

Code of Conduct

(Mission – Ethics – Values principles)

Effective: 09/2021

If we would condensate our commitment in a word this is “**Integrity**” this means that all our actions, thinking, behaviors are based on this paradigm.

History and Mission

Joining forces in 2018 enabled us to bring together our individual areas of expertise and to combine over 150 years of industry experience. Our Group partnership has been continually developed from this point onwards leading to us now working together under our Group brand name REPA – The Spare Parts Group. Our umbrella brand REPA is derived from the Latin root “reparare” meaning “to repair” It is internationally understandable and stands for our dedication to support our customers’ business: installing, maintaining and repairing equipment. All our services are strictly designed to make it quick, easy, and convenient for our customers to do their job. We aim every day to provide you with the most comprehensive spare parts solutions for catering, coffee & vending, refrigeration and household appliances. With access to an unrivalled product portfolio, automated warehouses across Europe and proven technical and industry expertise, our team ensures next-day delivery of quality spare parts and accessories.

Ethics and Values

We believe in:

- Transparency and respect
- Involvement and inclusion
- Sense of initiative and entrepreneurship
- Delegation and responsibility
- Honesty and fairness
- First class quality and reputation
- Employee safety, health, and wellness
- Environmental and sustainability mindset

1. Introduction

Employees of REPA Group, or any of its affiliates or subsidiaries (“we,” “our,” “us,” “the Company,” or “REPA”), and others performing work for REPA or on its behalf, collectively referred to in this Code as “REPA Personnel”, are expected to act lawfully, honestly, ethically, and in the best interests of the Company while performing duties on behalf of REPA. This Code provides some guidelines for business conduct required of REPA Personnel. Persons who are unsure whether their conduct or the conduct of other REPA Personnel complies with this Code should contact their manager, another REPA manager, Human Resources, or the Local Ethics Officer. This Code applies to all REPA Personnel, including members of the Board of Directors (in connection with their work for REPA), officers, and employees of REPA Group and its corporate affiliates, as well as contingent workers (e.g., agency workers, contractors and consultants) and others working on REPA’s behalf. This Code is subject to change and may be amended, supplemented, or superseded by one or more separate policies.

If any part of this Code conflicts with local laws or regulations, only the sections of this Code permitted by applicable laws and regulations will apply. Any policies that are specifically applicable to your jurisdiction will take precedence to the extent they conflict with this Code.

1.1 How Can the Code Help You?

The Code enables you to:

- Conduct yourself honestly and ethically.
- Support our values and protect our reputation.
- Understand what REPA expects from you.
- Make good decisions every day.
- Comply with the laws, regulations and standards that apply to our Company.
- Understand where to go for assistance or guidance if you have questions.

2. Conflicts of Interest

REPA Personnel are expected to use their judgment to act, at all times and in all ways, in the best interests of REPA while performing their job duties. As such, REPA Personnel should attempt to avoid actual or apparent conflicts of interest. A conflict of interest exists when your personal interests interfere with the best interests of REPA. For example, a conflict of interest may occur when you or a family member receive a personal benefit as a result of your position with REPA. Similarly, you may not use your position at REPA to request personal benefits for yourself or your family members. A conflict of interest may also arise from your personal relationship with a customer, supplier, vendor, competitor, business partner, or other REPA Personnel, if that relationship impairs or may be perceived to impair your objective business judgment. Other specific areas of potential conflict of interest such as external business relationships, serving on boards, personal investments, gifts, entertainment, corporate opportunities, and certain personal relationships with other REPA Personnel are discussed in more detail below.

The best rule for any situation that appears to present a conflict of interest is to “abstain and disclose”. If it is not possible to avoid participating in the event or activity creating the conflict, (1) promptly disclose the potential conflict to your supervisor and submit a request to the Ethics & Compliance Committee using the online tool, and (2) avoid participating in decisions that might raise the appearance of a conflict until you receive appropriate guidance from the Ethics & Compliance Committee. The Ethics & Compliance Committee will consider the facts and circumstances of the situation to decide whether corrective or mitigating action is appropriate.

Some specific potential conflicts of interest to be mindful of are as follows:

2.1 Outside Business and Consulting Engagements

REPA Personnel must obtain approval from the Ethics & Compliance Committee via the online tool prior to (1) beginning any employment, business, or consulting relationship with another company that is a current or potential competitor of REPA or that otherwise has a business relationship with REPA, or (2) accepting any teaching engagements with an educational institution, establishment, or other organization. In addition, you should avoid conducting REPA business with members of your family or others with whom you have a significant personal or financial relationship without the prior approval of the Ethics & Compliance Committee.

2.2 Serving on Boards and Investing in Other Companies

We encourage REPA Personnel to be active in industry and civic associations. However, REPA Personnel who serve on boards of directors or advisory boards of any entity or organization are required, prior to acceptance, to obtain approval from the Ethics & Compliance Committee. Any passive investment of not more than two percent (2%) of the total outstanding shares of a publicly traded company is permitted without REPA approval, provided that the investment is not so large financially (either in absolute euros or percentage of your total investment portfolio) that it creates the appearance of a conflict of interest. However, any investment in more than two percent (2%) of a public company or any investment in a private company that is a current or potential competitor of REPA or that has a business relationship with REPA requires prior approval from the Ethics & Compliance Committee. REPA reserves the right to review and revisit any prior investment approvals in order to avoid an actual or apparent conflict of interest. REPA may periodically conduct an inquiry of REPA Personnel in order to determine the status and circumstances of board memberships or investments, and REPA Personnel are responsible for continually monitoring and reporting any change in circumstances that might give rise to an actual or apparent conflict of interest.

2.3 Gifts & Entertainment

Giving or receiving gifts or entertainment to or from a current or future client or business partner can potentially create a conflict of interest, especially if the value of the item is significant. Accepting or providing gifts (such as company-branded swag or simple gift baskets) is generally fine if the market value of the item is less than €100, and the gift is reasonable and customary, and does not inappropriately bias future decision-making about working with the client or partner or create an appearance of impropriety. Additionally, accepting or providing certain business entertainment (such as an invitation to attend a local cultural or sporting event, or a celebratory meal with a business partner) can be appropriate, provided that the entertainment or meal is reasonable and customary and in the furtherance of a business relationship; the cost is not excessive; and it won't inappropriately bias future decision-making about working with the partner or create an appearance of impropriety.

Providing ad credits or running ads for others using ad credits may also be a form of gift and is appropriate if given in a manner consistent with our Policy for Coupons and House Ads and our Employee Ad Credit Policy. You should never give or receive cash, cash equivalents (such as gift cards), loans, or any item that obligates you to provide something in return, and you should not actively solicit gifts or entertainment from a current or potential client or business partner. While you cannot give anything of value to a government official to get or keep business or gain an improper advantage, you may provide modest gifts, meals, and entertainment to government officials where there is a legitimate purpose and the thing of value is not being provided in exchange for any action or inaction by the official. For guidance on these and other interactions with government officials, please review the REPA Anti-Bribery and Corruption Policy. If you plan to expense any gift or entertainment to be provided to a client or business partner, please review the Global Travel & Expense Policy. Before accepting any gift or entertainment exceeding the limits, please open a request to your Local Ethics Officer or if more than 5 times the limits the Ethics & Compliance Committee using the online tool.

2.4 Corporate Opportunities

REPA Personnel may not exploit or take advantage of business opportunities that are discovered through the use of REPA's property, information, or position for personal gain unless the opportunity is disclosed fully in writing to the Company and REPA declines to pursue such opportunity.

2.5 Potentially Conflicting Relationships

REPA does not prohibit dating among REPA Personnel, nor does it prohibit relatives from working together within, for, or on behalf of the Company. However, if a potentially conflicting relationship, romantic or otherwise, involves two employees in a direct reporting relationship, in the same chain of command, or otherwise creates an actual or apparent conflict of interest, the employees must disclose the relationship to Human Resources. While both employees have a responsibility to disclose any such potential conflict, if you are a manager, your failure to properly disclose may result in more serious discipline. Upon learning of any potential conflict, REPA may reassign at least one of the individuals to a different position or role within the Company. In any event, where your significant other, relative, or any other potentially conflicted person is within your chain of command, you must recuse yourself from any decision-making concerning the person's compensation, promotion, discipline, or termination and must refrain from participating in his/her performance review. If you have a personal or financial relationship with any service providers to REPA, such as vendors, suppliers, or contingent workers, for which you have work-related responsibilities (e.g., where you are the REPA assignment manager, participating in vendor selection, determining the terms of a contract or assignment, etc.) you must disclose that relationship to the Ethics & Compliance Committee by submitting a request via the online tool and recuse yourself from any decision-making regarding that service provider. In addition, REPA's Board of Directors may from time to time adopt separate policies with respect to directors' conflicts of interest in order to address the particular circumstances arising from their role as members of the board. Any such policy will supersede the conflicts of interest guidelines above to the extent applicable.

3. Harassment

REPA does not tolerate unlawful harassment or any mistreatment by or of workers (including individual contributors, managers, and contingent workers), guests, clients, or agency partners in the workplace or in a work-related situation on the basis of sex, race, color, nationality, ethnic or national origin, ancestry, citizenship, religion (or belief, where applicable), age, physical or mental disability, medical condition, sexual orientation, veteran status, marital status, genetic information or characteristics (or those of a family member), or any other category protected under applicable federal, state, or local law. If you suspect harassment, discrimination, or retaliation has occurred, you are encouraged, and managers are required, to promptly provide a written or oral complaint to the HR, or to our Whistleblower Hotline (odv.studioroveda@pec.libero.it).

4. Communications

You should take care to ensure that all business records and communications, including electronic communications, are clear and accurate. Electronic communications include, but are not limited to: email, messaging (Workchat/WhatsApp), video conferencing, chat rooms, Wikis, phone, and fax. The Company may have obligations to preserve electronic communications and other information in connection with existing or reasonably foreseeable Legal Matters, such as litigation, investigation,

subpoenas, or enforcement proceedings. Upon direction from the Marketing - Communications Department, you must not alter, delete, or destroy electronic communications or information subject to a Legal Hold Notice. Please remember that your business communications may be shared or become public through these legal events or publication in the media. Potential risks from inaccurate or misleading statements include, but are not limited to, claims of false advertising, misrepresentation, breach of contract, securities fraud, unfair disclosure, and antitrust violations.

You must consult with the Marketing - Communications Department and your department director before making formal statements or providing information about REPA, our products, or our business and fellow REPA Personnel to journalists, bloggers, and industry analysts through any public forum (such as a tradeshow or conference or your REPA profile). You also cannot make any statements about the privacy or security of REPA data without approval from a Privacy Review.

You may not give an endorsement or other statement on behalf of REPA or personal endorsement that identifies your affiliation with REPA, except when approved by the Marketing - Communications Department or your local Director. In addition, you may not discuss REPA's business, including financial condition, business or financial performance, products, or business prospects, with financial analysts or actual or potential investors without the prior approval of the Advisory Board. All requests for a representative of REPA to participate in a financial conference (including speaking on a panel or attending a dinner or any event that targets the financial community) must be referred to Financial Department for review and managing. If any such analysts or investors contact you, please contact our Financial Department.

5. Public Disclosures

REPA is committed to the transparency and integrity of our publicly filed financial reports and other communications. Our principal executive officer, principal financial officer, principal accounting officer, and people who perform similar functions are deemed our "senior financial officers" and are responsible for ensuring that the disclosure in REPA's periodic reports is full, fair, accurate, timely, and understandable.

6. Financial Integrity and Responsibility

REPA Personnel are expected to act responsibly and exercise sound judgment with respect to matters involving Company finances. If, in the course of your duties, you spend money or distribute anything else of value (as defined in the Anti-Corruption Policy), enter into contracts, or maintain financial records on behalf of REPA, with respect to such duties you must keep accurate and complete records, submit accurate and complete reports as required, and comply with REPA's system of internal controls, including controls relating to the proper review, approval, and execution of contracts. Please refer to the best practices and to the Global Travel & Expense Policy for additional guidance. If you have questions about these obligations, please contact the Financial Department.

7. Confidential Information

REPA's confidential business information is a valuable asset that everyone must protect. REPA Personnel are required to use confidential information of REPA for business purposes only and must always keep such information in strict confidence. This responsibility extends to confidential information of third parties that we have received under non-disclosure agreements. Confidential information includes data and information including, without limitation, proprietary data, trade secrets and know-how such as software and product designs, product plans, inventions, laboratory notebooks, processes, designs, drawings, engineering, customer or supplier lists, REPA Personnel data (other than your own), financial information, budgets, pricing, business plans, or other business information.

Your obligation to maintain the confidentiality of this information means that you may not share any such information outside of REPA unless REPA has appropriate non-disclosure agreements in place. For help in establishing such an agreement, if you have questions about provisions of a non-disclosure agreement already in place, or if you have questions about whether certain information can be disclosed, please contact the Financial Department. REPA Personnel should also refrain from sharing confidential information internally beyond those persons who legitimately need to know it for purposes of their job. We have an open and transparent culture, and this is not intended to stifle the ongoing conversation and sharing that has facilitated so much of our success. Rather, you should use your judgment to share what is appropriate inside the Company in furtherance of your and others' jobs. Please always keep in mind that improper use or disclosure of confidential business information could seriously damage REPA's reputation with users, business partners and the community, expose us to liability, and cause harm to our business.

In addition, you are not to bring with you to REPA, or use or disclose to any person associated with REPA, any confidential or proprietary information belonging to any former employer or other person or entity to which you owe an obligation of confidentiality under any agreement or otherwise. REPA does not need and will not use such information, and we will assist you in any way possible to preserve and protect the confidentiality of proprietary information belonging to third parties.

Note that this Code is not intended to restrict an employee's legal right to discuss the terms and conditions of his/her employment.

8. Protection of User, Customer, and Personnel Data

Depending on your role at REPA, you may have access to information systems or tools that enable you to view certain information relating to customers, manufactures, and products, which would otherwise not be visible to you prior to working at REPA. These tools are important and necessary to enable you to perform your work effectively. However, it is of the utmost importance that all REPA Personnel treat this data access with extreme sensitivity and caution. You are only authorized to access this data to the extent it is required for you to do your job. This data is confidential and subject to privacy protections in many jurisdictions. REPA's brand and the trust customers and manufactures put in us depend on your responsible use of tools that allow you to view information that would otherwise not be visible to you. All REPA Personnel must review and comply with all privacy-related policies, including the internal Privacy Policy rules, which describes REPA's privacy expectations for the Company and REPA Personnel, the respect of the Access Data policy, which governs your use of and access to customer, manufacturer, and product data.

In your role at REPA, you also will have access to information systems or tools that enable you to view personal information relating to REPA Personnel (including your coworkers). These tools are important and necessary to enable you to perform your work effectively. However, it is of the utmost importance that all REPA Personnel treat this data access with extreme sensitivity and caution because it is confidential and subject to privacy protections in many jurisdictions. You are only authorized to access this data to the extent it is strictly required for you to do your job. To learn about the sensitivity of different types of personnel data, and how to appropriately protect it, please refer to the Privacy Policy rules, Access Data policy Data Classification Standard, and Data Handling Guidelines on the wiki.

9. Protection and Use of REPA Assets

REPA provides REPA Personnel with a wide range of valuable assets to help you perform your work on behalf of REPA at the highest level. These assets include computer equipment, mobile devices, communications platforms and equipment, software, office and electronic equipment, and facilities. REPA Personnel are expected to treat these assets with care and use them with the interests of the business in mind and with a "common sense" approach. This means that assets should be well maintained and not subject to unreasonable use. If something you are using is damaged, please see that it gets fixed. In addition, you shouldn't use Company assets for personal matters. REPA's assets are property of the Company and provided for business use. While we recognize that exceptionally personal use occurs, it should not be excessive and should not interfere with performance of your business duties. If REPA determines that personal use inhibits business use, REPA may request that you adjust your personal use patterns. For more information, please refer to your department manager.

10. Compliance with Laws

REPA Personnel are expected to act within the bounds of applicable laws, rules, and regulations of the countries where we do business. The application of these and other laws can be complex and fact-dependent. If you have any questions about the applicability or interpretation of any law, rule, or regulation, you should contact the local Director.

Here are some of the legal areas to keep in mind:

Data Privacy

REPA Personnel must comply with all applicable data privacy laws and legal requirements. These include laws governing the collection, access, and use of data, such as the European Union's General Data Protection Regulation (GDPR), and regulatory obligations applicable in the countries where we do business. For more information, please contact the local Director.

Anti-Corruption

REPA Personnel must comply with all anti-corruption laws of the countries in which we do business, including the U.S. Foreign Corrupt Practices Act (FCPA), which applies globally. For more information please reference our Anti-Corruption Policy.

Money Laundering

Money laundering is the process by which the proceeds of crime are made to appear to come from a legitimate source, usually through engaging in a series of financial transactions designed to conceal the ownership, source, control or destination of illegally gained money. The financing of terrorism is the financial support, in any form, of terrorism or of those who encourage, plan, or engage in it. Employees and officers should always be vigilant for any money laundering activity and should report any suspicion of such activity to the Local Ethics Officer without delay.

International Trade

REPA Personnel must also comply with all applicable international trade laws and regulations. These laws and regulations apply to the import and export of goods and technical data to and from the EU and other countries, transactions or dealings with sanctioned countries and restricted parties, and anti-boycott requests. For more information, please reference our Sales & Distribution guidelines.

Lobbying and Campaign Finance

REPA Personnel must also comply with applicable lobbying and campaign finance laws. These laws vary across jurisdictions and apply generally when REPA makes political contributions or engages on policy issues with government entities, elected officials, and candidates for public office. For more information and guidance on how to comply with these laws, please reference our Financial Department.

Competition

REPA is committed to competing in a fair and vigorous manner, in compliance with all applicable antitrust and competition laws. Antitrust laws protect consumers by prohibiting anticompetitive conduct that can restrict free competition. In accordance with these laws and regulations, REPA Personnel must never agree, either directly or indirectly, with competitors: (1) to set any aspect of prices or other terms related to the products or services we provide to third parties; (2) to allocate customers, advertisers, territories, or product markets; (3) not to deal with a particular company (called a “group boycott”); or (4) on bid levels or whether to submit a bid on any prospective business. Further, some conduct may be considered unfair or illegal in certain circumstances, including:

- Sharing competitively sensitive information with competitors;
- Leveraging market power to gain an unfair competitive advantage;
- Requiring a purchaser to resell a product at or above a particular price;
- Entering into agreements with suppliers or customers that impose exclusivity obligations; and
- Requiring customers to purchase one product to get access to another product (also called “tying”).
- If you have questions in these areas, please contact your local Director for advice.

Insider Trading

Under laws, it is generally illegal to trade in securities or others financial investment while in the possession of material non-public information about the Company. It is also generally illegal to provide material non-public information about REPA to others who then trade on the basis of that information. Please direct all inquiries regarding the Insider Trading topic to our Financial Department.

Health, Safety, Quality and Environmental

REPA is committed to complying with health, safety, quality, and environmental (HSQE) laws and regulations in the workplace and in the communities where we operate. Our HSQE programs are designed to protect the environment, maintain a secure workplace, and provide REPA Personnel with the necessary resources to comply with HSQE laws and REPA’s values and standards. REPA Group conduct regular internal audit and apply the ESG analysis for performance measurement.

11. Reporting Violations

If you learn about or suspect a violation of this Code, another REPA policy, or any law, you shall promptly report it to your manager, another manager, Human Resources, Local Ethics Officer, Internal Audit, or the Financial Department. If you are uncomfortable making such a report, you may do so anonymously if permitted by applicable law. For reporting violations, if permitted by applicable law, please use our Whistleblower Hotline (odv.studioroveda@pec.libero.it).

In cases in which an individual reports a suspected violation of policy or law in good faith and is not engaged in the reported conduct, REPA will attempt to keep its discussions and actions confidential to the greatest extent possible and in compliance with applicable laws and regulations governing privacy. REPA will not retaliate against anyone making a good-faith report of a potential violation. REPA will appropriately investigate any report of a violation. You must cooperate fully with any investigation, but should not investigate independently, as alleged violations may involve complex legal issues, and you may risk compromising the integrity of a formal investigation.

Conduct that violates the law or Company policies is grounds for prompt disciplinary or remedial action. In addition, your failure to report a known violation of law or Company policy by someone else may result in disciplinary action for employees and termination of employment/your relationship with REPA. Discipline for a violation of REPA policies or applicable law may range from a warning up to and including summary termination of employment/your relationship with REPA (in accordance with applicable law). REPA's response to reports of possible violations of law may involve disclosure to and cooperation with the appropriate authorities.

12. Policy Prohibiting Retaliation

It is against REPA policy (and may be unlawful) for any REPA Personnel to retaliate against any person for reporting what he or she believed in good faith to be a violation of this Code, expressing an intent to report what he or she believed in good faith to be a violation of this Code, assisting other REPA Personnel to report a violation of this Code, or participating in any investigation pursuant to this Code.

13. Training

All REPA officers and employees, as well as certain contingent workers and third parties, as determined by Ethics & Compliance Committee guidelines, must familiarize themselves with and complete training on the Code.

14. Amendment and Waivers

Any amendment of any provision of this Code must be approved by the REPA's Advisory Board or, if appropriate, the Ethics & Compliance Committee, and promptly disclosed as may be required pursuant to applicable laws and regulations. REPA's General Counsel may grant waivers under this Code for REPA employees other than executive officers or senior financial officers. Any waiver or modification of this Code for a member of the Advisory Board, executive officer, or senior financial officer must be approved by the Advisory Board and promptly disclosed, in each case as may be required by applicable law.

References

For purposes of this Code, "manager" shall include the REPA assignment manager for contingent workers.