

## **CODE OF ETHICS**

concerning

**the organization, management and control model pursuant to Legislative Decree no. 231/2001**

adopted by

**HOLIDAY DEPILATORI S.r.l.**

### **1. INTRODUCTION**

Holiday Depilatori Srl's mission is to produce cosmetic products that contribute to people's care and quality of life.

For this purpose, Holiday Depilatori Srl intends to ensure compliance with high ethical standards in the daily conduct of its business. Such ethical standards, along with their guiding principles, are summarized in this Code of Ethics, which formalises practices already existing in the Company Holiday Depilatori Srl.

#### **Introduction to Legislative Decree no. 231/2001**

Legislative Decree no. 231/2001 (hereinafter referred to as the "Decree") provides for the "Regulation of the administrative liability of legal entities, companies and associations, including those without legal personality

The Decree aims at incorporating into the Italian legal system the principle of the liability of entities for crimes committed - in their interest or to their advantage - by their Employees and/or by the other persons indicated in art. 5 of the Decree (e.g. Directors, Auditors, Managers, Representatives of the Entity, as well as players (persons) subject to their management or supervision), unless, among other conditions, an Entity has adopted and effectively implemented a suitable model of organization, management and control (hereinafter 'Model').

In the context of the adoption of a Model of Organization, Management and Control in accordance with the provisions of the Decree, Holiday Depilatori S.r.l. has therefore adopted a "Code of Ethics" (hereinafter also referred to merely as "Code of Ethics" or "Code") with the aim of providing general ethical and behavioural guidelines to employees, partners, collaborators and other stakeholders - to which the aforesaid subjects must comply in the execution of their activities - and in order to contribute to the prevention of the offences resulting from the crimes provided for in the Decree.

The Code of Ethics neither replaces and nor overlaps the laws and other external and internal regulatory provisions; on the contrary, it integrates and reinforces the principles contained in such provisions with particular reference to the ethical aspect of corporate conduct.

The Code therefore conforms to the principles recommended by Confindustria Guidelines, in their most up-to-date version with domestic and international regulations as well as with the UN Global Compact of 26 July 2000.

Holiday Depilatori S.r.l. (hereinafter also referred to as the "Company") believes in the value of work and deems legality, transparency and fairness of action as essential prerequisites for the achievement of its economic, productive and social objectives.

The Code of Ethics must be considered an integral part of existing and future employment contracts, pursuant to legislation in force concerning "Diligence of the employee" (art. 2104 Italian civil code).

Violation of its provisions will therefore represent an offence of a disciplinary nature and will be prosecuted and punished by the Company pursuant to and for the purposes of art. 7 ("Disciplinary measure") of Law no. 300/1970 ("Jobs Act: regulations on the protection of workers' freedom and dignity, trade union freedom and activity in the workplace, and regulations on employment") and may lead to compensation for damage caused to the Company itself.

Adherence to the principles expressed in the Code of Ethics is a vital condition for entering into contracts of any kind between the Company and those who are interest in forming an agreement; the conditions contained in the Code of Ethics, therefore, shall in fact become an integral part of such contracts. Therefore, any violations by parties of the provisions contained in the Code, depending on their seriousness, may justify the termination by the Company of existing contractual relationships with such parties and may be identified *ex ante* as causes for automatic termination of the contract pursuant to art. 1456 of the Civil Code ("Express termination clause").

## **1. Company Profile**

Holiday Depilatori S.r.l. is a major corporation founded in 1975, when Vincenzo Vizzini, current Managing Director of the Company, took a chance on the business of hair removal and in so doing managed to establish himself in the world of cosmetics. Since 2005, Holiday Depilatori has been a Limited Company that operates from its own premises, manufacturing goods in Italy and exporting them to over 40 countries worldwide.

### **1.2. Corporate values**

The adoption of this Code of Ethics is the expression of a corporate environment strongly oriented towards the values of legality, transparency, fairness and professionalism, pursued also through opposition against any conducts contrary to the provisions of the law and the values that the Company itself is committed to promoting; Holiday Depilatori S.r.l. rejects and strongly condemns any kind of conduct contrary to or in any case in violation or opposition to the existing legislation, carried out both by an individual subject or by several persons joined by any bond, agreement or relationship.

The Code of Ethics is intended as a pivotal tool to guide all those who work in the name of or on behalf of the Company (hereinafter simply referred to as the "Recipients" of the Code)

towards the correct conduct and proper behaviour in their business activities, especially towards internal and external stakeholders ("stakeholders").

This Code of Ethics is promoted and adopted by the Company and constitutes an integral part of the Organization, Management and Control Model (hereinafter also referred to simply as the "Model"), as provided for by Legislative Decree 231/2001 with regard to the "Regulation of the administrative liability of legal entities" (hereinafter also referred to simply as the "Decree").

### **1.3 Purpose and scope of application of the Code of Ethics**

The principles of conduct stated in the Code establish the basis of the Company's corporate culture; every employee, collaborator and generally every stakeholder is therefore firmly required to comply with the provisions contained therein, as well as all the contents and procedures contained in the Model. In this regard, the Company undertakes not to start or continue any relationship with persons who do not intend to comply with these principles.

The Company undertakes to comply with the contents of the Code in the performance of all activities and to maintain a fair business conduct, based on the principles of integrity and loyalty, avoiding both personal and corporate conflicts of interest. In this sense, it is the duty of all Recipients to be familiar with the content of the Code of Ethics, to understand its meaning and, if necessary, to ask for clarifications regarding it.

It should be noted that lack of knowledge of the guidance of this Code does not exempt from any liability; it is in fact the duty of all the Recipients to know its content, understand its meaning and, if necessary, ask for clarification regarding the same. On the other hand, it is the Company's duty to promote the Code itself and, in general, the entire Model, as defined in detail in the General Section, correctly and promptly.

## **2. COMPANY MANAGEMENT**

This chapter defines the principles that guide the conduct of the Company in carrying out its internal activities, with particular attention to the impact of these activities on civil society, the surrounding environment and in relation to the persons included in the Company Organisation Chart.

### **2.1. Compliance with laws and regulations**

The Company deems that compliance with the laws and regulations in force in Italy and in all the countries in which it operates is indispensable and unavoidable, and undertakes not to initiate or continue any relationship with those who does not intend to adopt and firmly comply with this principle.

Any conduct that may constitute or integrate a conduct relevant to any type of offence must be considered forbidden, especially if it is covered by the Decree.

### **2.2. Confidentiality, Transparency and Fairness**

The Company identifies the principles of confidentiality, transparency and fairness as the core values of its activity and places them at the foundation of every decision, behaviour and process. In this respect, it undertakes to ensure that every operation and transaction is correctly registered, authorised, verifiable, legitimate, consistent and appropriate, within the limits and provisions defined by the law; it also undertakes to make it possible to verify the process of decision-making, authorisation and performance of the activities recognised as being most at risk, as defined in the Special Part of this Model.

All persons involved in these processes, each one for the part of their competence and responsibility, are required to ensure the maximum truthfulness, transparency and completeness of the verbal and documentary information generated during the performance of the activities, both in paper and digital format.

All persons involved in the formation of the data contained in the financial statements, in the company reports and in all the company communications required by law must comply with these principles and diligently verify the accuracy of the information provided.

Employees, collaborators and, in general, all persons who have relations with the Company are required to safeguard, according to the principle of confidentiality, the protection of the patrimony of technical, commercial, industrial, financial, legal, administrative knowledge and, in general, any information obtained in relation to the duties and tasks performed, acknowledging to Holiday Depilatori S.r.l. the full ownership.

Finally, the Company undertakes to be guided by the above-mentioned principles within any action related to communication activities, promotion or public information, in order to allow a full and correct vision of the characteristics, principles and persons that are part of the Company itself.

### **2.3. Health, Safety and Personal Injury and respect for people**

Holiday Depilatori Srl rejects any kind of discrimination, corruption, forced or child labour and does not tolerate in any way human rights violations, operating within the framework of the United Nations Universal Declaration of Human Rights, the fundamental conventions on this matter and the I.L.O. (International Labour Organization).

Moreover, within the scope of their work, the Recipients must always behave in the most respectful way of the people they come into contact with on behalf of Holiday Depilatori Srl, treating everyone fairly and with dignity.

The protection of the health and safety of individuals is a primary objective recognised by the Company, which undertakes to carry out its activities in full compliance with current legislation on the protection of health and safety in the workplace, as well as the specific applicable regulations on prevention.

The Company is also committed to ensuring safe and healthy working conditions, aimed at protecting the physical and moral integrity of people, also through activities suggested or indicated by the workers themselves, with a view to establishing a profitable relationship of

dialogue and collaboration aimed at a progressive and constant improvement of the conditions themselves.

## **2.4. Environmental Protection**

Operating in a sector constantly, strongly and directly affected by processes related to waste management and its proper treatment, Holiday Depilatori S.r.l. acknowledges the issues related to environmental protection not only a central role, but certainly an essential part of its own structure and nature. In this respect all daily activities carried out and any planning of future developments or projects, are oriented with particular attention to compliance with the requirements contained in the authorization documents held by the Company such as the national and European legislation.

The Company undertakes to make the greatest effort on a daily basis to maintain and constantly improve all the behaviour and procedures aimed at verifying the scrupulous and total compliance with the regulations and authorization requirements of the Company and of the subjects that interact with it in any way, constantly and unconditionally placing the respect of these rules at the basis of any working relationship; in parallel with the performance of its activities, it also undertakes to promote on a daily basis the culture of legality and respect for the environment as a characterizing element of its image and its corporate identity.

Holiday Depilatori S.r.l. also promotes respect for the environment through communication and promotion measures, identifying it as a qualifying element and willing to emphasizing the centrality of these issues in the definition of its profile, promoting public awareness of these issues and supporting all initiatives aimed at directing industrial activities towards models based on sustainability.

## **2.5. Protection of Privacy**

Pursuant to current legislation on privacy, and therefore data protection with particular reference to EU Reg. 679/2016, the Company guarantees that the information and data acquired and managed in carrying out its activities, and possibly included in special databases, are used within the limits established by corporate procedures and in compliance with national and EU legislation, with particular reference to the activities of collection, processing, comparison, erasing, modification, communication or dissemination of the same.

The same principles are also applied by the Company with regard to the processing of information related to its own employees and collaborators, avoiding any improper use of this information both inside and outside the company.

## **2.6. Conflict of interest**

The planning, organization and performance of any activity must always be guided by the aim of avoiding situations in which the persons involved are or may even only appear to be in situations of "conflict of interest". For instance, if a Recipient pursues an interest that differs from the Company's mission or takes "personal" advantage of opportunities or activities of the same.

It is therefore acknowledged as a precise duty of all employees, collaborators and Directors of the Company to operate constantly in order to avoid and prevent the occurrence of a conflict of interest; anyone who becomes aware of even only the potential occurrence of such a situation must immediately inform the Supervisory Body.

In order to comply with the principles of fairness and transparency, as well as to ensure the trust of the community and the beneficiaries of its actions, the Company shall ensure that all the Recipients of this Code do not find themselves in a situation of conflict of interest.

## **2.7. Correct management of company assets**

Each employee or collaborator is required to use company assets with diligence and responsibility, paying the utmost attention to their preservation and protection.

Company assets must be used appropriately and in accordance with the company's interests and it is absolutely forbidden for third parties to use them, in order to avoid improper use; it is also forbidden to use them for personal needs or for reasons unrelated to the service, for purposes contrary to the law, public order or morality, as well as to commit or induce the commission of crimes or in any case racial hatred, glorification of violence, discriminatory acts or the violation of human rights.

With particular regard to IT tools, it is expressly forbidden to adopt any conduct that may damage, alter, deteriorate or destroy IT systems or telematic systems, programs and computer data of the Company or third parties, as well as illegally intercept or interrupt computer or telematic communications. It is also forbidden to illegally break into computer systems protected by security measures or to obtain or distribute access codes to protected computer or telematic systems.

## **2.8. Respect of copyright and fight against computer crime**

Holiday Depilatori S.r.l. condemns any form of fraud, counterfeiting or infringement of intellectual property rights, calling on all stakeholders to strictly comply with the legislation in force protecting instruments or signs of authentication, certification or recognition, protecting industry and trade and copyright.

The Company safeguards its intellectual property rights, including copyrights, patents, trademarks and signs of recognition, following the policies and procedures established for their protection and respecting the intellectual property of others. Therefore, the unauthorized reproduction of software, documentation or other copyrighted material is contrary to Company policy and the use or reproduction of software or documentation outside of what is permitted under license agreements with suppliers is prohibited.

In addition to the above-mentioned measures, the Company undertakes to enforce any suitable procedure to operate effectively against computer crime; it is therefore absolutely forbidden within the company context to make improper use of IT tools that could even potentially lead to the commission of offences or conduct that is misaligned with the provisions of the law or the Model, such as, for example, illegal access to third parties' IT or telematic

systems the unlawful interception, obstruction or interruption of computer or telematic communications, the damaging of information, data and computer programs that are private or even used by the State or by another public body or in any case of public utility and the damaging of computer or telematic systems that are both private and of public utility; Furthermore, it is categorically prohibited to illegally possess and disseminate access codes to computer or telematic systems, to disseminate equipment, devices or computer programs designed to damage or interrupt a computer or telematic system, as well as to install equipment designed to intercept, prevent or interrupt computer or telematic communications.

## **2.9. Respect for personal dignity**

In view of the protection of fundamental human rights and in the light of its basic principles, Holiday Depilatori S.r.l. strongly rejects any kind of discrimination, whether racial, territorial or religious. It undertakes to carry out a daily monitoring and contrast of practices contrary to these principles such as marginalization, homophobia, xenophobia and other acts or attitudes that may constitute even potential forms of discrimination.

The Company also considers unacceptable any type of violence, harassment or unwanted behaviour that violates or may even potentially violate the human dignity of individuals, with particular reference to any form of sexual harassment or harassment related to personal, cultural or religious diversity.

## **3. RELATIONS WITH THIRD PARTIES**

This chapter defines the principles that guide the conduct of the Company in carrying out activities that involve relations with external stakeholders.

### **3.1. Competition and market abuse**

The Company deems that fair competition is an essential element for the development of the company and of the territory in which it operates; in this sense, it undertakes to refrain from collusive, predatory behaviours and abuse of dominant position, in compliance with the regulations in force and with the provisions of the Authorities in charge of regulating the market. In particular, Holiday Depilatori S.r.l. undertakes not to use other people's business secrets, not to adopt behaviours aimed at hindering the functioning of the activities of competing companies and not to carry out fraudulent acts capable of causing damage to the competing company.

With regard to market abuse, it is expressly forbidden for anyone in possession of inside information to engage in the following conduct:

- Buying, selling or carrying out other transactions, directly or indirectly, on their own behalf or on behalf of third parties, on financial instruments using this information.
- Communicate such information to others, outside the normal course of employment, profession, function or office.

- Recommend or lead others, on the basis of such information, to carry out the transactions described in the preceding points.
- Disseminate false information or carry out simulated transactions or other devices concretely capable of causing a significant alteration in the price of financial instruments.

### **3.2. Relations with customers**

The Company pursues the objective of fully satisfying the expectations and needs of its customers; in this regard, it undertakes to build long-lasting and profitable relationships with all its customers, paying the utmost attention to the quality of outgoing materials, to the specific needs of individual customers, to operating on a daily basis inspired by the principles of fairness and professionalism, while paying the utmost attention to the availability and timeliness of communications from time to time necessary or required.

In order to ensure high quality products and in line with customer requirements, the Company carries out strict controls on incoming material, processing and outgoing products, both through autopsy control and by using appropriate technical tools.

Holiday Depilatori S.p.A. also undertakes to put in place all useful conduct to prevent contact with organized crime; in the absence and pending the introduction of appropriate industry procedures standardized by law, the Company provides for and describes in detail in the Special Part of this Model a series of procedures specifically dedicated to this purpose, with particular reference to searches, interrogation of databases and other forms of investigation allowed by law aimed at obtaining information on third parties.

### **3.3. Relations with suppliers**

Relations with suppliers are based on constant and unwavering respect for the principles of fairness, transparency and good faith; in this respect, the Company is committed to evaluating orders for the supply of goods and services on objective and transparent parameters such as quality, service, price and assistance, and to give priority whenever possible to the establishment of a relationship of lasting collaboration, in the mutual interest of the parties.

At the time of purchase rigorous preventive verification operations are envisaged, including in particular:

- Verification of the validity of the supplier's VAT number.
- Verification of the validity of the supplier's Fiscal Code.
- Verification of the existence and origin of the production material;
- Verification of the existence of the supplier of the material.

The details of these procedures are described in full in the Special Part of this Model and the negative outcome, even partial, of any of them will make it impossible to perform the purchase, without any chance of derogation or exception.



In order to promote and spread the principles of legality and fairness in the trade sector, Holiday Depilatori S.r.l. undertakes to provide all suppliers, even if only potential ones, with all the necessary information concerning the regulations of the sector and the procedures contained in this Model, free of charge.

In relation to the origin of the goods, the Special Part of this Model provide the procedures deemed suitable for maximum reduction of the risk of crimes such as, for example, receiving stolen goods. Furthermore, as already indicated in relation with customers, the Company undertakes to put in place all useful conduct to prevent contact with organised crime; in the absence and pending the introduction of appropriate sector procedures standardised by law, the Company envisages and describes in detail in the Special Section of this Model a series of procedures specifically dedicated to this purpose, with particular reference to searches, interrogation of databases and other forms of investigation permitted by law aimed at obtaining information on third parties.

### **3.4. Gifts**

In relations with third parties of any kind, it is absolutely forbidden to receive or offer benefits, whether direct or indirect, gifts, acts of courtesy and hospitality, unless they are of a nature and value that cannot be interpreted as aimed at obtaining favourable treatment and, in any case, do not compromise the image of the Company.

### **3.5. Relations with the Public Administration**

Directors, employees or collaborators who, in the performance of their duties, dialogue, conduct negotiations or simply have relations with the Public Administration are required to have a clear, correct and transparent attitude and must not in any way influence the decisions of the public officials in an improper manner, nor must they behave in an illicit manner such as offering money, other benefits or professional and personal favours such as to alter the impartiality or judgement of the representative of the Public Administration.

Relations with the Public Administration must only be managed by the directors or employees delegated to do so, as expressly indicated in the Organisation Chart Special Part attached to and deemed an integral part of this Model.

Without prejudice to the prescriptions indicated in the procedures described in the Special Part of this Model, the following indications apply in any case:

- It is not permitted to offer money or gifts of any kind to managers, officials or employees of the Public Administration or their relatives, whether Italian or from other countries, unless they are of such a nature and value that they cannot be interpreted as aimed at obtaining favourable treatment and, in any case, do not compromise the image of the Company.
- Illicit payments made directly to Italian entities or their employees, as well as illicit payments made through persons acting on behalf of such entities both in Italy and abroad, are considered acts of corruption.

- it is forbidden to offer or accept any object, service or favour of value in order to obtain more favourable treatment in connection with any relationship with the Public Administration.
- If any business negotiation, request or relationship with the Public Administration is underway, the personnel in charge must not try to improperly influence the decisions of the counterparty, including those of the officials dealing with or making decisions on behalf of the Public Administration.
- If the Company uses a consultant or other "third" party to represent it in its dealings with the Public Administration, provision must be made in the contract regulating relations between the parties for the same guidelines to be applied to the consultant and his staff or to the "third" party as are also applied to the Company's employees.
- The Company shall not allow itself to be represented in relations with the Public Administration by a consultant or other "third party" when conflicts of interest may arise.
- In the course of business negotiations, requests or commercial relations with the Public Administration it is forbidden to undertake, either directly or indirectly, activities aimed at examining or proposing employment and/or commercial opportunities that could personally benefit employees of the Public Administration, or to solicit or obtain confidential information that could compromise the integrity or reputation of both parties.

### **3.6. Relations with financial institutions**

Also, in its relations with financial institutions, the Company undertakes to base its conduct on the principles of fairness and transparency, in order to be able to operate constantly in a climate of mutual collaboration and in compliance with regulations in force.

With regard to the provision of payments, the Special Part of this Model describes the operating procedures aimed at ensuring maximum traceability and total control of operations, in order to prevent the potential commission of offences.

With regard to the selection of partners, Holiday Depilatori S.r.l. makes its choices by turning to top-level partners, able to guarantee high quality standards and solid guarantees from the point of view of the formal correctness of operations and relationships.

### **3.7. Relations with political parties, trade unions, associations and communities**

The Company does not make direct or indirect contributions, in any form, to political parties, movements, committees and organizations.

Relationships with trade unions are inspired by the principles of fairness, impartiality and transparency and are reserved to the Company functions delegated for this purpose.

The Company participates in trade associations and carries out its activities in full respect of local and national institutions, social associations and in general all its stakeholders, contributing to the economic growth of the communities in which it operates.

### **3.8. Relations with the press and media**

The Company handles relations with the press and the media through a specific company department defined from time to time by the Director of the Company, on the basis of competence, which, in providing external communications, adheres to the principles of truthfulness, transparency and clarity, ensuring that the information produced is consistent, accurate and always conforms to the Company's policies and programs; employees and collaborators must therefore refrain, unless expressly authorized, from making any public statement regarding the Company's activities.

## **4. IMPLEMENTATION AND CONTROL**

### **4.1. Communication and training**

The Company undertakes to bring the Code of Ethics to the attention of employees, intermediaries and collaborators with whom it has ongoing relations, as well as all stakeholders; for their part, these subjects are required to fully and completely comply with the principles contained in this Code of Ethics, which may be expressly mentioned in contracts and must be made available to anyone who wishes to read it.

In order to ensure that this document is fully and correctly understood by all stakeholders, the function indicated in the Organisation Chart prepares and periodically organizes workshop or focused training activities, differently according to the role and availability of the employees, also on the basis of the suggestions of the Supervisory Body.

Employees may contact the Supervisory Body at any time by means of a hard copy letter deposited in a special mailbox located in an accessible place, even if only to request information or explanations regarding aspects of the Model or the legitimacy of a certain behaviour or conduct.

### **4.2. Compliance with the Code of Ethics**

The observance of the Code of Ethics is to be deemed as an accurate and mandatory duty of each stakeholder.

Failure to comply with this Code of Ethics entails the risk of disciplinary action by the competent bodies of the Company, in line with what is required in the specific chapter of the General Section of this Model.

### **4.3. Reporting to the Supervisory Body**

All employees who become aware, directly or indirectly, of information relating to conduct not in line with the provisions of the Model are obliged to inform the Supervisory Body.

This obligation, moreover, falls within the broader duty of diligence and loyalty of the employee; its fulfilment cannot give rise to the application of disciplinary punishment and confidentiality must be guaranteed to those who report any violations in order to eradicate the chance of retaliation.

The information received by the Supervisory Body shall be used for the purpose of improving the planning of control activities and shall not require a systematic verification of all the facts reported, the decision to act following a report being left to the discretion and responsibility of the Supervisory Body.

**LA PRESENTE RAPPRESENTA UNA MERA TRADUZIONE DI CORTESIA, IL TESTO VALIDO AD OGNI EFFETTO È RAPPRESENTATO DALLA VERSIONE ITALIANA**

**This version of the Code represents a mere courtesy translation, while the text valid for all purposes consists in the Italian version.**