

# **Code of Ethics**

## **and**

# **Corporate Responsibility**

### **Introduction**

The Code of Ethics sets out the principles of corporate ethics and the rules of conduct aimed at preventing the commission of offences and, more generally, behaviour contrary to the values that the company seeks to promote.

The Code of Ethics is an essential and integral part of the organisational model adopted pursuant to Italian Legislative Decree no. 231/2001 (hereinafter, for brevity, “the Decree”) and integrates legislative and statutory provisions, as well as work orders and internal rules issued separately in certain relevant sectors.

### **Scope of application**

This Code of Ethics applies to VOG - *Consorzio delle Cooperative Ortofrutticole dell’Alto Adige, soc. agr. Coop.* - Consortium of South Tyrolean Fruit Growers’ Cooperatives, and is binding for its employees, irrespective of their employment contract and position.

The Code of Ethics is also binding for all individuals and legal entities that come into contact or have relations with VOG - Consortium of South Tyrolean Fruit Growers’ Cooperatives, irrespective of the type of relationship and its title.

Directors are required to comply with the principles of the Code of Ethics when setting out the goals of VOG - Consortium of South Tyrolean Fruit Growers’ Cooperatives, when proposing investments and implementing projects, as well as in any decision or action relating to management.

Managers, when implementing management activities, should also be guided by the same principles, both in their internal relations with employees and with third parties who come into contact with the Cooperative.

All the above individuals and companies are hereinafter referred to as “Interested Parties”.

### **Ethical values**

Below are the fundamental ethical values recognised by VOG - Consortium of South Tyrolean Fruit Growers’ Cooperatives, designed to ensure the Cooperative’s smooth operation and to maintain its reliability and reputation.

### **Compliance with current regulations**

In carrying out its activities and in business relations, all applicable regulations, the Code of Ethics, defined internal procedures and processes, work orders and other prescribed regulations must be carefully observed.

Compliance with regulations must always prevail over any conflicting instructions received from a superior.

Under no circumstances does pursuing the interests of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives justify actions that do not comply with honest and legal conduct.

It is therefore unequivocally stated that the violation of regulatory provisions is not in the Cooperative's interest nor is it a suitable means of gaining advantage or pursuing its interests.

### **Non-discrimination**

VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives avoids any form of discrimination on the basis of sex, race, origin, language, religion, political views, membership of political parties or trade unions, health, age, etc., in accordance with current legislation.

All forms of violence or harassment, in particular bullying and sexual harassment, are also prohibited.

### **Fairness and conflicts of interest**

Subject to current regulations, the Interested Parties must operate with the utmost fairness and avoid all situations in which they might find themselves, even potentially, in conflict of interest with VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives.

### **Information confidentiality**

The Cooperative ensures confidentiality regarding information in its possession and refrains from handling confidential data, except in the case of express and conscious authorisation by the Interested Party, in compliance with current legal regulations governing data protection. In this regard VOG, in compliance with current legislation, has adopted and introduced procedures and standards that guarantee maximum protection of the data and information in its possession. Employees are also constantly educated about this issue and its importance.

Interested Parties are required not to handle and disclose any confidential information, received in the course of their work, for purposes unrelated to the performance of their professional duties.

### **Relations with supervisory bodies**

Relations with supervisory bodies (board of auditors, audit bodies, Supervisory Board) are guided by the principles of transparency, completeness and fairness.

No information may be withheld or misrepresented which, according to current legislation, must be communicated to supervisory bodies, or which is necessary or useful for optimal performance of their duties.

### **Relations with members**

All the activities and services of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives are directly or indirectly aimed at strengthening the performance and development of its members.

The main objective is to create and increase benefits for members.

### **Employees**

The employees of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives are an indispensable component of its success. For this reason and in compliance with labour regulations, the Cooperative protects and promotes the physical and moral well-being of its employees in order to foster and increase their satisfaction and expertise.

The Cooperative guarantees appropriate, safe and healthy working conditions and protects full and unconditional respect for human rights.

To this end, requests or threats intended to induce employees to act in violation of the law or the Code of Ethics or to adopt behaviour that runs contrary to the personal beliefs of each individual are not tolerated.

### **Transparency and completeness of information**

Employees are required to provide complete, transparent, comprehensible and accurate information, taking into account the people involved, so that, in establishing relations with the Cooperative, the Interested Parties are able to make informed decisions. This is done by highlighting possible and foreseeable alternatives and consequences.

### **Quality of services**

The activities of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives are intended to satisfy its employees and customers, to protect them and to appreciate the community in which it operates. Its activities and services are therefore guided by the highest quality standards.

## **Responsibility towards the community**

The VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives is aware of its position and role, especially of the effects of its activities on the country's conditions, socio-economic development and well-being. Ensuring and increasing the social consensus of the community is fundamentally important.

## **Environmental protection**

VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives has always regarded the environment as a fundamental asset and has been committed to its protection.

To this end, decisions are planned in consideration of their effects on future generations with a view to striking a balance between economic initiatives and essential environmental needs.

## **Fair competition and compliance with antitrust laws**

The Cooperative conducts its operations in accordance with the principles of free, open and fair competition and the free market.

The Cooperative undertakes to respect the principles of transparency, honesty and fairness in commercial relations.

## **Principles of conduct**

### **Compliance with laws**

VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives regards compliance with provincial, regional, national and international laws as a binding and indispensable condition for its operations.

In carrying out their respective activities, Interested Parties must abide by the principles of legality, loyalty, fairness and transparency with regard to the purpose of preventing the offences referred to in the decree. They must therefore operate in full compliance with laws, statutory provisions and internally defined procedures and processes.

In no case may the pursuit of the Cooperative's interests justify conduct that breaches the aforementioned principles. To this end, it is unequivocally stated that the violation of regulatory provisions is not in the Cooperative's interest and does not constitute a suitable means of gaining an advantage or pursuing its interests.

## **Conflict of interest**

A conflict of interest arises in the event of potential interference between personal interests and the professional activity carried out. Interested Parties are required to avoid conflicts of interest as well as situations of potential conflict of interest or in any case to resolve them.

Conflicts of interest include, by way of example, but not limited to:

- the obvious or concealed joint interest of the employee as a supplier, customer and/or competitor;
- the abuse of an employee's position to pursue interests contrary to those of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives;
- the use of information acquired in the performance of an employee's work to his/her own advantage or to the advantage of third parties and in any case contrary to the interests of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives;
- the performance of any kind of work activities for the benefit of customers, suppliers, competitors and/or third parties contrary to the interests of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives.

Subject to legislative and contractual provisions, Interested Parties must avoid all situations that could lead to potential conflicts of interest. To this end, any potential interests that these parties may have, on their own behalf or on behalf of third parties, in any operation relating to VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives, must be disclosed. The Supervisory Board must be informed of any potential conflicts of interest. Obtaining personal benefits within the scope of work carried out must in any case be avoided and prevented.

Employees must also avoid even giving the impression that they wish to influence third parties in an improper manner or that their decisions have been influenced by improper factors.

## **Information and data confidentiality**

VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives protects the confidentiality of information and data, especially personal data, within the scope of its operations and ensures that it is also respected by its employees.

To this end, every employee must:

- only acquire and process data necessary and directly connected to his/her duties;
- store data in such a way that it is not accessible to unrelated third parties;
- disclose data according to the established procedures or with the prior authorisation of the person delegated to do so;
- determine the confidential nature of the information according to current procedures;

- ensure that there are no confidentiality obligations arising from relations of any kind with third parties.

VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives obliges third parties, to whom it intends to communicate confidential information, to respect specific confidentiality agreements.

VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives has issued work orders and measures to guarantee protection of personal data.

The confidential and internal data of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives are crucial for the company's success and development. These data, which include both verbal and written information of a financial, business and technical nature about the Cooperative, its members and partner clients, are secret, confidential and unknown to the public, and constitute the company's know-how.

Disclosure of such information and data is prohibited, unless provided for in specific regulatory provisions or contractual agreements.

Interested Parties are required to use the data with the utmost care, to store them securely, and not to discuss secret and confidential information in public places.

### **Financial reporting**

All transactions and operations carried out must be reflected in an adequate accounting record and it must be possible to verify the related decision-making process, related authorisations and performance of operations.

The principles of transparency, truthfulness, fairness, accuracy and completeness must be respected. All conducted transactions must be properly documented.

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

Employees are required to appropriately store and retain documentation entrusted to them and to archive it in an orderly manner and according to logical criteria, and in such a way that it can be easily found.

### **Money laundering**

It is forbidden for Interested Parties to carry out or be engaged in any way whatsoever in activities involving the laundering of income from criminal activities in any form or way, i.e. accepting or using assets that are or may be derived in any way from criminal activities.

Interested Parties must verify in advance available information, including financial information on commercial counterparties, in order to assess their integrity and the legitimacy of their operations, if necessary dissociating themselves from the business.

## **Insider trading**

Anyone in possession of non-public information about VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives, or about other legal entities and companies, must not use this information for their own benefit or for the benefit of third parties.

The following are examples of non-public information:

- annual or quarterly financial results that have not or not yet been published;
- financial forecasts;
- information on significant financial or commercial developments;
- information on possible upcoming mergers, joint ventures, etc.;
- information on newly developed products or innovations;

These prohibitions are valid until the publication of the aforementioned information.

## **Terrorism and financing of subversion**

With regard to the activities of its employees and external consultants, VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives prohibits:

- the promotion, establishment, organisation, management and financing, including indirectly, of associations aimed at setting up international organisations for the purpose of terrorism or at perpetrating acts of violence against people or property for the purpose of terrorism;
- the provision of any kind of support, shelter or hospitality, means of transport and/or communication tools to individuals participating in associations with terrorist purposes.

## **Employee protection**

Employees of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives make an important and fundamental contribution to achieving the Cooperative's objectives. They represent the Cooperative to the outside world, decisively contributing to its public image and perception.

To this end, VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives is committed to selecting its employees based on equal treatment, without discrimination and exclusively on the basis of objective criteria, and to developing and increasing their professional and social skills and abilities.

Area managers must ensure that these principles are applied and must set an example of how to behave for their colleagues.

VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives ensures that no acts of violence or coercion are committed, or any conduct or behaviour that violates the individual dignity and fundamental human rights enshrined in the United Nations Universal Declaration of Human Rights and the European Convention for the Protection of Human Rights and Fundamental Freedoms.

VOG has established appropriate procedures to monitor respect for the fundamental rights of employees and to prevent any violation, as well as suitable information channels to facilitate reporting of any violations, ensuring the confidentiality of the reporter's identity in order to protect him/her from retaliation, discrimination or any other negative consequences.

### **Safe working environment**

The Cooperative guarantees its employees a healthy and safe working environment in accordance with current occupational safety regulations.

Interested Parties must pay the utmost attention to the prevention of dangers to themselves and others in order to avoid accidents and personal injury.

Employees are required to carefully observe all current occupational safety regulations as well as internal regulations and work orders. They are also required to immediately inform the relevant bodies of possible sources of danger so that the hazard can be eliminated and/or mitigated in good time through the respective measures.

The goals are:

- to avoid and counter risks and hazards;
- to assess risks that cannot be avoided;
- to adapt working conditions, in particular with regard to identifying tasks and selecting work and production methods in order to avoid or reduce negative effects on the individual's health;
- observation of the degree of evolution of the technology;
- to replace dangerous things or goods with non-hazardous or less hazardous equivalents;
- to ensure that employees are adequately trained in this area;
- to plan prevention, evaluating technical factors, organisation methods and work conditions and the working environment;

Furthermore, VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives is committed to avoiding any negative impact on the environment and the communities in which it operates, promoting environmental sustainability in all its operations, while respecting the rights of future generations.



### **Protection of company assets**

Employees are responsible for the correct use and protection of company assets assigned to them. Such assets must only be used for their intended purpose.

Damage and theft of assets must be avoided.

Employees must use assets made available to them responsibly according to the limits and provisions established within the company.

### **Copyright**

VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives prohibits any behaviour with the purpose of reproducing, transmitting, disseminating or selling contrary to the provisions of copyright law.

The Interested Parties are required to safeguard the intellectual property of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives by only using it in the ways provided for by applicable laws and by preventing its use by third parties or its dissemination to third parties without the Cooperative's prior authorisation.

### **Misappropriation of property of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives**

It is forbidden to appropriate the assets of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives for personal use. It is also forbidden to charge personal expenses to the Cooperative, except as permitted by the existing Fringe Benefit regulations.

All the Cooperative's property and sensitive and confidential data, documents and information must be returned at the end of the employment contract.

### **Software of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives**

Unauthorized acquisition, copying and use of the software of the Cooperative or of third parties is not permitted. This software may only be used under the terms of the relevant licence agreement. Employees are required to use electronic systems in a responsible, professional, ethical and lawful manner.

To this end, work orders and internal guidelines must be observed and the instructions of the system administrator and other specialist staff must be followed.

It is forbidden, without prior authorisation from the relevant bodies, to introduce software from external or unauthorised sources, including software downloaded from the Internet. Licences can only be acquired from the relevant departments.

The Cooperative condemns all illicit behaviours regarding computer systems and in particular the use of computer networks for the use and exchange of pornographic, paedo-pornographic, racist, violent or discriminatory material.

### **Environmental protection**

VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives promotes compliance with environmental regulations. The Cooperative promotes the adoption of environmental sustainability behaviours and policies by its employees and contractual partners, while also promoting awareness of social and environmental issues.

### **Relations with authorities and public administrations**

Interested Parties who have relations, in the name and on behalf of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives, with authorities, public administrations, public officials, public service representatives and public employees must be guided by the principles of fairness, transparency, verifiability and legality, without in any way compromising the Cooperative's integrity or reputation.

The Cooperative condemns any form of corruption, extortion, misappropriation, fraud and embezzlement and adopts all the most appropriate measures to prevent and avoid the commission of such offences.

Interested Parties are not permitted to:

- offer or promise money, gifts or benefits of any kind that could be of interest or advantage to VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives;
- carry out acts that may induce public officials and those in charge of public services to violate current laws;
- prevent or obstruct the performance of inspection and surveillance measures by the public administration;
- adopt fraudulent, deceptive or unfair behaviour that may mislead the public administration, with the aim of attaining a particular behaviour.

Relations with the public administration and its employees must be managed in a fair and transparent manner.

### **Relations with political parties and trade unions**

VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives refrains from making direct or indirect contributions to political parties or political or trade union organisations, except those permitted by specific laws. It should be stressed in any case that the principles of transparency and accountability must be observed.

Relations with public institutions and social welfare initiatives are exclusively reserved for the roles and persons to whom they are delegated.

### **Media relations**

VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives recognises the fundamental role of the media in the dissemination of information. For this reason, relations with representatives of the various media must be guided by the principle of transparency.

In addition to the publication of the financial statements in compliance with the law, it is important for VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives to disseminate appropriate information about its activities and the activities of its members in order to provide the public with an overview of its activities and future developments. Information is provided through its own information channels or through dissemination of information to the media.

In view of the delicacy of this task, communication and dissemination of information relating to the work of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives is exclusively reserved for the relevant internal staff.

All Interested Parties are therefore forbidden to spread news concerning the Cooperative without prior explicit authorization. It is also forbidden to spread and publish false or misleading news.

### **Members and customers**

The main goal of VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives is to meet the needs and demands of its members and customers as effectively as possible, based on individual needs.

Relations with members, customers and partners are governed by specific contracts and agreements characterised by maximum clarity and comprehensibility.

Relations and negotiations with members, customers and partners are conducted with the utmost fairness and in compliance with current legislation. VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives monitors compliance with defined company policies, internal guidelines and directives and any agreements and framework contracts with members, customers and partners.

### **Suppliers**

Continuous market analysis and evaluations are carried out in the management of relations with current and potential suppliers. In selecting suppliers, the economic viability and cost-effectiveness of products, market position, technical capabilities and overall reliability of the suppliers are assessed on the basis of internal processes and procedures, as well as of company planning and in any case on the basis of objective criteria.

In particular, selection is based on the following criteria:

- financial stability;
- experience gained in the sector;
- proven reliability in previous business relationships;
- resources and technical skills;
- production capacity;
- adoption of company quality and product safety control systems;
- respect for human rights, in particular children's rights (e.g. exploitation of child labour).

Relations with suppliers are governed by specific contracts and agreements characterised by maximum clarity and comprehensibility.

### **External consultants, contractors and intermediaries**

Relations with external consultants, contractors, freelancers and intermediaries are guided by the principles of legality, fairness, loyalty and transparency and are governed by specific contracts and agreements characterised by maximum clarity and comprehensibility.

Selection is based on the criteria of integrity, reliability, competence, professional experience and cost-effectiveness.

## **Compliance with the Code of Ethics and Control thereof**

VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives adopts specific tools and procedures in order to implement the Code of Ethics and to ensure compliance thereof. To this end, the supervisory role is entrusted to a Supervisory Board set up on the basis of the decree.

The tasks and powers conferred to this Supervisory Board are specified in the organisation model or in a separate regulation that will be issued.

The Supervisory Board cannot be entrusted with operational and executive duties.

VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives stresses the importance of clear and efficient communication of the values and principles contained in this Code of Ethics. The Code of Ethics is brought to the attention of all Interested Parties by suitable means, e.g. by delivery of a copy, publication on the Internet or intranet, specific references in contracts and agreements to be stipulated, etc..

To ensure that the Code of Ethics, the organisational model and other relevant provisions are known and shared, staff with management duties, as well as other employees, are informed about the

introduction of the model and its amendments and additions. The documents are provided by e-mail, receipt and knowledge of which must be confirmed by the employee.

Information concerning violations or suspected violations of this Code of Ethics may be transmitted in writing, including by electronic means, to the Supervisory Board, which must analyse this information and, if necessary, contact the author and the person responsible for the alleged violation.

Unless otherwise required by law, the Supervisory Board ensures that the identity of both the reporter and the reported person remains confidential, in order to protect them from retaliation, discrimination or other negative consequences. Such behaviour will be subject to sanctions by the relevant departments.

## **Violations and sanctions**

Observance of the rules contained in the Code of Ethics must be considered an essential part of employees' contractual obligations and in general for all Interested Parties pursuant to articles 2104 and 2106 of the Italian Civil Code.

Violation of the rules of the Code of Ethics by employees may constitute a breach of the obligations undertaken in the employment contract or a disciplinary offence pursuant to the procedures set out in Article 7 of Italian Law 300/1970, with all legal consequences, including with regard to continuation of the employment relationship, and may also entail compensation for any damages resulting from the violation.

Contractual partners' violation or failure to share these values constitutes a serious breach of contract, with the consequences referred to in Article 1456 of the Italian Civil Code. The failing party shall be fully and exclusively liable for the consequences and any present and future damage.

VOG - Consortium of South Tyrolean Fruit Growers' Cooperatives is committed to providing and imposing, with consistency, impartiality and uniformity, sanctions proportionate to the respective violations of the Code of Ethics and in compliance with existing provisions regarding the regulation of employment contracts.

The Supervisory Board must be informed of all proceedings relating to violation of the Code of Ethics, disciplinary proceedings and any sanctions imposed or filed.

## **Application**

*At its meeting on 24 February 2014, the Board of Directors approved this Code of Ethics at the same time as the organisational model. The Code of Ethics was amended by the Board of Directors on 16 May 2018 and 26 August 2020.*