



**Organisation, management and control
model of**

Brambati S.p.A.

**pursuant to (It.) Legislative Decree
231/2001 and subsequent amendments and
additions**

CODE OF ETHICS AND CONDUCT OF

Brambati SpA

**(approved by the Board of Directors of Brambati S.p.a.
on 28/05/2018)**

INTRODUCTION

This Code of Ethics has been formulated to ensure that the fundamental ethical values of Brambati S.p.A. (hereinafter the Company) are clearly defined and constitute the basic element of the corporate culture, as well as the standard of conduct of all its Collaborators in conducting business and in performing their activities.

The same has been prepared in the name and on behalf and in any case in the interest of the Company and of all its direct and indirect personnel.

The contents of the Organisational Model pursuant to (It.) Legislative Decree no. 231/01 are based on compliance with the principles established by the Code of Ethics. Even if the latter is ontologically autonomous, therefore, it is an essential component of the Model.

The corporate bodies, employees, suppliers, customers, collaborators and partners of the Company are made aware of the provisions of the Code of Ethics so that they observe and are constantly guided in their conduct, in whatever context they are called to work with the Company.

Behaviours that do not comply with the Code of Ethics are prosecuted and punished.

1 SCOPE OF APPLICATION

The Company, in addition to compliance with the laws and regulations in force in carrying out its activities, intends to observe high ethical standards in the daily conduct of its work: these standards and their guiding principles are gathered in this Code of Ethics (hereinafter, code).

The code is an integrative tool of the rules of conduct dictated by the legislator: simple compliance with the law, while being a fundamental condition, is often not sufficient for the Company that requires that all company decisions and the conduct of staff and of all those who collaborate be based on ethical rules, even in cases where they have not been codified by law. By the term personnel we mean the group of people who work in or for the Company: employees, directors and collaborators of any nature.

The code expresses the commitments and ethical responsibilities assumed by those who, for various reasons, collaborate in the achievement of the Company's objectives, towards: shareholders, employees, collaborators, external consultants, suppliers, customers and other subjects (Recipients).

Each person who works in the Company is bound to act in compliance with the provisions included in the Code of Ethics herein.

2. GENERAL PRINCIPLES OF CONDUCT FOR THE ORGANISATION

2.1 - General information

The conduct of all those who work with the Company is based on the principles of legality, fairness, non-discrimination, confidentiality, diligence, and loyalty.

Legality

The Company operates in full compliance with the law and with this Code: all Recipients are therefore required to comply with all applicable regulations and to constantly be up-to-date on legislative developments, making also use of the training opportunities offered by the Company.

The transparency of the financial statements and accounting records is deemed a fundamental principle for the Company for the performance of its activities and for the protection of its reputation.

Fairness

Fairness and moral integrity are an unfailing duty for all Recipients who are required not to establish any special relationship with third parties, which is the result of external solicitations aimed at obtaining improper advantages.

In carrying out their activities, the Recipients are required not to accept donations, favours or benefits of any kind (except for objects of modest value) and, in general, not to accept any consideration in order to grant advantages to third parties in an improper manner.

In turn, the Recipients must not make donations in cash or goods to third parties or in any case offer illicit benefits or favours of any kind (except for objects of modest value or gifts of commercial courtesy authorised by the Management) in connection with the activity they provided for the benefit of the Company.

The intrinsic conviction of acting in the interests of the Company does not exonerate the Recipients from the obligation to comply strictly with the rules and principles of this Code.

Non-Discrimination

In relations with Stakeholders and in particular in the selection and management of personnel, in the work organisation, in the choice, selection and management of suppliers, as well as in relations with Bodies and Institutions, the Company avoids and rejects any discrimination concerning the age, sex, race, sexual orientation, state of health, political and trade union opinions, religion, culture and nationality of its interlocutors.

The Company, at the same time, fosters integration, promoting intercultural dialogue, protecting the rights of minorities and vulnerable individuals.

Confidentiality

The Company undertakes to ensure the protection and confidentiality of the personal data of the Recipients and Stakeholders, in compliance with all applicable regulations regarding the protection of personal data.

Recipients are required not to use confidential information, learned by reason of their work, for purposes unrelated to the exercise of such activity, and, however, to act always in compliance with the confidentiality obligations assumed by the Company towards all Stakeholders.

In particular, the Recipients are bound by strict confidentiality on documents suitable to disclose know-how, information on the products produced, the technologies adopted and innovations introduced, commercial information and corporate transactions.

Diligence

The relationship between the Company and its employees is based on mutual trust: the employees are, therefore, required to work to promote the interests of the company, in compliance with the values set forth in this Code.

The Recipients must refrain from any activity that may constitute a conflict with the interests of the Company, renouncing the pursuit of personal interests in conflict with the legitimate interests of the Company.

Where there is a possibility of the existence of a conflict of interests, the Recipients are required to immediately contact their direct superior so that the company can evaluate, and possibly authorise, the potentially conflicting activity.

In the event of violation, the Company will take all appropriate measures to stop the conflict of interests, reserving the right to act for its own protection.

Loyalty

The Company and the Recipients undertake to achieve fair competition, in compliance with national, European and international regulations, in the knowledge that fair competition is a healthy incentive for innovation and development processes, and that it also protects the interests of consumers and of the general public.

2.2 - General principles of conduct in business

The Company operates in strict compliance with the law and strives to ensure that all staff act in this way: people must behave according to the law, regardless of the context and activities carried out, as well as the Countries in which they operate.

This commitment must also apply to consultants, suppliers, customers and anyone who has relations with the Company.

The Company will not initiate or continue any relationship with whoever does not intend to abide by this principle.

The Company undertakes to create and supply quality products and/or services and to compete on the market according to the principles of fair and free competition and transparency, maintaining correct relationships with public, government and administrative institutions, with citizens and with third-party companies. Everyone is required to operate, in all situations, with integrity, transparency, coherence and fairness, conducting all business relationships honestly.

Every business choice of the Company is aimed at creating value in compliance with the criteria of competitiveness and competition, customer interests and the rights of the parties involved.

The Company does not pursue illicit purposes and does not resort to illicit means to achieve its objectives both in relations with institutions, public bodies and officials and in relations with private companies, both with regard to the general public and with regard to employees, collaborators, partners, suppliers and customers.

The Company avoids any fraudulent, abusive, collusive practices or practices that circumvent the law.

The Company makes every effort to avoid that unjustified harm may result from its activity.

The Company harmonises its activity and its role in the socio-economic realities with which it is called to interact. Nonetheless, the social, economic and cultural specificities of the environments and contexts in which the Company operates do not constitute grounds for non-compliance with the principles and values on which its activity is based.

The Company bases its market presence on full respect of the competition and the rules and laws that protect it by complying with the national and international rules in force in the various areas in which it operates.

2.3 - Management, organisation and control

The Company observes principles and rules of correct management, constantly ensuring the adequacy and the correct and effective functioning of its organisational and management system.

The provisions of the Code of Ethics provide the base for the organisation, management and control models and the systems of rules adopted by the Company.

The procedures adopted by the Company for the formation and implementation of decisions, the management of resources, and control

ensure the lawfulness, legitimacy, coherence, consistency, documentation and verifiability of its actions.

Each decision concerning the management of the company is adopted in compliance with the allocated powers and responsibilities and the authorisations envisaged.

The Company ensures the correct use of its IT and telecommunications systems and safeguards the integrity of data, information and programs.

The Company ensures the adequacy and the correct and effective operation of the accounting structure adopted, that the accounts are duly kept and the correct recognition in the accounting records of the management events, in compliance with the rules and regulatory principles.

The Company ensures that the financial statements correspond to the results of the accounting entries and their compliance with the regulatory standards and principles.

The Company adopts consistent planning and control models, appropriate to its accounting structure.

The Company guarantees that all transactions carried out are duly authorised, documented, verifiable, legitimate, consistent, recorded and accounted for.

The Company adopts business processes that ensure management decisions based on rigorous economic analyses and prudent risk assessments, to guarantee the optimal use of assets and resources.

The Company ensures the lawful origin of the money, assets and utilities used.

2.4 - Staff, collaborators and partners

2.4.1 General principles

The Company's employees perform their work with diligence and loyalty, complying with the Code of Ethics, the models and rules dictated by the Company, refraining from conduct contrary to the interests of the Company, safeguarding the confidentiality and secrecy of the information learned and ensuring the integrity and correct use of company assets and resources.

The Company ensures that the equipment, organisation and training of personnel is adapted to the needs and circumstances of its business and promotes said personnel's professional growth.

The assessment of staff to be recruited or to be engaged with a collaboration or supply contract is carried out on the basis of the correspondence of the candidates' profiles, with respect to those required and to the project

requirements, in compliance with equal opportunities for all parties concerned. The information requested is strictly linked to the verification of the aspects foreseen by the professional and psychological-aptitude profile, respecting the private life and the opinions of the candidate. The personnel department in charge of selection adopts, in the exercise of this activity, appropriate measures to avoid favouritism and advantages of any kind.

The Company protects the activities of its staff from any disturbance or discrimination.

The Company assures and ensures that no third-country nationals without a residence permit in Italy are employed either directly or indirectly by their suppliers or partners.

The Company ensures compliance with all legal provisions on occupational health and safety to protect workers' health.

The Company's collaborators and partners adapt their organisation and their actions to the principles and provisions of the Code of Ethics and the organisation and management models adopted by the Company, ensuring their tangible and constant compliance.

No employee or collaborator of the Company may undertake initiatives aimed at having an adverse effect on the market.

The Company and its employees and collaborators refrain from seeking agreements for illegal price control, territorial division of the market and any other action tending to create conditions of illegal advantage or to distort the rules that govern the free market.

The Company and its employees and collaborators condemn any form of association that pursues illegal and immoral purposes.

The Company recognises that human resources are fundamentally important for its development; as a result, it guarantees a safe working environment, so as to facilitate the performance of the work and to enhance the professional attitudes of everyone. The work environment, inspired by respect, fairness and collaboration, must allow the involvement and accountability of people, with regard to specific objectives to be achieved and ways to pursue them.

The management of human resources is based on respect for the personality and professionalism of each person, guaranteeing their physical and moral integrity: the staff must always behave respectful of the people with whom they come into contact, on behalf of the Company, treating everyone fairly and with dignity.

The managers use and develop all the professional ability in the Company. They use the mechanisms available for promoting the development and growth of their staff, ensuring they have the supervision of expert staff and

a range of experience that will groom them for posts with greater responsibility.

To achieve this purpose, the Company promotes the communication, by managers, of the strengths and weaknesses of people, so that they may improve their own skills, including through targeted training.

The Company makes information tools available to people with the aim of enhancing the specific skills and preserving the professional value of the staff.

Training is assigned to groups or individuals, based on specific professional development needs.

Institutional training is provided at certain times in the company's life (for example, induction to the Company's activities is planned for new recruits), as well as recurring training for operational staff.

The Company rejects any form of forced labour or labour carried out by persons under sixteen, and does not tolerate violations of human rights.

2.4.2 Specific elements

In order to ensure an approach that emphasises ethical issues at the workplace and in order to support the improvement of the supply chain conditions, the Company adheres to the principles of the **Ethical Trade Initiative (ETI)**, verified through the **SMETA** methodology (**Sedex Members Ethical Trade Audit**).

2.5 - Environment and the general public

The Company ensures compliance with all legal requirements regarding the protection of the environment and of the territory.

Any use of dangerous products occurs in strict compliance with the regulations in force.

The necessary measures are taken to prevent accidents that could harm the general public and the environment.

The Company guarantees the safety of the products and services offered.

2.6 - Occupational Health and Safety

The Company respects and undertakes to ensure that its suppliers comply with current labour regulations, with particular attention to child labour, and ensures compliance with all legal provisions on occupational health and safety.

The Company adopts decisions of any kind and at every level, in compliance with the following fundamental principles and criteria regarding occupational health and safety:

- avoiding risks;
- evaluating the risks that cannot be avoided;
- combating risks at the source;
- adapting the work to the individual, in particular as regards job design and the choice of the work equipment and methods of work and production, in particular to mitigate monotonous and repetitive work and to reduce the effects thereof on health;
- taking into account the degree of technological progress;
- replacing what is dangerous with what is non-dangerous or less dangerous;
- developing a coherent overall prevention policy which covers technology, organisation of work, working conditions, social relationships and the influence of factors related to the working environment;
- giving collective protective measures priority over individual protective measures;
- giving appropriate instructions to workers.

2.7 - Customers and suppliers

The Company pursues excellence in the quality and convenience of the products and services offered.

Relations with customers and suppliers do not have any illegal content or purpose and are based on fairness and compliance with the law, competition and market rules.

In relations with customers and suppliers, the Company and its staff abstain from conduct which is fraudulent, abusive, collusive or that circumvents the law.

The choice of suppliers and the contents of the relationships with them are determined exclusively by the quality and convenience of the products and services offered. Purchasing processes are targeted at obtaining the best possible competitive advantage for the Company and equal opportunity for every supplier, loyalty and impartiality: the selection of suppliers and the establishment of the terms of purchase are made on the basis of an objective evaluation of the quality and the price of the good or service, as well as to ensure timely assistance.

The staff and collaborators of the Company do not accept gifts, complimentary items or any other benefits that go beyond normal practice or exceed modest value or may in any case influence their work.

In relations with customers, suppliers, their employees and their collaborators, the Company abstains from giving or promising gifts, complimentary items or any other benefits that go beyond normal practices, exceed modest value or may in any case influence their work.

2.8 - Institutions, public bodies and public officials

If relations with customers and suppliers involve relationships with institutions, public bodies and subjects that perform public functions or provide public services, the Company ensures absolute compliance with the law, the principles established by the Code of Ethics and the provisions of the organisation and management model adopted.

The Company abstains from any offer, promise or donation of money or other benefits that may influence the performance of the duties of the office or service of a public official or a public service representative.

The Company abstains from any fraudulent practice detrimental to public bodies and companies or bodies that perform public functions or public services.

The Company abstains from any conduct aimed at or however instrumental to the fraudulent and undue receipt of contributions, loans, subsidies or other payments from public institutions and bodies.

The Company ensures the correct and timely use of grants, loans, subsidies and other disbursements from public institutions and bodies.

Any relations of the Company with public organisations, political parties, associations or committees are in compliance with current legislation and the principles of the Code of Ethics.

The Company abstains from and disapproves of any initiative aimed at inducing directors, statutory auditors, employees, collaborators and third parties in general not to make statements to legal authorities or to make false and/or reticent statements thereto.

2.9 - Trademarks and distinguishing marks - Copyright

The Company guarantees the protection of trademarks and distinguishing marks or of patents, models or designs and does not use the industrial property rights or intellectual property of third parties outside the cases permitted by law.

All employees and collaborators must treat with due confidentiality and protect the ideas, models and other forms of intellectual property developed as part of the work of the company, in relation to which the Company may

obtain, in its own name, the patent coverage or any other type of protection of intellectual property rights, without prejudice to the individual rights of employees and contractors recognised by law.

The Company undertakes not to carry out projects and/or manufacture products that may result in violation of the intellectual property rights of third parties and ensures that the activity of duplication, reproduction, possession, use, rental, distribution and dissemination of works covered by copyright is carried out among its internal and external collaborators in accordance with the law on copyright regarding the use of documents, software, photographic images, etc.

All employees and collaborators are bound to comply with the terms and conditions of the license agreements in every case in which the Company is licensed to use the property of a third party.

2.10 - Protection of personal data

The Company collects and processes the personal data of customers, shareholders, collaborators, employees and other persons, both natural and legal persons. These data consist of any information that serves to, directly or indirectly, identify a person and may include sensitive data, such as those that reveal ethnic or racial origin, political orientation, health status or sexual orientation.

The Company undertakes to process such data within the limits of and in compliance with the provisions of current legislation on the protection of personal data, with specific reference to Regulation EU 679/2016.

The Company's personnel who, as part of their job duties, processes sensitive and non-sensitive data, must always operate in compliance with the aforesaid legislation and with the operating instructions provided by the Company in this regard.

2.11 - Correctness in the use of company assets

People do not use information, assets and equipment in the performance of their function or assignment for personal purposes.

Each Collaborator is required to protect data entrusted to him or her and to assist in the protection of all Company assets and, in the event of loss or risk of loss of Company assets, to report the fact by sending an email to odv@brambati.it or by sending a sealed envelope to the mail boxes in the Management Offices and in the Workshop, as soon as such fact becomes known.

All Collaborators are required to comply with the provisions of the following rules of conduct for the correct use of the IT tools that the company makes available to employees:

- a. In particular, corporate communication systems, including Internet connections, should only be used to perform company activities or other authorised related purposes. The employee ensures that the instructions on the use of the passwords and the codes assigned to him or her are followed.
- b. The improper uses of corporate communication systems include processing, transmission, retrieval, access, viewing, storage, printing and in general the dissemination of fraudulent, harassing, threatening, illegal, racist, sexual, obscene, intimidating, defamatory materials and data or that are otherwise inconsistent with professional conduct.
- c. Furthermore, the various kinds of intellectual assets of the company must be treated with due care and include, among other things, software programs, technical documentation and inventions.
- d. Intellectual assets created by Collaborators during their work are transferred and sold to the Company, in accordance with applicable laws and/or the respective employment contract or other agreement, without prejudice to the exceptions provided for by international conventions, local laws or special agreements. At the end of the employment relationship, all the assets belonging to the Company must be returned, including documentation and media containing proprietary information of the Company. The former Collaborator is however subject to restrictions on the use and disclosure of information owned by the Company.

2.12 - Conflict of Interest

In carrying out the activity, the Collaborators must avoid any situation of conflict of interest, i.e. any activity in which an interest other than that of the Company is pursued or through which the Collaborator personally benefits from Company opportunities, on his or her own behalf or on behalf of third parties.

Each Collaborator who deems to be in a situation of conflict between his/her own personal interest, on his/her behalf or on behalf of third parties, and the interests of the Company, must immediately report it by sending an email to odv@brambati.it or by sending a sealed envelope to the mail boxes in the Management Offices and in the Workshop, as soon as such fact becomes known, without prejudice to the special provisions envisaged by the (It.) Civil Code.

Moreover, Collaborators and other persons or entities having an objective opportunity to influence the decisions of the Consortium must absolutely refrain from using, even implicitly, their position and power to influence Company decisions in a manner that would benefit themselves or work to

the advantage of members of their own family, their friends or acquaintances for any personal reasons whatsoever.

2.13 - Transparency

No one may, either for themselves or for others, bow to or exert pressure, or make or accept recommendations or preferences that could result in harm to the Company or could bring undue advantages for themselves, the Company or for third parties; each person shall reject, and shall not make, any promise of undue offers of money or of other benefits.

No Collaborator must offer money, goods, services or benefits of any kind, either in the name or on behalf of the Company, or in a personal capacity, to employees of people, companies or entities, or to people used by them, for the purpose of inducing, remunerating, preventing or otherwise influencing any act or fact in the interest of the Company.

No Collaborator may solicit or accept money, goods, services or benefits of any kind from suppliers or customers, in connection with their job, their person or in any case with the Company's activity.

By way of derogation from the provisions of this paragraph, gifts and promotional items may be given to customers or accepted, provided they do not exceed normal courtesy relations, and must in any case be of modest value, always in compliance with the law; this should not be interpreted as favour seeking.

2.14 - Confidentiality

People assure the utmost confidentiality, in relation to news and information constituting the corporate assets or inherent to the activity of the Company, in compliance with the provisions of law, current regulations and internal procedures.

In addition, people in the Company are required not to use confidential information for purposes not connected with their work.

By way of a non-limiting example, compliance with the following prudential rules is required:

- a. Not to disclose to anyone any information that the Company has not made public, except to persons working for the Company who have access to the type of information in question during their work and who have good reason to hold such information; or to other persons authorised by the Company to receive them; or to persons to whom such information must be transmitted according to their duties.
- b. Not to access, duplicate, reproduce or make use, directly or indirectly, of information belonging to the Company, except in the context of their duties and work.

- c. On discovery of an illicit use or processing of confidential information, promptly report the fact to the direct supervisor and collaborate fully to protect such information.
- d. Not to store Company information on private computers or other media not provided by the Company.
- e. When taking information outside the Company headquarters for professional purposes, such information is to be brought back once such external tasks are completed.

3. WHISTLEBLOWING

A whistleblowing device is made available to the Company's employees/collaborators in order to report, honestly and in good faith, any facts of which they have personally become aware of and which fall within the scope of application of this Code. The confidentiality of the whistleblower's identity shall be guaranteed, without prejudice to legal requirements.

The use of the whistleblowing device, as explained in a specific procedure, must be started only in compliance with the applicable rules and regulations. The Company ensures that no employee/collaborator suffers discrimination in any form as a result of exercising the right to report. The compliant use of the aforementioned device, although the alleged facts are found to be inaccurate or give no result, shall not expose the whistleblower to any disciplinary penalty; on the contrary, the improper use of the same device shall expose the whistleblower to disciplinary penalties or even to legal proceedings.

4. APPLICATION OF THE CODE OF ETHICS

The Company undertakes to disseminate the Code of Ethics to all staff and direct and indirect collaborators.

All persons must be in possession of the Code of Ethics, know its contents and comply with its provisions.

5. VIOLATIONS AND DISCIPLINARY MEASURES

The provisions of this code are an integral part of the contractual obligations of the staff, as well as of those having business relations with the Company.

Violation of the principles and conduct as described in the Code of Ethics undermines the relationship of trust between the Company and the perpetrators of such violation, be they directors, employees, consultants, collaborators, customers or suppliers.

The violations will be prosecuted by the Company, in the following manner:

- As regards to employees, through appropriate disciplinary measures, regardless of the possible criminal relevance of the conduct and the establishment of a criminal proceeding, in cases where the conduct constitutes a crime. In particular, the sanctions will comply with the rules and the logic of the employment contract applied.
- The disciplinary measures range from verbal warning, written warning, fine, suspension and, in the most serious cases, to dismissal. The disciplinary action, if appropriate, is implemented after the issuance of a preliminary document contesting the facts and the party concerned is granted the opportunity to formulate any justifications on the events.
- With regard to consultants, collaborators, customers and suppliers, specific methods of terminating the contractual relationship will be activated
- Should one of the Members of the Board of Directors (BoD) be found to have violated the Management's requirements, the Supervisory Body shall inform the Chairman of the Board of Directors. Therefore, the Chairman will assess the situation and adopt the measures deemed appropriate, in compliance with current legislation.

Moreover, without prejudice to all the aforementioned cases, any compensation for damages, which the Company may suffer as a result of the violation, by the aforementioned parties, of the provisions contained in the Code of Ethics.

6. FINAL PROVISIONS

Any amendments and/or additions, involving a re-edition of this Code of Ethics, shall be approved by the Board of Directors whereas any revisions shall be signed by the Chairman of the Board of Directors and promptly disseminated to the Recipients.

Firma per approvazione.

BRAMBATI S.p.A.