectual property rights in each country where the Group operates. The software and databases protected by copyright and used by the staff in carrying out their duties may not be reproduced or duplicated, neither for business purposes nor for personal use. It is not permitted to install and/or use unauthorised software or databases on the Group's computers. All workers are required to follow the Group guidelines on the use, access and security of company software and other information technology systems, e-mail, Internet and the Group's intranet.

Working time must be used responsibly and in the interests of the Group: during working hours, employees cannot perform other activities that are not closely connected with their office duties.

### 4.3. Partners and shareholders

The primary objective of the OTB Group is the creation of sustainable value over time, rewarding entrepreneurial risk through a careful policy that also safeguards the Group's financial solidity.

The OTB Group makes available all the information that enable partners and shareholders to make informed and aware investment decisions, ensuring accuracy, clarity and equal access to data.

In relation to these principles, it is not allowed, of example, to:

- engage in any conduct intended to cause damage to the integrity of corporate assets;
- perform any fictitious or fraudulent act designed to influence the will of shareholders to obtain the irregular formation of a majority and/or a different decision from the one that would otherwise have been produced;
- carry out corporate transactions likely to cause damage to Shareholders and creditors.

Intercompany transactions are governed by contract, based on the principles of integrity, transparency and fairness. The proceeds of intercompany transactions are justified and determined in a fair manner, considering the market value, in order not to burden the counterparty unduly.

#### 4.3.1. Intercompany transactions

The autonomy of each Group company is recognised, though they are required to share the values expressed in the Code of Ethics and to work closely together to achieve the objectives, in accordance with current law and regulations.

Each Company has to avoid engaging in conduct or making decisions in its favour, which could prejudice the integrity or image of one of the other Group companies.

Anyone who holds corporate positions within the Group has the duty, among others, to foster good communication between Group companies, to encourage and use synergies and to cooperate in the interest of common goals.

### 4.4. Customers

The Group's primary objective is the complete satisfaction of its customers. The Group aims for creativity and innovation, while maintaining high levels of quality and service. For the Group, it is essential that the relationship with its customers is based on the principles of fairness, honesty, professionalism and transparency.

The Group provides accurate and comprehensive information about the products and services that it offers, so that customers can make informed decisions. It also ensures appropriate forms of dialogue and listening, undertaking always to reply to suggestions and complaints, in order to strengthen the relationship over the long run.

The OTB Group ensures that its products meet market requirements and expectations, also in terms of the safety characteristics of the materials used and the chemicals used in treating fabrics, pursuing quality and continuous improvement as part of its activities, contributing in this way to the success of the firm and the satisfaction of stakeholders.

### 4.5. Suppliers of goods and services

Suppliers play a vital role in improving the overall competitiveness of the OTB Group. The Group promotes honest, diligent, transparent and cooperative behaviour in its relations with suppliers. At the same time, it encourages

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suppliers to use the same criteria, with the intention of mutually benefiting from the positive effects that only a stable, long-term relationship based on trust is able to produce.

Group communication about the products and services requested is accurate and complete, so that suppliers are able to prepare estimates that are informed and aware. Complaints and reports of inconsistencies in supplies must be truthful and not used to unduly benefit the Group.

The OTB Group is committed to raising its suppliers sensitivity about the matters discussed in this Code of Ethics, in order to promote awareness and respect for the rules of conduct consistent with those contained in the Code, particularly with regard to respect for the rights of human beings, workers and management of environmental and social impacts that is sustainable and responsible.

Suppliers are selected and qualified in accordance with appropriate and objective criteria, on the basis of their ability to offer what the Group needs, in accordance with the principles of impartiality, fairness and quality. The Group tries to balance the need to achieve favourable economic conditions with the requirement not to depart from the official quality parameters for the supply of goods and services. The Group also communicates promptly any significant changes in the requirements that could affect their status as a supplier, so that they can take appropriate action with a view to continuing their relationship with the Group.

The OTB Group negotiates and sets up contracts with its suppliers in a way that is correct, complete and transparent, trying to envisage any circumstances that could materially affect the relationship. If unexpected events or situations take place, the Group undertakes not to exploit any weakness or lack of information on the part of the counterparty.

The results of the monitoring of goods and services received and the overall performance of suppliers are shared with them, with a view to facilitating their gradual improvement in the common interest.

The amount to be paid to suppliers shall be exclusively proportionate to the benefits and subject to the conditions specified in the contract and payments will not be made in favour of persons other than those agreed by the parties.

The provisions contained in the Supplier's Code of Ethics, which the counterparty may ask the Group to adhere to, will be observed if not in conflict with the Group's own Code of Ethics.

### 4.6. Public Administration

Public Administration means all those individuals, public or private, who perform a "public function" or provide a "public service". A "public function" means all those activities governed by public law relating to legislative, administrative and judicial functions. The term "public service" means all those activities that involve producing goods and services of general interest, subject to the supervision of a Public Authority, as well as all those activities aimed at ensuring the rights of individuals to life, health and freedom of speech, including those provided under concession arrangements or special conventions.

The Group cannot be represented in relations with the Public Administration by employees or third parties when there could possibly be a conflict of interest, even only in theory.

The Group condemns any behaviour adopted by any person on its behalf or in its interest, which aims to promise or offer, directly or indirectly, money or other benefits to Public Officials and Public Service Representatives, Italian or foreign, or their relatives and family members, which could give the Group a benefit or advantage. Such types of behaviour will be considered acts of corruption whether carried out directly by the Group or when performed through persons acting for or on its behalf, for example: consultants, project workers, agents, attorneys and third parties linked to the Group by similar or equivalent relationships.

Those delegated by the Group to follow any business negotiation, enquiry or relationship of an institutional nature with the Italian, EU or foreign Public Administration shall not under any circumstances attempt to improperly influence, through actions or omissions, decisions that Public Officials and Public Service Representatives take on behalf of the Public Administration.

It is forbidden to maintain work relationships with employees of the Public Administration or to hire former employees of the Public Administration, their relatives or family members, who participate or have participated personally and actively in business negotiations or endorsed requests made by the OTB Group to the Public Administration unless, in consideration of the specific circumstances that characterise the employment relationship, any link between the functions performed in the Public Administration and the employment relationship in question is considered negligible.

In cases where a Public Administration is a customer or supplier of the Group, the latter shall act in strict compliance with the laws and regulations that govern the relationship.

The OTB Group condemns any behaviour intended to obtain any kind of grant, financing, subsidised loan or other contribution of this type from the State, the European Union or other national or foreign public entity, by means of declarations or documents that have been altered or falsified, or through the omission of information or, more generally, by means of trickery or deception designed to mislead the paying entity.

#### 4.6.1. Relations with public supervisory and judicial authorities

Relations with the judicial authorities and other institutional authorities are to be managed exclusively by the corporate functions that have been delegated this task.

The Group does not deny, hide or delay any information or communication that may be required by public supervisory and/or judicial authorities in the course of any audits or inspections, and actively collaborates in any investigations.

#### 4.6.2. Grants and funding

Contributions, grants or loans obtained from the State, the Regions or any other Italian or foreign public body, even if of low value or amount, may not be used for purposes other than those for which they were granted.

Those charged with managing financial assets, investments or loans received from the Italian or foreign Public Administration must perform their duties according to principles of fairness and transparency, also complying with any disclosure requirements.

### 4.7. Local communities and mass media

The Group also includes the Only The Brave Foundation, a non-profit organization founded in 2008 with the mission of helping to combat social inequality and achieving sustainable development for disadvantaged people in poorer areas around the world. The aim of the foundation is to select and support projects that meet the criteria of innovation and sustainability, and that have a direct and tangible impact on society.

Through the Only The Brave Foundation and as part of any defined programmes, the OTB Group is committed in helping social, economic and environmental development, as well as in the welfare of the communities in which it operates, by supporting social and cultural initiatives that promote the values and principles of the Group.

#### 4.7.1. Sponsorships and grants

The OTB Group can accept requests for sponsorships for events that offer guarantees of quality and reliability, and these activities can be carried out after defining specific agreements and checking the reputation of the beneficiary and of the event or initiative being promoted, avoiding sponsorships given to counterparties even only vaguely suspected of belonging to criminal organisations or being involved in money laundering.

Before accepting, the Group is in any case required to pay particular attention to possible conflicts of interest, whether personal or corporate.

The Group can pay grants to support initiatives proposed by organisations and associations that declare themselves to be not-for-profit and with proper by-laws and articles of association, evaluating their reliability and consistency with the values expressed in the Code of Ethics.

Strictly institutional forms of cooperation are also possible if they are designed to help bring about events such as the carrying out of studies, research, conferences, seminars or similar activities.

Any grants paid to such bodies have to comply and be consistent with applicable laws and thoroughly documented.

#### 4.7.2. Relations with the media

Media communication plays an important role in creating and optimising the Group's image. Relations with the media are therefore up to those who have been expressly delegated to this task and must be carried out in accordance with Group policies and procedures.

Group external communications must be truthful, clear, transparent and consistent, avoiding any ambiguity or "spin". The Group's websites will also be developed in accordance with the Code of Ethics, pledging not to publish information that does not correspond to reality or that is defamatory.

In general, other Group employees are not allowed not provide information to media representatives nor undertake to provide such information without permission from the relevant functions.

#### 4.7.3. Relations with political organisations and trade unions

Relations entertained by corporate functions with political organisations and trade unions have to be governed by principles of transparency, independence and integrity. As a matter of principle, the Group does not make direct or indirect contributions to political parties, committees or political organisations, nor to trade unions.

In order to protect the rights of workers, the OTB Group is also committed to promoting good relations with the trade unions on an ongoing basis.

### 4.8. Ethics in business

#### 4.8.1. Conflict of interest

Recipients must ensure that every decision is made in the interest of the OTB Group. They must all avoid situations or activities that could lead to conflicts of interest with those of the Group or that could interfere with or affect their independence of judgement and choice and hence their impartiality when making business decisions. This is the reason for the ban on carrying out work in favour of the competition, on providing professional services without the

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written consent of the Group to third parties as an employee, consultant, member of the Board of Directors or Board of Statutory Auditors, as well as acting and working on behalf of a supplier or customer of the Group.

By way of example and without limitation, the following situations could be considered conflicts of interest:

- having economic or financial interests, personally or through family members, with suppliers, customers or competitors;
- using one's position in the OTB Group, or information obtained during one's day-to-day work, to the benefit of oneself or third parties in conflict with the interests of the Group;
- doing work of any kind (performing tasks or intellectual services) for customers, suppliers, competitors or third parties in conflict with the interests of the Group;
- starting or completing negotiations or agreements - in the name or on behalf of the Group - which have as counterparty family members or partners, or legal entities of which the person is the owner or in which it otherwise has an interest;
- to accept money, gifts or favours from individuals or legal entities who are or intend to enter into business relationships with the OTB Group.

Working with members of one's own family can also result in a situation of influence. Sometimes this may be contrary to the best interests of the Group, especially where there is a direct hierarchical relationship between two individuals in close contact with each other. Employees who are in this situation should not be involved in decisions about the hiring, remuneration, assessment or promotion of a family member.

In relations between the Group and third parties, Recipients must act in accordance with ethical and legal regulations, with an explicit ban on resorting to illegitimate favouritism, collusion, corruption or solicitation. Any information that tends to assume or presage a potential conflict of interest with the Group must be reported promptly to one of the figures of reference mentioned in paragraph 5.

### 4.8.2. Gifts and favours

In dealings with third parties, the OTB Group does not allow anyone to promise or offer gifts or favours (i.e. money, objects, services, recommendations), also as a result of illicit pressure aimed at obtaining undue advantages or otherwise designed to obtain favourable treatment in the conduct of any activities related to the Group.

Similarly, the OTB Group does not allow its employees to receive gifts or favours from third parties to influence the actual or potential relationships with the Group.

Notwithstanding the above, acts of commercial courtesy are permitted, provided it is of modest value and does not compromise the Group's integrity and reputation, and does not influence the autonomy and judgement of those on the receiving end.

### 4.8.3. Competition

The OTB Group recognises the importance of a competitive market and undertakes to comply with current regulations in this area. The Group competes with its competitors according to ethical principles of honesty and fairness. The OTB Group will not use improper means to acquire trade secrets or other confidential information about competitors and will avoid applying particular price and contractual conditions that have the sole purpose of excluding competitors from the negotiations.

#### 4.8.4. Antitrust laws

The OTB Group undertakes to respect antitrust laws that regulate the proper functioning of a competitive market and prohibits the possibility of forming monopolistic or cartel agreements and of any interference in the mechanisms by which competition is regulated. Under these laws, the OTB Group will not enter into agreements, not even informal ones, with other companies in order to distort competition on the market and will not violate competition laws, even without acting together with other firms.

#### 4.8.5. Protection of personal data

In the conduct of business, the Group collects a significant amount of personal data and confidential information (on those who work in and for the OTB Group, as well as on the various categories of people who have dealings with the Group, such as customers and suppliers), which it undertakes to process in compliance with all applicable laws and best practices designed to protect confidentiality and privacy.

The Group ensures that data will be processed according to the purpose declared; personal data will not be used for secondary purposes without the prior consent of the person concerned.

#### 4.8.6. Computer crime

The Group condemns any conduct that could directly or indirectly facilitate the commission of crimes involving abusive access to an IT or online system, illegal possession and distribution of access codes to IT or online systems, illegal interception, prevention or interruption of IT or online communications, damage to IT or online systems, damage to information, data, computer programs including those used by the Government or other public entity or in the public interest.

Recipients of this Code, in particular, must not in any way: unlawfully enter or remain in a protected IT or online system, install equipment to fraudulently intercept IT or online communications protected by security measures; illegally obtain, reproduce or distribute means of access (passwords, authorisation systems, etc.) to IT or online systems protected by security measures.

#### 4.8.7. Activities involving terrorism and subversion of democratic order

The OTB Group in any case condemns the use of its resources for the financing and implementation of any activity aimed at achieving the objectives of terrorism or the subversion of democratic order.

#### 4.8.8. Money laundering, receiving stolen goods, forgery of banknotes and coins, public credit cards, stamps and watermarked paper

The Group condemns any behaviour that might even indirectly facilitate criminal circumstances, such as criminal conspiracy, including illicit trafficking of narcotics or psychotropic substances, money laundering, the receipt of stolen goods and, in any case, the use of goods, money or other proceeds of illicit origin and obstruction of justice.

The Group complies with the applicable legislation against money laundering and the fight against organised crime, in any jurisdiction, also taking care that the transactions in which it takes part do not show, even potentially, the risk of encouraging the receipt or replacement or the use of money or assets derived from criminal activities.

Recipients must not, in any way and under any circumstances, take the risk, due to a failure to ask for the necessary information, of being involved in situations where there may be laundering of money from illegal or criminal activities, falsify and/or put into circulation banknotes, coins, public credit cards, stamps and watermarked paper.

#### 4.8.9. Transparency in accounting disclosures and internal controls

Accounting transparency is based on the truthfulness, accuracy, completeness and reliability of the documentation of operational events and the related accounting records.

Each Recipient is required to collaborate so that the facts of operations are represented in the accounts correctly and in a timely manner. Adequate supporting documentation has to be kept on record for each transaction, so as to ensure proper accounting records, the identification of the different levels of responsibility and accurate reconstruction of the transaction.

Each accounting entry has to reflect exactly what is shown in the supporting documentation. Recipients who become aware of any omission, falsification, alteration or negligence of the information and supporting documentation are required to report the facts to one of the figures of reference mentioned in paragraph 5.

The OTB Group recognises the primary importance of internal controls for the proper management and achievement of the Group's goals. The Group considers as a fundamental element of its corporate culture the circulation to all levels of the organisation of a culture that is aware of the importance of an adequate system of internal control. In particular, the internal control system must facilitate the achievement of corporate objectives and must, therefore, be directed towards improving the effectiveness and efficiency of production and management processes.

All Recipients, in their respective functions, are responsible for the proper functioning of the control system. Internal Audit and the independent auditors will have free access to all of the data, documents and information needed to perform their duties.

## 5. Standards of implementation and monitoring of the Code of Ethics

The OTB Group will monitor compliance with the Code of Ethics by all Recipients by providing suitable information, prevention and control tools and ensuring the transparency of operations and behaviours adopted, intervening, if necessary, with corrective action and appropriate sanctions.

The Group ensures the widest possible dissemination of the Code of Ethics, bringing it to the attention of internal and external stakeholders through suitable communication activities.

The Group promotes the development of training courses for its employees to facilitate full understanding of the principles and rules laid down in this Code of Ethics.

To enable people to ask questions on any situation regarding the Code of Ethics in which they may have a doubt about the most appropriate behaviour and/or whether to report a violation of the Code, employees can turn to their direct supervisor, the Head of People & Organization, the Head of Internal Audit or the General Counsel of the OTB Group through the e-mail ([codeofethics@otb.net](mailto:codeofethics@otb.net)) for any matters of an ethical nature.

All complaints, regardless of who receives them, must be forwarded to the Head of Internal Audit, who, with the support of other corporate bodies, particularly People & Organization and the Legal Department, will ensure that all complaints are:

- recorded and put on file;
- categorised ("filed as close" or "to be investigated") with an explanation of the reasons which led to the decision;
- if considered necessary, subject to verification, informing the parties involved.

For the companies belonging to the Group, reporting can take place at two levels: the local compliance structures, if any, which in turn send monthly reports of complaints received to the Head of Group Internal Audit or directly to the channels mentioned above.

All complaints have to promptly assessed for possible sanctions and a timely response has to be given to all requests for clarification.

The Group guarantees confidentiality and discretion as to the identity of the person making the report and does not tolerate any form of retaliation against those who in good faith have reported possible violations of the Code of Ethics or asked for clarification on how to apply the Code.

Violation of the principles contained in this Code of Ethics damages the relationship of trust established with the OTB Group and may lead to disciplinary, legal or criminal action. In fact, the Group intends to punish employees who do not comply with and respect the values and principles that constitute the Code of Ethics, depending on the gravity of the infringements and behaviours.

Compliance with the Code of Ethics is an essential part of the contractual obligations of the Group's employees. Their violation therefore constitutes a breach of the obligations arising from the employment relationship or a disciplinary offence that could jeopardise their employment and even lead to legal action for reimbursement of damages.

For Recipients who are not employees, compliance with the Code is a prerequisite for continuation of the professional/collaboration relationship with the Company; violation of the Code may therefore constitute a breach of contract, with all the legal consequences, including termination of the contract and/or relationship, and may lead to legal action for reimbursement of the damages suffered by the Group.

## 5.1.Entry into force and amendments

This Code of Ethics was approved by the Board of Directors of OTB S.p.A. on July 29, 2014 and implemented by all Group companies.

Any updates, additions and changes to the Code of Ethics are to be approved by the CEO for People and Governance of OTB S.p.A.

This Code of Ethics is to be adopted by all legal entities and all employees of the OTB Group.