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	International Guidelines – Model Pursuant to Leg. Decree 231/2001	

## 1. **PURPOSE**

In accordance with the Code of Ethics adopted by the Company, KIKO undertakes to conduct its business in compliance with the **ethical principles** of the Group and applicable local laws. Furthermore, KIKO has adopted an Organisation, Management and Control Model in accordance with Italian Legislative Decree 231/2001 (the “Model”).

**The purpose** of this document (“Guidelines”) is to provide a systematic frame of reference for all Group subsidiaries, who shall **adopt and implement** all **control standards and behaviours** provided for in this policy as defined by KIKO S.p.A.

## 2. **COMPANIES AND SCOPE**

KIKO International Guidelines: apply to all companies directly or indirectly controlled by KIKO S.p.A.

## 3. **PROCESS AND RESPONSIBILITIES**

### 3.1. **LEGAL FRAMEWORK**

Italian Legislative Decree No. 231/2001 provides a regulatory framework for corporate liability, also setting out the relevant penalties – such as fines, suspension of business activities and confiscation – in relation to certain offences provided for by law, committed or attempted by officers, managers or their subordinates, as well as by third parties (suppliers, partners, consultants, etc.) in its interest or to its advantage.


Therefore, the company itself may be directly and independently subject to sanctions in relation to offences committed by such persons, unless they acted solely for their own benefit or in the interests of third parties and not in the interests of the company itself.

It should also be noted that similar regulations may be in place in the various countries in which KIKO’s subsidiaries operate. The principles set out in this document also apply in these countries, without prejudice to any additional restrictions established by local regulations.

### 3.2. **RELEVANT CRIMINAL OFFENCES PURSUANT TO LEGISLATIVE DECREE 231/2001**

The following are the offences provided for by Legislative Decree 231/2001 and are considered relevant in view of the sensitive activities carried out by KIKO:

- Offences in dealings with Public Administration
- Cybercrime and unlawful data processing
- Organised and transnational crime offences
- Counterfeiting of currency, public credit cards, revenue stamps and means or proof of identification
- Crimes against industry and commerce
- Corporate offences
- Crimes committed for the purposes of terrorism or the subversion of democratic order
- Transnational offences

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- Crimes against the person
- Market abuse
- Manslaughter and serious or very serious culpable injuries, committed in violation of occupational health and safety regulations
- Receiving stolen goods, money laundering and use of money, goods or benefits of illegal origin, as well as self-laundering
- Offences relating to non-cash payment instruments and fraudulent transfers of value
- Offences relating to copyright infringement
- Inducement not to make statements or to make false statements to the judicial authorities
- Environmental offences
- Employment of third-country nationals with irregular status
- Racism and xenophobia
- Tax offences
- Smuggling (including offences relating to excise duties)
- Crimes against cultural heritage
- Crimes against animals

### 3.3. PRINCIPLES OF CONDUCT

This document defines the principles of conduct and common control measures to be adopted in the context of work activities carried out within the Group.


Senior management, or those responsible for specific functions, must verify the implementation of the standards of conduct as described in this document.

Unless otherwise required by local regulations, KIKO employees must therefore comply with the Code of Ethics and the principles of conduct described below.

### GENERAL PRINCIPLES OF CONDUCT

All recipients of this document are required to:

- **respect** the **laws** and **regulations** in force in the country in which they operate, in addition to internal regulations and corporate ethical principles;
- **comply** with the rules contained in the ***General Internal Instructions for Actions, Approvals and Signatures***, including the provisions on **powers and information flows**;
- **avoid** engaging or participating in **conduct** which, considered individually or collectively, may constitute an **offence** from those listed above;
- **avoid behaviour** which, although not in itself constituting any of the aforementioned offences, could potentially **lead to** the committing of said **offences**;
- **maintain** conduct inspired by the **principles of fairness, transparency and collaboration**, ensuring full **compliance** of **regulations** in force, **internal regulations** and **ethical principles** in the performance of all activities, as well as in relations with public and private entities, regardless of their nature or scope of operation;
- **report** any situations of **irregularities, improper requests or non-compliant behaviour** using the channels provided by the organisation;
- **manage relationships** with **Public Administration** (including the Judicial Authority) via formally **authorised individuals** only;
- **provide** representatives of Public Administration (including the Judicial Authority) with **truthful, complete, accurate and representative statements** of the facts;


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- **ensure** that all **documentation** sent or shared is **complete, truthful, correct, archived and approved** by authorised company personnel;
- **avoid** any **conflict of interest** with regard to Public Administration and private-law contractual counterparties;
- **avoid promising, offering or granting sums of money, benefits or advantages to public officials**, public service employees or private individuals, except in the case of gifts of modest value or normal business courtesy;
- **avoid negotiating** with or **remitting to third parties sums** of money **outside the amounts** contractually **agreed upon**, and **distributing undue gifts**;
- ensure that **any agreement with third parties** is **formalised** in writing, with transparent details on the type of assignment and its financial terms;
- **ensure the separation of duties** in key activities;
- **ensure the consistency of powers of attorney and internal authorisation processes with respect to the organisation**;
- **ensure** that **third parties** who support the Group **comply with** the ethical principles and principles of conduct set out in the **Code of Conduct for Business Partners**.

## SPECIFIC PRINCIPLES OF CONDUCT

### IT IS MANDATORY

- **to formalise relationships with third parties** by means of **written contracts** that specify the objective, payment and conditions, carrying out **due diligence** proportionate to the level of risk;
- **to ensure the traceability and authenticity of documentation**, keeping evidence of approvals and checks;
- **to make payments** exclusively in favour of the **contractual counterparty**, using **traceable channels** compliant with internal procedures, with reconciliation between payers and beneficiaries;
- **to manage relationships with Public Administration** through **formally authorised** individuals only, issuing **truthful and complete declarations**;
- **to manage gifts and hospitality** in compliance with applicable thresholds and company procedures;
- **to protect data and IT systems**, processing personal data only with **appropriate legal basis** and through approved channels; to use images, audio or video of individuals only with **consent** and in compliance with local regulations;
- **to comply with health, safety and environmental regulations**, promptly reporting critical issues or hazardous conditions and collaborating in their removal;
- **to select suppliers** according to the criteria of **transparency and non-discrimination**, verifying technical and professional requirements as well as working conditions; to include clauses in contracts with agencies regarding remuneration, working hours and the prohibition of child/forced labour;
- **to verify the economic reasonableness of transactions** (e.g. on real estate) and the consistency of the means of payment with the activity and the market;
- **to publish accurate and truthful external communications** through **authorised channels and procedures** only;
- **to issue invoices and documents** only for transactions that have actually been carried out, correctly describing the nature, quality and quantity of the services or goods;

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- **to employ staff** exclusively **in accordance with current regulations**, verifying that workers are of legal age (or at least have the minimum age required by law) and, if they are foreign nationals, that they have a valid residence or work permit.

## IT IS FORBIDDEN X

- **to promise, offer or grant money, benefits or advantages** to public officials, public service employees or private individuals; to **grant extra-contractual sums** or **undue gifts**;
- **to alter, falsify or misrepresent data and information** in company, tax or customs documents; to **conceal or destroy documents** whose retention is mandatory;
- **to use money, goods or benefits of illegal origin** or implement schemes designed to hinder the **traceability of financial flows**; to use **non-transparent intermediaries**;
- **to unduly influence the decisions of Public Administration** or obstruct the activities of supervisory authorities; to **offer benefits to individuals called upon to make statements before the Judicial Authorities** in order to influence their content;
- to install or use **unauthorised or unlicensed software**; to gain unauthorised access to information systems; to possess or disseminate access credentials;
- **to tamper with safety devices** or ignore HSE instructions; to **use unsuitable or poorly maintained equipment**; to perform operations outside of one's expertise that could compromise safety;
- **to use unauthorised logistics channels** to evade customs controls; to **place non-compliant or illegally sourced goods on the market**;
- **to unlawfully reproduce**, imitate, tamper with or distribute **trademarks, distinctive signs, patents, industrial designs, works or models** owned by third parties;
- **to disseminate false or misleading market information**; to **engage in unfair competition**; to **realise sponsorships** that are **unauthorised** or inconsistent with the business; to **tie the sale of products to the purchase of other unsolicited products**;
- **to process or communicate personal data without an appropriate legal basis and/or authorisation**;
- **to refuse, without objective reasons, to supply customers** who are entitled to it, when appropriate commercial and risk conditions exist.

### 3.4. INFORMATION FLOWS

The recipients of this document are required to report any information relating to violations of the International Guidelines or practices that are not in line with the Procedures issued by KIKO, as well as any violations of the rules of conduct set out in the Code of Ethics.


Reports must be made through the following alternative channels, which guarantee the confidentiality of the whistleblower's identity:

- through the following dedicated channel: <https://kikomilano.whistlelink.com/>
- by sending an email to: [whistleblowing@kilocosmetics.com](mailto:whistleblowing@kilocosmetics.com)

### 3.5. DISCIPLINARY SYSTEM AND SANCTIONS

All KIKO staff must be inspired by and comply with the provisions of this document.

Compliance with the International Guidelines and Code of Ethics must be considered an essential part of the obligations of Group employees.

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Through the bodies and functions specifically designated for this purpose, KIKO shall impose – with consistency, impartiality and uniformity – sanctions proportionate to the violations of this document and in accordance with the regulations in force governing employment and contractual relationships.

#### 4. **VERSION**

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Vers.	Description	Prepared by	Reviewed by	Approved by	Date
0	Original	Global Audit	CEO	Board of Directors of KIKO SPA	31/03/2020
1	Revision following update of the Organisation, Management and Control Model pursuant to Legislative Decree 231/01 by KIKO	Global Audit	CEO	Board of Directors of KIKO SPA	18/12/2025