# CODE OF CONDUCT FOR THE RESPONSIBLE SUPPLY CHAIN MANAGEMENT

# ESPRINET GROUP

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## 1. Introduction

The Esprinet Group (hereinafter the "**Group**" or the "**Group Companies**") intends to establish business relations with its suppliers and business partners that are characterised by transparency, fairness and ethical negotiations. The development of transparent and long-lasting relations with suppliers, attention to quality, safety and respect for the environment, and compliance with current regulation, represent objectives to be pursued with a view to consolidating the value created for stakeholders.
Therefore, in connection with the Code of Ethics adopted by Esprinet S.p.A. and its subsidiaries, the Group has defined a Code of Conduct intended to guide relations along its supply chain.

## 2. Scope and recipients

The Code of Conduct defines the guidelines to be followed by contractors, consultants, professionals, characteristic suppliers and business partners (hereinafter the "**Recipients**") of the Esprinet Group Companies and any subcontractors, operating as natural persons or in an organised form of business.
The Recipients, in the performance of the activities that substantiate the relationship with the Group Companies, shall therefore abide by the provisions of this document and be guarantors also for the conduct of the subcontractors activated in the performance of the service carried out in the name of or on behalf of the Group Companies.

The Group has chosen to equip itself with this value-based tool with the aim of adopting impartial conduct focused on the transparent evaluation of supplies.

This document complements and reinforces the principles contained in the Laws and, in general, in all external and internal regulatory sources, with specific reference to the ethical profile of corporate conduct, and forms an integral part of all contracts and agreements entered into by the Group.

Recipients' compliance with the principles contained in this Code of Conduct is an essential requirement for establishing a business relationship with the Group Companies; at the same time, non-compliance, even partial, with the principles set out, may result in the termination of the existing relationship with them.

## 3. General principles in supply chain management

The selection processes for the entities identified above as Recipients are based on an objective competitive comparison (in terms of quality, price, performance guarantees and assistance), avoiding any form of favouritism or discrimination.

Business relations with the Recipients are conducted with mutual respect for the criteria of:

- impartiality;
- cost-effectiveness;
- transparency;
- loyalty;
- professional propriety.

In any case, relationships that may generate personal advantages, conflicts of interest or damage to the Recipients themselves are avoided.

In particular, the purchasing processes are based on:

- equal opportunities for each supplier, giving the opportunity to compete to those who meet the required criteria, excluding preferential treatment;
- mutual loyalty, transparency and cooperation in all conduct, both pre-contractual and contractual;

- the pursuit of the highest competitive advantage, adopting objective and documentable criteria for this purpose, through adequate competition.

In this regard, the Group particularly values the adoption by its suppliers of ethical standards of conduct and the attainment of quality management system certifications, environmental management system certifications, social certifications and certifications related to workers' health and safety. In this sense, the Group Companies promote circular economy practices with suppliers and business partners along the entire value chain, focusing on innovation and sustainability.

The Group also undertakes to operate in full compliance with the current and applicable regulations on economic sanctions and international trade control. To this end, the Group guarantees compliance with international obligations (arising, by way of example, from the provisions of the European Union and the UN) by ensuring that trade controls are carried out and by regulating the import, export and transfer of certain goods, technologies, services and know-how, especially if they are considered sensitive or dual-use. Similarly, the Recipients undertake to comply with the laws in force on economic sanctions and export controls and not to circumvent their enforcement.

## 4. Working conditions

The Group is committed to respecting the individual and their personal dignity, as well as protecting human rights and the rights of workers, enshrined, among others, in the Universal Declaration of Human Rights, the EU Charter of Fundamental Rights, the UN Global Goals, the OECD Guidelines for Multinational Enterprises on Responsible Business Conduct, and the ILO Conventions.

Therefore, the Group requests that the Recipients also undertake to respect the fundamental rights of their employees, such as:

- respect for equal opportunities;
- respect for personal dignity, privacy and the rights of each individual;
- guarantee of the current mandatory national minimum wage;
- compliance with the working hours established by the applicable regulations;
- the right of employees to free association;
- prohibition of child labour;
- prohibition of the use of drugs and the consumption of alcohol during work;
- prohibition of forced labour;
- prohibition of the use of labour that does not comply with the residence permit.

Furthermore, the Recipients reject any discrimination based on political and trade union opinions, religion, racial or ethnic origin, nationality, age, sex, sexual orientation, health status, marital status, disability status, physical appearance, economic and social status and, in general, any individual characteristic of the human person.

## 5. Health and safety

The Recipients undertake to comply with the legal requirements concerning health and safety in the workplace applied in the territorial contexts in which they operate, to disseminate and consolidate a safety culture, developing risk awareness, promoting responsible behaviour by all collaborators and working to preserve, especially through preventive actions, the health, physical and moral integrity, as well as the safety of personnel.

## 6. Environment and sustainability

The Group believes that environmental sustainability is a shared responsibility and a tangible opportunity for transformation for companies and, therefore, it is concretely committed – within its own structures and in every activity – to reducing its environmental impact and mitigating climate change, using resources in an increasingly

rational manner, reducing waste, adopting innovative solutions that can guarantee energy savings, and urging its suppliers to guarantee high sustainability standards and compliance with current environmental regulations.

In particular, Recipients undertake to comply with the applicable environmental protection regulations in force in the country in which they carry out their activities, in order to preserve the quality of the territory in which they operate and promote a better use of natural resources.
They are also required to comply with the regulatory provisions governing the use of hazardous substances in the production of consumer goods (for example, the so-called European RoHS II Directive), by drawing up the technical documents and declarations of conformity, keeping them for the time and in the manner required by the regulations, and correctly marking the product.
Group Companies must verify the correct fulfilment of the Recipients' obligations by being able to request supporting documentation and carry out testing and control activities. Specifically, the Group has adopted a Policy on Sustainable Value Chain Management that defines principles, requirements and processes for the ESG assessment and monitoring of strategic suppliers and key business partners.

## 7. Relations with the Public Administration

In relations with the Public Administration and Institutions, whether national or foreign, the Recipients must act in compliance with the Laws, Regulations and company provisions, i.e. with fairness and loyalty, without improperly influencing the decisions of the counterparty in any way in order to obtain favourable treatment and without complying with unlawful requests, or any other form of coercion, by representatives of the Public Administration.
All activities relating to the Public Administration and Institutions, whether national or foreign, conducted in the name and on behalf of the Group or which may have repercussions on the Group and its activities, must be documented and traceable. In any case, and especially in the case of supervisory activities relating to occupational safety and hygiene and the environment carried out at the premises of the Group Companies, it is forbidden to engage in conduct that prevents, hinders or evades the control of the Supervisory Authorities.

## 8. Business principles

### Compliance with the provisions of the Law

The Recipients have as an essential principle compliance with the Laws and Regulations in force in all the countries in which they operate. Under no circumstances does the pursuit of the Group's interests justify or make acceptable conduct that is contrary to the provisions of the Law.
The Group Companies shall not initiate or continue any relationship with Persons who do not intend to comply with this principle.
If any of the provisions contained in this document conflict with the national laws in force in the supplier's country, the latter shall prevail.
The Recipients must not carry out or be engaged in activities that involve the purchase, receipt, concealment, laundering (i.e. acceptance or processing) or use in economic or financial activities of money, goods or other benefits deriving from criminal activities in any form or manner. Nor must they be involved, either directly or indirectly, in any form of financing of terrorist organisations.

### Prohibition of corruption

The Group prohibits any form of corrupt activity, including towards private individuals. For their part, the Recipients undertake not to condone or engage in any form of corruption, including payments or other forms of benefits granted to Directors, employees or representatives of Group Companies on a personal basis, aimed at unduly influencing corporate decisions.

### Transparency of financial information

The Recipients undertake to disclose information relating to activities, structures, financial situation and performance in accordance with the provisions of the rules and regulations in force.

## Intellectual property

The Group respects the intellectual property rights of others and does not make unauthorised use of them, and therefore requires the Recipients to comply with current legislation on intellectual property rights.

More specifically, the Recipients undertake to protect their own and others' industrial property rights (trademarks, patents, distinctive signs, designs, industrial models, intellectual property, etc.). It is therefore forbidden to counterfeit or alter trademarks or distinctive signs, whether national or foreign, of industrial products, or patents, industrial designs or models, whether national or foreign, just as it is forbidden to use, introduce into the State, hold for sale, offer for sale, otherwise put into circulation, manufacture or industrially use counterfeit or altered objects or other goods, made by usurping industrial property rights or in violation thereof.

To this end, the Recipients are required to define company procedures and protocols to protect the intellectual property rights of others and to strictly adhere to them.

## Artificial intelligence

The Group promotes the responsible use of Artificial Intelligence (AI) solutions as tools at the service of people, which must be used in compliance with the relevant legislation in force, as well as with regard to safety, workers' rights and fundamental human rights, the confidentiality of personal data and copyright.

For this reason, the Group defines the rules for the correct, transparent and responsible use of AI, in compliance with current regulations (including EU Regulation 2024/1689 and national implementing regulations). Likewise, the Recipients undertake to: *i)* inform the Group Companies about the use of AI systems in the performance of the activities entrusted to them; *ii)* use AI systems in accordance with the applicable legislation and the principles of this Code; *iii)* ensure that the output of AI systems is subject to verification and supervision by qualified personnel.

## Fair business and antitrust

In many countries, there are Laws and Regulations in force that prohibit illegal restrictions on trade, commonly known as antitrust laws. These rules are intended to:

- protect consumers and competitors from unfair business practices;
- promote and protect healthy competition.

The Laws and Regulations vary depending on the country of activity, but generally prohibit agreements or actions that reduce competition without benefiting consumers.
In any case, the Recipients are required to refrain from any unethical behaviour and, in any event, from any behaviour contrary to the rules designed to protect competition. In particular, and provided that the act does not constitute an independent offence, any unlawful agreement aimed at distorting competition is prohibited.

## Conflict of interest

The Recipients are obliged to report any relationship with an employee, director, attorney, agent, representative or business finder of the Group Companies that could create situations, even if only apparent, of direct conflict of interest.

## Labour intermediation

The Recipients shall act in compliance with the current legislation prohibiting the intermediation, interposition and contracting of work services and shall therefore not engage in conduct that constitutes such cases by entrusting, in any form, the performance of mere work services, except in cases expressly permitted by the labour legislation in force and in compliance with the procedures laid down. Specifically, any exercise of the right to subcontract by the Recipients must be explicitly permitted by the contract in place between the parties and must be consistent and compatible with the specific characteristics of the activities to be entrusted to third parties.

In addition, the Recipients undertake, especially in the event of entrusting activities carried out in the interest of the Group Companies to third parties, to verify that the third parties comply with the applicable legislation for the protection of workers (for example, with specific regard to remuneration, working hours, social security and safety) and that they have an organisation that is compliant and consistent with the activities to be carried out, taking appropriate measures in the event of violations, including termination of the contractual relationship.

### Management and conduct of operations

In the activities carried out on behalf of the Group Companies, the Recipients are required to ensure that every operation and transaction is correctly recorded, authorised, verifiable, legitimate, consistent and appropriate. All actions and transactions must be adequately recorded in order to make it possible to verify the decision-making, authorisation and execution process.
For each record, adequate traceability support is provided in order to be able to carry out, at any time, checks that attest to the characteristics and reasons for the transaction and identify who authorised, carried out, recorded and verified the transaction itself.

## 9. Application and reporting

### Obligation to accept

The Code of Conduct is an integral part of all contracts and agreements entered into by the Group Companies with the Recipients. Recipients' compliance with the principles contained in this Code of Conduct is an essential requirement for establishing a business relationship with the Group; at the same time, repeated non-compliance, even partial, with the principles set out in the Code of Conduct itself, will result in the termination of the existing relationship.

Acceptance of the Code of Conduct is an essential condition for registration in the Supplier Register. The Code of Conduct must be signed for acceptance by the owner or legal representative of the Recipient of the Code of Conduct, and attached to the documents submitted with the offer.

### Equivalence with other codes

The Esprinet Group appreciates and attaches great value to Recipient-led initiatives to define behavioural principles and monitor their correct implementation along its supply chain.

In fact, in the event that the Recipient has adopted its own Code of Ethics whose provisions are in line with the provisions of this document, its acquisition is envisaged as an alternative to signing this Code of Conduct.

### Violations

Violation of the rules contained in this Code of Conduct may lead, in the most serious cases, to termination of the contractual relationship.

The Supervisory Bodies of the Group Companies are responsible for monitoring compliance with the Code of Conduct and are available for any requests for information and further details.

### Duty to report and procedures

The Recipients of the Code of Conduct are obliged to report to the Supervisory Body identified above:

- any attempt made by another bidder, or interested party, to disrupt the proper conduct of the procedure and/or the performance of the contract;
- any anomalous request or demand made by the Group's representatives or by anyone who may influence decisions relating to the award or conclusion of the contract and its performance;
- any relationship with an employee, director, attorney, agent, representative or business finder of the Group, which could create situations, even if only apparent, of direct or indirect conflict of interest.

In addition to the aforementioned reports, the Recipients of this Code of Conduct shall have the possibility to report offences and irregularities (so-called violations) learned in the work context in compliance with and implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report violations of Union law and on the protection of persons who report violations of national law.

In this regard, it should be noted that the Group Companies have implemented a system for this purpose, which allows the above-mentioned reports to be made via various channels, both verbal and written, for receiving reports. These can be used alternatively by the whistleblowers in compliance with the above-mentioned Directive, and the respective national reference regulations, and in compliance with what is indicated in the respective policies on Whistleblowing reports and in the Organisation, Management and Control Models adopted by the individual Companies.

## Publicity and information

The Group is committed to ensuring that this Code of Conduct is widely disseminated and publicised, using the appropriate communication tools and channels, including, where possible, publication on its websites.

## Approval and amendments

This Code of Conduct is approved by resolution of the Boards of Directors of the Group Companies.
Any amendments/additions that may become necessary, including those of a regulatory nature, shall be defined by Esprinet S.p.A. and implemented by its subsidiaries.