

QA103-R3 2023.01.13

## Code of Conduct

### Preface:

Metalsecure srl (hereafter more simply MSE) adopts a responsible approach to the management of its supply chain; intends to establish relationships that go beyond commercial relationships, promoting long-term collaborations with qualified partners who share the company's principles.

Supporting socially and environmentally responsible behavior throughout the supply chain is one of the company's fundamental commitments

This Code of Conduct is the natural evolution of the ethical codes in force for years in MSE; it indicates - to those who, for various reasons, work "inside" and "with" the Company - the rules of conduct to operate in the wake of legality.

The rules of this Code are in fact the reflection of the prohibitions, recommendations and obligations established by the current regulatory system; their evolution goes hand in hand with changes in legislation. With the Code of Conduct, MSE, in addition to first reporting which behaviors can lead to criminal consequences, intends to intervene later in the event of violations, referring to the provisions of the Civil Code and the contracts governing relations with employees, suppliers and customers.

The Code of Conduct is a self-regulatory tool to monitor the legality of operations, but compliance with the rules must go beyond their simple formal compliance, orienting itself to grasp their spirit and giving them substantial application.

This commitment is pursued through extensive information and training activities for employees on the contents of the Code; the rules of conduct are supported and integrated by values and principles, ethical-cultural supervision of company practices.

If criminal responsibility is always individual, the processes by which an organization is effective in preventing crimes by its members and self-immunizes itself with respect to the degenerations related to the discretionary use of power are collective and cultural.

This is why MSE does not limit itself to declaiming rules, but is committed to working on the evolution of the underlying culture. Rules work best when they meet responsible, non-submissive individuals. People who are able to distinguish and choose, who do not limit themselves to performing unwittingly.

Finally, the profound impact exerted by the behavior of those who hold formal power in the organization must be considered. They have a double ethical, individual and social responsibility, as they also have to account for the cultural consequences of their possible deviant behaviors. The bad example that comes from above corrodes the sense of legality of the entire business community; wanting to preserve it only from a formal point of view, as a system of prescriptions and prohibitions, would mean losing sight of the sense of justice that feeds expectations and behaviors, in any organization, on the correct use of power.

### **PRINCIPLES OF BEHAVIOR:**

In carrying out its activities, MSE adheres to the principles of maximum transparency, clarity, correctness, integrity and fairness.

In particular, in business relationships and relationships, conduct and practices that may even appear illegal or collusive, payments that may appear illicit, attempts at corruption and favoritism, direct or indirect solicitations for personal and career advantages are prohibited. for oneself or for others and more generally acts contrary to applicable laws and regulations, as well as to this Code of Conduct.

The selection of suppliers and the formulation of the conditions for the purchase of goods and services for MSE is implemented through clear, tracked and non-discriminatory procedures. In the choice of suppliers, undue pressures aimed at favoring a subject and undermining the credibility and trust that the market places in the correctness of the company's behavior are not allowed and accepted.

MSE adopts all the necessary measures to entertain relationships with customers, suppliers and / or third parties who are respectful of labor regulations and avoid any form of exploitation of workers.

### **RECIPIENTS OF THE CODE OF CONDUCT:**

The rules that make up the Code of Conduct are compulsorily applied to the following Recipients:

- Members of the Board of Directors, the Board of Statutory Auditors, the Supervisory Body and other supervisory bodies of MSE;
- Management, understood as a set of Executives and Managers;

- Employees and Collaborators linked to MSE by contractual employment relationships of any nature (including occasional or temporary);
- Suppliers of goods and services.

In the classification of Recipients, it was considered appropriate to distinguish Management from other Employees and Collaborators, although the first category is a subset of the second.

This is because in various situations the Management holds specific powers and responsibilities in defining the behavioral and decision-making guidelines of the company that produce effects on the remaining interested parties. Recipients are required to comply with the requirements and the required behaviors that directly affect the performance of their business and to cooperate so that the Code is respected throughout the company.

Furthermore, other specific categories of interested parties (in particular suppliers and main commercial partners) are required to comply in a binding manner with the rules of conduct provided for by the Code and formalized through their inclusion in contractual agreements, referring in particular to those relating to labor and human rights, the environment, business ethics and controls on imports and exports.

### **COGENCE OF THE RULES OF THE CODE OF CONDUCT:**

The rules of the Code of Conduct must be considered as an essential part of the contractual obligations of MSE's Management, Employees and Collaborators - pursuant to and for the purposes of art. 2104 of the Civil Code. The adoption, by the same, of a behavior that disregards the aforementioned rules also constitutes a violation of the duty of care provided for by the CCNL (National Collective Labor Agreements).

For other interested parties, observance of the rules of conduct contained in the Code of Conduct is an essential prerequisite for establishing and / or continuing the contractual / professional / collaborative relationship with MSE.

### **PROTECTION AND USE OF COMPANY ASSETS:**

The corporate assets of MSE are the set of tangible and intangible assets, recognizable and attributable to MSE and the prestige of its brand.

It consists of its own assets and assets under concession - such as infrastructures and buildings - of equipment and vehicles, as well as the know-how of Employees and Collaborators.

The protection of these assets constitutes an essential value for the protection of corporate interests and it is the responsibility of all Recipients (in carrying out their activities), to protect these assets and prevent their fraudulent or improper use.

The personal use of assets belonging to the company assets or any use unrelated to the pursuit of MSE's corporate objectives is not permitted.

Employees and Collaborators are provided with adequate resources and equipment for carrying out the assigned tasks and a careful, diligent and responsible use of the same is required.

### **CONFIDENTIALITY AND TREATMENT OF COMPANY INFORMATION:**

The information related to the company's activity is an intangible asset owned by the company, which must be guaranteed the same protection reserved for the material one.

Confidential information is considered to be all information not in the public domain capable of causing damage to the company, if disseminated incorrectly.

Recipients are required to observe the utmost confidentiality on information, documents, studies, initiatives, projects, contracts, plans, with particular reference to those that may compromise the image or interests of the company or third parties.

All information, in particular that learned in the context of one's duties, must be considered confidential and cannot be disclosed to third parties, in any form or channel (including social networks) or used to obtain personal, direct and / or indirect advantages.

### **PRIVACY:**

The information covered by the Recipients' right to privacy is managed in compliance with current legislation. Privacy is defined as the right of the individual to make his own decisions on who can process his data and for what purpose. The transmission of such data outside of specific control rules and procedures is prohibited.

MSE personnel who, in the context of their work activities, are required to process personal data scrupulously adheres to current regulations and company procedures.

### **HEALTH & SAFETY:**

MSE pursues the goal of continuously improving health, safety and well-being conditions in the workplace. The company is committed to spreading and consolidating a culture of safety, developing awareness of risks and promoting responsible behavior on the part of all Recipients.

All Employees and Collaborators must comply with the legal obligations required by the reference regulations.

They must not place colleagues or third parties in front of risks that could cause damage to their health or physical safety. Everyone is invited to promptly report situations inconsistent with the safety principles and behaviors promoted in the company to the managers in charge.

### **PROTECTION OF THE MORAL AND PHYSICAL INTEGRITY AND HUMAN RIGHTS OF EMPLOYEES AND COLLABORATORS:**

MSE carries out its activities in full compliance with the legislation in force to protect the worker and working conditions and guarantees its employees the right to working conditions that respect the dignity of the person. For this reason, it prevents any discriminatory or harmful behavior of the person himself, safeguarding staff from acts of violence, including psychological, sexual harassment or intimidating and hostile attitudes in working relationships, internal or external to the company. MSE also undertakes to combat any form of irregular work and asks its Employees and Collaborators to report any behavior or action that violates these assumptions, to protect themselves, their colleagues and the company itself.

MSE applies the National Collective Labor Agreement of the small and medium-sized metalworking industry in which the classification of workers, ordinary working hours and limits on overtime work, absences, minimum wages and other economic institutions, illness, accidents and leave, the environment of work, company relations, disciplinary rules and trade union rights are agreed.

MSE does not employ any form of child labour, meaning by the term "minor" a person under the age of 15 or who in any case has not yet reached the age of completing compulsory schooling, even if this age is greater than 15 years.

No form of forced labor is employed; employment must be voluntary and freely chosen; must verify the suitability of all people to work and not use any form of imprisonment, bond, forcing, non-voluntary, forced labor or slavery; Involuntary work includes transporting, harboring, relocating, harboring or occupying a person by threat, force, coercion, seizure, defrauding, paying to someone for control of another person or with the aim of exploiting it; MSE does not require workers to leave cash deposits or ID cards or pay money to be hired.



MSE ensures that its workers receive the minimum wage and benefits established by law; that the working conditions, hours and compensations are fair and consistent with the rules and standards set by the applied National Collective Labor Agreement; MSE maintains proper official documentation proving an employee's age, salary, and hours worked.

MSE allows its employees to be represented by trade unions or other elected representatives in compliance with the law, avoiding any form of interference, discrimination, retaliation or intimidation.

MSE guarantees equal opportunities and the absence of any policy that may, directly or indirectly, lead to any form of discrimination, including discrimination based on race, gender, sexual orientation, social and personal status, physical and health condition, disability, age, nationality, religion or personal belief (with policy we mean a disposition, a criterion, a practice, an agreement or an apparently neutral behavior but which puts discriminated workers in a position of particular disadvantage compared to others); MSE also considers harassment or undesired behaviors, carried out for reasons related to sex, with the purpose or effect of violating the dignity of a worker or creating an intimidating, hostile, degrading, humiliating or offensive climate as discrimination; unfavorable treatments regarding access to work implemented through reference to marital or family status or pregnancy, remuneration, job retention, protection against illegitimate dismissals based on the age of the worker are also discriminatory.

It also promotes actions aimed at supporting the growth and professional development of staff, with particular attention to issues of gender, aging and disability.

MSE undertakes to ensure compliance with the laws in force regarding the prohibition of smoking in the workplace.

### **EXTERNAL COMMUNICATIONS:**

MSE communications to external interlocutors must be truthful, clear, transparent and unambiguous or instrumental. Recipients who issue any type of declaration to media must be authorized in advance by the competent corporate function.

Formal (for example, issued at conferences, lectures, seminars) and informal (dinners, relational meetings, etc.) communications regarding information, evaluations and opinions that refer - directly or indirectly - to MSE and / or any aspect of their activities and which have a direct or indirect impact on their prestige, image and reputation, must be released with the utmost attention and prudence.

### **RELATIONS WITH COMPETITORS:**

MSE complies with the provisions of the competition and antitrust law and refrains from engaging in conduct that could embed forms of unfair competition such as the unfair exchange of information on competitors, the fixing of prices, the manipulation of offers, or the unfair allocation of the market.

The Recipients, in carrying out their activities, cannot:

- Collaborate without the prior consent of the MSE, in any form (including as a consultant, member of the Board of Directors or of the Board of Statutory Auditors), with supplier companies, customers or competitors or companies controlled by - or connected to - the latter;
- Use company assets during working hours or in their free time, or provide services that the MSE offers to its customers, without being previously authorized by the competent company function or its contact person;
- Accept and / or receive money or other favors for advice given or services rendered, in relation to ordinary work.

The Recipients may not have economic-financial interests in various capacities in company activities or corporate interests in companies of suppliers or customers. Any situations that, in the opinion of the interested parties, may constitute a conflict of interest, must be previously submitted to the Ethics Committee.

### **CONFLICT OF INTEREST:**

Employees and Collaborators are required to report - each to their own contact person, who promptly transfers the information to the Ethics Committee - any possible or supervening interest which, on their own behalf or on behalf of third parties, they have in a specific circumstance or operation attributable to the company in which they carry out their activity or function, specifying their nature, terms, origin and scope.

The Directors, Statutory Auditors and Management of MSE are required to refrain from any activity that could be considered, even if only potentially, in conflict with the interests of MSE. They will promptly notify the Ethics Committee, for the necessary assessments, of any interest arising from their own in carrying out the activity.

### **PREVENTION OF CORRUPTION:**

MSE takes steps to avoid corruption phenomena towards customers, suppliers or third parties - whether they are private individuals or Public Administrations - and take all appropriate measures in order to prevent the commission of such crimes. Corruption is defined as the abuse of power granted for a private advantage and can

indicate not only a financial advantage, but also a non-financial one. In particular, the following behaviors are prohibited:

- Make offers, promises, donations of money or goods or other benefits for illegal purposes and in any case outside the provisions of this Code and company procedures;
- Seek or establish personal relations of favor, improper influence and undue interference capable of conditioning, directly or indirectly, the decisions of the counterpart (public or private) and / or the development of a correct relationship with the same;
- Implement conduct aimed at proposing or procuring employment opportunities or other forms of collaboration and / or commercial opportunities and any other activity that could benefit the counterpart (public or private) in a personal capacity;
- Accept for oneself or for others any offer, bestowal, promise of money or goods or other benefits, coming from a private or public counterpart, especially if aimed at promoting or favoring the interests of third parties and / or illegal purposes in relations with MSE;
- Carry out any action aimed at inducing the counterpart, private or public, to perform or omit acts in violation of company rules and / or national laws and regulations.

### **GIFTS, BENEFITS OR OTHER UTILITIES:**

It is forbidden to accept or receive from third parties, or offer, provide, promise or grant to third parties - in the name and in the interest of MSE - money, gifts, benefits or other benefits. Only gifts, benefits or other utilities of modest value, having a purely symbolic character and in any case such as not to compromise the correct behavior, integrity and reputation of MSE are allowed.

By "modest value" we mean an amount not exceeding € 50.00. The Ethics Committee must be immediately informed of gifts, benefits or other utilities that do not comply with the foregoing, for the adoption of appropriate measures. Any gift, benefit or other utility offered or received in compliance with this article and the rules contained in the company procedures must always be adequately documented.

### **CORRECTNESS AND TRANSPARENCY OF ACCOUNTING AND INTERNAL CONTROL:**

Every action, operation or transaction, including quality reports, summaries of working hours, expense ratios, must be correctly recorded in the company accounting system according to the criteria indicated by the law and the applicable accounting principles.



It must also be duly authorized, verifiable, legitimate, consistent and congruous in compliance with internal company procedures. The Recipients are required to collaborate fully so that the management facts are correctly and promptly represented in the company accounts and to keep all the supporting documentation, in such a way as to make it easily available and accessible by the persons authorized to control. MSE demands and promotes full compliance with internal control processes, as a tool for improving corporate efficiency. Recipients are required, to the extent of their competence, to actively collaborate in the correct and effective functioning of the internal control system. Free access to data, documentation and any information useful for carrying out the control activity is guaranteed to the company functions in charge.

Anyone who becomes aware of possible irregularities or omissions, falsifications, alterations of accounting records and / or related documents, is required to promptly inform the competent company function, the person in charge of internal control or the Ethics Committee, who will carry out the internal checks necessary to in order to ascertain the facts and promote the initiatives deemed most appropriate. The Company's Board of Statutory Auditors is promptly informed of the reports received by the person in charge of internal control or the Ethics Committee and of the consequent initiatives undertaken.

## **ENVIRONMENT PROTECTION:**

MSE contributes to the dissemination and awareness of environmental protection issues, also through the adoption of the ISO 14001 environmental management system and manages the activities entrusted to it in an eco-compatible manner, in compliance with national legislation and existing community.

All personnel are committed to ensuring the application of the Environmental Policy by applying the guiding principles in the performance of their duties.

The MSE Environmental Policy is aimed at:

- ☐ ensure that its activities are carried out in compliance with the provisions of the law in force and the criteria dictated by the Standard
- ☐ promote the 5 ERRE rule: Reduce (use fewer resources), Reuse (recover and reuse products when they have not yet become waste), Recycle (transform through industrial processes, a waste material into new raw material to be reintroduced into the cycle of production), Collection (waste differentiation) Recovery (energy recovery by transforming non-reusable or recyclable waste into thermal or electrical energy through waste-to-energy plants as an alternative to landfills).

- ☐ ensure that harmful soil alterations, water pollution, harmful noise emissions and excessive water consumption do not occur.
- ☐ minimize energy and water consumption, waste production and limit emissions (including greenhouse gases)
- ☐ define environmental objectives and targets to be integrated with company development programs
- ☐ ensure that the environmental management system is maintained at all levels of the organisation

In order to ensure maximum effectiveness of the Environmental System, the Management undertakes:

to maintain, review and improve its environmental management system; continuous improvement of performance and a constant commitment to the prevention of pollution; to produce goods and/or services that cause the least possible environmental impact (Life Cycle Analysis); to ensure compliance with the highest levels of safety and risk prevention by providing the necessary resources for the improvement of the systems and for the training of all employees; to promote the involvement and, as necessary, the training of its collaborators on environmental matters and on improvement objectives; to document and implement the environmental policy by keeping it active; to promote transparency with interested parties on environmental issues through an adequate communication policy; to keep active the analysis of the company context, interested parties and risk assessment and business opportunities.

### **COUNTERFEIT PARTS:**

MSE develops and maintains methods and processes appropriate to their products and services to minimize the risk of introducing counterfeit parts and materials into the products to be delivered. Ensures that any sale to non-OEM customers complies with local laws and that the products sold are used legally.

### **EXPORT CONTROLS AND ECONOMIC SANCTIONS:**

MSE carries out controls on its exports and imports so that its commercial activities do not violate the restrictions applied to trade involving certain countries, regions, companies or entities and individuals; carries out accurate customs declarations, does not conceal the nature or value of the goods supplied. MSE investigates its entire supply chain in relation to the sourcing of material types and countries of origin in order to determine whether these originate from restricted countries and/or are used to finance or aid armed groups perpetrating violations of human rights.

### **GOVERNANCE MECHANISMS OF THE CODE OF CONDUCT:**

MSE takes steps to favor the concrete implementation of the contents of the Code of Conduct in the decisions, acts and daily conduct of the Recipients by putting in place three types of activities:

- dissemination with direct delivery, publication on the company bulletin board and on the website, aimed at producing and constantly increasing awareness among the Recipients of its provisions and at providing the correct interpretation of the latter;
- the application, in turn divided into a series of actions ranging from the management of reports, to the imposition of any sanctions, up to the updating of the Code of Conduct;
- control and reporting, with the aim of periodically monitoring the level of adherence of the Recipients' behavior to its indications.

## **ROLES AND RESPONSIBILITIES:**

The Board of Directors approves this Code of Conduct and its subsequent amendments, together with the climate change strategy; is committed to pursuing the sustainable success of MSE; defines the model for identifying, assessing and managing the main ESG risks; ensures the consistency of the contents of this Code of Conduct with the provisions contained in the other internal regulatory documents.

The Top Management implements the commitments undertaken in this policy on the basis of the ESG risks identified, including in particular those related to the climate and nature; identifies the indicators to be adopted to monitor the implementation of the commitments; receives yearly monitoring of indicators; adopts actions to support the implementation of the Code of Conduct.

The corporate body primarily responsible for ensuring the dissemination, compliance, correct interpretation, updating and monitoring of the implementation of the Code of Conduct is the Ethics Committee, which is made up of the following members:

- A director representing the Company's Board of Directors, who assumes the chairmanship of the Ethics Committee;
- The head of the personnel department;
- Social Sustainability responsible management person.

The Ethics Committee carries out the following tasks independently:

- Dissemination of the contents of the Code of Conduct to all levels of the organization and to all interested parties;



- Timely updating of the Code, following changes in company needs and / or current legislation;
- Correct interpretation and implementation of the Code;
- Verification, control and assessment of cases of violation of the provisions of the Code of Conduct, providing, in the event of infringements, for the activation of the competent corporate functions, urging the adoption of appropriate measures, in compliance with the laws, regulations and CCNL applicable and, in the event of particularly serious facts, promptly informing the Board of Directors;
- Examination of the reports received for any reason from employees and / or other interested parties and initiation of the consequent investigations;
- Protection and assistance to all those who, in good faith, report any irregularities or violations, promoting the most appropriate initiatives to protect the latter from pressure, interference, intimidation and retaliation, while ensuring the confidentiality of their identity, in compliance to the provisions of Legislative Decree 30 June 2003, n. 196 (Code regarding the protection of personal data);
- Reporting to the competent corporate functions of any abnormal situations, in order to allow the adoption of the necessary corrective measures;
- Promotion of communication and training programs for Recipients;
- Review by the Management during specific meetings at least annually, of the situations managed or during specific meetings for single cases of serious irregularities; following these meetings, appropriate programs and initiatives will be defined to achieve the purposes and objectives described therein.

## **DISSEMINATION OF THE CODE OF CONDUCT:**

MSE implements all the initiatives and tools necessary to ensure the maximum dissemination of the Code of Conduct to all Recipients and the full understanding of its content by the latter.

The dissemination of the contents of the Code of Conduct is carried out on the initiative of the Ethics Committee - which avails itself of the collaboration of the competent Company Departments and Functions - by setting up dedicated sections on the company intranet, on the website or other company IT platforms, in the corporate documents in which is deemed necessary, or through other targeted information initiatives.

MSE also ensures to all Recipients every possible knowledge and clarification tool, aimed at understanding the Code of Conduct and the interpretation and implementation of the indications contained therein.

## **IMPLEMENTATION OF THE CODE OF CONDUCT: DUTIES OF EMPLOYEES AND COLLABORATORS:**

Each employee or collaborator has the duty to know the rules of conduct and is obliged to:

- Refrain from behaving contrary to the provisions of the Code of Conduct;
- Report to their superiors and to the Ethics Committee any information relating to the incorrect interpretation of the preceding point, in the context of MSE's activity;
- Collaborate with the structures responsible for internal control in verifying non-conformities.

Each employee or collaborator must also, towards third parties who enter into a relationship with MSE:

- Adequately inform them about the provisions of the Code of Conduct;
- Demand compliance with the provisions of the Code of Conduct in carrying out the activities for which they are related to MSE;
- Report to their superiors and the Ethics Committee the non-fulfillment by third parties of the obligation to comply with the provisions contained in the Code of Conduct.

## **VIOLATIONS OF THE CODE OF CONDUCT:**

Any violation of the laws in force and the rules contained in this Code of Conduct must be promptly reported to the Ethics Committee by anyone who becomes aware of it, using the methods indicated in point 3.7.

Anyone who reports in good faith is protected against any retaliation, discrimination or penalization; in any case, the confidentiality of the identity of the reporting party is ensured, without prejudice to legal obligations and the protection of the rights of companies or persons who have been accused erroneously or in bad faith.

## **CONSEQUENCES OF VIOLATIONS:**

Any violation or infringement will give rise, if deemed applicable, in addition to any consequences provided for by the regulations in force, to the sanctions which, to protect the interests of MSE, will be identified from time to time by the competent structures according to, among other things, the Recipient who committed them, of its gravity and of any recurrences.

## **WHISTLE BLOWING OF INTERESTED PARTIES:**



Ethics System to the Ethics Committee, which analyzes the report, reserving the right to acquire the testimony of the author and of the person responsible for the alleged violation. MSE acts in such a way as to guarantee the whistleblowers against any type of retaliation, understood as an act that may give rise to even the mere suspicion of being a form of discrimination or penalization. The confidentiality of the identity of the reporting party is also ensured, without prejudice to legal obligations; anonymous reports are also generally allowed.

Reports can be submitted using the following methods:

- E-mail address: [antonello.fusini@metalsecure.it](mailto:antonello.fusini@metalsecure.it);
- " Reporting illegal conduct " boxes present in the access points in the company.

Coccaglio 2023/03/13

GENERAL DIRECTION