

VENDORS' CODE OF CONDUCT FOR RESPONSIBLE PROCUREMENT

September 2023

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Introduction

The Unipol Group (the “**Group**”) is a leading Non-Life insurance group in Italy that implements an integrated offer strategy to provide the widest range of products and services.

The parent company, Unipol Gruppo S.p.A. (“**Unipol**”), through subsidiaries (the “**Group Company**” and, together with Unipol, the “**Companies in Scope**”) and a network of partnerships in the Mobility, Welfare and Property ecosystems, offers expertise and integrated solutions. The core business is accompanied by the presence in the real estate, hotel, agricultural and port accommodation business.

The Group undertakes to engage in sustainable development as defined by the United Nations 2030 Objectives in terms of sustainability (**Sustainable Development Goals** or **SDGs**)¹ by integrating that commitment into its business model. The integration takes place by operating with the maximum correctness and far-sightedness and cooperating with the Group's stakeholders in the processes of creating shared value.

To that end, the Group's commitment to integrate sustainability into its procurement practices is expressed primarily through its participation in the United Nations’ “Global Compact” initiative and by adopting the guiding principles of ISO 20400 - Sustainable Procurement, which collectively set forth the Group’s expectations for Vendors on fundamental aspects of responsibility, including human rights, labour standards, work conditions, environmental protection, anti-corruption and business ethics.² This approach translates into a set of sustainability policies and guidelines through which the Group undertakes to comply with high standards of business conduct, as required by the Group's Code of Ethics³, and expects that all its Vendors, as better defined in the paragraph “Scope of application”, adopt similar social, environmental and corporate governance standards.

This Vendor Code of Conduct (the “**VCC**” or the “**Code**”) defines the expected standards for business relations between Companies in Scope and their Vendors in order to enable the Companies in Scope to prevent and mitigate the most relevant negative impacts on sustainability factors.

Scope of application

The VCC applies to all parties that execute contracts with the Companies in Scope for the supply of goods or provision of services (the parties, the “**Vendors**”; the contracts for the supply of goods and provision of services executed by the Companies in Scope, the “**Supply Contracts**”).

By signing the Supply Contract, the Vendors also undertake to comply with the contents of the Code.

The Supply Contract may contain provisions relating to one or more items of the VCC. Nothing contained in the Code is intended to replace the more stringent provisions that may be set forth in a particular Supply Contract.

¹ For a complete overview of the SDGs, please visit the website www.un.org/sustainabledevelopment.

² The ten principles of the United Nations’ Global Compact in the areas of human rights, labour, environment and anti-corruption enjoy universal acceptance and derive from:

The Universal Declaration of Human Rights

The International Labour Organization's Declaration on Fundamental Principles and Rights at Work

The Rio Declaration on Environment and Development

The United Nations Convention Against Corruption

For additional details, see:

<http://www.unglobalcompact.org/AboutTheGC/TheTenPrinciples/index.html>

³ Available on the Unipol Group website <https://www.unipol.it/it/la-nostra-identita/vision-mission-e-valori>

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The scope of application of the VCC includes all goods and services purchased by the Companies in Scope, including those essential to perform their respective business activities, irrespective of how they are purchased.

The VCC does not apply to the agents of insurance Companies in the Scope, whose relations are governed by specific contractual agreements, nor to relations with public administrations.

Fundamental Principles

The principles and provisions of the VCC represent the sustainability guidelines adopted by the Companies in Scope in carrying out their business activities.

The Group requires Vendors, who also undertake on behalf of the subcontractors and parties they use for the supply of goods or provision of services, to comply with the minimum standards of conduct and basic practices outlined in this document.

Compliance with the provisions of the Code is ensured through appropriate monitoring procedures that take into account the different risk profiles of the Vendor categories and possible differences in legal and cultural backgrounds.

The Vendors undertake to promptly inform the Companies in Scope in the event of non-compliance, in whole or in part, with the provisions of the Code, and to mitigate any negative impacts that may arise from such non-compliance.

In the event of violation of the Code, the Companies in Scope reserve the right to terminate the Supply Contract.

Corporate Governance (Principle X of the Global Compact)

Vendors are required to comply with applicable laws, regulations and minimum standards of commercial integrity. These include, but are not limited to, the following commitments:

- **fight against any form of corruption**, i.e. not to offer, give or receive payments or other improper benefits (in cash or other forms), regardless of their value, nor to encourage or allow others to do so, in order to obtain or retain business or any other advantage;
- **combat the crimes of handling stolen goods, crimes that are money laundering- and self-laundering-related**, and therefore complying with all the rules and provisions, both national and international, on anti-money laundering and terrorist financing;
- **refrain from undertaking**, directly or indirectly, any activity that prevents or limits competition or that violates antitrust provisions in any other way and to report any **anti-competitive behaviour**, even if only suspected;
- **ensure appropriate remuneration and payment terms** for goods and services purchased or rendered;
- **not to resort**, in order to win a contract, **to the use of unfair tactics**, such as the abuse of one's position within the market or the creation of cartels in order to exclude other companies from tenders, including through fix prices practices;
- **avoid** any situation that may lead to **conflicts of interest** or that may interfere with the ability to make impartial decisions. These are situations when the conduct or decisions of its directors, senior executives, employees and collaborators may generate an immediate or deferred advantage for themselves or their relatives/acquaintances, to the detriment of the company's interest;
- **provide goods and services that meet** agreed upon standards or that are required by law in terms of **consumer health and safety**, including health warnings and safety information;

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- **protect and not disclose all confidential and inside information** provided by the Companies in Scope and any of their business partners;
- **respect the intellectual property** of third parties, including the Companies in Scope.

Human rights (Principles I and II of the Global Compact)

Vendors must respect the human rights endorsed in the International Charter of Human Rights of the United Nations and in the fundamental Conventions of the International Labour Organization (ILO).

Vendors must avoid any form of complicity, even if indirect, in the abuse or violation of human rights.

The Vendor, by way of example but not limited to, undertakes to:

- **promote and respect** universally recognised human rights within their respective areas of influence;
- **respect the dignity, privacy and the employment, civil, political, economic, social and cultural rights** of every individual;
- **not force anyone to work against his/her will;**
- **prohibit behaviour**, gestures, expressions or physical contacts **of a sexual or coercive nature or that could constitute a threat, abuse or exploitation.**

Labour rights, health and well-being (Principles III, IV, V and VI of the Global Compact)

Vendors undertake to provide their employees with working conditions that comply with applicable regulations, protecting workers' rights and promoting a productive, safe and healthy environment.

Vendors, by way of example but not limited to, undertake to:

- **comply with applicable laws on labour and employment;**
- **not to resort to forced labour practices** or take measures that would allow them to benefit from the use of forced labour in their company or at any point in their supply chain, in accordance with core standards set by the ILO;
- **employ only workers who are not younger than the minimum age set by regulations** or the age set for the completion of mandatory education and, in any case, not younger than 15 years. Workers under the age of 18 must be assigned activities compatible with the protection and development of their mental and physical health;
- **ensure that working hours, overtime, holidays, salaries and benefits comply with applicable regulations and ensure that salaries are paid** directly to workers, regularly, without delay and without deductions not provided for by law;
- **ensure equal treatment of workers** in the processes that regulate all stages of the employment relationship (recruitment, training, promotions, restructuring, etc.);
- **combat offensive, discriminatory, violent and intimidating behaviour** in the workplace, so that any causes that may create discrimination, even unintentionally, are removed;
- promote a culture in the workplace aimed at **enhancing diversity and inclusion**, also through awareness-raising and staff training activities;
- **recognise workers' freedom of association and the right to collective bargaining;**
- operate in full **compliance with the provisions for the health and safety of the Group and the applicable contractual requirements**, constantly verifying and supervising compliance both by the staff and by all Vendors and subcontractors;

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- **minimise occupational injuries and accidents**, including through appropriate awareness-raising, information, education and training programmes for workers to encourage responsible and safe behaviour.

Climate change and biodiversity (Principles VII, VIII and IX of the Global Compact)

Vendors undertake to recognise and manage their environmental impact and are required to indemnify those parties affected by any damage caused to the environment and to people as a result of their activities.

Vendors, by way of example but not limited to, undertake to:

- **take environmental concerns into account** at every stage of production, development and service provision, promote the development of products that have a reduced environmental impact, are safe for their intended use, are efficient in consumption and can be safely reused, recycled or disposed of;
- **monitor, control and reduce the use of resources that are relevant** to their business, including energy, water and other raw materials;
- **avoid or**, where unavoidable, **minimise emissions to air and water** and safely manage emissions and water discharges;
- **treat**, store, transport, unload and dispose **of solid waste and by-products safely**;
- **maintain contingency plans** to prevent, mitigate and control serious environmental and health damage resulting from their operations.

Final provisions

Laws and Regulation

The Group expects its Vendors to fully comply with all applicable laws and regulations in Italy and in the country in which they operate regarding the goods and services they supply to the Companies in Scope. The Vendor is thus required to comply with all current laws and regulations, the principles set forth in the VCC as well as the contractual requirements proposed by the Companies in Scope.

Selecting Vendors

The VCC aims to make the process of selecting and qualifying Vendors more efficient.

Taking into account the risk profile of the different product categories, the Vendors, in order to be recognised as counterparties of the Group, are required to comply with the VCC, which is an effective tool for preventing and managing environmental, social and governance risks.

Alternatively, the Vendor can submit documentation proving its ability and commitment to satisfying the sustainability requirements imposed by the VCC.

The VCC and the Vendor's declaration of compliance will be part of all Supply Agreements.

Management of the supply chain and the network of executors

The Vendor is required to provide goods and services responsibly. In particular, it must:

- select its own vendors on the basis of their adoption of standards similar to those defined in the VCC;
- subcontract the activities covered by the Supply Contract exclusively with the prior consent of the Companies in Scope.

The Companies in the Scope shall require their Vendors to adopt reasonable measures to ensure that the VCC is communicated within their organisation and made available to their employees and to the parties they use for the supply of goods or services.

Monitoring, Inspections and Corrective Actions

The Companies in Scope are aware that there is no single approach appropriate for all supply chains and that each approach must reflect the specific characteristics of the supply chain.

Factors such as size, importance and special activities that may suggest a different potential level of risk for sustainability, play a role in the selection of the sample on which to carry out checks aimed at analysing the suitability and compliance of Vendors with the Code.

The Vendor is required to keep the documentation suitable to demonstrate compliance with the VCC and to present it to the Companies in Scope when requested to do so. In order to verify the Vendor's compliance, the Companies in Scope also reserve the right to audit and inspect the Vendor's processes and facilities, at their own cost and upon reasonable notice, with or without the assistance of third parties. Should such audits or inspections reveal that the Vendor does not comply with the requirements of the VCC, the Companies in Scope shall first seek a dialogue with the Vendor aimed at agreeing on the necessary corrective actions to ensure full compliance with the Code in a timely manner. If an adequate agreement is not found, the Companies in Scope may exercise the right to terminate the Supply Contract.

Managing enquiries and reports

To request clarification or to report a violation or suspected violation of this VCC by the Vendor or any party it uses in the supply of goods or provision of services, an e-mail can be sent to sostenibilita@unipol.it.

To report instead a breach of Italian or EU ⁴regulatory provisions pursuant to the Whistleblowing Procedure in place within the Group, it is possible to use the channels and means of transmission set out in the Whistleblowing Procedure, which can be consulted on the website of the Companies in Scope or, alternatively, of Unipol in the whistleblowing section.

⁴ Reference is made to breaches of anti-fraud legislation, protection of the internal market, antitrust, acts - where applicable - relating to public procurement, financial services, products and markets and prevention of money laundering and financing of terrorism, product safety and compliance, transport safety, environmental protection radioprotection and nuclear safety, food and feed safety and animal health and welfare, public health, consumer protection, protection of privacy and protection of personal data and security of networks and information systems, as well as unlawful conduct relevant under Italian Legislative Decree no. 231/2001 or breaches of the MOG (Organisation and Management Model).

Monitoring System

In order to effectively monitor the risks and impacts that are relevant to the supply chain management with reference to ESG factors, a monitoring process has been established.

The Purchasing Department of UnipolSai Assicurazioni S.p.A. ("**UnipolSai**") and the purchasing departments of the individual Companies in Scope require compliance with the VCC during the Vendor selection and Supply Contract drafting process. The aforementioned departments may make use of the support of the UnipolSai Sustainability Function to assess individual cases.

Activities in support of sustainability and Updating of the Code

The Group promotes a wide range of activities intended to further improve the sustainability of its relationships with Vendors, including:

- long-term partnerships with Vendors by means of specific tools and periodic projects to achieve greater integration between our respective corporate cultures and processes;
- support to small local Vendors to facilitate technology upgrades and the acquisition of long-term assets;
- collaborations with Vendors able to manage social, environmental and governance impacts beyond minimum standards.

The VCC is subject to a regular review based on regulatory and legislative developments, best practices and inputs provided by the stakeholders.

Any suggestions, opinions and comments on the VCC can be sent by e-mail to: sostenibilita@unipol.it.



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