

CODE OF CONDUCT

**SOCIETÀ AGRICOLA GIORGIO TESI
VIVAI S.S.**

Approved on 16 October 2025

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1. INTRODUCTION AND SCOPE

1.1. CONTENTS

The Code of Conduct of Società Agricola Giorgio Tesi Vivai S.S. (hereinafter, "Code"), establishes the key principles governing the Company's activities, drawing inspiration from the values of legality, integrity, transparency, accountability and respect for the dignity of individuals.

The company, its employees, external and internal collaborators, suppliers, partners and subcontractors (hereinafter, "Recipients") commit to comply with the laws and regulations of the countries in which they operate, the essential Conventions of the International Labour Organization (ILO) and the United Nations Guiding Principles on Business and Human Rights.

In particular, the Company acknowledges and applies the following ILO Conventions:

- No. 29 and no. 25: abolition of forced labour;
- No. 87 and no.98: freedom of association and collective bargaining right;
- No. 100 and no. 111: equal remuneration and non-discrimination;
- No. 138 and no.182: minimum age for admission to work and elimination of worst form of child labour, as well as relevant Recommendations no. 143, 146, 162, 169, 190.

1.2. RECIPIENTS

All employees, external and internal collaborators, consultants, suppliers, subcontractors and commercial partners are recipients of the Code. The acknowledgment of the principles included in it, and the compliance with such principles, constitute an essential condition for the establishment and continuation of any employment, collaboration, or supply relationship.

1.3. ADOPTION AND UPDATE

This Code may be amended and integrated to ensure consistency between the guiding values adopted by the Company as key principles and the expected behaviours. Such updates take into account the Company's internal and external changes, as well as the experiences acquired over time.

The Management believes that the Code expresses the Company's values and behaviour principles and forms an integral part of its own company policy. Compliance with the reported behaviours represents a prevention tool against any form of unlawful or non-compliant conduct.

The Management encourages continuous improvement of internal procedures, aimed at making company management more effective and efficient, fostering the adoption of consistent and professional behaviours. We ensure

timeliness and accuracy in handling requests from clients and collaborators, in full compliance with the laws.

Those who hold corporate offices or positions within the Company must perform the tasks assigned to them with honesty and fairness.

1.4. TRAINING ACTIVITIES

The Management, or anyone acting on its behalf, shall proceed to add meetings to the yearly training plan, aimed at encouraging knowledge of the values of the behavioural rules mentioned in this Code of Conduct.

2. GENERAL PRINCIPLES

2.1. VALUES

All behaviours exhibited by the Recipients when performing the tasks within their competence and responsibility must be guided by the highest integrity, honesty, correctness, loyalty, transparency, equity, objectivity, as well as respect for individuals and accountability for the careful use of company property and resources.

All Recipients, within their own competence, must provide their highest level of professionalism to properly meet the needs of customers and internal users. Each Recipient must commit to perform the assigned tasks, contributing concretely to the achievement of company goals. The development of a sense of belonging to the Company and the improvement of the company image represent shared goals, which continuously guide each one's behaviours.

Respect for the values of integrity, honesty, correctness and loyalty entails the Company's commitment to:

- Encouraging and requesting compliance with internal regulations and/or all laws by staff members, collaborators, customers, suppliers and any other third party with which it has a juridical relationship;
- Encouraging practices aimed at preventing local and transnational corruption cases;
- Ensuring that accounting records are accurate, timely and complete, strictly complying with civil and tax regulations, as well as internal accounting procedures;
- Preventing any unlawful behaviours and refraining from facilitating any form of organized crime.

2.2. MISSION

Società Agricola Giorgio Tesi Vivai's mission is to plant and cultivate high-quality plants with a sustainable approach, combining family tradition, innovation and environmental responsibility. The company commits to

develop strategies targeted at sustainability, by creating and sharing value with all stakeholders and also encouraging research and innovation with an ethical and forward-looking corporate vision in the nurserystock industry.

Social commitment takes concrete form also through Giorgio Tesi Onlus Foundation, which supports initiatives in favour of children, elderly and vulnerable people, and promotes youth sports through the Giorgio Tesi Junior project.

2.3. PROTECTION OF INDIVIDUALS AND HUMAN RIGHTS

The Company acknowledges individuals as its primary and essential value, and commits to protecting their rights, freedom, health, safety and dignity, condemning any forms of human right violation. Any activity which may entail damages to individual safety, exploitation, subjugation, forced or compulsory labour, as well as any abuse or physical or psychological violence, is forbidden.

The Company rejects and counteracts any forms or discrimination or violence, in particular those based on race, ethnic or national origin, gender, age, disability, sexual orientation, political or trade union opinions, religious or philosophical beliefs. Furthermore, employment of child labour is also forbidden, in violation of the current laws and the ILO Conventions no. 138 and 182; the Company protects the rights of minors and condemns any forms of exploitation and violation of their integrity.

The Company ensures adherence with the rules protecting employment, freedom of association and collective bargaining, and undertakes to ensure compliance with such principles by its employees, suppliers, collaborators or partners. Each employee must timely report to their managers any acts or behaviours contrary to the principles set out above, in compliance with legal obligations.

2.4. TRANSPARENCY AND CONFIDENTIALITY

The Company operates in compliance with the principles of transparency and confidentiality, and commits to spread truthful, exhaustive, clear and comprehensible information, with the purpose of allowing Recipients to make aware decisions in their relationship with the Company. To this aim, the Management updates, discloses and ensures compliance with the company policies related to management, processing and communication of confidential or privileged information.

The Company protects confidentiality of its data and information, and regards it as a key value for its reputation and trust of customers and stakeholders. Any improper communication, disclosure or use of confidential data or information about the Company, its customers or third parties is forbidden; personal data may be disclosed exclusively to subjects that actually require it

to perform their tasks. Confidentiality obligations are binding for employees and collaborators also after the end of the employment and collaboration relationship.

Furthermore, it is expressly forbidden to:

- report any false or misleading facts in financial statements, reports or other company communications;
- omit any economic, asset-related or financial information requested by law, with the intent to mislead partners, creditors or other recipients;
- hide documents or hinder any monitoring or review activities assigned by law to partners or competent authorities.

2.5. ACCOUNTABILITY

All Recipients shall perform their activities with diligence, efficiency and correctness, using the available time and resources responsibly and being accountable for their own tasks. Area managers must serve as an example; their behaviours must comply with the principles of this Code and they must ensure that company activities are always performed in full compliance with ethical values.

Company activities are performed by:

- drawing inspiration from principles of healthy and careful management, mindful of shareholders' interests, oriented toward the best development and use of human and material resources;
- pursuing company interests in full compliance with laws and regulations; commercial behaviours shall be guided by principles of loyalty and correctness;
- protecting company assets and reputation;
- seeking compatibility between economic initiatives and environmental needs, not only in full compliance with the current laws, but also taking into account the best practices in the field.

2.6. RELATIONSHIP MANAGEMENT WITH REGARD TO NEGLIGENT OFFENSES CONCERNING SAFETY IN THE WORKPLACE

The Company adopts procedures and controls aimed at preventing and managing any violations of safety laws in the workplace.

The Company adopts the required measures to protect workers' health and safety, including activities for the prevention of professional, information and training risks, as well as setting up an organization and the required tools.

In case of negligent offenses and non-compliances, the Company intervenes with corrective actions, specific training and disciplinary measures against the responsible parties, ensuring worker protection and compliance with the current laws.

2.7. MANAGEMENT OF COMPANY ACTIVITIES WITH REGARD TO ENVIRONMENTAL OFFENSES

The Company commits to pursuing environmental protection, with the goal of continuously improving its environmental performance, in full compliance with local communities and social responsibility principles.

To this aim, such commitment includes:

- compliance with national and European environmental legislation and laws;
- prevention of pollution;
- raising partners', employees' and collaborators' awareness on environmental topics.

Subsequently, the recipients of this code of conduct must adopt the following behaviours:

- not to kill, capture or keep specimens belonging to a protected wild animal species;
- not to destroy, remove or keep specimens belonging to a protected wild vegetal species;
- not to destroy, or otherwise deteriorate and compromise its state of preservation, a habitat within a protected site;
- not to discharge wastewater without prior authorization, or following the suspension or withdrawal of such authorization;
- not to engage in collection, transportation, recovery, disposal, trading or intermediation activities related to waste, without prior authorization;
- not to cause soil, subsoil, surface water or ground water pollution by exceeding risk threshold concentrations and, in such case, proceed with remediation;
- when drafting a waste analysis certificate, to provide the correct indications on the nature, composition and chemical-physical characteristics of such waste;
- do not engage in unlawful waste trafficking;

- not to exceed air quality emission limit thresholds, as provided for by authorizations, prescriptions and current law;
- not to keep live specimens of wild mammals and reptiles and live specimens of mammals and reptiles coming from captive breeding, which may be harmful for public health and safety.

3. BEHAVIORAL RULES

3.1. RELATIONSHIPS WITH STAFF MEMBERS – PREVENTION OF EXPLOITATION

The Company finds it essential to establish and maintain relationships based on mutual trust, respect and enhancement of individual skills with its employees and collaborators.

In particular, the Company commits to:

- offering equal opportunities for employment or professional growth, without any form of discrimination or favouritism;
- excluding any form of harassment or conduct that undermines the dignity of employees;
- hiring staff members only with regular work contracts, prohibiting any form of irregular, child or forced labour;
- ensuring each employee receives clear information on regulatory and compensation aspects, as well as on the assigned task;
- promoting training and refresher programs to allow the full development of individual skills, consistently with company goals;
- ensuring protection of health and safety in the workplace, by developing a widespread culture of prevention of risks and shared accountability;
- ensuring assessment and progression systems are transparent, meritocratic and compliant with the Code of Conduct;
- counteracting any forms of illegal recruitment practices and labour exploitation.

The Company applies labour legislation and national collective bargaining and commits to:

- ensuring freedom of association and collective bargaining right;
- ensuring safe and dignified working conditions;
- ensuring maternity and paternity protection;

- ensuring protection of disadvantaged people;
- carrying out any dismissals only in cases permitted by law and by contracts, never for discriminatory reasons.

3.2. OBLIGATIONS OF STAFF MEMBERS

Staff members' professionalism and commitment are essential to reaching company goals.

Employees and collaborators are requested to comply with the provisions of this Code of Conduct; in particular, they are asked to comply with the following behavioural rules:

- to prevent (potential) situations of conflict of interest with the Company;
- not to accept or offer money, gifts, goods, services or favours which may inappropriately influence company decisions, except for modest-value gifts;
- to maintain confidentiality of the information acquired when conducting activities, in full compliance with the laws on personal data protection;
- taking care of one's professional growth, encouraging a climate of collaboration and inclusion;
- acting with utmost diligence and responsibility, by adopting decisions inspired by principles of caution and good management, in full compliance with company assets and to prevent any misuse;
- collaborating with transparency to the drafting of financial reports and accounting documents, ensuring completeness and clarity of information;
- complying with the laws and collaborating with authorities, avoiding any behaviour aimed at hindering investigations or influencing witnesses.

3.3. RELATIONSHIPS WITH POLITICAL AND LABOUR ORGANIZATIONS

The Company maintains an independent and impartial approach in its relationships with political and labour organizations.

No direct or indirect contributions to parties, movements, committees, trade unions or their representatives are allowed, except as provided by law.

However, it is possible to support initiatives of public or collective interest, in full compliance with the current laws.

3.4. BEHAVIOURS OF PARTNERS AND ADMINISTRATORS

Company bodies operate in full compliance with the current regulations and must comply with the prescriptions and principles of this Code of Conduct. In particular, their members must:

- act with integrity, loyalty and sense of responsibility;
- refrain from making decisions or acting in situations of conflict of interest;
- ensuring truthfulness and completeness of the drafted documents;
- maintaining confidentiality of the information acquired for work-related purposes.

3.5. RELATIONSHIPS WITH CUSTOMERS AND SUPPLIERS

The Company and its Recipients operate toward customers and suppliers with professionalism, correctness, courtesy and transparency, in full compliance with the laws on competition, privacy and anti-money laundering.

In its relationships with suppliers and partners, the Company commits to:

- ensuring contractual transparency and clarity in supply conditions;
- protecting confidentiality of the acquired information;
- offering high quality standards and timely feedback in case of any complaints;
- ensuring fair treatment to all customers, without discriminations;
- condemning any possible forms of unfair competition and counterfeiting, by requesting those who operate in the Company's interest to comply with the existing laws.

In its relationships with suppliers and partners, the Company adopts selection criteria based on competence, quality, affordability, ability to innovate and compliance with contractual agreements.

The Company prefers suppliers that commit to protecting human rights, environmental sustainability and social responsibility.

3.6. RELATIONSHIPS WITH PUBLIC ADMINISTRATION (PA) AND SUPERVISORY BODIES (SP)

Relationships with public administration or supervisory bodies must be guided by the utmost collaboration, correctness and transparency.

It is forbidden to:

- offer or promise money, goods or other benefits to public officers or their representatives;
- present false statements or documents or omit information to obtain contributions or funding;
- unduly influence administrative decisions or procedures.

The only allowed gratuities are those of modest value, compatible with commercial uses and that can't be interpreted as corruption tools.

3.7. RELATIONSHIPS WITH MASS MEDIA

Communications to mass media must be truthful, clear and consistent with the company policies; they are coordinated and agreed with the heads of the Marketing and Communication department.

Relationships with press are reserved only to the authorized company functions.

The Company repudiates the dissemination of messages which are offensive, misleading or contrary to the values of the Code of Conduct.

3.8. RELATIONSHIPS WITH COMPETITORS

The Company and its collaborators are committed to full compliance with the laws on protection of competitors and the market in any jurisdiction; they are also committed to ensuring the correct functioning of the market.

Anti-competitive agreements, restrictive arrangements, abuse of dominant position, and any other unfair practices are forbidden.

3.9. MANAGEMENT OF IT DOCUMENTS AND SYSTEMS

Falsification, tampering and improper use of IT documents, records and systems is forbidden.

It is not allowed to abusively access protected systems or disclose codes or tools to damage IT infrastructures.

All Recipients must contribute to ensuring safety and integrity of company data.

3.10. ANTI-MONEY LAUNDERING AND SELF LAUNDERING

The Company prohibits any laundering or self-laundering activities related to money or goods of illicit origin.

Before establishing any commercial relationships, partner reliability and reputation are assessed.

Each Recipient must promptly report suspicious operations.

3.11. CONFLICTS OF INTEREST

All behaviours exhibited by the Recipients of this Code must comply with the current laws on actual or potential conflicts of interest.

3.12. ACCOUNTING BOOKS AND CORPORATE RECORDS – TAXATION AND RELATIONSHIPS WITH FINANCIAL ADMINISTRATION

The Company ensures utmost transparency, completeness and truthfulness of accounting and tax records.

Each operation must be supported by adequate documentation, in order to allow for timely checks, reconstructions and assessments.

Relationship with financial administration are based on correctness, collaboration and transparency.

PARTNERS

Fabrizio Tesi

PARTNERS' SIGNATURE

Tiziano Tesi

Romeo Tesi

Claudio Tesi
