

EXCLAMA S.R.L. CODE OF CONDUCT FOR SUPPLIERS

INTRODUCTION:

With a solid background in the promotional market and a deep passion for innovation, Exclama is dedicated to the distribution and production of customised tech products and much more to meet its clients' corporate promotional needs. By collaborating with the industry's most influential brands, Exclama is committed to developing its own brands in order to offer a cutting-edge product catalogue.

The company stands out for its creativity, the synergy between its departments and its focus on sustainability.

The Supplier Code of Conduct sets out ethical principles and expected conduct, promoting shared responsibility and transparency throughout the supply chain.

Responsible conduct is fundamental to commercial success and the mutual reputation of Exclama S.r.l. and its partners.

TARGET AUDIENCE:

Knowledge of and compliance with the model pursuant to Legislative Decree 231/01 and the Supplier Code of Conduct are contractual obligations for suppliers.

Partners who breach these rules undermine the relationship of trust and will be subject to sanctions. Exclama S.r.l. is, in fact, seeking partners who share its philosophy and principles.

The company aims to establish relationships based on trust, respect and collaboration with Suppliers through bilateral dialogue.

REQUIREMENTS FOR SUPPLIERS:

1. LOYALTY, DILIGENCE AND GOOD FAITH

Adherence to loyalty, diligence and good faith is crucial to ensuring transparent and productive cooperation, promoting quality and integrity, and minimising legal and reputational risks.

These principles help to establish and maintain solid and successful business relationships.

All parties must act loyally and in good faith, honouring their contractual obligations and ensuring the required performance.

Exclama S.r.l. promotes business conduct that complies with the law, including within the corporate context of Suppliers, characterised by transparency and respect for the competent authorities.

1.1. IMPARTIALITY AND NON-DISCRIMINATION

Those subject to the Supplier Code of Conduct shall, in full compliance with the principle of good faith, act impartially in the conduct of their business, ensuring independence of judgement and the absence of any commercial or financial interest that might lead to biased behaviour, preferential treatment or unequal treatment.

In relations with all parties, any form of discrimination based on age, racial and ethnic origin, nationality, political opinions, religious beliefs, gender, sexual orientation and health status is prohibited.

12. DOCUMENTATION AND TRANSPARENCY OF ACTIVITIES

The activities of those subject to the Exclama S.r.l. Code must comply with applicable laws and be managed with integrity, transparency and traceability.

Transactions must be properly recorded and documented to allow for verification.

Exclama S.r.l. and its Suppliers must ensure that products are not harmful and provide complete and truthful information to enable consumers to make informed choices.

All commercial relationships must be based on honesty, transparency and good faith, avoiding anti-competitive behaviour.

It is prohibited to:

- make false statements;
- omitting information required by public authorities;
- to misrepresent facts;
- using public funds for other purposes;
- offering undue advantages to public officials in order to obtain services, funding or certifications.

13. CODE OF CONDUCT FOR SUPPLIERS: SELECTION AND BUSINESS RELATIONSHIPS

Compliance with the rules governing the selection and management of suppliers is essential to ensure that commercial relationships are secure, sustainable and efficient. This not only protects the company from risks and issues, but also helps to build a network of suppliers that supports the company's objectives and promotes good business practices.

Exclama S.r.l. selects suppliers who comply with current legislation and the Code of Conduct, basing its selection on formalised procedures and objective assessments of quality, price and the ability to supply the necessary products in a timely manner.

Suppliers are not favoured for personal reasons or other benefits unrelated to the company's interests.

Suppliers must:

- avoid dealings with parties involved in illegal activities;
- not have dealings with those who violate fundamental human rights;
- avoid transactions with companies that do not comply with health, safety and environmental standards.

Payments to Suppliers must comply with the contract, and payments must be made only to the contracting party and within the country of the contracting parties.

14. LEGALITY AND INTEGRITY IN RELATIONS WITH THE PUBLIC SECTOR

Exclama S.r.l. and its Suppliers shall avoid any conduct that may unduly influence public officials.

It is not permitted to offer employment or business opportunities to employees of the public sector.

Consultants engaged to handle relations with the public administration must comply with company guidelines and have no ties to it. The selection of consultants is based on professionalism and integrity, avoiding relationships with those who have ties of employment or kinship with public officials.

1.5. **PROTECTION OF FAIR TRADE AND PROPERTY RIGHTS**

Adhering to these standards of conduct not only prevents legal and reputational risks, but also supports a healthy and competitive business environment, promoting innovation and protecting the interests of all parties involved.

Exclama S.r.l. and its Suppliers guarantee fairness in commercial transactions, avoiding the sale of counterfeit or tampered products.

They ensure compliance with regulations, product quality and the prevention of fraud through rigorous checks on imports and exports.

It is prohibited to use products with altered or counterfeit information and to infringe upon trademark, patent and copyright rights.

Managers, partners, employees and contractors must not:

- publish copyright-protected works on the company website;
- photocopy or distribute protected texts;
- use protected texts, images or videos for promotional purposes;
- publicly screen copyrighted works without authorisation.

The logos and trademarks of Exclama S.r.l. must be used appropriately.

Suppliers must respect the industrial property rights relating to the materials and processes used by Exclama S.r.l.

1.6. **ETHICAL BUSINESS PRACTICES: INTEGRITY IN OPERATIONS AND PREVENTION OF MONEY LAUNDERING**

Compliance with ethical business practices and the prevention of money laundering is crucial for:

- maintaining our reputation;
- ensure regulatory compliance;
- promote social responsibility;
- improve competitiveness;
- ensure the company's financial and operational stability.

All operations and transactions must be authorised and recorded in accordance with the principles of fairness, honesty and impartiality.

Employees of Exclama S.r.l. are required to act with due diligence to ensure that activities are supported by the necessary authorisation procedures and documentary and/or electronic evidence.

The Company promotes proper conduct in business activities and prohibits any behaviour which, even with the involvement of third parties, may facilitate money laundering, the handling of stolen goods or the use of assets or benefits of illicit origin, both nationally and internationally.

1.7. **REJECTION OF ALL FORMS OF TERRORISM, SUBVERSION AND CRIMINAL ACTIVITY**

Exclama S.r.l. firmly condemns all forms of terrorism, activities aimed at subverting the democratic order, or criminal conduct.

Exclama S.r.l. and its partners undertake not to enter into any working or commercial relationship with parties involved in terrorist activities, activities aimed at subverting the democratic order or organised crime, nor to finance or facilitate any of their activities.

1.8. **CORRUPTION PREVENTION AND REGULATORY COMPLIANCE**

Adopting and adhering to strict standards of corruption prevention and regulatory compliance is not only a legal obligation, but also a strategy to ensure a company's long-term success and sustainability.

Exclama S.r.l. and its Suppliers are committed to preventing and combating all forms of corruption or deviation from sound corporate conduct.

In full compliance with the provisions introduced by Article 2635 of the Italian Civil Code, entitled "Corruption between private individuals", as referred to in Article 25-ter, letter s-bis, of Legislative Decree 231/01, any conduct aimed at undermining the integrity and transparency of commercial relations between companies is prohibited.

It is specifically prohibited to offer or promise money or other benefits to directors, general managers, managers responsible for preparing accounting and corporate documents, auditors and liquidators of another company, with the aim of inducing them to perform or omit acts in breach of the duties inherent in their office or their duties of loyalty, in order to obtain an advantage for the Company.

The legislation aims to combat forms of mismanagement and deviations from sound corporate conduct, thereby protecting the integrity of commercial relations.

1.9. **GIFTS AND BENEFITS**

Compliance with the requirements regarding gifts and benefits is crucial to ensuring that all decisions are based on objective criteria and not on personal incentives or favouritism.

The company firmly condemns any conduct involving the direct or indirect promise or offer of gifts or benefits to public officials and/or public service employees, whether Italian or foreign, or to their family members, where such actions may confer an undue or unlawful interest and/or advantage.

Acts of commercial courtesy, such as gifts or hospitality, are permitted provided they are duly authorised in advance, of modest value and not interpretable, by an impartial observer, as aimed at securing an advantage, even if not of a financial nature.

Exclama S.r.l. expects its Suppliers to take all necessary precautions to combat money laundering, handling stolen goods and the use of money, goods or benefits of illicit origin.

Suppliers must comply with Italian and EU anti-money laundering regulations and promptly report any suspected offences of this nature to the relevant authorities.

2. **CONFIDENTIALITY**

Companies in a business relationship with Exclama S.r.l. must ensure the protection of all company data and information. Recipients are therefore prohibited from disclosing such data and information to third parties, unless it is in the public domain or readily accessible to experts and operators in the sector.

It is also prohibited to disseminate false information about Exclama S.r.l., both within and outside the supplier's company.

2.1. **CODES OF CONDUCT TO PROTECT PUBLIC TRUST**

Compliance with the rules of conduct to protect public trust is essential not only for legal compliance and to avoid risks, but also to ensure transparency, strengthen reputation and foster lasting commercial cooperation based on ethical principles.

Managers, partners, employees and contractors of Exclama S.r.l.'s suppliers are prohibited from putting into circulation counterfeit or altered banknotes, coins, credit cards, revenue stamps and tax stamps.

This prohibition extends to anyone who, even incidentally, becomes aware of conduct detrimental to the company whilst carrying out their duties in connection with Exclama S.r.l.

Anyone making or receiving cash payments who has doubts about the authenticity of such payments must report this without delay to the relevant company bodies. These bodies will report the matter to the competent authorities and, if necessary, to the Supervisory Body.

Suppliers of Exclama S.r.l. are required to maintain an attitude of full cooperation with inspection and control bodies, refraining from obstructing in any way the functions of public supervisory authorities acting in accordance with their institutional duties.

3. IMPLEMENTATION AND MONITORING: ORGANISATIONAL AND MANAGEMENT MEASURES FOR COMPLIANCE AND PREVENTION

In compliance with current legislation and with the aim of ensuring efficiency, fairness, transparency and quality in the Company's activities, Exclama S.r.l. and its Suppliers adopt appropriate organisational and managerial measures to prevent unlawful conduct or conduct contrary to the rules set out in this Code by any person acting on behalf of the Company.

Partners shall implement and maintain organisational and management models that include appropriate measures to ensure that activities are carried out in accordance with the law and the provisions of this Code, and to identify and resolve risk situations promptly.

3.1. COMPLIANCE WITH THE CODE AND REPORTING

Compliance with this requirement is crucial to ensuring ethical, safe and compliant business operations; protecting the company's reputation; and maintaining relationships of trust and cooperation with Exclama S.r.l.

Exclama S.r.l. employees must report any breaches to the Supervisory Body:

- of laws;
- of regulations;
- of the Supplier Code of Conduct;
- internal procedures;
- accounting irregularities;
- requests for clarification regarding the appropriateness of conduct.

Reports are kept confidential by the Supervisory Body.

With the entry into force of the whistleblowing legislation (EU Directive 1937/2019 and Legislative Decree 24/2023), Exclama S.r.l. has entered into an agreement with an external company to manage reports via a dedicated web page, the email address Exclama@ethicpoint.eu and a freephone number 800 985

231. [Exclama – Ethic Point](#)

4. SUSTAINABLE DEVELOPMENT: COMMITMENT TO ENVIRONMENTAL AND SOCIAL SUSTAINABILITY

Complying with environmental and social sustainability requirements is crucial not only for ethical reasons, but also for practical and strategic reasons. It ensures that the supplier contributes to a sustainable future and operates in a manner aligned with the expectations of both customers and Exclama S.r.l.

Exclama S.r.l. is committed to promoting sustainability amongst its suppliers as well, who must focus on three main areas:

1. economic: reducing waste and errors, managing financial risks and improving internal communication.
2. social: creating healthy, inclusive and safe working environments, promoting the well-being and fairness of employees.
3. environmental: minimising environmental impact through responsible resource management, waste reduction, the selection of sustainable suppliers, and the promotion of eco-friendly transport options.

Suppliers must continuously monitor and improve their environmental performance.

Exclama S.r.l. and Suppliers must verify the technical and professional suitability of third parties managing internal activities and ensure compliance with safety and quality regulations.

A responsible plastics and packaging management policy must include material reduction, the use of recyclable materials, reuse, and collaboration with partners, supported by regular audits and transparent communication. Certifying the origin of raw materials and complying with environmental regulations is essential to ensuring sustainability and long-term success.

5. RESPECT, MANAGEMENT AND VALUING OF HUMAN RESOURCES

Exclama S.r.l. recognises that human resources are fundamental to its development and growth.

Human resources management is based on respect for the personality and professionalism of each individual, recognising everyone's contribution as a driver of the company's growth.

Therefore, Exclama S.r.l. expects its Suppliers to foster a working environment that, inspired by respect, fairness and collaboration, encourages the involvement and empowerment of partners, employees and collaborators, with a focus on the objectives to be achieved and the methods for pursuing them.

The selection, recruitment, remuneration and management of human resources must be based on criteria of merit and competence, in accordance with the applicable collective bargaining agreements and the reward system adopted, which is based on criteria of objectivity and reasonableness.

5.1. HUMAN RIGHTS AND EMPLOYMENT CONDITIONS

Compliance with human rights and working conditions requirements is not merely a regulatory obligation, but represents a commitment to responsible and sustainable business practices, which are essential for a supplier's long-term success and positive reputation.

Exclama S.r.l. is opposed to harassment and misconduct in the workplace and deals with breaches rigorously. It promotes a respectful and inclusive working environment, free from abuse and intimidation.

Furthermore, the company supports freedom of association and the right to collective bargaining, and expects Suppliers to respect these rights, allowing workers to join trade unions and negotiate their working conditions without fear of reprisal.

Exclama S.r.l. requires that all recruitment and employment be carried out through regular contracts that comply with the law. The company rejects and prohibits the use of child and forced labour, complying with international and national regulations, in line with the standards of the International Labour Organisation (ILO).

The standards of the International Labour Organisation (ILO) include conventions and recommendations to ensure decent working conditions and protect workers' rights. These standards cover:

- freedom of association;
- the right to collective bargaining;
- the abolition of forced and child labour;
- equal treatment and non-discrimination;
- decent working conditions;
- social protection;
- specific working conditions;
- the protection of vulnerable groups;

ILO conventions are recognised internationally as fundamental to fair and safe working conditions, and Member States are encouraged to ratify and implement them.

For further information on this subject, please visit the official website of the International Labour Organisation (ILO): www.ilo.org.

5.2. **OCCUPATIONAL SAFETY, ENVIRONMENTAL PROTECTION AND BEHAVIOUR WITHIN THE COMPANY**

Compliance with these standards not only ensures the well-being of workers and the protection of the environment, but also contributes to the sustainability and long-term success of the company and its business ecosystem.

Exclama S.r.l. requires that all supplies of personal protective equipment and safety devices comply with current certifications and regulations, including the obligations of Legislative Decree 81/2008.

Suppliers must ensure a safe working environment that complies with occupational health and safety laws.

Corporate safety responsibilities must be assigned to personnel qualified to manage and control risk. Behaviour that violates accident prevention and health protection regulations is prohibited.

Suppliers must:

- implement measures to reduce health and safety risks;
- comply with current regulations and promote staff training;
- monitor the implementation of safety procedures and inform external companies of their health and safety obligations;
- ensure compliance with working hours and rest periods.

Proactive measures must be developed to improve health and safety, and any issues must be reported promptly. Furthermore, environmental protection must be ensured by avoiding harmful activities and complying with environmental legislation.

The use of alcohol and drugs during company activities and smoking in the workplace are prohibited.

6. **VIOLATIONS AND SANCTIONS**

Compliance with the requirements set out in this Code of Conduct is essential for maintaining business relations with Exclama S.r.l.

In the event of a breach of the Code by a Supplier or other entities in the supply chain, including sub-suppliers and distributors, Exclama S.r.l. reserves the right to carry out a thorough assessment of the situation and take the necessary measures to protect its interests and ensure compliance with the Code.

Should a breach be identified, Exclama S.r.l. will send the Supplier a formal notice specifying the nature of the breach and the deadline by which the Supplier must remedy it.

Failure to resolve the breach within the specified timeframe will result in the consideration of all available options, including, but not limited to, the termination of the contractual relationship.

For minor breaches, Exclama S.r.l. is prepared to offer support and cooperation to resolve the issues identified. However, if such issues are not resolved and persist, they may negatively impact the Supplier's S-rating.

In the event of serious breaches, such as those relating to current legislation or liability issues social, health and safety of workers, and if the Supplier does not demonstrate a concrete commitment to resolving the issues, Exclama S.r.l. reserves the right to review and, if necessary, terminate the commercial relationship with the Supplier, in accordance with applicable regulations.

The final decision on whether to continue the business relationship may be revoked, with legal action being waived and alternative solutions adopted, if the business partner convincingly demonstrates that it has implemented effective corrective measures to prevent future breaches.

Exclama S.r.l. considers compliance with the requirements set out in this document to be crucial for its business relationships.

CONCLUSION:

We include these expectations in our Supplier Code of Conduct, in the knowledge that respect for these rights not only promotes social justice but also contributes to greater productivity and more harmonious working relationships.

Working with suppliers who share these values is essential for maintaining high standards of social responsibility and for achieving our shared goals of sustainable growth and collective well-being.