

CODE OF ETHICS

for

GIORGETTI SPA

**Registered headquarters: Via Manzoni 20, (20821)
MEDA, MB**

(hereinafter the COMPANY)

1. INTRODUCTION

The Code of Ethics is the reference document that summarises the ethical principles the company supports and the methods for applying them.

The ethical principles set out in this Code of Ethics are significant for the prevention of criminal activities as per Legislative Decree 231/2001 (hereinafter Decree 231) and constitute an essential component of preventative management.

The Code of Ethics (hereinafter the **Code**) is an essential document and complements the Governance Model (hereinafter the **Model**) adopted by the company as per Decree 231 (of which it forms an integral part), and must be observed by all **Recipients of the Code of Ethics** (hereinafter **Recipient/s**) who also receive the Model and include (by way of example but not limited to):

- members of corporate governing bodies, managers (even if appointed at a future date), employees;
- all third parties with relationships or dealings with the company, and in particular external consultants/collaborators and anyone working in various roles for the company, agents, distributors, brokers, business agents, business partners, customers, suppliers, contractors, government departments etc.

By adopting the Code the company aims to:

1. Recognise the relevance and binding effect of the ethical principles outlined below in preventing the criminal activities included in Decree 231;
2. Define the ethical principles that must guide activities and relationships with Recipients of the Code (linked to the Model) for parties within the company (including by way of example but not limited to, corporate governing bodies, managers (even if appointed at a future date) and employees), and all third parties external to the company (including by way of example but not limited to, third parties with relationships or dealings with the company, and in particular external consultants/collaborators and anyone working in various roles for the company, agents, distributors, brokers, business agents, business partners, customers, suppliers, subcontractors, government departments etc.);
3. Indicate the ethical principles that Recipients of the Code must observe;
4. Define a penalty system (same as in the Model) to ensure the Code is effective and implemented.

Within the scope of company activities and business implementation, the company adopts guiding principles that comply with various standards and legislation (national and international if applicable to company business),

in a framework of legality, integrity, transparency, confidentiality, and according to principles of corporate responsibility, economically sustainable management, respect for the dignity of individuals, professional development and promotion, and environmental protection through the correct and responsible use of resources.

The company's targets for growth and adding value are pursued by providing facilities and processes with adequate decision-making and operational safety standards as a precursor to the development of new business, efficient business management and selection mechanisms, and quality risk assessment and management systems.

1.1- Adoption

This Code was adopted by the company following a specific resolution by company management.

1.2- Distribution of the Code and Responsibilities of Recipients

This Code is distributed internally and externally and is always available to Recipients.

All Recipients of the Code must be aware of and comply with the ethical principles contained within. The company provides training on the contents of the Code (and the Model). All Recipients shall be internally/externally accountable for breaching the principles contained in the Code.

The company closely monitors compliance with the Code, organising suitable prevention, management and information tools and intervening with corrective action as required.

When establishing new relationships, the company provides comprehensive information on the contents of the Code and reinforces the need for compliance.

1.3- Amendments

The Code of Ethics can only be amended and updated following resolution by company management.

2- OBJECTIVE

This Code of Ethics was drawn up to ensure that company ethics are clearly defined. These ethics underpin company business and culture, and outline the standards of behaviour required of all Recipients when carrying out their roles and conducting company business.

3- STRUCTURE AND SCOPE OF THE CODE OF ETHICS

The Code contains the following parts:

- general ethical principles;
- ethical principles relating to corporate governance;
- ethical principles in relationships with employees;
- ethical principles in relation to third parties;
- compliance with ethical principles and penalties/disciplinary procedures.

All Recipients are held to comply with the principles set out in the Code. and in particular

(including by way of example but not limited to):

- members of corporate governing bodies (and the management body in particular);
- managers (even if appointed at a future date), who must inform corporate governing bodies and the Supervisory Body of any breaches of the Code, and provide a good example to all employees through their own behaviour;
- employees, who must inform corporate bodies and the Supervisory Body of any breaches of the Code;
- all third parties with relationships or dealings with the company, and in particular external consultants/collaborators and anyone working in various roles for the company, agents, distributors, brokers, business agents, business partners, customers, suppliers, contractors, government departments etc.

4- GENERAL ETHICAL PRINCIPLES

4.1 - Principle of legality

Recipients must comply with regulations and existing legislation in the countries where they work. Recipients must comply with internal company regulations, as they implement legislative requirements.

4.2 - Principles of honesty and decency

The principles of honesty and decency constitute fundamental values in the management of the organisation and require consideration, cooperation, loyalty and mutual respect between all Recipients.

Recipients must comply with professional and ethical rules that apply to operations carried out for the company.

Recipients must also comply with internal company regulations, as they implement professional and ethical obligations.

4.3- Principles of transparency, integrity and impartiality

Recipients must operate with transparency and integrity, defined as the truthfulness, clarity, completeness and relevance of information, and avoid misleading situations during operations carried out for the company.

Recipients must comply with internal company regulations, as they implement the principles of transparency and integrity.

The principles of transparency and integrity require contractual information on business operations to be explained in a clear and detailed manner.

The principle of impartiality prevents some groups or individuals being favoured over others.

4.4 - Principle of confidentiality

Recipients must ensure information acquired when carrying out operations for the company remains confidential.

Recipients must only use company data and information in relation to their own work activities, and must not divulge, communicate, distribute or publicise sensitive information in any way without the explicit consent of the parties involved, or confidential information without company authorisation.

4.5- Principle of respecting personal dignity

Recipients must respect fundamental human rights, safeguard moral integrity and guarantee equal opportunities.

Discriminatory behaviour based on political opinions, religion, race or ethnicity, nationality, age, gender, sexual orientation, health or any other personal characteristic is prohibited in relationships with internal/external parties.

4.6 - Principle of efficiency

The principle of efficiency requires activities to be implemented with the optimal use of resources and cost-effective management.

5. ETHICAL PRINCIPLES RELATING TO CORPORATE GOVERNANCE

The corporate governance system is designed to ensure optimal cooperation between its members, with the balanced allocation of roles.

It is characterised by focusing on results to ensure the company

maintains the ongoing, sustainable creation of value over time.

5.1- Principles for corporate governing bodies

Members of corporate governing bodies must be appointed using transparent procedures. Corporate governing bodies must act and make decisions autonomously and in full knowledge of facts, with the aim of creating value for the company and complying with the principles of legality and integrity.

Decisions made by corporate governing bodies must be autonomous i.e. based on unhindered appraisal, and pursue the interests of the company.

Independent judgement is required for decisions made by corporate governing bodies, therefore members must ensure full transparency when managing operations where they have particular interests.

In such circumstances the relevant legislation and company regulations must be observed. In particular, members of the management body:

- are individually required to carry out their role with authority, professionalism and integrity, enabling the company to benefit from their expertise;
- must refrain from participating in situations that present a conflict of interests when performing their roles;
- must behave according to principles of autonomy and independence in compliance with guidelines provided by company management while conducting relationships with private and government organisations on behalf of the company;
- must participate in company operations in a precise and informed manner;
- must keep information they acquire during the course of their work confidential, and not use their position for direct or indirect personal gain;
- must comply with legislation and operate according to standards of good conduct in all communication;
- must comply with existing legislation and the principles outlined in the Code.

5.2- Principles for relationships with shareholders

The company promotes transparency and regular information for shareholders in accordance with existing legislation and standards.

The interests of all shareholders are promoted and safeguarded by refusing any specific or shared interest.

The company promotes ongoing accurate information for shareholders on any action or choice that could affect their investment.

The company promotes the aware and informed participation of shareholders in company decisions.

The company encourages:

- the regular attendance of members of the management body and shareholders at shareholders' meetings;
- appropriate meeting organisation to uphold the rights of each shareholder to obtain information, express personal opinions and formulate proposals.

The company promotes complete confidentiality regarding information on special operations.

The recipients involved must deal with such information appropriately and ensure it remains confidential.

5.3- Principle of optimising investment

The company protects and increases its value with the aim of rewarding the risk taken by shareholders by investing their capital.

5.4- Principle of transparent financial reporting

The company promotes maximum transparency, reliability and integrity in relation to financial reporting.

The accounting/administration system must ensure accounting data is reliable and aim to minimise the possibility for error, enabling prompt identification and corrective procedures if necessary.

Each operation and transaction must be recorded correctly, and be authorised, verifiable, legitimate, consistent and coherent.

All company business and operations must be recorded properly and be available for audit to check the decision, authorisation and implementation process.

All operations must be supported by suitable documentation to enable an audit at any time to verify the nature and reason for an operation, and identify who authorised, implemented, recorded and checked it.

Financial records must be based on accurate, verifiable information. Each entry must enable the relevant management operation to be traced, and must be accompanied by documentation for preparing balance sheets/internal statements and updating mandatory records, which is retained on file for any checks required.

In particular it is prohibited to:

- record false financial entries for income and expenses, or conceal funds

using false accounting methods;

- make full or partial payments for reasons other than those recorded in supporting documentation.

Individual account entries for completing balance sheets must be prepared in accordance with the evaluations and classifications for balance sheet items set out in statutory legislation, which is integrated and applied by the relevant accounting principles.

In the case of financial/asset evaluations, the information recorded must be reasonable and prudent, and the supporting documentation must clearly show the evaluation criteria applied.

Complete accounting and document traceability must therefore be possible for each operation.

It must be possible to implement the accounting information system with the most suitable control procedures.

Recipients who become aware of omissions, falsifications or negligence must inform corporate governing bodies and the Supervisory Body.

5.5- General and specific management principles, rules, protocols/procedures

The company sets out its own management principles, rules, protocols/procedures aimed at preventing the criminal activities outlined in Decree 231.

These management principles, rules, protocols/procedures govern the implementation of principal operations relating to the requirements of legitimacy, authorisation, coherence, appropriateness, accurate reporting and verifiability, also regarding the correct use of financial resources.

Each operation implemented must have suitable supporting documentation which is complete and filed correctly.

Documentation is retained on file to enable external auditors to carry out inspections and identify who authorised, implemented, recorded and managed operations.

5.6- Principles for external communication

Relationships with the media and external points of contact in general must only be maintained by expressly appointed parties. External communication must follow the guiding principles of truthfulness, integrity, transparency and prudence while providing information about the company's policies, plans and projects.

Recipients must ensure information acquired during the course of their work remains confidential

in accordance with legislation, regulations and circumstances, and must not disclose or request information unduly on documents, knowledge, training plans, company operations, and in general all information acquired during the course of their work.

Information relating to customers and employees must also remain confidential.

Breaching confidentiality requirements would seriously affect the relationship of trust between Recipients and the company, and may lead to disciplinary or contractual penalties being applied.

When stipulated by legislation or when necessary, the company promptly provides complete information, clarification, details and documentation requested by customers, suppliers, government departments and other interested parties within the scope of their respective roles.

6. ETHICAL PRINCIPLES IN RELATIONSHIPS WITH EMPLOYEES

6.1- Principles relating to selecting and recruiting personnel

Recipients must respect principles relating to equality and equal opportunity, and the verification of professional and character requisites in selecting and recruiting personnel, ensuring there is no favouritism or discrimination.

6.2- Principles for using company equipment

Recipients must take care of work equipment (e.g. computers, laptops, company telephones and cars etc.) provided by the company to the best of their ability, and only use such equipment for work purposes.

All company equipment must remain in the office/area for which it is intended and/or allocated for work activities, with the exception of company property allocated to collaborators in writing.

6.3- Principles on formalising employment

Employment is formalised with a standard contract and any type of casual work is prohibited.

Recipients must be fully transparent and cooperative with new hires until they have gained full understanding of their role.

6.4- Principles for personnel management and appraisal

The company rejects any form of discrimination against any of its collaborators and supports decision-making processes and appraisals based on objective commonly-shared criteria.

6.5- Principles on safeguarding health and safety in the workplace

The company guarantees the physical and moral wellbeing of its employees, work conditions that respect personal dignity, and safe, secure work environments in accordance with existing legislation on preventing accidents in the workplace and protecting employees.

The company conducts its business using economic, organisational and technical conditions that ensure suitable accident prevention and a safe, secure work environment.

The company is committed to spreading and establishing a culture of health and safety in the workplace among all employees, developing risk awareness, and encouraging responsible behaviour by all personnel.

The company has management procedures/protocols on health and safety in the workplace in accordance with criteria in existing legislation.

These management procedures/protocols are formalised via specific documents on the basis of criteria for making all types of decisions at all levels on health and safety in the workplace.

These criteria include:

- avoiding risk;
- assessing risk that cannot be avoided;
- combating risk at its source;
- adapting the work environment to individuals, especially workstations and the choice of work equipment and production/work methods, in particular to alleviate

monotonous or repetitive work and reduce the effects of this type of work on health;

- considering levels of technical development;
- replacing hazards with less hazardous or non-hazardous options;
- planning prevention and taking a holistic approach that incorporates techniques, work organisation, work conditions, working relationships and the influence of factors in the work environment;
- prioritising collective safety measures with respect to individual safety measures;
- giving employees suitable instructions.

All Recipients must adhere to these criteria when decisions or choices have to be made and subsequently when they have to be implemented during work activities.

6.6- Principles on progression and continuing professional development (CPD)

The company considers CPD an important objective, and encourages responsible participation in company business, placing significant importance on communication and dialogue with employees and collaborators.

The company encourages CPD for all its collaborators through appropriate tools, training plans and refresher courses.

6.7- Responsibilities of managers (even if appointed at a future date) and employees

- It is prohibited for all company managers and employees to enter situations that are in conflict, even potentially, with the interests of the company.

In particular managers and employees are prohibited from the following with regard to a conflict of interests:

- owning or holding majority shares or running companies or other organisations in competition with the company;
- accepting roles of responsibility, collaborating and/or working as an employee for organisations in competition with the company and/or in conflict with company interests;
- using information acquired during the course of their work activities for their own benefit and/or that of third parties and in conflict with company interests;
- setting up, agreeing, finalising negotiations and/or contracts with parties who are relatives, associates, collaborators or legal entities of managers or company employees;
- signing personal contracts with particularly favourable conditions and preferential treatment with parties that have relationships with the company;

- accepting sums of money or material benefits from external parties for activities that are already part of an individual's remit.

Company managers and employees must:

- comply with the requirements of this Code and model their conduct on its principles;
- use the resources and assets provided to carry out work activities in a responsible manner;
- be responsible for the security of IT systems used, subject to compliance with existing legislation and licence conditions, and refrain from using such equipment for purposes other than those connected to the relationship with the company;
- attend professional refresher courses deemed appropriate by the company to ensure the ongoing improvement of individual and overall performance;
- refrain from accepting/offering sums of money or material benefits from/to customers and suppliers.

7. ETHICAL PRINCIPLES IN DEALINGS WITH THIRD PARTIES

7.1- Principles for relationships with customers

The company models its relationships with customers on principles of transparency, objective evaluation, equality, loyalty and fair competition, and conducts its business on the basis of full cooperation between parties. To this effect the company promotes the formalisation of business choices and contractual relationships that are imbued with clarity, simplicity and information designed to elicit aware choices.

Quality underpins company business, and is basically defined as the target of complete customer satisfaction.

In relationships with customers the company guarantees clarity and integrity in business negotiations and the acceptance of contractual obligations, not to mention strict contractual compliance. When bidding for tenders, the company assesses the feasibility and suitability of the services requested, especially financial and technical conditions, highlighting any irregularities promptly where possible.

Proposals are formulated in accordance with appropriate quality standards, suitable remuneration for employees, and existing safety measures.

During any type of negotiation, situations where parties involved in transactions

have, or may appear to have, a conflict of interests must always be avoided.

7.2- Principles for relationships with suppliers

The company models its relationships with suppliers on principles of transparency, objective evaluation, equality, loyalty and fair competition, and conducts its business on the basis of full cooperation between parties. To this effect the company promotes the formalisation of business choices and contractual relationships that are imbued with clarity, simplicity and information designed to elicit aware choices.

Supplier selection processes are based on principles of legality, integrity and transparency.

Suppliers are chosen according to objective impartial criteria in terms of quality, level of innovation, cost, additional services with respect to the services/products offered, organisation and commitment to health and safety in the workplace and safeguarding the environment.

Breaching principles of legality, integrity, transparency, confidentiality and respect for personal dignity shall be just cause for terminating relationships with suppliers.

If recipients are offered sums of money or material benefits from suppliers to gain business, the relationship must be suspended immediately and the issue reported to corporate governing bodies and the Supervisory Body.

7.3- Principles for relationships with third parties and third party conduct

Processes to select third parties that deal with the company (including but not limited to suppliers, external consultants/collaborators and third parties operating in various roles for the company, business partners etc. and even future agents/distributors/brokers/business agents) are based on principles of legality, integrity and transparency.

All third parties that deal with the company (including but not limited to suppliers, external consultants/collaborators and third parties operating in various roles for the company, business partners etc. and even future agents/distributors/brokers/business agents) receive transparent contracts, communication and information that avoid incomprehensible information and deter unprofessional business practices.

Where possible, contracts with the aforementioned third parties must outline the obligation to comply with the Code of Ethics and the Governance Model adopted by the company as per Decree 231 in relation to

activities at risk of criminal behaviour that third parties undertake when operating on behalf of the company, in addition to termination and compensation clauses if standards of good conduct are breached.

As recipients, these third parties must comply with the Code of Ethics and the Organisational Model adopted by the company as per Decree 231.

Breaching principles of legality, integrity, transparency, confidentiality and respect for personal dignity shall be just cause for terminating relationships with third parties.

If recipients are offered sums of money or material benefits from third parties to gain business, the relationship must be suspended immediately and the issue reported to the corporate governing bodies (Board of Directors/Sole Director, Board of Auditors as appropriate).

It is prohibited for the aforementioned third parties to gift sums of money or material benefits in order to gain favourable treatment in conducting any business connected to the company.

It is especially prohibited for the aforementioned third parties to gift sums of money or material benefits, or make promises to members of corporate governing bodies (Board of Directors/Sole Director and Board of Auditors as appropriate), auditors or their relatives with the aim of influencing independent judgement or trying to gain any benefit.

Recipients who become aware of breaches, omissions, falsifications or negligence by these third parties in the course of the business relationship must inform the corporate governing bodies (Board of Directors/Sole Director and Board of Auditors as appropriate).

7.4- Principles for relationships with government departments

Relationships with government organisations must be established and managed in compliance with legislation and the principles set out in this Code.

Recipients shall foster legitimate, professional and fully transparent relationships with government departments, and refuse any sums of money or material benefit to promote or favour any interest or advantage.

If recipients are offered sums of money or material benefits from parties belonging to government departments to gain business, the relationship must be suspended immediately and the issue reported to the corporate governing bodies (Board of Directors/ Sole Director and Board of Auditors as appropriate).

It is **prohibited** for all recipients (in general and irrespective of the details outlined below) to:

- adopt practices that are illegal or could become illegal;
- pay or offer, directly or indirectly, sums of money or material benefits to parties belonging to government departments to influence or pay for activities within their remit and gain benefit of any type for the company;
- pay or offer, directly or indirectly, under various forms of assistance or contribution, sums of money or material benefits to parties belonging to government departments to influence or pay for activities within their remit or gain benefit of any type for the company;
- use recruitment tools or remuneration schemes to agree direct or indirect benefits with parties belonging to government departments;
- with regard to incentive schemes, assign objectives based on unachievable performance targets for parties with purchasing authority or significant external power;
- submit false declarations to government departments;
- allocate sums received from government departments as funding, grants or contributions to purposes other than those for which the sum was provided;
- issue purchase requests not supported by a specific and justifiable company requirement, and which are not authorised on the basis of powers granted;
- give sums of money or material benefits to consultants and suppliers which cannot be justified for the assignment to be implemented and in relation to market prices.

Relationships with government departments shall only be conducted in accordance with the management procedures/protocols set out in the Model.

If government departments are represented in relationships by a third party, the same principles in the company Code of Ethics still apply to this party.

The company undertakes to operate in strict compliance with rules and legislation in bids for tenders with government departments.

The company requires its corporate governing bodies, managers (even if appointed at a future date), employees and third parties in relationships with the company, and especially external consultants/collaborators and anyone working in various roles for the company, to apply the maximum diligence in operations relating to tenders, contracts, authorisations, licences, permits requested and/or the management and/or use of funding, grants and contributions from public sources, the management of projects, relationships with supervisory bodies or other independent authorities, social security departments, tax collectors,

insolvency services, civil, criminal or government proceedings etc.

7.5- Conduct when dealing with political parties and trade unions

The company has no connection to any political party or trade union.

To this effect, the company can provide financial support for such organisations or associations transparently and exclusively in accordance with applicable legislation.

7.6- Criteria to safeguard the environment

Company business is managed in accordance with existing environmental legislation.

As part of safeguarding the environment the company ensures that all assessments to verify potential environmental risk in relation to company business are carried out.

8 COMPLIANCE WITH THE CODE OF ETHICS (AND ETHICAL PRINCIPLES) AND THE DISCIPLINARY/PENALTY PROCEDURE

8.1- The Code of Ethics, Governance Model and Supervisory Body

The company adopts this Code of Ethics and a Governance Model as per Decree 231, of which the Code of Ethics forms an integral part, to prevent the criminal activities outlined in Decree 231.

The company appoints the Supervisory Body (as per Decree 231).

The formation, responsibilities and powers of the Supervisory Body are outlined in detail in the Model.

8.2- Compliance with the Code of Ethics (and the ethical principles contained within)

Compliance with the Codes (and the Model) must be considered an essential part of the work of corporate governing bodies and obligations set out for managers, even if appointed at a future date, and employees as per article 2104 of the civil code, and an essential part of contractual obligations agreed with all other recipients.

8.2.1- Corporate governing bodies

Compliance with the Code (and the Model) by members of corporate governing bodies integrates and clarifies obligations of diligence when carrying out work roles.

Penalties

Breaching the Code constitutes non-compliance with obligations determined by the relationship

with the organisation, leading to the application of the penalties set out in legislation and the Governance Model.

8.2.2- Managers and employees

Breach of the Code by managers, even if appointed at a future date, and employees shall jeopardise the relationship of trust established with the company, and constitute non-compliance with employment obligations, resulting in contractual and legislative repercussions relating to the seriousness of the breach as a disciplinary matter and/or continuation of employment.

Penalties

Compensation for damages and the penalties set out in the penalties/disciplinary procedures in the Model shall apply to breaches of the Code, subject to compliance with the procedures set out in legislation and collective employment agreement for employees, (and subject to additional criminal, civil, and corporate liability of the party whose conduct breaches the Code or the Model).

Penalties must apply to all breaches of the principles contained in the Code irrespective of the breach committed and the resulting consequences of non-compliant behaviour.

The notification and verification of breaches and the application of disciplinary penalties are the responsibility of company management in accordance with the powers granted.

8.2.3 Third parties

Third-party recipients who deal with the company (in particular external consultants/collaborators and anyone working in various roles for the company, agents, distributors, brokers, business agents, business partners, customers, suppliers, contractors, government departments etc.) must comply with the Code in relationships with the company.

Penalties

Breaching the company's Code of Ethics (or the Model) may constitute just cause for terminating or cancelling contracts between the company and the aforementioned third parties depending on the seriousness of the breach, and result in legal repercussions including compensation for damages.

8.3- Reporting breaches

All recipients and internal/external parties involved with the company must report breaches of the Code (or requests from anyone to breach the Code) in writing and not anonymously

to their line manager.

The company protects anyone reporting such breaches from potential reprisals.

COMMUNICATION AND MONITORING COMPLIANCE WITH THE CODE OF ETHICS

Recipients and parties that have relationships with the company are made aware of the Code to ensure its effective implementation.

In addition to informing recipients about the Code of Ethics, the company also requires recipients to comply with the Code. In the event of non-compliance the company will take the appropriate action as set out in the Code and/or contracts in force and/or legislation.

- END OF THE CODE OF ETHICS -