



## **CODE OF ETHICS VEZZDESIGN**

### **1. FOREWORD - What a code of ethics is**

The code of Ethics is the other side of the Financial Statements. It can be defined as the Company "Constitutional Charter", the charter of the moral rights and obligations, which defines the ethic and social responsibilities of each member of the entrepreneurial organization. It is an effective mean at disposal of the companies for preventing irresponsible or illicit behaviors from people who are acting in the name and on the behalf of the company. It introduces a clear and frank definition of the ethic and social responsibilities of its own directors, managers, employees, and often of the suppliers and the stakeholders. It is the main instrument for the implementation of the ethics inside the company. This instrument is aimed to grant a fair and effective management of both business deals and human relationships, to support the company image and to increase the company reliability. The code of ethics is the "Constitutional Charter" chosen by VezzDesign to represent the ethic and social commitment of each member of the company organization.

### **2. AIM OF THE CODE OF ETHICS**

VezzDesign's code of ethics was created to assure that the ethics values, by which the company is inspired and in which the management trusts, are clearly defined and that are the ground of the company culture, further than the basis of the behavior of all the employees and the cooperators during their activities.

The code of ethics has indeed the specific function to improve and grant the fairness and the integrity both in business deals and the human relationships inside and outside the company, with the consequence to increase the company reliability both in national and international contexts.

The recipients are therefore asked to respect the values and the rules of the code of ethics, and shall protect and preserve, through their own behaviors, VezzDesign's respectability and image, and furthermore the integrity of both its economic and human assets.

### **3. MISSION AND ETHIC VISION**

VezzDesign is a multinational corporation and it arises from the President's wish to offer the best solutions in the consumer electronics fields and in that of the products for the hospitality.

What distinguishes VezzDesign from the competitors is the curiosity, the ability to keep up with the times, the openness towards the foreign markets, especially the North African countries.

The company invests its own strength in the construction of young, clear and meaningful relationships, both with the clients and the company's internal team.



#### 4. CODE OF ETHICS SCOPE OF APPLICATION AND RECIPIENTS

The code of ethic is composed by the following parts:

- General rules of behavior
- Governance rules of behavior
- Rules of behavior in the relationships with the staff
- Rules of behavior in the relationships with third parties

The code of ethics is intended for the president, the administrator, the employees, and all VezzDesign's cooperators (all the above mentioned subject will be hereafter indicated as "recipients of the code"; VezzDesign is hereafter indicated as "Company"; the employees and cooperators are together indicated "employees")

The recipients of the code shall observe and make observe the rules.

VezzDesign Srl commits itself to making the Code of Ethics well known to all the interested subjects (stakeholders), facilitating the correct interpretation of the rules in it expressed, and verifying the correct application and observance of the code by the recipients.

The recipients shall protect, through their own behaviors, VezzDesign's respectability and image and human assets.

In the specific, shall observe the Code of Ethics:

1. The members of the **Board of Directors**, who must carefully follow the existing law, the rules established in the Code of Ethics and the company procedures. They must also be an example for people they get in touch with, and support the knowledge of the Code of Ethics. It's the main responsibility of the Board of Directors to strengthen the faith, the cohesion and the team spirit.
2. **VezzDesign's employees and cooperators**, must observe and respect the Codes of Ethics, and the internal procedures used by the company, reporting to the Direction any possible violation.
3. **The suppliers**, and all those subjects who, even without a direct insertion in the company organization, cooperate in some different ways with VezzDesign. At the establishment of the commercial relationships, whatever its nature would be, VezzDesign shall inform those subjects about the content of the Code of Ethics, warning them that, any non compliance to the rules therein contained leads to the termination of any sort of relationship.

##### 4.1 General rules of behaviour

VezzDesign, coherently with its own principles and values, establishes some rules of behavior and prohibitions that shall be adopted by all its employees and cooperators.



#### **4.1.1 Awareness of the rules in force**

VezzDesign believes it a necessary element for a faithful relationship with its employees and cooperator, the awareness and the application of the rules that regulate the company activity, the respect of the laws, and the rules in force, further than the prescription expressed in the present Code.

For this purpose VezzDesign Srl provides to all its employees and cooperators:

- Training and refreshing instruments to reach an adequate level of knowledge and professionalism for the execution of the tasks assigned, making the most of the personal competences and attitudes
- moments of sharing and lining up each week, for checking the efficiency of the information flows inside the company and the real understanding of the tasks assigned.

#### **4.1.2 The use of company assets**

VezzDesign is provided with both material and intangible assets, such as computers, printers, devices, software programs, production know how, development and sales of services, strategic, commercial and financial company plans, etc.

The protection and the conservation of these assets, is a basic value for the safeguard of the company interests. The use of these assets by the employees and cooperators should be exclusively connected, and depending on the company's activities and for the purposes approved by the company's authorities.

The employees must be careful, while carrying out their tasks, to treat and use those assets with the highest attention and confidentiality, avoiding and preventing any false or illicit use, even from third parties.

All the company's assets must be kept in the offices/area where they are allocated for the proper task, except those assets of company's property, assigned to the employee in writing.

Every employee shall use the company's assets with care and attention, and nobody, except when authorized, can use the goods that the company makes available for personal purposes.

Finally workers can't introduce in the company people extraneous to the job, except against written authorization by the company's owner.

It is valid both in the case where an employee or a cooperator pursues an interest different from the company's mission, or he gets personal advantages from VezzDesign's business opportunities, and in the case where the clients, the suppliers or the Public Administration, act against the trust obligations connected to their position.



Every situation which could represent or cause a conflict of interest must be promptly communicated to the BOD for the suitable evaluations and actions.

Employees and cooperators are not allowed to accept money or other favors from third parties for advices or services given in connection to their relationship with the Company.

#### **4.1.5 Accounting Records**

Precision and integrity of the accounting records and books are of primary importance for the success of the Company. The personnel shall adapt to the following indications about the financial documents of the Company.

1. Accounting principles: The personnel must adapt to the accounting principles generally accepted, where applicable and to all the rules connected. The personnel shall follow all the transactions according to the policies and procedures of the Company.
2. Funds not registered: All the transactions, the agreements, the assets and liabilities, revenues and outflows, must be written, recorded and described in the books and accountancy documents of the Company.
3. False records: The personnel is not authorized to make false or deceptive records in the books or documents of the Company, both intentionally or for any other reason. They are not even authorized to take part to such a behavior or support it.
4. Recognition of revenues and outflows: The revenues must be recognized in the period when they occur, as well as the outflows must be recognized in the period when they are made. The former recognition (before the attributed period), the postponed recognition (after the attributed period) or the manipulation in any other way which involves a difference from the correct accountancy and recording system, are in any case not allowed.
5. Authorization: In order to have access to the funds in the bank accounts or for the bank transfers, the personnel must be authorized according to the policies of cash management of the Company. The Personnel can use the funds or other assets of the Company only against authorization, and only for Company purposes.
6. Payments: The personnel mustn't arrange any sort of payments in name and on the behalf of the Company, without adequate justification, or in any case for whatever aim different from what indicated in the written justification above mentioned.

#### **4.2 Behavior rules of the corporate governance**

The corporate governance, aware of their responsibilities:

- Are inspired and give action to the principles contained in the present code of ethics; preserve, in the management of their tasks, to respect the values of honesty, loyalty, fairness and integrity in the pursuit of the company's objectives.
- Give a central role to the results that show the client's satisfaction while respecting the rules and a fair relationship with parties and workers.



- Promote, in the relationship with the employees and cooperators, the value of a team work for the achievement of the company's objectives.

The board of directors, in the specific, undertakes to pursuit an administrative style which follows standards of efficiency, competence, loyalty and social responsibility.

The promotion of the values in the present Codes of Ethics, is integral part of the above motioned standards.

The administrators shall share the strategic-operative objectives referred to the company's mission, in which the different roles of management, coordination, orientation and control are well balanced. It is a duty of the top management to pay attention to possible situations of conflict of interest, incongruence in the functions, roles and positions both inside and outside the company, and act consequently.

It is indeed a specific duty of the president and of the administrator to evaluate and strictly act against these situations, in order to grant a clear and fruitful relationship with the subjects involved in the activities, with the institutions and the clients.

The presence of contrasting positions and the rise of critical situations mustn't affect the responsible administration and mustn't spoil the image, the reliability and the position that the company has in the market.

### **4.3 Behavior rules in the relationships with the employees**

#### **4.3.1 Selection and recruitment of the employees.**

VeZZDesign srl promotes the respect of the principles of equality and equal opportunities in the activities of selection and recruitment of the employees, refusing any form of favoritism, nepotism, or partisanship. The company treats with equality each person, avoiding any form of discrimination, in the specific about religion, sex, age, sexual preferences, racial or ethnic origins.

The recruitment of the employees is based on comparative and selective procedures, through which to verify, according to meritocratic principles, the professionalism, the ability and the skills required according to the job.

The selection tests would consist in interviews, both individual and in group, and/or theoretical, practical and attitudinal tests. Anyway, for the final evaluation, it would be mainly considered the experience that the candidate gained in the position required, and the educational CV.

#### **4.3.2 Formalization of the working relationship**

The working relationship are formalized by a valid agreement. Any forms of irregular works are refused. VeZZDesign promotes the highest cooperation and transparency towards the new employee, so that he would have a clear awareness of the tasks assigned.



#### **4.3.3 Evaluation and management of the employees**

The company refuses any form of discrimination against its cooperators, promoting decisional and evaluation processes based on objective and shared criteria.

The evaluation of the employees based on objective criteria is considered appropriate, to improve the company performances, by orienting them towards an increasing involvement of the single employees to the achievement of the objectives of the company. This consents to overtake the defects of generality and ambiguity characteristics of informal evaluation systems.

For this purpose the company periodically evaluates the human potential and the skills according to the functions and the activities performed.

#### **4.3.4 Security and safeguard of health and working conditions**

In the performance of its duties, VezzDesign pays the utmost care in the safeguard of the environment and in the security of both its employees and third parties. In order to reach this objective, the company:

- a) Undertakes to respect the laws in force about security and environment;
- b) Decides and conveys the guidelines about environment and security, that must be respected by the company;
- c) Promotes the attendance of the employees to the process of risk prevention, environmental safeguard, and protection of health and security about themselves, the colleagues, and others.

In order to put into effect the environmental and security policies, the company:

- a) Takes suitable internal control methods about the environmental safeguard, and about the prevention from accidents and professional diseases;
- b) Takes care of the training and of the consciousness of the employees about the above mentioned objects;
- c) Among the methods of selections of its suppliers, it gives great importance to the fact that a supplier is provided with certification about security and environmental matters.

#### **4.3.5 Professional growth**

The company promotes the professional growth of cooperators through suitable methods and training plans. The latter consist on both specialized annual training plans, according to the different roles and specific courses aimed to acquire or improve the knowledge and skills.

#### **4.3.6 Discrimination and harassment**

The company wants for its employees and cooperators a working place free from discrimination and illegal harassment. Therefore, it would be offered equal opportunities to all the employees and to those who



are looking for a job in our company, according to the law in force, and it won't be accepted harassments or behaviors that could create hostility in the working place.

#### **4.4 Rules of behavior in the relationships with third parties.**

##### **4.4.1 Methods of behaviors towards final clients.**

VezzDesign considers it a primary objective, the satisfaction of the right expectations of the clients, providing them good services and competitive conditions, in the respect of the laws on competition.

With reference to the relationships with clients, both in the phase of preparation and negotiation of the offer, and in the phase of performance of the agreement with the client, the employees shall:

- a) pursue the interest of the company with diligence and professionalism, and operate in the respect of the law in force;
- b) adopt a transparent behavior based on efficiency and kindness;
- c) provide truthful and careful information to the client;
- d) respect, and make sure to be respected by the client, duties, deadlines, and commitments undertaken from each one of the parties.

It is strictly forbidden to the staff of the company to accept rewards, gifts or favorable treatments from clients, aimed to, or anyway leading to the violation of the present code of ethics. It is an express duty of each employee and each cooperator to inform its own supervisor of any similar offer received. The supervisor shall promptly convey the information to the appointed internal control office.

##### **4.4.2 Methods of behaviors towards suppliers**

The company selects the suppliers according to criteria of quality, cost, punctuality and service offered.

The company assures that its employees select the suppliers in the respect of the internal procedures, to assure the choice of that supplier who offers better performances according to the characteristics shown in the former article. This procedure is necessary for creating stable and longstanding relationships based on transparency and fairness.

In the relations with the suppliers, both in the phase of selection and in the phase of performance of the contract with the supplier, the employees shall:



- a) pursue the interest of the company with diligence and professionalism, and operate in the respect of the law in force;
- b) adopt a transparent behavior based on efficiency and kindness;
- c) provide truthful and careful information to the suppliers to consent them to perform their obligations in a competitive way;
- d) respect, and make sure to be respected by the supplier, duties, deadlines, and commitments undertaken from each one of the parties.

It is strictly forbidden to the staff of the company to accept rewards, gifts or favorable treatments from clients, aimed to, or anyway leading to the violation of the present code of ethics. It is an express duty of each employee and each cooperator to inform its own supervisor of any similar offer received. The supervisor shall promptly convey the information to the appointed internal control office.

#### **4.4.3 Behavior rules towards Public Administration and Public Institutions**

In the present Code of Ethics, are considered public officers: institutions, delegates, agents, exponents, members, employees, consultants, appointees with public functions, or services of surveillance organizations, or public administrations, or public institutions, or national and international public institutions

The relationships with the public authorities must be based on clearness, transparency and professionalism; on the acknowledge of the respective roles and structural organizations, and however on the respect of the laws in force.

In no way the recipient of the code must propose or give money or any other goods or to grant any favors to public officers with the aim to promote or encourage the company's interests, not even further to illicit pressures. The present paragraph must be applied even when money or other favors are promised or allowed in order to make the public officer perform its duties.

It is consented to offer gifts to clients or other people, in the complete respect of the laws and provided that the presents are usual (just as an example: Christmas presents) or of an appropriate nature, within the value limit of €50.

In case the employee should receive undue pressures from public officials aimed to actions not compliant to the principles and rules herewith contained, the employee has to promptly inform its supervisor.



## 5. DISCIPLINARY CODE

The observance of the code of ethics is an important part of the contractual duties of the employees and pursuant the articles 2104, 2105 e 2106 of the Civil Code.

In the contracts of cooperation it is included the duty to respect the present code of ethics. The violation of the rules expressed in the code of ethics, from people employed in the company, could be considered as a non-fulfillment of the main duties in the working contract, both for employees and cooperators, or as a disciplinary offence, in the respect of the procedures established in the article 7 of the working statute (when and whether applicable), with the consequences provided by the law, even concerning the preservation of the employment both for employees and cooperators, and could moreover be reason for effective compensation for damages.

Approved on date \_\_\_\_\_

Grazia Marzola \_\_\_\_\_

Massimo Vezzoni \_\_\_\_\_