



RECLA AG

Code of Ethics

Rev. 05 – July 2022 – Resolution of the Board of Directors of July 27th 2022



Introduction

The Code of Ethics reflects the fundamental corporate values of RECLA AG. The Code of Ethics contains rules of behaviour to prevent actions that are contrary to the company's fundamental values or the law.

This Code of Ethics is a fundamental and integral part of the organisational model adopted pursuant to Legislative Decree 231/2001 (hereinafter referred to as the "Decree") and supplements the applicable legal and statutory provisions as well as the procedures and rules of conduct issued separately in some important areas.

Scope of application

This Code of Ethics applies to all bodies and all employees of RECLA AG, regardless of the type of employment relationship, classification and integration into the company. The Code of Ethics is also binding for all third parties who come into contact or enter into a business relationship with RECLA AG.

The managers of RECLA AG shall take into account the values set out in this Code of Ethics in the strategic orientation of RECLA AG, in investments, in the implementation and execution of projects and in all other operational decisions.

The management of RECLA AG must also take into account these same values when implementing management decisions, both internally with regard to employees and externally with regard to third parties who come into contact with RECLA AG.

All the subjects listed above (executive bodies, employees and third parties) are referred to below as "Interested Parties"

Ethical Values



- Compliance with the applicable normative provisions

RECLA AG is unequivocally committed to the principles of legal conformity, honesty and correctness in all facets of its business activities in order to avoid any criminal offences and administrative offences.

Compliance with legal provisions and basic ethical values always takes precedence over any conflicting instructions from a superior.

- Non-discrimination

RECLA AG avoids any form of discrimination on the grounds of gender, race, origin, language, religion, political opinion, membership of political parties or trade unions, health, age, etc.

Furthermore, any form of violence or harassment, in particular bullying and sexual harassment, is prohibited.

- Integrity and avoidance of conflicts of interest

Subject to applicable statutory provisions, the Interested Parties must conduct themselves with the utmost integrity and avoid all situations that could potentially constitute a conflict of interest with RECLA AG.

- Confidentiality of information

RECLA AG shall ensure that all information in its possession is confidential and protected and shall refrain from processing confidential data unless the Interested Party has given clear and express consent in accordance with the applicable statutory provisions for data protection.

- Relations with the supervisory bodies

Relations with supervisory bodies (supervisory board, auditing body, supervisory body) are based on the principles of transparency, completeness, correctness and traceability.



It is prohibited to conceal or withhold information that is to be communicated to the supervisory bodies according to applicable statutory provisions or that is necessary and useful to better perform their respective tasks.

- Relations with employees

RECLA AG employees represent a fundamental building block for success. For this reason and within the framework of labour law provisions, RECLA AG protects and promotes the physical, mental and moral integrity of its employees in order to promote and increase their satisfaction and skills.

RECLA AG shall ensure appropriate, safe and healthy working conditions and unrestricted protection of human rights.

In this regard, demands or threats that aim to induce employees to act in breach of the law, the Code of Ethics or against their own convictions shall not be tolerated.

- Transparency and completeness of information

All bodies and employees are required to provide complete, transparent, intelligible and precise information and statements in awareness of the interests involved in order to enable the intended recipients to make informed decisions. This is done by pointing out possible alternatives and potential, foreseeable consequences.

- Quality

The activities of RECLA AG are geared towards the satisfaction not only of shareholders, but above all of employees and customers, their protection and appreciation of the surroundings and the environment. For this reason, the company's activities are orientated towards the highest quality standards.

- Social responsibility



RECLA AG is aware of its position and function, in particular of the effects that its activities have on the economic and social development of the local environment. Social acceptance on the part of employees and the general public is of fundamental significance and importance to RECLAAG.

- Environmental protection

RECLA AG has always considered the environment to be fundamentally important and has sought to protect it. To this end, decisions are aimed at achieving a balance between business goals and environmental needs, taking into consideration their effect on future generations.

- Fair competition

The activities of RECLAAG are geared towards complying with the principles of a free market and free, open and fair competition.

RECLAAG is committed to maintaining transparency, integrity and propriety when conducting its business.

Rules of conduct

- Legal compliance

In carrying out their activities, the Interested Parties must adhere to the principles of lawfulness, integrity, correctness and transparency in order to avoid criminal offences and administrative offences. For this reason, they must strictly adhere to the law, statutory provisions and internally defined procedures and processes in the course of their work.

Under no circumstances does the pursuit of RECLAAGs interests justify any actions that are contrary to the above values. For this reason, we make it absolutely clear that violating any normative provisions is never in the interests of RECLA AG or an appropriate means of achieving personal advantage or pursuing one's own interests.

- Avoidance of conflicts of interest

A conflict of interest arises when personal interests potentially interfere with carrying out professional activities. The Interested Parties are required to avoid conflicts of interest and to withdraw from or resolve any potential conflicts of interest.

Conflicts of interests include the following:

- a mandate holder or an employee's clear or hidden joint interest as supplier, customer and/or competitor;
- the abuse of a mandate holder's or an employee's position to pursue interests contrary to those of RECLA AG
- the use of information acquired in the performance of a mandate holder's or an employee's work for their own benefit or for the benefit of third parties and in any case contrary to the interests of RECLA AG;
- performance by a mandate holder or an employee of any activities for the benefit of customers, suppliers, competitors and/or third parties that are contrary to the interests of RECLA AG.

All potential conflicts of interest must be disclosed.

In addition, the acquisition of personal advantages within the scope of the activity performed must be avoided and prevented.

- Information and data confidentiality

All interested parties are prohibited from using, processing and disseminating confidential information and data of which they become aware in the course of their work outside the respective area of work.

To this end, every employee shall:

- only collect and process data that are necessary for the performance of their duties;
- store the data in such a way to prevent unauthorised access by third parties;
- only disclose data according to the established procedures or with the approval of the authorised person;

- ensure that there are no special confidentiality obligations that arise from business relations with third parties.

RECLA AG has issued its own directives and measures to ensure the protection of personal data.

- Financial reporting

All transactions and operations must be carried out on the basis of adequate bookkeeping and accounting. It must be possible to verify the relevant decision-making processes, approvals and processing of transactions and operations.

The principles of transparency, truthfulness, accuracy and completeness must be respected.

All transactions and operations carried out must be adequately documented so that traceability is guaranteed.

It is strictly prohibited, for any reason, to make false or misleading entries in the company's books, records and financial statements or to make untrue statements in reports to public authorities or welfare and pension institutions or to conceal or withhold information.

The employees responsible are required to carefully store and manage the documents and records entrusted to them and to archive them in an orderly, easy-to-find manner according to logical criteria.

- Money laundering

The interested parties are prohibited from engaging in activities involving or potentially involving money laundering, e.g. accepting or using funds that are or may originate in any way from criminal activities.

The interested parties must check in advance all available information, in particular financial information, about their business partners in order to assess their integrity and, if necessary, distance themselves from the business relationship.

- Insider Trading



Anyone in possession of secret or non-public information about RECLA AG or other corporations and companies may not use this information for their personal benefit or for the benefit of third parties.

The following are examples of non-public information:

- Annual or quarterly results that have not or not yet been published;
- Financial forecasts;
- Information about significant financial and commercial developments;
- Information about possible forthcoming mergers, joint ventures, etc.
- Information about newly developed products or innovations

These prohibitions remain in effect until the aforementioned information is published.

- Terrorism and terrorist financing

With regard to the activities of its employees and external consultants, VOG Products prohibits:

- the support, establishment, organisation, management and financing, also indirectly, of associations geared towards establishing international terrorist organisations or perpetrating acts of violence against people or property for the purpose of terrorism;
- providing any kind of support, shelter or means of transport and communication to people who are members of a terrorist organisation.

- Employee protection

The employees of RECLA AG make an important and fundamental contribution to achieving the goals of RECLAAG. They represent RECLAAG externally and thus significantly contribute to its public image and perception.

For this reason, RECLAAG is committed to selecting its employees in accordance with equal treatment, without discrimination and solely on the basis of objective criteria and to developing, promoting and upgrading their professional and social skills and abilities.

Managers must ensure that these principles are applied and must set an example for their own employees through their behaviour.



RECLA AG ensures that no acts of violence or coercion are committed or any conduct is displayed that violates human dignity and human rights as enshrined in the UN Declaration of Human Rights and the European Convention for the Protection of Human Rights.

RECLA AG has put in place appropriate procedures to monitor the respect of employees' human rights and to mitigate any violation in this regard and has established appropriate communication channels to facilitate the reporting of human rights violations, while preserving the anonymity of the reporter to protect him/her from retaliation, discrimination and other negative consequences.

- Safe working environment

RECLA AG shall ensure that its employees have a healthy and safe working environment in accordance with the applicable occupational safety regulations set out in the relevant statutory provisions.

The interested parties must pay the utmost attention to the prevention of accidents and related injuries to themselves and other employees.

Employees are required to strictly adhere to all statutory provisions in the field of occupational safety as well as to internally issued regulations and directives. They are also required to immediately report any potential hazards or sources of hazard to the relevant bodies so that they can take appropriate steps and measures to eliminate and/or contain them in good time.

- Protection of company assets

Employees are responsible for the proper use and careful handling of assets entrusted to them. These must only be used for their intended purpose. Damage and theft of these assets must be avoided.

Employees must handle assets made available to them responsibly in accordance with the company's guidelines and regulations.

- Copyrights and industrial property rights



RECLAAG prohibits any behaviour that involves the reproduction, transmission, distribution or sale of works in violation of the provisions of copyright law or in violation of industrial property rights.

The Interested Parties are required to safeguard the intellectual property of RECLAAG and to use it in accordance with the statutory provisions, while preventing its improper and illegal use by third parties or its dissemination to third parties without the prior explicit consent of RECLAAG.

- RECLA AGs software

Unauthorised acquisition, copying and use of software belonging to RECLAAG or third parties is prohibited. This software may only be used under the terms of the relevant licence agreement. Employees are required to use electronic systems in a responsible, professional, ethical and lawful manner.

RECLAAG condemns all illegal behaviour and misuse of computer systems, in particular the use of networks for the use and exchange of pornographic, paedo-pornographic, racist, violent and discriminatory content.

- Environmental protection

RECLAAG promotes compliance with environmental regulations. In addition, RECLAAG promotes the adoption of sustainable and environmentally friendly behaviours and policies by its employees, members and contractual partners, while also promoting awareness of social and environmental issues.

In all actions, harmful effects on the environment and the general public must be avoided, whereby ecological sustainability, taking into account the rights of future generations, plays a central role.

- Relations with public authorities and administrations

Interested Parties who manage relations with public authorities, administrations, officials and employees as well as with national and international organisations on behalf of RECLAAG



must adhere to the principles of compliance, transparency, truthfulness and legality without compromising or damaging the integrity and reputation of RECLAAG in any way.

RECLA AG condemns all forms of corruption, graft, embezzlement, fraud, misappropriation and shall take all necessary measures to prevent such offences.

Interested Parties are not permitted to:

- offer or receive money, gifts or concessions of any kind that could result in a benefit or disadvantage for RECLAAG;
- take any action that may induce public officials or those in charge of public services to violate current laws;
- prevent or obstruct the performance of inspection and supervisory measures by public officials;
- mislead public officials or those in charge of public services through improper or fraudulent behaviour in order to attain particular actions;

Relations with public administrations and their employees must be managed in a proper and transparent manner.

- Relations with political parties, trade unions

RECLA AG does not make direct or indirect contributions to political parties, political or trade union organisations, except for those amounts permitted by specific legal provisions. We reiterate yet again that the principles of transparency and accountability must be observed.

Relations with public institutions and charitable initiatives are reserved exclusively for the responsible persons.

- Media relations

RECLA AG recognises the fundamental role of the media in disseminating information and news. To this end, relations with representatives of the various media outlets must be characterised by transparency.



Press conferences, press releases, interviews and the like are reserved exclusively for the relevant internal departments.

All Interested Parties are therefore prohibited from making public and disseminating information about RECLA AG without prior express authorisation. It is also prohibited to disseminate and publish false or misleading information.

- Customers

The primary goal of RECLA AG is to meet the needs and demands of its customers as effectively as possible, based on the respective individual requirements.

Relations with customers and business partners are governed by specific contracts and agreements, designed to be as clear and intelligible as possible.

- Suppliers

Managing relations with current and potential suppliers requires ongoing analysis and evaluation of the market. Suppliers are selected on the basis of company procedures, processes and planning and based on objective criteria that determine the cost-effectiveness and viability of the products as well as the integrity and reputation, the market position, technical capabilities and overall reliability of the supplier.

In particular and generally the selection is based on the following criteria:

- financial soundness;
- experience gained in the respective market segment;
- reliability in previous business relationships;
- resources and technical skills;
- production capacity;
- existing quality management systems and product safety controls;
- respect for human rights, in particular the rights of minors (e.g. child labour)



Relations with suppliers are governed by specific contracts and agreements, designed to be as clear and intelligible as possible.

- External consultants, contractors and intermediaries

Relations with external consultants, contractors, freelancers and intermediaries are governed by the principles of legality, propriety, correctness and transparency and are based on specific contracts and agreements, designed to be as clear and intelligible as possible. Selection is based on the criteria of integrity, reliability, competence and professional experience as well as cost-effectiveness.

Compliance and control of the Code of Ethics. Reports to the supervisory body

Where necessary, RECLAAG has introduced special processes and rules of conduct to ensure the implementation of and compliance with the Code of Ethics.

The supervisory body is responsible for monitoring the implementation of and compliance with the Code of Ethics, as described in more detail in the organisational model.

The Code of Ethics is brought to the attention of all Interested Parties in a suitable form, e.g. by handing out copies, publishing on the internet, intranet and possibly by including appropriate references in the contracts and agreements to be concluded with suppliers and customers.

In order to ensure knowledge and understanding of the Code of Ethics, the organisational model and the other relevant processes and rules of conduct, both employees in management positions as well as other employees shall be appropriately informed and trained about the introduction of the model and any changes and additions.

Information about actual or potential violations of this Code of Ethics can be submitted to the supervisory body in writing, also in telematic form. Reports can be sent to the following e-mail address of the supervisory body: vigilanza@recla.it or by post: Recla AG, attn. supervisory body, Gewerbegebiet 2, I - 39028 Schlanders. Unless otherwise provided by law, the supervisory body guarantees the confidentiality of the identity of the reporting party and the



reported party in order to protect them from retaliation, discrimination or other negative consequences, whereby such behaviour is subject to sanctions by the competent authorities.

Violations and sanctions

Compliance with the provisions of this Code of Ethics is an essential part of the contractual obligations of employees and of all Interested Parties, more generally, pursuant to articles 2104 and 2106 of the Italian Civil Code.

Violations on the part of mandate holders and employees of RECLA AG are punished under disciplinary law, as regulated in more detail in the organisational model.