

	<b>Quality, Safety, Environment Management System</b>	<b>Page 1 of 12</b>
<b>DSG-SG352</b>	<b>Code of Ethics and Conduct Diachem S.p.A.</b>	<b>Ed. 2</b> <b>Date 14/03/2023</b>



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## Contents

1.	INTRODUCTION .....	3
2.	OUR CORE BUSINESS.....	3
3.	OUR MISSION .....	3
4.	THE CODE .....	3
5.	OUR RELATIONSHIP WITH CORPORATE MEMBERS, STAKEHOLDERS AND WITH THE MARKET .....	4
	5.1 <i>Corporate governance</i> .....	4
	5.2 <i>Intellectual property (PI)</i> .....	4
	5.3 <i>Administrative and accounting management</i> .....	4
	5.4 <i>Anti-corruption</i> .....	4
	5.5 <i>International trade restrictions, export control</i> .....	5
	5.6 <i>Specific protocols</i> .....	5
	5.7 <i>Records management, preservation and destruction</i> .....	5
	5.8 <i>Relationships with public administration (PA)</i> .....	5
6.	MANAGEMENT AND PROTECTION OF HUMAN RESOURCES .....	6
	6.1 <i>Fair treatment and discrimination</i> .....	6
	6.2 <i>Child, forced, irregular labour</i> .....	6
	6.3 <i>Gender equality</i> .....	6
	6.4 <i>Professional development</i> .....	6
	6.5 <i>Personal data protection</i> .....	7
	6.6 <i>Safety in the workplace</i> .....	7
	6.7 <i>Use of company assets</i> .....	7
	6.8 <i>Confidential and proprietary company information</i> .....	7
	6.9 <i>Conflict of interests</i> .....	8
	6.10 <i>Conflict of financial interests</i> .....	8
	6.11 <i>Corporate opportunities and external employment</i> .....	8
	6.12 <i>Corporate courtesies: gifts and entertainment</i> .....	8
7.	RELATION WITH OUR CUSTOMERS.....	9
	7.1 <i>Products quality and commitment to customers</i> .....	9
	7.2 <i>Ethics in Marketing and Sales</i> .....	9
	7.3 <i>Financial Incomings</i> .....	9
8.	RELATION WITH OUR SUPPLIERS .....	9
	8.1 <i>Supplier selection</i> .....	9
	8.2 <i>Financial outflows</i> .....	10
9.	THE FOCUS TO THE COMMUNITY .....	10
	9.1 <i>Environmental protection</i> .....	10
	9.2 <i>Respect for human rights</i> .....	10
	9.3 <i>Participation in social activities</i> .....	10
	9.4 <i>Corporate political activity</i> .....	10
	9.5 <i>Personal political activity</i> .....	10
	9.6 <i>Fair competition: competition and antitrust laws</i> .....	11
	9.7 <i>Use of Competitive Information</i> .....	11
	9.8 <i>Protection of third-party assets</i> .....	11
10.	APPLICATION OF THE CODE OF ETHICS .....	11
	10.1 <i>Warnings</i> .....	11
	10.2 <i>Warnings management</i> .....	11
	10.3 <i>Non retaliation</i> .....	11
	10.4 <i>Whistleblowing</i> .....	12
	10.5 <i>Consequences of breaches</i> .....	12

 <b>DSG-SG352</b>	<b>Quality, Safety, Environment Management System</b> <b>Code of Ethics and Conduct Diachem S.p.A.</b>	Page 3 of 12 <b>Ed. 2</b> <b>Date 14/03/2023</b>
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## 1. Introduction

The success of our company is based on strong, durable and mutually trusting relationships with our customers, business partners, with the local community and with all the different stakeholders with whom the company comes into contact with.

We are committed to providing impeccable service and acting ethically in everything we do; for this reason we adhere to strict ethical standards and we act with frankness, responsibility and integrity.

This Code of Ethics and Business Conduct stems from the need to point out the principles and standards of conduct to which the company and its individual collaborators must conform.

Within this Code are stated:

- The guiding principles behind the company,
- Contact information in case of doubts or advices,
- Best practices for problems solutions.

## 2. Our core business

We operate at national and international level in the development, formulation, packaging and marketing of agrochemicals products (belonging to all phytoiatric categories), agronutrients (fertilizers, biostimulants), plant extracts, medical and surgical products (belonging to the insecticide class), biocides and industrial solutions of various kinds.

Chimiberg and Diagro are Diachem's brands for agrochemicals and agronutrients in the Italian market.

More than 60 years of experience in the field of agricultural products make our company an industrial partner recognized by the world's leading companies.

## 3. Our mission

Our mission is

*"We create sustainable solutions for tomorrow's agriculture.  
We grow with internal skills and through partnerships, integrating different technologies into solutions that meet the need of farmers everywhere".*

based on our principles of:

- **Creativity and innovation:** we want to expand our products and services' catalogue by promoting solutions that meet the needs of our current and future customers;
- **Customer orientation:** we establish relationships that create value and are committed to responding to new requests of our customers, both nationally and internationally;
- **Cooperation:** we daily collaborate in full respect of the uniqueness of people;
- **Ethics:** we are committed to always act ethically and to use resources and products with awareness and responsibility.

## 4. The Code

The Code applies to all of us: shareholders, directors, managers, employees and all those who have relationship with our company. In particular, managers are expected to:

- set a good example and ensure that all employees know and comply with the Code;
- create an workplace where all the collaborators feel comfortable in asking questions or raising concerns;
- ensure that employees are aware of the non-retaliation policy;
- take appropriate action if they have witnessed retaliations or even suspected retaliations.

Information about and awareness of the Ethics Code and its specific protocols is achieved primarily through its publication company's documents, on the "Personnel Portal" and on the company website.

**The company staff may however ask, at any time, to their managers for advice and clarification on the contents of the Code of Ethics.**

	<b>Quality, Safety, Environment Management System</b>	Page 4 of 12
DSG-SG352	<b>Code of Ethics and Conduct Diachem S.p.A.</b>	Ed. 2 Date 14/03/2023

Our goal is to create an ethical workplace, in full compliance with laws, regulations and moral integrity. All activities carried out must be conducted with professional commitment, moral strictness and managerial fairness.

To achieve our intent, we have created this Code of Ethics and Conduct, which gives us the informations we need to act in an ethical way.

It may happen that in your daily work, you are faced with situations not covered by specific procedures, instructions or other internal resources; in these circumstances, the Code supports the interested parties in making the appropriate choices, in line with the company's values and general policies of conduct. The Code also provides an indication to for any doubt (for ie whether a procedure is fully compliant or whether an procedure or activity is correct.).

**If you have any doubt or question regarding your work, before proceeding you should contact our Quality System Manager, who will support you without delay in obtaining clarification**

## **5. Our relationship with corporate members, stakeholders and with the market**

### **5.1 Corporate governance**

Our system of corporate governance is inspired by standards of transparency and correctness in the management of the company, with the objective of ensuring the:

- quality of the services and products offered,
- correctness in the operations management,
- transparency towards all the stakeholders.

### **5.2 Intellectual property (PI)**

Our intellectual property is a valuable resource. In our work, all of us must be committed to protect and enforce IP rights, to the extent required by law, taking in mind that rights to IP created with company materials during working time and at company expense, are the property of the sole company.

For example, IP includes intangible property such as copyrights, patents, registrations, industrial know how, trademarks, inventions, recipes and formulas, production processes, company systems, customers lists and databases, company's data, software, logos, etc.

### **5.3 Administrative and accounting management**

Company procedures must regulate the performance of every significant operation and transaction, whose legacy, consistency, correct registrations and verifiability must be evident and traced.

Each operation must, therefore, be supported by adequate documentation to be kept on file, so as to allow the motivations and characteristics of the operation to be checked at any time, as well as the precise identification of the person who, at various stages, has authorized and verified it. Compliance with the indications set out in the protocols makes it possible, among other things, to spread and stimulate a culture of control at all company levels, which contributes to improve the efficiency of the management and constitutes a support for managers themselves.

The principles of trustfulness, accuracy and completeness guide us in the activity of reporting and recording information on behalf of our company.

In the case of economic and financial elements based on valuations, the related registration must be carried out in compliance with the criteria of reasonableness and congruity, clearly illustrating, in the relative documentation, the criteria that have guided the determination of the value of the asset.

### **5.4 Anti-corruption**

We reject corruption in all its forms and ways. Whenever we enter into agreements or do business, we refrain from offering, attempting to offer or promise any illegal benefit, included payments, bribes and gifts. Likewise, we refuse any improper payment or benefit offered.

"Facilitation payments", offered in order to obtain quickly routine actions, such as issuing permits, are also prohibited.

	<b>Quality, Safety, Environment Management System</b>	<b>Page 5 of 12</b>
<b>DSG-SG352</b>	<b>Code of Ethics and Conduct Diachem S.p.A.</b>	<b>Ed. 2</b> <b>Date 14/03/2023</b>

The complexity of anticorruption provisions requests extreme attention: it is necessary to implement all due diligence procedures and be fully aware of the consequences of any violation of the law.

Finally, we refrain from any relationship (directly or through intermediaries) with people known to be suspected of being involved in supporting activities in favor of criminal organizations, including mafia-like organizations or those involved in human traffic and the exploitation of child labor, and with individuals or group operating for the purpose of terrorism, aimed at causing serious damage to a country or to an organization and carried out in order to intimidate or force public authorities or an organization to perform or refrain from performing any act.

### **5.5 International trade restrictions, export control**

We provide our services and our products all over the world.

Therefore, it is essential for us to comply not only with national laws and regulations, but also with international and local rules and regulations governing trade with and in foreign countries, and to strictly comply with “import-export” regulations.

Because of the complexity of this topic, in case of any potential doubts anyone should ask in advance to his/her manager for help in getting things properly done.

### **5.6 Specific protocols**

Our Code of Ethics is the basis for the preparation of specific protocols aimed to prevent prejudicial events and the consequent potential negative impact on the company itself.

Protocols follow the analysis of the company context in which the risks weighing on the company and the existing control system are highlighted, as well as its actual adequacy.

These procedures must be adopted by all those who, for any reason or right, act in the operational process and their correct implementation ensures the possibility to identifying the correct corporate subjects responsible for the process of decision, authorization and performance of the operations: for this reason- according to principle of the control represented by the separation of duties- it is necessary that the each single operation is carried out in the various phases by different subjects, whose competences are clearly defined and known within the organization, so as to avoid unlimited and/or excessive powers being attributed to individual subjects.

Moreover, the traceability of each process related to the company’s activities must be guaranteed, so that it is always possible to reconstruct ex post the reasons behind any choice taken, the people in charge of it and any relevant data for assessing the correctness of operational itself.

### **5.7 Records management, preservation and destruction**

As required by applicable laws and regulations, we are responsible for preserving or disposing of documents, e-mails or any other source of information in electronic or paper format.

Records retention is necessary if we are involved in legal proceedings, judicial investigations or subpoenas.

All relevant corporate information must be communicated with absolute promptness both to the corporate members in charge of the corporate management as well as to the supervisory authorities.

An exhaustive and clear corporate communication is a guarantee for the correctness of relations: with third parties who come into contact with the company, who must be able to have a representation of the economic, financial and asset situation of the company; with the supervisory authorities, the auditing and internal control bodies, who must carry out their control activities effectively, to protect not only the shareholders, but the whole market; with the companies of the Group, also for the purpose of drawing up the consolidated financial statements and other communications of the company.

### **5.8 Relationships with public administration (PA)**

Integrity and transparency are principles that underline our dealings with the public administrations.

Interaction with a public official requires special attention: we may get in contact with a government employee (whether state or local, such as a customs inspector), an elected official, a private individual temporarily acting in an official role or on behalf of a government agency.

	<b>Quality, Safety, Environment Management System</b>	Page 6 of 12
DSG-SG352	<b>Code of Ethics and Conduct Diachem S.p.A.</b>	Ed. 2 Date 14/03/2023

Therefore:

- we do not tolerate corrupt practices of any kind or in any form when dealing with members of the public administration.
- it is forbidden to offer gifts, money, benefits of any other kind in favor of representatives of the public administration or their relatives, family members and friends.

In particular, due care must be taken in dealings with the above-mentioned people, especially in operations relating to: tenders, audits, contracts, authorizations, licenses, concessions, requests for and/or management and use of funding, however denominated, of public origin (national or European).

## **6. Management and protection of human resources**

### **6.1 Fair treatment and discrimination**

Our human resources are the core element of our company's existence. Honesty, loyalty, motivation, capacity and professionalism, seriousness, technical preparation and dedications of our staff is the key factor for achieving our goals.

We act to create a workplace where each member of our group is valued and respected, and we are committed to overcoming all forms of discrimination and corruption and to promote the dignity, health, freedom and equality of worker, in accordance with the United Nations Universal Declaration, the fundamental Conventions of the International Labour Organisation(ILO) and the OECD Guidelines.

We award assignments only on the meritocratic base and we make employment decisions on the basis of objective criteria. For employment decisions we refer to:

- recruitment,
- training,
- placement,
- remuneration,
- promotion,
- rewarding,
- demotion,
- benefits,
- reminders and disciplinary sanctions,
- dismissal,
- termination of employment.

### **6.2 Child, forced, irregular labour**

We do not tolerate the use of child labour either at our facilities as well as at the facilities of our contractors, sub-contractors or suppliers, because we do not intend to undermine children's right to a childhood, to an adequate school education and to their mental and physical health development.

Likewise, we do not accept in any way the employment of workers recruited by force or by blackmail.

We reject any form of exploitation of workers and refrain from any relationship with stakeholders who are even suspected of recruiting labour by exploiting workers.

Finally, we prohibit to hire foreigners workers without a valid permit of residence or with an expired, revoked or cancelled work permit.

### **6.3 Gender equality**

We are committed to pursuit the principle of gender equality, ensuring that selection process, training, updating, remuneration, promotion and awarding are based solely on the skills, competences and experience gained. Family and personal relationships cannot be taken into account for the purposes of assessing the individual's abilities, competence and awareness. The person must be evaluated solely on the basis of his own merits.

### **6.4 Professional development**

We are committed to create and maintain the conditions to further expand the skills and knowledge of each

 <b>DSG-SG352</b>	<b>Quality, Safety, Environment Management System</b> <b>Code of Ethics and Conduct Diachem S.p.A.</b>	<b>Page 7 of 12</b> <b>Ed. 2</b> <b>Date 14/03/2023</b>
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person, based on a meritocratic and equal opportunities policy. We provide specific programs aimed at professional and training updating as well as to the acquisition of new and wider skills. For this reason, employees are supposed and encouraged to cultivate and develop new skills, abilities and knowledge, as well as managers are required to pay the utmost attention to enhancing and increasing the professionalism of their employees, creating the conditions for the development of their skills and the realization of their potentiality.

### 6.5 Personal data protection

We are committed to protecting the personal data, in order to preserve privacy and identity of each person. Personal data also included:

- fiscal data,
- contact data,
- medical records,
- salary data.

We undertake to comply with specific rules aimed at providing, in particular, the prohibition of undue and/or dissemination of personal data without the person's prior consent.

In particular, we respect privacy in correspondence and interpersonal relationships between collaborators, through the prohibition of interference in conferences or dialogues and through the prohibition of interference or forms of control that may damage the personality.

*No one can access sensitive data of our colleagues without specific authorization. If you become aware of sensitive data as a result of your work, you must take precautions to protect it from loss, theft or inadvertent disclosure. If you have any concerns or wish to report an actual or suspected breach, contact you manager.*

### 6.6 Safety in the workplace

We strongly believe it is necessary for all of us to strive to create a safe and healthy working environment. We are committed to protecting the health and safety of all the workers by taking all necessary measures to ensure that the workplace complies with the highest standards of safety and hygiene, in accordance with the best technical and scientific knowledge and in compliance with the provisions in force.

We spread and consolidate a culture of workers' health and safety of in the workplace, developing risk awareness and promoting responsible behaviors by all employees and /or collaborators.

### 6.7 Use of company assets

In carrying out our work, we daily use company assets and we are responsible for the protection and custody of them and for their appropriate use. In this way we want to ensure that our image and reputation are always positive in the community in which we operate.

Corporate assets include tangible and intangible resources, physical assets and confidential and proprietary information such as intellectual property.

We have the duty to protect the assets entrusted to us from fraudulent or improper use, theft and damage. Company assets and funds must be used for company business purposes and never for illegal purposes.

If anyone become aware of any actual and potential misuse of company resources, or if he/she has any doubts about the correct use of company resources, he/she must notify it to his/her manager.

### 6.8 Confidential and proprietary company information

The company's confidential and proprietary information includes information that are not available to the public. Confidential information may only be shared with those who are authorized to manage them for legitimate purposes and in accordance with the policies in force in related country.

Confidential data refers to information related to:

- strategic plans,
- financial results,
- pricing or budget policies,

	<b>Quality, Safety, Environment Management System</b>	Page 8 of 12
DSG-SG352	<b>Code of Ethics and Conduct Diachem S.p.A.</b>	Ed. 2 Date 14/03/2023

- regulatory compliance data,
- personal data of employees,
- formulas and recipes,
- production process,
- technological software data,
- intellectual property.

### 6.9 Conflict of interests

We act with the aim of pursuing the best interests of our company. We refrain from any activity that could oppose personal interests - directly or indirectly - to the ones of the company or that could interfere or hinder the ability to make business decisions in an impartial and objective way. The occurrence of situations of conflict of interest is disadvantageous to the corporate image and integrity.

Our Board of Directors, our managers and our collaborators, in the use of their capacities, must therefore exclude any possibility of overlapping or in any case crossing, by exploiting their functional position, any economic activity that may satisfy a personal and/or family interest. In the event that a conflict of interest arises, whether real or only potential, a report must be made to the manager.

Although we are aware that there are many situations in which a conflict of interest could arise, below are shown, by way of example, a list of cases in which the conflict could arise:

- having a financial interest in another company with which we do business,
- doing business with family and friends,
- steering one business opportunity to another or doing other work in the same sector,
- manage an own business in the same sector,
- accepting or making gifts or offers in certain situations,
- being a leader in certain organizations.

### 6.10 Conflict of financial interests

A conflict of interest may arise if we, a family member or a friend of ours has a stake or significant interest in a supplier- current or potential -, customer or competitor.

This is the case, for example, if we own more than 5% of securities in a company or if we have decision-making power over that company.

In such case the position should not be used to influence a transaction or agreement.

### 6.11 Corporate opportunities and external employment

We have the duty of putting the interests of our company before our personal ones, avoiding to use in our favor (or in favor of family members and friends) the opportunities we become aware of through the company.

If, however, we wish to undertake external work or affiliations, these plans must be presented to your manager to verify that the activity does not conflict with corporate interests. You may also contact the HR department for more information about current policies regarding outside employment

### 6.12 Corporate courtesies: gifts and entertainment

In view of the fact that we are committed to treat all persons and companies with whom we work or get in contact with, fairly and impartially, our employees must refrain from offering or receiving gifts, goods or other forms of entertainment that may influence or appear to influence the company's decisions.

By gifts we refer to goods and / or services or, more generally, objects of no modest value.

By Entertainment we refer to events which the person offers or agrees to attend, for example dinners and sporting events.

However, it is possible to offer or accept a gift or entertainment in the case of events sponsored or approved by the company that meet certain characteristics:

- there is a valid business purpose,
- it is not cash or cash equivalents,



 <b>DSG-SG352</b>	<b>Quality, Safety, Environment Management System</b> <b>Code of Ethics and Conduct Diachem S.p.A.</b>	Page 9 of 12 <b>Ed. 2</b> <b>Date 14/03/2023</b>
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- it is not sollicitated,
- it does not embarrass the recipient,
- is appropriate to the position of the offerer and the recipient,
- it is not prohibited by law or from a term of the agreement.

It is important to verify that the gift or entertainment complies with the policy of the company or the recipient's business partner.

## **7. Relation with our customers**

### **7.1 Products quality and commitment to customers**

In our decisions as a company we always take into account what our customers expect from us.

We are committed to fulfilling the terms of the agreement with our customers. In the event that we are unable to meet these terms, we must responsibly work to preserve the confidence of the customers and investigate the root causes to take corrective action to prevent such problems from recurring.

### **7.2 Ethics in Marketing and Sales**

We use fair practices of conduct to defend our reputation with partners and customers. The values of honesty and integrity underpin what we do, particularly for sales, advertising, promotion and marketing of our services and products. We present the qualities, characteristics and availability of services and products with the utmost care and transparency, avoiding misrepresentations of facts, manipulation, misuse of information, fraud or other unfair and untrue business practices.

We act to stay in direct contact with those who are part of the food chain and always be updated on the changes taking place.

Transparency in communication, proximity to the local area and knowing how to involve those who work in the field are essential elements for sharing our principles and values.

For this reason, in support of the sales network, within the structure we have specialized figures operating in the field, prepared and attentive to listening who act as a link and point of reference between us and the territory in order, on the one hand, to deal with the experience of farmers by collecting needs and requirements, on the other hand having the opportunity to give advice, suggestions and propose integrated solutions to make agriculture more sustainable by promoting sustainable use of our products by customers.

### **7.3 Financial Incomings**

We require maximum traceability of incoming financial flows and compliance with anti-money laundering and self laundering rules.

We want to prevent the legalization of proceeds from illegal activities, therefore it is forbidden to:

- receive payments in cash,
- receive payments coming from Tax heavens,
- accept requests of any kind where there is even a reasonable doubt that the objective is to legalize illicit incomes.

## **8. Relation with our suppliers**

### **8.1 Supplier selection**

Before a contractual relationship is established and throughout the contractual period, it is necessary to verify that suppliers respect the requirements of reliability, respectability and ethics.

We require ethical and transparent conduct from our suppliers, in accordance with the provisions of this Code of Ethics, in particular we ask them:

- not to practice or tolerate any form of corruption,
- to fairly operate towards their competitors,
- to ensure the protection of the privacy and intellectual property of their employees and business partners,
- to ensure working conditions based on the respect of fundamental rights.

 <b>DSG-SG352</b>	<b>Quality, Safety, Environment Management System</b> <b>Code of Ethics and Conduct Diachem S.p.A.</b>	Page 10 of 12 <b>Ed. 2</b> <b>Date 14/03/2023</b>
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## 8.2 Financial outflows

We are committed to guarantee the maximum traceability of financial outflows and the compliance with anti-money laundering and self laundering rules.

Consequently it is prohibited to:

- make payments in cash, except for the use of petty cashbox,
- make payments to current accounts in tax heavens,
- allocate funds to people intending to carry out acts of violence or terrorism

## 9. The focus to the community

### 9.1 Environmental protection

We have the duty to manufacture our products and to provide our services in a way that preserves and promotes a healthy, safe and clean environment. In order to achieve our goal, we strictly comply with applicable and mandatory environmental regulations, implement policies aimed at sustainability and take into account the development of scientific research on this regard.

We are aware that failure to comply with regulations can lead to serious repercussions and possible civil and criminal liability. Any violations must be reported immediately to the appropriate manager.

Our pay off “Made for Gaia<sup>®</sup>” collects our concrete and continuous commitment to minimize the impact of our activities, our services and our products on the environment, with the leading goal of making our planet a better place for future generation.

### 9.2 Respect for human rights

In all our operations and activities, we are committed to respect human rights and we expect the same commitment from partners, suppliers, customers and all the different stakeholder.

We do not tolerate child labour or human trafficking and we do not business with those who violate or affect these principles.

### 9.3 Participation in social activities

We support the participation of co-workers and employees in community and charitable activities.

However, you may not use property, funds, assets or work time for charitable activities or causes undertaken on a personal level and you may not ask colleagues for support for such activities.

### 9.4 Corporate political activity

We do not intend to directly or indirectly favour or discriminate against any political or labor organization. We refrain from making contributions in any form to parties, movements, committees and to representatives or candidates of political or trade union organizations. For example, campaign payments or the purchase of tickets for politically motivated fundraising events are prohibited.

### 9.5 Personal political activity

We do not hinder the involvement in political activities and support of political parties

*I am standing for councillor in my local municipality and I know that some of my colleagues in the company have the same ideas about politics as I do. Can I use company email to inform them and ask for their support?*

*No, you may not use company email to promote your personal activities.*

by employees and collaborators, but such activities must be exercised exclusively with their own personal means and it can never be understood that the person is acting on behalf of the Company in the event of payments or political contributions.

 <b>DSG-SG352</b>	<b>Quality, Safety, Environment Management System</b> <b>Code of Ethics and Conduct Diachem S.p.A.</b>	Page 11 of 12 <b>Ed. 2</b> <b>Date 14/03/2023</b>
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### 9.6 Fair competition: competition and antitrust laws

Competition laws aim to maintain a level playing field between companies, ensuring that any agreements or practices that could excessively block trade are not carried out.

In particular, these laws prohibit reaching formal or informal agreements with competitors that may impede trade, such as dividing and sharing information about prices, terms and conditions marketing plans, proprietary or confidential information.

Competition laws consequently prohibit the drafting of illegal agreements as well as conversations about sensitive competitive information with competing companies.

Because of these laws, we and our customers enjoy the benefits of free competition. Any situation in which a potential violation of competition laws is seen, it should be reported to proper manager.

### 9.7 Use of Competitive Information

Any confidential information about our competitors that we may come into possession of (such as from our business partners or new employees who previously worked for our competitors) may be of business benefit for us. We therefore act ethically with respect to such information, avoiding obtaining them from a new employee or colleague who may have access to competitive information that we do not have, or during an interview.

### 9.8 Protection of third-party assets

We protect the assets of our business partners as if they were our property. You must be in possession of all necessary permissions before using copyrighted materials that the Company does not already own or have the right to use.

These measures allow us to maintain the constant trust that our suppliers, customers and partners have in us.

## 10. Application of the Code of Ethics

### 10.1 Warnings

The Code of Ethics is one of the main tools for promoting practices of good behavior.

Each of us has the responsibility to report violations or possible conducts that are prohibited by this Code, by our protocols and policies or by the law, and to cooperate in any investigation of the reported violations.

You may report anonymously or openly, in which case your identity will be kept confidential where possible under the circumstances and in accordance with the law.

If anyone have any doubts or questions about this, he/she can contact:

- his/her manager,
- the HR department.

### 10.2 Warnings management

When a warning is made, the information will be communicated to the correct reference person.

The situation will be investigated professionally, verifying the information received and analyzing the causes that led to the event. The appropriate action will be taken, which may include notifying to he relevant authorities.

During the investigation, anyone is expected to cooperate by giving any information in his/her possess in an honest manner. For this reason, it is important to keep and maintain records and information relevant to the investigation.

### 10.3 Non retaliation

We do not tolerate retaliation or intimidation of any kind against anyone who, in good faith, reports possible violations of the Code and of the law.

However, it is essential that the report has been done honestly. Conversely, anyone acting in bad faith may be subject to disciplinary action, including dismissal.

 <b>DSG-SG352</b>	<b>Quality, Safety, Environment Management System</b> <b>Code of Ethics and Conduct Diachem S.p.A.</b>	Page 12 of 12 <b>Ed. 2</b> <b>Date 14/03/2023</b>
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#### 10.4 Whistleblowing

We guarantee the confidentiality of the whistleblower through a specific procedure.

In fact, it is expected that any warning must be done in writing through the following alternatives:

- sending it to the attention of the Supervisory Body of Diachem S.p.A, via Mozzanica 9/11, Caravaggio (BG), indicating in the subject “Whistleblowing Report”.
- By e-mail to the email address: odv@diachemagro.com indicating in the subject “Whistleblowing Report”.

#### 10.5 Consequences of breaches

The violation of the principles set forth in the Code of Ethics and in the procedures provided by internal protocols, compromises the relationship of trust between Diachem S.p.A. and the recipient.

Such violations will therefore be promptly and immediately prosecuted, through appropriate and proportionate disciplinary measures, regardless of the possible criminal relevance of such conduct, and the institution of criminal proceedings in cases where they constitute a crime.

The effects of violations of the Code of Ethics and of the specific protocols must be taken into serious consideration by all addressees: for this reason, we shall share the Code of Ethics and the appropriate internal protocols and inform them about the sanctions provided in case of violation.

In order to protect our image and reputation and to safeguard our resources, we will not entertain relations with parties who do not intend to operate in compliance with the regulations in force, and/or who refuse to behave in accordance with the values and principles laid down in the Code of Ethics and as defined in our policies, procedures and instructions.

Behaviors contrary to the above are defined as disciplinary offences and are dealt with in the most appropriate measures depending on the specific case.

In regard to the sanctions that may be imposed to an employees, they are in accordance with the Company’s Disciplinary Regulation, in compliance with the internal procedures, the procedures provided for in Article 7 of the Workers’ Statute, in the National Collective Labour Agreement in force and in any special regulation applicable.

In relation to the above, the Organisational Model and the Code of Ethics, which is an integral part of it, make reference to the categories of sanctionable acts provided for by the existing sanctions system for the 231 Model (Legislative Decree 231/2001 and subsequent amendments and additions). These categories describe the sanctioned behaviors, depending on the importance of individual cases considered and the sanctions actually foreseen for the commission of the facts themselves, depending on their gravity.

In the event of violation by managers of the ethical principles laid down in this Code, the most appropriate measures will be applied to those responsible, in accordance with the provisions of the National Collective Labour Agreement.

Any behavior carried out in the context of a contractual relationship by collaborators, consultants, partners, counterparties or other external subjects in contrast with the lines of conduct indicated in this Code may determine, due to the application of the appropriate clauses, the termination of the relationship. We take care of update and include, in the engagement letters or in the contractual or partnership agreements, these specific contractual clauses which provide, in the event of non-compliance with the established ethical principles, the termination of contractual obligations.