



C. Steinweg - Romani S.r.l.

FORWARDING AND WAREHOUSING COMPANY SPECIALISED IN SOFT COMMODITIES

Alessandria Branch: Strada Per Tortona, 19/A - 15068 Pozzolo Formigaro (AL) - Italy - Phone: +39-0143-31811
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CODE OF ETHICS

C. Steinweg - ROMANI S.R.L.

Update approved and adopted by resolution of the Board of Directors on 29 April 2026

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1. THE VALUE OF THE CODE OF ETHICS

This Code of Ethics is the document drawn up by C. Steinweg – ROMANI S.r.l., hereinafter referred to simply as ROMANI for brevity, to define the set of corporate ethical values that ROMANI recognises, accepts and upholds, and the set of responsibilities that ROMANI, its employees and its collaborators assume in their internal and external dealings.

2. APPLICATION OF THE CODE OF ETHICS

Compliance with the provisions of the Code of Ethics by all those working for ROMANI is of fundamental importance to the smooth running, reliability and reputation of the Company – factors that are essential to the company's success.

The provisions of the Code of Ethics apply to all ROMANI employees – at both Italian and overseas offices – without exception, to all those who enter into dealings with ROMANI, to the corporate bodies, to contractors, consultants and to anyone acting in the name and on behalf of the company.

Those to whom the Code of Ethics applies are required to familiarise themselves with its contents, to contribute to its implementation and, within the scope of their responsibilities, to report any shortcomings or breaches.

ROMANI is committed to facilitating and promoting awareness of the Code of Ethics amongst employees and all those working for the Company, monitoring compliance and putting in place appropriate information and control mechanisms.

3. MISSION

ROMANI's corporate purpose is:

- the management, including under concession, of warehouses, port *terminals*, sorting centres and storage facilities for non-ferrous metals and other goods, both domestically and internationally;
- the associated ancillary handling operations;
- the operation of port facilities for the unloading, loading, custody and storage of goods;
- the containerisation and decontainerisation of goods;
- related, similar and ancillary operations pertaining to the movement and transit of goods in general, such as customs procedures, national and international freight forwarding and transport, and maritime chartering.





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Adherence to high standards of quality, environmental protection and the promotion of the economic and social development of the region in which it operates are values consistently pursued and form an integral part of ROMANI's mission.

ROMANI aims to establish and consolidate its role of national and international significance within the sector in which it operates and within the corporate group to which it belongs.

ROMANI pursues these objectives through an effective and flexible organisation of managerial and technical expertise, which it constantly seeks to develop and enhance.

4. COMMITMENT TO SUSTAINABILITY

ROMANI is committed to actively contributing to the promotion of sustainable development within the communities and the environment in which it operates and is present.

All activities are planned and carried out with an awareness of the social responsibility that ROMANI has towards its employees, shareholders, customers, suppliers, communities, commercial and financial partners, institutions, trade associations and trade union representatives.

Therefore, ROMANI is committed to promoting awareness of these values and principles both within and outside the Company and to establishing appropriate control procedures.

5. INTENDED AUDIENCE AND PURPOSE

The provisions of the Code of Ethics apply without exception to ROMANI's directors and employees and to all those working towards the achievement of ROMANI's objectives.

ROMANI's management is required to adhere to the provisions of the Code of Ethics when proposing and implementing projects, initiatives and investments designed to enhance the company's financial, operational and technological assets, shareholder satisfaction, and the economic and social well-being of employees and business partners.

Members of the Board of Directors are guided by the principles of the Code of Ethics when setting corporate objectives.

It is primarily the responsibility of directors and managers to put the values and principles contained in the Code of Ethics into practice, assuming responsibility both internally and externally, and thereby strengthening trust, cohesion and the spirit of the Company.

ROMANI employees must ensure that their actions and conduct comply with the principles and commitments set out in the Code of Ethics.





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All conduct of ROMANI employees in the course of their work must be guided by the highest standards of integrity in management, the completeness and transparency of information, formal and substantive legality, and the clarity and accuracy of accounting records.

All business activities must be carried out with commitment and professional rigour.

Every employee must make a professional contribution commensurate with their assigned responsibilities and duties, acting in such a way as to safeguard ROMANI's reputation.

Relationships between employees, at all levels, must be characterised by standards and conduct based on integrity, cooperation, loyalty and mutual respect.

6. ROMANI'S COMMITMENTS

ROMANI's commitments are listed below:

- ensuring the widest possible dissemination and understanding of the Code of Ethics;
- to keep the contents of the Code constantly up to date;
- to interpret and implement the provisions of the Code of Ethics;
- investigating any reports of breaches of the Code of Ethics;
- to assess the facts and apply appropriate sanctions in the event of a breach of the Code of Ethics;
- the protection of recipients' *privacy* in accordance with current legislation, with a view to preventing the disclosure or dissemination of personal data without the data subject's consent. The collection, processing and storage of information and personal data relating to staff and other individuals held by ROMANI are carried out in accordance with the procedures adopted to ensure that unauthorised parties cannot gain access to such information;
- a management system compliant with the provisions of current legislation. In order to ensure the necessary consistency between conduct and strategies, ROMANI has established a system of internal rules that constitutes a management model based on the allocation of responsibilities and a balanced relationship between operations and control;
- to maintain a corporate culture of collaboration and trust, and of mutual respect for the dignity, honour and reputation of every individual;
- to prevent employees from being subjected to unlawful pressure or distress in the workplace, by taking action to prevent abusive, defamatory, discriminatory and/or racist behaviour;
- to prevent and address any form of harassment in the workplace – including, but not limited to: a working environment that is intimidating, hostile or isolating towards individual employees or groups of employees;





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- to prevent any behaviour likely to infringe upon the dignity and personal and sexual freedom of workers.

7. ORGANISATIONAL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001

ROMANI has adopted the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 and has appointed the Supervisory Body.

This Model provides shareholders with a further guarantee of compliance with current legislation and the possibility of exempting the company from liability in the event of offences committed by directors, managers or employees in the interests or for the benefit of the company itself.

The Code of Ethics sets out guidelines and principles of conduct, compliance with which helps, amongst other things, to prevent the risk of offences referred to in Legislative Decree 231/2001 being committed in the course of the specific activities carried out by ROMANI.

8. FUNDAMENTAL PRINCIPLES AND RULES OF CONDUCT

Set out below are the fundamental principles on which ROMANI bases its operational strategy and the standards of conduct it observes:

- **responsibility and compliance with the law:** ROMANI regards compliance with the laws and regulations in force in Italy, in the countries where its overseas offices are located and, more generally, in those countries in which it operates, as an essential ethical value. ROMANI is also committed to complying with EU and international legislation, with particular reference to the restrictive measures issued by the European Union. Every action must avoid the risk of involvement in criminal offences relating to the violation of international embargoes or sanctions.
- **Fairness and impartiality:** these principles entail respect for the rights of those involved in ROMANI's activities; the company rejects any discrimination based on gender, nationality, religion, personal or political opinions, age, health or the financial circumstances of its stakeholders.
- **Honesty, integrity and transparency:** those bound by the Code of Ethics must be aware of ROMANI's ethical principles and must not pursue personal or corporate gain in breach of the law or the Code of Ethics. ROMANI condemns any act of violence or threat aimed at obtaining conduct contrary to the Code of Ethics and, more generally, to the law. Furthermore, ROMANI requires that all information, whether internal to the company and/or external, be accurate, complete and truthful: every transaction must be recorded, authorised, verifiable, legitimate, consistent and appropriate so that the decision-making process and the conduct of the transaction can be verified; transparency





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must guide every transaction, ensuring full traceability of financial flows and assets, in order to prevent the circumvention of European regulations and the use of triangular arrangements or intermediaries to conceal the identity of counterparties.

- **relations with international operators:** ROMANI ensures that its dealings with parties operating at an international level comply with applicable laws and undertakes to take the necessary precautions to verify, to the best of its ability, the legitimate origin of the capital and funds used in dealings with ROMANI: in particular, the Company deals exclusively with partners who pass *due diligence* checks relating to EU restrictive lists (*Asset Freeze*) and does not maintain relations with operators resident in countries subject to sanctions without the necessary authorisations from the competent authorities.
- **Protection of individual freedom:** ROMANI rejects and condemns all forms of violence that restrict personal freedom, as well as all forms of prostitution and/or child pornography.
- **Customer satisfaction:** ROMANI provides services characterised by high quality standards at competitive prices, with offerings designed to meet the expressed and unexpressed needs and expectations of all stakeholders.
- **Environmental protection:** ROMANI is committed to managing its processes in accordance with environmental protection and efficiency criteria through the identification, management and control of its environmental aspects, as well as through the rational use of energy resources and the minimisation of emissions, in accordance with a development model compatible with the local area and the environment, whilst also focusing on the development of so-called renewable energy sources.

ROMANI's policy is implemented in accordance with the following principles:

- ensuring compliance with environmental legislation (national, regional or local), internal regulations and all requirements arising from contractual agreements and protocols entered into with third parties;
- to publicise the environmental policy externally and communicate its environmental aspects and impacts through the establishment of appropriate associated indicators;
- to promote sustainable development through activities aimed at preventing pollution, reducing consumption, recycling/reusing raw materials and energy, and reducing the production of '' and the hazardous nature of waste, using specific technologies and appropriate environmental standards;
- to promote involvement and awareness within the Company, in order to raise staff awareness of environmental issues;





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- to ensure that all company activities are geared towards the continuous improvement of its performance;
- constantly monitor developments in European environmental legislation to prevent new types of environmental offences;
- extend environmental responsibility throughout the entire supply chain, verifying that partners comply with EU environmental standards;
- **Health and safety at work:** ROMANI regards the allocation of human, professional, organisational, technological and financial resources to safety as a productive investment.
 - ROMANI considers the protection of workers' health and safety to be of paramount importance, setting itself the objective not only of complying with the requirements of the relevant regulations, but also of taking action aimed at the continuous improvement of working conditions.
 - It also believes that the prevention programme cannot succeed without the committed and informed participation of all staff across the organisation. It is therefore essential to continuously and effectively promote a culture of safety at all levels.
 - In light of this, ROMANI promotes the integration of health and safety into all company activities and fosters a sense of responsibility amongst staff, who, in accordance with their individual skills and duties, must take the necessary actions, aware of the importance of their role and their responsibility.
 - ROMANI believes that every line manager has a responsibility to assess the risks to workers' health and safety and to take action aimed at eliminating such risks or, where this is not possible, minimising them.
 - ROMANI also considers that those 'working on the ground' are best placed to identify issues relating to staff health and safety and can contribute to the investigation, identification and removal of the causes, and that risk analysis helps to enhance safety training.
 - Therefore, ROMANI is committed to operating:
 - taking into account technological developments;
 - by planning preventive measures, providing appropriate instructions to workers and organising regular training sessions;
- **Value of human resources:** ROMANI recognises human resources as a fundamental factor in the company's development and is committed to safeguarding professional growth and development in compliance with current legislation, particularly regarding the physical and moral integrity of employees. It also undertakes to respect the principles of equality and equal opportunities in staff





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selection and recruitment processes, to refrain from any form of favouritism, patronage or nepotism, and to employ staff solely on the basis of regular employment contracts.

ROMANI encourages all its staff to listen to and express different views, and to be proactive and willing to seize the opportunities that arise, in order to tackle the challenges of the liberalised market with a focus on efficiency and competitiveness.

- **Efficiency in carrying out the company's activities:** ROMANI conducts its business thanks both to the proven expertise of its staff and to the use of state-of-the-art technology.

The analysis of the needs and feedback of all parties with whom the Company operates in general, and of customers in particular – with specific reference to the various sales channels in which they operate – is considered a valuable benchmark for optimising its production processes.

- **Quality of goods supplied:** ROMANI, whilst ensuring the cost-effectiveness and quality of the products sourced, selects its suppliers on the basis of commercial integrity and market reputation, in accordance with the required quality standards.

The process of onboarding new suppliers and managing existing ones is based on a specific analysis centred on criteria of transparency, mutual benefit and, in any case, the pursuit of the best possible service to meet customer needs; the quality of goods includes a guarantee of their lawful origin. ROMANI rejects supplies that breach dual-use regulations or that originate from conflict zones in breach of EU regulations.

- **Combating corruption:** ROMANI condemns corruption and rejects any act of a corrupt nature towards public officials or public service employees. The fight against corruption extends to practices aimed at obtaining authorisations that derogate from EU sanctions regimes. All dealings with national or European public authorities must be conducted with the utmost rigour, avoiding any pressure aimed at circumventing *compliance* checks.

- **Relations with the Public Administration:** ROMANI pursues the objectives of integrity and fairness in its dealings with public institutions as well, ensuring the utmost clarity in harmony with the need for organisational and managerial autonomy typical of a business operator. To this end, ROMANI ensures that dealings with representatives of the Public Administration are conducted by persons appointed for that purpose and, should ROMANI engage a third party to represent it in dealings with public institutions, that third party will be required to comply with ROMANI's guidelines and, in any event, must not have any conflicts of interest with ROMANI. It is prohibited to promise, pay or offer, directly or indirectly, in various forms, any form of assistance or contribution (e.g. sponsorships, appointments, consultancy services, advertising), payments or material benefits (sums of money or





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goods) of any amount or value to public officials or civil servants, with the aim of influencing or compensating for an act performed in the course of their official duties, or to promote or favour ROMANI's interests, even where such conduct is intended to circumvent EU restrictive measures or sanctions. Gifts and acts of commercial courtesy or hospitality are permitted only if they are of modest value and, in any event, such that they do not compromise the reputation of either party; they must always be duly authorised by the relevant company department and properly documented.

- **Privacy:** ROMANI recognises the protection of privacy and compliance with relevant legislation as a core value.

9. MANAGEMENT OF CORPORATE RELATIONS AND STAKEHOLDERS

9.1 Internal Relations

All ROMANI staff are required to:

- familiarise themselves with the contents of the Code of Ethics and contact their line managers or the Supervisory Body pursuant to Legislative Decree 231/01 to seek clarification, where necessary, regarding the application of the Code of Ethics;
- report to their superiors or to the internal departments designated for this purpose, including the Supervisory Body referred to in Legislative Decree 231/01, any possible breach of the provisions of the Code of Ethics or any request to breach it that has been made to them;
- cooperate with the internal departments designated for this purpose, including the Supervisory Body referred to in Legislative Decree 231/01, to investigate possible breaches of the provisions of the Code of Ethics;
- refrain from conduct contrary to these provisions;
- take the immediate and essential corrective measures required by the emergency situation, within the limits of their capabilities;
- refuse gifts, remuneration or benefits, favours or services of any kind from customers or other parties with whom the company has a business relationship, with a view to favouring in any way suppliers of goods or services of any kind, or to propose or influence the recruitment, transfer or promotion of employees;
- not to use the company's human resources or assets, nor to use or disclose confidential information, for purposes or interests other than those of the company;





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- not to make statements or provide information relating to ROMANI, unless they are designated to do so, or are generally or specifically authorised to do so, or are required to do so by a public authority;
- not to conduct business, on their own behalf or on behalf of third parties, in competition with ROMANI, nor otherwise engage in conduct that gives rise to a conflict of interest, whether actual or potential, in relation to the employer or its shareholders, limited to the scope of the company's objects; by way of example, the following situations give rise to conflicts of interest:
 - economic and financial interests of the employee and/or their family, or of acquaintances, in the activities of suppliers, customers and competitors;
 - the use of one's position within the company or of information acquired in the course of one's work in such a way as to create a conflict between one's personal interests and the company's interests;
 - carrying out work of any kind for customers, suppliers or competitors;
 - accepting money, favours or benefits from persons or third parties who are, or intend to enter into, business relations with ROMANI.

Every employee is required to strictly comply with company procedures designed to ensure compliance with European Union restrictive measures. It is strictly forbidden to engage in any conduct, even if only through negligence, that could facilitate breaches of international sanctions or cross-border environmental offences. ROMANI promotes a culture of whistleblowing for any suspicious activity that may constitute a breach of EU regulations, guaranteeing the utmost confidentiality and protection against retaliation.

ROMANI requires every employee to contribute personally to maintaining a working environment that respects the sensitivities of others. The following will therefore be considered a deliberate acceptance of the risk of compromising such environmental characteristics, during the course of work and in the workplace:

- working whilst under the influence of alcohol and/or drugs and/or substances with similar effects, with a blood alcohol or drug level exceeding 0.00 per cent, regardless of any legal thresholds for non-punishment of such consumption as laid down by law, decrees and regulations;
- consuming or supplying, for any reason whatsoever, alcohol and/or drugs and/or substances with similar effects whilst on duty.

Chronic addiction to substances of this nature, where it affects the workplace, shall – for contractual purposes – be treated in the same way as the cases set out above.

ROMANI undertakes to promote the social measures provided for in this regard by collective bargaining agreements.





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ROMANI undertakes to ensure the participation of corporate bodies in shareholders' meetings by informing them in a timely manner of the agenda, and to exercise the utmost transparency in corporate communications and personal dealings.

Corporate bodies must comply with the provisions of the Code of Ethics, and ROMANI requires them, in particular, to:

- awareness of one's own role;
- informed and ongoing participation;
- maintaining conduct characterised by integrity, loyalty and responsibility towards the company, whilst remaining independent of public institutions and private entities;
- disclosing any conflicts of interest or incompatibilities of positions and/or roles, whether external or internal to ROMANI;
- submitting an annual report on the implementation of the provisions of the Code of Ethics.

9.2 Relations with customers

ROMANI bases its relations with customers on the principles of legality and transparency.

All employees are required to treat customers with respect and courtesy at all times, regardless of the customers' attitude towards them, to answer their queries, to assist them in exercising their rights and fulfilling their obligations, meeting their needs and expectations and anticipating their future needs, without any reticence, and to report any matters deemed appropriate in accordance with the Reporting Procedure.

In their dealings with customers, ROMANI employees are obliged to:

- comply with internal procedures for managing customer relations;
- provide high-quality services efficiently, contributing to continuous improvement;
- provide accurate, comprehensive and truthful information.

It is prohibited to promise, make or offer, directly or indirectly, in various forms, contributions or gifts (e.g. sponsorships, assignments, consultancy, advertising), payments or material benefits (sums of money or goods) of any amount or value to customers, in order to promote or favour ROMANI's interests. Gifts and acts of commercial courtesy or hospitality are permitted only if of modest value and, in any case, such as not to compromise the reputation of either party; they must always be duly authorised by the relevant company department and properly documented.

Any employee who receives explicit or implicit requests for benefits must immediately suspend all business dealings with the requester and report the matter in accordance with the Reporting Procedure.





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ROMANI refuses to engage in any transactions with entities included on the EU sanctions lists (*Asset Freeze*). Prior to any supply, ROMANI verifies the customer's true identity and the final destination of the goods or services, in order to prevent triangular transactions aimed at circumventing international sanctions. No business relations will be entered into with customers who refuse to provide the information necessary for the due diligence required by European regulations.

9.3 Relations with suppliers, external collaborators and consultants

It is ROMANI's primary interest that all those who enter into business relationships with the Company conduct their activities in accordance with the principles and values set out in the Code of Ethics.

ROMANI therefore includes in its contracts with suppliers, external collaborators and consultants a termination clause in the event of serious or repeated breaches of the principles set out in the Code of Ethics or the commission of an offence under Legislative Decree 231/01, as amended. Any breach of these rules, or inclusion on an international *blacklist*, shall constitute grounds for the immediate termination of the contractual relationship.

In their dealings with suppliers, ROMANI employees are obliged to:

- comply with internal procedures for the selection and management of relationships with suppliers;
- adopt objective, clearly stated and transparent selection criteria;
- secure the cooperation of suppliers to meet customer needs and consistently ensure the provision of high-quality services;
- use, to the greatest extent possible and in compliance with applicable laws, products and services offered by the Group's companies on competitive terms;
- strictly comply with the terms set out in contracts, maintaining relationships with suppliers in accordance with sound commercial practice;
- report any issues arising with suppliers, so that the consequences for ROMANI's supplier qualification system can be assessed.

9.4 Relations with political and trade union organisations

ROMANI does not make any contributions, whether direct or indirect and in any form whatsoever, to political and trade union parties, movements, committees and organisations, or to their representatives and candidates, except where required by law.

10. CONFIDENTIALITY





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Every ROMANI employee must ensure the necessary confidentiality regarding any news and information obtained in the course of their duties.

Confidential information relating to ROMANI's sphere of activity, if made public, could be detrimental to the Company or constitute inside information within the meaning of Article 181 of the Consolidated Law on Finance and Article 66 of Consob Resolution No. 11971 of 14 May 1999 ("inside information").

'Inside information' is defined as any specific information which has not been made public and which relates, directly or indirectly, to one or more issuers of financial instruments or to one or more financial instruments, and which, if made public, could have a significant effect on the prices of such financial instruments for ROMANI.

In accordance with the "Regulations for the Management and External Disclosure of Confidential and/or Inside Information", should a ROMANI employee be in possession of confidential information which they consider to fall within the definition of inside information, they must continue to keep such information confidential and promptly inform ROMANI's body responsible for financial disclosure, so that disclosure to the public takes place in compliance with the provisions of the law.

11. EXTERNAL COMMUNICATION

External communications must be truthful, clear and transparent.

Relations with the *media* are the sole responsibility of the company departments and personnel designated for this purpose.

ROMANI employees may not provide information to representatives of *the media* nor undertake to provide such information without the authorisation of the General Management.

ROMANI employees must not offer payments, gifts or other benefits intended to influence the professional activities of *the media*.

ROMANI employees called upon to provide external information regarding the company's objectives, activities and results – whether through participation in public events, conferences, congresses or seminars, or through the drafting of articles, essays and publications in general – are required to obtain authorisation from the senior management of their respective organisational unit regarding the texts, reports prepared and communication strategies, and to agree and verify the content with the relevant company department.

12. ACCOUNTING AND INTERNAL CONTROLS

In order to ensure the reliability of the administrative and accounting system and the accurate representation of ROMANI's economic, equity and financial position in internal documents, financial statements and other





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corporate communications, as well as in information provided to investors, the public or the Supervisory Authorities, accounting records must be transparent and based on truthful, accurate and complete information.

All ROMANI employees are required to cooperate to ensure that operational data is recorded correctly and promptly in the accounts.

Every accounting entry must accurately reflect the information contained in the supporting documentation.

Any ROMANI employee who becomes aware of omissions, falsifications or negligence in accounting records or supporting documentation must report this immediately in accordance with the Reporting Procedure.

ROMANI recognises the value of an adequate system of internal controls for the contribution they make to improving the company's efficiency.

Internal controls refer to all the tools designed to guide, manage and verify business activities, to ensure compliance with laws and company procedures, to further the company's interests, and to provide accurate and complete accounting and financial data.

All ROMANI employees are responsible, within the scope of their duties, for establishing and ensuring the proper functioning of the company's control system.

No employee may misuse ROMANI's assets and resources or allow others to do so.

Auditors have unrestricted access to data, documentation and information necessary for carrying out their control and audit activities.

13. STRUCTURES FOR REFERENCE, IMPLEMENTATION AND MONITORING, AND REPORTING OF BREACHES

The role of 'Code of Ethics Guardian' is carried out by all heads of departments, whose task is to:

- promoting awareness of the contents of the Code of Ethics;
- ensuring the dissemination and constant updating of the Code's contents;
- ensuring the interpretation and implementation of the provisions of the Code of Ethics;
- establish criteria and procedures to reduce the risk of breaches of the Code of Ethics;
- promote and monitor awareness of and compliance with the Code of Ethics both within and outside the company;
- to ensure that all reports of breaches of the Code of Ethics are investigated, the facts assessed and, in the event of a breach of the Code of Ethics, appropriate sanctions applied;
- in accordance with the provisions of Article 6, paragraph 2-bis of Legislative Decree 231/01, those subject to the Code of Ethics may report any breaches or irregularities of the Code of Ethics in





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accordance with *the Whistleblowing Policy* and the *Code of Conduct* adopted by the C. Stweinweg Group, as well as the General Part of the Model adopted by ROMANI;

- ROMANI guarantees that the data provided by the whistleblower to report the alleged unlawful conduct – of which they have become aware by virtue of their employment relationship with the company – will be processed for the purpose of carrying out the necessary investigations to verify the validity of the matter reported and to take the appropriate measures. ROMANI prohibits any acts of retaliation or discrimination, whether direct or indirect, against the whistleblower on grounds related to the report – reference is made to the provisions of the General Part of the Model adopted by ROMANI.

14. CONTRACTUAL VALUE OF THE CODE OF ETHICS

Compliance with the provisions of the Code of Ethics is an essential part of the contractual obligations of ROMANI's employees pursuant to and for the purposes set out in Articles 2104 and 2106 of the Civil Code (see footnote 1 below).

A breach of the provisions of the Code of Ethics constitutes a breach of the contractual obligations arising from the employment relationship and may result in the imposition of disciplinary sanctions in accordance with the provisions of the law, the National Collective Labour Agreement (CCNL) and the disciplinary code referred to in the Model, including with regard to the continuation of the employment relationship, and may give rise to a claim for compensation for damages arising therefrom.

Compliance with the Code of Ethics is also required of:

- directors, who, in the event of non-compliance, are liable under Article 2392 of the Civil Code;
- all third parties with whom the Company has contractual relationships, on pain of termination of the contract in question.

This is without prejudice to the Company's right to claim compensation for all damages caused to it as a result of the aforementioned breach.

The application of the sanctions system is independent of the outcome of any criminal proceedings that may be initiated by the judicial authorities should the conduct in question constitute a criminal offence.

Note 1

"Art. 2104 – Diligence of the employee – The employee must exercise the diligence required by the nature of the work to be performed, the interests of the undertaking and those of national production. They must also comply with the instructions regarding the performance and organisation of work issued by the employer and by the employer's staff to whom they are hierarchically subordinate".

"Art. 2106 – Disciplinary sanctions – Failure to comply with the provisions contained in the two preceding articles may give rise to the imposition of disciplinary sanctions, depending on the seriousness of the breach."





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“Art. 2392 – Liability towards the company – Directors must fulfil the duties imposed on them by law and the articles of association with the diligence required by the nature of their office and their specific expertise. They are jointly and severally liable to the company for any damage arising from a breach of such duties, unless the matter falls within the remit of the executive committee or involves functions specifically assigned to one or more directors. In any event, subject to the provisions of the third paragraph of Article 2381, directors are jointly and severally liable if, being aware of prejudicial facts, they have not done everything in their power to prevent such acts from taking place or to eliminate or mitigate their harmful consequences. Liability for the acts or omissions of directors does not extend to any director who, being free from fault, has had their dissent recorded without delay in the board’s minutes and resolutions, and has immediately notified the chairman of the board of statutory auditors in writing.”



Società a responsabilità limitata soggetta a direzione e coordinamento ex art. 2497 C.C. di
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