



CESARE BAROLI
1947

**CODE OF BUSINESS
CONDUCT AND ETHICS**

ACTING WITH INTEGRITY

To All Employees of Cesare Baroli 1947

Cesare Baroli 1947 is a family-owned business with a tradition of excellence passed down through generations. Although our structure remains small, our success is the result of the unwavering commitment of each team member in making decisions that reflect the following core principles:

- Compliance with applicable laws and regulations
- Adherence to high standards of ethical conduct

This culture, rooted in honesty, integrity, and respect, is at the heart of Cesare Baroli 1947 and guides our everyday actions. Every employee, in their role, contributes to the collective success of the company by upholding these values, which have enabled us to build a strong reputation for reliability and quality over the years.

The Code of Ethics of Cesare Baroli 1947 sets out the standards of behavior, both in relationships between employees and collaborators and in our interactions with business partners. It is crucial that every team member becomes familiar with the Code and the related policies, particularly those relevant to their specific area of work.

By acting with integrity, we all contribute to strengthening the company's image and stability. We are confident that, through our shared efforts and dedication to the values that guide us, Cesare Baroli 1947 will continue to thrive, leaving a lasting legacy for future generations.

Best regards,

CARLO BAROLI

Chief Executive Officer

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1. The Company



In 1947, Cesare Baroli started his challenge opening a small business based on cutting leather uppers in Gargallo, a village in the northern part of Italy which, at that time, counted a large number of master shoemakers. Over the years, experience in the art of making shoes increased and the business increased as well reaching the production of shoes, which required the most credited techniques. The company boasts also the collaboration with famous Italian Fashion brands.

Cesare Baroli 1947 rediscover the importance to combine the Italian artisan craftsmanship with the best of technology. This enable us to develop for the best the highest expression of Goodyear Welted method shoes.

Elements like 2D CAD Cutting System and 3D Engineering Device have been put side by side to the most part of procedures still handmade, of which highest expression are handmade openwork decorating some of our most wanted models.

the combination of technology and artisan tradition, the commitment in matching comfort with style and the quest for the best materials have as unique goal the creation of a product which meets and fulfils all our Customer's needs.

We are a company with a rich history that firmly believes in the future, investing in technology as long as it supports our family tradition and preserves the value of craftsmanship.

Cesare Baroli 1947 promotes a company culture built on respect and trust, encouraging open and honest communication among all team members. In a family-oriented work environment, it is essential that every employee feel part of a shared project, where everyone's contribution is valued and appreciated. We are convinced that our strength comes from our ability to work together in an atmosphere of trust and transparency, which allows us to tackle the challenges of the modern market with the energy and passion that define us.

In this spirit, we are committed to maintaining the highest standards of ethical conduct in every aspect of our business. We understand that acting with integrity is the foundation for building a solid and lasting reputation. In a constantly evolving world, our family values and commitment to our employees and customers are the key to our success, both now and in the future.



2. Introduction



Cesare Baroli 1947 conducts its business guided by a vision of Corporate Social Responsibility (CSR) that is rooted in values of responsibility, ethics, integrity, fairness, transparency, and legality. We are fully aware that these principles directly influence the company's goals and reputation, generating value and meeting the expectations of our customers and partners.

Cesare Baroli 1947 actively encourages and promotes a corporate culture based on ethics and integrity, firmly embracing a "zero tolerance for corruption" approach. This ensures that every aspect of our work, from the handcrafted creation of unique footwear to our relationships with collaborators and suppliers, reflects the highest standards of ethical behavior.

Our Code of Ethics serves as the common foundation of fundamental values and standards of conduct at Cesare Baroli 1947, acting as a compass to guide the actions of everyone involved in the company's operations, whether they be executives, artisans, employees, or those who collaborate with us directly or indirectly, on a stable or temporary basis.

Integrity and honesty are core values enshrined in Cesare Baroli 1947's Code of Ethics, reflecting the company's commitment to full compliance with laws and transparency. We firmly reject and discourage any form of corruption or abuse, whether at a national or international level.

Cesare Baroli 1947 is also dedicated to fostering a corporate culture that emphasizes ethical conduct and sound corporate governance, encouraging an environment where individuals feel empowered to report any unacceptable behavior within the company.

3. Our Values



The Individual and the Team

Individual talents are our most valuable asset. However, they can only achieve excellence by working together as a team. By fostering integrity, quality, and collaboration, we enable each team member to fully express their potential, becoming part of something greater: the creation of bespoke footwear that embodies the art and passion of our craft.

Tradition and Innovation

Tradition and innovation fuel one another. Our constant pursuit of lasting excellence is what sustains the legacy of our handcrafted footwear. By blending innovative solutions with exceptional artisanal expertise, we are able to create unique and timeless pieces, even in a world that is constantly evolving.

Passion and Achievement

The artisanal spirit of Cesare Baroli 1947 is driven by emotions that go beyond merely creating footwear, evolving into a true way of life. Nothing excites us more than setting ambitious goals and high expectations, only to surpass them, pushing the boundaries of artisanal perfection. This is how the power of passion transforms into the beauty of a unique, custom-made product that embodies elegance, quality, and luxury.



4. Principles



A. WE PROTECT PEOPLE

We are firmly committed to respecting, protecting, and promoting the human rights of all individuals directly or indirectly involved in the operations and activities of Cesare Baroli 1947. Our goal is to support the adoption of measures that ensure tangible and lasting improvements in labor practices and conditions, including within our supply chain.

Therefore, we require our suppliers and partners to adhere to the principles outlined in this Code and, consequently, to our Human Rights Policy.

i. Defending Human Rights

Respect for human rights is an essential value for Cesare Baroli 1947. We aim to create an environment that promotes our values and encourages ethical behavior, fostering a collaborative workplace where the dignity of every individual is respected, and where there is no room for any form of discrimination.

In particular, we are committed to upholding the four fundamental labor standards as defined by the International Labour Organization's Declaration on Fundamental Principles and Rights at Work: freedom of association and the right to collective bargaining; the

elimination of all forms of forced or compulsory labor; the abolition of child labor; and the rejection of any form of discrimination.

Within the context of our artisanal and creative activities, we also uphold the values of "Respect," "Pursuit of Excellence," and "Enhancement of Human Relationships," in alignment with the ethical principles of our tradition.

ii. Ensuring a Fair Workplace

We are committed to ensuring a fair and discrimination-free workplace where each individual is evaluated based on their personal contributions.

For us, Diversity & Inclusion are strategic priorities, and we view plurality and diversity as sources of enrichment and essential resources for social development.

We can only achieve this goal if everyone takes responsibility and treats colleagues, customers, suppliers, and visitors with respect, transparency, and professionalism. More specifically, each of us has the duty to promote fairness and ensure that every environment—whether in the office, the workshop, or during any external activity—remains free from violent behavior, harassment, and discrimination based on age, ethnicity, gender, sexual orientation, political beliefs, or religion.



iii. Ensuring Health and Safety

We are committed to providing a safe working environment and adhere to the highest national and international standards regarding health and safety, following best practices in the field. We monitor compliance with these standards and actively promote a culture of accident prevention, health protection, and risk awareness in the workplace.

Health and safety are core values for Cesare Baroli 1947, which we promote through the dissemination of informative and training materials designed to enhance individual safety, well-being, and a healthy lifestyle.

We require all our employees to strictly follow safety regulations and maintain vigilance to identify and address potential risks promptly. Additionally, we ask our business partners to adhere to the same safety standards.

We also commit to ensuring that our products and services do not compromise the health, safety, or physical integrity of our customers or the general public.

iv. Valuing People

We believe that our people are essential to the existence, development, and future success of Cesare Baroli 1947. For this reason, we value the skills and talents of each individual, allowing everyone to fully express their potential.

We promote diversity and equal employment opportunities for all employees and candidates, with a particular focus on gender equity, ensuring evaluations are based on merit, competence, and fair treatment according to role, behavior, and achieved results. Recognizing that skills are a fundamental asset for our company, we organize and encourage training programs to foster continuous improvement.

We strongly believe in the value of sharing, exchanging ideas, and open dialogue, which fuel the synergy essential for teamwork. This approach fosters a process of continuous and sustainable innovation, leading to excellent results.

v. Personnel Duties

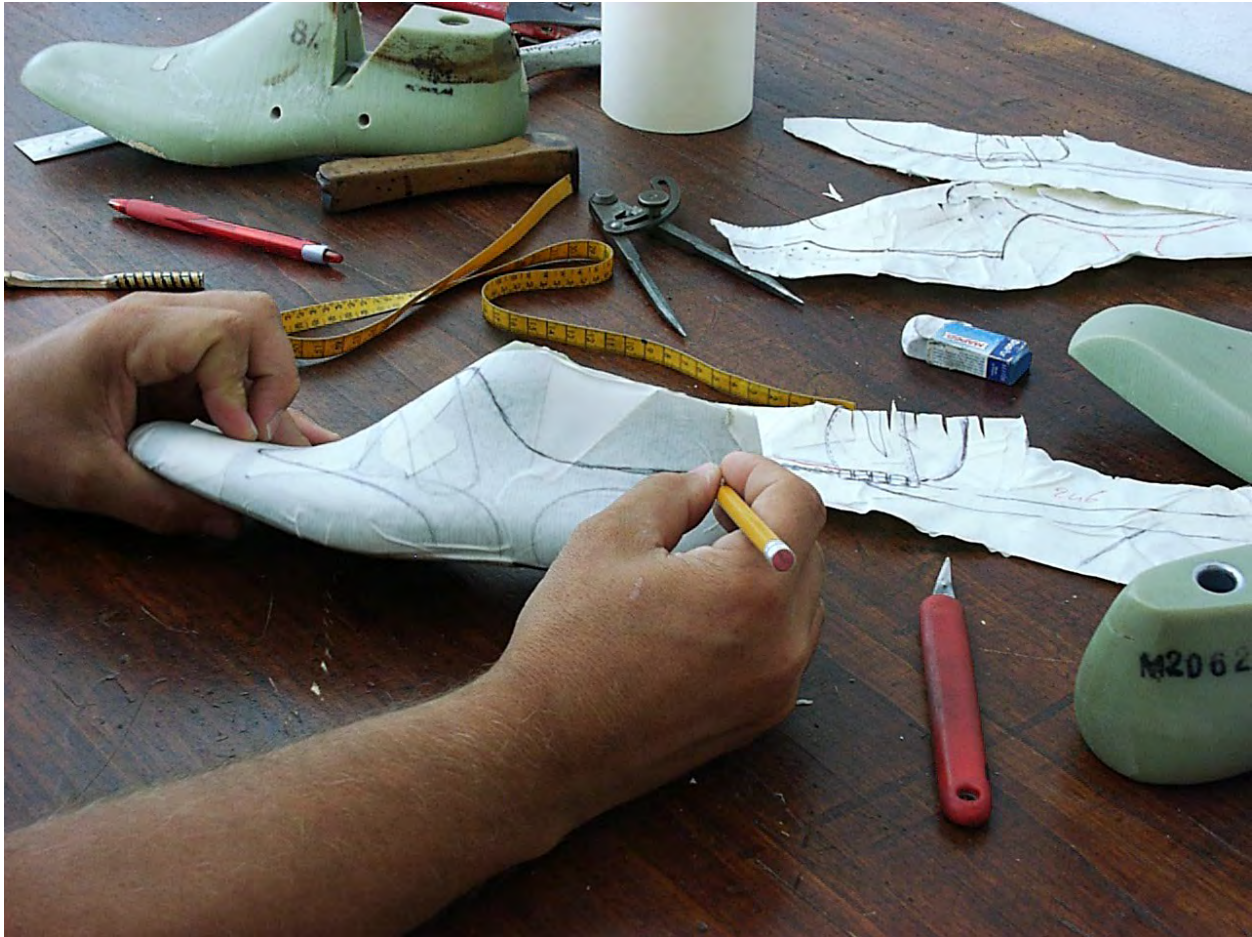
All collaborators and family members involved in the management of the company commit to knowing and respecting the provisions of this Code of Ethics, the internal regulations, and the legal standards that govern the activities carried out within their roles. They must operate with integrity and loyalty, fulfilling the obligations deriving from their roles and the Code of Ethics, while ensuring the performance required of them. Furthermore, it is essential to actively contribute to maintaining a collaborative and respectful environment, in line with the family tradition and the principles of the company.



Collaborators must avoid any behavior, including omissions, that is contrary to the Code of Ethics, internal regulations, and applicable laws. In case of doubts regarding the application of the Code of Ethics, company procedures, or relevant regulations, it is their responsibility to seek clarification from their designated point of contact, whether the owner or the manager. Should they become aware of potential violations of the Code of Ethics, procedures, or applicable regulations, they are required to report them promptly to the owner or manager, fully cooperating with the company during any investigations or inquiries. It is essential that they refrain from conducting personal investigations into potential violations, leaving such tasks exclusively to the designated individuals.

All collaborators and members of the staff must actively commit to maintaining a dignified and respectful work environment, promoting the well-being of everyone involved. In particular, they must refrain from working under the influence of alcohol or drugs and must avoid behaviors that could create an intimidating, offensive, or discriminatory atmosphere towards colleagues, collaborators, or team members. Every action must reflect the values of mutual respect, collaboration, and integrity, which are at the heart of the company's culture.

B. WE ACT WITH INTEGRITY



We operate with responsibility and integrity, in full compliance with national and international laws and regulations, and we expect the same from our suppliers and business partners.

i. Complying with the Law in Business Management

Compliance with both internal and external regulations is essential for Cesare Baroli 1947 to operate successfully and protect its reputation. Achieving positive results also depends on our ability to respect laws and regulations, including internal processes.

We fully adhere to applicable laws, including those related to anti-corruption, anti-money laundering, export controls, international economic sanctions, and data protection.

We implement continually evolving organizational and control models to prevent the risk of violating these regulations, while monitoring adherence to behavioral principles and internal control systems that govern our processes.

We also require all our suppliers and partners to ensure compliance with applicable laws and regulations in any activity or business conducted in the name and/or on behalf of Cesare Baroli 1947.

ii. Avoiding Conflicts of Interest

We handle actual or potential conflicts of interest with the utmost care to ensure impartiality in decision-making and to foster a culture of integrity within Cesare Baroli 1947.

We ask our employees to be particularly mindful of circumstances that may interfere with their ability to make decisions in the company's best interests and to refrain from engaging in personal activities that leverage their position within Cesare Baroli 1947.

We encourage employees to seek support and report potential conflicts of interest, which should also be assessed in relation to the family members of our employees.

A "conflict of interest" generally refers to a situation where the personal or financial interests, activities, or roles of one of Cesare Baroli 1947's employees may interfere with the company's interests and/or compromise objectivity in decision-making and operations (e.g., improper gifts).

iii. Ensuring Proper Accounting and Non-Financial Data Operations

We are committed to maintaining clear and transparent accounting records and non-financial data, ensuring that all records, whether financial or not, are authentic, reliable, and verifiable.

We train the personnel responsible for recording and managing financial transactions and non-financial data to follow correct processes, adhering to the principles of segregation of duties and approval levels.

In compliance with applicable laws and regulations, we maintain proper documentation to support the activities carried out, enabling us to accurately trace every transaction and identify the individuals involved.

The criteria established by law and applicable accounting principles guide us in ensuring that corporate documents, financial statements, non-financial reports, and contracts provide an accurate and truthful representation of the facts.

C. WE ARE COMMITTED TO OPERATING RESPONSIBLY TOWARDS THE ENVIRONMENT



The adoption of sustainable business practices is an integral part of our growth strategy, which aims to balance current business goals with reducing the negative impact on resources and on present and future generations.

We are committed, in particular, to the responsible use of environmental resources and to positively influencing the people and communities with whom we collaborate.

We believe that our suppliers play a crucial role in supporting us on this journey, and for this reason, we ask them to operate in line with our principles of environmental protection, ensuring compliance with applicable regional, national, and international standards and regulations.

i. Protecting the Environment

Environmental protection is a fundamental aspect of our business approach.

We guide our activities by following international environmental management standards, striving to produce and market products that meet the highest standards for environmental performance and safety.

We develop and implement innovative technical solutions to minimize our environmental impact and improve the efficiency of our processes and facilities.

We also encourage the safe and eco-friendly use of our products, providing customers and our sales and service networks with all necessary information on the proper use and maintenance of our handcrafted footwear.

ii. Our Commitment to Fighting Climate Change

We aim to contribute to the fight against climate change by reducing our emissions and supporting the transition to a low-carbon economy. We do this by pursuing innovative solutions and fostering partnerships and synergies to accelerate and drive transformative processes.

To this end, we plan to develop action plans to reduce both direct and indirect greenhouse gas emissions, set science-based targets, and monitor progress transparently. We believe it is essential that our suppliers also align with these principles, supporting our decarbonization strategy in accordance with the Paris Climate Agreement objectives.

iii. Valuing Our Supply Chain

We view collaboration with our supply chain as a fundamental part of our success, and we are committed to adopting sustainable practices in our sourcing activities and working in synergy with our suppliers.

The selection of suppliers is not based solely on the quality and competitiveness of their products and services but also on their adherence to social, ethical, and environmental principles.

Cesare Baroli 1947 expects its suppliers to take concrete steps to reduce energy consumption, natural resources, water, and raw materials; to increase the reuse and recycling of materials; to comply with all biodiversity and endangered species protection regulations; to safeguard natural ecosystems and limit deforestation; and to identify, monitor, and manage substances that are hazardous to health or the environment. Furthermore, suppliers must improve production processes and best practices not only to ensure the quality of components but also to protect the environment, health, and safety.

If a supplier fails to comply with these principles, we reserve the right to seek alternative sources of supply.

iv. Supporting the Communities We Operate In

In line with our values, we are committed to playing a significant role in supporting the communities where we operate, promoting shared growth.

We maintain a constant and transparent dialogue with the communities and key local stakeholders who are directly or indirectly involved in our activities and the development of social initiatives.

Our commitment in this regard is demonstrated through the support we provide to various associations and local authorities.

D. WE SAFEGUARD RESOURCES, TRADITION, AND OUR IDENTITY

Our reputation is one of Cesare Baroli 1947's most valuable assets; every action we take, both within and outside the company, must be guided by the highest standards of transparency and fairness.

i. Communicating Effectively

Clear and open communication, both within our company and with our stakeholders, is fundamental to building effective relationships.

We are committed to conveying consistent and accurate messages to our stakeholders through the appropriate corporate channels.

We interact with the media and communicate via our social channels responsibly, carefully assessing the content and materials we share.

We are fully aware that sharing information or content related to our professional activities online (such as a design, a photo of the workshop, or a conversation) can be damaging to the company's reputation, workplace relationships, and the confidentiality of Cesare Baroli 1947's proprietary information.

ii. Protecting Our Assets

We safeguard our history and our future by using Cesare Baroli 1947's assets appropriately, protecting them from damage, theft, or unauthorized use both during and after our employment with the company.

This principle applies to all types of assets—tangible, intangible, and financial—including our intellectual property rights, such as patents, trademarks, copyrights, know-how, and trade secrets.

We place great importance on protecting the personal data of individuals within Cesare Baroli 1947 and those who come into contact with us.

The management of confidential information, personal data, and all corporate assets must comply with applicable regulations and internal procedures.

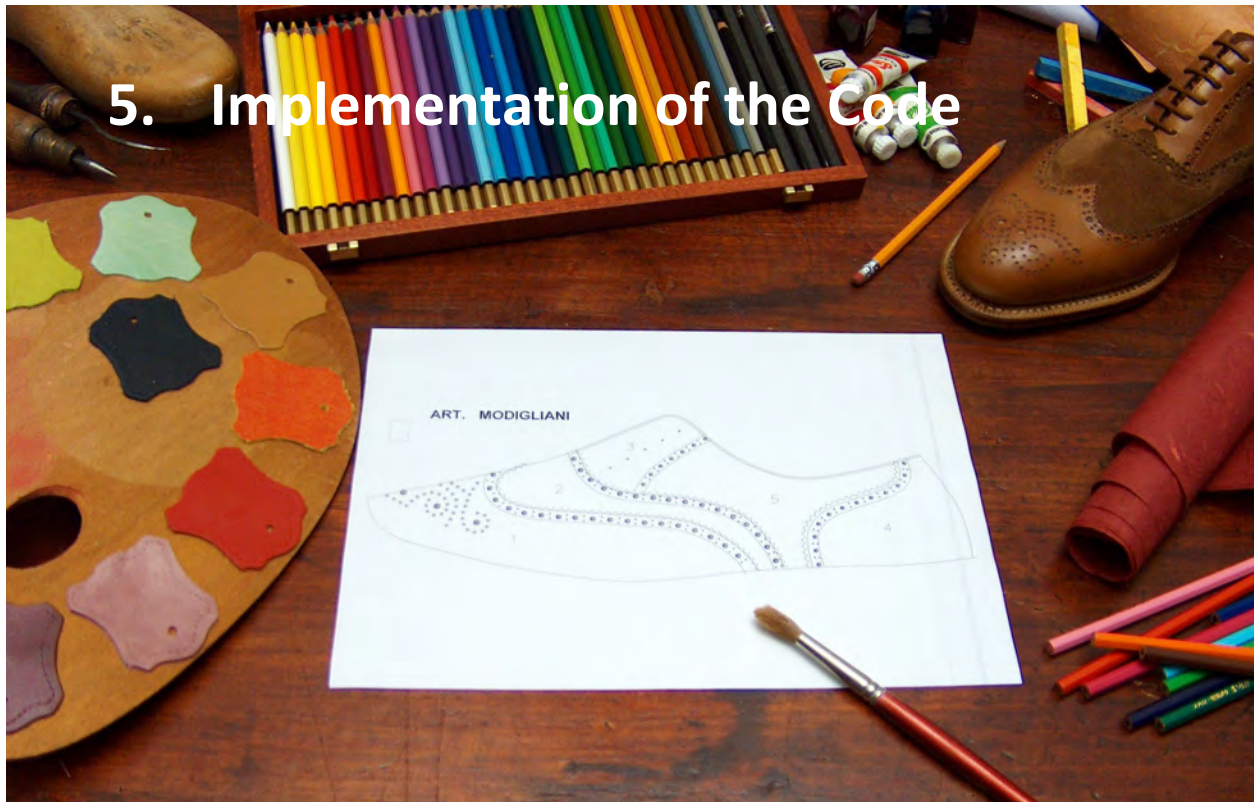
iii. Safeguarding Our Reputation

We operate in a manner that protects the prestige and reputation of Cesare Baroli 1947— an invaluable intangible asset.

Reputation is the perception that various stakeholders have of the company and it is our responsibility to enhance it, through our daily actions, avoiding any behavior that could put it at risk.

Every action or word we express can have consequences, both large and small. We must take the time to carefully formulate the messages we communicate, both internally and externally, to Cesare Baroli 1947.

Additionally, we choose our partners carefully, ensuring that they adhere to our principles, thus contributing to the protection of the company's reputation with a comprehensive and long-term vision.



5. Implementation of the Code

Scope of Application and Employee Responsibilities

The principles and rules of conduct outlined in this Code apply to all employees of Cesare Baroli 1947, regardless of their location worldwide.

No one, at any level of the company, has the authority to request or allow any employee to violate the standards of conduct set forth in this document.

All employees are required to be familiar with the provisions of the Code, as well as the internal and external regulations that govern the activities within their area of responsibility.

Each employee is also obligated to:

- Diligently comply with the rules of the Code and refrain from any behavior that contradicts them;
- Consult their supervisors or the Human Resources department if they have any questions regarding the interpretation or implementation of the Code's provisions;
- Promptly report to their direct supervisor (or the individuals designated in the section "Reporting Violations") any information they become aware of regarding potential violations of the Code or any requests to breach the Code;
- Offer full cooperation in investigating any potential violations.

i. Dissemination

Cesare Baroli 1947 is committed to effectively disseminating the contents of the Code and the principles that inspire it among all employees. To ensure a proper understanding of the Code, the company provides new hires with a copy of the Code, implements periodic dissemination and information plans, and publishes it on the company's intranet. Training initiatives are tailored to the roles and responsibilities of employees; new hires undergo a training program that outlines the Code's content, adherence to which is mandatory.

All employees will be informed that compliance with the Code, as well as with company rules and procedures, constitutes specific contractual obligations. Violations will result in sanctions, in accordance with applicable national regulations.



ii. Specific Duties for Managers

Anyone in a leadership, managerial, or executive role must lead by example, conducting their activities in accordance with the principles and rules of conduct outlined in the Code. They must demonstrate to other employees that adherence to the Code is essential to their work and ensure that everyone understands that business results must never come at the expense of the Code's principles.

The commitments outlined in this Code apply to all leaders, managers, and executives at Cesare Baroli 1947.

Monitoring

Each department within the company ensures that its actions and activities adhere to the principles and rules of conduct outlined in this Code.

Each department is responsible for carrying out controls within its area of competence, identifying any non-compliance, and reporting it. If necessary, internal control mechanisms should be activated to address these issues.

i. Reporting Violations

Any violations or suspected violations of this Code must be reported by employees to their direct supervisor, the Legal Affairs Department, the Human Resources Department, or other designated bodies.

No employee will face disciplinary action for erroneous reports made in good faith.

ii. Sanctions

Failure to comply with the rules of conduct outlined in this Code will result in disciplinary action, up to and including termination, in accordance with applicable national regulations. This is without prejudice to the possible adoption of other punitive measures for different types of liability.

The imposition of disciplinary sanctions is independent of the outcome of any criminal or civil proceedings, as the Code's rules of conduct remain valid regardless of any offenses or illegal acts stemming from improper behavior.

No unlawful or illegitimate behavior, in violation of this Code, will be justified or considered less serious, even if carried out in the interest or for the benefit of Cesare Baroli 1947.

iii. Enforcement

This Code comes into effect on September 19, 2024. It is periodically reviewed and updated.