

# ETHICS CODE

*APPROVED BY THE BOARD OF DIRECTORS ON 30/03/2022 (modifications approval)*

**TAGHLEEF INDUSTRIES S.P.A.**

REGISTERED OFFICE AT SAN GIORGIO DI NOGARO, VIA ENRICO FERMI, No. 46  
COMPANY REGISTRATION OFFICE OF UDINE No.: 02591680216

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## INTRODUCTION

Taghleef Industries S.p.A. (hereafter also “TAGHLEEF” or the “Company”) was founded in 1990 as Radici Film S.p.A., with registered office in San Giorgio di Nogaro, Udine (Italy).

The acquisition in May 2001 of the Hungarian Company Biafol Kft., which became Radici Film Hungary Kft., enabled the Radici Film Group to become the third largest European producer of bi-axially orientated polypropylene film (BoPP).

In 2008 the two companies were acquired by Taghleef Industries, in turn held by the Al Ghurair Group (hereafter the “Group”) based in Dubai (United Arab Emirates), one of the leading producers globally of bi-axially orientated polypropylene film (BoPP) and principally focussed on the packaging industry and specifically the food sector.

The company Taghleef Industries S.p.A., in order to ensure maximum propriety in all conduct which affects the image and reputation of the Group, has adopted the provisions of Legislative Decree No. 231 of June 8, 2001 (“Governance of the executive responsibility of legal persons, of companies and associations, including those without legal personality as per Article 11 of Law No. 300 of September 29, 2000”), a regulation (hereafter also the “Decree”) which introduced to the Italian legal framework the responsibility of the company to ensure the non-committal of a number of criminal offences by persons who hold within the company positions of representation, executive power or direction or by persons under the direction or supervision of such persons.

Due to the specificity of the products manufactured and the market to which they are sold the Company has considered it necessary to adopt - both in relation to internal relationships and in relations with third parties - a system of conduct rules drawn up such as to ensure at all levels of the organisation a strong ethical base and comprehensive compliance with law, on the basis that a clear establishment of the fundamental values upon which the individual is encouraged to abide by in reaching business objectives is of central importance to the correct undertaking of their activities and provides significant support to the organisational, management and control Model which each Company operating in Italy is required to adopt in accordance with the Decree.

The present document (hereafter the “Ethics Code”) was approved by the Board of Directors of the Company and who ensures its proper circulation as well as, also through the control body (hereafter the “Supervisory Body”) created in accordance with the Decree, compliance by the addressees with the Ethics Code.

## FIRST SECTION

### 1. GENERAL PROVISIONS

#### 1.1 THE ADDRESSEES

The ethical principles and the conduct rules of the present Ethics Code concerns all actions, operations, relationships and transactions carried out in fulfilment of the various corporate activities.

The present Ethics Code binds all those who within the Company hold positions of representation, administrative or direction, or also de facto exercise management and control duties; all employees without exception are included; associates (including - for example purposes only - consultants, suppliers, intermediaries etc.) and all those with whom business relations are undertaken (hereafter the “Addressees”).

The Addressees must comply with the provisions of the Ethics Code and actively contribute to their full observance.

In particular the directors of the company must be fundamentally guided by the principles of the Ethics Code in establishing the objectives of the company, in proposing investments, in the implementation of projects and in every decision or action concerning the management of the Company. Similarly, senior managers and department heads in implementing the policies of the Companies must follow the same principles, both internally - therefore strengthening cohesion and common purpose - and with third parties with which the individual companies conduct business.

The Company is therefore committed to the proper circulation of the present Ethics Code, also with appropriate informational and training instruments in relation to its content.

#### 1.2 OBLIGATIONS OF EMPLOYEES AND ASSOCIATES

Employees observe the provisions of the Ethics Code in carrying out their relative duties. Employees must:

- diligently observe the provisions of the Ethics Code, not indulging in any contrary conduct;
- report to the Supervisory Board any information relating to possible violations of the present Ethics Code within the corporate environment;
- provide full co-operation in establishing possible and/or alleged violations of the present Ethics Code;
- inform third parties with whom business relations are undertaken of the provisions of the Ethics Code and request compliance.

Collaboration, fairness, honesty and reciprocal respect govern all relations between employees at any level and third parties in the course of any work-related activities.

Associates of the Company (including, for example purposes only, consultants, intermediaries etc.) and anyone undertaking business relations with the Company are required to respect the principles of the Ethics Code.

The Company commits also to ensure, also through the display on notice boards accessible to all personnel and publication on the corporate website, proper circulation of the Ethics Code and to appropriately, impartially and uniformly impose proportional penalties to proven violations, and in any case conforming with the provisions of employment contracts.

## SECOND SECTION

### **2. ETHICAL PRINCIPLES OF THE COMPANY**

#### **2.1 ETHICAL PRINCIPLES**

The Company shares, accepts and conforms to the ethical principles (hereafter also the “Company Principles”) as stated below:

- lawfulness;
- equality and impartiality;
- transparency, correctness and professionalism;
- confidentiality;
- valuing of the individual and of human resources.

#### **2.2 LAWFULNESS**

The conduct of the Addressees must comply with the laws and regulations applicable in Italy and in the other countries in which the Company operates.

#### **2.3 EQUALITY AND IMPARTIALITY**

The Company protects and promotes respect for human dignity and ensures discrimination does not take place based on age, gender, sexual orientation, personal and social status, race, language, nationality, political and trade union opinions and religious belief. Therefore, discriminatory conduct is not tolerated.

In carrying out their duties the Addressees must act with impartiality, undertaking decisions with comprehensive professionalism and objectivity, based on subjective and neutral criteria.

#### **2.4 TRANSPARENCY, CORRECTNESS AND PROFESSIONALISM**

All actions, operations, negotiations, and in general the conduct of Addressees must be governed by maximum transparency and correctness. In undertaking their duties the Addressees must provide transparent, true, complete and accurate information.

The carrying out of company duties requires professionalism, commitment and diligence in line with the relative duties and the responsibility afforded.

## **2.5 CONFIDENTIALITY**

Confidentiality must be central to all conduct. Strict confidentiality of information must be observed in line with the Privacy legislation in force.

The requirement for confidentiality extends, in addition to information concerning the Company, also to that concerning customers, suppliers or other business partners.

Employees or associates may not gain any type of advantage, direct or indirect, personal or material, from the use of confidential information. Communications to third parties of information must be carried out exclusively by authorised persons, and in any case in compliance with company provisions. In the communication to third parties of information, permitted in line with the office held or for professional reasons, the confidential nature of the information must be expressly declared and observation of such confidentiality requested in turn from third parties.

In relation to access to electronic-based information protected by passwords, such information may be known only by assigned parties who are held not to divulge such information and to protect it. The exceptional use of credentials that involve knowing or changing passwords for essential reasons must take place according to formalized procedures that ensure that, after use, new confidential passwords are defined.

Each employee will receive, at the time of employment, the appointment of the person in charge of the processing of data and the internal Rules of procedure for the processing of personal data. The employee is therefore provided with the right instructions to ensure lawful, correct and safe processing of data. The processing area and the database the employee can access, communicated in the appointment, are identified considering the duties of each.

The Regulation then has the task of informing the employee about the operating methods to follow for the proper processing of data, including: processing carried out with electronic tools (passwords, antiviruses and protection from malicious programmes, using e-mail, remote access ...) and processing carried out with tools other than electronic ones (archiving, safe keeping of records and documents, shredding and/or destruction of paper ...).

In addition, at the time of employment, change of position, involving a different authorisation profile for data processing, or in the event of amendments to the relevant legislation, the Company shall prepare specific training sessions, both with regard to the legal framework and regarding the related security measures put in place by the Company.

## **2.6 VALUING OF THE INDIVIDUAL AND OF HUMAN RESOURCES**

Human resources are indispensable to the growth and development of the Company.

To enhance the capacity and the abilities of the individual, proper employee evaluation criteria have been adopted and equal opportunity is guaranteed to all. As a result, the management of human resources ensures the improvement and growth of the capacity of the individual.

The workplace organisation is structured to avoid the occurrence of oppressive situations and/or psychological violence. Workplace conditions which guarantee support for the completion of duties in a conducive climate of collaboration and respect are guaranteed.

## THIRD SECTION

### 3. CONDUCT RULES

#### 3.1 CONTROL SYSTEM

The control system is a fundamental instrument in managing and controlling corporate activities. Therefore, the Company promotes at all company levels a culture of control, based on the importance of the internal control systems and compliance with applicable regulations in the carrying out of activities.

Internal controls concern all necessary or useful instruments to address, manage or control activities, with the objective to guarantee compliance with laws and company procedures, protecting the company's assets and managing activities in an efficient manner and ensuring accurate and complete provision of accounting and financial data.

All employees, within their assigned duties, are responsible for the drawing up and the correct functioning of the control system through line controls, comprising the totality of the control activities which the individual operational units carry out upon their processes.

This organisation and division of responsibilities is also provided as regards to privacy.

In compliance with the provisions of EU Regulation 2016/679 ("GDPR"), the Company has in fact formally defined all the tasks of its staff, their duties, authorization profiles and related responsibilities regarding data processing personal through specific written instructions; these instructions are kept by the Company and are updated in all cases where the areas of treatment are significantly changed, and at the same time the Register of treatments created and managed according to the regulatory provisions is updated

If the processing of personal data is entrusted to third parties, these are qualified as data processors pursuant to Article 28 of the GDPR and an appointment deed is signed which governs their behavior also in order to ensure the adoption of adequate security measures and procedures.

In doing so, the Company has a clear picture of the duties of each subject in the context of the processing of personal data.

### **3.2 CORPORATE INFORMATION**

Each action, operation or transaction must be correctly recorded in the company accounting system according to the criteria established by legislation and the applicable accounting standards and must be properly authorised, verifiable, legitimate, compatible and correct.

To ensure that the accounting activities comply with the requirements for truthfulness, completeness and transparency of the recorded data, sufficient and complete support documentation of the activity carried out must be kept for each operation such as to enable:

- accurate accounting records;
- the immediate identification of the characteristics and motivations underlying the operation;
- easy understanding of the facts and of the chronology of the operation;
- verification of the decision making, authorisation and implementation process, as well as the identification of the various levels of responsibility.

Each employee ensures, to the extent of their respective role, that all facts relating to the management of the Company are correctly and in a timely manner registered in the accounting records. All accounting records must precisely reflect the supporting documentation. Therefore, it is the responsibility of our employees to ensure that all documentation may easily be referred to and are compiled according to logical criteria.

The circulation of information within the Company for the purposes of the preparation of financial statements and in order to guarantee clear and true representation of the economic, equity and financial situation of the Company, must conform with the principles of truthfulness, completeness and transparency, with respect to the independence of the Company and the specific areas of activity.

### **3.3 PREVENTION OF CONFLICTS OF INTEREST**

In carrying out their activities the Addressees must avoid situations in which the parties involved in transactions are, or may appear to be, in conflict of interest.

A conflict of interest involves a situation in which the Addressee pursues an interest other than the corporate mission or acts in a manner which may interfere with his/her ability to make decisions exclusively in the interest of the Company, or through which he/she may personally gain advantage from business opportunities presented to the Company.

For example purposes only and non exhaustive, conflict of interests may occur in the following situations:

- ownership, even indirect, of investments or the undertaking of economic-financial interests in companies who act as suppliers, customers or competition to the Company;
- undertaking of offices or any type of working activities with suppliers.

The Addressees must abstain from activities contrary to the interest of the Company, understanding that pursuing such interests violates the principles of the present Ethics Code.

In the case of conflict of interest, the Addressee informs without delay the relevant company body, thereafter, complying with the decisions undertaken by the board in relation to the issue.

### **3.4 PREVENTION OF MONEY LAUNDERING**

The Addressees, in relation to their roles within the Company, must not under any circumstance involve themselves in events or circumstances relating to the laundering of money deriving from criminal activity or receiving any goods or other benefits from illegal activities.

The Addressee is also held to verify prior to undertaking any business relationships the available information on commercial counterparties, suppliers, partners, associates and consultants in order to be assured of their relatively good standing before undertaking business transactions.

All regulations and provisions, both domestic and international, in relation to anti-money laundering must be complied with.

### **3.5 WORKPLACE SECURITY**

Workplace conditions such as to guarantee respect for the dignity of the individual and workplace security and health are guaranteed in accordance with the applicable workplace injury regulation.

The establishment of a culture of security and awareness of workplace risks is promoted, requiring all - at every level - to ensure responsible and respectful behaviour in relation to the security system adopted and the relative company procedures. Employees, associates and all others – at all levels – accept the structures of the Company and are required to personally ensure the maintenance of workplace security.

The Company complies with the following principles:

- implementation of safe procedures ensuring the protection of the health of employees and of the community in which the company activities are carried out;
- the training and provision of information to all those who carry out working activities on the risks to which they are exposed, ensuring the means of individual protection considered appropriate in relation to the relative risk profile;
- the monitoring on an ongoing basis of the efficiency of the security risk control system, with a view to continuous improvement.

With particular focus on employees, clients and the collective community, the Company has introduced a management system which integrates the aspects of Hygiene, Health and Security, Quality and the Environment.

The commitment of the company focuses on the following conduct:

- The development and improvement of the reliability of the products and services with cutting edge technological content, in compliance with hygiene regulations and the principles of environmental protection;
- The updating of the integrated management system, making it available to those involved in its observance and development, with a view to continuous improvement;
- To encourage and support the focus and centrality given to Hygiene, Health and Security, Quality and the Environmental aspects by each employee as an important organisational value;
- The prevention of any possible environmental pollution, particularly in relation to the specific geographical area in which the Company operates;
- To ensure that responsibility in relation to the management systems is understood at every level of the organisational structure.

### **3.6 PROTECTION OF COMPETITION**

On the basis that healthy and fair competition contributes to the most complete fulfilment of the company mission the Company complies with the applicable competition regulations in the countries in which it operates and does not put in place and/or award behaviour which encourages unfair competition.

## **FOURTH SECTION**

### **4. RELATIONS WITH THIRD PARTIES**

#### **4.1 RELATIONS WITH THE PUBLIC ADMINISTRATION**

The Addressees may not give or promise gifts, money, benefits and/or any other advantages, either personal or non personal, as part of the activities carried out for the Company, such as to influence an impartial third party, even if such action only creates the suspicion of acting in one's own interest, with the exception of gifts considered to be in the normal course of courtesy or commercial practice.

Any gift of a modest value or acts of courtesy or hospitality which however do not compromise the integrity or reputation of one of the parties must be authorised beforehand nevertheless and in every such case.

Transactions with national, EU or international Public Administrations and Institutions, in addition to relations with public officials or those appointed by the public service, must always be guided by the most stringent compliance with the applicable legal provisions, the principles of transparency, honesty and correctness, as well with the relevant procedures in place.

The undertaking of dealings with members of the Public Administration is exclusively reserved to those delegated and authorised department heads. In dealings with the Public Administration, the Addressees must not improperly influence the decisions of the administrations concerned, the officials who handle or decide upon the matters at hand.

The Addressees, in carrying out their duties on behalf of the Company, must not accept or receive donations or gifts exceeding that considered as customary during business. They must not in any case receive or accept money or other goods which may be easily converted into money.

#### **4.2 RELATIONS WITH CLIENTS**

The Company's business activity and conduct centres on delivering quality - concerning not only the product but also the attention paid to the needs of the client, to utmost professionalism, to providing and serving in a timely manner the demands of the customer and to an exacting analysis of complaints to ensure the comprehensive satisfaction of our clients.

In client relationships the Addressees must adopt a correct and clear conduct of business, favouring wherever possible the written form to avoid disputes concerning the precise content of the commercial dealings at issue.

### **4.3 RELATIONS WITH SUPPLIERS**

Relations with suppliers are managed with honesty, correctness, professionalism, encouraging ongoing collaborations and solid trusting long-term relationships.

The selection of suppliers and the establishment of the conditions for the purchase of goods and services is undertaken based on objective and impartial evaluations, based upon the combination of quality, price and the guarantees provided.

Personnel must refer to the following principles:

- the criteria of true competition, fairness, competence, value, transparency, correctness and professionalism in the choice of suppliers/professionals and in the management of relations with such parties;
- the principle of equity in the issue of all remuneration and/or sums paid for supplies/professional appointments, based on objective and impartial evaluations as well as the traceability of documentation relating to offers;
- impartiality in the selection of suppliers/professional services and in the establishment of the conditions for the purchase of goods and services, undertaken based on objective evaluations, based upon the combination of quality, also in terms of service, price and the guarantees provided;
- the non use of “reciprocal” type dealings with suppliers: the goods/services that the Company sources are chosen and purchased exclusively based on their value in terms of price/quality.

The undertaking of commitments and the management of relations with suppliers, current and potential, must comply with the conflict of interest directives. Any negotiations with a supplier, current or potential, must exclusively regard the goods or services traded with the supplier.

The employees entrusted with the purchase of goods and services must not be subjected to any form of pressure by suppliers, for the donation of materials, products and/or monetary sums in favour of charities or similar organisations.

### **4.4 RELATIONS WITH POLITICAL, TRADE UNION AND SOCIAL ORGANISATIONS**

The Company contributes to the well being and the growth of the community in which it operates, employing dialogue with the local communities, the public institutions representing them and the trade union associations and other types of organisations.

It is prohibited to undertake relations with organisations, associations or movements which pursue, directly or indirectly, criminal aims, or those however prohibited by law.

## FIFTH SECTION

### 5. FINAL PROVISIONS

#### 5.1 SANCTIONS

All employees and associates, where they become aware of possible violations of the present Ethics Code, must inform without delay the Supervisory Board set up in accordance with the Decree.

The Supervisory Board can be contacted in the following ways:

- By paper mail to the address: Supervisory Body of Taghleef Industries S.p.A. - Via Enrico Fermi, 46 - 33058 San Giorgio di Nogaro (UDINE) - ITALY;
- By e-mail to: [organismodivigilanza@ti-films.com](mailto:organismodivigilanza@ti-films.com)

This body will proceed in establishing the foundation or otherwise of the alleged violation, imposing a penalty on those who are judged to have committed an offence and/or the alleged instigator. The penalties handed down by the company body specifically set up will be proportional to the seriousness of the violations committed, and in any case, conform with the provisions of the employment contract.

The Company guarantees the protection of whistleblowers against any form, direct or indirect, of retaliation, discrimination or penalization (application of sanctions, demotion, dismissal, transfer or subjecting to other organizational measures that have negative, direct or indirect effects, on working conditions) for reasons connected, directly or indirectly, to the report. At the same time, the Company reserves the right to take any action against anyone who makes untrue reports in bad faith.

Compliance with the provisions of the present Ethics Code must be considered an essential part of the contractual obligations of employees in accordance with Article 2104 of the civil code. Any violation of the provisions of the Ethics Code may constitute non fulfilment of the employment contract and/or unlawful conduct, in conformity with the procedure established by Article 7 of the Employee By-Law and the applicable collective contract, with all legal consequences, also with regard to the continuation of the contract, and may involve the related compensation of damages.

Compliance with the principles of the present Ethics Code forms part of the contractual obligations undertaken by associates, consultants and other parties with whom business dealings are undertaken. Consequently, any violation of the provisions contained herein may constitute the non fulfilment of the contractual obligations undertaken with all consequent legal implications in relation to the advanced settlement of the contract and the position conferred and the relative compensation for damages.

#### 5.2 ADOPTION OF THE ETHICS CODE AND AMENDMENTS

The present Ethics Code was adopted by the Board of Directors. Any amendments and/or updates must be approved by the Board and promptly communicated to the Addressees.