



FRATELLI COSULICH GROUP CORPORATE CODE OF ETHICS

Approved by Fratelli Cosulich Board of Directors
Genova, 18th December 2023

INDEX

Message from our Chairman	3
What is our Corporate Code of Ethics?	4
1. Introduction	5
2. Scope	6
3. Our Key Values	7
4. Behavioral Principles towards our stakeholders	13
5. Mechanisms of implementation, control and reporting	22
6. Training and review	23

MESSAGE FROM OUR CHAIRMAN

Dear Fratelli Cosulich Group Team and all Group's Stakeholders,

I am pleased to share with you a significant milestone in the journey of Fratelli Cosulich Group - the introduction of our Corporate Code of Ethics, to testify our unwavering commitment to ethical business practices.

This Corporate Code of Ethics is not just a set of rules but a shared commitment that will shape our organizational culture, decision-making, and interactions with stakeholders. We recognize the evolving landscape of global business, and this Code sets the foundation for our commitment to conducting business with the utmost integrity, responsibility, and adherence to the highest ethical standards.

This document reflects the enduring values that have guided us since our foundation in 1857, emphasizing our dedication to accountability, transparency, continuous improvement, teamwork, and unwavering customer focus. As we continue to expand globally, this Code of Ethics will serve as a compass, en-

suring that our actions resonate with the values that define the Fratelli Cosulich legacy.

I encourage each and every one of you to familiarize yourselves with the contents of the Code of Ethics. By embracing these principles, we not only safeguard our reputation but also contribute to the long-term growth and sustainability of our organization.

Thank you for your commitment, dedication, and contributions to the continued success of Fratelli Cosulich Group.

Best regards,

Augusto Cosulich

Chairman, Fratelli Cosulich Group



WHAT IS OUR CORPORATE CODE OF ETHICS?

Dear colleagues, Team and all Stakeholders

I am thrilled to share some exciting news with you regarding a significant leap forward as we step into the world of Environmental, Social, and Governance (ESG) responsibility, I want each one of you to know that your participation is crucial in making this endeavor a success.

We are now introducing our first Corporate Code of Ethics - a set of guidelines that will frame the way we do business, interact with each other, and contribute to the world around us. I am very excited about this, and I wanted to give you a sneak peek into what's coming your way.

Chapter by chapter here what you will discover:

Introduction: start with sharing our journey, our roots, and why this Code of Ethics is a game-changer for us.

Scope: this Code is for all of us! Dive into this chapter to understand the scope and the impact it will have on our daily lives.

Our Key Values: talking about our five key values which are the foundations of our behaviors in our day to day activities.

Behavioral Principles towards our stakeholders: what it me-

ans for us to interact with shareholders, governance bodies, customers, suppliers, financial institutions, authorities, and communities.

Mechanisms of implementation, control and reporting: understanding how we implement, control, and report on our journey to ethical stewardship thanks to our Code of Ethics.

Training and review: sharing how we plan to keep this Code of Ethics fresh, relevant, and reflective of who we are as and who we want to be.

I believe in the power of collective action, and this Code of Ethics is a fundamental tool to address our behaviors. Your active participation, feedback, and commitment are what will make this initiative a true success.

Do not hesitate to contact the ESG team should you have any queries: esg@cosulich.com

Best regards,

Giulia Cosulich

ESG Corporate Director, Fratelli Cosulich Group



1 INTRODUCTION

Fratelli Cosulich Group is a global player providing a variety of services in several fields, particularly in the shipping industry, with a rich history from 1857.

It is still run by the Cosulich family, with more than 100 companies, in over 25 countries, including Asia, Europe, and the Americas.

Fratelli Cosulich Group is committed to conducting its business in an ethical, responsible, and sustainable manner. In order to ensure a robust governance of the Group's key values, the Corporate Code of Ethics sets forth the principles and standards that guide our conduct, decision-making, and relationships with all stakeholders, including shareholders, governance bodies, employees, customers, suppliers, financial institutions, authorities, consultants and the communities in which we operate.

This Corporate Code of Ethics was approved by the Fratelli Cosulich Board of Directors on the 18th December 2023.

Fratelli Cosulich Group **guiding principles** are:

- Alignment with UN and EU International Convention¹ on all relevant topics such as Human and Labour Rights, Bribery and Corruption;
- Compliance with all applicable laws and regulations in every jurisdiction in which Companies of the Group operate;
- Promotion, towards all our stakeholder, of actions to contribute to the achievement of UN Development Goals;
- Achievement - where possible - of all relevant certifications (ISO and others) to promote an internal culture of continuous improvement.

This Corporate Code of Ethics is made out of three **main Sections** as follows:

- our **five key values** governing relations with stakeholders;
- the **criteria of conduct and principles of behaviors** in re-

lations with each category of stakeholder, which represent specific guidelines that all employees are required to follow;

- the **mechanisms of implementation, control and reporting** designed to ensure the observance and continuous improvement of the Code of Ethics, together with all **training initiatives** to promote it.

Our ESG Governance system includes this Corporate Code of Ethics, the Sustainability Policy and a set of policies and procedures that can be either Corporate-wise or Country/Company specific.

For those Italian Companies of the Group adopting an Organizational Model pursuant to the Italian Legislative Decree 231/2001, these values and principles are also relevant for the purposes of preventing crimes, and this Code of Ethics constitute an essential part of the Organizational Model and the preventive control system.

1. UN Universal Declaration of Human Rights; UN Guiding Principles on Business and Human Rights; UN Convention on the Rights of the Child; Declaration on Fundamental Principles and Rights at Work (ILO), OECD Due Diligence Guidance for Responsible Business Conduct, Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises and the anti-corruption principles established by the United Nations;

2 SCOPE

The principles and provisions contained in this Code of Ethics are addressed to Fratelli Cosulich Group's subsidiaries and relevant stakeholders², including all those who, although external subjects, operate, directly or indirectly, in connection with the Company: we expect them to behave in compliance with the general principles of this Code; committing violations could result in interruption of business relationships.

The Group strategy to grow its market shares and develop new business opportunities are based on each Company's management systems and structures underpinned by processes and procedures that ensure efficiency and efficacy.

Shareholders

Governance Bodies

People

Customers

Suppliers

Financial Institutions

Authorities

Communities

2. Relevant stakeholders are those individuals, groups of individuals or organizations that affect and/or could be affected by an organization's activities, products or services and by the associated performance with regard to the issues addressed by the engagement [Accountability, 2015, "AA1000 Stakeholder Engagement Standard 2015"]

3 OUR KEY VALUES

In 2020, our Board of Directors engaged in a 360° assessment process involving over 100 managers and colleagues. In this assessment, they asked team members or peers for feedback on leadership performance. This “leading by example” exercise provided insights from behaviors, challenges and skills that Board members decided to share with their teams, identifying five common key values: Accountability, Behaviour Role Model, Learning Mindset, Team Work, and Customer Focus.

These values are pillars passed on from generation to generation and on which the Group wishes to keep focusing, while playing by the rules, acting with integrity today and in the future, as it did in the past.

Accountability

We take responsibility for our actions

Behavior Role Model

We lead by example and follow the rules

Learning mindset

We are curious and aim at continuous improvement

Teamwork

We build collaborative and supportive relationships

Customer Focus

We strive to exceed customer expectations

Accountability

We uphold the highest standards of **integrity, honesty, and transparency** in all our activities and operations. We are accountable for our actions and decisions and integrity is at the core of our organization, taking ownership of our results (and failures). **We strive to build and maintain trust with our stakeholders.**

An accountable person is prepared to be active: it is fundamental to be willing to change minds and recognize opportunities. Accountability is a source of action, a push to intervene where there is room for improvement.

Accountability means a “culture of feedback”, enhanced by the adoption of a solid whistleblowing, grievance and reporting process, essential to react, improve and respond to stakeholders’ expectations and concerns.

Behavior Role Model

The Board of Directors of Fratelli Cosulich has put the “**leading by example**” criteria at the core of expected behaviors from all in the Group. Employees’ behaviors are expected to be driven by **humbleness, empathy, trust, problem-solving, and, above all, morality.**

Respect is the foundation of everything, a necessity in an horizontal structure like the one we aspire to implement: guaranteeing respect and protection of everyone’s singularity and diversity is core to all our behaviors and we **reject any form of violence.**

Learning mindset

Since our foundation, we have been motivated to change, aiming to implement new solutions in line with customer demands and the context in which we operate. Learning Mindset in the Group definition is an **attitude of being curious and overcoming personal limits**, getting out of comfort zone: the humbleness to start from scratch, the pleasure to overcome limits and the ability to set new goals are the leitmotifs that distinguishes us.

Teamwork

We strive to create the best environment for our employees, believing in the importance of building collaborative and supportive relationships amongst teams in different Companies and different Countries. We strive to create an inclusive work environment being an equal opportunity employer standing against any form of discrimination.

We think that **diverse perspectives contribute to innovation, creativity, and overall business success.** Therefore, we ensure that all employees, regardless of their background, have equal opportunities for professional growth and development.

Cultivating a workplace where individuals feel valued, respected, and empowered to bring their authentic selves to work is a paramount goal.

Customer Focus

Fratelli Cosulich Group has a long-standing commitment to putting its customers at the heart of all its operations. We emphasize the importance of listening to customers to make it one of our founding key values.

Customer focus also means to be active and responsive towards clients, understanding and being accountable towards their needs and expectations. As the heritage of the Group testifies, stakeholders know that if they rely on us they are dealing with an important history: this implies being present in a clear and transparent way and committed in an ongoing dialogue.

This value enhances synergies with clients but also amongst the Group, with our internal customers to feel connected and work in harmony.

4 BEHAVIORAL PRINCIPLES TOWARDS OUR STAKEHOLDERS

Our key values are the compass that allow us to navigate our journey following precise coordinates and creating precious synergies within and outside the Group.

We define below a set of behavioral principles towards our stakeholders which can help us steer towards strategies, operations and everyday behaviors.



Behavioral principles towards our Shareholders

Companies in the Group are still mainly owned, directly or indirectly, and managed by the Cosulich family, now in its 7th generation as active members of daily activities. This commitment to our roots allows us to rely on leadership with a unique perspective, fostering a culture of continuity, trust, and most importantly, a shared vision for the future. Our governance system ensures the non-dispersion of Company shares in order to guarantee long term growth and investments; we respect and value opinions of minority shareholders and we ensure those are taken into proper account.

Generation after generation, the Cosulich family always shared and passed on the same values: **freedom of thought, cooperation, respect of the rules and dedication to work** are our guiding principles.

What does this mean for you as an employee?

As valued members of the Fratelli Cosulich family, your role in upholding our principles towards shareholders is essential. This means maintaining transparency, providing honest feedback, and actively participating in initiatives that contribute to the long-term growth and success of our company. Your commitment to these principles ensures a strong foundation for our shared vision and values.

Behavioral principles towards our Governance Bodies

The **Board of Directors of Fratelli Cosulich is the ambassador of our values** and carries the responsibility to preserve and pass on the legacy of the Group over time.

For this reason, the conduct of its members, as well as those of the other Governance bodies, must be inspired by **integrity, transparency and sustainability** in general. In fact, we are aware that delivering long-term results is possible only by creating value for all the stakeholders in a sustainable way.

Governance Bodies, including Board of Auditors and Supervisory boards, oversee the **identification, assessment, and management of risks**, ensuring that potential threats to each of the Companies' integrity and sustainability are addressed proactively. They must act as stewards of the company's legacy, with a responsibility to preserve and enhance the organization's long-term value for future

generations. In particular, in carrying out their activities, they must be inspired by **autonomy, independence and correctness in relationships** with any counterparty, both public and private.

Likewise, they must behave responsibly and loyally towards the Company and refrain from carrying out actions that might create any form of conflict of interest. They must also make confidential use of the information they become aware of due to their duties.

What does this mean for you as an employee?

Whether you're a member of the Board of Directors, Board of Auditors, or any governance body, your conduct is integral to preserving and passing on the legacy of our Group.

Acting with integrity, transparency, and sustainability is not just a directive, it's a responsibility. Your commitment to long-term results and proactive management of risks ensures the continued success of Fratelli Cosulich.

Behavioral principles towards our People

People are to be treated equally: at Fratelli Cosulich Group we condemn all forms of discrimination based on gender, age, nationality, disability, sexual orientation, religious beliefs, ethnicity, political opinions and any other form of diversity. We recognize the indisputable right to follow any religion, repudiating any practice of religious intolerance. This implies a zero-tolerance approach to any form of harassment or inappropriate behavior amongst peers and/or from managers.

Group Companies hire, employ and promote staff only on the basis of competencies, know-how and professionalism. At Fratelli Cosulich Group we strive to reach excellence and, to achieve this goal, a continuous update of knowledge is necessary. Employment relationships are always formalized through regular contracts, rejecting any kind of illegal work in any of the Countries where we operate.

We prioritize health and safety of our employees and maintain safe working conditions, promoting a culture of safety. Safety is top priority at Fratelli Cosulich Group: we are committed to providing a safe and healthy working en-

vironment for our employees, and we extend this commitment to the safety of our customers and the communities where we operate. We maintain rigorous safety standards, protocols, and training to ensure the protection of all stakeholders. A culture of safety is promoted throughout the organization, encouraging everyone to actively participate in and contribute to safe practices.

We expect our people to **protect and safeguard Companies' values and assets**, including protecting our intellectual property, proprietary information, and all physical and digital resources. Employees are expected to use company assets for legitimate business purposes only, ensuring their proper and efficient utilization.

We reject and forbid any form of corruption as well as behaviors that can imply conflict of interest must be avoided.

Substance abuse and illegal drugs in the workplace are strictly prohibited.

What does this mean for you as an employee?

As part of the Fratelli Cosulich team, treating everyone with equality and respect is a shared responsibility. Discrimination has no place here, and your commitment to hiring, promoting, and working with others based on competencies and professionalism contributes to an inclusive and thriving workplace. Safety and well-being are paramount, so actively participating in our safety culture is not just a requirement: it's a commitment to each other.

Behavioral principles towards our Customer

For our people Customer Focus is a must. In this regard human interactions must be placed at the core of the relationships we have with clients, either external or internal. **Every interaction is an opportunity to be proactive in understanding customers' needs**, a fundamental precondition needed to meet their expectations in the best possible way.

Customer focus means also being transparent, compliant and correct in the communication with clients as well as with different third parties. We gain competitive advantage through superior performance and do not engage in unethical or illegal trade practices.

Fratelli Cosulich Group personnel must treat with **absolute confidentiality customers data, news and information** avoiding their circulation or use with speculative purposes.

What does this mean for you as an employee?

For every member of our team, Customer Focus isn't just a principle; it's a way of working. Every interaction is an opportunity to understand and meet customer needs. Being transparent, compliant, and correct in communication ensures that we not only meet but exceed customer expectations. Your commitment to these principles strengthens our relationships and positions us as a reliable and customer-centric organization.

Behavioral principles towards our Suppliers

We maintain fair and ethical relationships with our suppliers and partners, ensuring they adhere to similar ethical principles and sustainability standards as ours.

Our relationships with suppliers and partners are built on fairness and ethics. We actively engage with them to foster open communication and collaboration, **ensuring that our supply chain reflects our commitment to ethical business practices and sustainability.**

Accountability also implies a **fair selection of our suppliers** based on impartial and transparent criteria in terms of quality, innovation, cost and additional services.

Moreover, personnel can not accept gifts, presents and any similar favour if not directly attributable to normal courtesy business relations and which economic value is low.

What does this mean for you as an employee?

In your role, fair and ethical relationships with our suppliers and partners are paramount. Upholding our principles towards suppliers means ensuring fairness, ethics, and accountability in all interactions. Your role in the fair selection of suppliers, based on transparent criteria, contributes to the overall integrity of our supply chain.

Behavioral principles towards our Financial Institutions

Group's behavior towards financial institutions is aimed at the creation of positive and productive relationships. We believe that transparency, responsibility, and proactive communication are paramount: we maintain open and honest dialogues with our financial partners, providing them with **accurate and timely information about our financial performance, our impacts on society and environment, and future development plans.**

Adherence to financial agreements, compliance with terms and conditions, responsible financial management, and rigorous criteria in selecting financial partners are key elements of our strategy to enable a solid growth for the Group.

What does this mean for you as an employee?

For those engaging with financial institutions, your approach defines positive and productive relationships. Transparency, responsibility, and proactive communication are not just expectations: they're essential elements of our strategy. Adherence to financial agreements, compliance with terms and conditions, and selecting financial partners with rigor contribute to our financial success.

Behavioral principles towards our Authorities

The Group pursues the objective of integrity and correctness in all relationships, including contractual ones, with public institutions and in general with the Public Administration, in order to **guarantee maximum accountability in institutional relationships**. If any of the Companies appoints a consultant or a third party to represent it in relations with the Public Administration, it will be required to respect the directives valid for employees. Furthermore, each of the Companies must not be represented, in relations with the Public Administration, by a third party if there are potential conflicts of interest.

The Group undertakes to **collaborate with correctness and transparency with Authorities**, including foreign and international ones, who may request information or carry out investigations regarding any of the Group Companies. For the personnel of the Group **it is forbidden to accept,**

offer or promise, even indirectly, money, gifts, goods, services, or favors (also in terms of employment opportunities) from Public Officials and/or Public Service Representatives.

Gifts and acts of courtesy towards Public Officials, Public Service Representatives or in any case public employees are permitted only when, being of low value, they do not compromise in any way the integrity and independence of the parties and cannot be interpreted as a way to obtain advantages improperly.

Overmore, in case of investigations, inspections or requests from the Public Authority, the staff is required to ensure due and transparent collaboration.

What does this mean for you as an employee?

When interacting with public institutions and authorities, correctness and transparency are your guiding principles. Your commitment to integrity ensures accountability in institutional relationships, and in case of investigations or requests from authorities, your due collaboration is essential. Avoiding conflicts of interest and adhering to the highest standards in public interactions contribute to the overall integrity of Fratelli Cosulich.

Behavioral principles towards our Communities

We are committed to protecting the environment, minimizing our environmental footprint and promoting sustainability; therefore, we report our targets and our achievement in the Group Annual Report to improve the Group accountability. We adhere to environmentally responsible practices, including reducing waste and emissions, aiming at responsible resource management. We actively seek opportunities to contribute to the energy transition and to protect the planet for current and future generations.

We contribute to the well-being of the communities in which we operate by supporting social initiatives and charitable activities. Our commitment to social responsibility extends to the communities where we live and work. We actively engage in social initiatives and charitable activities to make a positive impact. Contributions to every kind of association are to be strictly compliant with local laws, voluntary and without the expectation of services or compensation in return.

What does this mean for you as an employee?

Being committed to environmental protection and community well-being means your actions matter. Minimizing our environmental footprint and supporting social initiatives are not just corporate goals; they are shared responsibilities. Your commitment to environmentally responsible practices and contributing to the communities where we operate actively shapes our impact on the world.

5 MECHANISMS OF IMPLEMENTATION, CONTROL AND REPORTING

All employees are responsible for upholding and promoting this Code of Ethics. We are committed to fostering a culture of ethical conduct and accountability.

Every behavior that represents a violation of the aforementioned principles and/or of laws and regulations shall be communicated through the whistleblowing channels arranged within the Group. Potential disciplinary sanctions are applied in accordance with internal policies and national laws. Procedures guarantee that **whistleblowers are not subject to reactions and penalizations and the identification of whistleblowers is protected to ensure the higher degree of confidentiality possible.**

Reporting violations is crucial to maintaining the integrity of our organization. We have established a confidential reporting mechanism (possibly even anonymously) to ensure that employees and stakeholders can report any violations or concerns without fear of reprisal. This mechanism allows us to address issues promptly and appropriately.

The whistleblowing platform is available here:

Whistleblowing Cosulich Group - Ethical Channel

Since 2024 we have established an Ethical Committee, composed by:

- Corporate Legal Counsel
- Group HR Manager
- ESG Corporate Director
- One/two independent and external legal Advisors

With the aim of:

- checking application and respect of the Code of Ethics by means of analysis and evaluation of the internal control system while monitoring corporate processes having significant impacts on corporate ethics;
- monitoring initiatives to raise awareness and understanding of the Code of Ethics;
- receiving and analyzing reports of violations of the Code of Ethics.

These activities shall be performed with the support of all Group functions, with unrestricted access to all documentation deemed to be useful, in accordance with the provisions of national whistleblowing regulations and, where implemented, in compliance with the Organization and Management Model adopted in accordance with Italian Legislative Decree 231/2001.

6 TRAINING AND REVIEW

We will periodically review and update this Code of Ethics to ensure it remains current and reflects the evolving scenario where we operate.

Our commitment to ethical conduct is dynamic and adaptable as we recognize that the business landscape and ethical standards evolve over time. To ensure that **this Code of Ethics remains relevant and effective, we will periodically review and update it.** We actively seek input from employees, stakeholders, and experts to ensure it reflects the highest possible ethical standards.

