



# REPI GROUP CODE OF ETHICS

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Issuing body and approver: **Ferline SA**

Recipients: **All Employees**

Version updated on: **6<sup>th</sup> November 2023**

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For the purposes of this Code, the term “Employees” includes all directors (even de facto), employees, executives and CEO/Managing Directors/General Managers of Ferline SA and of its subsidiaries, whether they are subsidiaries, branches, branch offices or associated companies.

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## INTRODUCTION

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**Since 1973 REPI is a leading manufacturer of liquid dyes, additives and dosing units for thermoplastics and polyurethanes.**

The main sectors in which it operates are Automotive, Packaging, Footwear, Construction, Furniture and other industrial applications, with particular experience in the transformation technologies, such as Injection Moulding, Extrusion, Blowing, Casting, Coating and Rotomoulding.

REPI works in close collaboration with global manufacturers of raw materials and machinery and relies on the following fundamentals to reach customer satisfaction:

continuous improvement

respect for the environment

the involvement and training of all personnel

compliance with the safety and quality regulations

compliance with national and international law

## CULTURE AND VISION

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In achieving our goals, we are guided by a compelling vision and a clear mission shared among the people at REPI and with our stakeholders alike. We commit to consistently behave with the values and principles we aspire to.

REPI's Vision: be the partner of choice in liquid colour and additive solutions for thermoplastic and polyurethane materials globally, providing a long-term positive impact to our stakeholders.

REPI's Mission: REPI creates value-added products and provides superior services to customers in terms of R&D, prototyping, technical analysis, consulting, and logistic support.

REPI has identified the following set of corporate values that reflects its organization's core principles and ethics:

**EXCELLENCE:** "We strive to make the difference in everything we do by pursuing a high level of performance in our work and providing exceptional products and services, trying to exceed our customers' expectations. We always give the best of ourselves, take responsibility, and seek constant improvement."

**CARE:** "We take care of our relationships by promoting, internally and externally, a comfortable and stimulating environment conducive to people's wellbeing. We collaborate and are proactive in solving problems and catering to the needs of others. We value openness and mutual support."

**SINERGIES:** “We create synergies and build a culture based on sharing skills and information. At all levels, we encourage strong teamwork to achieve the best possible results for our customers, partners, and co-workers. We value international exchange to consolidate collaboration, develop competences, and generate new ideas.”

**LONG TERM:** “We strive for sustainable and durable results. Through innovation and research, we create high-performing products and solutions offering lasting value to the industries we serve. Our commitment to long-term investments, career opportunities for our people and a sound reputation is key to our future success.”

Over the years, passion, integrity, excellence, innovation and care for direct and personal relationships with its customers have helped REPI position itself as one of the leading international suppliers in the sector of colours and additives for plastic materials.

Working with REPI means establishing strong and constructive cooperation, the aim of which is to provide added value to all parties involved.

REPI has always ensured attention to the environment, to the well-being of its Employees, to harmonious development of the territory and of the communities in which it operates with the following objective: “enhancing and not exploiting, increasing and not decreasing the available resources”.

REPI assumes full responsibility for the effects that its entrepreneurial action could produce in local communities and in society as a whole: it therefore promptly adopts the appropriate behaviours and control tools and has deemed it appropriate to formalise and publish in a “Code of Ethics” (hereinafter also simply referred to as the Code) the set of values and principles which have always distinguished the Group’s activities and relations with Employees, collaborators, customers, suppliers, shareholders, partners in general and with public authorities at local and national level of the various offices around the world, i.e. with all those with whom it has significant business relationships from which specific or generic legitimate interests derive (Stakeholders).

REPI believes that success derives not only from the pursuit of economic objectives but also from respect for the social functions resulting from operating in an external context with which far-reaching relationships are established.

It is essential to be able to integrate the economic dimension of individual companies with the social, legal and ethical context, so that every company activity contributes to increasing collective well-being and to producing quantitative and qualitative improvements.

It is only by sharing and acting coherently with these convictions, increasing the quality, transparency and correctness of professional services, that it will be possible for REPI to successfully navigate the global market.

The REPI Group Code, published on the corporate website [www.repi.com](http://www.repi.com), is implemented by each individual company of the Group and, possibly, defined on the basis of the characteristics of its corporate and local operations.

## SCOPE

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This Code contains the ethical principles relevant for the purposes of crime prevention.

REPI, in each of its companies, will carefully monitor compliance with the Code by means of personnel management, managers and department heads, providing adequate information, prevention and control tools to ensure the transparency of the operations and behaviours implemented.

The Code applies to all activities, as well as to all senior management, directors (even de facto) and executives, or Employees, collaborators, consultants, suppliers and partners and to all those who work to achieve the Group's objectives.

Its spirit must guide the issuing and interpretation of all guidelines, procedures and standards adopted, and to be adopted in the future by REPI.

Furthermore, the Code is considered decisive for relations with collaborators and third-party economies and constitutes an integral part of the conditions governing employment relationships.

Employees, in addition to fulfilling the general duties of loyalty, correctness and execution of the employment contract in good faith, must strictly comply with the precepts contained in the Code. Furthermore, this Code must be considered supplementary to the disciplinary system applied to Group Employees, compatibly with the applicable local legislation, and must be brought to the attention of all workers by displaying it in a place accessible to all, as well as through the existing electronic means of corporate communication. Signing of the Code by individual Employees is expected at the time of hiring and subsequent revisions of the same.

Compatibly with the applicable local legislation, breaching of the provisions of the Code may constitute a breach of the obligations of the employment relationship or a disciplinary offence, with all legal consequences, also with regard to the preservation of the workplace and may involve, in addition to the application of disciplinary sanctions, compensation for damages deriving from it.

Recipients of the Code of Ethics are required to comply with current legislation; under no circumstances is it permitted to pursue or fulfil the interests of the company in breach of the law.

## WHISTLEBLOWING

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A Whistleblowing reporting channel called REPIdirect is made available for all employees and stakeholders to report potential cases of misconduct or other fraudulent activity securely and confidentially.

REPI encourages the reporting of any instances of suspected unethical, illegal, corrupt, fraudulent, or serious misconduct involving REPI's business and provides protections and measures to individuals who make a disclosure in relation to such conduct without fear of retaliation.

The Whistleblowing Policy available on request applies to all employees, collaborators, consultants, suppliers, partners and all other stakeholders of REPI Group.

REPIdirect can be accessed directly from REPI's website [www.repi.com/ethics](http://www.repi.com/ethics).

## COMPANY DUTIES

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REPI has transposed the principles of the Code into its management policy choices and guarantees their implementation for socially correct behaviour, undertaking to:

- comply with local and national laws and decrees, with all other applicable laws and regulations;
- guarantee the constant improvement of its management for social responsibility, defining, in the context of review meetings, improvement actions, also in relation to changes in the legislation;
- continue the initiatives undertaken relating to sustainable development towards all interested parties;
- ensure that this Code is made accessible in an intelligible form to all personnel;
- ensure that the provisions of this Code are implemented at all company levels, proceeding with disciplinary measures, compatibly with the applicable local legislation, in cases of non-compliant behaviour, and evaluating the facts and the consequent adoption of adequate sanctions in the event of verified breach by external *stakeholders*;
- make the afore-mentioned principles expressed also in the "Declaration of Social Responsibility" contained in this Code in Appendix 1 more concrete and effective.

## 1.4

# DUTIES OF EMPLOYEES

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All Employees are required to comply with the laws and regulations and to know, disseminate and comply with the rules contained in this Code, conforming to its ethical standards.

In particular, Employees are required to:

- behave in a responsible and moderate manner towards their own company, the Group and third parties, in particular based on the principles of professionalism, transparency, correctness, respect, legitimacy and professional diligence;
- refrain from any conduct prohibited by the rules contained in this Code and by law;
- inform, on the basis of their respective competences, the third parties with which they collaborate about the commitments and principles contained in this Code, demanding compliance with them;
- promptly report to their managers and to Human Resources any information relating to possible breaches of the rules contained in this Code;
- maintain relationships based on fairness, collaboration, loyalty and mutual respect with colleagues at all levels.

## 1.5

# SPECIFIC DUTIES OF HEADS OF CORPORATE DEPARTMENTS

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Company department managers, as well as senior management (directors, executives), must in turn:

- adopt a behaviour that is an example for all their collaborators;
- continuously direct all subjects to comply with the provisions of the Code, promoting their dissemination and understanding;
- carefully select any collaborators, Employees, suppliers, also taking into account the degree of confidence that they seem to be able to give regarding compliance with the provisions of the Code.



## 2.1

# CONDUCT IN THE MANAGEMENT OF THE COMPANY'S BUSINESS GENERAL PROVISIONS

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Business activities must be carried out with the general interests of REPI in mind. No person, company or entity that has relations with a collaborator of the REPI Group must be able to take advantage improperly by virtue of their relationship with that collaborator and/or the position that the latter occupies within the organisation.

No employee of the REPI Group may obtain personal advantages deriving from the position held in the company, nor offer or receive money or other goods, except gifts of modest value; in case of uncertainty or clarifications on the value of the gifts, it is necessary to consult with management or Human Resources management.

Situations that may create conflicts between the collaborator's responsibilities towards the company and their personal interests must be avoided.

Transparency, impartiality, honesty, fairness, and integrity are essential values for REPI and must always be respected in every situation.

## 2.2

# RELATIONS WITH LOCAL PUBLIC ADMINISTRATIONS

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No Employee or collaborator may give money or other goods or offer or promise improper economic advantages or favours to officials or employees of the Public Administration or to subjects acting on behalf of a Public Administration or to their relatives except in the case of gifts or useful items of modest value, normally on the occasion of particular special events, provided that they are carried out in full compliance with the law.

It is forbidden to offer or accept any object, service, provision or favour of value to obtain more favourable treatment in relation to any relationship maintained with the Public Administration.

The afore-mentioned provisions cannot be circumvented even by resorting to third parties.

## 2.3

# RELATIONS WITH SUPPLIERS

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In relationships for the supply of goods and services, in purchasing policies and in tender relationships, even with the aim of creating stable relationships and partnerships, it is in any case necessary to:

- ensure that no potential supplier in possession of the necessary requirements is prevented from competing in the offers of its products and/or services;
- manage the related relationships according to criteria of impartiality and correctness, avoiding situations of conflict of interest.

## RELATIONS WITH EXTERNAL COLLABORATORS AND CONSULTANTS

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When assigning professional assignments to consultants and/or third-party collaborators, the following are mandatory:

- be inspired (as criteria for choosing and managing relationships) by principles of competence, economy, transparency and correctness, also evaluating the moral and professional integrity of the professionals to be involved;
- ascertain that there are no situations of incompatibility and/or conflict of interest;
- commit the party to compliance with the ethical principles contained in the Code;
- ascertain that all fees and/or sums, paid for whatever reason, are adequately documented and are in any case proportionate to the activity carried out, also in consideration of market conditions.

## RELATIONSHIPS WITH CUSTOMERS

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Anyone who has relationships with customers must:

- be inspired by the values of correctness, honesty, efficiency and professionalism;
- avoid recourse to any deceptive and/or incorrect practice, however carried out;
- provide simple and clear truthful information on the goods and services provided, to allow the customer to consciously make their choices.

## RELATIONS WITH COMPETING COMPANIES

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**REPI operates on the principle of fair competition.**

Consequently all Employees and collaborators must, in the performance of their duties, comply with the regulations in force for the protection of competition at national and international level.

No employee or collaborator is permitted to assume that they can ignore these rules, believing that this is in the interest of the REPI Group.

It is therefore strictly forbidden to issue orders and/or directives that are in conflict with the provisions of the law on the matter.

## CONDUCT IN THE MANAGEMENT OF MONETARY AND ACCOUNTING FLOWS

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The management processes of monetary and accounting flows are based on the principles of: transparency, truthfulness, clarity and precision.

All transactions must be properly recorded, authorised, verifiable, legitimate, consistent and congruous.

All operations must have adequate documentary support in order to be able to proceed, at any time, with the execution of checks certifying the characteristics and reasons and to be able to identify who authorised, carried out, recorded and verified them, including transactions performed by credit and debit cards.

In particular, employees assigned to requesting, managing and/or administering contributions, subsidies or loans from the State or from other public body are required, within the limits of their functions, to ensure that the afore-mentioned proceeds are destined for the purposes for which they were requested and to maintain in any case precise documentation of each transaction, which ensures maximum transparency and clarity of the related cash movements. The use of Company funds for any illegal or improper purpose is strictly prohibited.

Furthermore, it is expressly forbidden to purchase, replace or transfer money, goods or other utilities in the knowledge of their criminal origin, or to carry out other operations in relation to them, in order to hinder the identification of their illicit origin.

No-one should receive any payments for any reason that are not based on legal business transactions or forms of remuneration.

REPI shall in no way, and under no circumstances, be implicated in matters relating to the laundering of money from unlawful or criminal activities, self-laundering or the financing of terrorism.

Any negligence, omission or falsification of which Employees become aware must be promptly reported.

## GENERAL PROVISIONS AND CONFLICTS OF INTEREST

REPI is constantly committed to compliance with the national labour regulations, as well as with the international conventions and recommendations, including the resolutions of international bodies such as the Universal Declaration of Human Rights, the ILO (International Labour Organisation) Conventions, the UN (United Nations) Convention on the Rights of the Child, the United Nations Convention on Discrimination against Women and the United Nations Guiding Principles on Business and Human Rights for the protection, respect and remedy of human rights related to working activity.

For this purpose, REPI deems it imperative to comply with the following regulatory principles expressed in its "Social Responsibility Statement" in Appendix 1 of this Code:

child labour	freedom of association
discrimination	working hours and wages
disciplinary practices	forced labour
conditions for the environment, health and safety	

Furthermore, REPI is committed to promoting behaviour based on the principles of civil coexistence, full collaboration and cooperation.

Each Employee and/or collaborator must in turn:

behave in a manner that respects the rights and personalities of colleagues
use corporate assets in relation to the work purposes for which they are made available
disciplinary practices
avoid the pursuit of any personal advantage through the performance of work tasks

REPI attaches importance to the fact that its Employees and/or collaborators do not enter into a conflict of interest or a conflict that questions their loyalty in the context of their professional activity and undertakes to adopt all the necessary preventive measures based on the values of honesty and transparency.

This applies both in the event that a Stakeholder pursues an interest other than the corporate mission or of a personal nature, or in contrast with the fiduciary duties associated with their professional position.

## WORKPLACE HARASSMENT

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In working relationships, harassment must never be permitted, meaning as such:

- the creation of an adverse or marginalising working environment towards an individual worker or groups of workers;
- hindering or unduly interfering in the work prospects of others conducted for mere reasons of personal competitiveness;
- the subordination of business decisions, relevant to the recipient, to the acceptance of sexual favours;
- actions, behaviours and allusions that may in any way disturb the well-being of the addressee, sexual harassment in general, and any form of discrimination based on personal choices and orientations.

## PROTECTION OF SAFETY, HEALTH AND THE ENVIRONMENT

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**REPI's commitment to protecting the environment, health and safety in the workplace is an essential constant.**

All Employees and/or collaborators must be aware of the legal implications relating to their activities; department heads are required to provide them with the necessary information and instructions.

Everyone must comply in daily operations, always and in any case, with respect for safety and the environment with the utmost attention, strictly respecting the company and legal directives issued on the matter.

The prevention and elimination of those situations that could generate risks inside and outside the individual companies is an ethical, as well as a professional, duty.

In this context, on the basis of own functions and responsibilities, there is an express obligation to:

- observe the rules, procedures and instructions relating to the protection of health, safety and the environment, and in accordance with the company quality and safety management system;
- prevent and/or eliminate those situations that could generate risks inside and outside the Company;
- protect the safety of each Employee and/or collaborator;
- ensure that technological development is always coordinated with respect for the environment.

In general, all information, data, documents and company secrets must be protected with confidentiality and, if appropriate and/or possible, with the guarantee of intellectual property rights in order to avoid causing damage to the company.

The following are therefore expressly forbidden for all Employees and collaborators of the REPI Group:

- to disclose information, data and/or documents without express authorisation and to use them for personal gain;
- to divulge information relating to the company's organisation and production methods or to make use of it in such a way as to be detrimental to them;
- to act with corporate means of any kind to achieve private ends or interests or those in competition with corporate activities.

All Employees and collaborators of REPI are required to:

- maintain the strictest and absolute confidentiality of all information, data and documents of which they are aware by virtue of their work activities;
- inform the department heads of any requests for information relating to the company and to the Group, received during the performance of work activities, avoiding responding to them before receiving specific express authorisation to this effect;
- acquire and process only the data necessary and appropriate for the purposes directly attributable to the function being performed, keeping them in such a way as to prevent unauthorised third parties from gaining knowledge of them;
- make sure that there are no absolute or relative restrictions on the possible disclosure of information concerning third parties connected to the company by a relationship of any kind and, if necessary, obtain their consent.

Particular attention is paid to "social media" as it is important to remember that with search engines and web technologies, it is difficult to delete information posted online. Therefore, the afore-mentioned provisions are also applicable in the context of communication carried out by Employees on "social media".

The decision to be present in "social media" as a company or as a brand of the REPI Group is a strategic decision that falls within the exclusive competence of the company management.

No future employee must create a communication group or "channel" of any kind, either on behalf of REPI or using the company logo. Similarly, any representation or reproduction (of patents, logos, texts, layouts, visuals, films, photographs, graphics, icons and other distinctive elements owned by REPI), in whole or in part, for collective use, on any medium and with any means, is strictly prohibited without the written permission of the company and of the Group, and this, even in a private or personal capacity. Any breach of this provision would constitute a breach of the applicable laws.

Employees and collaborators, again in the context of the use of "social media",

must not harm the reputation of REPI by divulging information that could negatively affect the corporate image and must not harm colleagues by divulging private information (texts or photographs) without their consent.

## 6.2

## PRIVACY PROTECTION

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The privacy and confidentiality of the information and data belonging to Employees, collaborators or third parties, collected on the basis of or during the performance of the work activity, and managed to fulfil contractual obligations, is protected by REPI which adopts adequate security measures for data protection.

All Employees and collaborators are required to comply with these principles, respecting the Company's Procedures and Rules on the subject, and are personally responsible for ensuring the confidentiality of sensitive data of which they become aware.

## 7

## DISSEMINATION, COMMUNICATION, TRAINING

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The Code of Ethics, and each of its updates, is brought to the attention of all interested parties, internal and external, through specific communication activities. The Repi Group Code is published on the website [www.repi.com](http://www.repi.com). A copy of the Code of Ethics is distributed to the directors. Employees, and all third parties who enter into contractual relationships with the REPI Group, are sent a copy, paper-based and/or via e-mail, of the company information letter regarding the adoption and retrieval of the Code of Ethics on the company website with an invitation to read it, comply with it and sign it if required. Furthermore, several copies of the Code of Ethics will be made available at various points accessible to personnel and to all third parties visiting the company to ensure continuous consultation of the principles set out therein.

In order to ensure the necessary dissemination of the Code of Ethics, the Human Resources department guarantees, also on the basis of any indications received from department heads for the application of the Code of Ethics, the performance of activities aimed at promoting awareness of the principles and rules of ethics contained in the Code of Ethics.

The breach of and/or non-compliance with the rules of conduct of this Code, compatibly with the applicable local legislation, entails the disbursement of disciplinary sanctions, constituting a breach of the obligations deriving from the employment relationship as well as being a disciplinary offence. The sanctions are applied in compliance with the provisions of the applicable contracts on the matter. These sanctions are proportionate to the severity of the actions.

Compliance with the Code is an essential part of the contractual obligations also assumed by collaborators and/or third parties who, in any capacity, work for the Company.

In the event of an ascertained breach of the Code of Ethics, for the protection of corporate interests and compatibly with the applicable local legislation, sanctions are adopted which may also result in termination of the relationship and a demand for compensation for the damages suffered.

The verification of infringements, the initiation and management of disciplinary proceedings and the application of sanctions remain the responsibility of the employer, compatibly with the applicable local legislation.



# REPI GROUP SOCIAL RESPONSIBILITY STATEMENT

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The expectations of the civil community have evolved considerably in recent years: they have become increasingly sensitive to the ethical behaviour of companies and have learned to recognise, behind the product or service, the production process that generated it.

It becomes a priority to promote a culture for the defence of human rights and respect for the person, basing every market relationship on the principles of transparency, equity, efficiency and sustainability for all interested parties.

Repi assumes full responsibility for the effects that its entrepreneurial action could produce in the local community and in society as a whole. It therefore promptly adopts the appropriate behaviours and control tools.

It is a formal commitment of the Repi Group to:

- comply with the laws, national decrees and all other applicable laws and regulations;
- ensure the constant improvement of its management for social responsibility by defining, in the context of Management meetings, improvement actions, also in relation to any changes in the legislation;
- continue the initiatives undertaken relating to sustainable development towards all interested parties;
- ensure that this declaration is made accessible in an intelligible form to all Employees;
- ensure that the provisions of this declaration are implemented at all levels of the organisation and proceed with the disciplinary measures envisaged in cases of non-compliant behaviour, compatibly with the applicable local legislation.

Repi undertakes to make the afore-mentioned principles which are inspired by the SA 8000 code of conduct for the protection of human rights, workers' rights, the fight against the exploitation of minors, safety and health in the workplace increasingly concrete and effective; it has transposed them into its management policy choices and ensures their implementation for socially correct behaviour towards workers and in particular with regard to:

child labour	freedom of association
discrimination	working hours and wages
disciplinary practices	forced labour
conditions for the environment, health and safety	

The regulatory references of this declaration are the Universal Declaration of Human Rights, the ILO Conventions (International Labour Organisation - International Labour Organisation/ILO), the UN Convention (United Nations Organization) on the rights of children, the UN Convention on discrimination against women and finally the national legislative systems.

## CHILD LABOUR

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Do not use child labour in the manufacture of any product or in the provision of any service, where child labour is understood to be the exploitation of persons under the age of 15 who are unable to attend compulsory school and/or lead a suitable existence at their age.

## DISCRIMINATION

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With respect to hiring, compensation, training, promotion, termination, and retirement, do not engage in or advocate discrimination based on race, class, age, national origin, religion, disability, gender, sexual orientation, trade union or political affiliation, or any other status that could lead to discrimination.

## ENVIRONMENT, HEALTH AND SAFETY

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Ensure compliance with the applicable legislative and regulatory obligations regarding the environment and occupational health and safety.

Pursue the constant improvement of activities with a possible environmental impact through a reduction of emissions and waste, greater efficiency and savings in the use of resources and the use of processes with a lower environmental impact, in order to contribute to the broader objective of sustainable development.

Guarantee to Employees a safe and healthy work environment with adequate services and tools for control and protection against dangerous materials and situations, in accordance with the applicable regulations.

In particular, as required by the legislation, perform in-depth risk analysis, proceed with corrective actions following reports, provide adequate and regular training on the environment and safety, ensuring that it is comprehensive, understandable and effective for all workers; pay attention to the use of PPE, the correct handling of dangerous materials and the prevention of accidents.

Prepare emergency procedures to prevent, mitigate and contain any damage to the environment and to health deriving from accidents and emergency situations, ensuring the presence in the workplace of adequate intervention devices for spills, first aid and valid evacuation systems for workers in case of imminent danger.

## DISCIPLINARY PRACTICES

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Treat all personnel with dignity and respect. Do not tolerate the use of corporal punishment, mental or physical coercion, verbal abuse of staff and any other form of harsh or inhumane treatment. The disciplinary procedures that can be applied are those established by the applicable regulations on the matter.

## FREEDOM OF ASSOCIATION

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Allow workers the freedom to join trade unions as they wish and to be able to bargain collectively, freely and according to the law, without fear. This freedom must be ensured by not exerting pressure on those who join, not discriminating in the tasks and growth processes, recognising elected representatives, guaranteeing them the places and time to carry out trade union activities and not interfering in any way with the afore-mentioned organisations.

## WORKING HOURS AND SALARY

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Working hours must comply with the number of hours envisaged by current legislation and overtime, when necessary, must be adequately compensated and not exceed the provisions of current legislation; in particular, it is important to ensure that personnel take their envisaged annual leave.

In any case, Employees must be guaranteed at least one day of rest out of 7.

Guarantees workers a salary that complies with the national provisions in force.

## FORCED LABOUR

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Do not employ involuntary personnel (prisoners, persons who are insolvent towards the company) who suffer non-legal restrictions on their freedom to cease their work commitment (withdrawal of documents, salaries not paid and kept as security), who are not protected by a form of contract.

In particular, do not implement irregular work practices. Do not in any way force collaborators to continue working for the company. Personnel must have the right to leave the workplace at the end of the standard working hours and must be free to terminate the employment relationship by communicating such information within the envisaged times.

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The logo consists of the word "REPI" in a stylized, white, outlined font. The letters are interconnected, with the 'R' and 'E' sharing a vertical stroke, and the 'P' and 'I' also sharing a vertical stroke. The logo is set against a dark grey rectangular background.