

SUPPLIER CODE OF CONDUCT

PRESENTED TO THE BOARD OF DIRECTORS ON DECEMBER 13, 2018

Salvatore Ferragamo

LETTER FROM THE CHAIRMAN

It is with great pleasure that we present to you the first edition of the Supplier Code of Conduct for the Salvatore Ferragamo Group.

We have always been committed to guaranteeing the values of creativity, innovation and artisanal excellence, through the legacy of our Founder, a deep bond with the territory and the Italian tradition as well as the commitment to the people and places where we operate.

The relationships we have with suppliers, centred on transparency, mutual trust and the sharing of the same values, are the foundation to our success.

It is for us essential that the integrity of the business, the respect of human rights and environmental protection are priority elements for the definition of objectives along the entire supply chain. We believe that the integration of these principles in corporate strategies increase the value and competitive advantage of all parties involved.

We hope that this Code can be a reference point for the definition of positive relationships and common strategies with our suppliers with the awareness that a responsible and sustainable management of the business is a necessary direction at every level of the supply chain.

Ferruccio Ferragamo





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1. INTRODUCTION

Corporate ethics and the promotion of the values of loyalty, fairness and respect, both within the Company and towards the partners with whom it relates to and engages with in commercial relationships, are key values for the Salvatore Ferragamo Group (hereafter also referred to as the “Group”). Consistent with the provisions of the Group’s Code of Ethics, and within a framework of integration of social responsibility in daily business operations, the Group considers the collaboration with the supply chain fundamental to achieve the highest ethical and sustainable business development standards.

To this end, the Group has decided to adopt a Supplier Code of Conduct (hereafter also referred to as the “Code”), which sets forth the ethical principles and rules of conduct that, along with the legal, regulatory and procedural norms, must characterize the commercial relations between the Group and its partners.

The Code is divided in the following sections: Recipients and scope of application; Principles and rules of conduct; Implementation procedures; Monitoring activities; Management of cases of non-compliance; Reporting of violations and reference contacts; Acceptance form.

2. RECIPIENTS AND SCOPE OF APPLICATION

The recipients of the present Code are the suppliers of raw materials, manufacturing services and finished products of the Salvatore Ferragamo Group (hereafter also referred to as the “recipients”).

The recipients are responsible for guaranteeing their compliance with the Code, disseminating it and requiring its respect by their employees, suppliers, external collaborators and others belonging to the supply chain for raw materials, manufacturing services and finished products for the Group.

In confirmation of their acceptance, the recipients are required to sign the Form found in section eight (8) of the document.

3. PRINCIPLES AND RULES OF CONDUCT

ETHICS AND BUSINESS INTEGRITY

- 3.1 Integrity, transparency and compliance with the laws
- 3.2 Anti-corruption
- 3.3 Conflict of interest
- 3.4 Industrial and Intellectual property, protection of competition
- 3.5 Confidentiality of information
- 3.6 Anti-money laundering
- 3.7 Local development and made in Italy

WORK AND HUMAN RIGHTS

- 3.8 Human rights
- 3.9 Child labour
- 3.10 Forced and compulsory labour
- 3.11 Non-discrimination
- 3.12 Freedom of association and collective bargaining
- 3.13 Health and safety of employees
- 3.14 Working hours
- 3.15 Remuneration
- 3.16 Disciplinary practices, harassment and persecutory offences
- 3.17 Regular working conditions

RESPECT OF THE ECOSYSTEMS

- 3.18 Protection of the environment
- 3.19 Respect for animals
- 3.20 Management of energy consumption and emissions
- 3.21 Waste management
- 3.22 Water withdrawal and discharge

PRODUCT RESPONSIBILITY

- 3.23 Product sustainable development
- 3.24 Chemical safety of products
- 3.25 Material and product traceability

ETHICS AND BUSINESS INTEGRITY

3.1 INTEGRITY, TRANSPARENCY AND COMPLIANCE WITH THE LAWS

The Group promotes and respects the principles of legality, loyalty and fairness.

The recipients are required to abide by these principles and to operate with maximum transparency in compliance with the provisions of the laws and regulations that apply in the context in which they operate, as well as with the commitments undertaken with the Group.

In the event that the provisions of the Code diverge from those of other applicable laws, regulations and commitments undertaken with the Group, the recipients are expected to guarantee their compliance with the highest standard with current legislation and to report to the Group such occurrence using the Reference Contacts indicated in section seven (7) of the document.

The Group encourages the recipients to adopt policies and implement procedures aimed at guaranteeing compliance with applicable laws and regulations to protect the integrity of the organization and the company's activities.

3.2 ANTI-CORRUPTION

The Group is committed to fighting active and passive corruption, in both the public and private realm.

The recipients are required to refrain from any direct or indirect act of offering or promise of money, or other benefits, including gifts that exceed normal courtesy practices and that could be interpreted as intended to exert undue influence or to obtain favourable treatment or improper advantages.

The Group encourages the recipients to implement initiatives to regulate the exchange of gifts and entertainment as well as to implement adequate models and procedures to mitigate the risk of corruption within their company.

3.3 CONFLICT OF INTEREST

The Group operates to avoid situations of conflict of interests by following the rules of fairness and impartiality.

The recipients are required to avoid situations of actual or potential conflict of interest, and to report any circumstance that creates, or appears to create, illegitimate favouritism, collusive practices or choices that determine illegitimate advantages. This category includes the interest, or the link of any type, by Group employees, or family members, with the activities or operations of the recipient.

3.4 INDUSTRIAL AND INTELLECTUAL PROPERTY, PROTECTION OF COMPETITION

The Group promotes the protection of industrial and intellectual property at all levels of the value chain.

The recipients are required to act in full compliance with the Group's industrial and property rights and in compliance with the provisions contained in the laws, regulations and conventions intended to protect these rights.

The information, technical specifications, designs, projects and sketches that will be used for the manufacturing of the products, constitute the know-how and industrial secrets exclusively owned by the Group and, for this reason, the recipients are called to:

- a) use them exclusively for the manufacture of the products;
- b) not disclose them to third parties that are external to the manufacturing of the products;
- c) adopt all necessary measures to keep them secret and prevent their employees or collaborators from divulging them in any way, assuming all responsibility in this regard;
- d) immediately discontinue their use at the end of the assignment or at the time when, for whatever reason, this it is terminated.

The recipients are also required to avoid unfair business practices in violation of applicable laws regarding fair competition and antitrust.

3.5 CONFIDENTIALITY OF INFORMATION

The Group promotes the confidentiality of information in the management of operations and business activities.

The recipients are required to safeguard and make appropriate use of the information transmitted by the Group and not to use such information outside of the fulfilment of the tasks entrusted.

In particular, the recipients are required to request authorization from the Group before sharing any confidential information relating to the latter with third parties.

The Group encourages the recipients to request clarification in cases of uncertain interpretation about the confidential nature of the information, according to the procedures set out in section seven (7) of the document.

3.6 ANTI-MONEY LAUNDERING

The Group adopts all necessary measures to prevent money-laundering, self-money laundering and the financing of criminal activities.

The recipients are required to avoid engaging in or maintaining commercial or financial relations with third parties where there is reasonable doubt that behaviours constituting the crime of money laundering are being committed by the latter.

In managing funds, it is forbidden to tolerate irregularity that, due to normal professional diligence, could rise suspicion about the origin of the money received.

The Group encourages the recipients to adopt measures to regulate the management of financial transactions, prohibiting irregularities that, due to normal professional diligence, could rise suspicion about the origin of the money received.

3.7 LOCAL DEVELOPMENT AND MADE IN ITALY

The Group promotes social responsibility and the economic and civil development of the territories in which it operates, taking into account the needs of the communities. In this context, the protection of the Made in Italy is a fundamental principle of the Group, with particular reference to the safeguard of Italian artisanal and creative culture.

The recipients are required to oppose counterfeiting and to guarantee the correct country of origin labelling of the products, committing themselves to contribute to the economic and social prosperity of the local communities.

The Group encourages the recipients to maintain relationships of collaboration, fairness and transparency with local communities, contributing to employment in the territories in which they operate.

WORK AND HUMAN RIGHTS

3.8 HUMAN RIGHTS

Among the fundamental principles of the Group is the respect for human rights.

The recipients are required to respect human rights, including the rights of the workers, within their activities and operations, recognizing without any distinction freedom and equality in dignity and the rights of human beings, as enshrined in the International Bill of Rights and in the fundamental Conventions of the International Labour Organization (ILO).

The Group encourages the recipients to adopt and promote internal mechanisms and tools to guarantee to their employees the possibility of reporting proven or alleged human rights violations. In the implementation of these mechanisms, it is suggested to put in place protection systems for workers who report an alleged or proven violation in good faith.

3.9 CHILD LABOUR

The Group promotes the respect of the rights of minors and their correct and harmonious physical, mental and emotional development.

The recipients are required to condemn and abstain themselves from engaging in any form of child labour, in line with the provisions of the legislation currently in force, the ILO Conventions on the subject and the International Convention on the Rights of the Child.

In particular, no minor younger than 16 shall work in the name of/ or on behalf of the recipients, if they have not concluded the mandatory period of education, subject to relevant exceptions provided for in existing laws and regulations.

Minors under the age of 18 must not work during night-time and be exposed to dangerous activities. The respect of their physical, mental and emotional development must be guaranteed.

3.10 FORCED AND COMPULSORY LABOUR

The Group promotes the principle that work must be freely chosen.

The recipients are required to condemn and refrain from engaging in any form and type of forced and compulsory labour and exploitation, in line with what established by the legislation in force and by the ILO Conventions on the subject .

In particular, the recipients must abstain themselves from engaging in any form of modern slavery including, but not limited to, resorting to non-voluntary work; retaining the worker's original documents; requesting a payment as a deposit as a condition of employment; operating restrictions on the freedom of movement of employees.

¹ Minimum Age Convention (C138); Worst Forms of Child Labor convention (C182); Minimum Age Recommendation (R146).

² Forced Labor Convention (C029); Abolition of Forced Labor Convention (C105).

3.11 NON DISCRIMINATION

The Group recognizes the principles of dignity and equality by condemning all forms of discrimination on the grounds of age, racial and ethnic origin, nationality, political and trade union opinions, religious beliefs, sexual orientation, gender identity, physical and psychological disabilities and any other personal characteristic that is not relevant in the work sphere.

The recipients must refrain from any form of discrimination towards their employees and collaborators, inspiring themselves to the principles of dignity and equality and in line with what established by the ILO Conventions on the matter ³.

The Group encourages the recipients to implement actions aimed at ensuring non-discrimination in the workplace, with particular reference to the management and training of human resources.

3.12 FREEDOM OF ASSOCIATION AND COLLECTIVE BARGAINING

The Group promotes freedom of association and collective bargaining, an enabling right for the participation of workers and the protection of their rights.

The recipients are required to guarantee the right of workers to form trade unions and to bargain collectively, without distinction or discrimination and without fear of repercussions, in accordance with applicable laws and regulations.

3.13 HEALTH AND SAFETY OF EMPLOYEES

The Group identifies as its primary values the principle of protection of health and safety at work.

The recipients are required to respect the legislation in force on health and safety, guaranteeing to their employees and collaborators a safe, hygienic and healthy work environment, taking into consideration the sector in which they operate and the risks connected to the activities and operations carried out.

3.14 WORKING HOURS

The recipients are required to ensure full compliance with the regulations and collective labour agreements on working hours and overtime, including breaks, rest days, holidays and leave for any reason.

In particular, the recipients are required to guarantee to their employees a maximum of working and overtime hours, in alignment with the provisions of the ILO Conventions on the topic ⁵.

3.15 REMUNERATION

The recipients are required to remunerate their employees and collaborators in compliance with the applicable legal provisions and norms, as well as with the collective agreements adopted.

The pay provided to employees must be adequate to guarantee the satisfaction of primary needs and standards of living that are respectful to the dignity of the individual.

3.16 DISCIPLINARY PRACTICES, HARASSMENT AND PERSECUTORY ACTIONS

The recipients are required to treat all employees with fairness, respect and dignity and to refrain from subjecting them to abuse or to the threat of physical abuse, physical disciplinary measures, sexual harassment, verbal abuse or other forms of intimidation, in compliance with applicable legislation.

Consistent with applicable laws and regulations, monetary sanctions illegally used instead of disciplinary sanctions are also prohibited.

3.17 REGULAR WORKING CONDITIONS

The recipients are required to provide their employees and collaborators with a clearly understandable and legally binding written contract.

The recipients are required to register and protect information related to the contracts entered into with its employees, including the type of contract, working hours and remuneration, and must guarantee access to its employees to the information registered on their account.

The recipients are also required to respect the forms of employment governed by the applicable law, avoiding the use of any irregular procedure, including hiring workers without a regular residence permit.

They must also guarantee to their employees and collaborators social security contributions, welfare schemes and insurance cover, in accordance with the applicable laws and regulations, as well as with the collective agreements adopted.

³ Discrimination (Employment and Occupation) Convention (C111).

⁴ Right to Organize and Collective Bargaining Convention (C098) of the ILO; Collective Bargaining Convention (C154) of the ILO.

⁵ Hours of Work (Industry) Convention (C001); Hours of Work (Commerce and Offices) Convention (C030); Forty-Hour Week Convention (C047); Reduction of Hours of Work Recommendation (R116).

RESPECT OF THE ECOSYSTEMS

3.18 PROTECTION OF THE ENVIRONMENT

The Group promotes the respect of the environment, understood as a common resource to be safeguarded for the common interest and for the benefit of future generations, in a view of sustainable development.

The recipients are required to comply with current legislation on environmental protection and on the prevention of environmental crimes and to commit themselves to adopting the precautionary principle in relation to the management of their activities and operations.

The recipients are also required to engage actively in mitigating negative impacts on the environment and on the ecosystems linked to their activities and operations

The Group encourages the recipients to adopt an environmental management system and to implement specific actions to promote environmental responsibility within the organization.

3.19 RESPECT FOR ANIMALS

The Group promotes respect for animals.

The recipients are called to respect the dignity of animals in all phases of their lives. In this respect, it is necessary to provide animals with freedom of movement and sufficient space for a dignified life; water, food and necessary care; safe, dignified and appropriate conditions in terms of temperature, humidity, ventilation and any other condition necessary for the species based on experience and scientific knowledge.

Animals must be treated with care to avoid any form of stress. In the event that the animals are killed, they must not suffer, in line with what provided by the European Commission and the World Organization for Animal Health (OIE).

The recipients are also required to comply with the laws and regulations concerning endangered animal and plant species and to carry out their operations in accordance with the Convention on International Trade in Endangered Species (CITES).

3.20 MANAGEMENT OF ENERGY CONSUMPTION AND EMISSIONS

The recipients are required to measure and track the use of energy resources, differentiating where possible, between those produced from renewable and non-renewable sources.

The recipients must actively engage to contain their energy consumption and improve the efficiency of their operations, reducing their greenhouse gas emissions into the atmosphere and contributing to the achievement of national and international emission reduction targets.

3.21 WASTE MANAGEMENT

The recipients must comply with the laws and regulations in force on the management of hazardous and non-hazardous waste, ensuring their correct treatment, conservation, transport and disposal.

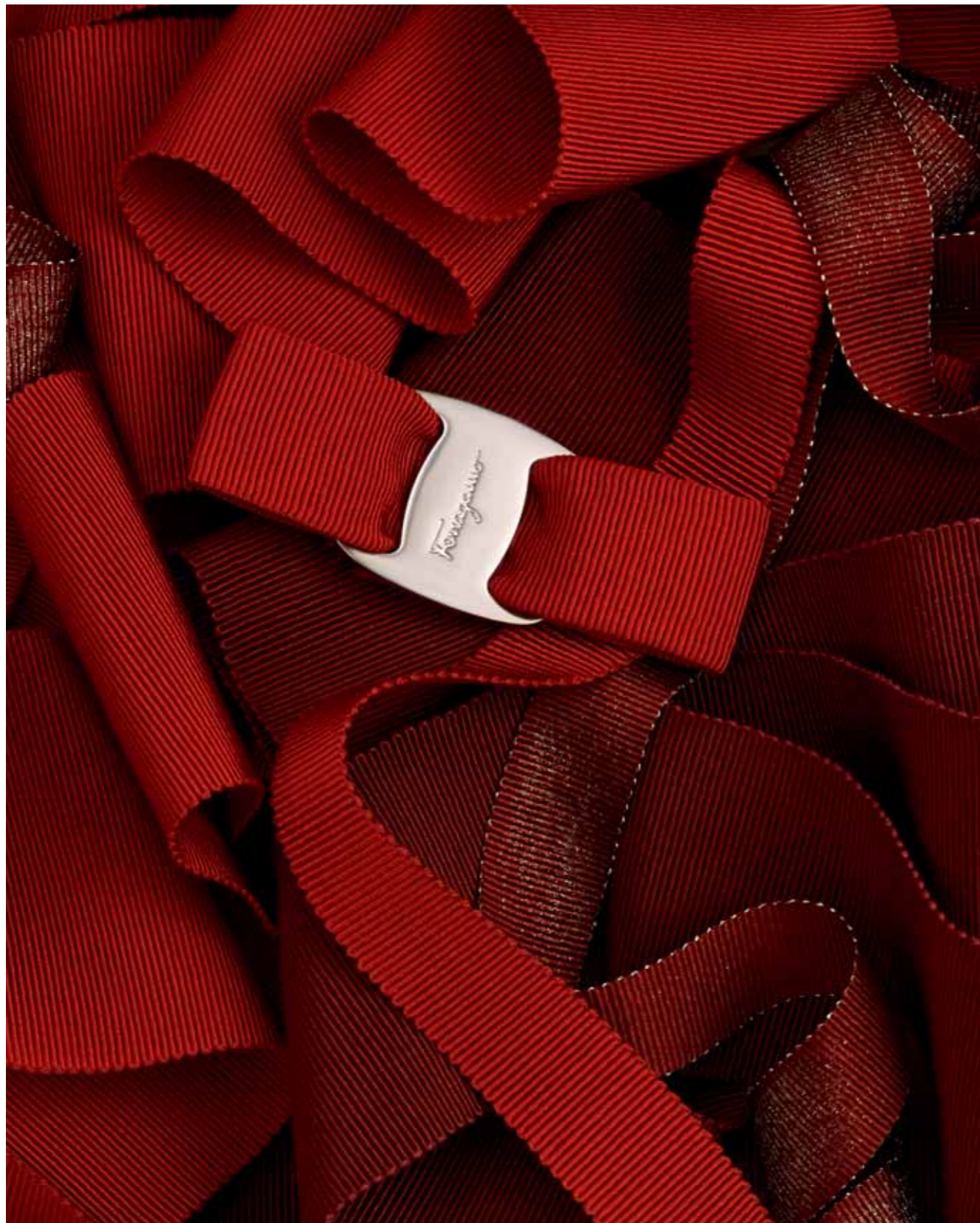
In particular, the recipients are required to request and be in possession of the information related to the treatment, transport and destination of the waste generated in all stages of the production process.

The Group encourages the recipients to adopt measures to encourage the differentiation, recycling and re-use of the materials.

3.22 WATER WITHDRAWAL AND DISCHARGE

The recipients are required to comply with the provisions of the law concerning water withdrawals and discharges.

The recipients are required to use responsibly water resources, to engage actively in the adoption of appropriate measures to minimize withdrawals, to encourage the reuse of water and to improve the management of discharges.



PRODUCT RESPONSIBILITY

3.23 PRODUCT SUSTAINABLE DEVELOPMENT

The Group promotes the responsible development of its products, paying maximum attention to the safety and traceability of the materials, components and products used along the entire value chain.

The recipients are required to comply with the relevant norms concerning the procurement processes of raw materials, production, manufacturing, marketing and distribution, considering their environmental and social impacts.

In compliance with the highest quality standards, the Group encourages the recipients to use recyclable, renewable, reusable and locally sourced materials, using a view of a sustainable and circular economy.

3.24 CHEMICAL SAFETY OF PRODUCTS

The recipients must comply with international, European, national and local regulations on the use of hazardous or restricted substances, including the REACH directive and the Group Restricted Substances List (RSL).

In particular, the recipients must forbid the use of substances prohibited by the applicable provisions and register the substances used in relevant registers, when and as required by the law; these registers must be sent, on request, to the Group, with the related documentation and any certification obtained on the subject.

The recipients are required to refrain from commercializing materials and products that could harm the health and safety of consumers and of those who may be exposed to these products along the production chain.

The Group reserves the right to carry out chemical tests on the raw materials, semi-finished and finished products.

The Group encourages the recipients to promote adequate training on the subject for their employees and especially for those who work in contact with these substances.

3.25 MATERIAL AND PRODUCT TRACEABILITY

The recipients are required to guarantee the traceability of the product and to communicate, where requested, the information related to the location of production and manufacturing of the materials and products, in order to facilitate the Group's assessment in relation to the possible environmental and social risks.

4. IMPLEMENTATION PROCEDURE

The recipients have the responsibility of guaranteeing their compliance with the principles and behavioural rules defined in the present Code. The recipients are also required to complete and sign the Acceptance Form found in section eight (8) of the document and to send it to the Group.

Moreover, the recipients have the responsibility of disseminating and ensuring the respect of the provisions of the Code by their employees, suppliers, external collaborators and others that are part of the supply chain of raw materials, manufacturing services and finished products for the Group, verifying their compliance.

The Group is aware that the achievement of full compliance with what is established in the Code can involve a process of gradual improvement, and different efforts, in relation to the activities and specific operations of the recipients. For this reason, the recipients are urged to put into motion the suggestions included within the Code, and any other activity deemed as appropriate, so as to facilitate the gradual alignment of their activities and operations with the principles and rules of conduct defined therein.

The Group also encourages the adoption of measures aimed at guaranteeing the adequate receipt of reports regarding any non-compliance.

The recipients that identify areas of non-compliance with the Code are required to notify the Group and, if deemed appropriate, to request its support to adapt their activities and operations according to the methods and timelines agreed.

It is also possible to contact the Group to resolve potential doubts on the provisions of the Code using the contacts provided in section seven (7) of the document.

5. MONITORING ACTIVITIES

In order to ensure compliance with the provisions set out in the Code, the Group reserves the right to carry out directly, or through third parties, the following monitoring activities towards the recipients:

- request any documentation deemed necessary;
- conduct audits on the production sites and offices, carrying out visits.

Moreover, to ensure the full application of the Code, it may be necessary to conduct monitoring activities, directly or through third parties, with regard to all suppliers, external collaborators and others belonging to the supply chain of raw materials, manufacturing services and finished products of the Group.

The Group commits to treat any information it may become aware of with the utmost confidentiality, in full respect of the intellectual property and the commercial rights of the recipients.

Cases of denial or lack of cooperation for the implementation of monitoring activities may be object of the Group's assessment and considered in the context of cases of non-compliance, according to the procedures indicated in section six (6) of the document.

6. MANAGEMENT OF CASES OF NON-COMPLIANCE

In the event of cases of non-compliance with the Code, the recipients are required to implement the actions necessary for the adjustment of their activities and operations.

The Group reserves the right to interrupt and/ or terminate the business relationship with the non-compliant recipient at any time, as well as request compensation for damages where there are grounds, in the case of:

- severe or repeated violations of the Code;
- failure to implement an improvement plan and/ or failure to comply with any arrangements and timelines agreed upon;
- denial or lack of cooperation in carrying out monitoring activities, indicated in section (5) of this document.

7. REPORTING OF VIOLATIONS AND REFERENCE CONTACTS

The Group encourages the informed use of open communication channels for the receipt of any requests of information and for the reporting in good faith of alleged or proven violations of the provisions of the Code.

For the request of information related to the Code, including its interpretation and application, it is possible to contact the Group's contact persons directly involved in the management of the current commercial relations.

For any report concerning an alleged and/or proven violation of the Code, it is possible to contact the Group Ethics Committee using the following addresses:

- email: ethics-committee@ferragamo.com;
- post: Comitato Etico c/o Salvatore Ferragamo S.p.A.
Via Mercalli 205/207, 50019 Sesto Fiorentino, FI.

The Group commits to treat each report received with confidentiality, privacy and without any form of retaliation.

This principle does not preclude or limit any reporting obligations that may arise as a result of Reports, against the competent judicial authorities or the statutory control bodies.

8. ACCEPTANCE FORM

By signing this form, the recipient confirms that:

- it has received, analysed and understood the provisions of the Code;
- it will be committed to abide by the Code and the relevant local, regional and national laws and regulations related to the location of their operations;
- it will inform with all necessary means its employees, suppliers, external collaborators and others that are part of the supply chain of raw materials, manufacturing services and finished products for the Group of the contents provided in the present Code, and to ensure that they too comply with the requirements.;
- it commits to accept and gradually implement the provisions indicated in the Code, with the optic of continuous improvement and sustainable development of business activities;
- it accepts the monitoring methods indicated in section five (5) of the document;
- it commits, in case of non-compliance, to implement the actions necessary for the adjustment of its activities and operations, as indicated in section six (6) of the document;
- it commits to report to the Group every case, presumed or proven, of a violation of the present Code, using the contacts indicated in section seven (7) of the document.

Date (day/month/year): __ / __ / ____

Place: _____

Entity legal form (in capital letters): _____

Name and position of the legal representative (in capital letters): _____

Signature of the legal representative:
