GOVERNANCE POLICY

Introduction

The Celli Group recognizes integrity, fairness, compliance with rules, transparency and responsibility in the supply chain as fundamental values for conducting its activities and safeguarding its long-term reputation.

This Governance Policy – Ethics, Integrity and Sustainable Procurement is a framework document that refers to and connects the contents of the Code of Ethics, the Organization, Management and Control Model pursuant to Italian Legislative Decree 231/2001, the Whistleblowing Procedure, and the applicable documents concerning sustainable procurement, the supply chain, privacy and internal control. The Policy does not replace these specialist documents but brings their principles together within a unified ESG governance framework.

1. Purpose

The purpose of this Policy is to promote a corporate culture based on ethics, legality and transparency, preventing conduct that is inconsistent with the Group's values and applicable regulations, and to integrate environmental, social and ethical criteria into supplier selection and management processes.
In particular, the Policy establishes the principles guiding:

- the ethical conduct of Group companies within its scope of application;
- oversight of control systems and channels for reporting violations;
- the integration of environmental, social and ethical criteria into procurement and supply chain management processes.

2. Scope of application

This Policy applies to all Celli Group companies in Italy and is addressed to:

- directors
- executives
- employees
- contractors
- suppliers, subcontractors and business partners operating on behalf of Group companies.

For procurement and supply chain management processes, this Policy also serves as a reference for integrating sustainability into supplier relationships, consistently with applicable Group documents.

3. Fundamental ethical and integrity principles

The Celli Group adopts and disseminates its Code of Ethics as the fundamental reference for guiding the conduct of recipients, with respect for individuals, legality, professional fairness, social responsibility and the protection of the company's reputation.

The Code of Ethics is also an essential element of the governance system and, for the companies that have adopted it, of the Organization, Management and Control Model pursuant to Italian Legislative Decree 231/2001.

Group companies within the scope of application undertake to disseminate the Code of Ethics, promote awareness of it through appropriate information and training activities, and ensure its consistent application in internal and external relations.

Detailed rules of conduct are defined in the Code of Ethics and related documents; this Policy recalls their essential content without replacing them.
The Celli Group Code of Ethics is published on the website www.celligroup.com

4. Anti-corruption and fair competition

The Celli Group rejects all forms of corruption, whether direct or indirect, and promotes conduct based on integrity, impartiality, fairness and respect for competition.

Recipients must avoid conflicts of interest, refrain from conduct intended to secure undue advantages, and operate in compliance with applicable regulations and current corporate safeguards.

Group companies undertake to oversee these areas through their internal control systems, the 231 Model was adopted, and applicable corporate documents.

5. Gifts, gratuities and entertainment expenses

Gifts, gratuities and entertainment expenses are permitted only if they comply with the law, are justified by legitimate institutional or business relationship purposes, are of appropriate value, and do not compromise the integrity, independence of judgment or reputation of the parties involved.

Such expenses must be managed according to criteria of transparency, proportionality, traceability and consistency with applicable corporate rules.

6. Transparency and accurate accounting

The Celli Group promotes the accuracy, completeness, truthfulness and traceability of economic, financial and asset-related information, as well as of records and supporting evidence for transactions.
Activities must be carried out in compliance with authorization levels, assigned responsibilities, internal controls and the principles of proper segregation of duties, where applicable.

7. Reporting system and protection

The Celli Group recognizes the importance of internal reporting channels as a means of preventing and managing conduct that does not comply with ethical principles, applicable rules and corporate safeguards.

Reports are handled in accordance with the applicable Whistleblowing Procedure and the principles of confidentiality, whistleblower protection, prohibition of retaliation, protection of the person concerned and proper processing of personal data.

8. Sustainable procurement: general principles

In procurement decisions, the Celli Group undertakes to integrate environmental, social and ethical criteria into supplier selection, qualification, assessment and management processes, in accordance with applicable procedures.

In particular, Celli undertakes to:

- favor suppliers that operate responsibly and in compliance with applicable legislation;
- promote long-term relationships based on transparency, collaboration and continuous improvement;
- recognize, where applicable, quality, sustainability, reliability and responsiveness in supplier assessments.

9. Sustainable procurement: environmental protection

In its procurement activities, the Celli Group promotes compliance with applicable environmental legislation and encourages the adoption throughout the supply chain of practices aimed at efficient resource use and the reduction of environmental impacts, emissions, waste and packaging.

These aspects are integrated through supplier qualification, periodic assessment, audits and improvement processes, in accordance with applicable corporate documents.

10. Sustainable procurement: social responsibility

The Celli Group requires its suppliers to respect fundamental human rights and decent working conditions, in accordance with the Supplier Code of Conduct adopted by the Group.

Among other matters, this Code refers to the principles concerning the prohibition of forced and child labor, health and safety, non-discrimination, freedom of association, fair employment conditions and protection of the individual.

The Group encourages suppliers to pursue a path of growth and continuous improvement in their sustainability performance.

11. Confidentiality and data protection

Recipients of this Policy must process information, personal data and corporate data in accordance with the principles of confidentiality, necessity, fairness and compliance with applicable data protection regulations and procedures.

12. Reference framework

This Policy is integrated, by way of example and without limitation, with:

- the Code of Ethics of the Group's Italian companies;
- the Organization, Management and Control Model pursuant to Italian Legislative Decree 231/2001, where adopted;
- the applicable Whistleblowing Procedure;
- the Supplier Code of Conduct;
- applicable corporate procedures and policies concerning the supply chain, privacy and internal control.

13. Implementation, responsibilities and monitoring

Compliance with this Policy forms an integral part of the obligations of the persons to whom it applies.
Approval of the Policy rests with competent corporate bodies/functions. Implementation and monitoring are entrusted, within their respective areas of responsibility, to the functions involved in governance, compliance, procurement, supplier management, privacy, sustainability and internal control processes.
The Policy is communicated to recipients and reviewed periodically, or following relevant regulatory, organizational or system changes, to ensure that it remains up to date and consistent with the corporate documentation framework.
To ensure the effective application of the Policy to suppliers and business partners, the Group reserves the right to conduct checks, including audits and requests for information,

regarding compliance with the commitments undertaken, and to include specific clauses in contracts and/or the Group's general terms and conditions.
In the event of confirmed non-compliance, the Group may require the adoption of appropriate corrective action plans. Serious or repeated violations, or failure to adopt the required corrective measures, may constitute a breach of contract and entitle the Group to apply the available remedies, including suspension of orders or termination of the relationship.