

ORLANDI

*ETICHS AND BEHAVIOR
CODE*

*Approved by Orlandi's Board of Directors meeting
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1. PREMISE

The **Ethics and Behavior Code** (hereinafter referred to as the "**Code**") is the document which, on the one hand, certifies the general principles with which the behavior of each of its Recipients in their relations with Orlandi S.p.A. (hereinafter referred to as "**Company**" for the sake of brevity) shall conform and, on the other hand, it regulates specific rules of conduct that will be considered binding for the recipients, beyond and regardless of what is already provided for by regulations. The Company has as its fundamental principle the respect of the laws and the regulations in force and the present Code constitutes an essential element of the preventive control system adopted by the company for the crimes prevention, that can be committed in the carrying out of its activity and in particular of the crimes provided for Legislative Decree n. 231/2001, laying down the rules on the administrative liability of legal persons.

2. RECIPIENTS OF THE CODE

The Code is binding and applies to the directors, managers and employees of the Company, wherever they operate, as well as to external collaborators and consultants who act in the name and on Company behalf and to anyone else who deals with business or has dealings with the Company included customers and suppliers. The Company will give maximum disclosure to this Code requesting the commitment to respect and implement the principles contained therein, with the warning not to continue an unrestricted relationship to share the contents of this Code.

3. COMPLIANCE WITH THE CODE

Compliance with the provisions of this Code represents the employees' contractual basis obligations and therefore part of their work performance pursuant to and for the purposes of art. 2104 and, in the case, of the art. 2105 of the Civil Code.

Compliance with the provisions of this Code is also an essential component of relations with the other recipients, who will be obliged to comply with them also through specific contractual clauses. In any case, failure to comply with the Code may constitute a breach of the contractual obligations with the Recipient and lead to the termination of the contractual relationship due to its own fault and, in this case also the Company's right to compensation for any damage suffered as a result of the breach.

4. DUTIES AND OBLIGATIONS OF EMPLOYEES

Employees must observe the following rules:

- a) any situation or activity that contrasts with the correct fulfillment of one's duties or which could lead to conflicts of interest with the company must be avoided;
- b) when business dealings or relationships with private entities, suppliers or customers of the Company, personnel must not attempt to improperly influence the decisions of the other party; It is forbidden to offer, directly or indirectly, to a natural or legal person with whom one has commercial relations, money or any kind of material benefit, the recognition of which is not expressly allowed or authorized by law;
- c) every employee must respect and safeguard company assets and prevent improper use. Employees' use of the Company's assets must be exclusively for the company activities performance or authorized purposes;
- d) every employee must operate in compliance with the provisions of company security policies, in order not to compromise the functionality and protection of IT systems;
- e) any activity that conflicts with the proper fulfillment of one's duties or which could

harm the interests, reputation and image of the Company must be avoided;

- f) it is everyone's duty to share the Company's policies and to ensure that they are respected;
- g) during daily activity, each employee must always preserve the interests and image of the Company, as well as having the greatest respect for company property;
- h) the Company as all the companies in the free market, exists thanks to its customers and suppliers. Respect, kindness and courtesy must be consistent in dealing with those who made contact with the Company;
- i) each employee is responsible for his or her workplace. He is responsible for the care and cleaning of the tools at his disposal;
- j) the hardware equipment made available by the Company are in effect working tools and cannot be used for personal purposes without permission of the own manager. The supplied personal computers must be kept in the best possible condition and no other programs can be installed except those provided for;
- k) the Internet connection is a work tool and should be used as such. The use of the internet:
 - is not allowed for those sites that do not directly relate to the performance of assigned tasks, especially those that can detect the employee's political, religious or union opinions;
 - is not allowed to carry out any kind of financial transaction including remote banking, online purchases and similar; It is not allowed to download and install free software (freeware), shareware, unless expressly authorized by the Company;
 - is not allowed to memorize computer documents of an outrageous and / or discriminatory nature based on sex, language, religion, race, ethnic origin, opinion and trade union membership and / or politics;
 - e-mail is a business tool and should not be considered private correspondence. Any e-mail message (as it pertains to work) can be copied and / or made public at any time. Not allowed to use e-mail (internal and external) for reasons not related to the performance of assigned tasks. It is not allowed to send or store messages (internal or external) of an outrageous nature, discriminating by sex, language, religion, race, ethnic origin, opinion or trade union membership and / or politics;
- l) the use of mobile phones has rules of good behavior that should always be respected. Given that it is a work tool, mobile phones should always be kept silent during meetings and meetings with customers (especially when they are at their offices). The mobile phones use for personal purposes must be limited to a minimum and only for emergencies.

Each employee is required to keep the information learned confidential in the exercise of his / her functions, to the Company policies and rules; in particular it is required to:

- a) to acquire and process only the necessary and appropriate data for the performance of the tasks assigned to it. Keep the data in such a way that it is prevented from becoming unauthorized by others. Communicate the data in the framework of established procedures and / or upon explicit authorization by the Company. Ensure that there are no restrictions on the disclosure of the information, with particular reference to those concerning third parties connected to the Company by a relationship of any kind. Not to use, for your own benefit, or to disclose to third parties,

confidential information and information of which you have become aware in the course of your working activity;

- b) each employee is required to comply with these obligations even after the termination of his employment relationship;
- c) each employee, in the absence of the necessary authorizations, is required to refrain from performing operations that affect the Company's business. In the case of personal and / or interests of any kind with the Company's interlocutors, reporting the matter to their direct superior;
- d) the use of low-level language and inappropriate comments that may offend the person must be avoided;
- e) every employee must work together to create a peaceful and proactive environmental climate, in which all colleagues feel well accepted and encouraged to achieve their goals;
- f) the provisions of the preceding points are extended to external collaborators of the Company.

5. ETHICAL PRINCIPLES CONSIDERED FUNDAMENTAL TO THE COMPANY

The Recipients undertake to conform their conduct to the ethical principles that guide every activity of the Company such as, diligence, honesty, transparency, competence, good faith and correctness. In pursuing its objectives, the Company adheres to the following general principles of conduct:

- Commitment to respect and enforce ethical principles such as: transparency, fairness and loyalty;
- Condemnation and refusal of unlawful behavior;
- Implementation of organizational tools suitable for preventing the violation of the principles of legality, transparency and fairness;
- Protection and enhancement of its human resources;
- Responsible use of human resources based on sustainable development, respecting the environment and human rights.

6. RESPECT FOR PEOPLE AND THEIR RIGHTS

The Company is committed to respecting fundamental human rights and the dignity of every person. The Company undertakes and prohibits any form of child exploitation or situations of physical or mental inferiority of the workers, of forced labor or performed in conditions of slavery. The workers the Company employs must be over of 18.

The Company is committed not to employ foreign workers without a residence permit and with a revoked, canceled or expired permit for which the interested party did not request renewal.

The Company is aware of the primary role played by human resources in the belief that one of the main success factors of a company is the enhancement of the people who work there in a framework of loyalty and mutual trust.

The Company carries out its activity in full compliance with the provisions on the environment, hygiene and safety in the workplace with the awareness that workplace safety is a value, as well as a factor of competitiveness and growth.

The Company implements the management of labor relations with the aim of guaranteeing equal opportunities and encouraging the professional growth of each.

The Company carries out its activity by applying to the workers the National Collective Labor Contract of category guaranteeing work rates compatible with the contractual declarations, engaging with both internal and external trade union representatives, continuous exchanges aimed at the transparency and correctness of the work of the workers and punctually verifying, through specific company indicators, situations in which it is necessary to intervene both directly by implementing the most appropriate measures, and through internal and external trade union representatives.

The Company is aware that the involvement of all personnel is a strategic factor of primary importance for achieving an efficient and effective management system, remembering that this responsibility, each for its own part, involves everyone.

7. SCOPE AND APPLICATION OF THE ETHICS CODE

Guarantor of Ethics Code

The Code of Ethics represents a general principle that cannot be derogated from the Model of organization, management and control adopted by the Company pursuant to the Italian regulation on the "liability of entities for administrative offenses dependent on crime" contained in Legislative Decree no. 231/2001.

The tasks of the **Supervisory Body** are:

- promote the Code implementation and the issuing of reference procedures; report and propose useful initiatives for the greater dissemination and knowledge of the Code in order to avoid the repetition of ascertained violations;
- promote specific communication and training programs;
- review the news of possible violations Code, promoting the most appropriate checks;
- take appropriate measures if violations of the Code are found.

Dissemination of the Ethics Code

The Company informs all its employees, collaborators and all commercial partners (including suppliers) about the provisions and application of the Code, recommending compliance. Each is required to know the principles and contents of the Code as well as the reference procedures that govern the functions and responsibilities covered. **(Internal Control Procedures P.C.I.)**.

Upon the Company request, it provides a copy of this Code of Ethics to clients and representatives of the Public Administrations.

Control of the implementation of the Ethics Code

The Supervisory Body, which has independent powers of initiative and control, is responsible for monitoring compliance with the Code of Ethics. For the consistency verification between concrete behaviors and the provisions of this Ethics Code, the Supervisory Body plans and conducts the audit activity. The Audit activity takes place annually; such frequency is in any case modifiable in the face of legislative changes, organizational changes in the company and in any case in the presence of conditions that may give rise to the possibility of inadequacy of this Ethics Code and the Organizational Model adopted. Behaviors that do not comply with the provisions of the Ethics Code will, independently and in addition to any criminal proceedings against the author (s) of the violation, result in the application of disciplinary sanctions pursuant to current legislation and / or collective bargaining as well as the possibility of terminate the existing contract for non-fulfillment, except for the right to compensation for the damage suffered.

8. SIGNALS OF VIOLATIONS

Company employees are required to promptly inform the Supervisory Body when they are aware of violations, even if only potential, of this Code.

In any case, the Company undertakes, also with the collaboration of the Supervisory Body, so that those who made the reports are not subjected to retaliation, discrimination or, in any case, penalties, thus ensuring the adequate confidentiality of these subjects (except for the recurrence of any legal obligations that impose otherwise).

9. ACCOUNTING AND DOCUMENTATION

The Company carries out its administrative management in full compliance with the laws and regulations. Each operation must be:

- aimed for maximum managerial correctness, completeness and transparency, both formal and substantial legitimacy, clarity and truth in the findings according to the applicable legislation. Period and annual financial statements, company books, reports and other communications must be drawn up clearly and truthfully represent the economic-equity and financial situation of the Company;
- managed in such a way as to guarantee an adequate level of control and within the latter guarantee an adequate organization that provides for a level of segregation of responsibilities;
- properly recorded and the internal documentation kept in an orderly manner so as to be able to allow the necessary checks to be carried out at all times in relation to the transactions carried out.

10. CORPORATE BODIES

The corporate bodies of the Company, in carrying out all its activities, must comply with the principles of legality, correctness, transparency and loyalty.

11. USE AND DATA CONFIDENTIALITY

The Company must ensure that its representatives and collaborators protect the confidentiality of personal data contained in the databases and in the personal archives and must ensure that all the obligations laid down by the **UE 2016/679 GDPR** are observed. The processing to which the data collected will be subjected will be directed exclusively to the performance by the Company of the purposes pertaining to the specific exercise of the activity carried out.