

Montalese S.p.A.

Code of Ethics



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INTRODUCTION

Montalese Spa (hereinafter also simply “Montalese”) operates and intends to operate increasingly on the basis of values such as honesty, transparency, social and environmental responsibility and innovation, making these its distinctive features.

The Company aims to share this choice with all those persons who, in various capacities, are linked by a collaborative relationship with the Company.

A fundamental tool for this process is this “Code of Ethics”, adopted with Resolution of the Administrative Body dated 16/12/2024, which is a “protective measure” that is added to other protocols and procedures, grouped in the “Organisational and Management Model”, whose provisions have been drafted in compliance with the Confindustria Guidelines for the construction of organisational, management and control models pursuant to Legislative Decree 231/2001 and whose guarantor is represented by the Supervisory Body.

1. COMPANY PRESENTATION

Founded in 1971 in Montale, the company has expanded over the years, moving from a local operator to an international distributor and then becoming the first retailer on the Italian market, with over 150 PerDormire single-brand stores.

The skills and technical knowledge, built up over decades of work, have guided Montalese in its development and innovation. The constant commitment to guaranteeing high-quality products is demonstrated through continuous research into the best materials and the design of production processes suitable to meet the highest standards of quality, hygiene and well-being.

The company, despite its now industrial size, is characterised by meticulous attention to quality, details and finishes.

These elements have allowed it to consolidate the PerDormire brand on the market, a leading brand in Italy for the premium bed system, which combines excellent sleep with a unique and refined design, increasingly consistent with the customer's needs.

It has invested heavily in the recognisability and identity of the brand; it has kept the Italian market at the centre of its value creation strategy, positioning itself in the medium-high range segment through the combined sale of the bed system, made with *Made in Italy* quality and with a unique and distinctive design and style.

It thus offers customers a top-quality rest experience to improve their mental-physical well-being using the largest direct distribution network nationally to ensure it constantly meets the customer's needs.

The Company, in line with the above, has also acquired the ISO 9001:2015 certification and has adopted the related Quality Management System, which allows it to continuously consolidate its growth and the value created.

In 2023, Montalese also implemented a change in its governance. The company also appointed a Board of Directors with independent directors, adopted a functional organisation, introduced the figure of the General Manager, appointed Employer, and

defined the Safety Organisation Chart including managers and supervisors.

The Board of Directors has adopted, pursuant to Legislative Decree no. 231/2001, its own “Organisation, Management and Control Model” aimed at preventing the committing of certain crimes, indicated by the legislation itself such as, for example, corporate crimes envisaged by the Italian Civil Code, crimes of manslaughter and serious or very serious negligent injury, committed in breach of accident prevention regulations and of those relating to the protection of hygiene and health at work, environmental crimes and tax crimes.

With the same resolution, the Supervisory Body was also established, pursuant to art. 6, paragraph 1, letter b) of Legislative Decree 231/2001, in order to monitor and strengthen adoption of the Model itself.

In accordance with the Model, Montalese has also adopted this corporate “Code of Ethics”, i.e. the document that defines the fundamental ethical principles, the rules of conduct and the responsibilities that the Company recognises, respects and assumes as values with which all Recipients of the same (directors, auditors, senior management, employees, collaborators, designated professionals and suppliers) are required to comply.

2. CODE OF ETHICS STRUCTURE

This Code of Ethics consists of three parts:

- Ethical Principles and Values: the ethical principles and values that Montalese adheres to and that all those who operate within the Company or whoever, in any capacity, has relations with it are required to comply with are highlighted (i.e.: Recipients);
- Rules and Regulations of Conduct: the criteria of conduct and guidelines that must govern the activities of the Company are stated and, in particular, the rules of conduct addressed to the Recipients of this Code and that they are required to observe also to prevent the risk of committing illicit or simply unethical behaviour;
- Methods of implementation, control and monitoring: the rules that describe the methods of dissemination of the Code are identified, as well as those of updating and implementing the principles and rules of conduct contained therein. The methods of reporting and of managing any breaches are also defined.

3. RECIPIENTS, SCOPE OF APPLICATION AND DISSEMINATION OF THE CODE OF ETHICS

This Code of Ethics applies to Montalese S.p.A.

Furthermore, the Recipients of this Code, required as such to comply with the provisions and values contained therein, are also the Shareholders and company representatives as well as collaborators, consultants, suppliers, partners, contractors and subcontractors and all those who, directly or indirectly, permanently or temporarily, in any capacity and regardless of the type of contractual relationship, contribute to the achievement of the company's goals and objectives.

For these categories of subjects, therefore, any breach of the provisions of this Code may be identified among the specific causes of automatic termination of the contract pursuant to art. 1456 of the Italian Civil Code or may legitimise withdrawal from existing contractual

relationships.

This Code of Ethics is an integral part of existing and future employment contracts. Therefore, breaching of the provisions contained therein will constitute a disciplinary offence, sanctioned and prosecuted by the Company according to the provisions of the Law and in compliance with the provisions of art. 7 L.300/1970.

The Code of Ethics is valid both in Italy and abroad while taking into account the cultural, social and economic diversity of the various countries in which Montalese operates and any adaptations required by the specific legislative nature of the country.

4. ETHICAL PRINCIPLES AND VALUES

In implementing its corporate purpose, Montalese is inspired by the following principles and values that represent an essential asset for the Company and must be considered binding for all Recipients of this Code:

- 4.1 Ethics in the management of business activities;
- 4.2 Work ethics and protection of Collaborators (e.g.: employees, external consultants, collaborators with VAT numbers, self-employed professionals and service providers, etc.);
- 4.3 Responsibility towards the community and the environment.

4.1 ETHICS IN THE MANAGEMENT OF BUSINESS ACTIVITIES

4.1.1 PRINCIPLE OF LEGALITY

Montalese recognises compliance with current laws and regulations as an essential principle.

4.1.2 PRINCIPLE OF INTEGRITY, HONESTY, FAIRNESS AND PROFESSIONALISM

In performing all activities related to the business and in relations with third parties - customers, suppliers and competitors - Montalese undertakes to act in a fair, honest and ethical manner and in compliance with the current legislation. None of the Recipients is authorised to take unfair advantage of another person - natural or legal - through manipulation, concealment, illicit use of privileged or confidential information, false representation of essential facts or by any other unfair practice.

4.1.3 PRINCIPLE OF TRANSPARENCY

Montalese undertakes to disseminate transparent, complete, accurate and comprehensible information to the Recipients that allow counterparties to establish commercial or professional relationships with the Company with full awareness. It aims to know, truthfully and reliably, the performance of the Company as well as every economic, asset-related or financial element of the Company.

4.1.4 PRINCIPLE OF CONFIDENTIALITY

Any information that is acquired by the employees and/or collaborators of the Company

by virtue of their role/duty belongs to Montalese and constitutes an essential part of the intangible assets essential for the creation of value.

The Company requires its employees/collaborators to exercise a special degree of prudence in communicating such confidential information and recommends the adoption of all necessary precautions to prevent unauthorised disclosure and the risk of public dissemination.

The same precautions, in full compliance with the legislation in force on the matter, specifically “Regulation (EU) no. 2016/679 of the European Parliament and of the Council, of 27 April 2016, on the protection of natural persons with regard to the processing and free circulation of such data and repealing Directive 95/46/EC (“General Data Protection Regulation”)” (hereinafter “GDPR”), as well as the Italian coordination legislation, are required for the processing of personal data of employees, customers, suppliers or third parties, which are conferred or communicated to the Company in the context of its activities.

In any case, in particular it is not permitted, either directly or indirectly:

- to reveal company information to others, including employees, unless they have a legitimate need for it due to their work and, if they are not employees, have agreed to keep it confidential;
- to use company information for any purpose other than that for which it is intended;
- to make copies of documents containing company information or to remove documents or other archived material or copies thereof from workstations, except where this is necessary to perform specific tasks;
- to improperly destroy company information.

All company documents, e-mails and other materials containing company information, as well as all materials drawn up using such documents, are the property of the Company and must be returned to the Company upon request or at the end of the employment relationship.

Documents that do not need to be retained must be destroyed in accordance with company policies and, if they contain personal data, in compliance with the provisions of the GDPR 2016/679.

4.1.5 PRINCIPLE OF DIGNITY AND EQUAL OPPORTUNITIES

Montalese, in line with its ethical vision, supports and promotes the value of the person through respect for the physical, cultural, moral and sexual integrity of individuals, whose personal safety and freedom it also protects. It therefore repudiates any discriminatory activity or attitude that could result in an injury to the safety and dignity of the individual, as well as any possible exploitation or reduction to a state of subjection of the person, especially if a minor. Therefore, in performing its business activities, the Company adopts impartial decisions in full compliance with the principles of dignity and equal opportunities.

4.1.6 PRINCIPLE OF EQUALITY AND PROHIBITION OF EXPLOITATION

Montalese guarantees and promotes working conditions that respect the dignity of the worker.

The Company recognises the freedom of association of workers, including of a trade union or political nature, and the right to collective bargaining.

Montalese undertakes not to use, even indirectly, either forced, compulsory or child labour and seeks to comply with the current national regulations regarding working hours and equal pay for men/women.

Montalese does not tolerate sexual, physical or psychological harassment, in whatever form and context it may occur.

4.1.7 ENVIRONMENT.

In the context of its business, the company is inspired by the principle of environmental protection and pursues the objective of protecting the health and safety of Recipients. The Company's activities must be managed in full compliance with the current national and EU legislation on prevention and protection.

It supports the community's expectations regarding environmental issues, adopting every suitable instrument of protection and caution and condemns any form of damage and compromise of the eco-system.

Research and technological innovation must be dedicated in particular to the creation and promotion of products and processes that are increasingly compatible with the environment and characterised by an ever greater focus on the health and safety of Recipients.

4.2 WORK ETHICS AND PROTECTION OF COLLABORATORS

4.2.1 SAFETY, HEALTH PROTECTION AND WORKING CONDITIONS

Montalese protects the mental and physical integrity of employees and collaborators and, in this perspective, promotes comfortable and safe working conditions and environments, in compliance with the current regulations. Also in order to provide its Collaborators with the best professional and safety-related skills, Montalese undertakes to periodically offer refresher and training courses.

4.2.2. LOYALTY AND ABSENCE OF CONFLICT OF INTEREST

Recipients pursue, in performing their activities and/or duties, the objectives and general interests of the Company, in compliance with current legislation and with this Code. Recipients inform their superiors or contact persons without delay of situations or activities in relation to which they may have interests in conflict with those of the Company (or if such interests are held by close relatives) and in any other case in which reasons of convenience occur.

Montalese requires its Collaborators to avoid any situation of conflict of interest between personal or family economic activities and duties covered in the Company that may affect the independence of choice and judgement and therefore expects every decision to be taken in the exclusive interest of the Company.

4.2.3 RIGHT TO REPORT

Montalese guarantees each Collaborator who has become aware of facts, conduct and attitudes contrary to the principles and values contained in the Code of Ethics the right to report these in a confidential manner and also anonymously according to the methods best defined in the *Whistleblowing Policy* procedure.

4.3 RESPONSIBILITY TOWARDS THE COMMUNITY

Montalese conducts its activity in full respect of the environment, the territory and the needs of the community in which it operates. In this perspective, the Company strictly observes national legislation and community regulations on environmental and safety matters and performs its business development always using the best available technologies, aiming to pursue the environmental sustainability of its products, selecting suppliers who use environmentally friendly techniques and with the least possible impact in terms of pollution and exploitation of resources.

5. RULES AND REGULATIONS OF CONDUCT

Without prejudice to the Ethical Principles set out in the first part, a number of rules are illustrated below which aim to indicate the behaviours that must be observed in conducting relationships relating to the various corporate activities.

5.1 RELATIONSHIPS WITH STAKEHOLDERS

The Company manages relationships with Stakeholders, including company representatives, senior figures and external parties (e.g. consultants) in full compliance with the current legislation, the principles of this Code, internal regulations and protocols as well as with those provided for in the Management and Control Model pursuant to Legislative Decree 231/2001, implementing behaviours based on loyalty, honesty, correctness and transparency.

The Company, taking into account the information available, refrains from maintaining direct or indirect relationships with parties known, or even suspected, to be involved in illicit activities (also in relation to the methods of employment or exploitation of workers).

5.2 RELATIONSHIPS WITH CUSTOMERS AND SUPPLIERS

Montalese deals with customers and its suppliers with professionalism, fairness and transparency, in compliance with all applicable laws and all internal protocols of the Company.

The Company, when engaged in production activities, undertakes to provide products with high quality and safety standards and with those that meet the requests of customers, also through a rigorous selection process of suppliers of raw materials and services.

5.3 RELATIONSHIPS WITH THE PUBLIC ADMINISTRATION

The management of relationships between the Company and Public Administrations is reserved exclusively to the Functions responsible for this and to authorised personnel and must take place in strict compliance with the provisions of the Law and with the Procedures contained in the Model.

The Company diligently keeps the documentation relating to the procedures involving the Public Administration and verifies, through the designated subjects, the correct use of public funds of which it has, in any capacity, been a beneficiary.

Any gifts addressed to public bodies will be provided in compliance with the current legislation.

With regard to relations with the Supervisory Authorities, the Company guarantees the completeness, integrity and truthfulness of the information provided.

5.4 RELATIONS WITH POLITICAL AND TRADE UNION ORGANISATIONS

Montalese respects and supports freedom of association in line with the provisions of collective bargaining.

5.5 RELATIONS WITH EMPLOYEES

The Company, in recognising the centrality of the constitutional value of work and in the awareness of the importance that human resources have for the development of the company, protects and enhances the professionalism of its employees and promotes their professional growth in terms of competence and experience. The Company pursues every most appropriate initiative aimed at protecting the dignity of workers in its every form. In compliance with the principles of non-discrimination and effectiveness, efficiency and economy, the selection, training and management of personnel are based on the criteria of merit, competence and professionalism.

The Company complies with the provisions of the law on labour and rejects the use of any form of illegal labour; it respects the provisions on female and child labour as well as those relating to maternity and paternity.

Any type of physical and/or verbal harassment aimed at harming the dignity of the person is prohibited, both inside and outside the workplace.

Each manager must request from their collaborators only work that is consistent with the performing of their duties and with the organisational and production needs of the Company.

Montalese requires its employees and collaborators to perform their duties with professionalism and dedication and to strictly observe the provisions of this Code of Ethics. Work activities must be performed with diligence and with absolute respect for colleagues and for the company assets; personnel will take the utmost care of themselves.

It is essential that personnel and collaborators take care of the environments in which they conduct their activities and, more generally, of everything that can be considered assets of the Company, including in this regard also warehouse goods, computer systems, equipment and furnishings.

5.6 RELATIONS WITH THE MASS MEDIA

Relations with the press and with other means of mass communication are reserved for the designated corporate bodies and functions as well as for external collaborators (natural persons/Agencies/Companies) to whom the Company delegates the management of such activity.

The promotion of the Company respects the ethical values set out in this Code, repudiating the use of vulgar or offensive messages.

The Company, through the designated functions and assigned collaborators, verifies and checks that the information published on the institutional website is correct, truthful and compliant with the ethical principles set out in this Code.

5.7 PAYMENTS

Any payment for a product and/or service must be made directly to the company and not to a single individual and must be duly recorded in the dedicated accounting books.

5.8 COINS, BANKNOTES AND TAX STAMPS

The persons assigned to managing money and securities, who operate on behalf of the Company, must perform checks on the coins, banknotes and tax stamps handled and must arrange for their immediate withdrawal from circulation in the event of confirmed or suspected counterfeiting.

The persons assigned to managing money and securities, who operate on behalf of the company, who receive banknotes or coins believed to be counterfeit or altered, are required to inform the Administrative Body without delay so that it can make the appropriate reports.

5.9 MANAGEMENT OF MONEY, GOODS OR OTHER UTILITIES

It is forbidden to engage in economic-financial transactions that involve the replacement or transfer of money, goods or other utilities resulting from crime or to perform, in relation to them, other operations in such a way as to hinder the identification of their criminal origin. It is also forbidden to use the afore-mentioned assets in economic or financial activities.

5.10 PUBLIC FUNDING

In the event that Montalese is able to benefit from funding of any kind, provided by national and/or community public bodies, the Company prohibits and combats any artifice or deception (including through false declarations or omissions) implemented by one of its members and with any means to unjustly obtain such funding, subsidies or benefits from the Public Administration or to divert its restricted use.

The Company benefits from such attributions with reporting constraints.

6. IMPLEMENTATION, CONTROL AND MONITORING METHODS

6.1 SUPERVISORY BODY AND CODE OF ETHICS

Control and the training activity relating to this Code of Ethics are entrusted to the Supervisory Body, appointed pursuant to articles 6 and 7 of Legislative Decree 231/01, which must monitor compliance, request any updates, promote its dissemination and report to the competent corporate bodies its observations regarding alleged breaches of the Code of Ethics of which it becomes aware.

6.2 DISSEMINATION, REPORTS AND SANCTIONS

The Code of Ethics and its updates must be brought to the attention of all Recipients through suitable dissemination activities.

For this purpose, the Code of Ethics is: published on the institutional website; a paper copy is displayed on company notice boards and, upon signing the employment contract, each employee is required to read it.

In particular, any breach of the principles and provisions contained in this Code of Ethics must be promptly reported by the Recipients to the Supervisory Body as specified in the following paragraph (*Whistleblowing*).

Regarding the sanctioning system, however, please refer to what is established in the Management Model for the various categories of Recipients.

6.3 WHISTLEBLOWING

The Recipients of this Code must report any breaches of the principles and provisions contained therein and failure to comply with the reporting obligation is expressly sanctioned. In the event of news regarding any irregular conduct or breaches of this Code of Ethics, whether active or omitted, committed or attempted, employees who become aware of it must refrain from personally conducting any investigation and must promptly report it to the Supervisory Body.

Reports to the Supervisory Body may be made by e-mail to the dedicated address (odv231@studio231.it) or through the use of a specific platform dedicated to reports.

Anyone wishing to make a report is requested to consult the *Whistleblowing* procedure made available by the company.

Pursuant to and for the purposes of Legislative Decree 10 March 2023 n. 24 (the so-called *Whistleblowing* Law), the confidentiality of the whistleblower's identity will be guaranteed and any act of retaliation or discrimination against the same for reasons directly or indirectly connected to the report will be prohibited.