



**O.M.E. - METALLURGICA ERBESE S.R.L.**

**ORGANISATIONAL, MANAGEMENT AND  
CONTROL MODEL**

**CODE OF ETHICS**

**ADDENDUM II TO THE GENERAL PART**

<b>Rev. N.</b>	<b>Revision Date</b>	<b>Revision Object</b>	<b>Drafted by</b>	<b>Verified by</b>	<b>Approved by</b>
0.0	24.11.2022	First emission	External Law Firm	Process Owner	BoD
1	26.1.2024	update	External Law Firm	Process Owner	BoD



## **Introduction**

The O.M.E Metallurgica Erbesse S.r.l. (hereinafter "O.M.E." or "Company") Board of Directors, has adopted this Code of Ethics, which reflects the Company's commitment to:

- maintain a focus on how risk areas are managed;
- provide guidance to the Staff to help recognise and address ethical issues;
- help maintain a culture of integrity, honesty and accountability within the Company.

This Code provides for the set of rights, duties and responsibilities of interested parties both internal and external to the Company, in addition to and independently from the regulatory provisions.

## **1. Recipients of the Code of Ethics**

The provisions of the Code of Ethics apply to all employees of O.M.E., whether they are top management and/or employees, as well as to all those who cooperate in the pursuit of the Company's aims within the scope of their contractual relations with the Company.

This Code also applies, in the points of interest, to those who have commercial or cooperation relations with the Company, such as, for example, external collaborators and consultants who act in the interest of O.M.E..

Such persons are required to comply with this Code of Ethics in the conduct of the Company's business and activities.

The recipients must behave in accordance with the fundamental principles of honesty, fairness, transparency, objectivity and respect for individual personality, in the pursuit of the Company's objectives and in all relations with persons and bodies inside and outside the Company.

In no case may the pursuit of O.M.E.'s interest justify an action that does not comply with an honest line of conduct.



Therefore, the Company reserves the right not to undertake or continue any type of relationship with anyone who adopts behaviour that differs from that established in the Code of Ethics.

## **2. General Ethic Principles**

This Code of Ethics is intended to express O.M.E.'s ethical values. These are regarded as fundamental to carry out any business activity:

### Principle of legality

The recipients have to abide by the law or comply with the documents equivalent to the law. This principle also applies to any national law of the countries within which the Company has business relations.

Furthermore, the recipients must honour the business regulations issued by the Company. The latter have in fact the aim of supporting the constant compliance with the law.

### Professional conduct

The recipients must respect professional codes, with particular reference to duties such as diligence and expertise that are applicable to procedures carried out during any business activity.

### Transparency

Any business carried out for O.M.E. is shaped from the observance of the principles of integrity and transparency and is performed with loyalty and sense of responsibility, fairness and in good faith.

The Company is committed to manage and divulge business information with fairness, thoroughness, accuracy, uniformity and promptly, thus avoiding dishonest behaviours that can lead to improper gains.

## **3. Human Resources**



O.M.E. considers employees and collaborators to be the primary assets of the Company and, therefore, undertakes, on the basis of merit criteria, as well as on the basis of the principles of reasonableness and equal opportunities, to enhance their value, taking care of their professional growth and development.

The Company, in adopting decisions concerning the choice and management of relations with its human resources, undertakes to avoid any discriminatory practice based on gender and sexual orientation, state of health, race, nationality, political opinions and religious beliefs of individuals.

No form of irregular work or exploitation of labour is tolerated, by which is meant, in addition to the mere absence of any regularisation of a relationship, any type of use of labour services that are not part of a contractual and regulatory framework consistent with that of the country of reference.

Moreover, it is forbidden to use any form of employment of foreign workers whose stay in the Italian territory is irregular, because they do not have a residence permit or whose permit has expired without them having applied for its renewal within the legal deadlines or has been revoked or cancelled.

The use of child labour is also prohibited. The age of workers may not be lower than the minimum legal age allowed in each state. O.M.E. considers it fundamental to protect minors against all forms of exploitation and, therefore, prohibits the employment of minors for any form of collaboration where the age of the said minors is below the minimum legal age allowed in each State.

Recruitment, transfer or promotion practices must not be influenced in any way by offers or promises of sums of money, goods, benefits, facilities or services of any kind.

The manufacture, possession, distribution, sale or use of alcohol, illicit drugs and/or other substances not permitted by law by employees on Company premises is prohibited.

Each individual must be treated with respect, without any intimidation and with respect for his or her personality, avoiding unlawful conditioning, discomfort, offensive or marginalising behaviour within the working environment.

O.M.E. is committed to guaranteeing the right to working conditions that respect personal dignity.



All the Company's Employees and Collaborators must also observe a respectful behaviour towards the Company's assets.

Employee's privacy is protected in accordance with Legislative Decree 196/03 and Regulation (EU) 2016/679.

#### **4. Health and safety protection at work**

The Company believes that pursuing goals such as the improvement of the health and safety of workers forms an integrating part of its business activity and is a strategic value of the Company.

To fulfil this purpose O.M.E. commits to:

- disseminate and consolidate an occupational health and safety culture by developing risk awareness and promoting responsible behaviour by all employees;
- promote and implement all initiatives required by law aimed at minimising risks and removing the causes that may jeopardise the safety and health of employees;
- carry out all the communication, training and information activities required by law and necessary to ensure a high level of awareness and capacity in all the personnel involved.

The Company believes that the commitment to protecting the health and safety of workers is of fundamental importance and therefore relies on the cooperation of everyone, in order to achieve proper management of all its activities and processes.

Personnel must take care of their own health and safety and that of other persons present in the workplace, on whom the effects of their actions or omissions fall.

For this reason, the use of drugs, the use of alcohol or the taking of illegal drugs will not be tolerated in the workplace.

#### **5. Employees duties**

The Code of Ethics represents a guideline for employees in their work environment and attributes specific duties to the individual Recipient.

Each employee must understand and comply with the ethical responsibilities set by the Code.



The company will not tolerate any behaviour that violates the Code of Ethics or that is seemingly not compliant to the Code.

In case of any doubt relevant to their responsibilities, employees should refer for help to their direct manager.

Each employee must understand and comply with the ethical responsibilities set by the Code.

Each Recipient must avoid any circumstance that may seem, even just supposedly, not compliant or inconsistent with this Code.

## **6. Conflict of interest**

Conflicts of interest must be avoided in the conduct of any activity.

Personnel must avoid carrying out or facilitating operations in actual or potential conflict of interest with the Company, as well as activities that may interfere with the ability to take decisions in the best interests of O.M.E. in an impartial manner and in full compliance with the principles of this Code.

The Addressees of this Code are required to avoid any situation and to refrain from any activity that may set personal interest against the so-called social interest.

O.M.E. personnel are also obliged to promptly inform the corporate bodies of the existence, even if only potential, of a situation in conflict of interest. This obligation to inform also exists in relation to activities carried out by collaborators outside working hours, if these are, or may be, in conflict of interest with O.M.E..

## **7. Use of the Company's assets and of IT systems**

O.M.E.'s assets are the resources with which business is conducted.

Such assets include physical property as well as intangible assets such as confidential information, business plans and ideas, whether stored on paper, computer or as the knowledge of individuals.

Intangible assets may be more valuable than physical assets and are usually more difficult to protect from theft and unauthorised use.



Each Addressee is responsible for the protection of company assets under his or her direct control, which he or she must use and look after with the same diligence as his or her own property.

Everyone must pay attention to security procedures and be alert to situations that could lead to the loss, theft or misuse of company assets.

Documents, working tools, equipment and facilities and any other tangible and intangible asset (including intellectual property rights and trademarks) belonging to O.M.E. are used exclusively for the realisation of the company's purposes, in the manner established by the same.

They may not be used for non-legitimate purposes, and any unlawful use is subject to disciplinary sanctions, whether or not it constitutes criminal conduct punishable under the law.

The computer and telematic tools (such as telephones, fax, e-mail, internet, intranet and in general the hardware and software provided) made available to personnel are work tools and, consequently, must be used for company purposes only: this applies both to the use of personal computers and to the use of other tools, programmes and services.

Each employee is also required to make the necessary commitment to prevent the possible commission of offences through the use of IT tools.

In particular, employees are prohibited from:

- unauthorised access to a computer or telematic system;
- unauthorised possession and unauthorised dissemination of access codes to computer or telematic systems;
- dissemination of computer equipment, devices or programmes aimed at damaging or interrupting a computer or telematic system;
- unlawful interception, obstruction or interruption of computer or telematic communications;
- the damaging and unlawful modification of information, data and computer programmes and computer and telematic systems;
- alteration of computer and/or telematic systems;



- altering the functioning of computer or telematic systems;
- the production, sale, provision or procurement of equipment, devices or programs designed to commit offences involving non-cash payment instruments.

Personnel may not load borrowed, unauthorised or unlicensed software onto company systems, nor may they make unauthorised copies of licensed programmes for personal, company or third-party use.

## **8. Confidentiality and Privacy**

The disclosure of confidential information outside the company, especially to competitors, damages the competitive position of the company and its shareholders.

The information held by the company is treated by it in full respect of the privacy of those concerned.

In particular, O.M.E. protects the personal data of all those who come into contact with it, in accordance with the privacy regulations in force.

Information acquired in the performance of one's duties, which is also a corporate asset, is subject to legal requirements and the duty of confidentiality. These duties are to be observed even after termination of the relationship with the company, according to the requirements of the aforementioned regulations.

To this end, specific information policies and procedures are applied and constantly updated.

Safeguarding the personal data of O.M.E.'s customers is of vital importance to the Company's business and reputation. To this end, O.M.E. is committed to:

- to always treat personal data with the utmost confidentiality and use or disclose them in accordance with applicable laws and regulations and, where necessary, after obtaining the consent of the data subject
- to collect personal data exclusively for legitimate business purposes and to keep them only for as long as necessary
- take appropriate precautionary measures to protect personal data;
- to share personal data only with parties who have a legitimate need for it and who undertake to protect it adequately.





## 9. Corporate governance

It is required by the law that O.M.E. keeps accounts that represent accurately and objectively its business and transactions.

As a general rule, it is compulsory to behave correctly, transparently and cooperatively, in compliance with the law and internal procedures, in all activities aimed at drawing up the financial statements and other corporate communications, in order to provide truthful and correct information on the Company's economic, asset and financial situation.

Every operation or transaction must be precise, verifiable and legitimate.

This means that each action and operation must be properly recorded in the accounts and must be supported by appropriate documentation, in order to allow controls to be carried out, the identification of the various levels of responsibility and the accurate reconstruction of the operation.

More precisely:

- all supporting documents, including agreements, invoices, cheque requests and expense reports must be true and accurate;
- all invoices issued must accurately reflect the business transaction that took place;
- no false or misleading entries must be made in the company's books or records for any reason whatsoever.

All persons who in any capacity are involved in the preparation of the financial statements and similar documents, or in any case of documents representing the economic, equity or financial situation of the Company, and in particular the administrative body:

- is obliged to provide the utmost cooperation in specific aspects and to ensure the completeness and clarity of the information provided, as well as the accuracy of the data and processing;
- it is forbidden to present untrue facts, even if subject to assessment, or to omit information or conceal data in direct or indirect violation of regulatory principles and internal procedural rules, so as to mislead the Recipients of the above-mentioned documents.

Furthermore, it is strictly forbidden to:



- set up or maintain funds or accounts for a purpose that is not thoroughly documented
- simulate transactions or disseminate false information on the Company and its activities;
- prevent or in any case hinder the performance of control activities legally attributed to shareholders or other corporate bodies;
- engage in simulated or fraudulent conduct aimed at influencing the shareholders' meeting in order to obtain an unfair profit for oneself or others.

O.M.E. intends to guarantee the safeguard of the share capital, the protection of creditors and third parties that establish relations with the company in full compliance with the law.

In order to further guarantee the transparency of operations relating to the movement of money and the legitimacy of all payment instruments in use at the Company, it is forbidden to

- make undue use of credit cards, payment cards or any other similar document enabling the withdrawal of cash or the purchase of goods or the provision of services
- forge or alter credit cards, payment cards or any other similar document enabling the withdrawal of cash or the purchase of goods or the provision of services.

#### **10. Activities directed to receiving and selling stolen goods, money laundering and utilisation of money, goods or benefits of illicit origin are prohibited, self-laundering**

O.M.E. conducts its business activity abiding by the current legislation that regards anti-money laundering.

The Company is committed to the principle of maximum transparency in commercial transactions and prepares the most appropriate tools in order to combat the phenomena of receiving stolen goods, money laundering and the use of money, goods or utilities of unlawful origin, also in the light of the provisions of Legislative Decree 195/2021, which extended the scope of application of the aforementioned offences to include culpable offences and



contraventions punishable by a maximum of more than one year and a minimum of more than six months' imprisonment.

Personnel must never engage in or be involved in activities that involve laundering (i.e. accepting or processing) proceeds from criminal activities in any form or manner whatsoever.

Recipients must also not engage in operations that would imply selflaundering, such as the use, substitution or transfer in economic, financial, entrepreneurial or speculative activities, of money, goods or other utilities originating from another crime, or from offences related to compliance with tax or fiscal legislation.

The Board of Directors, proxies, employees and collaborators must check available information (including financial information) on business counterparties, consultants and suppliers in advance, in order to ascertain their honesty, respectability and the legitimacy of their activities before establishing business relations with them; they are required to strictly observe the laws, policies and company procedures in any economic transaction in which they are involved, ensuring full traceability of incoming and outgoing financial flows and full compliance with anti-money laundering laws where applicable.

## **11. Institutional relationships**

All relationships with State institutions, Public Administration and Public Institutions (Ministries and their peripheral offices, Bodies and Companies that operate in the public sector, Territorial Authorities, Local Bodies) must be based on the respect of the provisions of law and provisions of the Code of Ethics, as well as in the strict observance of the principles of fairness, transparency and efficiency.

To ensure maximum transparency in relationships, contact with institutional representatives must take place exclusively through Company Representatives or Managers who have received a specific mandate.

Nel rispetto di quanto sopra, si precisa, a mero titolo esemplificativo e non esaustivo, che:

In accordance with the above resolutions and with the procedures, we include, as an example but not exhaustive to the matter, that:



- it is forbidden to use contributions, financing, or other disbursements (howsoever called) granted by the State, a Public Body or the European Union, for purposes other than those for which they were given;
- in case that business relationships with Public Administration may arise, including participation to public tenders, it is necessary to conduct the relation in compliance with the law and the customary business rules;
- it is not permitted, either directly, indirectly, or through intermediaries, to offer or promise money, gifts or any compensation under any form, nor to exercise pressure, or to promise any item, service, assistance or support to directors, managers or employees of the Public Administration, i.e. to those responsible for public services or to their relatives or partners, in order to encourage an act of office or contrary to their official duties;
- it is not allowed to behave deceivingly so that the Public Administration can be led into error, specifically it is forbidden to use or hand in declarations or documents that are either false or contain false information, or omit information in order to obtain, in the interest of the company, contributions, grants or other form of funds dispensed by the State, a Public Body or by the European Union;
- It is forbidden to alter, in any way whatsoever, the operation of an IT or telematic system of a Public Body as well as intervening illegally in whatever form on data, information and software contained in the aforementioned system, in order to attain an unlawful gain at someone else's expense, accept from third parties (public or private), also through a third party, the promise or giving of sums of money or any undue benefit, aimed at the exercise of illicit influences towards a Public Official or Public Service appointee, so that they perform acts contrary to their official duty or unduly exercise their functions;
- exploit private knowledge or relations with public subjects in order to obtain, from third parties, undue promises and/or donations of money or other benefits.
- to promise or pay sums of money or any other benefit in order to obtain the exercise by third parties of illicit influences on public officials or persons in charge of a public



service, so that the latter perform acts contrary to their official duty or unduly exercise their functions.

The prohibitions imposed above cannot be circumvented by resorting to different forms of contributions which, under the guise of professional appointments, consultancy, have the same purposes as those prohibited above.

It is also forbidden to solicit or obtain confidential information, directly, indirectly or through an intermediary, in such a way that the integrity or reputation of one or both parties may be compromised, and to perform any other act aimed at inducing Public Officials, including foreign ones, to do or omit to do something in violation of the laws of the system to which they belong.

Public Administration's correct functioning, specifically its Judicial Function, is granted by the forbidding to all the recipients of the Code of Ethics to undertake, either directly or indirectly, any unlawful action that can favour or damage any of the parties during civil, criminal or administrative proceedings.

It is specifically prohibited to use undue pressure (offers or promises of money or any other benefit) or illicit coercion (violence and threats) in order to induce someone not to submit a declaration or to make a false declaration when this person is summoned by the judicial authorities to submit declaration to be used in a criminal proceeding, when the person has the right to not respond.

In the event of violation of the above canons of conduct, the Company shall not initiate or continue any relationship with company representatives, collaborators, agents, suppliers or partners who do not intend to align themselves with the principle of strict compliance with the laws and regulations of the countries in which the Company operates.

## **12. Gifts**

The Board of Directors, Attorneys and Employees shall not ask, for themselves or for others, nor accept from third parties gifts, benefits or other utilities, even through intermediaries, except those of modest value directly attributable to normal business courtesy relations.



In particular, gifts must not be accepted or granted if they imply an obligation, even if only moral, to repay the giver through the conclusion of business with the company or such as to create in any case the impression of illegality or immorality.

Furthermore, no gifts must be accepted or offered that could create, in the other party or in an extraneous and impartial third party, the impression that such gifts are aimed at acquiring or granting undue advantages.

Under no circumstances may Addressees accept or offer money.

It is also forbidden for Addressees to solicit the offer or concession, or the acceptance of gifts of any kind, even if of modest value.

Moreover, it is not permitted to offer or promise gifts or other benefits (by way of example, promises of employment), directly or through intermediaries, to Italian or foreign public officials or their family members, in order to influence their impartiality and, in any case, to obtain any favour from them.

Gifts include money and tangible property, as well as services and discounts on purchases of goods and services.

Any Addressee who receives gifts or offers of gifts that do not comply with the above must immediately inform his or her line manager and the Supervisory Board, for the adoption of appropriate measures.

### **13. Anti – corruption policy**

The Company guarantees the utmost transparency and fairness in the management of business relations.

All those working for O.M.E. must act in compliance with the principle of reciprocity, on the basis of which each business partner must contribute to the business relationship, creating benefit for both parties.

Therefore, it is forbidden for all Addressees to promise or pay sums of money or goods in kind, as well as to grant advantages of any kind (promises of employment, etc.) in favour of representatives of other companies in order to promote or favour the interests of O.M.E. itself.



Furthermore, it is forbidden to distribute free gifts and presents outside the provisions of company practice, or in any case with the aim of obtaining favourable treatment in the conduct of any company activity, as specified in point 12 above.

The Company prohibits all recipients from requesting, for themselves or for others, soliciting or accepting gifts or other benefits, except those of modest value, from suppliers, contractors, competing companies and in general from business partners or representatives of other companies.

It is also forbidden to enter into agreements or contracts that do not comply with the laws in force and to apply a pricing policy that does not allow the customer or supplier freedom of choice.

#### **14. Management of resources and fiscal, financial and tax obligations**

The Company recognizes that the tax system must be based on a relationship of trust and collaboration between citizens and tax authorities, in a regime of transparency, greater balance and effective reciprocity.

The management of financial resources must take place in compliance with the principles of transparency, lawfulness and traceability of operations.

Expenses to meet the Company's needs must be made in accordance with the authorization procedures expressly provided for.

When selecting and managing suppliers and purchasing goods or services, all Recipients are required to comply with internal procedures that identify the mechanisms for selecting and assigning tasks or purchasing goods.

Corporate communications must be inspired by the criteria of immediate detection and control of data.

Adequate supporting documentation is kept on file for each operation:

- easy auditing and accounting reconstruction;
- the accurate reconstruction of the operation;
- the identification of the different levels of responsibility.

In order to avoid giving or receiving any undue payment, all employees and



Collaborators, in all their negotiations, respect the following principles regarding documentation and record keeping:

- all payments and other currency transfers made from/to the Company, including from/to foreign countries, must be accurately and fully recorded in the books and records required;
- all payments must be made only to the recipients and for contractually formalized activities;
- no false, incomplete or misleading registrations must be created, and no secret or unrecorded funds must be set up, nor may funds be deposited in personal accounts or accounts not belonging to the entity;
- no unauthorized use shall be made of the Company's funds and resources.

## **15. Suppliers**

The relation with the suppliers is based on the principles of transparency, loyalty, integrity, confidentiality, diligence, professionalism and judgement impartiality.

Buying procedures are marked by the pursuit of the most competitive advantage for the Company and to equal opportunities for each supplier, loyalty and impartial judgement.

The choice of the suppliers and the purchase of goods and services are carried out by delegated company offices on the basis of unbiased evaluations that take into consideration legality, competence, competitiveness, quality, fairness, respectability, reputation and price.

It is absolutely forbidden to promise or pay sums of money or goods in kind to any person belonging to other companies to promote or favour the interests of O.M.E..

O.M.E.'s suppliers must not be involved in any illicit activity and must provide their employees with work conditions based on the respect for fundamental human rights, international Conventions and the current laws.

The Company recommends that its suppliers refrain from offering goods or services, particularly in the form of gifts, to Company employees that exceed normal courtesy practices, and prohibits its employees from offering goods or services to personnel of other companies or entities in order to obtain confidential information or direct or indirect benefits that are significant for themselves or for the Company.





In the event of violation of the principles of legality, fairness, transparency, confidentiality and respect for the dignity of the person, O.M.E. is entitled to take appropriate measures, up to and including termination of the relationship with the supplier or consultant.

## **16. Customers**

O.M.E. pursues quality and value of the products and services it supplies and sells as well as the quality and value of the quality management process.

Professionalism, competence, helpfulness, respect and fairness are the guiding principles and style of conduct to be followed in dealing with customers.

It is therefore essential that its relation with the customers is based on transparency and fairness, observance of the law, independence from any form of influence, both internal and external to the Company.

Hence, contracts and communication to the customers must be:

- clear and simple;
- compliant with the current legislation and inspired by fairness;
- compliant with the company's business policies and within the parameters defined by the policies;
- thorough, covering all elements that are relevant to the clients making a decision.

In regard to business relations with clients, it is forbidden to maintain behaviours that could prejudice the consumers' trust, prejudicing at the same time both the transparency and the safety of the market.

## **17. Protection of fair competition**

O.M.E. intends to protect the value of fair competition by refraining from collusive and predatory behaviour.

The Addressees must, therefore, respect the principles and rules of free competition and must not violate the laws in force on competition, antitrust and consumer protection.

It is, therefore, forbidden to engage in any conduct that violates the habitual and free exercise of trade and industry and that, as such, damages trust and good commercial faith.



The Company prohibits the acquisition of information by improper means, such as industrial espionage.

Furthermore, the Company and its collaborators undertake not to violate the rights of third parties relating to intellectual property and to comply with the rules protecting the distinctive signs of intellectual works or industrial products (trademarks, patents) by carrying out checks on full compliance with the regulations protecting industrial property rights.

### **18. Community**

O.M.E. does not make contributions of any kind, directly or indirectly, to political parties, movements, committees and political and trade union organisations and their representatives and candidates.

The Company maintains relations with the press and mass communication organs, solely through the corporate bodies and the corporate functions delegated for that purpose. These relations must be marked by principles of fairness, availability and transparency in compliance with the communication policy defined by the Company.

Employees and collaborators may not provide information pertaining to the Company's assets to mass media or disseminate or publish it on other communication tools (such as social networks, social media, etc.), without the prior and specific authorisation of the competent functions.

Information and communications concerning the Company must be accurate, complete, truthful, transparent and homogeneous.

### **19. Environmental protection**

O.M.E. considers the environment a primary asset at the disposal of the community; therefore, it is committed to pursuing its objectives in full respect of the territorial community in which it operates.

The company is committed to absolute respect for local laws and regulations. It favours environmental planning, the sustainable use of natural resources, and an integrated approach to solid waste management and energy conservation.



O.M.E. also promotes the training of its employees and collaborators in order to correctly manage the environmental risks associated with each activity performed.

All employees must act as responsible citizens, adhering also in the workplace to current rules and regulations.

## **20. Compliance with the Code of Ethics**

O.M.E. has appointed a Supervisory Board, endowed with autonomous powers of initiative and control, which has been entrusted with the task of supervising the operation of and compliance with the Organisational Model pursuant to Legislative Decree 231/2001, as well as that of ensuring that it is constantly updated.

The Code of Ethics is an integral part of the Organisational Model and, therefore, the Supervisory Board also has the task of monitoring to ensure that the Code of Ethics is observed by all Addressees and that it is adapted from time to time to the regulations in force.

In addition, the Supervisory Board of the Company provides clarifications regarding this Code.

The observance of this Code by personnel and their commitment to comply with the general duties of loyalty, fairness and performance of the employment contract in good faith shall be considered an essential part of the contractual obligations arising from the employment relationship pursuant to Article 2104 of the Italian Civil Code.

Therefore, violations of this Code of Ethics by personnel are serious acts that damage the relationship of trust established with the Company and may lead to the application of disciplinary sanctions in compliance with the procedures provided for by the current CCNL for the sector, imposed proportionally to the seriousness of the violation, as well as the pursuit of possible civil and criminal actions.

The observance of the Code of Ethics by third parties (suppliers, consultants, agents, contractual counterparties, etc.) integrates the obligation to fulfil the duties of diligence and good faith in the negotiation and execution of contracts with the Company.

Therefore, O.M.E. may terminate the contractual relations of collaborators, consultants and contractual counterparties who engage in behaviour that violates the provisions of the Code



of Ethics, in accordance with the provisions of the specific clauses included in the contracts signed from time to time and without prejudice to any claim for damages, where such behaviour causes damage to the Company even independently of the termination of the contractual relationship.

In the event of breach of the Code of Ethics by the Board of Directors, the Supervisory Board shall inform the Company, which shall take the appropriate measures in line with the seriousness of the breach committed and in accordance with the powers provided by law and/or the Articles of Association, such as, if applicable, convening the Board and proposing, on that occasion, the dismissal of the Directors and the action of liability.

## **21. Reporting to the Supervisory Board - Whistleblowing**

Any violation of the Code of Ethics by the Recipients must be reported in accordance with the provisions of the "Whistleblowing" Protocol, which regulates the management of the reports provided for by the Legislative Decree. 24/2023, which also concern violations of the Model and unlawful conduct relevant pursuant to Legislative Decree. 231/2001.

The reports are received by the Reporting Committee (identified in the Supervisory Body) and managed by the same in accordance with the provisions of the "Whistleblowing" Protocol, to which reference should be made for detailed information relating to: i) the internal reporting channel and the methods of sending, ii) to the subjects who can make the reports, iii) to the subject of the reports, iv) to the manager of the report, v) to the methods of management of the report, vi) to the protections guaranteed to the reporters, to those reported in bad faith and to the additional subjects indicated in the law, vii) to the sanctions for those who violate the provisions of the Legislative Decree. 24/2023.

Whistleblowers, in good faith, must be guaranteed against any form of retaliation, discrimination, or penalisation, and in any case the confidentiality of the identity of the whistleblower and of the report received shall be ensured, without prejudice to legal obligations and the protection of the rights of the Company or of persons wrongly or in bad faith accused.



## **21. Circulation and update of the Code of Ethics**

O.M.E. is committed to support and guarantee an appropriate knowledge of the Code of Ethics, transmitting it to the Recipients by means of specific and efficient activities of information and communication.

This Code of Ethics is published on the Company's intranet network.

The Company is furthermore committed to update the contents when any need determined by a change of context, of applicable laws, of the environment or the business structure makes it appropriate and necessary.

The Board of Directors is the competent authority for any amendment and/or integration of this Code of Ethics.