

# Code of Ethics

## **Sogemar S.p.A.**

Registered office in Via I Maggio 1, 20066 Melzo (MI)

Registered in the Register of Companies of Milan no. 531361

**Revision No. 1.2.**

Approved at the Board Meeting of 26/11/2021

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## INDEX OF REVISIONS

- **Revision No. 0.0**

*Sogemar S.p.A. has decided to adopt this Code of Ethics, approved with a resolution of the Board of Directors on April 27, 2012.*

- **Revision No. 1.0**

*Updated and approved by resolution of the Board of Directors on 31.07.2015*

- **Revision No. 1.1**

*Updated and approved by resolution of the Board of Directors on 31.10.2018*

- **Revision No. 1.2**

*Updated and approved by resolution of the Board of Directors on 26.11.2021*

## DEFINITIONS AND ABBREVIATIONS

<b>Addressees</b>	This refers to all the subjects to which the provisions of this Code apply
<b>Authority</b>	This refers to public supervisory and/or monitoring bodies
<b>BoD</b>	Board of Directors of Sogemar S.p.A.
<b>Code</b>	Code of Ethics of Sogemar S.p.A.
<b>Contship Italia or CSI</b>	Contship Italia S.p.A. with registered office in no. 1, Via Primo Maggio, Melzo (MI)
<b>Compliance</b>	This refers to monitoring of the risk of non-compliance with current legislation and procedures
<b>CSI Group</b>	This refers all the companies controlled, associated and affiliated, directly or indirectly, by Contship Italia S.p.A.
<b>Decrees</b>	This refers to Decree or Legislative Decree 231/2001: Legislative Decree no. 231 of 8 June 2001, containing the <i>"Regulations governing the administrative responsibility of legal entities, companies and associations, including those without legal personality, pursuant to Article 11 of Law no. 300 of 29 September 2000"</i> , as amended from time to time
<b>Eurogate</b>	Eurogate GmbH & Co. KGaA, KG
<b>Eurokai</b>	Eurokai GmbH & Co. KGaA
<b>Employees</b>	This refers to employees and managers of the Company and Companies of the CSI Group
<b>Group procedures</b>	This refers to the procedures issued by Contship Italia S.p.A.

<b>Hannibal</b>	Hannibal S.p.A. with registered office in no. 1, Via Primo Maggio, Melzo (MI)
<b>Legislative Decree 231/2007</b>	This refers to Legislative Decree No. 231 of 21 November 2007 concerning the " <i>Implementation of Directive 2005/60/EC on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing, and of Directive 2006/70/EC which lays out implementation measures</i> "
<b>Model</b>	This refers to the Organisational, Management and Monitoring Model pursuant to Legislative Decree 231/2001, where applicable
<b>Oceanogate</b>	Oceanogate Italia S.p.A. with registered office in no. 1, Via Primo Maggio, Melzo (MI)
<b>Partners</b>	This refers to the parties with which the Company or the Companies of the CSI Group maintain relationships of partnership, co-marketing, joint ventures, development of the distribution network, etc., for various reasons.
<b>Procedures of individual Companies</b>	This refers to the procedures issued by the individual Companies that belong to the CSI Group and that comply with those issued by Contship Italia S.p.A.
<b>RHM</b>	RHM S.p.A. with registered office in no. 1, Via Primo Maggio, Melzo (MI)

<b>SB or Supervisory Body</b>	<p>This refers to the body responsible for regularly monitoring and verifying the effectiveness of the 231 Model, reporting any deficiencies in the 231 Model, and updating the 231 Model following regulatory or organisational changes. Lastly, it has an obligation to provide information and training to the Board of Directors</p>
<b>Sogemar or Company</b>	<p>Sogemar S.p.A. with registered office in no. 1, Via Primo Maggio, Melzo (MI)</p>
<b>Stakeholders</b>	<p>This refers to stakeholders with reference to the Company and the individual Companies of the CSI Group</p>
<b>Suppliers</b>	<p>This refers to suppliers of goods and services and subcontractors used by the CSI Group</p>
<b>Whistleblowing</b>	<p>This means the reporting to the Company and/or a third party of a possible violation of Group and/or individual Company procedures, the Code of Ethics and Model 231, where applicable, committed by an employee</p>

## **1. PURPOSE AND GENERAL PRINCIPLES OF THE CODE OF ETHICS**

Sogemar, with over 50 years of experience in the sector, acts as a sub-holding, leading the Intermodal and Logistics subsidiaries, coordinating Hannibal, Oceanogate and RHM activities. As part of the CSI Group, Sogemar plays an important role in the market, in economic development and in the well-being of the communities in which it operates.

The success of the CSI Group is based on the commitment, skills and talent of its employees. CSI Group employees respect and value each other and understand that they need each other to reach their full potential. Although the CSI Group operates across different locations with different conditions and challenges, the core values do not change. These values unite, guide and empower the Company and its employees, defining its identity, what it believes in and how it conducts its business.

The Code of Ethics is inspired by the main regulations, guidelines and documents at national and international level on the subject of corporate social responsibility and corporate governance, Human and Environmental Rights, such as, by way of example, the United Nations Universal Declaration of Human Rights, the Charter of Fundamental Rights of the European Union, Italian Law 977/1967 and decent work standards established by the ILO (International Labour Organisation) conventions.

The Code presupposes compliance with the regulations in force, as well as the close observance of the procedures of the Group and of the individual Companies.

In particular, the Code of Ethics **also introduces and makes binding the principles and rules of conduct relevant to the prevention of crimes indicated in Legislative Decree no. 231 of 8 June 2001 on the administrative responsibility of entities**. The Code of Ethics therefore constitutes a fundamental component of the Organisational, Management and Monitoring Model for the prevention, where present, of the offences referred to in the aforementioned Decree.

Sogemar requires the addressees of the Code of Ethics to adhere to the ethical principles and rules of conduct set out in this Code, as well as to comply with the law, the applicable regulations and the procedures of the Group and of the individual Companies.



Through this Code of Ethics, **the Company undertakes to ensure:**

- **maximum dissemination of** the Code among employees and all those with whom it has business relations, by displaying it in areas accessible to all staff and by publication on the Company's website;
- the **expansion and updating of the Code** in order to adapt it to the evolution of civil and organisational awareness, as well regulations relevant to the Code itself;
- the provision of **every possible educational tool and clarification for the interpretation and implementation** of the ethical principles and rules of conduct indicated in the Code;
- the **carrying out of checks on any reports of violations** of that which is stated in the Code, in the procedures of the Group and of the individual Companies, as well as in the law and applicable regulations;
- the **assessment of the facts and consequent implementation**, in the event of an ascertained violation, of appropriate **sanctions**;
- the **non-occurrence of possible retaliation** in any form **for providing information about possible violations** of the Code, of Group and individual Company procedures, and of applicable laws and regulations;
- the **forecasting and imposition**, with consistency, impartiality and uniformity, **of penalties proportionate to the violations** that may occur, and that are found to be justified and in accordance with the regulations in force and the provisions on the regulation of labour relations.

## **2. SOGEMAR'S RESPONSIBILITIES**

### **2.1 OBLIGATIONS FOR ALL EMPLOYEES**

Each employee is required to familiarise themselves with the contents of the Code, the procedures of the Group and individual Companies, as well as the regulations in force, which govern the activities carried out within the scope of his or her duties.

**Sogemar employees are required to:**

- diligently **observe** the provisions of the Code of Ethics and refrain from conduct contrary to the Code;
- **contact** their superiors if they need clarification on how to apply them;
- promptly **report** to their superiors or to the Procurement & Legal Affairs Department, or to do so by e-mail, as defined in the Whistleblowing procedure, on possible violations of Group and/or individual Company procedures, of the principles of the Code and of the 231 Model, collaborating with the structures responsible for verifying them, where present, as provided for in this Code.

### **2.2 OBLIGATIONS FOR THE HEADS OF COMPANY DEPARTMENTS**

Each Head of Corporate Departments is obliged to:

- set **an example** to their employees and colleagues with their **own behaviour**;
- **direct employees to comply with the Code and the procedures of the Group and of the individual Companies**, urging them to point out problems regarding themselves and their compliance;
- **work to ensure that employees understand that compliance with the Code and with Group and individual Company procedures** is an essential part of the quality of their work;
- **carefully select, in relation to their specific duties, employees and external collaborators** in order to prevent the assignment of tasks to persons who are not fully reliable in their commitment to comply with the rules of the Code;
- **promptly report** to the Procurement & Legal Affairs Department, or to do so by email and letter, as defined in the Whistleblowing procedure, on its own findings, as well as on information provided by employees on possible cases of violation of the rules;
- **take immediate corrective action** when required;
- **never engage in or tolerate acts of retaliation.**

## 2.3 MAKING ETHICAL DECISIONS

In order to make ethically sound decisions, two basic questions must receive a positive response before any action is taken:

### 1) Can I do that?

Does the action being considered comply, in form and substance, with the law and with Group and individual Company procedures?

### 2) Should I do that?

Is the action being considered in line with Sogemar's core values and reputation?

When the Addressees of this Code of Ethics answer these questions, they must ensure that they have a clear understanding of all the relevant facts, consider their duties towards the interested parties, and consider possible alternatives. In addition, if they have any doubts they should seek advice from the appropriate persons, including the heads of the Procurement & Legal Affairs Department and the HR, Development & Industrial Relations Department. While this Code helps in making a wide variety of decisions, you should consult Group and individual Company procedures, as well as the 231 Model, if any, for detailed information on what you can and should do.

### 3. ADRESSEES

The set of ethical principles and rules of conduct set out in this Code must inspire the activities of **all those who operate, internally or externally, within the sphere of Company activities.**

In particular, by way of example:

- the **members of the Board of Directors** of the Company are inspired by the principles of the Code and its definition of corporate objectives;
- the Company's **Management** is required to comply with the contents of the Code when proposing and implementing projects, actions, and investments aimed at increasing in the long term not only the assets, management, and technological values of the Companies belonging to it, but also the return for shareholders and the long-term well-being of employees and the community;
- company **managers** and **executives** must operate by putting into practice the ethical principles and rules of conduct contained in the Code, taking on the internal and external responsibilities of the Company, strengthening the trust, cohesion and spirit of the CSI Group;
- the **employees of the Company**, in compliance with the regulations in force, must adapt their actions and behaviour to the ethical principles and rules of conduct provided for by the Code;
- **suppliers** and business **partners** shall ensure their conduct complies with the ethical principles behind the Code.

All actions, operations and negotiations carried out and, in general, all conduct by Sogemar employees when working must be inspired by the utmost correctness from a managerial point of view, the completeness and transparency of information, legitimacy in both form and substance, and clarity and truthfulness in accounting records. This must be done in compliance with the regulations in force and with the procedures of the Group and of the individual Companies.

All Company activities must be carried out with diligence, commitment and professional rigour. Each employee must provide professional input commensurate with their assigned responsibilities and skills and must act in a manner that protects the prestige of Sogemar.

The relationships between employees, at all levels, must be based on fairness, cooperation, loyalty and mutual respect. Furthermore, each employee must actively and fully cooperate with the Authorities.

## 4. ETHICAL PRINCIPLES

**Sogemar's ethical principles characterise its identity and help guide its business, strategic choices and policies.** For those who work within the CSI Group, they constitute the guiding principles that inspire their day-to-day organisational behaviour.

In order to achieve great results, the Company must be based on strong and positive values that form the backbone of the Code of Ethics:

- the **valuing of the person and of staff resources**;
- the **prevention of corruption**;
- **proper management of conflicts of interest**;
- the **focus on sustainability**;
- the **prohibition of money laundering**;
- the **protection of competition**.

### 4.1 VALUING THE PERSON AND STAFF RESOURCES

**Sogemar recognises the value of staff resources through the protection of physical and moral integrity and fostering the continuous growth of technical and professional skills in a positive and stimulating working environment.** Sogemar is committed to fostering a work environment in which the following are guaranteed:

- respect for human rights;
- health and safety;
- prevention of all types of discrimination;
- equal opportunities and meritocracy.

#### 4.1.1 RESPECT FOR HUMAN RIGHTS

Sogemar recognises the importance of maintaining and promoting Human Rights and respecting the rights of workers. Sogemar **rejects child and forced labour, including in terms of working hours and wage determination.**

**The following are required:**

- ensuring a workplace free from discrimination and harassment;
- not consciously entertaining, either directly or indirectly, relationships of any kind with parties that violate in any way the regulations on child labour and the protection of women and/or the illegal use of labour deriving from migrant trafficking;
- the prohibition of any form of intimidation, threat, harassment or abuse in any form whether physical or verbal that creates an intimidating, offensive and hostile work environment (sexual harassment, offensive language or attitudes, racial, ethnic, religious or sexual slurs - whether of orientation or gender);
- recognition of the right of employees to free association and collective bargaining.

#### **4.1.2 HEALTH AND SAFETY**

As part of its activities, Sogemar is committed to **contributing to the development and well-being of the communities in which it operates, pursuing the objective of ensuring the safety and health of employees, contractors, customers and the communities affected by its activities.**

Sogemar's activities must be managed in full compliance with current legislation on prevention and protection in the workplace.

**The following are required:**

- the promotion of the dissemination of a culture of safety and awareness of the risks associated with the work activities carried out, requiring from everyone, at every level, responsible behaviour and respect for the safety system adopted and the Company procedures that form part of that system;
- contributing personally to ensuring the safety of employees, collaborators and anyone else - for various reasons - accessing Company facilities;
- conducting safe activities to protect the health of employees and the communities surrounding the Company's locations;
- guaranteeing training and information of all those who work for the Company with regard to the risks to which they are exposed, ensuring the means and individual protection devices deemed necessary with respect to the risk profile detected;

- continuously monitoring the efficiency of the system for monitoring safety-related risks, in the pursuit of the objectives of continuous improvement in this delicate sector;
- avoiding all forms of aggression, whether physical or verbal;
- not abusing alcoholic beverages and/or use drugs or any other substance that may impede the effective performance of work and expose themselves and/or others to a safety risk;
- achieving regular maintenance of workplaces, equipment, plants and safety and protection devices, as well as adopt innovative systems to work in safety.

#### 4.1.3 PREVENTION OF ALL TYPES OF DISCRIMINATION

Sogemar is committed to preventing **and avoiding any form of discrimination** based on age, gender, skin colour, sexual orientation, marital status, religious belief, language, ethnic or national origin, state of health and different physical or mental abilities, pregnancy, maternity or paternity, including adoptive, personal beliefs and opinions, political opinions, union affiliation or activity and any other form of diversity. Sogemar also aims to **create an inclusive working environment** that welcomes differences, and recognises that diversity is an asset for the development of the entire CSI Group and for meeting the challenges of the market in the best possible way.

#### **The following are required:**

- taking all decisions relating to hiring, promotions, transfers, disciplinary measures while avoiding any type of discrimination with regards to diversity;
- acting with diligence, accuracy, impartiality and honesty, avoiding any discrimination not only in the performance of their duties but also in intercompany relations and, more generally, with all stakeholders;
- not tolerating harassment, abuse, racism or discrimination of any kind;
- avoiding any behaviour that might offend personal dignity;
- not carrying out acts of propaganda, instigation and incitement to hatred or violence on racial, ethnic, national or religious grounds.

#### 4.1.4 EQUAL OPPORTUNITIES AND MERITOCRACY

Sogemar is committed to **developing the skills and competencies of each resource** so that the energy and creativity of individuals is fully expressed to realise their full potential. Sogemar **values the principle of equal opportunities in all aspects of work**, without distinction on the basis of ethnic origin, skin colour, gender, sexual orientation, religion, nationality, age, political opinion, trade union affiliation, marital status, different physical or mental ability or any other status or personal characteristic.

**The following are required:**

- adopting criteria of merit, competence and, in any case, strictly professional criteria, to be used in making decisions concerning an employee;
- providing for the selection, hiring, training, compensation and management of employees without discrimination;
- the creation of a working environment in which personal characteristics cannot lead to discrimination;
- offering a fair level of remuneration and a professional development and growth path that reflects the knowledge, skills, abilities and professional experience of each individual, avoiding discrimination.



## 4.2 PREVENTION OF CORRUPTION

Sogemar **opposes all corrupt practices** and therefore requires all persons working in its name and on its behalf to ensure that **all Company transactions with third parties**, both public and private, **are managed with integrity and transparency**, in compliance with current legislation and this Code.

### The following are required:

- ensuring that there is no bribery of public officials when dealing with public authorities on matters such as customs, tax and licensing where local consultants or third-party intermediaries are used;
- not incurring entertainment expenses that could give rise to suspicions of irregularities or give the impression of trying to influence the actions of public officials, political parties or representatives, customers, suppliers, consultants, business partners, or any other person or organisation;
- the prevention of the possibility of funds being created that are linked to illegal activities, including through entertainment expenses;
- not promising, accepting, offering, or authorising, directly or indirectly, contributions to political parties or to organisations or individuals engaged in the political field, including Trade Unions, as a means of obtaining an improper advantage;
- not promising, nor accepting, nor offering, nor authorising, directly or indirectly, charitable contributions or sponsorships to charitable or other works for corrupt purposes;
- not offering and/or accepting, directly or indirectly, goods and/or money and/or other benefits;
- not offering amounts of money or other benefits to public officials in order to facilitate/speed up an action to which Sogemar is entitled.

## 4.3 CORRECT MANAGEMENT OF CONFLICTS OF INTEREST

Sogemar recognises and respects the right of its employees to participate in investments, business, or other activities outside the Company's own interests, provided that such activities are permitted by law and consistent with their obligations as employees.

In any case, Sogemar employees **must avoid all situations and all activities in which a conflict may arise with the interests of the CSI Group and/or of the individual Company, or which may interfere with their ability to make** impartial decisions in the best interests of the Company and in full compliance with the rules of the Code, Model 231, where present, and the procedures of the Group and of individual Companies.

**Any situation that may constitute or determine a conflict of interest must be promptly communicated to one's superior.**

Therefore, all employees are required to avoid conflicts of interest between their personal and family economic activities and the duties they perform within the structure to which they belong.

**The following are required:**

- not carrying out work, of any kind, for customers, suppliers, competitors;
- strict observance of the laws and procedures of the Group and of the individual Companies in any economic transaction, including intra-group transactions, ensuring the full traceability of incoming and outgoing financial flows and the full compliance of such transactions with the laws on anti-money laundering, as well as with the procedures on the use of cash and petty cash, in compliance with the limits provided for by Legislative Decree no. 231/2007;
- not accepting money, favours or benefits from people or companies that do or may in the future do business with Sogemar;
- avoiding the possibility that the economic and financial interests of the employee and/or members of his/her family may be linked to the activities carried out by suppliers, customers and competitors, both potential and actual;
- not using one's position in the Company or the information acquired during one's work to create a conflict between one's personal interests and the interests of the Company.

#### **4.4 FOCUS ON SUSTAINABILITY**

Sustainability is a topic that has received a growing interest in recent years. The Company has decided to **integrate sustainability into its way of working and into its relations with its stakeholders** through a process that is attentive to the social and environmental impact of its operations.

The CSI Group believes that an **ethical vision and responsible management of the Company kick starts a principled process of learning and continuous improvement capable of making the Company's own development and that of the communities in which it operates evermore sustainable economically, socially and environmentally.**

The sustainability strategy is integrated with the business in an inclusive way. Identity, governance, the centrality of people, economic performance, innovation and excellence are, together with clear and effective communication and constant improvement of the location in which we operate, the strategic levers on which we act to meet the needs of all stakeholders.

**The following are required:**

- integrating sustainability into the Company's strategy and development plans, taking into account the best international standards in the sector;
- pursuing the reduction of direct and indirect environmental impact by making a clear commitment to the protection of the climate, water and forests;
- guiding business development so that technological processes, quality and safety are infused with the principles of sustainability;
- fostering a culture of responsibility, teamwork, transparency and quality;
- enhancing talent, creativity, personal initiative and encourage the development of specific skills;
- including sustainability aspects in the evaluation and development of staff, whether economic, social or environmental.

#### **4.5 PROHIBITION OF TRANSACTIONS FOR THE PURPOSE OF MONEY LAUNDERING**

**The Addressees**, in the context of the various relations established with Sogemar, **must not**, in any way or under any circumstances, **be implicated in events connected with the laundering of money from criminal activities or the receiving of goods or other utilities of illegal origin.**

**The following are required:**

- verifying in advance the information available on commercial counterparties, suppliers, partners, collaborators and consultants in order to ascertain their relative respectability before establishing business relations with them;

- avoiding entering into or continuing business relations with counterparties who are even only suspected of belonging to criminal organisations or of committing money laundering offences;
- strict observance of the laws and procedures of the Group and of the individual Companies in any economic transaction, including intra-group transactions, ensuring the full traceability of incoming and outgoing financial flows and the full compliance of such transactions with the laws on anti-money laundering, as well as with the procedures on the use of cash and petty cash, in compliance with the limits provided for by Legislative Decree no. 231/2007;
- compliance with all national and international rules and regulations regarding the effort to stop money laundering.

#### 4.6 PROTECTION OF COMPETITION

Sogemar is aware that **healthy and fair competition contributes to the best development of its corporate mission**. The Company complies with current competition regulations in the countries in which it operates and refrains from engaging in and/or encouraging conduct that may constitute forms of unfair competition.

**The following are required:**

- promptly informing the Procurement & Legal Affairs Department if one becomes aware of potential violations of the antitrust law by the CSI Group, the Company or its competitors;
- not engaging in unfair competition which one may believe is in the interests of the Company or the CSI Group.

## 5. RULES FOR CONDUCT IN DAILY LIFE

### 5.1 PROTECTION OF CONFIDENTIAL INFORMATION AND PRIVACY

Sogemar's activities constantly require **the acquisition, storage, processing, communication and disclosure of new information, documentation and other data relating to negotiations, administrative procedures and financial transactions.**

Sogemar databases may contain, among other things, personal data protected by privacy legislation which, by their nature and/or through negotiated agreements, cannot be disclosed externally and whose inappropriate or untimely disclosure could damage the interests of the Company.

**The following are required:**

- keeping strictly confidential and the exclusive property of Sogemar any information, data or news relating to its employees and third parties, generated or acquired within or during business relations, and avoid any improper use of this information;
- acquiring and processing only the data necessary and appropriate for the purposes required by one's work and in direct connection with one's duties;
- storing the data in such a way as to prevent unauthorised persons from gaining knowledge of them;
- communicating such data in line with pre-established procedures and/or on the explicit authorisation of superiors and, in any case, only after having ensured the disclosure would be legitimate, in the specific case, of the data in question;
- ensuring that there are no restrictions, either absolute or relative, on the ability to disclose information about third parties connected to Sogemar by a relationship of any kind and, where appropriate, obtaining their prior consent;
- do not disclose:
  - information, knowledge and data belonging to the Company acquired or processed by employees during their work or through their duties and which not be used, communicated or disclosed without specific written authorisation from their superior;
  - confidential and reserved information even after the termination of the position, of employment and/or of the collaboration relationship.

- comply with the laws and procedures of the Group and of the individual Companies with regard to any external communication of documents and information concerning the Company, the companies of the CSI Group, Eurokai and Eurogate. It is, in all cases, prohibited to:
  - disclose any information acquired in the activities of Company, professional or office activities;
  - disseminate false or misleading information about Sogemar or other parties with whom CSI Group companies have relations for performing their activities.

## 5.2 ADMINISTRATIVE AND BUDGETARY MANAGEMENT

**Every action, operation or transaction must be duly authorised, verifiable, legitimate, consistent, congruous and correctly recorded in the Company's accounting system in accordance with the criteria indicated by the law and the relevant accounting principles.**

**The following are required:**

- being responsible for compliance with the procedures of the Group and of the individual Companies, and for the authenticity and truthfulness of the documentation and information provided in the performance of their activities;
- ensuring continued accuracy and complete business records through:
  - the circulation of information on the economic and financial situation within Sogemar according to the principles of truthfulness, completeness and transparency;
  - the adequate and complete preservation of the supporting documentation of the activity carried out, so as to allow:
    - accurate accounting;
    - immediate identification of the characteristics and underlying motivations of the activity itself;
    - easy formal and chronological reconstruction of the activity;
    - verification of the decision-making, authorisation and implementation process and the identification of the various levels of responsibility.

- activities that ensure any fact relating to the management of the Company is correctly and promptly recorded in the accounts. Each accounting entry must accurately reflect the findings of the supporting documentation. Therefore, it will be the task of the staff in charge of this to ensure that the documentation can be easily found and organised according to both logical criteria and the regulations in force.

### 5.3 FOCUS ON THE ENVIRONMENT

Sogemar **recognises respect for the environment as an important value and promotes the reduction of its environmental impact**. Sogemar and the CSI Group are aware of the importance of respecting the environment, understood as a common resource to be safeguarded for the benefit of the community and future generations.

In fact, the Company believes in the need to **develop its business**, thus continuing to create wealth and ensure well-being for all its stakeholders, while simultaneously **reducing the environmental impact** of its activities and paying attention to the quality of life of the community living around its facilities. To this end, it sets itself objectives to improve its impact on the environment, including but not limited to:

- the reduction of greenhouse gas emissions and energy and water consumption;
- improving air quality through the use of innovative fuels and alternative energy;
- the reduction of noise pollution;
- sharing applicable experiences of intermodal transport including rail, road, and sea;
- increasing the amount of recycling bins.

All Company employees must understand this commitment and carry out their work activities accordingly. In particular, managers and supervisors have an obligation to set an example and promote good behaviour.

#### **The following are required:**

- compliance with all applicable environmental regulations;
- minimisation of environmental risks by making use of field knowledge and technical progress;
- continuous development of the business in order to monitor its performance and environmental impact.

## 5.4 RELATIONS WITH SUPPLIERS

Relations with suppliers are **managed with loyalty, fairness and professionalism, encouraging ongoing collaboration and solid, long-lasting relationships of trust.**

The selection of suppliers and the determination of the conditions of purchase of goods and services are made on the basis of **objective and impartial evaluations**, based on quality, price and the guarantees provided.

### **The following are required:**

- compliance with Group and individual Company procedures for the selection and management of relations with suppliers. The choice of the Supplier must be based exclusively on their technical capabilities, their reliability, including financial, the most competitive economic conditions and full adherence to the ethical standards of Sogemar, as well as on parameters of competition, objectivity, fairness, price and quality of the good and/or service. In particular, it is necessary to:
  - assess competence, cost-effectiveness, transparency, fairness and professionalism;
  - assess the fairness of fees and/or sums paid for supplies/professional work, on the basis of objective and impartial evaluations, as well as the adequate traceability of the documentation relating to the offers;
  - verify full technical-professional suitability for the activity to be assigned;
  - be impartial in the selection of suppliers/professionals and in the determination of the conditions of purchase of goods and services, so that they are based on objective evaluations, founded on quality.
- include in contracts with suppliers a declaration that they have read the Code of Ethics and Model 231, where present, and inform suppliers of ethical principles with particular reference to the health and safety of workers, human rights and the environment;
- ban any form of "reciprocity" with suppliers: the goods/services that Sogemar seeks are selected and purchased exclusively on the basis of their value in terms of price and quality;
- verify that, after the choice of the Supplier is made, the ethical principles provided for in the Code of Conduct of the CSI Group are signed and accepted;
- not preclude any supplier company that meets the requirements from competing for the awarding of a supply contract, adopting objective evaluation criteria in the selection process, according to stated and transparent procedures;



- obtain the cooperation of suppliers in constantly ensuring that the needs of Sogemar's customers are met in terms of quality, cost and timing of service to an extent at least equal to their expectations;
- comply with the procedures of the CSI Group and of the individual Companies, as well as the principles and criteria governing the Company, as set out in the Code and in Model 231, where present;
- ban and prosecute corrupt practices, illegitimate favours, collusive behaviour, solicitation of advantages, payment of material and immaterial benefits as well as other advantages aimed at influencing or compensating representatives of institutions as well as employees of the CSI Group;
- comply with the contractual terms and conditions of the Company and the CSI Group;
- maintain an honest and open dialogue with suppliers, in line with good business practice;
- pay a fee on the basis of the service indicated in the contract and payments may not be made to a party other than the contractual counterparty, nor in a third country other than that of the parties or of the execution of the contract;
- bring to the attention of the Procurement & Legal Affairs Department significant problems arising with a supplier, so that the consequences can be assessed.

## 5.5 RELATIONS WITH CLIENTS

Sogemar **pursues its success as a business in markets by offering quality services on competitive terms and in compliance with all the rules protecting fair competition.**

Relations with clients are based on the full satisfaction of their needs with the aim of creating a solid relationship based on the general values of fairness, honesty, integrity, professionalism, transparency, legality and impartiality.

### **The following are required:**

- observation of the procedures of the individual Companies for the management of relationships with clients;
- providing, with efficiency and courtesy, within the limits of the contractual provisions, high quality products and services that meet or exceed the reasonable expectations and needs of the client;

- providing accurate and comprehensive information about products and services so that customers can make informed decisions;
- adherence to the truth and reality of the facts in advertising or other communications;
- compliance with the procedures of the Group and of the individual Companies as well as the principles and criteria governing the dedicated Company function;
- respecting the commitments and obligations undertaken.

## 5.6 INFRAGROUP REPORTS

Sogemar **requires the companies of the CSI Group to conform to the values expressed in the Code and to cooperate in the pursuit of its objectives, in absolute compliance with the law and current regulations.** Contship Italia S.p.A.'s management and coordination activities are carried out through official communications to CSI Group companies.

### **The following are required:**

- refraining from conduct that is prejudicial to the integrity, autonomy or image of other companies of the Company, of the CSI Group, or of Eurokai and Eurogate;
- promotion of the circulation of information within the CSI Group, in particular for the purposes of preparing the consolidated financial statements and other communications, in accordance with the principles of truthfulness, correctness, completeness, clarity, transparency and in compliance with the scope of activity of each Company;
- defining the negotiating relationships between the companies of the CSI Group in line with prices, value and market practices and in all cases in compliance with the principles of correctness, effectiveness and traceability of the underlying economic relationships and the related financial flows;
- encouraging communication between the companies of the CSI Group.

## 5.7 RELATIONS WITH THE GOVERNMENT

Relations with national, EU, or international governments and institutions, as well as with public officials or public service providers, **must always be based on the strictest compliance with the applicable legal provisions, on the principles of transparency, honesty and fairness, and on respect for existing procedures.**

The management of relations with representatives of the Government **is reserved exclusively to the Company employees appointed and authorised to do so in compliance with the reference regulations and procedures.**

**The following are required:**

- refraining from offering, even through a third party, money or other benefits to the public official involved, his/her family members or persons in any way connected to him/her, from seeking or establishing personal relationships of favour, influence, interference and from making donations of benefits and illegal payments with the aim of influencing, directly or indirectly, his/her activity (active corruption);
- not accepting a request from a public official to employees and collaborators of the CSI Group or individual Companies of the CSI Group for money, gifts or services in order to carry out or not carry out an activity expected or facilitated within the scope of their role (passive corruption);
- not using for purposes other than those which have been granted contributions, subsidies, or funding of the State or other public body, even of a modest value and/or amount;
- avoiding any behaviour aimed at obtaining from the State or other public body any type of contribution, funding, subsidised loan or other disbursement of the same type by means of altered or falsified declarations and/or documents or by means of omitted information, including those made by means of a computer or online system;
- avoiding reticent, omissive, or obstructive behaviour towards national and foreign judicial authorities;
- always guaranteeing the traceability and documentability of contact between representatives of the CSI Group and/or individual companies of the CSI Group and the Government.

## **5.8 RELATIONS WITH POLITICAL AND TRADE UNION ORGANISATIONS**

Sogemar **contributes to the well-being and growth of the community in which it operates by fostering dialogue with local communities, the public institutions that represent them, and trade unions and other associations.**

**The following are required:**

- conducting relations with organisations and institutions or their representatives in accordance with the provisions of current legislation;

- distributing contributions in a manner that strictly complies with the law and current regulations, as well as with CSI Group procedures, adequately documenting the entire process and the relative authorisations.

## 5.9 RELATIONS WITH MEDIA

**Relations with the mass media are the exclusive responsibility of corporate and responsibilities delegated for this purpose and are agreed upon in advance with the Company's marketing and communications department.**

**The following are required:**

- exclusive reservation for the appropriate persons of the Company and the CSI Group to communicate with the media, in order to guarantee the completeness and consistency of information;
- not providing information in any way to representatives of the media, nor undertake to provide it, without prior authorisation from the appropriate persons.

## 5.10 SPONSORSHIPS, DONATIONS AND GIFTS

Sogemar makes **donations to non-profit** organisations and associations or those of cultural and social value, according to the procedures provided internally. Sponsorship activities may be carried out **subject to the definition of specific agreements and verification of the reputation of the beneficiary and of the event/initiative promoted**, while avoiding giving sponsorships to counterparties who are even only suspected of belonging to criminal organisations or of committing money laundering offences.

**The following are required:**

- assessment of the reliability of the beneficiaries and their consistency with the values of the CSI Group;
- distributing contributions in a manner that strictly complies with the law and current regulations, as well as with CSI Group procedures, adequately documenting the entire process and the relative authorisations.

## 5.11 RULES FOR THE USE OF COMPANY ASSETS

Sogemar provides **each employee and collaborator with various Company assets and equipment** for the performance of their duties. The CSI Group and the individual Companies trust that these will be **protected through responsible behaviour and in line with the operating procedures created for their regulation**, avoiding both improper use and use for personal purposes that could damage them.

**The following are required:**

- avoiding using computer systems in violation of the laws in force;
- avoiding in any form, even attempted, undue intrusion into the computer system of the Company and/or others, regardless of whether this results in the destruction of or damage to the system or the partial or total disruption of its functioning, or the destruction or damage of the data, information or programs contained therein;
- complying with the procedures of the Group and of the individual Companies of the CSI Group regarding computer security and use Company equipment in accordance with them;
- being responsible for the safekeeping, protection and preservation of physical and intangible assets and resources entrusted to carry out one's duties, as well as their proper use in accordance with the Company's interests;
- avoiding using Company assets, such as its premises and equipment, for personal interests of any kind.

## **6. IMPLEMENTING AND MONITORING ARRANGEMENTS**

### **6.1 UNDERSTANDING THE CODE OF ETHICS**

The principles, values and standards of conduct contained in the Code of Ethics are shared within the CSI Group and third parties. The Code of Ethics is available **and accessible to all employees, those who collaborate with Sogemar and its stakeholders, and can be found on the CSI Group website** and the corporate portal.

The adoption of the Code of Ethics, moreover, is made known to external parties who collaborate with Sogemar (external collaborators, consultants, customers, suppliers, etc.) through specific contractual clauses.

**The CSI Group promotes the implementation of training courses for its employees aimed at fostering a full understanding of the principles and rules laid down in this Code.**

### **6.2 OVERSEEING THE CODE OF ETHICS**

**The Board of Directors is responsible for updating this Code, at the proposal of the Chairman of Sogemar, the CEO of LSCT and/or Sogemar, the Board of Statutory Auditors, or as a result of any inadequacies reported to the Procurement & Legal Affairs Department and/or reports received through the channels described in the Whistleblowing procedure.**

The body responsible for overseeing the application of the Code is the Procurement & Legal Affairs Department, which coordinates with the other departments and bodies responsible for the correct implementation of the Code of Ethics.

### **6.3 INTERNAL MONITORING SYSTEM**

Sogemar disseminates at all levels a culture characterised by awareness of **the internal monitoring system**, which sets the guidelines for and verifies the completeness, functionality and adequacy of CSI Group procedures.

The internal monitoring system **defines the set of all instruments necessary or useful for directing, managing and verifying the risks connected with business activity** with the aim of ensuring compliance with the laws and procedures of the CSI Group and of the individual Companies, protecting the Company's assets, efficiently managing its activities and providing proper and complete management, accounting and financial data.

The responsibility for implementing an effective internal monitoring system is shared at every level of the organisational structure; consequently, **all Sogemar employees**, within the scope of their functions, **are responsible for the definition and proper functioning of the monitoring system.**

#### 6.4 CONSEQUENCES FOR THOSE WHO DO NOT RESPECT THE CODE OF ETHICS

Failure to comply with the rules of conduct contained in the Code constitutes a breach of the Code and is a serious breach of contract.

Failure to comply with the principles and rules of the Code may result, depending on the case, in the application of disciplinary measures and/or sanctions or termination of the existing employment or commercial contract.

In particular:

- for **Sogemar employees**, violation constitutes a breach of **the obligations arising from the employment contract and/or a disciplinary offence that may prejudice the continuity of employment and also lead to actions for damages;**
- for **Directors and Statutory Auditors**, violation of the rules of the Code **may result in the adoption**, by the Board of Directors and the Board of Statutory Auditors respectively, **of measures proportionate to the seriousness or recidivism or the degree of guilt**, up to and including revocation of the mandate for just cause to be proposed to the Shareholders' Meeting;
- for **Addressees who are not Employees**, observance of the Code is a prerequisite for the continuation of the professional/collaborative relationship in existence with the CSI Group. Therefore, violation of the rules of the Code may **constitute a breach of contractual obligations**, with all the consequences of the law that follow, including with regard to the termination of the contract and/or assignment, and may lead to compensation for damages suffered by Sogemar or the companies of the CSI Group.

## 6.5 REPORTING VIOLATIONS OF THE CODE OF ETHICS

Reports of possible violations of this Code **may be communicated to Sogemar in anonymous or non-anonymous form on the basis of what is defined in the “Whistleblowing”** procedure.

The CSI Group is committed to protecting Whistleblowers from any form of retaliation or discrimination, ensuring their confidentiality, with the exception of legal obligations. In order to protect the CSI Group, those who submit reports created with malice or gross negligence that prove to be unfounded will be sanctioned.

The CSI Group undertakes to take charge of reports and their processing, and to provide feedback on the outcome of investigations to anyone who reports a violation of Group and individual Company procedures, the Code, or the 231 Model (where present), on the basis of what is established in the "Whistleblowing" procedure.