

## APOT DISTRIBUTOR CODE OF CONDUCT

### I – SCOPE AND OBJECTIVES

Associazione Produttori Ortofrutticoli Trentini (“Apot”) is committed to maintaining the highest standards of integrity, transparency and accountability in all its business activities. Apot is aware that these standards constitute a value and a condition for success and therefore considers their precise application a necessary requirement for the daily conduct of its business.

As distributors of Apot, we expect you to share this commitment and comply with this code of conduct (the “Code of Conduct”).

The Code of Conduct outlines our expectations regarding the treatment of workers, environmental protection, and ethical business practices. The requirements and expectations defined in this Code of Conduct apply to and are binding on all Apot distributors, regardless of their location or place of business.

Apot requires all of its distributors to comply with this Code of Conduct. In particular, Apot expects all of its distributors to:

- respect the human rights of all individuals, including the right to fair treatment;
- ensure the absence of any form of harassment, bullying, and discrimination;
- promote safe and healthy working conditions;
- protect the environment and minimize the impact of their activities on natural resources and ecosystems;
- act with integrity and honesty in all business relationships, countering illegal practices and all forms of possible bribery and corruption;
- comply with all applicable laws, regulations and industry standards;
- implement mechanisms to identify and manage risks related to the above issues; and
- provide, upon Apot’s reasonable request, adequate documentation demonstrating implementation of the principles contained in this Code of Conduct.

Apot takes the issues below very seriously and does not tolerate any violations of this Code of Conduct. In the event of violations of this Code of Conduct, Apot may take any action it considers appropriate, including termination of the business relationships. In addition, we expect our distributors to fully cooperate with any investigation of potential violations and take corrective action as necessary.

We believe that by working together, it is possible to create a responsible and sustainable distribution chain for the benefit of all stakeholders.

### II – SOCIAL PRACTICES AND HUMAN RIGHTS

We expect all our distributors to comply with all laws, regulations and industry standards, including collective labour agreements, where applicable, regarding human rights and working conditions.

#### Forced labour

Our distributors shall not use any form of forced or compulsory labour, including but not limited to bonded labour, slavery or practices similar to slavery, servitude, trafficking in human beings, labour exploitation or violence.

All workers shall be free to terminate their employment relationship and shall not be subjected to any form of physical or psychological coercion or intimidation, such as humiliation, mental abuse, threats or sexual harassment. Distributor employees shall initiate their employment relationship on a voluntary basis and shall have the right to terminate it in accordance with all applicable laws.

#### Child labour

Child labour is a serious problem and persists in many parts of the world. Apot is committed to combating the employment of under 18-year-olds in work that is hazardous, abusive, and/or interferes with their education and development, including, for example, work during night hours. We expect our distributors to adhere to the highest ethical standards and comply with all applicable laws and regulations regarding child labour.



Apot is also committed to promoting the rights of children and ensuring that they are protected from all forms of exploitation. It will work with its distributors and other stakeholders so that practices that support the rights and welfare of children are promoted.

### **Illegal or clandestine work**

Apot does not tolerate any form of illegal or clandestine work in its distribution chain. Therefore, Apot distributors must comply with all applicable laws and regulations to prevent clandestine, undeclared or illegal work.

### **Respect for the individual and human dignity**

Apot distributors must treat all workers with dignity and respect. They are also required not to engage in any form of discrimination or harassment based on any characteristic of the individual and/or individual life choice such as race, class, ethnicity, nationality, religious belief, gender, sexual orientation, political opinion, age, disability, or any other aspect protected by law.

Distributors must be committed to preventing the above behaviors and must promote diversity and inclusion in the workplace by encouraging the development of an environment that reflects the diversity of today's communities.

### **Associations and collective labour agreements**

Workers have the right to freely associate and bargain collectively. Apot distributors must guarantee this and must not interfere with the formation of workers' organizations or the negotiation of collective labour agreements.

### **Protection of workers' health and safety**

Apot believes that it is absolutely necessary to create and maintain a safe and healthy workplace for all workers, including those working in its distribution chain, actively engaging to ensure this. Apot provides adequate resources for the prevention of risks related to occupational safety and hygiene and to ensure constant updating and training at the various levels of responsibility. Each person in charge must implement the tasks provided for in the internal procedures to control the application of the established prevention rules, also in relation to customers and suppliers who

might operate within the company's workplaces. All workers must comply with the established prevention and safety measures. Therefore, Apot expects its distributors to:

- ensure a healthy and safe working environment for all their workers, possibly by having a certified safety management system;
- strictly comply with all applicable health and safety laws and regulations;
- adopt appropriate systems to identify and address potential health and safety risks as well as to minimize the risk of injuries and accidents by, among other things, scheduling periodic inspections;
- act promptly to resolve identified hazards.

This includes the provision of appropriate protective equipment and adequate training for carrying out activities in a safe and hygienic working environment. In addition, it is necessary to ensure that all equipment used by distributors is properly maintained and that all facilities, including restrooms and common areas, are clean and safe.

### **Working hours and vacations**

Apot distributors must comply with all applicable laws and regulations regarding working hours and vacations, including laws governing the maximum number of working hours, rest periods, breaks and holidays.

Apot also expects its distributors to adopt appropriate policies to ensure that employees use vacation and personal days as needed, including the granting of paid time off or other forms of compensation.

Distributors must also pay employees overtime at the legal rate and meet all legal requirements for workers' benefits.

### **Employment contracts and remuneration**

All employees (including temporary workers, trainees, and interns) of our distributors must conclude written employment contracts that comply with applicable regulations and outline all terms and conditions of the employment relationship. All employees must receive notice of these contracts and pay cheques must be delivered to them within the terms specified in the employment agreement.



Apot distributors must ensure that wages and related benefits, including overtime pay, meet or exceed the minimum standards established by applicable regulations. Employee wages must be at least equal to the minimum wage for equivalent work in the country and sufficient to provide employees and their families with a decent standard of living. Quantification of remuneration must be established on the basis of the individual employee's skills, experience, professional potential and performance. In addition, wage equity must be maintained for all employees on equal terms and merit.

Overtime hours must be adequately remunerated in compliance with applicable laws and regulations.

### **Training**

Apot believes that a key aspect of enhancing the value of workers is to ensure that they are adequately trained. Therefore, its distributors must provide regular training to employees to ensure adequate levels of competence and knowledge to perform the tasks assigned to them. Apot attaches primary and qualifying value to training and dedicates adequate resources and tools to achieve the defined objectives with particular attention to legal requirements; personnel must participate in moments of involvement and training in a spirit of cooperation. Therefore, Apot expects distributors to do all of the above.

### **III – SUSTAINABILITY AND ENVIRONMENTAL PROTECTION**

Apot aims to reduce its environmental footprint and achieves this by its commitment to respect the environment throughout its distribution chain, innovative working methods, implementation of responsible behavior, and continuous improvement of its management systems. Within this framework, Apot promotes respect for the environment and expects all of its distributors to share Apot's environmental commitment by complying with the following standards.

#### **Environmental impact monitoring**

Distributors must identify and manage the significant environmental impacts of their operations and implement improvement plans in order to reduce their environmental footprint as much as possible.

#### **Compliance with environmental regulations**

Apot requires its distributors to continuously comply with national and international environmental laws, regulations and standards, including those related to air and water quality, waste management, and hazardous materials handling and disposal. It also recommends having a certified environmental management system, where applicable.

#### **Reduction of environmental pollution**

Apot distributors must, in addition to complying with legal requirements, prevent and reduce any form of environmental pollution, including air, water, soil and groundwater pollution, as well as promptly restore and remediate any environmental accidents that happen to them.

Distributors must also minimize the environmental impact of their activities including by adopting responsible policies, using energy efficient technologies, reducing greenhouse gas emissions, conserving natural resources, and possibly choosing recycled, recyclable or compostable materials in their business.

### **IV – COMPLIANCE AND ETHICS**

Apot gives priority to transparency, integrity, and accountability in all aspects of its business. It expects its distributors to consistently support these values as well. Finally, Apot adheres, together with its distributors, to high ethical standards in all our business practices.

#### **Bribery and corruption**

Apot will not tolerate, and expects its distributors not to tolerate, any form of bribery or corruption, whether active or passive, in any context, form, or manner, and in any jurisdiction. This includes not only illegal activities, but also practices that are accepted, tolerated, or not judicially prosecuted in certain contexts, but that could compromise Apot's commitment to integrity.

Apot distributors must reject and prevent any form of bribery and must refrain from granting, offering, promising or accepting to or from business partners, public officials or other third parties (whether private or public) bribes, gifts, entertainment, facilitation



payments, donations business opportunities, and any other benefits or advantages that (i) may constitute the extremes of a regulatory violation and/or (ii) are contrary to this Code of Conduct and/or (iii) may be perceived as aimed at obtaining an improper or inappropriate business advantage or influence. These behaviors are considered inappropriate or improper (and therefore contrary to this Code of Conduct) when they create or are expected to generate a sense of obligation that may influence business decisions.

Distributors must comply with laws on anti-corruption, anti-money laundering, self-money laundering and receiving of money, goods or other benefits found in all countries where they do business.

Distributors are also required to check in advance the available information on their business partners, suppliers, partners, associates and consultants in order to ascertain their integrity and respectability in anti-money laundering and anti-corruption matters before establishing business relationships with them.

No benefits should be demanded and conflicts of interest that could lead to the risk of corruption should be avoided.

Finally, Apot distributors must ensure that their directors, officers, employees, suppliers, affiliates, subcontractors, and representatives also comply with the rules outlined in this section and implement and maintain an effective compliance framework.

### **Other illegal acts**

Apot does not tolerate any form of theft, fraud, forgery, swindling, embezzlement, fraudulent financial reporting, extortion, crimes of insolvency, illegal payments, and any other illegal acts by distributors and their employees.

Distributors must also avoid and not facilitate money laundering or the financing of criminal activities.

Therefore, distributors should not engage in misconduct such as, but not limited to, (i) forging invoices or creating fraudulent reports or documentation; (ii) falsifying the nature of transactions; (iii) creating or submitting false statements; (iv) stealing assets; (v) misusing resources and/or products for personal purposes.

Distributors must take actions in order to prevent the inadvertent use of company resources for such purposes and must monitor unusual or suspicious activities and transactions.

### **Unfair competition and antitrust**

Apot distributors must compete in the marketplace fairly and in compliance with all applicable antitrust and unfair competition laws and regulations. By way of example, the following are considered illegal or unfair practices: (i) exchanging sensitive information with competitors (including prices, costs, market data, sales territories, distribution channels, customer lists, or other non-public business information); (ii) displacing employees; (iii) entering into agreements, coordinated practices or understandings that may restrict competition; (iv) gathering competitive information through unethical and/or illegal means.

Apot distributors shall not alter or falsify the characteristics of Apot's products or services, act dishonestly, or engage in other unfair or anti-competitive practices.

### **Quality and continuous improvement**

Distributors must commit to improving their performance in terms of quality, time and cost reduction by having a certified quality management system, where applicable.

### **Compliance with trade regulations**

Ensuring responsible trade is fundamental to Apot. For this reason, Apot requires its distributors to comply with all applicable trade laws and regulations, including those related to import and export controls, trade sanctions and customs procedures.

Imports and exports should be documented accurately by distributors, and measures should be implemented to reduce the risks associated with trade and export controls.

Apot recommends that its distributors not cooperate with parties that directly or indirectly send goods or data to parties or countries where this is prohibited.

### **Compliance of products and services**

Apot distributors must have adequate governance and



compliance systems in place to ensure compliance with all applicable laws and regulations, as well as this Code of Conduct.

To enable full transparency, distributors shall maintain accurate and complete records in accordance with all applicable laws and regulations, including those related to financial reporting, tax and anti-corruption.

### **Promotional and marketing activities**

Promotional materials and marketing activities must comply with applicable national, European, international, local and regional laws and regulations, the principles of this Code of Conduct, Apot's directions and contractual clauses and must always reflect positively on Apot's image.

### **Data protection**

Apot distributors are required to comply with all applicable data protection laws and regulations, including the General Data Protection Regulation (GDPR) and all relevant national laws. In this regard, Apot expects its distributors to:

- implement appropriate measures, including IT measures, to protect the confidentiality and security of personal data processed;
- collect, use or disclose personal data only for legitimate and lawful purposes and in accordance with the rights of data subjects;
- implement appropriate technical and organizational measures to protect personal data from unauthorized access, use, or disclosure; and
- inform Apot of any breach of the above obligation if it relates to personal data transmitted to the distributor by Apot and of any security-relevant event that could lead to such a breach.

### **Confidentiality**

All information that distributors obtain from Apot or become aware of in the course of business dealings with Apot must be treated confidentially in accordance with applicable law and any non-disclosure agreements in effect between the parties. Unless authorized in writing by Apot, its distributors must not disclose this information to third parties and must implement appropriate measures to properly manage the

collection, storage, archiving, use, and sharing of this information as well as to prevent the misuse, falsification, forgery, theft, or unauthorized disclosure of this information by Apot. The latter relies on its distributors to respect the confidentiality of this information of Apot and its business partners and to treat it with care.

### **Intellectual property**

Apot recognizes a primary value to creativity and innovation and is committed to protecting intellectual property rights. Apot, therefore, also expects its distributors to respect and protect the intellectual property and intellectual property rights of others.

Therefore, Apot's trademarks, industrial designs, copyrights, patents and any other intellectual property rights it shares with its distributors shall be respected. Apot expects its distributors to use such information only to fulfill their obligations to Apot and to take appropriate measures to protect such information from unauthorized use or disclosure.

It is also considered an infringement of Apot's intellectual property rights to remove, distort and/or modify its trademarks and/or technical data and/or labels delivered with products or otherwise supplied by Apot, without Apot's prior written consent.

Distributors must ensure that, in the marketing of products, the intellectual property rights of Apot or others are not infringed. In particular, distributors must not engage in conduct or practices: (i) that may mislead or confuse customers as to the origin, source, or quality of products; or (ii) aimed at altering or counterfeiting trademarks and/or distinctive signs of Apot or others. In any case, distributors must behave, in the performance of their activities, in a manner that reflects positively on Apot's reputation.

### **V – VIOLATIONS OF THE CODE OF CONDUCT**

The values set forth in this Code of Conduct are of utmost importance to Apot. Compliance with the provisions contained in this Code of Conduct results in a benefit to all stakeholders and contributes to the creation of a sustainable and fair distribution chain. For these reasons, Apot requires all of its distributors to strictly observe the provisions outlined in the Code of



Conduct and to comply with to the following monitoring rules.

### **Reports**

Apot distributors shall promptly report any violations of this Code of Conduct and/or relevant laws, including any violations committed by consultants, partners, employees, agents or other representatives acting on behalf of the distributor or Apot.

Reports of any alleged or confirmed violations should be sent to the e-mail address "melinda@melinda.it" or to the following address: Via Brennero 322, 38121, Trento (TN).

Apot ensures that all reports received will be treated confidentially, discreetly and without any form of retaliation. This is without prejudice to any reporting obligations that may arise as a result of the reports made, to the Judicial Authority or other competent authorities.

### **Audit**

Apot reserves the right to verify that distributors comply with the principles set forth in this Code of Conduct in order to promote transparency, as well as to ensure compliance with the standards and provisions contained herein. Therefore, Apot or third parties specifically authorized by Apot may conduct audits by means of inspections at any time during normal working hours. During such inspections, Apot may request access to the offices and premises where its distributors operate, as well as examine available documentation. It may also conduct interviews with company directors, employees and other personnel at the distributor's workplaces. Any audit or inspection will concern only the business relationship between Apot and the distributor.

Apot expects all of its distributors to give full cooperation in carrying out the above activities and to maintain all documentation necessary to verify compliance with this Code of Conduct, relevant laws and regulations.

### **Consequences of violation**

Compliance with the standards outlined in this Code of Conduct is an ethical responsibility of Apot distributors and is a key element in engaging and maintaining

business relationships with Apot. Therefore, in the event of violations of this Code of Conduct Apot may: (i) require corrective measures to be taken; (ii) terminate or suspend the business relationship; and/or (iii) exercise any other right or claim under applicable law. In addition, it is the responsibility of each distributor to ensure that its personnel, at all levels, understand and comply with the principles of this Code of Conduct.

If you have any concerns or questions about the interpretation or application of our Code of Conduct, please do not hesitate to contact the Apot personnel who manage your business relationship with us.

