

## **KOLLANT S.R.L.**

## **CODE OF ETHICS**

**Registered Office:** Via C. Colombo, 7/7A - 30030 VIGONOVO (VE) – Italy  
Tax Code/VAT No. – Company Reg. No. Venice IT03346320967 REA number VE –  
327624

**Offices and Plants:** Via C. Colombo, 7/7A - 30030 VIGONOVO (VE) Italy, tel.: +39 049 9983000/ Fax: +39 049 9983005  
Via Ponte Giulio, 72 – 33085 Maniago (PN) Italy, tel.: +39 049 9983092/Fax: +39 049 9983005

## **1. CODE OF ETHICS, STRUCTURE AND PURPOSE**

This Code of Ethics is adopted by the Board of Directors of Kollant S.r.l., together with the Organisational Management and Control Model pursuant to Legislative Decree 231/2001, of which it is an integral part.

It is structured into a general part, containing the principles to which Kollant S.r.l. adheres, the general rules, the sanctions that can be imposed and appeal procedures in the event of infringement, and a special part specifying the individual sanctions applied for infringements of the protocols adopted.

It has the purpose of ensuring that the activity of Kollant S.r.l., and therefore of the Recipients of the Model, complies with the principles of correct behaviour.

## **2. CODE OF ETHICS OF KOLLANT S.R.L.**

### **Art. 1.**

This code of ethics is an integral part of the Organisational and Management Model, hereinafter "the Model", adopted by Kollant S.r.l.

It contains the rules and principles aimed at guaranteeing the effectiveness of the Model and at informing the principles on which the entity's activities are based, to ensure that the behaviour of the Recipients complies with fairness, loyalty and collaboration and, in general, that it is based on compliance with the law.

### **Art. 2.**

The rules contained in this code of ethics are addressed to:

1. the members of the corporate bodies of Kollant S.r.l.;
2. all employees and associates of Kollant S.r.l.;
3. all contractual parties of Kollant S.r.l. (consultants, professionals, suppliers, etc.);

hereinafter also indiscriminately defined as the Recipients.

In order to guarantee the implementation of and compliance with the rules contained in this code, Kollant S.r.l. undertakes to ensure that all the Recipients indicated in the previous paragraph are aware of it and that they promptly receive any clarifications that may be requested.

The implementation of the rules contained in this Code is ensured through the appropriate disciplinary sanctions. With respect to Recipients who are not subject to the disciplinary power of Kollant S.r.l., the implementation of these rules is ensured by the inclusion of a termination clause expressed, in the contracts stipulated with them, as follows: "failure to comply with the rules contained in Model 231 and in the Code of Ethics will be considered a serious breach and will entail the legal termination of the contract pursuant to art. 1456 of the Italian Civil Code".

**Art. 3.**

The Recipients are required to comply with the rules contained in this Code, as well as with the protocols of the company processes contained in the Model and, in general, with the laws of the Italian State.

The Recipients are specifically required to actively become acquainted with this Code and with the Model to which it refers.

The entity ensures knowledge of this Model and the Code of Ethics through specific training courses provided by the SB.

**Art. 4.**

The Recipients are required to comply with the rules on competition and must avoid any behaviour that may cause any interference, even minimal, with the same.

**Art. 5.**

The Recipients shall undertake to carry out the tasks assigned to them in a fair and impartial manner. Any situation of conflict of interest, even if only potential, must be avoided. If they fear that such a situation may occur, they must immediately inform the Board of Directors of Kollant S.r.l., to involve it in managing the situation.

They must also promptly inform the Supervisory Body.

**Art. 6.**

Relations with the contractual counterparties of Kollant S.r.l. are based on the principles of:

- professionalism;
- courtesy;
- honesty;
- collaboration;
- transparency.

In particular, also for this purpose, the Recipients shall comply with the protocols identified in the Model relating to relations with external parties, which establish procedures based on clarity, certainty, non-discrimination, impartiality, transparency and independence of judgment.

It is also forbidden to:

- offer customers or suppliers commercial opportunities or any other kind, or offer them any other benefit, which may provide an undue advantage;
- disclose untrue information to customers or suppliers, or fail to provide information required by law, contract, commercial customs or good business practice;
- Recipients are required to avoid abusive and/or threatening behaviour towards customers and suppliers in any situation.
- It is forbidden to make any kind of gratuity, apart from those of modest value, to the contractual counterparties of Kollant S.r.l. The following, on the other hand, are permitted:
  - the performance of services free of charge, provided that the underlying economic interest is clear;
  - the offering of gifts or the incurring of entertainment expenses, provided that these are of reasonable value.

**Art. 7.**

Kollant S.r.l. does not have relationships with natural or legal persons involved in illegal activities. To this end, the protocols outlined in the Model provide for predetermined rules and mechanisms for the selection and management of contractual counterparties. They also provide, in the most important cases, for a verification phase by the SB prior to the conclusion of the contract.

Kollant S.r.l. acquires anti-mafia documentation, where possible, and undertakes not to enter into contracts with persons subjected to anti-mafia prohibitions (both anti-mafia communication and information).

Recipients are expressly and specifically required to inform the Board of Directors and the SB should they suspect that a contractual counterparty is involved in illegal operations or even only contractually linked to natural or legal persons involved in them.

Kollant S.r.l. scrupulously complies with anti-money laundering legislation (Legislative Decree no. 231/2007, as amended by Legislative Decree no. 90/2017). To this end, specific training courses have been established in which those people who manage money flows, incoming and outgoing, are required to participate.

**Art. 8.**

Relations with public bodies must be based on the principles of transparency and fairness, and must be managed according to the protocol identified in the Model and in the attached documents.

Recipients, and in particular senior management (members of corporate bodies, heads of departments according to the organisational chart attached to the Model) are absolutely forbidden to give any kind gratuity, even of modest value, to public employees with whom Kollant S.r.l. comes into contact. On the other hand, the provision of services free of charge is allowed, provided that the underlying economic interest is clear.

**Art. 9.**

In relations with the judicial authority and with the supervisory authorities, Kollant S.r.l. behaves in a collaborative way in any situation, undertaking to provide any information and clarifications requested at any time.

In particular, Recipients are required to report, through the appropriate channels (so-called Whistleblowing reporting) or to the Judicial Authority, all facts that may contribute to a report of a criminal offence.

**Art. 10.**

In personnel management, Kollant S.r.l. adopts the principles indicated in Law no. 300/1970, allowing employees to express their own thoughts without any distinction in terms of political or trade union opinions, gender, language, culture, or race.

Indeed, no discrimination can be based on any elements other than merit in the work carried out, and can in no way be based on political or trade union opinions, gender, language, culture, or race.

Recipients are required to behave in a mutually respectful manner appropriate to the workplace, avoiding abusive and/or threatening behaviour towards anyone at any time and in any situation.

Personnel recruitment takes place through the protocols indicated in the Model, which contribute to guaranteeing objectivity and impartiality in the selection of personnel. This choice must be guided only by the merits of the person under evaluation.

Kollant S.r.l. must in no way select personnel based on political or trade union opinions, gender, language, culture, or race.

**Art. 11.**

Kollant S.r.l. recognizes the importance of safety in the workplace and guarantees its effectiveness, committing to increase safety levels also through the implementation of future new technologies, in particular:

- eliminating risks or, where this is not possible, reducing them to a minimum according to knowledge acquired based on the technological process;
- assessing all risks that cannot be eliminated;
- reducing all risks at source, where possible;
- reducing the harmful impact of the possible materialisation of a risk;
- respecting the principles of ergonomics and health in the workplace in the organization of work, in the design of workplaces and the choice of work equipment, in the definition of work and production methods, particularly in order to reduce the effects on health of monotonous and repetitive work;
- replacing anything dangerous with a non-dangerous or less dangerous alternative;
- planning measures deemed appropriate to ensure the improvement of safety levels over time, including through the adoption of codes of conduct and good practices;
- giving priority to collective protection measures over personal protection measures;
- giving appropriate instructions to workers.

In order to ensure the provisions of the previous paragraph, Recipients in senior positions shall undertake to constantly evaluate the need for training courses and to immediately report to the SB whenever they perceive such need to exist. They shall also attend to their own continual updating on issues related to safety at work.

All Recipients must comply with the protocols contained in the Model, as well as the accident prevention regulations (Legislative Decree no. 81/2008). Kollant S.r.l. guarantees all workers adequate training and continual updating on this point.

Recipient employees shall also undertake to comply with art. 20 of Legislative Decree no. 81/2008.

#### **Art. 12.**

Kollant S.r.l. takes care to respect the environment, and to this end Recipients undertake:

- to comply with environmental legislation (Legislative Decree no. 152/2006);
- to assess, in every company decision, the environmental impact of the options on the ground;
- to scrupulously comply with the requirements in the protocols indicated in the Model and its attachments relating to the risk of committing environmental crimes.

Kollant S.r.l. also adheres to the precautionary principle according to which, in the event of doubt regarding the harmfulness or otherwise of a given activity to the environment, it will behave as if that activity had a significant environmental impact with all that follows from this in terms of preventive measures.

Kollant S.r.l. also undertakes to:

- prioritize the adoption of measures to prevent damage to the environment, instead of measures to repair environmental damage already caused;
- schedule constant monitoring of scientific progress and regulatory developments in environmental matters. Also for this reason, the SB of Kollant S.r.l. incorporates technical-scientific and legal competences.

### **3. DISCIPLINARY SANCTIONS**

An effective sanctioning system is essential for the equally effective implementation of the Model, also in light of the provisions of art. 6 para. 2 lett. e) and art. 7 para. 4 letter b).

Disciplinary power pertaining to the matters referred to in this Model, and with respect to non-senior personnel, is exercised by the Board of Directors (or by the General Manager) subject to the non-binding opinion of the SB.

The holder of the disciplinary power ascertains any breach that may have taken place. Once the investigation is closed, it sends the relevant documents to the SB to obtain the aforementioned opinion.

It was decided to assign a significant role in this context to the SB by virtue of its characteristics of independence, impartiality, third-party nature and competence.

In the awareness of the essentially preventive nature of the Model, disciplinary sanctions will arise simply for any infringement of the provisions in this Model, with particular reference to those provided for by the protocols specified in the special part and those contained in the code of ethics.

For the purposes of applying a sanction, there is therefore no requirement for criminal proceedings to be taken against the entity, or in any event for the infringement to have given rise to negative consequences for the entity itself.

If the application of disciplinary sanctions, especially in the most serious cases, cannot wait for the conclusion (or even simply the initiation) of criminal proceedings, then it must nonetheless take place together with a rigorous ascertainment of the facts in an adversarial debate with the accused, and with the application of the principles enunciated by the Constitutional Court (judgment no. 220 of 1995), considered applicable to any employment relationship in which one party has the power to unilaterally affect the legal sphere of another who has been responsible for negligent behaviour. These are the principles of proportionality and adversarial debate, to which it is considered prudent to add that of openness.

With reference to the first, the following are the principles that are taken into account in the application of sanctions:

- a) Severity of the infringement, understood as:
  - 1. degree of deviation from the licit alternative conduct;



2. severity of the consequences of the infringement, potential or actual.
- b) Subjective element, which takes into account:
1. the intentional or culpable nature of the infringement;
  2. the awareness of the seriousness of any consequences.
- c) Possible recurrence.

Below are the sanctions applicable to employees other than managers.

- a verbal reprimand, applicable to infringements committed by a non-recurring offender, which cannot be classified as serious in the light of lett. A and B;
- a written reprimand, applicable to infringements committed by a simple recurring offender, which cannot be classified as serious in the light of lett. A and B;
- a fine not exceeding one working day, applicable to infringements committed even by a non-recurring offender, classifiable as serious pursuant to lett. A or of lett. B;
- suspension from work and remuneration up to a maximum of ten days, or up to the maximum term indicated by the collective agreement applied/applicable to a simple recurring offender, who has committed a serious infringement pursuant to or of lett. A or of lett. B;
- dismissal with notice, applicable to even a non-recurring offender, who has committed a serious infringement pursuant to both lett. A and lett. B);
- dismissal without notice, applicable to a recurring offender, except in cases of particularly serious infringements, who has committed a serious infringement pursuant to both lett. A and lett. B).

The aforementioned sanctions must be applied taking into account, as mentioned, the adversarial principle; as far as non-senior employees are concerned, please refer to the Workers' Statute, Law no. 300/1970, as well as applicable collective agreements. Below are the sanctions applicable to management-level employees (if any).

- a written reprimand will be given to a non-recurring management-level offender who has committed a non-serious infringement;

- dismissal with notice will be given to a recurring management-level offender who has committed a non-serious infringement or to even a non-recurring management-level offender who has committed a serious infringement;
- dismissal without notice will be given in the event of a serious infringement only pursuant to lett. A or B to a recurring offender or a non-recurring offender who has committed a serious infringement pursuant to lett. A and lett. B).

Finally, compliance with the principle of publicity is ensured through the appropriate training of and information given to Recipients in relation to this Model.